

**CHARTER OF THE
COMPENSATION COMMITTEE
OF THE BOARD OF DIRECTORS OF
HORIZON LINES, INC.**

I. FORMATION OF THE COMMITTEE.

The Board of Directors (the "*Board*") of Horizon Lines, Inc., a Delaware corporation (the "*Corporation*"), has established the Compensation Committee of the Board (the "*Committee*") pursuant to Section 141 of the Delaware General Corporation Law and the Bylaws of the Corporation.

II. ADOPTION OF THIS CHARTER; EFFECTIVE TIME.

This Charter (this "*Charter*") is hereby adopted as the charter of the Committee, and shall become effective as of the listing for trading of shares of any class or series of the Corporation's capital stock on The New York Stock Exchange, Inc. ("*NYSE*"). Upon the effectiveness of this Charter, any charter of the Committee heretofore in effect is hereby superseded and replaced in its entirety by this Charter.

III. PURPOSES OF THE COMMITTEE.

The purposes of the Committee shall be to (a) oversee the Corporation's executive compensation plans and general compensation and employee benefit plans, including, without limitation, incentive and equity-based plans, and (b) produce any Committee report or other disclosure required to be included in any report or statement under the rules of the SEC or the applicable listed company requirements of the NYSE.

IV. COMPOSITION OF THE COMMITTEE.

1. The size of the Committee shall be three directors, or such greater number as may be determined from time to time by the Board, based on the recommendations of the Nominating and Corporate Governance Committee of the Board (the "*Nominating Committee*").

2. In order to qualify for election as a member of the Committee (and to qualify to continue to serve as a member of the Committee), a director of the Corporation shall (a) satisfy the applicable requirements therefor as shall be specified in the listed company requirements of the NYSE from time to time, (b) satisfy the requirements applicable to such director as shall be specified in Section 162(m) of the Internal Revenue Code of 1986 and the rules and regulations promulgated thereunder, in each case amended or supplemented from time to time (collectively, the "*Code*"), in order for a deduction to the Corporation or a subsidiary thereof for employee remuneration not to be disallowed under such provisions, (c) satisfy the requirements applicable to such director as shall be specified in Section 16(b) of the Securities Exchange Act of 1934 and the rules and regulations promulgated thereunder, in each case amended or supplemented from time to time (collectively, the "*Exchange Act*"), in order for any profits realized by the persons or entities referred to therein from a purchase and sale of the Corporation's equity securities not to

be required to be disgorged under such provisions; and (d) satisfy any additional requirements therefor that the Board shall deem appropriate.

3. Subject to the limitations set forth in Section 2 hereof, the Board shall elect the members of the Committee and may designate one or more directors as alternate members of the Committee to replace any absent or disqualified member at any meeting of the Committee.

4. Each director who is elected to the Committee shall hold office as a member of the Committee until the next annual meeting of the Board and until such director's successor in such office shall be elected and qualified, until the first to occur of (a) such director's death, resignation, retirement, disqualification or removal from such office or (b) such director's prior resignation, retirement, disqualification, or removal as a member of the Board.

5. Any vacancy on the Committee shall be filled by majority vote of the Board, subject to the limitations set forth in Section 2 hereof, and no member of the Committee shall be removed except by majority vote of the Board, in each case based on the recommendation of the Nominating Committee.

6. A director who is a member of the Committee shall promptly notify the Chairperson of the Board (if any), the Chairperson of the Committee (if any), the Chairperson of the Nominating Committee (if any), and the Secretary of the Corporation (if any) in the event that such director should cease to satisfy the requirements referred to in this Article IV for service on the Committee.

V. MEETINGS AND PROCEDURES OF THE COMMITTEE.

1. The Committee shall meet as often as it determines necessary to carry out its duties and responsibilities, but no less frequently than two times annually. The Committee may establish its own meeting schedule, which it will provide to the Board in advance to the extent practicable.

2. In order to carry out its duties and responsibilities, the Committee may request, in its discretion, any director (whether or not a member of the Committee), officer or employee of the Corporation or such other person as it deems appropriate to (a) attend a meeting of the Committee, (b) meet with any members of the Committee, or any legal counsel or outside advisers to the Committee, or any consultants or experts retained by the Committee, or (c) provide pertinent information as necessary.

3. The Chief Executive Officer, President, Chief Financial Officer and Chief Operating Officer of the Corporation each may attend any meeting of the Committee, except for any portion of any such meeting where his or her presence would be inappropriate, as determined by the Chairperson of the Committee, except that none of such individuals may attend any portion of any such meeting where his or her compensation is to be discussed or voted upon.

4. The Chairperson of the Committee shall be designated by the Board; *provided*, that if the Board does not so designate a Chairperson, the members of the Committee, by a majority vote of the members of the Committee present at a meeting of the Committee at which a quorum is present, may designate a Chairperson; and *provided, further*, that the Chairperson of

the Committee and a majority of the members of the Committee in office shall be citizens of the United States. Meetings of the Committee may be called by either (i) the Chairperson of the Committee or (ii) any two or more members of the Committee. The Chairperson of the Committee shall be responsible for establishing the agendas for meetings of the Committee, and supervising the conduct of such meetings.

5. A majority of all of the members of the Committee then in office shall constitute a quorum of the Committee for the transaction of business, provided that no more than a minority of the number of members of the Committee necessary to constitute a quorum shall be other than citizens of the United States. The vote of a majority of all the members of the Committee present at a meeting at which a quorum is present shall be the act of the Committee.

6. Unless otherwise restricted by the Certificate of Incorporation or Bylaws of the Corporation, members of the Committee may participate in a meeting of the Committee by means of conference telephone or other communications equipment by which all persons participating in the meeting can hear each other, and participation in a meeting by such means shall constitute presence in person at such meeting.

7. Unless otherwise restricted by applicable law, the Certificate of Incorporation or Bylaws of the Corporation, or this Charter, any action required or permitted to be taken at any meeting of the Committee may be taken without a meeting, if all members of the Committee consent thereto in writing. Such one or more writings shall be filed with the minutes of the meetings of the Committee.

8. Failure to satisfy any pre-meeting notification or agenda requirements shall not invalidate an otherwise duly held meeting of the Committee.

9. The Committee shall have the authority to establish its own rules and procedures consistent with the Corporation's Certificate of Incorporation and Bylaws for notice and conduct of its meetings (and the conduct of any of its other activities), should the Committee, in its discretion, deem it desirable to do so.

10. The Committee shall keep regular minutes of its meetings which it shall distribute to each member of the Committee, members of the Board who are not members of the Committee, and the Secretary of the Corporation.

11. The Committee shall report to the Board whenever it shall be requested, or required, by the Board to do so.

VI. DUTIES AND RESPONSIBILITIES OF THE COMMITTEE.

The Committee shall have the authority to undertake the specific duties and responsibilities described hereinafter and the authority to undertake such other duties and responsibilities as are assigned by applicable law, by the Corporation's Certificate of Incorporation or Bylaws or by the Board.

1. Executive Compensation Plans.

The Committee shall have the following duties and responsibilities with respect to the Corporation's executive compensation plans:

(a) To review at least annually the goals and objectives of the Corporation's executive compensation plans with respect to the compensation (including, without limitation, salaries and bonuses) of the executive officers of the Corporation (as determined by the Board), the Section 162(m) Executives (as defined below), and, in the sole discretion of the Committee, any other members of the management of the Corporation and its subsidiaries, and amend, or recommend that the Board amend, these goals and objectives if the Committee deems it appropriate.

(b) To review at least annually the Corporation's executive compensation plans with respect to the compensation of the executive officers of the Corporation, the Section 162(m) Executives, and, in the sole discretion of the Committee, any other members of the management of the Corporation and its subsidiaries, in light of the Corporation's goals and objectives with respect to such compensation, and, if the Committee deems it appropriate, adopt, or recommend to the Board the adoption of new, or the amendment of existing, executive compensation plans with respect to such compensation.

(c) To evaluate annually the performance of each of the executive officers of the Corporation (including, but not limited to, the Chief Executive Officer) and Section 162(m) Executives, and, in the sole discretion of the Committee, any other members of the management of the Corporation and its subsidiaries, in light of the goals and objectives of the Corporation's executive compensation plans, and, based on this evaluation, determine and approve, or recommend to the Board for its approval, the total compensation level of each such person (and, in the Committee's sole discretion, any components thereof).

(d) To review and approve, or recommend to the Board for its approval, the appropriate level of compensation for service by members of the Board as directors of the Corporation and for service by directors on committees of the Board (provided, that the Committee's power to make such a recommendation under this Charter shall be without prejudice to the right of any other committee of the Board, or any individual director, to make such a recommendation at any time).

(e) To identify, in consultation with the management of the Corporation, those employees of the Corporation and its subsidiaries subject to Section 162(m) of the Code and/or Section 16(b) of the Exchange Act (collectively, the "*Section 162(m) Executives*"), and, subject to the provisions of any employment contracts, set performance targets for eligibility for bonuses

(if any), and approve bonus awards (including any equity-based bonus awards), with respect to Section 162(m) Executives.

(f) To perform such duties and responsibilities as may be assigned to the Committee under the terms of any executive compensation plan or otherwise assigned to the Board under the terms of any executive compensation plan and delegated by the Board to the Committee.

(g) To produce any Committee report or other disclosure required to be included in any report or statement under the rules of the SEC or the applicable listed company requirements of the NYSE.

(h) To perform such other specific functions as the Board may from time to time direct.

2. General Compensation and Employee Benefit Plans.

The Committee shall have the following duties and responsibilities with respect to the Corporation's general compensation and employee benefit plans, including, without limitation, incentive and equity-based plans:

(a) To review at least annually the goals and objectives of the Corporation's general compensation plans and employee benefit plans, including, without limitation, incentive and equity-based plans, and amend, or recommend that the Board amend, these goals and objectives if the Committee deems it appropriate.

(b) To review at least annually the Corporation's general compensation plans and employee benefit plans, including, without limitation, incentive-compensation and equity-based plans, in light of the goals and objectives of these plans, and to recommend that the Board amend these plans, if the Committee deems it appropriate.

(c) To review all incentive-compensation and equity-based plans to be submitted for stockholder approval under the applicable listed company requirements of the NYSE, and to review and, in the Committee's sole discretion, approve, all incentive-compensation and equity-based plans that are exempt from any such approval requirement.

(d) To the extent desired or required under the terms of the applicable plan, review and approve awards of stock or stock options or other equity-based awards pursuant to any of the Corporation's incentive-compensation or equity-based plans and perform such duties and responsibilities as may be assigned to the Committee under the terms of any such plan, or otherwise assigned to the Board under the terms of any such plan and delegated by the Board to the Committee.

VII. EVALUATION OF THE COMMITTEE AND THIS CHARTER.

1. The Committee shall, on at least an annual basis, evaluate its performance. In conducting this review, the Committee shall evaluate whether this Charter appropriately

addresses the matters that are or should be within its scope and shall recommend to the Board such changes as it deems necessary or appropriate. The Committee shall address all matters that the Committee considers relevant to its performance, including at least the following: (a) the adequacy, appropriateness and quality of the information and recommendations presented by the Committee to the Board, (b) the manner in which such recommendations were discussed or debated, and (c) whether the number and length of meetings of the Committee were adequate for the Committee to complete its work in a thorough and thoughtful manner.

2. The Committee shall deliver to the Board a report, which may be oral, setting the results of each such evaluation, including any recommended amendments to this Charter and any recommended changes to the Corporation's or the Board's policies or procedures.

3. The Board shall have the authority to amend this Charter from time to time provided that at all times this Charter, as amended, shall satisfy the requirements of applicable law as well as the Certificate of Incorporation and Bylaws of the Corporation.

VIII. INVESTIGATIONS AND STUDIES; RESOURCES; OUTSIDE ADVISORS.

The Committee may conduct or authorize investigations into or studies of matters within the Committee's scope of responsibilities, and shall have the authority to retain, at the Corporation's expense, and without further approval from the Board, such independent legal counsel, or outside consultants, advisers or experts, as it deems necessary. The Committee shall have the sole authority to retain or terminate any compensation consulting firm used to assist the Committee in the evaluation of compensation of the directors or executive officers of the Corporation, including sole authority to approve such firm's fees and other retention terms, such fees to be borne by the Corporation. Any oral or written communications between the Committee and its legal counsel that occur in the course of such counsel providing legal advice or representation to the Committee will be considered privileged, and the Committee will take all necessary steps to preserve the privileged nature of such communications.

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Nothing contained in this Charter is intended to create, or should be construed as creating, any responsibility or liability of members of the Committee, except to the extent otherwise provided under applicable federal or state law.