

TOLLGRADE COMMUNICATIONS, INC.

**CHARTER OF THE NOMINATING SUB-COMMITTEE
OF THE CORPORATE GOVERNANCE COMMITTEE**

Adopted: January 21, 2004

PURPOSE: The primary purpose of the Nominating Sub-Committee (the “Sub-Committee”) of the Corporate Governance Committee (the “Committee”) of the Board of Directors (the “Board”) of Tollgrade Communications, Inc. (the “Company”) is to identify and recommend to the Board individuals for its nomination for election as Directors of the Company.

MEMBERSHIP: The Sub-Committee shall consist of those members of the Committee who are “independent” as defined by the listing standards of the Nasdaq Stock Market.

MEETINGS: The Sub-Committee shall meet at least one time each year, with the authority to convene additional meetings as circumstances require. The Sub-Committee may invite members of the Company’s management and others to attend its meetings and to provide pertinent information, as necessary. Minutes of each meeting of the Sub-Committee shall be prepared, and the Sub-Committee shall report to the Board the results of its meetings.

DUTIES AND RESPONSIBILITIES: The Sub-Committee shall have the following specific duties, in addition to any similar matters which may be referred to the Committee from time to time by the full Board or the Committee:

1. Establishment and articulation of qualifications, desired backgrounds, and selection criteria for members of the Board.
2. Screening and recommendation to the Board of qualified candidates for election or appointment as members of the Board, including the consideration and evaluation of shareholder nominees for election to the Board. In this connection, the Committee retains the sole authority to retain and terminate any search firm to be used to identify Director candidates, including sole authority to approve such firm’s fees and other retention terms.
3. Determine requirements for, and means of, director orientation and training.
4. Review and re-examination on at least an annual basis of, and recommendation to the Board of any suggested changes to, this Charter.
5. Review at least on an annual basis the performance of the Committee against the responsibilities of the Committee set forth in this Charter and as otherwise established by the Board.
6. In performing its responsibilities, the Committee shall have the authority to obtain advice, reports or opinions from internal or external counsel and expert advisers.