

JACK IN THE BOX INC.
AUDIT COMMITTEE CHARTER
Amended and Adopted August 4, 2006

A. AUTHORITY

The Board of Directors (“the Board”) of Jack in the Box Inc., by resolution dated November 1, 1985, established the Audit Committee (the “Committee”).

B. PURPOSE

The Committee is appointed by the Board to assist the Board in fulfilling its oversight responsibilities by reviewing and reporting to the Board on (i) the integrity of the financial reports and financial reporting process, including the Corporation’s systems of internal controls over financial reporting (ii) policies and guidelines for risk management, and (iii) the Corporation’s compliance with legal and regulatory requirements. The Committee will also review the qualifications, independence and performance, and approve the terms of engagement of the Corporation’s independent auditor, review the performance of the Corporation’s internal audit function and prepare any reports required of the Committee under rules of the Securities and Exchange Commission. (“SEC”)

C. COMMITTEE MEMBERSHIP

The Committee will have a minimum of three members.

1. All Committee members will meet the independence and experience requirements of the New York Stock Exchange and the SEC. Each member of the Committee must be able to read and understand fundamental financial statements, including a balance sheet, income statement and cash flow statement. In addition, at least one member should be an “audit committee financial expert” as determined by the Board in accordance with the rules of the SEC.
2. No member of the Committee may receive any compensation from the Corporation other than (i) director’s fees (including fees for service as a member of any Committee of the Board) and (ii) a pension or other deferred compensation for prior service that is not contingent on future service.
3. No director may serve as a member of the Committee if such director simultaneously serves on the audit committees of more than two other public companies without prior disclosure to the Committee and the Board and an affirmative determination by the Board that such simultaneous service does not impair the ability of such director to effectively serve on the Committee, which determination will be disclosed in the annual proxy statement.

4. The members and the Chair of the Committee will be appointed by the Board after considering the recommendations of the Nominating and Governance Committee and will serve until their successors are duly elected and qualified or until their earlier resignation or removal. If a Chair is not appointed by the Board, the members of the Committee may designate a Chair by majority vote of the full Committee.
5. The Board may fill vacancies on the Committee after considering the recommendations of the Nominating and Governance Committee.
6. The Board may remove a Committee member from the Committee at any time with or without cause.

D. COMMITTEE AUTHORITY AND RESPONSIBILITIES

The Corporation will provide appropriate funding, as determined by the Committee, to permit the Committee to perform its duties under this Charter, to compensate its advisors and to compensate any registered public accounting firm engaged for the purpose of rendering or issuing an audit report or related work or performing other audit, review or attest services for the Corporation. The Committee, at its discretion, has the authority to initiate special investigations and hire special legal, accounting or other outside advisors or experts to assist the Committee, as it deems necessary to fulfill its duties under this Charter.

The independent auditors for the Corporation are accountable to the Board and the Committee and report directly to the Committee.

In carrying out its responsibilities, the Board believes the policies and procedures of the Committee should remain flexible, in order to best react to changing conditions.

1. Oversight Of The Independent Auditor

The Committee will:

a. Appointment, Compensation, Termination

Be directly and solely responsible for the appointment, termination, compensation, retention and oversight of the independent auditor, including resolution of disagreements between management and the independent auditor regarding financial reporting.

b. Approve All Fees

In advance of the engagement of the independent auditor, approve all audit services, non-audit services, fees and other terms of engagement in accordance with SEC rules. The Committee may establish pre-approval policies and procedures for audit and non-audit services provided that such policies and procedures specify

that the Committee will be promptly informed as to each such service for which the independent auditor is engaged pursuant to such policies and procedures.

c. Review SAS 61 AND ISB Standard No. 1 Matters

Periodically review and discuss with the independent auditor (i) the matters required to be discussed by Statement on Auditing Standards No. 61, as amended, and (ii) any formal written statements received from the independent auditor, consistent with and in satisfaction of Independence Standards Board Standard No. 1, as amended.

d. Annual Report On Quality Control and Independence

Annually obtain and review a report from the independent auditor describing (i) the auditor's internal quality control procedures, (ii) any material issues raised by the most recent internal quality control review or peer review or by any inquiry or investigation by governmental or professional authorities within the preceding five years respecting one or more independent audits carried out by the firm, and any steps taken to deal with such issues, and (iii) all relationships between the independent auditor and the Corporation.

e. Evaluation

Annually review and evaluate the qualifications, performance and independence of the independent auditor, including a review and evaluation of the lead partner of the independent auditor, and report to the Board on the Committee's conclusions together with any recommendations for action. In making this review, the Committee will take into account the opinions of management and the Corporation's internal auditor.

f. Firm and Partner Rotation

Consider whether there should be rotation of the audit firm, and report to the Board on the Committee's conclusions. Consult with the independent auditor to assure the rotation, every five years, of the lead audit partner having primary responsibility for the audit and the audit partner responsible for reviewing the audit.

g. Scope and Staffing Of Annual Audit

Meet with the independent auditor and financial management of the Corporation, prior to the audit, to review the scope of the proposed audit for the current year, staffing of the audit and the audit procedures and at the conclusion of the audit, review such audit including any comments or recommendations of the independent auditor. While the Committee has the process and responsibilities set forth in the Charter, it is not the responsibility of the Committee to plan or conduct audits or to determine that the Company's financial statements present fairly the financial position, the results of operations, and the cash flows of the Company, in compliance with generally accepted accounting principles. This is the responsibility of management and the outside auditors. In carrying out this oversight

responsibility, the Committee is not providing any expert or special assurance as to the Company's financial statements or any professional certification as to the outside auditors' work.

h. Auditor Difficulties

Review and discuss with the independent auditor any problems or difficulties the auditor may have encountered during the course of an audit, including

- (1) Any difficulties encountered in the course of the audit work, including any restrictions on the scope of activities or access to requested information, and any significant disagreements with management.
- (2) Any changes required in the planned scope of the audit.
- (3) Any accounting adjustments proposed by the auditor but "passed" (as immaterial or otherwise).
- (4) Any other material communication provided by the auditor to the Corporation's management.

i. Auditor Communications With National Office, Significant Issues

At its discretion, review with the outside auditor both (i) communications between the audit team and the audit firm's national office respecting any significant auditing or accounting issues presented by the engagement and (ii) the internal audit department responsibilities, budget and staffing.

j. Auditor Assurances

Obtain assurance from the outside auditor that the annual audit was conducted in a manner consistent with Section 10A of the Securities Exchange Act of 1934, as amended, which sets forth certain procedures to be followed in any audit of financial statements required under the Securities Exchange Act of 1934.

k. Auditor's Analysis Of Significant Judgments And Alternative Treatments

As needed, review an analysis prepared by management and/or the independent auditor of significant financial reporting issues and judgments made in connection with the preparation and presentation of the Corporation's financial statements, including an analysis of the effect of alternative GAAP methods on the Corporation's financial statements and a description of any transactions as to which management obtained Statement on Auditing Standards No. 50 letters.

l. Hiring Policy

Set policies for the Corporation's hiring of employees or former employees of the independent auditor who were engaged on the Corporation's audit account.

2. Review of Financial Reporting Policies and Procedures

The Committee will:

a. Forms 10-K And 10-Q

Review and discuss with management and the independent auditor, the Corporation's annual audited financial statements and quarterly financial statements, and any certification report, attestation, opinion or review rendered by the independent auditor, including (i) the Corporation's disclosures under "Management's Discussion and Analysis of Financial Condition and Results of Operation" ("MD&A"), (ii) major issues regarding accounting principles, auditing standards and financial statement presentation, (iii) the independent auditor's judgment as to the accuracy of financial information, adequacy of disclosures and quality of the Corporation's accounting principles. Recommend to the Board whether the audited financial statements of the Corporation should be included in the Corporation's annual report on form 10K.

b. Critical Accounting Policies

Review and discuss with the independent auditor the critical accounting policies and practices used by the Corporation, alternative treatments of financial information within generally accepted accounting principles that the independent auditor has discussed with management, the ramification of the use of such alternative disclosures and treatments and the treatment preferred by the independent auditor.

c. Review Of Releases

Review with management and the independent auditor the Corporation's earnings press releases as well as financial information and earnings guidance provided to analysts and rating agencies, including any "pro forma" or adjusted financial information.

d. Review Correspondence With Regulators

Review with management and the independent auditor any correspondence with regulators or governmental agencies and any employee complaints or published reports that raise material issues regarding the Corporation's financial statements or accounting policies.

e. Review Assessment Of Internal Controls

Review with management its assessment of the effectiveness and adequacy of the Corporation's internal controls, including discussing with the CEO and CFO (i) any report on significant deficiencies in the design or operation of the Internal Controls that could adversely affect the Company's ability to record, process, summarize or report financial data, (ii) any material weaknesses in Internal Controls identified to

the auditors, and (iii) any fraud, whether or not material, that involves management or other employees who have a significant role in the Company's Internal Controls.

f. Review Special Audit Steps

Review any special audit steps adopted in light of material control deficiencies.

g. Review Auditor's Attestation

Review with the independent auditor the attestation and report on the assessment made by management, and consider with management, the internal auditors and the independent auditor whether any changes to the Internal Controls are appropriate in light of management's assessment or the independent auditor's attestation.

h. Review Disclosure Controls And Procedures

To the extent it deems appropriate, review with management its evaluation of the Company's procedures and controls designed to assure that information required to be disclosed in its periodic public reports is recorded, processed, summarized and reported in such reports within the time periods specified by the SEC for the filing of such reports and consider whether any changes are appropriate in light of management's evaluation of the effectiveness of such disclosure controls.

i. Internal Audit

Review the internal audit function of the Corporation including Internal Audit responsibilities, budget, staffing, independence of the Internal Audit function, the ability of Internal Audit to raise issues to the appropriate level of authority, the proposed audit plans for the coming year, and the coordination of such plans with the independent auditor. The Committee should request copies or summaries of the significant reports to management prepared by the internal auditing department and management's responses. Review recommendations and findings of the internal auditor to assure that appropriate actions are taken by management.

j. Regularly Review Internal Audit Charter

Review the appointment and replacement of the internal auditor.

k. Review Effect Of Off-Balance Sheet Transactions

Review with management and the independent auditor the effect of regulatory and accounting initiatives as well as the impact of off-balance sheet transactions or structures on the Corporation's financial results and operations.

l. Review Significant Changes In Accounting Practices

Review and approve significant changes to the Corporation's selection or application of accounting principles and practices as suggested by the independent auditor, internal auditor or management.

3. Risk Management, Related Party Transactions, Legal Compliance and Ethics

The Committee will:

a. Risk Assessment

Discuss with management the Corporation's policies with respect to risk assessment and risk management, the Corporation's major financial risk exposures and the steps management has taken to monitor and control such exposures.

b. Regulatory Action And Legal Proceedings

Review with the Corporation's General Counsel (i) any material government investigations, (ii) material pending or threatened legal proceedings involving the Corporation and (iii) other contingent liabilities.

c. Related Party Transactions

Conduct or authorize an appropriate review of any related party transactions deemed significant by the Committee.

d. Insider Transactions

Review reports and disclosures of insider and affiliated party transactions.

e. Compliance Program

Review the Corporation's policies and procedures for compliance with laws and regulations that may impact financial reporting and disclosure.

f. Ethics Program

Periodically review and approve the Corporation's ethics code or "Code of Conduct" (as such code is set forth in the booklet entitled "TRUST" and other Corporation policies). Recommend material changes for approval by the Board of Directors. Monitor compliance with the ethics code by reviewing quarterly reports from the Corporation's ethics officer. Provide for and review prompt disclosure to the public of any substantive change in, or any waiver of, such ethics code.

g. Complaint Procedures

Periodically review and approve the Corporation's procedures for (i) the receipt, retention and treatment of complaints regarding accounting, internal accounting controls or auditing matters, and (ii) the confidential, anonymous submission by employees of the Corporation of concerns regarding questionable accounting or auditing matters. Monitor compliance with such procedures.

h. Violations Of Ethics Code

As requested by the Board, review and investigate conduct alleged by the Board to be in violation of the Ethics Code and adopt as necessary remedial, disciplinary or other measures with respect to such conduct.

i. Investigations

Conduct or authorize an investigation of any matter brought to its attention within the scope of its duties, with the power to retain outside counsel for this purpose if, in its judgment, that is appropriate. Report to the Board of Directors the results of its investigation and make such recommendations, as it may deem appropriate.

j. Annual Review Of Charter

Review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval.

k. Performance Evaluation

Annually review its own performance.

E. COMMITTEE MEETINGS AND ACTION

1. The majority of the members of the Audit Committee will constitute a quorum.
2. The action of a majority of those present at a meeting at which a quorum is present will be the act of the Committee.
3. Any action required to be taken at a meeting of the Committee will nonetheless be deemed the action of the Committee if all of the Committee members executed, either before or after the action is taken, a written consent and the consent is filed with the Corporate Secretary.
4. The Chair will make regular reports to the Board.
5. The Committee may form and delegate authority to subcommittees or to one or more members of the Committee when appropriate.
6. The Committee Secretary, or his designee, will give notice and keep minutes of all Committee meetings.
7. The Committee will meet as often as may be deemed necessary or appropriate in its judgment, but not less frequently than quarterly, either in person or telephonically.
8. The Committee will meet with the independent auditor and with management on a quarterly basis to review the Corporation's financial statements and financial reports.
9. The Committee will meet separately with management, the independent auditor and Internal Auditor, as appropriate.
10. The Committee Secretary will prepare a preliminary agenda. The Chair will make the final decision regarding the agenda.
11. The agenda and all materials to be reviewed at the meetings should be received by the Committee members as far in advance of the meeting day as practicable.

12. The Committee Secretary should coordinate all mailings to the Committee members, to the extent practicable.
13. The Committee may perform any other activities consistent with this Charter, the Corporation's Bylaws and governing law as the Board deems necessary or appropriate.