

**SECOND AMENDED AND RESTATED
CHARTER OF THE COMPENSATION COMMITTEE
OF
THE BOARD OF DIRECTORS
OF
KNIGHT TRANSPORTATION, INC.**

Recitals.

This Charter (this "Charter") describes the duties and responsibilities of the Company's compensation committee (the "Compensation Committee") and grants the Compensation Committee the authority necessary to perform its oversight responsibility.

Charter.

1. **Purposes of Compensation Committee.** The primary purpose of the Compensation Committee is to aid the Board of Directors (the "Board") in discharging its responsibilities relating to the compensation of the Company's executive officers, including the chief executive officer. The Compensation Committee has overall responsibility for evaluating and approving the Company's compensation plans, policies, and programs. The Compensation Committee also is responsible for carrying out the duties set forth in Paragraph 3 below.

2. **Qualifications of the Compensation Committee.** The Compensation Committee shall consist of not less than two directors, each of whom shall (a) meet the independence requirements of the rules of the New York Stock Exchange ("NYSE"); (b) qualify as a "non-employee director" as defined in Section 16 of the Securities Exchange Act of 1934 (the "Exchange Act"); (c) qualify as an "outside director" under Section 162(m) of the Internal Revenue Code; and (d) be free of any relationship that, in the Board's discretion, would interfere with the member's independent judgment. The members of the Compensation Committee shall be appointed and removed by the Board.

3. **Duties and Authority of the Compensation Committee.** The following functions shall be the common recurring activities of the Compensation Committee in carrying out its responsibilities outlined in Paragraph 1 of this Charter. These functions should serve as a guide with the understanding that the Compensation Committee may carry out additional functions and adopt additional policies and procedures as may be appropriate in light of changing business, legislative, regulatory, legal, or other conditions. The Compensation Committee shall also carry out any other responsibilities and duties delegated to it by the Board from time to time related to the purposes of the Compensation Committee outlined in Paragraph 1 of this Charter. Subject to the foregoing, the Compensation Committee shall:

(a) Annually review and determine (i) the annual compensation, including amounts and terms of base salary, bonus, incentive compensation, perquisites, and all other compensation of the chief executive officer ("CEO"), and (ii) the corporate goals and objectives relevant to compensation of the CEO. The Compensation Committee shall evaluate the CEO's performance in light of these goals and objectives, approve compensation in accordance therewith, and provide a report thereon to the Board;

(b) Annually review and approve the annual compensation, including amounts and terms of base salary, bonus, incentive compensation, perquisites, and all other compensation for the Company's executive officers, and provide a report thereon to the Board;

(c) Prepare an annual Compensation Committee Report as required by U.S. Securities and Exchange Commission ("SEC") rules to be included in the Company's proxy statement or annual report on Form 10-K stating that the Committee has reviewed and discussed the Compensation

Discussion and Analysis ("CD&A") with management and based on that review and discussion, recommended to the Board that the CD&A be included in the Company's annual report on Form 10-K and, as applicable, the Company's proxy statement;

(d) Review executive officer compensation in reference to Section 162(m) of the Internal Revenue Code, as it may be amended from time to time, and any other applicable laws, rules, and regulations;

(e) Annually review employee compensation strategies, benefits, and equity programs;

(f) Recommend to the Board the compensation for directors (including retainer, committee and committee chair fees, stock options, and other similar items, as appropriate);

(g) Review and approve employment agreements, severance arrangements, and change in control agreements and provisions when, and if appropriate, as well as any special supplemental benefits;

(h) Review and make recommendations to the Board with respect to incentive-based compensation plans and equity-based plans, establish criteria for the terms of awards granted to participants under such plans, grant awards in accordance with such criteria, and exercise all authority granted to the Compensation Committee under such plans, or by the Board in connection with such plans;

(i) Conduct an annual review of the Compensation Committee's performance, periodically assess the adequacy of this Charter, and recommend changes to the Board as needed;

(j) Regularly report to the Board on the Compensation Committee's activities;

(k) Obtain advice and assistance, as needed, from internal or external legal, accounting, search firms, compensation specialists, or other advisors, including the retention, termination, and negotiation of terms and conditions of the assignment;

(l) Understand the Company's policies designed to assure that directors and officers are aware of and comply with the reporting requirements of Section 16(a) of the Exchange Act and the short-swing profit provisions of Rule 16(b)-3(d) of the Exchange Act; and

(m) Delegate responsibility to subcommittees of the Compensation Committee as necessary or appropriate.

4. Access to Legal Counsel and Advisors. The Compensation Committee shall have full and free access to the Company's outside legal counsel, and in its discretion, to its own independent legal counsel and other advisors. The Company shall pay for the cost of any such legal counsel and advisors.

5. Meeting Procedures.

(a) The Compensation Committee shall meet at such times as may be necessary and at least two times per year. It is anticipated that Compensation Committee meetings will be held in conjunction with selected Board meetings. Special meetings of the Compensation Committee may be called by the chairperson of the Compensation Committee or the Chairman of the Board.

(b) Members of the Compensation Committee shall endeavor to attend all meetings of the Compensation Committee. The Compensation Committee is governed by the same rules regarding meetings (including meetings by telephone conference), action without meetings, notice, waiver of

notice, and quorum and voting requirements as are applicable to the Board and is authorized to adopt its own rules of procedure not inconsistent with any provision of this Charter, any provision of the Company's Bylaws, or the laws of the state of Arizona.

(c) Written minutes shall be maintained for each meeting of the Compensation Committee.

6. Other Duties. The Compensation Committee shall perform such other duties as the Board may assign to it or as may be imposed by applicable law, rule, or regulation.

7. Limitation of Compensation Committee Duties. The Compensation Committee shall exercise its business judgment in performing its duties under this Charter, including the duties outlined in Paragraph 3, and may emphasize and prioritize those duties and responsibilities set forth above which the Compensation Committee, in its sole discretion and judgment, believes are the most important, given the particular circumstances. In performing its functions, the Compensation Committee may rely upon information provided to it by management, the Company's auditors, or legal counsel. This Charter imposes no duties on the Compensation Committee or its members that are greater than those duties imposed by law upon a director of an Arizona corporation under Article 10 of the Arizona Revised Statutes. If any claim is asserted against the Compensation Committee, any of its members, or the Company by a shareholder or any other person, nothing in this Charter shall be construed to limit or restrict any defense or indemnification available to the Compensation Committee, any of its members, or the Company.

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Adopted by the Board of Directors of Knight Transportation, Inc. on February 14, 2007.