

COACHMEN INDUSTRIES, INC.

AUDIT COMMITTEE OF THE BOARD OF DIRECTORS

AUDIT COMMITTEE CHARTER **As amended and adopted May 5, 2005**

I. PURPOSE

The Audit Committee shall provide assistance to the corporate directors in fulfilling their responsibility to oversee that management has: maintained the reliability and integrity of the accounting policies and financial reporting and disclosure practices of the Company; established and maintained processes to assure that an adequate system of internal control is functioning within the Company; and established and maintained reasonable processes to assure compliance by the Company with all applicable laws, regulations and corporate policy, including compliance, risk management and legal affairs. The Audit Committee shall also review and monitor the Company's investment policy.

The Audit Committee will fulfill these responsibilities primarily by carrying out the activities enumerated in Section IV of this Charter.

II. COMPOSITION

The Audit Committee shall be comprised of no less than three (3) or more Directors (as determined from time to time by the Board) each of whom shall meet the independence and experience requirements of the New York Stock Exchange. All members of the Audit Committee shall have a working familiarity with basic finance and accounting practices, and at least two members of the Audit Committee shall have accounting or related executive financial management expertise. The Committee may in its discretion delegate tasks to sub-committees from time to time.

III. MEETINGS

The Audit Committee shall meet at least four times annually, or more frequently as it deems necessary to fulfill its responsibilities.

IV. RESPONSIBILITIES AND DUTIES

The Audit Committee does not itself prepare financial statements or perform audits, and its members are not auditors or certifiers of the Company's financial statements. It is not the duty of the Audit Committee to determine that the Company's financial statements are complete and accurate and are in accordance with generally accepted accounting

principles, to conduct investigations, to resolve disagreements, if any, between management and the Outside Auditors, or to assure compliance with laws and regulations and the Company's policies.

To fulfill its responsibilities and duties, the Audit Committee shall perform the following functions and report regularly to the Board thereon:

1. Review and reassess, at least annually, the adequacy of this Charter. Make recommendations to the Board, as conditions dictate, to update this Charter and publish the Committee's purpose in the proxy statement to its shareholders.
2. Review with management and the Outside Auditors the Company's Annual Report on Form 10-K and financial statements, including a discussion with the Outside Auditors of the matters required to be discussed by Statement of Auditing Standards No. 61 ("SAS no. 61"), *Communication with Audit Committees*, and including the company's disclosures under MD&A; and discuss the Company's earnings press releases, as well as financial information and earnings guidance provided to analysts and rating agencies.
3. Review with management and the Outside Auditors the Quarterly Report on Form 10-Q prior to its filing or prior to the release of earnings, including a discussion with the Outside Auditors of the matters to be discussed under generally accepted accounting standards, and including the company's disclosures under MD&A; and discuss the Company's earnings press releases, as well as financial information and earnings guidance provided to analysts and rating agencies. The Chairperson of the Audit Committee may represent the entire Audit Committee for purposes of this review.
4. Select, evaluate and, where appropriate, replace independent certified accountants as the auditors of the Company ("Outside Auditors"), and review the performance of the Outside Auditors. The Audit Committee shall approve all fees payable to Outside Auditors, and shall approve all non-audit services to be performed by the Outside Auditors. The Audit Committee shall report to the full Board of Directors as to the performance and independence of the Outside Auditors. The Audit Committee shall set clear hiring policies for employees or former employees of the independent auditors.
5. Oversee independence of the Outside Auditors by receiving from and discussing with them at least annually: a report concerning their internal quality-control procedures; a report concerning any material issues raised by the most recent internal quality-control review, or peer review, of the firm, or by any inquiry or investigation by governmental or professional authorities, within the preceding five (5) years, respecting one or more independent audits carried out by the firm, and any steps taken to deal with any such issues; and, a formal written statement delineating all relationships between the Outside Auditors and the Company, and any other relationships that might impact the objectivity and independence of the Outside Auditors, and including those disclosures required under standards issued by the

Independence Standards Board. Based on such review the Audit Committee shall assess the independence of the Outside Auditors and take appropriate action.

6. In conjunction with the Outside Auditors, review the integrity and quality of the Company's financial reporting processes (internal and external), accounting principles, judgments and estimates, and any material financial or other arrangements which do not appear in the financial statements of the Company, and review any major changes in the Company's auditing and accounting principles and practices as suggested by the Outside Auditors, internal auditors or management.
7. Review and discuss with management and the Outside Auditors the adequacy of the Company's internal controls and internal audit procedures, including the appointment or replacement of the senior internal auditing executive.
8. Review and discuss the Company's policies with respect to risk assessment and risk management;
9. Review in conjunction with the General Counsel legal and regulatory matters which may have a material effect on the financial statements, including material pending legal proceedings and other contingent liabilities, and any material reports or inquiries received from regulators or governmental agencies.
10. Meet at least quarterly with the Chief Financial Officer, the senior internal auditing executive, and the Outside Auditors in separate executive sessions, and with management present, and at least once per year with financial management officers of selected subsidiaries, to discuss the results of their examinations, any audit problems or difficulties, and other matters, including management's responses.
11. Have the authority to retain such outside counsel, experts or other advisors as it determines appropriate to assist in the full performance of its functions.
12. Have the authority to investigate any matter brought to its attention with full access to all books, records, facilities and personnel of the Company.
13. Prepare the report required by the rules of the Securities and Exchange Commission to be included in the Company's annual proxy statement.
14. Annually assess its performance of the duties specified in this Charter, and report its findings to the Board.