

**TRAILER BRIDGE, INC.**  
**Audit Committee Charter**

This Audit Committee Charter (Charter) has been adopted by the Board of Directors (the Board) of Trailer Bridge, Inc. (the Company). The Audit Committee of the Board (the Committee) shall review and reassess this charter annually and recommend any proposed changes to the Board for approval.

**Role and Independence: Organization**

The Committee is responsible for oversight of the quality and integrity of the accounting, auditing, internal control, and financial reporting practices of the Company. It may also have such other duties as may from time to time be assigned to it by the Board

The membership of the Committee shall consist of at least three directors who are each free of any relationship that, in the opinion of the Board, may interfere with such member's individual exercise of independent judgment. Without limiting the foregoing, each member:

- (1) must not have any relationship that disqualifies such person from being deemed independent under Nasdaq Rule 4200(a)(15), and
- (2) must qualify as independent under Rule 10A-3, as amended, of the Securities and Exchange Commission.

In addition, no member shall have participated in the preparation of the financial statements of the Company or any current subsidiary at any time during the preceding three years. Each member must be able to read and understand fundamental financial statements, and at least one member must have past employment experience in finance or accounting, requisite professional certification in accounting, or other comparable experience or background which results in the individual's financial sophistication, as required by NASDAQ Rule 4350(d)(2)(A). No audit committee member may directly or indirectly receive any compensation from the Company or any of its subsidiaries other than fees for serving on their boards of directors and their committees.

The Committee shall maintain free and open communication with the independent auditors, the internal auditors, and Company management. In discharging its oversight role, the Committee is empowered to investigate any matter relating to the Company's accounting, auditing, internal control, or financial reporting practices brought to its attention, with full access to all Company books, records, facilities, and personnel. The Committee may retain outside counsel, auditors or other advisors. The Committee is authorized to incur costs, which the Company shall pay, (1) to compensate the independent auditors for the audit and permissible non-audit services authorized by the audit committee, (2) to compensate independent counsel and other advisors engaged by the audit committee, and (3) to pay ordinary administrative costs necessary or appropriate in carrying out the Committee's responsibilities.

One member of the Committee shall be appointed as chair. The chair shall be responsible for leadership of the Committee, including scheduling and presiding over meetings, preparing agendas, and making regular reports to the Board. The chair will also maintain regular liaison with the CFO, the lead independent audit partner, and the director of internal audit.

The Committee shall meet at least four times a year, or more frequently as the Committee considers necessary.

**Responsibilities**

Although the Committee may wish to consider other duties from time to time, the general recurring activities of the Committee in carrying out its oversight role are described below. The independent auditors shall report directly to the audit committee, as representatives of the Company's stockholders. The Committee shall be responsible for:

- Appointing, compensating and overseeing the independent auditors, including resolving disagreements between the independent auditors and management regarding financial reporting, discussing with the auditors the nature and rigor of the audit process, receiving and reviewing audit reports, and providing the auditors full access to the Committee (and the Board) to report on any and all appropriate matters.
- Evaluating the performance of the independent auditors and, where appropriate, replacing such auditors.
- Pre-approving (1) all audit services, and (2) all non-audit services by the independent auditors that are permitted by Section 201 of the Sarbanes-Oxley Act, except de minimus services not requiring such pre-approval under Section 202 of the Sarbanes-Oxley Act.
- Establishing procedures for the receipt, retention and handling of complaints received by the Company regarding accounting, internal accounting controls or auditing matters, including the confidential, anonymous submission by employees of the Company and its subsidiaries of concerns about questionable accounting or auditing matters.
- Obtaining annually from the independent auditors a formal written statement describing all relationships between the auditors and the Company, consistent with Independence Standards Board Standard Number 1. The Committee shall actively engage in a dialogue with the independent auditors with respect to any relationships that may impact the objectivity and independence of the auditors and shall take appropriate actions to oversee and satisfy itself as to the auditors' independence.
- Reviewing the audited financial statements and discussing them with management and the independent auditors. These discussions shall include the matters required to be discussed under Statement of Auditing Standards No. 61 and consideration of the quality of the Company's accounting principles as applied in its financial reporting, including a review of particularly sensitive accounting estimates, reserves and accruals, judgmental areas, audit adjustments (whether or not recorded), and other such inquiries as the Committee or the independent auditors shall deem appropriate. Based on such review, the Committee shall make its recommendation to the Board as to the inclusion of the Company's audited financial statements in the Company's Annual Report on Form 10-K.
- Annually issuing a report to be included in the Company's proxy statement as required by the rules of the Securities and Exchange Commission.
- Through the Committee chair, discussing with a representative of management and the independent auditors: (1) the interim financial information contained in the Company's Quarterly Report on Form 10-Q prior to its filing, (2) the earnings announcement prior to its release (if practicable), and (3) the results of the review of such information by the independent auditors.
- Through the Committee chair, overseeing internal audit activities, including discussing with management and the internal auditors the internal audit function's organization, objectivity, responsibilities, plans, results, budget, and staffing.
- Through the Committee chair, discussing with management, the internal auditors, and the independent auditors the quality and adequacy of and compliance with the Company's internal controls.
- Through the Committee chair, discussing with management and/or the Company's general counsel any legal matters (including the status of pending litigation) that may have a material impact on the Company's financial statements and any material reports or inquiries from regulatory or governmental agencies.
- Reviewing and approving related party transactions.

The Committee's job is one of oversight. Management is responsible for the preparation of the Company's financial statements, and the independent auditors are responsible for auditing those financial statements. The Committee and

the Board recognize that management (including the internal audit staff) and the independent auditors have more resources and time and more detailed knowledge and information regarding the Company's accounting, auditing, internal control and financial reporting practices than the Committee does; accordingly, the Committee's oversight role does not provide any expert or special assurance as to the financial statements and other financial information provided by the Company to its shareholders and others.