

**LANDSTAR SYSTEM, INC.
CODE OF ETHICS AND BUSINESS CONDUCT**

General Policy and Procedures

The Code of Ethics and Business Conduct (the “Code”) of Landstar System, Inc. and each of its subsidiaries (collectively, “Landstar”) applies to all Landstar directors and employees, including all officers (the “Individuals”), and must be strictly observed. Failure to do so could result in disciplinary action, up to and including termination. Landstar expects each Individual to read and become familiar with the ethical standards described in the Code.

Landstar is committed to the highest standards of ethics and business conduct. Landstar conducts its business as a good corporate citizen and complies with all laws, rules and regulations applicable to it and the conduct of its business. This commitment and standard of conduct governs our relationships with customers, suppliers, shareholders, competitors, the communities in which we operate, and with each other as Individuals at every organizational level.

The Code is an expression of our core values and represents a framework for decision-making. To this end, Individuals are responsible for understanding the Code and acting in accordance with it. The Code cannot and is not intended to cover every applicable law, rule or regulation or provide answers to all questions that may arise. To provide more detailed guidelines to Landstar employees with respect to the required standards of ethical business conduct that may apply to them in their daily work, Landstar has adopted and all Landstar employees are also responsible for acting in accordance with the Landstar Employee Compliance Code (the “Employee Code”). Ultimately though, Landstar must rely on each Individual’s good sense of what is right, including a sense of when it is proper to seek guidance from others with respect to the appropriate course of conduct.

Questions regarding any law, rule, regulation, or principle discussed in this Code which may govern business conduct, should be directed to the Chief Compliance Officer, the General Counsel or your supervisor. In addition, a locked box will be available at each Landstar location so that Individuals may submit in a sealed envelope pre-addressed to the Chief Compliance Officer questions about the Code, suggest concerns about compliance or report potential violations. All submissions must identify the author. These submissions will be forwarded, unread, to the Chief Compliance Officer for consideration. All questions will be answered in a timely manner.

The Code does not in any way constitute an employment contract or an assurance of continued employment. It is for the sole and exclusive benefit of Landstar and may not be used or relied upon by any other party. The Board of Directors or a committee of the Board may modify or repeal the provisions of the Code or adopt a new Code at any time it deems appropriate, with or

without notice.

Compliance with Laws, Rules & Regulations

Individuals are required to comply fully with all laws, rules and regulations affecting Landstar's business and its conduct in business matters. Each Individual is charged with the responsibility to acquire appropriate knowledge of the requirements relating to their duties to enable them to recognize potential dangers and to know when to seek legal or other advice. Violations of laws, rules and regulations can subject an Individual to individual criminal or civil liability, as well as to Landstar discipline. Such individual violations may also subject Landstar to civil or criminal liability.

Landstar conducts its business globally where applicable laws, rules, regulations, customs and social requirements may be different from those in the United States. It is Landstar's policy to abide by the national and local laws of our host nations and communities. The fact that in some countries certain standards of conduct are legally prohibited, but these prohibitions are not enforced in practice, or their violation is not subject to public criticism or censure, will not excuse any illegal action by an Individual. In the case of any conflict between foreign and United States law, or in any situation where an Individual has a doubt as to the proper course of conduct, it is incumbent upon the Individual to immediately consult the Chief Compliance Officer or the General Counsel.

Beyond the strictly legal aspects involved, Individuals at all times are expected to act honestly and maintain the highest standards of ethics and business conduct, consistent with the professional image of Landstar.

Confidential, Proprietary Information

The Company prohibits the disclosure of trade secrets and other confidential and proprietary information to persons outside the Company. The types of information covered by this policy include information about sales, customers, contractors, operators, agents, fleet owners, business capacity owners, equipment, finances, compensation, rates, marketing, computer programs and software, as well all information pertaining to the identity, location, service requirements of and charges to its customers and the business of the Company. This policy applies to all of the Company's confidential information existing in all forms and formats, including, but not limited to, hard copies and information existing on electronic platforms (i.e., hard drives, diskettes, e-mails and other computer or electronic files). Disclosure of such information in violation of this policy will result in discipline, up to and including dismissal.

Individuals should take steps to safeguard confidential information by keeping such information secure, limiting access to such information to those Individuals who have a "need to know" in order to do their job, and avoiding discussion of confidential information in public areas, for example, in elevators, on planes and on mobile phones and with any unauthorized persons, including family members and friends.

Confidential information may be disclosed to others when disclosure is authorized by Landstar.

Only certain individuals are authorized to speak for Landstar. Individuals are expected to refer any requests for information about Landstar from investors, the press or other third parties to an authorized spokesperson. The obligation to preserve confidential information is ongoing, even after termination of employment or service as a director.

Conflicts of Interest

Individuals must base business decisions and actions on the best interest of Landstar. Accordingly, Landstar policy prohibits conflicts of interest. A conflict of interest occurs when an Individual's personal interest interferes in any way—or even appears to interfere—with the interests of Landstar as a whole. A conflict situation can arise when an Individual or a member of his or her family takes actions or has interests that may make it difficult to perform his or her Landstar work objectively and effectively. Conflicts of interest also arise when an Individual or a member of his or her family, receives improper personal benefits as a result of his or her position at Landstar. Such conflicts of interest can undermine our business judgment and our responsibility to Landstar and threaten Landstar's business and reputation. Accordingly, all apparent, potential and actual conflicts of interest should be scrupulously avoided. Though it is not possible to list every activity or situation that might raise a conflict of interest issue(s), the list below is included to help you recognize some of the more significant ones:

- **Corporate Opportunities.** Taking personally opportunities that are discovered through the use of corporate property, information or position, or using corporate property, information or position for personal gain or competing with Landstar. Such action is prohibited.
- **Gifts.** Receiving from, or giving to, a supplier, customer or competitor, gifts, gratuities, special allowances, discounts or other benefits not generally available.
- **Loans.** Providing loans to, or guarantees of obligations of, Individuals or their family members. Such activity will not be allowed without the prior written approval of the Chief Financial Officer, and if appropriate, the Board of Directors or a committee of the Board. Landstar will not extend, maintain or arrange for any personal loan to or for any Individual
- **Outside Activity.** Engaging in any outside activity that materially detracts from or interferes with the performance by an Individual of his or her services to Landstar.
- **Outside Employment.** Serving as an officer, director, employee or consultant of, or providing services to, an enterprise that is a supplier, customer or competitor of Landstar.
- **Personal Interests.** Having a direct or indirect personal interest in a transaction involving Landstar.
- **Personal Investments.** Directly or indirectly, owning a material amount of stock in, being a creditor of, or having another financial interest in a supplier, customer or competitor.

All potential and actual conflicts of interest or material transactions or relationships that reasonably could be expected to give rise to such a conflict or the appearance of such a conflict must be promptly communicated to the Chief Compliance Officer or the General Counsel. Individuals should take care to report conflicts to a person who they believe is not involved in

the matter giving rise to the conflict.

Any Individual who has a doubt about whether a conflict of interest exists after consulting this provision of the Code, should contact the Chief Compliance Officer or the General Counsel, so that he or she can assist you in making that determination. All Landstar employees are further advised to consult Section 7.3 (“Conflicts of Interest”) of the Employee Code for additional detail regarding Landstar’s conflicts of interest policy.

Fair Dealing

Landstar’s success depends on building productive relationships with one another and third parties based on honesty, integrity, ethical behavior and mutual trust. Every Individual should endeavor to deal fairly with each of our customers, suppliers, competitors and other Individuals. No Individual should take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts, or any other unfair-dealing practices.

Quality of Disclosures

The federal and state securities laws impose continuing disclosure requirements on Landstar, and require Landstar to regularly file certain reports with and make certain submissions (the “Reports”) to the Securities and Exchange Commission and NASDAQ and disseminate them to its shareholders. Such Reports must comply with all applicable legal and exchange requirements and may not contain material misstatements or omit material facts.

All Individuals directly or indirectly involved in preparing such Reports, any Individuals who regularly communicate with the press, investors and analysts concerning Landstar, and all Individuals who assist Landstar in preparing such Reports and communications, will ensure that such Reports and communications are (i) full, fair, accurate, timely and understandable, (ii) are disseminated in a way that provides broad, non-exclusionary distribution of the information to the public and (iii) meet all legal requirements. This policy applies to all public disclosure of material information about Landstar, including, without limitation, written disclosures, oral statements, visual presentations, press conferences and media calls.

Reporting of any Illegal or Unethical Behavior

Any Individual who is aware of any illegal or unethical behavior or who believes that an applicable law, rule or regulation or the Code has been violated, must promptly report the matter to the Chief Compliance Officer or the General Counsel. In addition, an Individual who has a concern about Landstar’s accounting practices, internal controls or auditing matters, should either report his or her concerns to the Chief Compliance Officer or the General Counsel or submit an anonymous written complaint in accordance with the following instructions.

Individuals wishing to make an anonymous report with respect to Landstar’s accounting practices, internal controls or auditing matters may submit anonymous written complaints to the following address: Landstar System, Inc., Attention: Audit Committee, P.O. Box 16921, Jacksonville, FL 32245. Individuals should take care to report violations to a person who

they believe is not involved in the matter giving rise to the violation. All reports of violations will be promptly investigated and, if appropriate, remedied, and if legally required, immediately reported to the proper governmental authority.

Individuals will be expected to cooperate in assuring that violations of the Code are promptly addressed. Landstar, if requested, will take all reasonable steps to protect the identity of anyone reporting a possible violation. However, complete anonymity cannot be guaranteed other than with respect to anonymous written complaints submitted in accordance with the instructions described above. **In no event will there be any retaliation against someone for reporting an activity that he or she in good faith believes to be a violation of any law, rule, regulation or this Code.** Any supervisor or other Individual intimidating or imposing sanctions on an Individual for reporting a matter will be disciplined, up to and including termination.

Individuals should know that it is a crime to retaliate against a person, including with respect to their employment, for providing truthful information to a law enforcement officer relating to the possible commission of any federal offense. Individuals who believe that they have been retaliated against by Landstar, any Individuals, or any Landstar-affiliated agents or business capacity owners, for providing information to or assisting in an investigation conducted by a federal agency, Congress or a person with supervisory authority over the Individual (or another Individual who has the authority to investigate or terminate misconduct) in connection with conduct that the Individual reasonably believes constitutes a violation of federal criminal fraud statutes or any rule or regulation of the Securities and Exchange Commission, may file a complaint with the Secretary of Labor, or in federal court if the Secretary does not take action in a timely manner.

Responding to Improper Conduct

This Code will be enforced on a uniform basis for everyone, without regard to an Individual's position within Landstar. If an Individual is suspected of violating the law or the Code, Landstar will allow such an Individual a reasonable opportunity to explain his or her actions. If it is determined that an Individual has violated the Code, he or she will be subject to disciplinary action. Supervisors and managers of a disciplined Individual may also be subject to disciplinary action for their failure to properly oversee an Individual's conduct, or for retaliation against an Individual who reports a violation(s).

Landstar's response to misconduct will depend upon a number of factors including whether the improper behavior involved illegal conduct. Disciplinary action may include, but is not limited to, warnings, reprimands, probation, demotion, temporary suspension, termination, required reimbursement of losses or damages or referral for criminal prosecution or civil action. Individuals should be aware that certain actions and omissions prohibited by the Code might be crimes that could lead to individual criminal prosecution and, upon conviction, to fines and imprisonment.

Waivers

Individuals should understand that waivers or exceptions to our Code will be granted only in

advance and only under exceptional circumstances. A waiver of this Code for any executive officer or director may be made only by the Board of Directors or a committee of the Board and must be promptly disclosed to shareholders, along with reasons for the waiver, in accordance with applicable law and exchange requirements. A waiver of this Code for any other Individual who is not an executive officer or director may be made by the Chief Compliance Officer or the General Counsel, after consultation with the Chief Executive Officer or Chief Financial Officer.