

Nominating / Corporate Governance Committee Charter

Committee Membership

1.1 The Nominating / Corporate Governance Committee (“Committee”) of the Board of Directors (“Board”) of Arkansas Best Corporation (“ABC”) shall consist of “independent directors,” as such term may be defined and to the extent required from time-to-time under applicable rules of the Securities and Exchange Commission and/or NASDAQ or any other exchange or market on which ABC’s securities may be traded.

1.2 Annually the Board shall designate the size of and appoint the members of the Committee. Members shall serve at the discretion of the Board and for such term or terms as the Board may determine.

Committee Purpose and Responsibilities

The Committee shall have the purpose and responsibilities to:

2.1 (a) Identify and select individuals believed to be qualified to become Board members and recommend to the Board for its approval, the nominees to stand for election as directors at the annual meeting of stockholders, or if applicable, at a special meeting of the stockholders.

(b) Develop potential director candidates for consideration in the event of a vacancy on the Board of Directors.

2.2 Review, at least annually, the corporate governance issues relevant to the Company, the adequacy of the Company’s corporate governance standards, and propose actions on matters of corporate governance to the Board.

2.3 Review and approve the disclosure in ABC’s annual proxy statement regarding the operation of the Committee and the director nomination process.

2.4 Report to the Board on any action taken or recommendations relating to the nomination of Board members.

2.5 Periodically, review and make recommendations, if any, to the Board with respect to size, structure, composition, processes and practices of the Board and Board committees.

2.6 Review the independence of Board members and assess if the members are meeting the applicable independence standards required to serve on the various Board committees.

2.7 Work with the Board to identify and evaluate potential successors for the Company's Chief Executive Officer and periodically make recommendations for the Board's approval for the hiring of a Chief Executive Officer and succession planning.

2.8 Periodically review the compensation paid to non-employee Directors for their services on the Board and its committees and recommend any changes considered appropriate to the Board for its approval.

2.9 Monitor significant developments in the practice and regulation of corporate governance and of the duties and responsibilities of each director.

2.10 Perform any other duties or responsibilities expressly delegated to the Committee by the Board from time-to-time.

Committee Structure and Operations

3.1 The Chairman of the Board shall designate one member of the Committee as its Chairman. The Committee shall meet in person or telephonically at least once a year, and more frequently as needed at times and places as set by the Committee Chairman. Meetings of the Committee shall be called by the Committee Chairman upon such notice as is provided for in ABC's bylaws with respect to meetings of the Board. The Committee may also take actions by unanimous written consent, when deemed necessary or desirable by the Committee.

3.2 A majority of the members shall constitute a quorum. Actions taken at a meeting, to be valid, shall require the approval of a majority of the members present and voting.

3.3 The Committee shall keep written minutes of its meetings and ABC's Secretary shall maintain such minutes.

3.4 The Committee shall have authority to select and retain consultants or search firms to aide it in its search for appropriate candidates as well as such other advisors as it deems necessary.

3.5 The Committee may form and delegate authority to subcommittees when appropriate, provided that the decision of such subcommittee shall be presented to the Committee at its next scheduled meeting.

3.6 The Committee's performance shall be reviewed, not less than annually, by the Board.

Revised 12/18/07