

## **Disclosure Committee Charter**

### **Preamble:**

The Company endeavors to ensure that accurate and complete information regarding the Company and its operations and financial performance is provided to shareowners and the investment community in a timely manner, in a clear, concise and understandable format and in full compliance with the requirements of applicable securities laws and the New York Stock Exchange. In order to accomplish this goal and to assist the Company's Chief Executive Officer (CEO) and Chief Financial Officer (CFO) to discharge their responsibilities in certifying as to the Company's periodic reports under the Securities Exchange Act of 1934, as amended (the Exchange Act), the Company has established a Disclosure Committee with the following purposes, members and responsibilities:

### **Purpose:**

- 1) To review the design and evaluate the effectiveness of the Company's "disclosure controls and procedures," which is defined as controls and procedures that are designed to ensure that information required to be disclosed by the Company in its Exchange Act reports filed with the Securities and Exchange Commission is recorded, processed, summarized and reported within the time periods specified in the Commission's rules and forms;
- 2) To review the design and evaluate the operation of the Company's "internal control over financial reporting," which is defined as a process designed to provide reasonable assurance regarding the reliability of financial statements for external purposes in accordance with generally accepted accounting principles in the United States of America (GAAP);
- 3) To review the Company's annual and quarterly Exchange Act reports and earnings releases prior to the Company filing them with the SEC to assess the quality of the disclosures made in the reports and earnings releases; and
- 4) To report to the CEO and CFO, prior to these officers executing their certifications related to the Company's annual and quarterly Exchange Act reports, the Committee's evaluation findings and conclusions regarding the effectiveness of the Company's disclosure controls and procedures, the Committee's evaluation findings and conclusions regarding the operation of the Company's internal control over financial reporting and the Committee's assessment of the quality of the disclosures made in the Company's reports.

### **Members:**

The members of the Disclosure Committee shall be the Principal Accounting Officer, the General Counsel and Secretary, the General Auditor, the principal person responsible for investor relations, the principal person responsible for income tax matters, one business representative from Government Systems, Commercial Systems and Rockwell

Collins Services, and any other officers or employees of the Company determined by the CEO or the CFO. The members of the Committee shall be appointed and may be replaced by the CEO or the CFO. The Principal Accounting Officer shall serve as Chairman of the Committee.

**Responsibilities of the Committee:**

- 1) The Disclosure Committee shall meet prior to the filing of each of the Company's annual and quarterly Exchange Act reports, as necessary from time to time to evaluate the necessity of making public disclosures, and otherwise as it determines.
- 2) The Disclosure Committee shall periodically review and approve the Company policies and procedures that are designed to gather timely the information required to be disclosed in the Company's Exchange Act reports (which includes annual and quarterly reports, current reports on Form 8-K, and proxy statements). Such policies and procedures shall be designed to operate so that important information flows to the appropriate collection and disclosure points in a timely manner and includes procedures relating to the prompt communication of information relating to events required to be reported by the Company within two business days in a current report on Form 8-K.
- 3) The Disclosure Committee shall periodically review and approve Company policies and procedures that are designed to provide reasonable assurance that the Company's internal control over financial reporting are designed and operating in a manner that will permit the generation of financial statements that are accurate, reliable, fairly reflect the transactions and dispositions of Company assets and prepared in accordance with GAAP.
- 4) The Disclosure Committee shall establish timelines for preparation of the Company's annual and quarterly Exchange Act reports, which timelines shall include critical dates and deadlines during the disclosure process relating to the preparation of drafts, the circulation of drafts to appropriate Company personnel, the Company's independent auditors, and the Audit Committee, the receipt of comments and the review of the comments by the Committee. Such timetables should allow for circulation of draft reports to the Disclosure Committee, the CEO, the CFO, and the Audit Committee of the Board of Directors sufficiently in advance of the applicable filing deadline in order to enable such persons to review carefully the filing and discuss any questions and comments related thereto.
- 5) The Disclosure Committee shall evaluate the effectiveness of the Company's "disclosure controls and procedures" and shall evaluate the operation of the "internal control over financial reporting," in each case prior to the filing of each of the Company's annual and quarterly Exchange Act reports. The Committee shall assist the CEO and CFO with their review of the design and evaluation of the effectiveness of those disclosure controls and procedures and their review of the design and evaluation of the operation of the internal control over financial reporting. The Committee's evaluation shall include but not be limited to:

- a. assessing the adequacy of the controls and procedures in place to ensure that material information required to be disclosed in the Company's periodic reports is being recorded, processed, summarized and reported in those periodic reports;
  - b. identifying all significant deficiencies and material weaknesses in the design or operation of the Company's internal control over financial reporting which are reasonably likely to adversely affect the Company's ability to record, process, summarize and report financial information;
  - c. monitoring the corrective actions being taken to address the significant deficiencies and material weaknesses in the design or operation of the internal control over financial reporting; and
  - d. identifying any fraud, whether or not material, that involves management or other employees who have a significant role in the Company's internal control over financial reporting.
- 6) The Disclosure Committee shall review each annual and quarterly Exchange Act report prior to the Company filing them with the SEC to assess the quality of the disclosures made in the report including but not limited to whether the report is accurate and complete in all material respects.
  - 7) The Disclosure Committee shall report to the CEO and the CFO the Committee's evaluation findings and conclusions regarding the effectiveness of the Company's disclosure controls and procedures, the Committee's evaluation findings and conclusions regarding the operation of the Company's internal control over financial reporting and the Committee's assessment of the quality of the disclosures made in the Company's annual and quarterly Exchange Act report. This Committee report shall occur prior to the filing of each of the Company's annual and quarterly Exchange Act reports.
  - 8) The Disclosure Committee shall review and reassess the adequacy of this Charter periodically and recommend any proposed changes to the CEO and the CFO for approval.

Last Amended: January 19, 2009