

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 and the Corporation's Categorical Standards and Director Independence Policy. 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 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. Maintain 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. 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 13, 2007

ROCKWELL COLLINS, INC. BOARD MEMBERSHIP CRITERIA

COMPOSITION

Since the Board depends both on (i) the character, judgment, objectivity and diverse experience of its individual Directors and (ii) their collective strengths in providing oversight and direction, the Board Nominating and Governance Committee and other Directors should evaluate candidates against the Board composition criteria set forth below.

The Board should be comprised of:

1. Directors who bring to the Board a variety of experience and backgrounds that is expected to be beneficial to the Company and a good fit with existing members of the Board.
2. Directors who have high level managerial experience in a relatively complex organization or are accustomed to dealing with complex problems.
3. Directors who will represent the balanced, best interests of the shareowners as a whole rather than special interest groups or constituencies.
4. A balanced group of Directors after taking into consideration in assessing the overall composition and needs of the Board such factors as diversity, age, international background and experience, and specialized expertise.
5. As a matter of policy, a substantial majority of the Board members should be independent Directors but at least a majority shall be independent Directors under the criteria for independence required by the New York Stock Exchange (NYSE), and as determined by the Board consistent with the Corporation's Categorical Standards and Director Independence Policy.
6. As a matter of policy, the Committee is also expected to assure that the composition of the Board will enable the Company to:
 - Satisfy the financial literacy requirements required for service on the Audit Committee under the rules of the NYSE; and
 - Satisfy the Audit Committee financial expert requirements under the rules of the Securities and Exchange Commission.

SELECTION CRITERIA -- OUTSIDE DIRECTORS

In considering possible candidates for election as an outside Director, the Board Nominating and Governance Committee and other Directors should consider the following minimum qualifications:

1. Each Director should be an individual of the highest character and integrity, have solid leadership skills, experience at strategy/policy-setting, good communication skills and a reputation for working constructively with others.
2. Each Director should have sufficient time available to devote to the affairs of the Corporation in order to carry out the responsibilities of a Director.
3. Each Director should be free of any conflict of interest which would interfere with the proper performance of the responsibilities of a Director. This excludes from consideration: (i) officers of companies in direct or substantial competition with Rockwell Collins and (ii) major or potential major customers, suppliers or contractors.
4. Each Director should be under age 70 as of the meeting of shareowners for which he or she will stand for election.

SELECTION CRITERIA -- INSIDE DIRECTORS

As a matter of policy, a substantial majority of the Board should be independent Directors. The Chief Executive is expected to be a Director. Other members of senior management may be considered, but Board membership is not necessary or a prerequisite to a higher management position.

CONTINUATION OF SERVICE

1. Outside Directors are to retire and not stand for re-election at the meeting of shareowners immediately following the end of their term following attainment of age 70.
2. An Outside Director whose job responsibilities change meaningfully from those at the time of initial appointment or election is expected to offer to resign as a Director. Whether or not such offer will be accepted by the Board is a matter for discussion at that time.
3. With the exception of the Chief Executive, Inside Directors are expected not to stand for re-election after attaining age 65 and to resign from the Board if there is a meaningful reduction of job responsibilities before attaining that age.
4. A Chief Executive who retires or resigns from that position is expected to offer to resign as a Director. Whether or not such offer will be accepted by the Board is a matter for discussion at that time.

LIMITED EXCEPTIONS

Under exceptional and limited circumstances, the Committee may approve the candidacy of a nominee who does not satisfy all of these requirements if it believes the service of such nominee is in the best interests of the Company and its shareowners.

Last Amended: November 13, 2007