

FRONTIER AIRLINES, INC.
a Colorado corporation
(the “**Company**”)

Nominating and Corporate Governance Committee Charter
Adopted May 27, 2004

Purpose

The Nominating and Corporate Governance Committee (the “Committee”) is created by the Board of Directors of the Company to:

- identify individuals qualified to become Board members, and recommend to the Board director nominees for election at the next annual or special meeting of shareholders at which directors are to be elected or to fill any vacancies or newly created directorships that may occur between such meetings;
- recommend directors for appointment to Board committees;
- make recommendations to the Board as to determinations of director independence;
- evaluate Board performance and composition;
- oversee and set compensation for the Company’s directors; and
- develop and recommend to the Board the Code of Business Conduct and Ethics of the Company and oversee compliance with the Code.

Membership

The Committee shall consist of at least three members, comprised solely of independent directors meeting the independence requirements of the NASDAQ Stock Market and other applicable laws and regulations. The independent members of the Board shall recommend nominees for appointment to the Committee annually and as vacancies or newly created positions occur. The Board shall appoint Committee members and the Board may remove a member at any time. The Committee shall recommend to the Board, and the Board shall designate, the Chair of the Committee.

Authority and Responsibilities

In addition to any other responsibilities the Board may assign from time to time, the Committee is responsible for the following matters.

Board/Committee Nominees

The Committee shall oversee searches for and identify qualified individuals for membership on the Company's Board of Directors.

The Committee shall establish criteria for Board and Board committee membership, including director independence, and shall recommend individuals for membership on the Company's Board of Directors and directors for appointment to the Board's committees. In making its recommendations, the Committee shall:

- review candidates' qualifications for membership on the Board or a committee of the Board (including a determination as to the independence of the candidate) based on the criteria established by the Committee (and taking into account the enhanced independence, financial literacy and financial expertise standards that may be required under law or the NASDAQ Stock Market rules and other applicable regulations for audit committee membership purposes);
- in evaluating current directors for re-nomination to the Board or reappointment to any Board committees, assess the performance of the director;
- periodically review the composition of the Board and its committees in light of the current challenges and needs of the Board and each committee, and determine whether it may be appropriate to add or remove individuals after considering issues of judgment, diversity, age, skills, background and experience;
- consider rotation of committee members and committee Chairs; and
- consider any other factors the Committee deems appropriate.

Shareholder Proposals

The Committee shall consider and make recommendations to the Board regarding shareholder nominations for director that are submitted in accordance with the Company's Bylaws and applicable law.

Evaluating the Board and Its Committees

At least annually, the Committee shall lead the Board in a self-evaluation to determine whether it and its committees are functioning effectively. The Committee shall oversee the evaluation process and report on the process and the results of the evaluations, including any recommendations for proposed changes, to the Board.

At least annually, the Committee shall review the evaluations prepared by each Board committee of the committee's performance and consider any recommendations for proposed changes, to the Board.

The Committee shall periodically review the size and responsibilities of the Board and its committees and recommend any proposed changes to the Board.

Corporate Governance Matters

The Committee shall develop and recommend to the Board the Code of Business Conduct and Ethics for the Company. At least annually, the Committee shall review and reassess the adequacy of the Code of Business Conduct and Ethics and recommend any proposed changes to the Board.

The Committee shall oversee compliance with the Company's Code of Business Conduct and Ethics and report on the compliance to the Board. The Committee shall also review and consider any requests for waivers of the Company's Code of Business Conduct and Ethics for the Company's directors, executive officers and other senior financial officers, and shall make a recommendation to the Board with respect to such request for a waiver. The Board must approve any such waivers.

The Committee shall review potential conflicts of interest involving directors and shall determine whether the director or directors may vote on any issue as to which there may be a conflict.

The Committee shall review all related party transactions and determine whether the transactions are appropriate for the Company to undertake. If so, the Committee is authorized to approve the transactions.

Director Orientation and Continuing Education

The Committee shall direct and review orientation and continuing education programs for directors.

Reporting to the Board

The Committee shall report to the Board periodically. This report shall include a review of any recommendations or issues that arise with respect to Board or committee nominees or membership, Board performance, corporate governance or any other matters that the Committee deems appropriate or the Board requests to be included.

At least annually, the Committee shall evaluate its own performance and report to the Board on the evaluation.

The Committee shall periodically review and assess the adequacy of this charter and recommend any proposed changes to the Board for approval.

Procedures

The Committee shall meet as often as it determines is appropriate to carry out its responsibilities under this charter. The Chair of the Committee, in consultation with the other Committee members, shall determine the frequency and length of the Committee meetings and shall set meeting agendas consistent with this charter.

The Committee has the sole authority to retain and terminate any search firm assisting the Committee in identifying director candidates, including sole authority to approve all the search firm's fees and other retention terms. In addition, the Committee has the sole authority to retain and terminate any compensation consultant assisting the Committee in the evaluation of director compensation, including sole authority to approve the compensation consultant's fees and other retention terms. The Committee may delegate its authority to subcommittees or the Chair of the Committee when it deems appropriate and in the best interests of the Company.