

CHARTER OF THE NOMINATING AND GOVERNANCE COMMITTEE

COMMAND CENTER, INC.

Purpose

The Nominating and Corporate Governance Committee (the "Committee") is responsible for determining the slate of director and nominees for election to the Board of Directors of Command Center, Inc. (the "Company"), identifying and recommending candidates to fill vacancies occurring between annual shareholder meetings, and reviewing, evaluating and recommending changes to the Company's corporate governance principles and practices.

Composition

The Committee shall be comprised of two or more directors as determined by the Board, each of whom shall be independent directors, and free from any relationship that, in the opinion of the Board, would interfere with the exercise of his or her independent judgment as a member of the Committee. Each member of the committee shall meet the independence requirements of all applicable laws, and rules and regulations of the Securities and Exchange Commission.

The members of the Committee shall be appointed by the Board at the annual meeting of the Board and shall serve until their successors shall be duly elected and qualified. Unless a Chairman is elected by the full Board, the members of the Committee may designate a Chairman by majority vote of the full Committee membership. Members of the Committee may be removed, with or without cause, by the Board. The Board, on the recommendation of the Nominating and Corporate Governance Committee, shall appoint a new member or members in the event that there is a vacancy on the Committee that reduces the number of members below two, or in the event that the Board determines that the number of members on the Committee should be increased.

Meetings

The Committee shall meet at least twice each fiscal year, and may hold additional meetings in person or telephonically as often as may be necessary or appropriate, at the discretion of the Chairman of the Committee. Prior to each meeting, the Chairman of the Committee will circulate or discuss the agenda for the meeting with each member of the Committee. When appropriate, the Committee may meet in separate executive sessions with its advisors, management, general counsel and the independent auditor to discuss matters that the Committee or the other groups believe warrant Committee attention.

Minutes

Minutes of each meeting shall be prepared under the direction of the Chairman of the Committee and circulated to each member of the Committee for review and approval, and then

circulated to the members of the Board who are not members of the Committee. The secretary of the Company shall archive the approved minutes.

Committee Authority and Responsibilities

The specific authority and responsibilities of the Committee shall include, but are not limited to, the following:

1. Annually evaluate the overall effectiveness of the organization of the Board (including the effectiveness of the committees) and the Board's (and committees') performance of its governance responsibilities and report such findings to the full Board of Directors.

2. Evaluate candidates to be nominated to serve on the Board and annually recommend the slate of nominees to stand for election at the annual meeting of shareholders. In addition, the Committee shall recommend candidates to fill vacancies or new positions on the Board, as necessary or advisable. The full Board shall approve nominees to stand for election at the annual meeting of shareholders and all new members of the Board; provided, that all such nominees and new members must be approved by the Committee.

3. Annually recommend to the Board for approval the appointment of directors to Board committees and the selection of a chairman for each Board committee. Review and make recommendations to the Board concerning any removal of committee members.

4. Retain, at the Company's expense, any search firm or firms to be used to identify director candidates and approve any such firm's fees and other retention terms.

5. Retain, at the Company's expense, legal counsel, accounting or other advisors as appropriate to assist in the performance of its duties hereunder, and approve the fees and other retention terms of such advisors.

6. Form and delegate responsibilities to subcommittees of the Committee, as may be necessary or appropriate.

7. Determine the skills and qualifications required of directors and develop criteria to be considered in selecting potential candidates for Board membership.

8. Identify and screen candidates for future Board membership.

9. Annually review the Company's corporate governance principles and practices in light of changing conditions and shareholders' interests and make recommendations to the full Board regarding appropriate modifications.

10. Review and assess the adequacy of this Charter annually, or more often as circumstances dictate, and update or review the Charter as appropriate.

11. Annually evaluate and take steps to improve the effectiveness of the Committee in meeting its responsibilities under this Charter.

This Charter of the Nominating and Governance Committee was adopted by the Board of Directors of Command Center, Inc. on December 10, 2008.