

USA TRUCK, INC.
Executive Compensation Committee Charter
As Amended, May 5, 2010

I. PURPOSE

The purpose of the Executive Compensation Committee ("Committee") of the Board of Directors (sometimes, the "Board") of USA Truck, Inc. ("Company") shall be to oversee the Company's executive compensation programs and practices, including incentive-compensation plans and equity-based plans. The Committee shall also annually review the Company's employee compensation strategies, benefits and equity programs and, report its findings to the full Board of Directors, and prepare an annual report on executive compensation to be included in the Company's annual proxy statement as required by the Securities and Exchange Commission ("SEC").

II. MEMBERSHIP

The Committee shall be composed of at least three members of the Board, all of whom must qualify as independent directors under the listing standards of the NASDAQ. One director shall serve as chairman of the Committee. The Committee, and its chairman, will be appointed annually by the Board of Directors. Members shall serve at the pleasure of the Board for such term or terms as the Board may determine.

III. MEETINGS

The Committee shall meet in person or telephonically as often as it determines is necessary or appropriate, but not less frequently than annually. Actions by the committee may also be taken by unanimous written consent when deemed necessary or desirable by the Committee or its Chairperson. The Committee may request that any directors or members of management of the Company as it deems necessary or appropriate, consistent with maintaining the confidentiality of compensation discussions, attend any meeting of the Committee to provide any pertinent information requested by the Committee. The Company's Chief Executive Officer ("CEO") may be invited to participate in Committee meetings, but if present during any deliberations of the Committee, the CEO may not vote. The CEO may not be present during any deliberations of the Committee regarding the CEO's compensation.

The Committee shall keep written minutes of its meetings and maintain the minutes in the books and records of the Company.

IV. RESPONSIBILITIES

The responsibilities and duties of the Committee shall be to:

1. Establish the Company's general executive compensation policies, in consultation with senior management, and ensure that such policies are appropriately competitive to enable the Company to recruit, retain and motivate a group of talented executives. Additionally, such policies should support the Company's objectives and stockholder interests.
2. Meet annually with the CEO to discuss corporate goals and performance results.
3. Review corporate goals and objectives relevant to the compensation of the CEO, and periodically evaluate the performance of the CEO in light of such goals and objectives.
4. Annually determine and report to the Board of Directors the individual elements of total compensation for the Chairman of the Board and the CEO. Annually determine the individual elements of total compensation for each other member of the executive management team.

5. Annually review the Company's employee compensation strategies, benefits and equity programs and ensure that such strategies, benefits and programs encourage alignment of risk-taking behavior consistent with the Company's business strategies and appetite for risk.
6. Consider, on at least an annual basis, whether the risks arising from the Company's compensation policies and overall actual compensation practices for employees, including non-executive officers, may have a material adverse effect on the Company.
7. Prepare an annual report on executive compensation for inclusion in the Company's annual meeting proxy statement, in accordance with the applicable rules and regulations of the SEC; and review and approve other disclosures regarding executive compensation included in the Company's annual meeting proxy statement and other SEC filings consistent with such rules and regulations.
8. Review annually the performance of the Committee and update this Charter periodically as conditions dictate. The Committee shall report to the Board the results of the annual self-evaluation, including any recommended amendments to this Charter and any recommended changes to the Company's or the Board's corporate governance policies and procedures relating to executive compensation.
9. Perform any other activities consistent with the Charter, the Company's Bylaws and governing law, as the Committee or the Board deems necessary or appropriate.

V. DELEGATION TO SUBCOMMITTEE

The Committee may form and delegate authority to subcommittees consisting of one or more members when appropriate, provided that the decision of each subcommittee shall be presented to the full Committee at its next meeting.

VI. INVESTIGATIONS AND STUDIES; OUTSIDE ADVISORS

The Committee may conduct or authorize investigations into or studies of matters within the scope of the Committee's authority and responsibilities, as it deems necessary.

The Committee shall have the sole authority and discretion to engage any consultant and/or consulting firm that is independent of the Company, to assist in the evaluation of director, CEO, executive or other employee compensation, and to assist with any other of the Committee's responsibilities, and to engage outside counsel and any other independent advisors, and to terminate any such engagement, as the Committee may deem appropriate in its sole discretion. The Committee shall have the sole authority to approve related fees and retention terms.

The cost of any such investigations or studies, and the compensation of all such consultants, counsel or other advisors, shall be at the Company's expense.