

Compensation Committee Charter

Purpose:

Acting pursuant to Section 141 of the Delaware General Corporation Law and Section 11, Article III-Board of Directors of the Company's Bylaws, the Board of Directors ("Board") has established the Compensation Committee for the purpose of reviewing and approving, on behalf of the Board, management recommendations regarding all forms of compensation (including stock compensation) to be provided to the executive officers and members of the Board of Directors of the Company.

Membership:

The Compensation Committee shall consist of a minimum of two members of the Board, all of whom shall be independent directors. The members of the Compensation Committee are appointed by and serve at the discretion of the Board.

Responsibilities:

The Compensation Committee shall be responsible for the consideration of base salary, stock plans, performance goals and short and long-term incentive rewards, and the overall value and composition of the compensation package, including (but not limited to) the following:

1. Conferring with and receiving recommendations from management, or other advisors it chooses, regarding compensation matters.
2. Determining the compensation policy for executive officers and Directors of the Company, and such other managers of the Company as requested by the Board.
3. Determining all forms of compensation (including all "plan" compensation, as such term is defined in Item 402(a)(7) of Regulation SK promulgated by the Securities and Exchange Commission, and all non-plan compensation) to be provided to the executive officers of the Company.
4. Compensation of the Chief Executive Officer of Arkansas Best Corporation will be reviewed at least annually and determined by the Compensation Committee in executive session. Compensation for all other executive officers of Arkansas Best Corporation will be reviewed at least annually and determined by the Compensation Committee. The Chief Executive Officer may be present during deliberations pertaining to the other executive officers, but he may not vote.
5. Acting as the administrator and "Stock Option Committee" of all the Company's Stock Option Plans, with all power and authority granted or permitted to the Stock Option Committee under such Stock Option Plans. The Compensation Committee

- shall also make recommendations to the Board with respect to amendments to the plans and changes in the number of shares reserved for issuance thereunder.
6. Causing to be prepared a report (to be included in the Company's proxy statement) which describes (a) the criteria on which compensation paid to the Chief Executive Officer for the last completed fiscal year is based, (b) the relationship of such compensation to the Company's performance, and (c) the Compensation Committee's executive compensation policies applicable to executive officers, specifically addressing the other "named executive officers" included in the proxy statement.
 7. Evaluating the need for, and provisions of, employment contracts/severance arrangements for the Chief Executive Officer and other executive officers.

Authority:

Any action duly and validly taken by the Compensation Committee pursuant to the power and authority conferred under this Charter shall for all purposes constitute an action duly and validly taken by the Board and may be certified as such by the Secretary or other authorized officer of the Company.

Meetings and Reports:

The Compensation Committee shall meet at least once a year and at such other times as it or the Board may desire. The Compensation Committee shall maintain written minutes of its meetings, which minutes shall be maintained by the Company Secretary. The Compensation Committee shall provide the Board with a report of its activities and actions.