

**AMENDED AND RESTATED  
CHARTER OF THE AUDIT COMMITTEE  
OF  
THE BOARD OF DIRECTORS  
OF  
KNIGHT TRANSPORTATION, INC.  
March 2, 2005**

**Recitals**

- In June 1994, the Board of Directors of Knight Transportation, Inc. (the “Company”), appointed an Audit Committee, and that committee, since July 26, 1994, has maintained a written Charter specifying its duties.
- On May 21, 2004, the Board of Directors of the Company (the “Board”) amended and restated the Charter of the Audit Committee of the Board of Directors of Knight Transportation, Inc. (the “Charter”) to assure continued compliance with the applicable provisions of Securities and Exchange Commission (“SEC”) Release No. 34-42231 issued December 14, 1999, SEC Release No. 34-42266 issued December 22, 1999, the Sarbanes-Oxley Act of 2002 enacted July 30, 2002, and other NASDAQ listing requirements.
- On December 31, 2004, the Company listed on the New York Stock Exchange (“NYSE”).
- The Board believes that it is appropriate to amend and restate the Charter to assure continued compliance with the SEC Release No. 34-42266, the Sarbanes-Oxley Act of 2002 and the Corporate Governance Standards of the New York Stock Exchange (“NYSE”) listing requirements. Accordingly, the Charter is hereby amended and restated, in its entirety, as follows, effective as of March 2, 2005.

**Charter**

- Purpose of Audit Committee . The purpose of the Audit Committee is to provide independent and skilled guidance to the Board in fulfilling its responsibility to ensure the fairness and accuracy of the Company's financial statements; to ensure the existence of appropriate internal financial controls; to ensure the independence of the public accounting firm engaged to audit the Company's financial statements (the “external auditors”); to ensure compliance with legal and regulatory requirements related to financial reporting; to render the reports required of the Audit Committee pursuant to Item 306 of Regulation S-K; to allow the Company to make the disclosures required by Item 7(d)(3) of Schedule 14 (A) and related Commission regulations; and to comply with the provisions of Section 10A of the Securities and Exchange Act of 1934, Section 303A of the NYSE Listed Company Manual, and the Sarbanes-Oxley Act of 2002.

In fulfilling its purpose, the Audit Committee shall review: (a) the financial reports and other financial information of the Company; (b) the Company's systems of internal controls and procedures and disclosure controls and procedures; and (c) the Company's auditing, accounting and financial reporting processes generally. Consistent with this purpose, the Audit Committee should encourage continuous improvement of, and should foster adherence to, the Company's policies, procedures and practices at all levels.

- Qualifications of Audit Committee . The Audit Committee shall consist of not less than three directors nor more than five directors, each of whom (i) shall not accept any consulting, advisory, or other

compensatory fee from the Company or be affiliated with the Company or any of its subsidiaries, and (ii) qualifies as an “independent director” as defined by Section 303A of the NYSE List Company Manual, subject to any exceptions provided by that rule, and Rule 10A-3 promulgated under the Securities and Exchange Act of 1934. Each member of the Audit Committee shall be able to read and understand financial statements, including the Company's balance sheet, income statement, and cash flow statement. At least one member of the Audit Committee shall be an “audit committee financial expert” who, in accordance with all applicable rules, by education and experience as a public accountant or auditor or a principal financial officer, comptroller, or principal accounting officer, or from a position involving similar functions, has, in the judgment of the Board: (i) an understanding of generally accepted accounting principles and statements and the application of such principles in connection with the accounting for estimates, accruals, and reserves; (ii) experience in the preparation of auditing of financial statements of generally comparable companies; (iii) experience with internal accounting controls; and (iv) an understanding of audit committee functions.

- Duties of the Audit Committee . Subject to Section 11, below, the Audit Committee will perform the following duties and have the following rights in the manner and priority the Audit Committee, in its discretion, determines to be appropriate under the circumstances:
- Select and retain the Company's external auditors, and review and pre-approve their fees and the proposed scope and plan of the annual audit;
- Review the performance of the external auditors and, if appropriate, discharge and replace any external auditor;
- Review and discuss the Company's audited financial statements with the Company's external auditors and review those matters required to be discussed by Statement of Accounting Standard (“SAS”) No. 61, as modified or supplemented from time to time;
- Receive from the Company's external auditors, formal written statements and disclosures and the letter from the Company's external auditors required by Independent Standards Board Standard No. 1, as modified or supplemented, discuss with the external auditors their independence, and review all audit and other services performed by the external auditors for the Company to assure that such services do not compromise the external auditors' independence;
- Review any major changes to the Company's auditing and accounting policies and practices suggested by the Company's external auditors or by management, including as required under SAS No. 61;
- Ensure that the Company's external auditors prepare and deliver annually a formal written statement describing: (i) the auditors' internal quality-control procedures; and (ii) any material issues raised by the most recent internal quality-control review or peer review of the auditors, or by any inquiry or investigation by governmental or other professional authorities within the preceding five years concerning one or more independent audits carried out by the auditors, and any steps taken to deal with any such issues;
- Review the Company's earnings statements and forecasts, if any, with management and with the Company's external auditors prior to the release of such statements to the public;
- Ensure that the Company's interim financial statements are reviewed by the Company's external auditors, as required by Item 306 of Regulation S-K, prior to the filing of such interim financial statements with the Commission as part of the Company's report on Forms 10-Q and 10-K;

- Review and pre-approve the scope of any external auditors' work, including any non-auditing or consulting services and review and consider any relationships or services provided by the external auditors to the Company or any other affiliate of the Company or any party that may affect the objectivity or independence of the external auditors;
- Ensure that the external auditors submit annually to the Company a formal written statement of fees billed for the following services: (i) audit services, (ii) audit-related services, (iii) tax services, and (iv) all other services rendered by the external auditors;
- Review with the Company's external auditors 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;
- Review separately with each of management and the Company's external auditors, all financial information, disclosures, including the disclosures under Management's Discussion and Analysis, and any significant financial reporting issues or judgments called for in connection with the preparation of the Company's financial statements and annual and quarterly reports on Forms 10-K and 10-Q, 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 judgment of the Committee or the Company's external auditors, could have a material impact on the Company's financial statements or annual and quarterly reports on Forms 10-K and 10-Q;
- Meet with the Company's external auditors and with management to review and assess any material financial risk exposure to the Company and the steps management has taken or plans to take to monitor and control financial risk;
- Review with the Company's external auditors and management the adequacy of the Company's internal financial controls and reporting systems and compliance with Item 307 of Regulation S-K;
- Confer with the Company's external auditors whether any matters described in Section 10A of the Securities and Exchange Act of 1934 have come to the attention of the external auditors;
- Provide, as part of the Company's proxy filed pursuant to Regulation 14A or 14C, as applicable, the report required by Item 306 of Regulation S-K, and cause a copy of that report to be included annually in the Company's proxy solicitation materials;
- Review the external auditors' management letter and consider any comments made by the external auditors with respect to improvements in the internal accounting controls of the Company, consider any corrective action recommended by the external auditors, and review any corrective action taken by management;
- Review any areas in which management and the Company's external auditors disagree and the reasons for such disagreement;
- Review any difficulties any external 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;
- Review any and all complaints received by the Company regarding accounting, internal accounting controls or auditing matters and determine, in its good faith business judgment, the proper course of

action to be taken by the Audit Committee and the Company with respect to each individual complaint received, including conducting investigations or taking corrective action, to the extent necessary;

- Review the performance of the Company's Chief Financial Officer and Controller;
- Report regularly, and at least quarterly, to the Company's Board. The Audit Committee shall promptly review with the Board any issues that arise with respect to the quality or integrity of the Company's financial statements, the Company's compliance with legal or regulatory requirements, the performance, qualifications and independence of the Company's independent auditors, or the performance of the Company's internal audit functions;
- Set clear hiring policies for employees or former employees of the external auditors;
- Review the adequacy and direction of the internal audit function, including the appointment and replacement of the senior internal auditor; and
- Periodically review the adequacy of this Charter and make any changes in the Charter as authorized pursuant to Section 13 below.
- Access to Information; Adequate Funding .
- 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.
- The Audit Committee shall be entitled to such funding by the Company as is reasonably necessary to perform its obligations as set forth in this Charter.
- Complaints, Employee Access to Audit Committee .
- The Audit Committee shall establish a procedure for the receipt, retention and treatment of complaints received by the Company and Audit Committee on issues regarding accounting, internal accounting controls or auditing matters, and the confidential anonymous submission by employees of issues or concerns regarding questionable accounting or auditing matters.
- Any person employed by the Company and any of the Company's independent contractors will have access to 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 will not subject the person making the report to discipline.
- Frequency of Meetings . The Audit Committee will meet each quarter prior to the release of the Company's earnings statements to transact any business that may come before the Audit Committee. In addition, the Audit Committee will convene if a meeting is noticed by its Chairman, any member of the Audit Committee, any member of the Board, the Chief Financial Officer, or the Chief Executive Officer.
- Access to Legal Counsel; Other Advisors . The Audit Committee, at its request, shall have access to the Company's outside legal counsel, and, if requested, to its own independent legal counsel, and shall also have access to other advisors or advisory services, as the Audit Committee deems necessary from time to time. The Company will pay for the cost of any such legal counsel or advisory services.

- Meeting Procedures .
- Members of the Audit Committee shall endeavor to attend all meetings of the Committee. The Audit Committee may meet telephonically or in person and may take action, with the written consent of all members. A majority of the Audit Committee will constitute quorum for all purposes.
- Written minutes will be maintained for each meeting of the Audit Committee.
- The Audit Committee, at least once a year, will meet privately with the Company's external and internal auditors, and no representative of the Company's management shall attend such meetings.
- Annual Review . At least annually, the Audit Committee shall review this Charter, and shall evaluate its performance against the requirements of this Charter. The Committee shall conduct its review and evaluation in such manner as it deems appropriate.
- Other Duties . The Audit Committee will perform such other duties as the Board may assign to it.
- Limitation of Audit Committee Duties .
- 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 Section 10-830 of the Arizona Revised Statutes or upon a director under any applicable federal law, including the Sarbanes-Oxley Act of 2002. The Audit Committee is not responsible for the Company's audit (including the planning and scope of the audit) and is not required to follow the procedures required of auditors in performing reviews of interim financial statements of audited financial statements. The Audit Committee may rely upon information provided to it by management, by the Company's internal and external auditors, or by legal counsel.
- In fulfilling their responsibilities hereunder, it is recognized that members of the Audit Committee are not employees of the Company and do not bear any of the responsibilities of management and the Company's independent auditors. As such, it is not the duty or responsibility of the Audit Committee or its members to: (i) plan or conduct audits; (ii) determine that the Company's financial statements are complete and accurate and are in accordance with generally accepted accounting principles; (iii) design and implement internal controls and procedures and disclosure controls and procedures; or (iv) conduct other types of auditing or accounting reviews or procedures.
- Each member of the Audit Committee shall be entitled to rely on: (i) the integrity of those persons and organizations within and outside the Company that provide information to the Audit Committee; and (ii) the accuracy and completeness of the financial and other information provided to the Audit Committee by such persons or organizations absent actual knowledge to the contrary (which shall be promptly reported to the Company's Board).
- Adoption of Policies; Construction . The Audit Committee shall have the authority to adopt policies implementing and interpreting this Charter. This Charter shall be construed by the Audit Committee and the Company's Board of Directors to comply with all applicable rules and regulations promulgated by the SEC and NYSE from time to time.
- Amendment . The Audit Committee Charter may be amended by the Company's Board of Directors.

DATED: The foregoing Amended and Restated Charter of the Audit Committee of the Board of

Directors of Knight Transportation, Inc. was approved by the Board of Directors at a Special Meeting held on March 2, 2005.

/s/ Don Bliss

Don Bliss, Chairman and Member,

Audit Committee