

TRAILER BRIDGE, INC.
NOMINATING COMMITTEE CHARTER

Purpose

The purpose of the Nominating Committee (the "Committee") is:

1. to assist the Board in establishing criteria and qualifications for potential Board members, and
2. to identify high quality individuals who have the core competencies and experience to become members of the Company's Board and to recommend to the Board the director nominees for the next annual meeting of shareholders.

Committee Membership

The Committee shall consist those directors who qualify as "independent directors," as defined by NASDAQ rules. The members of the Committee may, if they so desire, elect a Chair, who shall serve at the pleasure of the Committee.

Meetings

- The Committee shall meet at least twice annually, and more frequently as circumstances may dictate.
- The Committee will meet at the call of its Chairman or the Chairman of the Board.
- A majority of the Committee members will be quorum for the transaction of business.
- The action of a majority of those present at a meeting at which a quorum is present will be the act of the Committee.
- Any action required to be taken at a meeting of the Committee will be deemed the action of the Committee without a meeting if all of the Committee members executed, either before or after the action is taken, a written consent and the consent is filed with the Corporate Secretary.
- Minutes shall be taken at each meeting of the Committee and included in the permanent minutes of the Company.
- A report of the Committee shall be presented to the Board on a regular basis, and no less frequently than annually.

Committee Authority and Responsibilities

1. The Committee shall have the sole authority to retain and terminate any search firm to be used to identify director candidates and shall have sole authority to approve the search firm's fees and other retention terms. The Committee shall also have authority to obtain advice and assistance from internal or external legal, accounting or other advisors.

2. The Committee shall establish criteria and core competencies for potential director candidates, actively seek qualified and experienced individuals for any vacancies, and recommend nominees to the full Board, including incumbents standing for re-election.
3. When vacancies develop, the Committee will solicit input regarding potential new candidates from management as well as existing directors, and will look for candidates with skills and experience that will complement the board's existing make-up.
4. The Committee shall work with the entire Board in assessing board performance in connection with the nominations process.
5. The Committee shall develop procedures for shareholders to submit recommendations for nominees. The Committee will consider and apply the same criteria to, any candidates submitted to the Committee by shareholders that the Committee applies to its own candidates.