

CHAMPION ENTERPRISES, INC.
NOMINATING AND CORPORATE GOVERNANCE COMMITTEE
OF THE BOARD OF DIRECTORS

CHARTER

Organization

There shall be a standing committee of the Board of Directors to be known as the Nominating and Corporate Governance Committee (the “Committee”). The membership of the Committee shall be comprised of at least three (3) members of the Board. Each of the members of the Committee must be independent under the Company’s Corporate Governance Guidelines and the applicable standards of the New York Stock Exchange. The Board shall annually designate the members and the Chairman of the Committee. Committee members may be removed by the Board in its discretion. A majority of the Committee members shall constitute a quorum for the transaction of business. The action of a majority of those present at a meeting at which a quorum is present shall be the action of the Committee. The Committee shall meet as required but at least once annually. The Committee shall keep a record of its actions and proceedings and make a report thereof from time to time to the Board.

Statement of Policy

The purposes of the Committee are to assist the Board by:

- (i) Identifying, screening and recommending qualified candidates to serve as Directors of the Company and on the Board’s committees;
- (ii) Making recommendations to the Board for director nominees for each annual meeting of shareholders and as new positions or vacancies occur on the Board;
- (iii) Developing and recommending to the Board corporate governance guidelines applicable to the Company; and
- (iv) Overseeing the evaluation of the Board as a whole including the Board’s individual members, its committees, and the Lead Independent Director.

Responsibilities

The Committee shall:

- 1. Develop criteria for the selection of potential candidates and identify, review qualifications, and interview potential candidates to serve on the Board, in light of criteria established by the Board.

2. Recommend to the full Board:
 - (a) Nominees to fill new positions or vacancies as they occur on the Board; and
 - (b) Prior to each annual meeting of shareholders, the candidates for election or reelection as Directors by the shareholders at the annual meeting.
3. Undertake studies and make recommendations to the Board as the Board may deem appropriate concerning the structure, composition and function of the Board.
4. Review slates for each of the committees of the Board at least annually and recommend to the Board committee chair assignments and additional or replacement committee members as appropriate.
5. Review all of the Company's corporate governance documents at least annually, including the Company's Articles of Incorporation, Bylaws and Corporate Governance Guidelines and recommend to the Board any changes to the Company's corporate governance documents that the Committee deems appropriate.
6. Generally advise the Board on corporate governance matters.
7. Develop and recommend to the Board for its approval an annual self-evaluation process for the Board and its committees, and oversee the annual self-evaluation process conducted by the Board and its committees.
8. Review all new directors after one and three years of service on the Board.
9. Develop and coordinate new director orientation and continuing education programs for all directors.
10. Develop and recommend to the Board standards of independence for independent directors consistent with the rules and standards promulgated by the New York Stock Exchange, the Securities and Exchange Commission and any other regulatory authority.
11. Review and make recommendations to the Board at least annually whether each member of the Board meets the definition of "independent director" set forth in the Corporate Governance Guidelines.
12. Review the Board calendar at least annually and make recommendations to the Chairman of the Board concerning the Board calendar and format for Board meetings.

13. Review at least annually the Company's directors' and officers' liability insurance policies and report to the Board on these policies as the Committee deems advisable.
14. Review as needed conflict of interest disclosures or other Code of Ethics disclosures made by any of the directors or executive officers, report such disclosures to the Board, and make recommendations to the Board concerning such disclosures.
15. Conduct an annual performance evaluation of the Committee.
16. Have the authority to obtain advice and counsel from internal and external legal, accounting or other advisors, including having the sole authority to retain and terminate any search firm used to identify director candidates and to approve the search firm's fees and other retention terms.
17. Review and reassess this Charter at least annually in light of any regulatory changes, and recommend to the Board any changes to this Charter that the Committee deems appropriate.
18. The Committee shall have the authority to delegate any of its responsibilities to a subcommittee of the Committee.
19. Update the Board annually concerning developments in the corporate governance initiatives and positions of NYSE, SEC and ISS.
20. The Committee shall prepare and maintain an annual calendar of its activities.
21. Review the function and performance of the Lead Independent Director and make recommendations to the Board concerning the coordination of the role of the Lead Independent Director with that of the full Board. Review and assess the Lead Independent Director Charter at least annually, and recommend to the Board any changes to this Charter that the Committee deems appropriate.
22. Approve or ratify all related party transactions in accordance with the Related Party Transaction Policies and Procedures.
23. Perform such additional duties and have such additional responsibilities as the Board may from time to time determine.