

**ROCKWELL COLLINS, INC.**  
**AUDIT COMMITTEE CHARTER**

The Audit Committee has been constituted by the Board for the purpose of overseeing (1) the accounting and financial reporting processes of the Corporation, (2) the integrity and audits of the financial statements of the Corporation, (3) the compliance by the Corporation with legal and regulatory requirements, (4) the qualifications and independence of the Corporation's independent auditors, and (5) the performance of the Corporation's internal and independent auditors.

The Audit Committee shall consist of at least three members of the Board of Directors, one of whom shall be designated the Chairman. The Chairman and other members of the Audit Committee shall meet the independence, qualification, and experience requirements of the New York Stock Exchange, Section 10A(m)(3) of the Securities Exchange Act of 1934 and the rules and regulations promulgated by the Securities and Exchange Commission ("SEC"). In particular, each member of the Audit Committee must be financially literate, as such qualification is interpreted by the Board in its business judgment, or must become financially literate within a reasonable period of time after appointment to this Committee. In addition, at least one member of the Audit Committee must have accounting or related financial management expertise, as such qualification is interpreted by the Board in its business judgment. Moreover, at least one member of the Audit Committee must qualify as an "audit committee financial expert", as defined by applicable law and the SEC. The members of the Audit Committee shall be appointed on the recommendation of the Board Nominating and Governance Committee and may be replaced by the Board.

If an audit committee member simultaneously serves on the audit committees of more than three public companies, then the Board of Directors must determine that such simultaneous service would not impair the ability of such member to effectively serve on the Corporation's Audit Committee and disclose such determination in the Corporation's proxy statement.

The Audit Committee shall meet about four times a year, with further meetings to occur, or actions to be taken by unanimous written consent, when deemed necessary or desirable. The Committee structure and operations shall be governed by Article IV of the Corporation's By-Laws.

The Audit Committee shall have the authority to retain outside legal, financial or other consultants to advise the Committee. The Audit Committee may request any officer or employee of the Corporation or the Corporation's outside counsel or independent auditors to attend a meeting of the Committee or to meet with any members of, or consultants to, the Committee. The Corporation shall provide for appropriate funding, as determined by the Audit Committee, for payment of compensation to the independent auditor for the purpose of rendering or issuing an audit report or performing other audit, review or attest services for the Corporation, compensation to any advisors retained by the Audit Committee, and ordinary administrative expenses incurred by the Audit Committee.

The Audit Committee shall:

1. Review and reassess the adequacy of this Charter periodically and recommend any proposed changes to the Board for approval.
2. Review and discuss the Corporation's annual audited financial statements and quarterly financial statements with management and the independent auditors, including disclosures made in "Management's Discussion and Analysis of Financial Condition and Results of Operations".
3. Recommend to the Board whether the annual audited financial statements should be included in the Corporation's Annual Report on Form 10-K.
4. Review with management and the independent auditors (a) major issues regarding accounting principles and financial statement presentations, including any significant changes in the Corporation's selection or application of accounting principles, any major issues as to the adequacy of the Corporation's internal controls and any special audit steps adopted in light of material control deficiencies; and (b) analyses prepared by management and/or the independent auditor setting forth significant financial reporting issues and judgments made in connection with the preparation of the financial statements, including the development, selection and disclosure of critical accounting policies, and analyses of the effect of alternative assumptions, estimates or generally accepted accounting principles ("GAAP") methods on the Corporation's financial statements.
5. Discuss periodically with management the Corporation's quarterly earnings press releases as well as financial information and earnings guidance provided to analysts, rating agencies and others. This responsibility may be done generally (i.e., by discussing the types of information to be disclosed and the type of presentation to be made -- paying particular attention to any use of "pro forma", or "adjusted" non-GAAP, information). The Committee need not discuss in advance each instance in which a company may provide earnings guidance. However, the Committee or the Chairman of the Committee (or another member of the Committee designated by the Chairman) should review the quarterly earnings releases and discuss them with management and the independent auditors prior to their release to the public.
6. Meet periodically to review with management and the independent auditors their views on the Corporation's major financial risk exposures, including the Corporation's risk assessment and risk management policies, and the steps management has taken to monitor and control such exposures. The Audit Committee should discuss guidelines and policies that govern the process by which risk assessment and management is undertaken.

7. Be directly responsible for the appointment, compensation, retention and oversight of the work of the independent auditors engaged (including resolution of any disagreement between management and the independent auditors regarding financial reporting) for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for the Corporation.
8. Have the sole authority to appoint or replace the independent accounting firm to audit the Corporation's financial statements (with that appointment being submitted for shareowner ratification), and approve in advance all audit and permitted non-audit services (including engagement fees, scope and terms) with the independent auditors. The Audit Committee delegates to the Chairman of the Committee the authority to grant certain pre-approvals of audit and non-audit services by the independent auditors. At the beginning of each year, the Audit Committee shall define the categories of audit and non-audit services that the Chairman is authorized to pre-approve. The Chairman will inform the Audit Committee at the next Committee meeting of any pre-approval decisions made by the Chairman. The independent auditors shall report directly to the Audit Committee. Approval by the Audit Committee of non-audit services to be performed by the independent auditors shall be disclosed to investors in the applicable periodic or annual report filed with the SEC.
9. Discuss with management and the independent auditors the effect of regulatory and accounting initiatives as well as off-balance sheet structures on the Corporation's financial statements.
10. Review the experience and qualifications of the senior members of the independent auditors team. Also, review the number of years that the lead audit partner and the audit partner responsible for reviewing the audit have performed audit services for the Corporation in the previous five fiscal years in order to address compliance with the five year audit partner rotation requirement.
11. Obtain and review reports from the independent auditors at least annually describing (a) the auditors' internal quality-control procedures, (b) any material issues raised by the most recent quality-control review or peer review of the firm, or by any inquiry or investigation by governmental or professional authorities within the preceding five years respecting one or more independent audits carried out by the firm, (c) any steps taken to deal with any such issues, and (d) all relationships between the independent auditors and the Corporation. Evaluate the qualifications, performance and independence of the independent auditors, including considering whether the auditors' quality controls are adequate and whether the provision of any permitted non-audit services is compatible with maintaining the auditors' independence and taking into account the opinions of management and the internal auditor. The Audit Committee should present its conclusions with respect to the qualifications, performance and independence to the entire Board of Directors.

12. Set clear hiring policies regarding the hiring of employees or former employees of the independent auditors who were engaged on the Corporation's account.
13. Meet with the independent auditors to review and approve the scope of the audit.
14. Obtain from the independent auditors assurance that Section 10A(b) of the Securities Exchange Act of 1934 has not been implicated.
15. Discuss with the independent auditors the matters required to be discussed by Statement on Auditing Standards No. 61 and 90 relating to the conduct of the audit.
16. Review with the independent auditors any significant problems or difficulties the auditors may have encountered in the course of the audit work and any management letter provided by the auditors and the Corporation's response to that letter. Such review should include any significant difficulties encountered in the course of the audit work, including any restrictions on the scope of independent auditor's activities or access to required information, significant changes to the audit plan and any disagreement with management, which if not satisfactorily resolved would have affected the auditors' opinion.
17. Review the appointment of and periodically review the performance of the General Auditor.
18. Review with the Corporation's General Auditor:
  - a) the internal audit department responsibilities, budget and staffing;
  - b) the scope of the annual internal audit plan;
  - c) any comments the General Auditor may have on major issues related to the internal audit activities or restrictions, if any, imposed on them; and
  - d) any significant findings of internal audits and management's responses.
19. Submit the audit committee report required by the rules of the Securities and Exchange Commission to be included in the Corporation's annual meeting proxy statement.
20. Monitor compliance by the employees of the Corporation and its subsidiaries and controlled affiliated entities with applicable legal requirements and the Corporation's standards of business conduct and conflict of interest policies.

21. Review with the Corporation's General Counsel legal matters that may have a material effect on the financial statements, the Corporation's compliance policies and any material reports or inquiries received from regulators or governmental agencies.
22. Meet about four times per year with the Corporation's senior executive officers, the Corporation's General Auditor and the independent auditors in separate executive sessions.
23. Establish procedures for (a) the receipt, retention and treatment of complaints received by the Corporation regarding accounting, internal accounting controls or auditing matters; and (b) the confidential, anonymous submission by employees of the Corporation of concerns regarding questionable accounting or auditing matters.
24. Review any disclosures by the CEO and CFO, prior to their periodic report certification to the SEC, regarding (a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the Corporation's ability to record, process, summarize and report financial information; and (b) any fraud, whether or not material, that involves management or other employees who have a significant role in the Corporation's internal control over financial reporting.
25. Review and discuss reports from the independent auditors related to (a) all critical accounting policies and practices used by the Corporation; (b) material alternative treatments of financial information permitted by GAAP that have been discussed with management, including the ramifications of the use of such alternative disclosures and treatments, and the treatment preferred by the independent auditors; and (c) other material written communications between the independent auditors and management such as any management letter or schedule of unadjusted differences before the independent auditor's quarterly or annual report on the financial statements of the Corporation is filed with the SEC.
26. Annually review its own performance.
27. Report regularly to the Board any material issues that arise with respect to the quality or integrity of the Corporation's financial statements, the Corporation's compliance with legal or regulatory requirements, the qualifications, performance and independence of the independent auditors, or the performance of the internal audit department.
28. Review any other matter brought to its attention within the scope of its duties.

While the Audit Committee has the responsibilities and powers set forth in this Charter, it is not the duty of the Audit Committee to plan or conduct audits or to

determine that the Corporation's financial statements are complete and accurate and are in accordance with generally accepted accounting principles. Those duties are the responsibility of management and the independent auditors.

Last Amended: November 17, 2005