

ANNUAL MEETING OF SHAREHOLDERS OF  
**RUSH ENTERPRISES, INC.**

May 17, 2011

**NOTICE OF INTERNET AVAILABILITY OF PROXY MATERIAL:**

The proxy materials for the Company's Annual Meeting of Shareholders, including the 2010 Annual Report, the proxy statement and any other additional soliciting materials are available at <http://investor.rushenterprises.com/annuals.cfm>

Please sign, date and mail  
your proxy card in the  
envelope provided as soon  
as possible.

↓ Please detach and mail in the envelope provided. ↓

PLEASE SIGN, DATE AND RETURN PROMPTLY IN THE ENCLOSED ENVELOPE. PLEASE MARK YOUR VOTE IN BLUE OR BLACK INK AS SHOWN HERE

(1) ELECTION OF DIRECTORS

The Board of Directors recommends a vote "FOR" all nominees

FOR ALL NOMINEES

NOMINEES:

- W. Marvin Rush
- W.M. "Rusty" Rush
- James C. Underwood
- Harold D. Marshall
- Thomas A. Akin
- Gerald R. Szczepanski

WITHHOLD AUTHORITY  
FOR ALL NOMINEES

FOR ALL EXCEPT  
(See instructions below)

**INSTRUCTIONS:** To withhold authority to vote for any individual nominee(s), mark "FOR ALL EXCEPT" and fill in the circle next to each nominee you wish to withhold, as shown here: ●

(2) PROPOSAL TO RATIFY THE APPOINTMENT OF ERNST & YOUNG LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL 2011 YEAR.

FOR  AGAINST  ABSTAIN

(3) PROPOSAL TO APPROVE THE AMENDMENT AND RESTATEMENT OF THE RUSH ENTERPRISES, INC. 2006 NON-EMPLOYEE DIRECTOR STOCK PLAN.

FOR  AGAINST  ABSTAIN

(4) ADVISORY VOTE ON EXECUTIVE COMPENSATION.

FOR  AGAINST  ABSTAIN

(5) ADVISORY VOTE ON THE FREQUENCY OF FUTURE ADVISORY VOTES ON EXECUTIVE COMPENSATION.

1 YEAR  2 YEARS  3 YEARS  ABSTAIN

The Board of Directors recommends a vote FOR Proposal 2, a vote FOR Proposal 3, a vote FOR Proposal 4 and a vote for 3 YEARS in Proposal 5.

all as more particularly described in the Proxy Statement dated April 6, 2011, relating to the Annual Meeting, receipt of which is hereby acknowledged. The undersigned shareholder also acknowledges receipt of the Notice of Annual Meeting of Shareholders.

To change the address on your account, please check the box and indicate your new address in the address space above. Please note that changes to the registered name(s) on the account may not be submitted via this method.

Signature of Shareholder

Date:

Signature of Shareholder

Date:

**Note:** Please sign exactly as your name or names appear on this Proxy. When shares are held jointly, each holder should sign. When signing as executor, administrator, attorney, trustee, guardian or in another representative capacity, please give full title as such. If the signer is a corporation, please sign full corporate name by duly authorized officer, giving full title as such. If signer is a partnership, please sign in partnership name by authorized person.

**RUSH ENTERPRISES, INC.**

**PROXY – ANNUAL MEETING OF SHAREHOLDERS – MAY 17, 2011**

**This Proxy is solicited on behalf of the Board of Directors**

The undersigned shareholder of Rush Enterprises, Inc. (the "Company") hereby appoints Steven L. Keller and Martin A. Naegelin, Jr., and each of them, with full power of substitution, as proxies of the undersigned to vote at the Annual Meeting of Shareholders of the Company to be held on Tuesday, May 17, 2011, at 10:00 a.m., local time, at the JW Marriott San Antonio, which is located at 23808 Resort Parkway, San Antonio, Texas 78261, and at any adjournments or postponements thereof, the number of votes that the undersigned would be entitled to cast if personally present, and particularly, without limiting the generality of the foregoing, to vote and act on the following matters and in their discretion upon such other business as may properly come before the meeting or any adjournments or postponements thereof.

**This Proxy when properly executed will be voted in the manner directed herein by the undersigned shareholder. If no direction is made, this Proxy will be voted FOR the nominees listed in Proposal 1, FOR ratification of the appointment of Ernst & Young LLP in Proposal 2, FOR the amendment and restatement of the Rush Enterprises, Inc. 2006 Non-Employee Director Stock Plan in Proposal 3, FOR the advisory vote on executive compensation in Proposal 4 and 3 YEARS for the frequency of future advisory votes on executive compensation in Proposal 5.**

(Continued and to be signed on the reverse side)