

CATEGORICAL STANDARDS AND POLICY FOR DIRECTOR INDEPENDENCE

It is the policy of Rockwell Collins, Inc. ("the Company") that the directors of the Company, when carrying out their duties, exercise their independent judgment in the best interests of the Company and its shareowners. In addition, it is the policy of the Company that at least a majority of its directors, and all directors serving on the Compensation, Audit and Nominating Committees, be "independent", as determined by the Board of Directors (the "Board") of the Company in accordance with criteria established by the New York Stock Exchange (the "NYSE").

As required by the NYSE listing rules, at least once a year, the Board shall review the "independence" of each director and any nominee for director and make a determination whether the director or nominee has any material relationship with the Company (either directly or indirectly as a partner, shareholder, or officer of an organization that has a relationship with the company) that would impair the director's ability to exercise independent judgment as a member of the Board.

In accordance with the NYSE listing rules and pursuant to Section 407 of Regulation S-K of the Securities and Exchange Commission ("SEC"), the Board has adopted the following categorical standards for director independence ("categorical standards") to assist the Board in making such determinations. For a director to be considered "independent", the Board must determine that the director does not have any direct or indirect material relationship with the Company other than as a director. In each case, the Board will broadly consider all relevant facts and circumstances in making its independence determination, and apply the following categorical standards:

1. A director will not be considered "independent" if, within the preceding three years:
 - the director was an employee, or an immediate family member of the director was employed as an executive officer, of the Company; or
 - the director, or an immediate family member of the director as defined in this policy, received more than \$120,000 per year in direct compensation from the Company, other than director and committee fees and pension or other forms of deferred compensation for prior service (provided that such compensation is not contingent in any way on continued service with the Company); or
 - (A) the director is a current partner or employee of a firm that is the Company's internal or external auditor; (B) the director has an immediate family member who is a current partner of such firm; (C) the director has an immediate family member who is a current employee of such firm and personally works on the Company's audit; or (D) the director or an immediate family member was a partner or employee of such firm and personally worked on the Company's audit during that time; or

- the director, or an immediate family member of the director, was employed as an executive officer of another company where any of the Company's present executives serve or served on that company's compensation committee; or
 - the director was an executive officer or employed by another company (other than a charitable organization), or an immediate family member of the director was employed as an executive officer of such company, that makes payments to, or receives payments from, the Company for products or services in an amount which, in any single fiscal year, exceeds the greater of \$1,000,000 or 2% of such other company's consolidated gross annual revenues.
2. The following relationships will not be considered to be material relationships that would impair a director's independence:
- Commercial Relationship: If a director of the Company is an executive officer or an employee, or whose immediately family member is an executive officer, of another company that makes payments to, or receives payments from, the Company for products or services in an amount which, in any single fiscal year, does not exceed the greater of (a) \$1,000,000 or (b) 2% of the other company's consolidated gross annual revenues;
 - Ordinary Course Business Relationship: If another company retains a director or an immediate family member of the director of the Company as a director or a non-executive officer employee, and payments to or received by the Company for products or services or other contractual arrangements with that other company are made in the ordinary course of business and on substantially the same terms and conditions as those generally prevailing at the time for comparable transactions with non-affiliated persons;
 - Equity Relationship: If a director or an immediate family member of the director of the Company own less than a 10% equity interest in another company or organization that does business with the Company;
 - Charitable Relationship: If a director of the Company, or an immediate family member of a director of the Company, serves as a director, officer, or trustee of a charitable organization, and within the preceding three years, the Company's contributions to the organization in any single fiscal year are less than the greater of (a) \$1,000,000, or (b) 2% of that organization's gross receipts;
 - Educational, Professional and Social Relationship: A relationship arising solely from the director or an immediate family member of the director serving, or having served, as a director, officer or other member of an educational, charitable, social, professional or similar organization in which another director, officer or employee of the Company serves or has served as a director, officer or other member; or

- Stock Ownership: The ownership of the Company's stock (e.g., common or preferred) by a director or a director's immediate family member.
3. For relationships not covered by Section 2 above, the determination of whether the relationship is material or not, and therefore whether the director may be considered independent under the NYSE rules, will be made by at least a majority of the Company's independent directors.
 4. For purposes of these standards, (a) an "immediate family member" includes a person's spouse, parents, children, siblings, mothers and fathers-in-law, sons and daughters-in-law, brothers and sisters-in-law, and anyone who shares such person's home; except individuals who are no longer immediate family members as a result of legal separation or divorce, or those who have died or have become incapacitated, and (b) "the Company" includes Rockwell Collins, Inc. and all of its subsidiaries and affiliates.

The Board may revise these Director Independence Standards from time to time, as it deems appropriate, subject to applicable SEC rules and NYSE listing requirements.

Last updated: September 10, 2008