

Celadon Group, Inc.

Complaint Procedures for Accounting and Auditing Matters

Celadon Group, Inc. is committed to maintaining high standards of financial integrity and the Audit and Corporate Governance Committee of the Celadon Board of Directors takes very seriously all complaints and concerns regarding accounting, internal accounting controls and auditing matters. Celadon Group, Inc. strives to encourage open communication so that such concerns may be raised without fear of retaliation in any manner.

Accordingly, the Audit and Corporate Governance Committee has established the following procedures for:

- The receipt, retention and treatment of complaints (confidentially and anonymously, if desired) regarding accounting, internal accounting controls, or auditing matters.

The Audit and Corporate Governance Committee is committed to continuously reviewing and updating its policies and procedures. Therefore, these procedures are subject to modification.

Receipt of Complaints

1. Individuals may submit concerns regarding accounting, internal accounting controls, or auditing matters they believe to be questionable (confidentially and anonymously, if desired) in the following way:

Via telephone hotline to Celadon Audit and Corporate Governance Committee at (866) 461-2395

2. The methods of submitting complaints shall be distributed to all employees and made readily available to all non-employees requesting this information in such manner as the Chief Financial Officer, in consultation with the Audit and Corporate Governance Committee deems appropriate.
3. A copy of all complaints will be forwarded to the Chairman of the Audit and Corporate Governance Committee immediately upon receipt and forwarded for coordination of their treatment as set forth below.

Treatment of Complaints

1. All complaints received shall be entered on a log immediately upon receipt by the Chairman of the Audit and Corporate Governance Committee. Such log shall include, among other things, information regarding the date the complaint was received, a description of the complaint, the submitter (if provided), and the status and disposition of an investigation of the complaint. Complaints will be forwarded to a member of Celadon's management team as the Chairman of Audit and Corporate Governance Committee deems appropriate.

2. The Audit and Corporate Governance Committee shall determine the appropriate course of action including, if necessary, directing and overseeing an investigation of such complaints and involving legal counsel, if necessary. The Audit and Corporate Governance Committee may request special treatment for any complaint and may assume the direction and oversight of an investigation of any such complaint.
3. Confidentiality will be maintained to the fullest extent possible, consistent with the need to conduct an adequate review.
4. In all cases, prompt and appropriate corrective action shall be taken as determined by the Audit and Corporate Governance Committee.
5. Reprisal, threats, retribution or retaliation in any way against any person who has in good faith made a complaint or reported a concern, or against any person who assists in any investigation or process with respect to such a complaint or concern, are prohibited.
6. Legal counsel or the Audit and Corporate Governance Committee will report the results of any investigation regarding a complaint, including any corrective actions taken, to the person making the complaint, if appropriate information for response was supplied, maintaining the anonymity of the person making the complaint to the fullest extent possible.

Retention of Complaints

Written complaints, the accounting and auditing matters log and all related documentation shall be retained as required under applicable law.