Audit Committee Charter

1. PURPOSE.

The primary purposes of the Committee (the "Committee") are to oversee on behalf of the Board of Directors (the "Board") of Frozen Food Express Industries, Inc. (the "Company"): (1) the accounting and financial reporting processes of the Company and integrity of the Company's financial statements, (2) the audits of the Company's financial statements and appointment, compensation, qualifications, independence and performance of the Company's independent registered public accounting firm, (3) the Company's compliance with legal and regulatory requirements, and (4) the Company's internal audit function and internal control over financial reporting. The Committee has the additional purpose of preparing the audit committee report that SEC rules require the Company to include in its annual proxy statement.
The Committee's function is one of oversight only and does not relieve the responsibilities of the Company's management for preparing financial statements that accurately and fairly present the Company's financial results and condition, or the responsibilities of the independent registered public accounting firm relating to the audit or review of financial statements.

2. COMPOSITION.

A. AT LEAST THREE MEMBERS. The Committee is comprised of at least three directors. The Committee will designate a Committee member as the chairperson of the Committee (the "Chair") by majority vote of the Committee membership.

B. INDEPENDENCE. All Committee members must be independent as determined by the Board in accordance with the Nasdaq listing standards (the "listing standards") and applicable rules of the Securities and Exchange Commission (the "SEC"), as they may be amended from time to time.

C. FINANCIAL LITERACY. Each Committee member must be financially literate upon appointment to the Committee, as determined by the Board pursuant to the listing standards. At all times, there must be at least one member of the Committee who, as determined by the Board, meets the finance, accounting or comparable experience requirement of the listing standards. In addition, the Board must annually evaluate whether or not at least one member of the Committee is an audit committee financial expert as defined in the SEC rules.

D. APPOINTMENT. Subject to the requirements of the listing standards, the Board may appoint and remove Committee members in accordance with the Company's bylaws and on recommendation of the Nominating Committee. Committee members will serve for terms as may be fixed by the Board and in any case at the will of the Board whether or not a specific term is fixed.

E. SERVICE ON OTHER AUDIT COMMITTEES. The Company does not limit the number of public company audit committees on which a Committee member serves, but if a member does serve on more than two other public company audit committees, the Board must have determined that this simultaneous service would not impair the member's ability to serve on the Company's Audit Committee.

3. SELECTION AND REVIEW OF INDEPENDENT PUBLIC ACCOUNTANTS AND THEIR SERVICES.

A. OVERALL AUTHORITY. The Committee has sole authority and direct responsibility for the appointment, compensation, retention, termination, evaluation and oversight of the work of the independent registered public accounting firm engaged by the Company for the purpose of preparing or issuing an audit report or related work or performing other audit, review or attest services for the Company. The independent registered public accounting firm must report directly to the Committee. The Committee's authority includes, without limitation, resolution of disagreements between management and the independent registered public accounting firm regarding financial reporting and the receipt of communications from the independent registered public accounting firm required under professional standards applicable to audits.

B. TERMS OF AUDIT AND NON-AUDIT ENGAGEMENTS. The Committee has sole authority to pre-approve all audit, review, attest and permissible non-audit services to be provided to the Company or its subsidiaries by the independent registered public accounting firm. The Committee may establish pre-approval policies and procedures in compliance with

applicable SEC rules.

4. ANNUAL FINANCIAL REPORTING.

As often as the Committee deems necessary, but at least annually in connection with the audit of each fiscal year's financial statements, the Committee will:

A. DISCUSS FINANCIAL STATEMENTS AND INTERNAL CONTROL REPORT WITH MANAGEMENT: review and discuss with appropriate members of the Company's management the audited financial statements, related accounting and auditing principles and practices, and management's assessment of internal control over financial reporting and the related reports on internal control to be included in the Company's Annual Report on Form 10-K (as and when these reports are required under SEC rules).

B. CRITICAL ACCOUNTING POLICY REPORT: timely request and receive from the independent registered public accounting firm (prior to each filing of the audit report with the SEC) the report required in connection with the annual audit pursuant to applicable SEC rules concerning (1) all critical accounting policies and practices to be used; (2) all alternative treatments within accounting principles generally accepted in the United States for policies and practices related to material items that have been discussed with management of the Company, including: (i) ramifications of the use of such alternative disclosures and treatments; and (ii) the treatment preferred by the independent registered public accounting firm; and (3) other material written communications between the independent registered public accounting firm and the management of the Company, such as any management letter or schedule of unadjusted differences.

C. SAS 114 REVIEW: discuss with the independent registered public accounting firm the audited financial statements and the matters required to be discussed by Statement on Auditing Standards No. 114, including such matters as (1) the auditor's responsibilities under generally accepted auditing standards, (2) the planned scope and timing of the audit, (3) the auditor's views about the qualitative aspects of the entity's accounting practices, including accounting policies, accounting estimates, and financial statement disclosures, (4) significant difficulties, if any, encountered during the audit, (5) uncorrected misstatements, other than those the auditor believes are trivial, if any, (6) disagreements with management, if any, (7) other findings or issues, if any, arising from the audit that are, in the auditor's professional judgment, significant and relevant to those charged with governance regarding their oversight of the financial reporting process, (8) material, corrected misstatements that were brought to the attention of management as a result of audit procedures, (9) representations the auditor is requesting from management, (10) management's consultation with other accountants, and (11) significant issues, if any, arising from the audit that were discussed, or the subject of correspondence, with management.

D. REVIEW OF MD&A: review with appropriate management and representatives of the independent registered public accounting firm the Company's intended disclosures under "Management's Discussion and Analysis of Financial Condition and Results of Operations" to be included in the Company's annual report on Form 10-K.

E. OBTAIN ISB NO. 1 DISCLOSURE: receive from the independent registered public accounting firm a formal written statement of all relationships between the independent registered public accounting firm and the Company consistent with Independence Standards Board Standard No. 1 or successor rules or regulations of the Public Company Accounting Oversight Board.

F. DIALOGUE WITH INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM ON INDEPENDENCE: actively discuss with the independent registered public accounting firm any disclosed relationships or services that may impact the objectivity or independence of the independent registered public accounting firm.

G. RECOMMEND FILING OF AUDITED FINANCIAL STATEMENTS: recommend whether or not the audited financial statements should be included in the Company's Annual Report on Form 10-K for filing with the SEC.

5. QUARTERLY FINANCIAL REPORTING.

The Committee's quarterly review will normally include a review and discussion with management and the independent registered public accounting firm, as the Committee considers appropriate, of the following:

A. QUARTERLY REVIEW: the quarterly financial statements of the Company and the results of the independent public accountant's review of financial statements.

B. DISCUSSION OF SIGNIFICANT MATTERS WITH MANAGEMENT: management's analysis of significant matters that relate to (1) the quality and acceptability of the accounting principles applied in the financial statements (2) new or changed accounting policies, the effect of regulatory and accounting initiatives, and significant estimates, judgments, uncertainties or unusual transactions, (3) the selection, application and effects of critical accounting policies and estimates applied by the Company, and (4) any off-balance sheet transactions and relationships with any unconsolidated entities or any other

persons that may have a material current or future effect on the financial condition or results of the Company or are required to be reported under SEC rules.

C. MD&A: the Company's disclosures under "Management's Discussion and Analysis of Financial Condition and Results of Operations" to be included in the Company's quarterly reports on Form 10-Q.

6. OTHER FUNCTIONS.

A. ANNUAL REVIEW OF THIS CHARTER. The Committee will review and reassess the adequacy of this charter annually and recommend any proposed changes to the Board.

B. COMPLAINTS AND ANONYMOUS SUBMISSIONS. The Committee will maintain procedures for (1) the receipt, retention, and treatment of complaints received by the Company regarding accounting, internal accounting controls, and auditing matters, and (2) the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters.

C. RELATED PARTY APPROVALS. It is the Company's policy that the Company will not enter into related party transactions defined in the listing standards [or required to be disclosed under Item 404 of Regulation S-K] unless the Committee or another independent body of the Board first reviews and approves the transactions. Any leases, equipment purchase agreements or other contracts with officers, directors, or affiliates of the Company must be first approved by a majority of the independent members of the Board based on their determination that the transaction is reasonable, in the best interests of the Company, and on terms no less favorable than could be obtained from an unrelated party. That determination shall be based upon a determination to the same effect, by the members of the Audit Committee.

D. COMPLIANCE. The Committee, to the extent it deems necessary or appropriate, will periodically review with management the Company's disclosure controls and procedures, internal control for financial reporting purposes, and systems and procedures to promote compliance with laws.

E. EARNINGS RELEASES. The Committee will discuss with management earnings press releases and other published financial information. This may be conducted generally as to types of information and presentations, and need not include advance review of each release or other information or guidance.

F. INTERNAL AUDITING. The Committee will monitor that the Company maintains an internal audit function (which may be outsourced to a firm other than the Company's independent registered public accounting firm). The Committee will oversee the internal auditors (or other personnel responsible for the internal audit function), who will report directly to the Committee.

G. INTERNAL CONTROL OVER FINANCIAL REPORTING. The Committee will periodically review and discuss, as appropriate, with the internal audit department, management and the independent registered public accounting firm: (1) the design and effectiveness of the Company's internal control over financial reporting as defined in the SEC rules, and (2) any significant deficiencies or material weaknesses in that internal control, any change that has materially affected or is reasonably likely to materially affect that internal control, and any fraud (whether or not material) that involves management or other employees who have a significant role in that internal control, that have been reported to the Committee.

H. REPORTS FROM LEGAL COUNSEL. The Committee will review and take appropriate action with respect to any reports to the Committee from legal counsel engaged by the Company concerning any material violation of securities law or breach of fiduciary duty or similar violation by the Company, its subsidiaries or any person acting on their behalf.

I. RISK ASSESSMENT. Review and discuss on a regular basis the Corporation's policies with respect to risk assessment and risk management.

J. OTHER REVIEWS. The Committee, as the Committee may consider appropriate, may consider and review with the full Board, Company management, internal or outside legal counsel, or the independent registered public accounting firm any other topics relating to the purpose of the Committee that may come to the Committee's attention. The Committee may perform any other activities consistent with this charter, the bylaws and applicable listing standards and laws as the Committee or the Board considers appropriate.

7. MEETINGS, REPORTS AND RESOURCES OF THE COMMITTEE.

A. MEETINGS. The Committee will meet as often as it determines to be necessary to carry out its responsibilities and no less frequently than quarterly. The Committee may act by unanimous written consent. The Committee will meet separately, periodically, with management, internal auditors (or other personnel responsible for the internal audit function), the independent registered public accounting firm and any other persons as it deems necessary or

appropriate.

B. PROCEDURES. The Committee may establish its own procedures, including the formation and delegation of authority to subcommittees, in a manner not inconsistent with this charter, the bylaws or the listing standards and SEC rules. The Chair or majority of the Committee members may call meetings of the Committee. A majority of the authorized number of the Committee members constitutes a quorum for the transaction of Committee business, and the vote of a majority of the Committee members present at a meeting at which a quorum is present will be the act of the Committee, unless in either case a greater number is required by this charter, the bylaws or the listing standards. The Committee will keep written minutes of its meetings and deliver copies of the minutes to the corporate secretary for inclusion in the corporate records.

C. REPORTS. The Committee will timely prepare the audit committee report required to be included in the Company's annual meeting proxy statement, and report to the Board on the other matters relating to the Committee or its purposes, as required by the listing standards or SEC rules. The Committee will also report to the Board annually the overall results of the annual review of the independent registered public accounting firm and their independence and the overall results of its review of its own performance. The Committee also will report to the Board on the major items covered by the Committee at each Committee meeting, and provide additional reports to the Board as the Committee may determine to be appropriate, including review with the full Board of any issues that arise from time to time with respect to the quality or integrity of the Company's financial statements, the Company's compliance with legal or regulatory requirements, the performance and independence of the independent registered public accounting firm or the performance of the internal audit function.

D. COMMITTEE ACCESS AND RESOURCES. The Committee is at all times authorized to have direct, independent and confidential access to the independent registered public accounting firm and to the Company's other directors, management and personnel to carry out the Committee's purposes. The Committee is authorized to conduct investigations, and to retain, at the expense of the Company, independent legal, accounting, or other professional advisers or consultants selected by the Committee, for any matters relating to the purposes or duties of the Committee. The Company will provide for adequate funding, as determined by the Committee, for payment of compensation to the independent auditors for their audit and audit-related, review and attest services, for payment of compensation to advisers engaged by the Committee, and for ordinary administrative expenses of the Committee necessary or appropriate in carrying out its duties.

E. RELIANCE ON OTHERS. Nothing in this charter is intended to preclude or impair the protection provided in Article 2.41 (C) of the Texas Business Corporation Act for good faith reliance by members of the Committee on reports or other information provided by others.