

USA TRUCK, INC.

Nominating Committee Charter

This Nominating Committee Charter has been adopted by the Board of Directors of USA Truck, Inc., a Delaware corporation (the “Company”), on January 28, 2004. This Charter, as may be amended from time to time, together with the applicable provisions of the Company’s amended and restated bylaws, as in effect from time to time (the “Bylaws”), shall govern the processes by which the Company identifies, evaluates and approves nominees for election as directors of the Company.

Notwithstanding the foregoing or any other provision herein, this Charter shall not limit the power of the Board of Directors to fill newly created directorships and any vacancies on the Board in accordance with Section 12 of Article III of the Bylaws. If there is any inconsistency between any provision of this Charter and any provision of the Bylaws or the Company’s Certificate of Incorporation, as in effect from time to time, the applicable provision of the Bylaws or the Certificate of Incorporation shall govern.

1. Composition of Committee and Timing of Nominations

The full Board of Directors shall act as the Nominating Committee (the “Committee”). The Committee shall have responsibility for evaluating and recommending to the Board the optimum size, classifications, diversity of the Board, terms of office of nominees and other matters relating to the Board’s composition and the selection, approval and nomination of nominees for election as directors, pursuant to the terms of this Charter, the Company’s Bylaws, and applicable laws, rules and regulations. The Committee shall also establish such procedures as it may deem necessary for identifying and recruiting potential nominees for directorship who meet the criteria for Board membership as set forth herein, and such other criteria as may be established from time to time by the Committee and the Board. The Committee and the Board shall also evaluate each individual nominee in the context of the Board as a whole; with the objective of recommending a Board composition that can best perpetuate the success of the business and represent stockholder interests through the exercise of sound judgment. Nominees that have been approved and nominated by the Committee are referred to in this Charter as “Committee Nominees.” Except in the case of a nominee substituted as a result of the death, refusal to serve or other incapacity of a Committee Nominee, the Committee shall deliver written nominations of the Committee Nominees to the Secretary of the Company at least twenty (20) days prior to the date of the annual meeting in accordance with Section 13(a) of Article II of the Bylaws, or by such earlier date as shall be reasonably necessary to facilitate the inclusion of such Committee Nominees in proxy materials distributed by the Company in connection with such meeting.

2. Approval Requirements

In order to be considered a Committee Nominee, a person’s (including an incumbent director’s) nomination must be approved by both (a) the vote of a majority of

the directors present at any meeting of the Committee at which there is a quorum as contemplated by Section 3 of Article III of the Bylaws, or by written consent adopted as contemplated by Section 10 of Article III of the Bylaws, and (b) the vote of a majority of the directors then serving on the Committee who are independent directors as defined in Rule 4200(a)(14) of The Nasdaq Stock Market's Marketplace Rules or any successor or amended provision in effect from time to time ("Independent Directors") or by written consent of all Independent Directors. The vote of the Independent Directors (unless evidenced by a written consent) shall be taken by the Independent Directors meeting in executive session, without the presence of the other members of the Committee. If the vote of the Independent Directors is taken before the vote of the full Committee, the result of such vote may be reported to the full Committee before the vote of the full Committee is taken. Subject to the foregoing, the votes by the members of the Committee and by the Independent Directors contemplated by this Section 2 may be taken at any meeting of the Board of Directors, and no separate meeting of the Board, acting in its capacity as the Committee or of the Independent Directors, need be convened. Separate discussions and deliberations without the presence of the other members of the Committee may, but need not, be undertaken by the Independent Directors and shall not be a condition to the approval of any proposed nomination by the Independent Directors.

Any member of the Committee who has any material business or personal relationship with a proposed nominee (other than a proposed nominee who is an incumbent director), or who would otherwise not be able to make an impartial judgment regarding the evaluation of the proposed nomination (a "Disqualified Member"), will not be entitled to vote on the proposed nomination. In addition, an incumbent director whose re-nomination is being voted upon shall be a Disqualified Member with respect to his or her own re-nomination, but will not be a Disqualified Member with respect to the re-nomination of any other incumbent director. If a Disqualified Member discloses the existence and nature of any such relationship or other disqualifying circumstances to the Committee, the Disqualified Member shall be permitted to participate in all discussions and deliberations of the Committee regarding the proposed nominee and shall not be required to recuse himself or herself from the meeting, unless requested to do so by any other member of the Committee. The presence of a Disqualified Member at a meeting of the Committee shall be counted toward the establishment of a quorum, whether or not the Disqualified Member is recused from the meeting. Notwithstanding the foregoing, an otherwise valid nomination shall not be rendered invalid by the failure of a Disqualified Member to make the disclosure contemplated by this paragraph or because such Disqualified Member participated in the discussions and deliberations of the Committee (but any vote cast by the Disqualified Member shall be disregarded).

3. Qualifications of Nominees

Each Committee Nominee must be at least twenty-one (21) years of age at the time of his or her election as a director and must meet such other minimum qualifications as may be set forth from time to time in the Bylaws. In addition to such minimum requirements, each Committee Nominee should have the following qualifications,

although any one or more of such qualifications may be waived by action of the Committee and Independent Directors in the same manner as described in Section 2 above:

- A bachelor's degree from an accredited U.S. college or university, or a corresponding degree from a foreign educational institution;
- At least 10 years of experience in a business or profession (which need not be the truckload or other transportation industry) that, in the opinion of the Committee and Independent Directors, provides the proposed nominee with such experience as will enable him or her to serve as an effective member of the Board of Directors;
- The absence of any relationship with the Company or other circumstances that would be likely to create a conflict of interest or otherwise interfere with the exercise by such person of impartial judgment in his or her capacity as a director;

In addition to the foregoing requirements for individual Committee Nominees, the Committee, in identifying and selecting persons for consideration as nominees, should have due regard for the rules and regulations of the Securities and Exchange Commission and The Nasdaq Stock Market (or such other stock exchange or stock market on which the Company's securities may be listed or traded from time to time) regarding the composition of the Board of Directors and its committees and the qualifications of their members.

4. **Identification of Potential Nominees**

Whenever a determination has been made that it is necessary to nominate one or more persons, in addition to incumbent directors, as Committee Nominees, the Committee shall have primary authority for identifying persons who meet the qualifications set forth in this Charter and who otherwise have the experience and abilities necessary to serve as effective members of the Board of Directors. The Committee may delegate this identification function to one or more of its members. In performing this function, the Committee or such members may rely on such resources as they deem appropriate, including without limitation, recommendations from management of the Company, from incumbent directors, from third parties or from stockholders. In addition, the Committee may, at the Company's expense, engage the services of professional search firms or other consultants or advisers and may pay them such fees as the Committee shall determine to be reasonable and appropriate.

5. **Stockholder Recommendations and Nominations**

(a) **Stockholder Recommendations.** Any stockholder of the Company who is the record or beneficial owner of at least one percent (1%) or one thousand dollars (\$1,000) in market value of the shares of stock entitled to be voted at the next annual

meeting of the Company and who has held such shares for at least one year (a “Qualified Stockholder”), may submit to the Committee a recommendation of any person who meets the minimum qualifications set forth herein for consideration for approval as a Committee Nominee. In order to provide the Committee and Independent Directors with adequate time to evaluate the proposed nominee, a Qualified Stockholder must submit such recommendation in the manner and by the dates specified for stockholder nominations in subsection (b) of this Section 5 and the applicable provisions of the Bylaws, and such recommendation must be accompanied by the same information that is required to accompany such a stockholder nomination. All such recommendations should be submitted to the Committee, to the attention of Secretary, USA Truck, Inc., 3200 Industrial Park Road, Van Buren, Arkansas 72956. If the Committee has determined that one or more persons, in addition to incumbent directors, should be nominated for election as directors, the Committee will evaluate any recommendations submitted by stockholders in accordance with this Section 5(a) pursuant to the same procedures that it follows in connection with consideration of recommendations received from any other source, as contemplated by this Charter. The Committee shall not be obligated to consider any recommendation from a stockholder if such a determination has not been made or if the recommendation is not submitted in accordance herewith.

(b) Stockholder Nominations. Qualified Stockholders have the right to nominate persons for election as directors pursuant to certain procedures set forth in the Bylaws, and such nominations do not require the approval of the Committee. Those procedures are contained in Section 13 of Article II of the Bylaws, the text of which is attached hereto and incorporated herein by reference. Any amendment to Section 13 of Article II of the Bylaws that may hereafter be adopted shall automatically effect the same amendment to this Section 5(b).

6. Evaluation of Nominees

The Committee shall take such actions as it may deem appropriate under the particular circumstances to evaluate whether each person who has been recommended or proposed for approval as a Committee Nominee meets the qualifications set forth in this Charter and otherwise has the experience and abilities necessary to be an effective member of Board of Directors. At a minimum, those procedures should include the following:

- At least one personal interview of the candidate by the Committee, or by one or more members of the Committee to whom the Committee shall have delegated authority therefor (at least one of whom shall be an Independent Director), in which event such members shall provide a detailed report on the interview to the Committee;
- Discussions with qualified representatives of companies or firms by which the candidate is or has previously been employed or on whose boards of directors the candidate is serving or has previously served, or with such

other persons as the Committee deems appropriate to rely upon as references for the candidate;

- Completion of a questionnaire regarding the candidate's prior employment and service on boards of directors, criminal convictions or sanctions and other matters deemed appropriate by the Committee;
- Consideration of the composition of the Board, including each individual directors (and nominees) ability to enhance differences of viewpoint, professional experience, education, skill and other individual qualities among the members of the Board; and,

In addition, the Committee may, at the Company's expense, engage the services of consultants or advisers to assist in making the evaluations contemplated by this Section 6 and may pay them such fees as the Committee shall determine to be reasonable and appropriate.

7. **Committee Discretion.**

Subject only to the express provisions of this Charter, the Bylaws and the Company's Certificate of Incorporation, the Committee and the Independent Directors shall have full discretion to evaluate the qualifications of any proposed nominee and to approve or disapprove the nomination of any such person as a Committee Nominee. No member of the Committee shall have any personal liability for any actions taken or omitted in good faith in his or her capacity as a member of the Committee or an Independent Director, and nothing herein shall limit in any way the rights of any member of the Committee to receive indemnification and reimbursement of expenses pursuant to the Company's Certificate of Incorporation, the Bylaws or any applicable provision of Delaware law.

8. **Additional Responsibilities**

The Committee shall also be responsible for:

- Periodically reviewing and assessing the effectiveness of this Charter, including, but not limited to, the Committee's policies with respect to the consideration of diversity in identifying director nominees; and,
- Completion of such other responsibilities reasonably necessary for compliance with this Charter and the Company's Bylaws.

**Attachment to Nominating Committee Charter
Adopted on January 28, 2004**

(Excerpt from Article II of USA Truck, Inc. Bylaws,
as Amended and Restated on February 1, 2002)

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Section 13. Stockholder Proposals. Only proposals by stockholders made in accordance with the procedures set forth in this Section 13 shall be eligible for inclusion on the agenda of any annual or special meeting of stockholders.

(a) Nomination of Directors. The Board of Directors shall act as a nominating committee for selecting the management nominees for election as directors. Except in the case of a nominee substituted as a result of the death, refusal to serve or other incapacity of a management nominee, the nominating committee shall deliver written nominations to the Secretary at least 20 days prior to the date of the annual meeting. Provided such committee makes such nominations, no nominations for directors except those made by the nominating committee shall be voted upon at the annual meeting unless other nominations by stockholders are made in accordance with the provisions of this Section 13. Nominations of individuals for election to the Board of Directors of the Corporation at an annual meeting of stockholders may be made by any stockholder of the Corporation entitled to vote for the election of directors at that meeting who complies with the notice procedures set forth in this Section 13 and who is the record or beneficial owner of at least one percent (1%) or One Thousand Dollars (\$1,000) in market value of the shares of stock entitled to be voted at the meeting and has held such shares for at least one year (a "Qualified Stockholder"). Such nominations, other than those made by the Board of Directors acting as nominating committee, shall be made pursuant to timely notice in writing to the Secretary of the Corporation as set forth in this Section 13.

(b) Other Proposals. Any Qualified Stockholder entitled to vote at any annual or special meeting of stockholders may make nominations for the election of directors and other proposals for inclusion on the agenda of any such meeting provided such stockholder complies with the timely notice provisions set forth in this Section 13 (as well as any additional requirements under any applicable law or regulation).

(c) Timely Notice. A stockholder's notice shall be delivered to or mailed and received at the principal executive offices of the Corporation (i) in the case of a special meeting and of the first annual meeting held after the Corporation becomes subject to the reporting requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, not less than 30 days nor more than 75 days prior to the meeting date specified in the notice of such meeting, provided,

however, that in the event that less than 40 days' notice or prior public disclosure of the date of a special meeting is given or made to stockholders, notice by the stockholder to be timely must be so received not later than the close of business on the 10th day following the day on which such notice of the date of the special meeting was mailed or such public disclosure was made, and (ii) in the case of any subsequent annual meeting, not less than 120 days prior to the date of the Corporation's proxy statement released to stockholders in connection with the annual meeting held in the immediately preceding year. Such stockholder's notice shall set forth (as is applicable in any given instance) (a) as to each person whom the stockholder proposes to nominate for election or re-election as a director, (i) the name, age, business address and residence address of such person, (ii) the principal occupation or employment of such person, (iii) the class and number of shares of the Corporation which are beneficially owned by such person and (iv) such other information as is required to be disclosed in solicitations of proxies with respect to nominees for election as directors pursuant to Regulation 14A under the Securities Exchange Act of 1934 (including without limitation such person's written consent to being named in the proxy statement as a nominee and to serving as a director, if elected); (b) as to each other item requested to be included on the agenda, a description, in sufficient detail, of the purpose and effect of the proposal to the extent necessary to properly inform all stockholders entitled to vote thereon prior to any such vote; and (c) as to the stockholder giving the notice, (i) the name and address, as they appear on the Corporation's books, of such stockholder and (ii) the class and number of shares of stock of the Corporation beneficially owned by such stockholder and the date or dates of acquisition thereof. No person shall be elected as a director of the Corporation unless nominated in accordance with the procedures set forth in this Section 13. The Chairman of the meeting shall, if the facts warrant, determine and declare to the meeting that a nomination was not made in accordance with the procedures prescribed by the Bylaws, and if he should so determine, the defective nomination shall be disregarded. Ballots bearing the names of all the persons nominated by the nominating committee and by stockholders shall be provided for use at the annual meeting. If the nominating committee shall fail or refuse to act at least 20 days prior to the annual meeting, nominations for directors may be made at the annual meeting by any stockholder entitled to vote thereon and shall be voted upon at such meeting.