

**THIRD AMENDED AND RESTATED
CHARTER OF THE AUDIT COMMITTEE
OF
THE BOARD OF DIRECTORS
OF
KNIGHT TRANSPORTATION, INC.**

Recitals.

This Charter (this “Charter”) describes the duties and responsibilities of the Company’s audit committee (the “Audit Committee”) and grants the Audit Committee the authority necessary to perform its oversight responsibility.

Charter.

1. Purposes of the Audit Committee. The primary purpose of the Audit Committee is to oversee the accounting and financial reporting processes of the Company and the audits of the Company’s financial statements and, in connection therewith, assist the Board of Directors (the “Board”) in its oversight of (a) the integrity, fairness, and accuracy of the Company’s financial statements, (b) the Company’s compliance with legal and regulatory requirements, (c) the independent auditor’s qualifications and independence, and (d) the performance of the Company’s internal audit function and independent auditor. The Audit Committee also is responsible for carrying out the duties set forth in Paragraph 3 below.

2. Qualifications of the Audit Committee Members. The Audit Committee shall consist of not less than three members of the Board, each of whom shall, as determined by the Board, (a) meet independence requirements of the rules and regulations of the U.S. Securities and Exchange Commission (the “SEC”) implementing Section 301 of the Sarbanes-Oxley Act of 2002, the rules of the New York Stock Exchange (“NYSE”), and any other applicable laws, rules, and regulations governing independence promulgated by any regulatory authority with proper jurisdiction (a “Regulatory Authority,” and collectively, with the SEC and NYSE, the “Regulatory Authorities”), unless an exemption from the requirement to meet such definition applies; (b) not have participated in the preparation of the financial statements of the Company or any current subsidiary of the Company at any time during the past three years; (c) be able to read and understand fundamental financial statements, including the Company’s balance sheet, income statement, and cash flow statement; (d) have all other qualifications required by law or the Regulatory Authorities; and (e) be free of any relationship that, in the Board’s discretion, would interfere with the member’s independent judgment. At least one member of the Audit Committee shall in the judgment of the Board be an audit committee “financial expert” in accordance with the rules and regulations of the Regulatory Authorities.

3. Duties and Authority of the Audit Committee. The following functions shall be the common recurring activities of the Audit 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 Audit 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 Audit 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 Audit Committee outlined in Paragraph 1 of this Charter. Subject to the foregoing, the Audit Committee shall:

(a) Meet to review and discuss the Company's annual audited financial statements and quarterly financial statements with management and the independent auditor, including reviewing the Company's specific disclosures under "Management's Discussion and Analysis of Financial Condition and Results of Operations" as set forth as part of the Company's report on Form 10Q and Form 10-K;

(b) Discuss the Company's earnings press releases, as well as financial information and earnings guidance provided to analysts and rating agencies, with management;

(c) Assure that the Company's interim financial statements are reviewed by the Company's independent auditor, as required by SEC rules, prior to the filing of such interim financial statements with the SEC as part of the Company's report on Form 10-Q;

(d) Review and discuss the Company's audited financial statements with management and recommend to the Board whether the audited financial statements should be included in the Company's report on Form 10-K;

(e) Review and discuss the Company's audited financial statements with the Company's independent auditor and review those matters required to be discussed by Statement of Auditing Standards No. 61, as modified or supplemented from time to time;

(f) Receive the written disclosures and the letter from the Company's independent auditor required by the Independent Standards Board's Standard No. 1, as modified or supplemented from time to time;

(g) Discuss with the independent auditor their independence, and, as required by SEC rules, pre-approve all audit services and permitted non-audit services to be performed by the independent auditor;

(h) Establish policies and procedures for the engagement of the independent auditor to provide permitted non-audit services;

(i) Review annually the scope of the independent auditor's work, including any non-auditing or consulting services;

(j) Review with the Company's independent auditor all adjustments made to the Company's audited financial statements, including a reconciliation of any adjustments made in the audited financial statements from the Company's quarterly interim financial statements;

(k) Review with management and the Company's independent auditor any significant financial reporting issues or judgments called for in connection with the preparation of the Company's financial statements, including the adequacy and appropriateness of any reserves, policies relating to the recognition of revenue, the quality and appropriateness of the Company's accounting principles, and any other matters which, in the Audit Committee's

judgment, or the judgment of the Company's independent auditor, could have a material impact on the Company's financial statements;

(l) Meet with the Company's independent auditor and with management to review and assess any material financial risk exposure to the Company and the steps management has or plans to take to monitor and control financial risk;

(m) Review with the Company's independent auditor and management the adequacy of the Company's internal financial controls and reporting systems;

(n) Confer with the Company's independent auditor about any audit requirements as specified in the Securities and Exchange Act of 1934 that may have come to the attention of the independent auditor;

(o) Review any major changes to the Company's auditing and accounting policies and practices suggested by the Company's independent auditor or by management (in undertaking the duties specified herein, in communications with the Company's independent auditor, the Audit Committee shall, in accordance with Statement of Auditing Standards No. 61, communicate with the independent auditor with respect to (i) the methods used to account for significant or unusual transactions; (ii) the effect of significant accounting policies in controversial or emerging areas for which there is a lack of authoritative guidance or consensus; (iii) the process used by management in formulating particularly sensitive accounting estimates, and the basis for the independent auditor's conclusions regarding the reasonableness of those estimates; and (iv) disagreements with management, if any, over the application of accounting principles, the basis for management's accounting estimates, and the disclosures in the Company's financial statements);

(p) At least annually, obtain and review a report from the independent auditor describing, (i) the independent auditor's internal quality-control procedures; (ii) any material issues raised by the most recent internal quality-control review, or peer review, of the independent auditor, or by any inquiry or investigation by governmental or professional authorities, within the preceding five years, respecting one or more independent audits carried out by the independent auditor, and any steps taken to deal with any such issues; and (iii) (to assess the auditor's independence) all relationships between the independent auditor and the Company;

(q) Take responsibility for the appointment, compensation, retention, and oversight of the Company's independent auditor and recommend their selection and engagement;

(r) Review the proposed scope and plan of the annual audit;

(s) Review the independent auditor's management letter and consider any comments made by the independent auditor with respect to improvements in the internal accounting controls of the Company, consider any corrective action recommended by the independent auditor, and review any corrective action taken by management;

(t) Review and devote attention to any areas in which management and the Company's independent auditor disagree and determine the reasons for such disagreement;

(u) Review the performance of the independent auditor and take direct responsibility for hiring and, if appropriate, replacing any independent auditor failing to perform satisfactorily;

(v) Review the performance of the Company's Chief Financial Officer, Chief Accounting Officer, Controller, and the other financial management staff, and provide independent and skilled guidance to the Board;

(w) Review any difficulties the independent auditor may have encountered with respect to performance of an audit, including, without limitation, any restrictions placed upon the scope of the audit on access to information, or any changes in the proposed scope of the audit;

(x) Provide, as part of the Company's proxy filed pursuant to SEC regulations, the report required by SEC regulations relating to proxies and cause a copy of that report to be included annually in the Company's proxy solicitation materials;

(y) Establish procedures for the receipt, retention, and treatment of complaints received by the Company regarding accounting, internal accounting controls, or auditing matters;

(z) Establish, in accordance with law and the rules and regulations of the Regulatory Authorities, procedures for the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters;

(aa) Obtain the advice and assistance, as appropriate, of independent counsel and other advisors as necessary to fulfill the responsibilities of the Audit Committee;

(bb) Establish policies for the hiring of employees or former employees of the independent auditor;

(cc) Review and approve in advance all transactions between the Company and its executive officers and directors;

(dd) Review and approve all director-related conflicts of interest between a director's obligations to the Company and his or her personal interests;

(ee) Establish policies and procedures for the review, approval, or ratification of any transaction required to be reported under Item 404(a) of Regulation S-K;

(ff) Review any requests for waivers of compliance with the Company's Code of Ethical Conduct;

(gg) Review and approve in advance all non-audit related work performed on behalf of the Company by the independent auditor;

(hh) Meet separately on a periodic basis with management, the internal auditors, and the independent auditor;

(ii) Review annually the performance of the Audit Committee;

(jj) Report regularly to the Board; and

(kk) Periodically review the adequacy of this Charter and make recommendations to the Board with respect to any changes in this Charter

4. Access to Information. In order to perform its obligations, the Audit Committee shall have unrestricted access to all relevant internal and external Company information and to any officer, director, or employee of the Company.

5. Employee Access to the Audit Committee. Any person employed by the Company and any of the Company's independent contractors shall have access to the Audit Committee, pursuant to procedures adopted by the Audit Committee, to report any matter which such person believes would be of interest to the Audit Committee or of general concern to the Audit Committee or the Board. Contacting a member of the Audit Committee to report any irregularity, questionable activity, or other matter shall not subject the person making the report to discipline.

6. Frequency of Meetings.

(a) The Audit Committee shall meet at such times as may be necessary and shall meet each quarter prior to the release of the Company's earnings statements to review the earnings release. It also is anticipated that the Audit Committee meetings will be held in conjunction with selected Board meetings. Special meetings of the Audit Committee may be called by any member of the Audit Committee, any member of the Board, the Chief Financial Officer, or the Chief Executive Officer.

(b) The Audit Committee, at least once a year, shall meet privately with the Company's independent and internal auditors, and no representative of the Company's management shall attend such meetings.

7. Access to Legal Counsel, Outside Advisors, and Funding. The Audit Committee shall have full and free access to the Company's outside legal counsel, and in its discretion, to engage its own independent legal counsel and other advisors. The Company shall pay for the cost of any such legal counsel and advisors. The company also shall pay for the ordinary administrative expenses of the Audit Committee that are necessary or appropriate in carrying out the Audit Committee's duties.

8. Meeting Procedures.

(a) Members of the Audit Committee shall endeavor to attend all meetings of the Audit Committee. The Audit 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.

(b) Written minutes shall be maintained for each meeting of the Audit Committee.

9. Other Duties. The Audit Committee shall perform such other duties as the Board may assign to it or as may be imposed by law or by rule or regulation of the Regulatory Authorities

10. Limitation of Audit Committee Duties. The Audit Committee is not an investigative committee of the Board and shall have no investigative duties unless expressly assigned to the Audit Committee by the Board or pursuant to the Company's Code of Ethical Conduct. The Audit 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 Committee, in its discretion and judgment, believes are the most important, given the particular circumstances. It is not the duty of the Audit Committee to undertake the audit of the Company itself, to plan the audit, or to undertake any of the responsibilities of the Company's internal or independent auditors. The Audit Committee is not required to follow the procedures required of auditors in performing reviews of interim financial statements or audited financial statements. In performing its functions, the Audit Committee may rely upon information provided to it by management, by the Company's internal and independent auditors, or by legal counsel. This Charter imposes no duties on the Audit 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 Audit 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 Audit Committee, any of its members, or the Company.

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