

**CHARTER OF THE AUDIT COMMITTEE OF THE BOARD OF DIRECTORS  
OF BOWL AMERICA, INC.  
(As amended on September 25, 2008)**

**Purpose**

The purpose of the Audit Committee of the Board of Directors of Bowl America Inc. (the “Company”) is to assist the Board in its oversight of:

- the integrity of the Company’s financial statements;
- the Company’s compliance with legal and regulatory requirements;
- the independent auditor’s qualifications, independence and performance; and
- the performance of the Company’s internal audit function.

**Membership**

The Committee will consist of not less than three members of the Board of Directors who must meet the independence and experience requirements of the SEC and NYSE Amex Exchange. Those rules require, among other things that:

- the director have no material relationship with the Company (other than as a director or as a beneficial owner of not more than 10% of the outstanding shares of common stock of the Company);
- each member be deemed by the Board to be “financially literate” (or be able to become so within a reasonable time after appointment) and, when required by law, at least one member of which must be an “audit committee financial expert;” and
- no member receive consulting or other fees (other than Board or Committee fees) from the Company.

**Authority and Responsibilities**

In pursuit of the purposes set forth above, the authority and responsibilities of the Audit Committee shall include the following:

1. *Review of Committee Charter and Performance.* The Committee shall review and assess the adequacy of this charter at least annually and shall submit any recommended changes to the Board for approval. The Committee shall annually review its own performance.

2. *Meetings and Subcommittees.* The Committee shall, absent unusual circumstances, meet at least quarterly. The Committee shall meet periodically (absent unusual circumstances, at least twice per year) with management and the independent auditor. The Committee may form and delegate authority to subcommittees when appropriate.

3. *Advisors.* The Committee shall have the authority to engage outside legal, accounting and other advisors without Board approval.

4. *Oversight of Independent Auditor.* The Committee shall be solely responsible for the appointment, replacement and oversight of the independence and performance of the independent auditor, who shall report directly to the Committee. Such responsibility shall include:

- resolution of disagreements between the independent auditor and management;
- review of the annual written report from the independent auditor discussing all relationships between the auditor and the Company, discussing with the auditor of any such disclosed relationships and their impact on the independent auditor's independence, and the taking of appropriate action in response to the auditor's report relating to the auditor's independence;
- establishment of policies for the Company's hiring of employees or former employees of the independent auditor; and
- preapproval of all audit and non-audit services rendered to the Company by the independent auditor.

5. *Reports of the Committee.* The Committee shall make regular reports to the Board and shall prepare the report of the Committee required under Item 306 of the SEC's Regulation S-K to be included in the Company's annual proxy statement stating whether the Committee:

- reviewed and discussed the audited financial statements with management;
- discussed with the independent auditor the matters required to be discussed by AICPA Statement on Auditing Standards No. 61 ("SAS 61");
- received the written disclosures from the auditor relating to its independence required by Independence Standards Board Standard No. 1; and
- recommended to the Board of Directors that the audited financial statements be included in the Company's Annual Report on Form 10-K.

6. *Whistle Blower Procedures.* When required to do so by NYSE Amex rules approved by the SEC, the Committee shall establish and implement procedures to receive, retain and address complaints regarding accounting and auditing matters, including procedures for employees' anonymous submissions of concerns.

7. *Annual Audited Financial Statements.* The Committee shall review and discuss with management and the independent auditor the annual audited financial statements, including disclosures made in the "Management's Discussion and Analysis of Financial Condition and Results of Operations" (the "MD&A") portion of the Annual Report on Form 10-K, and shall recommend to the Board whether the audited financial statements should be included in the Form 10-K. In that connection, the Committee shall discuss with the independent auditor the matters required to be discussed by SAS 61 relating to the audit.

8. *Quarterly Financial Statements.* The Committee shall discuss with management and the independent auditor the Company's unaudited quarterly financial statements prior to the filing of its Form 10-Q.

9. *Quarterly CEO and CFO Certifications.* The Committee shall receive the quarterly disclosures required to be made to the Committee by the CEO and CFO in their certifications included in the Company's Forms 10-Q and 10-K relating to:

- all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably unlikely to adversely affect the Company's ability to record, process, summarize and report financial data; and
- any fraud, whether or not material, that involves management or other employees who have a significant role in the Company's internal control over financial reporting.

10. *Reports From and Discussions With the Independent Auditor.* The Committee shall receive from and discuss with the independent auditor periodic reports relating to:

- any critical accounting policies and practices to be used;
- alternative treatments within GAAP discussed with management, the effects of using or not using such treatments and the independent auditor's preferred treatment;
- any management letter, schedule of unadjusted differences or other material written communications with management;
- the independent audit firm's internal quality control procedures;
- any material issues raised by the most recent internal quality-control review of the independent audit firm, or any inquiry or investigation by governmental or professional authorities relating to an audit, and steps to be taken to deal with any such issues;
- any audit problems or difficulties encountered in the course of the audit work, including any restrictions on the scope of the independent auditor's activities or on access to requested information, any significant disagreements with management and management's response to all such difficulties;
- analyses prepared by management and/or the independent auditor setting forth significant financial reporting issues and judgments made in connection with the preparation of the financial statements, including analyses of the effects of alternative GAAP methods on the financial statements;
- the effect of regulatory and accounting initiatives, as well as any off-balance sheet structures, on financial statements of the Company; and

- earnings press releases (paying particular attention to any use of any “pro forma” or “adjusted” non-GAAP information) and financial information and earnings guidance provided to shareholders, analysts and rating agencies.

11. *Earnings Releases.* The Committee shall periodically review the Company’s earnings press releases and financial information and earnings guidance provided by the Company to shareholders, analysts and rating agencies.

12. *Risk Assessment and Management.* The Committee shall review with management and the independent auditor compliance with laws, regulations and internal procedures and contingent liabilities and discuss policies with respect to risk assessment and risk management.

13. *Internal Audit Function.* The Committee shall review with the independent auditor the adequacy of the Company’s internal controls, including computerized information system controls and security.