



**USF CORPORATION  
CODE OF CONDUCT**

**JANUARY 2004**



January 2004

To all Employees:

The good name and reputation of USF Corporation (the "Company") are a result of the dedication and hard work of all of us. Together, we are responsible for preserving and enhancing this reputation, a task that is fundamental to our continued well-being. Our goal is not just to comply with the laws and regulations that apply to our business; we also strive to abide by the highest principles of business ethics.

We set forth in the succeeding pages the Company's Code of Conduct ("Code"). The purpose of the Code is to reinforce and enhance the Company's commitment to an ethical way of doing business. The contents of the Code are not new, however. The policies set forth here are part of the Company's long-standing tradition of high ethical standards.

All employees, officers and directors are expected to comply with the policies set forth in this Code. Please read the Code carefully and make sure that you understand it, the consequences of non-compliance, and the Code's importance to the success of the Company. If you have any questions, speak to your supervisor or the Legal Department. The Code cannot and is not intended to cover every applicable law or provide answers to all questions that might arise; for that we must ultimately rely on each person's good sense of what is right, including a sense of when it is proper to seek guidance from others on the appropriate course of conduct.

We at the Company are committed to providing the best and most competitive service to our customers, fellow employees and shareholders. Adherence to the policies set forth in the Code will help us achieve this goal. The Company thanks you for your cooperation and support.

Sincerely,

A handwritten signature in black ink, appearing to read "R. DiStasio".

Richard P. DiStasio  
President and Chief Executive Officer

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This booklet is intended solely for use by USF Corporation employees. The contents of this booklet are confidential and proprietary to USF Corporation and, except to the extent required by law, may not be copied, disclosed or disseminated, in whole or in part, to any other person without the express written consent of the General Counsel of USF Corporation.

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## **I. Introduction**

USF Corporation (“USF” or the “Company”) is committed to the highest standards of business conduct. Our mission is to provide competitively superior, value-added services that satisfy the needs of customers and fairly reward shareholders and employees. We believe people should be treated fairly and honestly, with dignity and respect. This requires that we conduct our business in accordance with all applicable laws and regulations and in accordance with the highest standards of business ethics. This Code of Conduct (the “Code”) helps each of us in this endeavor by providing a statement of the fundamental principles and key policies and procedures that govern the conduct of our business.

The Code explains the basic rules, policies and procedures applicable to all employees, officers and directors of USF in their day-to-day dealings with others, whether they are customers, competitors, suppliers or fellow employees. These rules, policies and procedures reflect our core values. Thus, in many instances, the policies referred to in this Code go beyond the requirements of the law.

Throughout the Code, any references to “USF” or the “Company” include USF Corporation and all of its subsidiaries.

All employees, officers and directors are responsible for helping us maintain our good reputation and the trust and confidence of our fellow employees, shareholders, the public and those with whom we do business. You have a responsibility to uphold this dedication to corporate ethics and compliance on a daily basis. You are never authorized to violate this Code or commit, or direct another person to violate this Code or commit, any illegal or unethical act. Any attempt to direct or otherwise influence someone else to commit a violation of the Code is a

violation in itself. Alleged violations of the Code will be investigated and appropriate action taken.

## **II. Personal Responsibility**

You are responsible for acquainting yourself with the Code and the standards of conduct and restrictions applicable to you, and to conduct yourself accordingly. Once you have read the Code and acquainted yourself with its provisions you must sign the Acknowledgment Form and return it as set forth therein. By signing the Acknowledgment Form, you are acknowledging that you have read and understand the Code, and that you agree to be bound by the Code's provisions.

The Code is extensive and some of it may not apply to you or your current duties and responsibilities. If you have any questions about whether any portion of this Code pertains to your job duties and responsibilities, you should discuss the matter with your supervisor or the Legal Department.

## **III. Ethical Decision Making**

One of the major goals of the Code is to help all of us make ethical business decisions. The policies and procedures contained in the Code establish standards of conduct and, in many instances, the policies referenced in the Code go beyond the requirements of the law. The Code, however, is not intended to cover all situations that may arise. If you are in doubt about the best course of action in a particular situation or have a specific conduct question, you should contact your supervisor and/or the Legal Department.

You may find it helpful to ask yourself the following questions before taking action in specific situations:

- Is the action legal and ethical?

- Does the action conform to USF's company policy?
- How would my actions appear to my supervisors, peers, subordinates, family, friends, or the public if reported in the news media?
- Does the action make me feel uncomfortable?

#### **IV. Conflicts of Interest**

A conflict of interest exists whenever your personal interests are inconsistent or interfere in any way with the interests of the Company. Such conflicts include any activity, interest or association that might compromise or even appear to compromise the independent exercise of your judgment in the best interests of USF, its shareholders and the public. Even the appearance of a conflict between your personal interests and those of USF can undermine trust and, therefore, must be avoided or disclosed to one's immediate supervisor and/or the Legal Department for guidance and resolution.

A conflict of interest also exists in situations where your loyalties or actions are divided between USF's interests and those of another, such as a competitor, supplier or customer. Both the fact and the appearance of a conflict should be avoided.

While it is not feasible to describe all possible conflicts of interest that could develop, the following are some of the more common examples that illustrate actual, apparent or potential conflicts of interest.

#### **Examples of Conflicts**

**A. *Outside Employment with a Competitor.*** Simultaneous employment with or serving as a director of a competitor of the Company is strictly prohibited, as is any activity

that is intended to or that you should reasonably expect to advance a competitor's interests. Therefore, you may not engage in any activity that competes with USF. You may not market services similar to the services provided by USF in competition with the Company regardless of whether you receive any compensation for such services. It is your responsibility to consult with your supervisor or the Legal Department to determine whether a planned activity will compete with the Company's business activities before you pursue the activity in question.

**B. *Outside Employment with a Customer, Vendor, Supplier, Contractor or Subcontractor of the Company.*** Without prior written approval from the Legal Department, you may not be a customer, vendor, supplier, contractor or subcontractor or be employed by, serve as a director of or represent a customer, vendor, supplier, contractor or subcontractor of the Company.

**C. *Outside Employment --- Generally.*** Subject to the foregoing, employment outside the Company is permitted so long as approved by your supervisor and provided it does not interfere with your service to the Company (for example, it cannot result in poor job performance, absenteeism or tardiness).

**Q:** *Can I work part-time at another company during my off-hours? I will only work 30 hours per week.*

**A:** **Yes, so long as your second job does not interfere with your primary responsibilities at USF, and so long as your supervisor approves of this second job.**

**D. *Family Members Working in the Company.*** You must avoid direct or indirect responsibility for the hiring or supervising of a family member (defined in the section and the following section as a parent, child, spouse, in-law, sibling [or someone with whom you have a close personal relationship]). Even the appearance of favoritism can have a negative impact on employee morale and the perception of USF's fairness to all employees. Employment of family members is permitted so long



as you and your family member or members are not reporting directly or indirectly to each other. Indirect reporting relationships include influence in job assignment, performance evaluations, promotions, compensation decisions and hiring practices. To avoid any doubts or suspicions about a reporting relationship, you must disclose your specific situation to the Legal Department to assess whether a conflict of interest exists.

**Q:** *As Purchasing Manager of USF, can my brother work as the HR Administrator of USF?*

**A:** **Yes. Neither position requires supervision of the other person.**

**Q:** *As VP of IT for USF, can my niece work as a Business Systems Analyst since she will report to the Systems Manager and not me? .*

**A:** **Although your niece does not directly report to you, she reports to you indirectly. In addition, the Systems manager may feel uncomfortable reporting any negative criticisms to you due to the familial relationship.**

**Q:** *As VP of Accounting for USF, can my daughter work as an accountant for me?*

**A:** **No. That constitutes a direct reporting relationship.**

**E. *Family Members Working in the Industry.*** You may find yourself in a situation where a family member is a competitor or supplier of the Company or is employed by one. Such situations are not prohibited, but they call for extra sensitivity to security, confidentiality and conflicts of interest. Such circumstances, however harmless they may appear, could raise suspicions among employees that might affect working relationships. To remove any such doubts or suspicions, you must disclose your specific situation to the Legal Department to assess the nature and extent of any concern and how it can be resolved.

**F. *Charitable, Government and Other Outside Activities.*** The Company encourages you to participate in projects and causes that further the welfare of our local communities. However, you must obtain the prior written approval of the Legal

Department before serving as a director or trustee of any charitable, not-for-profit, for-profit or other entity or before running for election or seeking appointment to any government-related position.

**G. *Business Relationships with the Company.***

Without the prior written approval of the General Counsel, you may not recommend, or decide whether or not the Company should engage in, a business relationship with an entity in which you (or related parties) have a direct or indirect personal interest. Related parties include:

- A family relationship, including, but not limited to, members of one's immediate and extended family. (Immediate or extended family includes, but is not limited to, one's spouse, parents, brothers, sisters, children, grandparents, grandchildren, cousins, in-laws, aunts, uncles, nieces, nephews or any similar half or step-relationships.)
- A household relationship.
- A firm in which you have a financial interest.

**Q:** *Since I work in Houston, could my brother bid for a fuel vendor agreement with the Chicago terminal?*

**A:** **Yes, your brother may bid. However, vendor selection is based on the best deal for our money, not familial relationships. In addition, the relationship must be reported to USF's General Counsel if his bid is accepted.**

Factors to be considered by the General Counsel in granting approval may include the following:

- The relationship is disclosed in advance;

- No reasonable likelihood exists that the relationship improperly influences the decision to do business with the company in question; and
- If the relationship did not exist, USF would have valid business reasons to do business with the company.

**H. *Corporate Opportunities.*** You may learn of certain business opportunities from which you could benefit as a result of your service to the Company. You owe a duty to the Company to advance its legitimate interests when the opportunity to do so arises. You may not take personally for yourself opportunities that are discovered through the use of corporate property, information or position or use corporate property, information or position for personal gain. You must report any such opportunities to your supervisor or the Legal Department. USF will then determine whether the Company may benefit from such opportunity and whether USF wishes to pursue the opportunity. You may only pursue such opportunity after USF has been notified of the opportunity and you have received written confirmation from the Legal Department that the Company has decided not to pursue it. (Directors' duties with respect to corporate opportunities are more extensive and include a requirement that they obtain the prior approval of the disinterested members of the Board of Directors).

**I. *Receipt of Gifts and Entertainment.*** During the course of your service to the Company, you may be offered gifts, gratuities or other business courtesies. When you are involved in making business decisions on behalf of the Company, your decisions must be based on uncompromised, objective judgment. You must avoid the perception of favorable treatment and must conduct your activities in the best interests of the Company, using consistent and unbiased standards. You must never accept any gift or other benefits if your business judgment or decisions would be affected or if the acceptance of such gift or benefit would cause a

reasonable person to believe that your ability to conduct business in an impartial matter has been impaired. You must never request or ask for gifts, entertainment or any other business courtesies from people doing business with the Company. Unsolicited gifts and business courtesies, including meals and entertainment, are permissible if they are customary and commonly accepted business courtesies, not excessive in value, and given and accepted without an express or implied understanding that you are in any way obligated by your acceptance of the gift. Gifts that are extravagant in value (generally defined as \$300 or more) or unusual in nature should not be accepted without the prior written approval of your supervisor or the Legal Department (*Directors and Officers must obtain prior written approval of the General Counsel*). Gifts of cash or cash equivalents (including gift certificates, securities, below-market loans, etc.) in any amount are prohibited and must be returned promptly to the donor.

In general, acceptable gifts and benefits include, but are not limited to:

- Business-related items;
- Items of moderate value (generally defined as less than \$300 per calendar year from one donor);
- Items of a promotional nature (for example, t-shirts, hats, coffee mugs, pens, etc. with company logos);
- Discounts or rebates on merchandise or services on terms generally available to the public at large or on terms generally available to USF employees; and
- Items that are widely distributed to other employees or the donor's other customers.

In general, examples of permitted entertainment include, but are not limited to the following, so long as they are not extravagant in value:

- Occasional meals;
- Tickets to sporting events; and
- Tickets to concerts or other cultural events.

When in doubt, you should contact your supervisor or the Legal Department. You must strike a balance between making the right gesture and being perceived as unfairly influencing a business relationship.

**J. *Offering Gifts and Entertainment.*** When you are providing a gift, entertainment or other accommodation in connection with Company business, you must do so in a manner that is in good taste and without excessive expense. As with the accepting of gifts, such entertainment must always be of moderate value (generally defined as less than \$300) and must never influence or appear to influence a business decision or go beyond the common courtesies associated with acceptable business practices. You should follow the above guidelines for receiving gifts in determining when it is appropriate to give gifts and when prior written approval from your supervisor or the Legal Department is required (*Directors and Officers must obtain prior written approval of the General Counsel*). Our suppliers and customers likely have gift and entertainment policies of their own. To avoid placing a supplier, customer or the Company in an awkward or compromising situation, you should be familiar with each supplier's and customer's gift and entertainment policies and you must never provide a gift or entertainment that violates such policies.

What is acceptable in the commercial business environment may be entirely unacceptable in dealings with the government. There are strict laws that govern providing gifts, including meals, entertainment, transportation and lodging, to government officials and employees. You are prohibited from providing gifts or anything of value to government officials or employees or members of their families in connection with Company business without prior written approval from the Legal Department.

Giving or receiving any payment or gift in the nature of a bribe or kickback is absolutely prohibited.

**K. *Financial Interest in Another Business.*** You should not have a direct or indirect financial interest in a customer, supplier, competitor, or others with whom USF does business. However, ownership of less than one percent (1%) of the publicly traded stock of a corporation will not be considered a conflict of interest. You should never be in a position of making or influencing business decisions that might affect your personal financial interests. If you or someone in your immediate family has a financial or employment relationship with a customer, supplier, competitor, or potential supplier, then you must disclose this fact in writing to the Legal Department. If the Legal Department believes that there is a reasonable likelihood that such financial or employment relationship could (a) influence or be perceived by others as influencing your judgment or actions in performing your duties at USF, or (b) compromise or be seen by others as compromising the integrity of USF's confidential information, you may only continue to provide services to USF with the written approval of the Legal Department and under such conditions or restrictions as may be specified.

You are expected to make your personal investments in a way that avoids the use, for personal gain, of any non-public material information obtained in the course of your work at USF.

Although you may invest in companies that do business with USF, you may not do so if you are personally involved in significant decisions relating to those companies. You should never make a personal investment in a company when you have the ability to influence its relationship with USF. Where personal gain could conflict or appear to conflict with your duties at USF, full written disclosure to your supervisor and the General Counsel is required.

**Q:** *Can I, as a USF Employee, invest directly in the stock of a significant logistics competitor?*

**A:** **Legally, you can make such an investment. However, because of USF's competitive goals, this Code prohibits you from owning more than 1% of the stock of any competitors. This prohibition does not apply to investments made through mutual funds.**

**Q:** *A stockbroker has suggested an investment in a new company. Although I am not directly involved, I am aware of confidential negotiations that might result in that company becoming a significant USF vendor. May I follow the stockbroker's advice?*

**A:** **No. Since you have some knowledge of these confidential negotiations, following the stockbroker's advice might be considered as insider trading, which is prohibited.**

**L. *Company Loans.*** Named executive officers and directors of USF are prohibited from accepting loans from USF in any form. All other employees may accept reasonable loans from USF for [business] purposes such as relocation assistance. This Code does not prohibit owner operators from accepting reasonable loans from USF or its subsidiaries for the furtherance of their business.

## **V. Confidential Information**

Confidential information includes any information, whether or not marked "confidential," which is not in the public domain and which might be useful or helpful to competitors, investors, financial analysts, or others who are interested in USF or harmful to the Company or its customers, if disclosed. Examples of

confidential information include customer pricing agreements and customer contracts, computer records, financial data, planned new services or service improvements, advertising or marketing programs, expansion or contraction plans, lists of suppliers or customers, lists of employees, wage and salary data, personnel files or other personnel data, capital investment plans, projected revenues and earnings and changes in management, levels of staffing or policies of USF. Other examples include confidential information of other companies received by USF under confidentiality agreements. Confidential information of other companies does not include information that was publicly known to USF through lawful means.

Sometimes, deciding what is confidential and what is not can be confusing. In deciding what is confidential about USF's business and the business of others, you should look at:

- The extent to which the information is known outside of the business;
- The extent to which the information is known by employees and others involved in the business;
- The value of the information to the business and its competitors; and
- The amount of effort or money expended by the business in developing and protecting the information.

Your obligation to treat information as confidential does not end when you leave the Company. Upon termination of your services to the Company, you must return everything that belongs to the Company, including all documents and other materials containing Company and customer confidential information. You must not disclose confidential information to a new employer or others after ceasing to be a Company employee. You may not



disclose your previous employer's confidential information to the Company. Of course, you may use general skills and knowledge acquired during your previous employment.

**A. *Company Information.*** One of USF's most valuable assets is information. USF's information assets include software, research and development information, marketing plans, business concepts and strategies and detailed financial data. You must be vigilant to protect the Company's confidential information – which is any information that is not generally known and is helpful to USF or would be helpful to competitors. These same protections also apply to similar information supplied to USF by vendors and customers.

You must safeguard trade secrets and confidential information by marking information accordingly, keeping it secure and limiting access to those who need to know it in order to do their job. You must avoid discussing confidential or competitive information in public areas like elevators, restaurants, and airplanes. The obligation to preserve USF's confidential information continues even after you no longer provide services for USF.

**Q:** *A friend of the family is applying for a position with USF, and wants to know what customers we serve, is it OK to tell him?*

**A: No. This is confidential information that should not be made public.**

**Q:** *A co-worker and I were discussing a potential customer and the proposed contract rate in a public elevator. We did not state the company's name. Is this adequate safeguarding of company information?*

**A: No. Although you did not state the organization's name, some of the information discussed could help a listener in determining the identity of the potential customer.**

**B. *Customer and Supplier Information.*** You should treat the confidential information of other persons or companies

with the same confidentiality as USF information. Safeguarding of other parties' information can be done by:

- Insisting on a confidentiality agreement;
- Avoiding improper acquisition of confidential information; and
- Protecting confidential information received.

**Q:** *My cousin plans on applying for a position with one of our customers. He wants to know if they pay their bills on time to see if they are a financially stable company. Can I give him this information?*

**A:** **No. Such information is considered confidential, unless it is available through public documents.**

**C. *Obtaining and Entering Into Non-Disclosure Agreements.*** You should not receive or disclose any confidential information before obtaining a written Confidentiality Agreement that has been supplied or approved by the Legal Department.

**D. *Confidential Information on Private Devices.*** If you store confidential information on your own private devices, such as home computers or PDA's, you must follow the guidelines in this Code to safeguard that confidential information. If your employment or services are terminated, you must provide that private device to the proper individuals at the Company so they can delete all the confidential information from that device.

## **VI. Safeguarding Company Property and Records**

You are entrusted with many Company assets: physical assets like buildings, equipment and supplies; financial assets including cash and bank accounts; and information assets such as proprietary information and corporate records. You have a special

responsibility to protect all of USF's assets from loss, damage, misuse, theft, fraud or embezzlement.

Examples include but are not restricted to:

**A. *Accurate Books & Financial Reporting.*** It is the Company's policy to provide full, fair, accurate, timely and understandable disclosure in reports and documents, filed with, or submitted to, the Securities and Exchange Commission or any other regulatory authority and in all other public communications by USF. The Company also requires that its accounting information and records be accurately maintained in accordance with applicable accounting policies, laws, rules and regulations. As a public corporation, USF has a legal responsibility to (i) maintain effective disclosure controls and procedures to ensure that all material information relating to USF is made known to the persons responsible for preparing the Company's financial reports and (ii) have internal controls over financial reporting to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for its shareholders and regulatory authorities. It is your responsibility to maintain the integrity of USF's financial statements.

It is unlawful for an officer or director or any person acting under the direction of an officer to "fraudulently influence, coerce, manipulate or mislead" an auditor for the purpose of rendering the financial statements being audited materially misleading. No one may make false or misleading statements to auditors or interfere with the audit process. Violations are grounds for dismissal.

**B. *Internal Reporting.*** USF relies on accurate information in order to make responsible business decisions. USF, therefore, requires honest and accurate recording, reporting and retention of information. This includes all business records, including financial reports, research reports, marketing information, sales reports, expense accounts, time sheets and

claims. All records and accounts must accurately reflect transactions and events and conform both to generally accepted accounting principles and to the USF system of internal controls.

It is wrong to make false claims on an expense report or time sheet, to falsify quality or safety results, or misrepresent assets, liabilities, revenues or expenses. No entry may be made in any record that intentionally hides or disguises the true nature of any transaction. Likewise, you must never withhold or fail to communicate information that should be brought to the attention of higher levels of management.

**C. *External Reporting.*** In the course of business, the Company produces and receives large numbers of records. It is the Company's policy that all information be recorded clearly, concisely and accurately. You should avoid exaggeration, inappropriate language, guesswork, legal conclusions and derogatory characterizations of people and their motives. Numerous laws require the retention of certain of the Company's records for various periods of time. The Company is committed to compliance with all applicable laws and regulations relating to the preservation of records. The Company's policy is to identify, maintain, safeguard and destroy or retain all records in the Company's possession on a systematic and regular basis. Under no circumstances are Company records to be destroyed selectively or to be maintained outside Company premises or designated storage facilities. If you learn of a subpoena, a pending or contemplated litigation or government investigation or an audit, you should immediately contact the Legal Department before destroying any related records and you must affirmatively preserve from destruction all relevant records that without intervention would automatically be destroyed or erased (such as e-mails and voicemail messages). Destruction of such records, even if inadvertent, could seriously prejudice the Company.

To maintain the consistency and accuracy of information disclosed on behalf of the Company, persons who are not official spokespersons for the Company may not speak with the press, securities analysts, other members of the financial community, shareholders or groups or organizations as a Company representative or about Company business. Official spokespersons of the Company must follow all applicable laws and regulations relating to their communications and ensure that all public communications are accurate, fair and understandable to the public.

Auditors, whether internal or external, must have full cooperation of all employees.

**D. *Company Property.*** When you use Company resources to send e-mail, voicemail or to access Internet services, you are acting as representatives of the Company. Any improper use of these resources may reflect poorly on the Company, damage its reputation, and expose you and the Company to legal liability. All of the computing resources used to provide computing and network connection throughout the organization are the property of the Company and are intended for use by Company employees to conduct the Company's business. To the extent permitted by applicable law, the Company may, from time to time and at its sole discretion, review any files stored or transmitted on its computer and communication resources, including e-mail messages, for compliance with Company policy. Incidental and occasional personal use of Company equipment, including computers and telephones, is permitted, provided such use does not interfere with normal work responsibilities or expose USF to potential liabilities. The Company's resources should not be used in any way that may be disruptive or offensive to others or unlawful. At all times when sending any e-mail, transmitting any other message or file or accessing an Internet site, you should not transmit comments, language or other files or access inappropriate sites that you would

be embarrassed to have read or seen by any person. In addition, use of the Company's computer and communication resources must be consistent with all other Company policies, including those relating to harassment, privacy and intellectual property rights.

Regardless of condition or value, Company property may not be sold, loaned, borrowed, given away or otherwise disposed of, except with proper authorization.

**E. *Intellectual Property.*** Patents, trademarks, copyrights and trade secrets are all considered intellectual property. Our intellectual property are valuable corporate assets and you have an obligation to protect them. This obligation continues even after you leave the services of the Company for any reason. The Company will respect the intellectual property of others and will not knowingly infringe on another party's intellectual property. If you believe that another company is infringing on the Company's intellectual property or that the Company may be infringing on the intellectual property of another, you must promptly notify the Legal Department.

## **VII. Competition and Trade Practices**

You are expected to comply with all applicable laws, rules and regulations. Additionally, fair, ethical competition is a fundamental principle of the American economic system and it is the Company's policy to comply strictly with laws that relate to competition and trade. You are prohibited from taking advantage of anyone through manipulation, concealment of facts, abuse of privileged information, or other similarly unfair practices. The following points provide specific Company policies regarding a number of trade practices. Because this Code cannot discuss all trade practices, you should contact your supervisor, who in turn can contact the Legal Department regarding the legality of your proposed actions.

The antitrust laws created by the U.S. government are designed to insure that companies compete fairly for business. These laws provide that any contract, combination, or conspiracy in any form that restrains trade is illegal. Following are USF's policies on various actions covered by federal antitrust law.

**A. *Customer/Market Allocation.*** Antitrust law and Company policy prohibit you from making an agreement with one or more of the Company's competitors regarding which markets the Company will serve. Additionally, you are forbidden from agreeing with a competitor to restrict the amount of service that the companies will offer to the same market.

**Example:** *It is illegal and against Company policy for USF to make the following agreement: USF will service Illinois routes and not compete for business in Michigan, and Company X will service Michigan and will agree not to compete for business in Illinois.*

**B. *Pricing.*** Competing companies cannot agree on the prices that they will charge for their services. It is against Company policy for you to discuss pricing or pricing practices with competitors.

**C. *Reciprocity.*** A company should not buy products from a second company on the condition that the second company will buy from the first in the future.

**Example:** *USF may not agree to purchase large quantities of computer equipment from Company X with the understanding that Company X will award a shipping contract to USF in the future.*

**D. *Tying Arrangements.*** It is illegal for a company to force a customer to buy a service the customer would not want to buy as a condition for selling the customer a service it could not get from another supplier.

**Example:** *It is illegal and against Company policy for employees to coerce a customer into purchasing a more costly delivery service that the customer does want in exchange for shipping the customer's goods over a route where the customer has no other choice of carriers.*

**E. *Participation in Trade Associations.*** By bringing together competitors, trade associations and standard-setting organizations can raise antitrust concerns, even though such groups may serve legitimate goals. The exchange of sensitive information with competitors regarding topics such as prices, profit margins, output levels or billing and advertising practices can potentially violate antitrust and competition laws, as can creating a standard with the purpose and effect of harming competition. You must notify the Legal Department before joining any trade associations or standard-setting organizations. If you encounter formal or informal discussions about potentially competitively sensitive topics, you should leave immediately and bring the matter to the attention of the Legal Department.

## **VIII. Competitive Practices.**

**A. *Truth in Advertising.*** USF's advertising and product claims must always be balanced, truthful and accurate. Any specific claims made regarding the USF's services must be supported by evidence.

**B. *Criticism of Competitors.*** Because advertising that compares one company's product or service to another's is subject to regulation, any such advertising must first be cleared by the Legal Department. As a general principle, you should never disparage the services of a competitor.

**C. *Business Interference.*** Company policy prohibits you from improperly interfering with an existing business relationship between two other parties.



**Example:** *Company X is a carrier for Company Y and they have two years left on their contract. A USF employee may not solicit Company Y and attempt by intentionally misrepresenting the facts about a competitor in order to convince Company Y to break its contract with Company X and switch to USF.*

## **IX. Foreign Trade.**

**A. Foreign Corrupt Practices Act.** Company policy, the U.S. Foreign Corrupt Practices Act (the “FCPA”), and the laws of many other countries prohibit the Company and you from making payments, including gifts, to foreign government officials, political parties, candidates for political office and other foreign agents if made to obtain or retain business or otherwise influence government action or inaction or induce an official to use influence to affect a decision by someone else in his or her government. “Foreign government officials” include employees or agents of a business that is owned or controlled by a government or any department, agency or instrumentality thereof, or of certain international agencies, such as the World Bank or the United Nations, or any person acting in an official capacity on behalf of one of those entities. Officials of government-owned corporations are considered to be foreign government officials. Payments need not be in cash to be illegal. The FCPA prohibits the giving or offering to give “anything of value.” Over the years, many non-cash items have been the basis of bribery prosecutions, including travel expenses, golf outings, automobiles and loans with favorable interest rates or repayment terms. Indirect payments made through agents, contractors or other third parties are also prohibited. You may not avoid liability by “turning a blind eye” when circumstances indicate a potential violation of the FCPA.

The FCPA does allow for certain permissible payments to foreign officials. Specifically, the law permits “facilitating” payments, which are payments of small value to effect routine government actions such as obtaining permits, licenses, visas, mail, utility hook-ups and the like. However, determining what is a

permissible “facilitating” payment involves difficult legal judgments. Therefore, you must obtain permission from the Legal Department before making any payment or gift thought to be exempt from the FCPA.

**B. *Export Controls.*** Employees involved in export transactions must satisfy themselves that there is some regulation or specific export license that covers the export of those services, all information regarding these transactions must be reported accurately.

## **X. Political Activity and Contributions**

USF recognizes the importance of the political process in the United States and encourages you to participate in politics. Increasingly important parts of the political process are fundraising and contributions. The increasing importance of political fundraising has led to greater governmental regulation of these activities. Because of the complex nature of these regulations, you should contact the Legal Department if you have any questions regarding the appropriateness of your actions. In addition, in order to insure that USF follows government regulations regarding political contributions, and to insure that all employees’ political opinions are respected, USF has the following policies:

**A. *Political Contributions.*** Laws of certain jurisdictions restrict the use of corporate funds, assets, services or facilities in the election process on behalf of a political party or candidate. Payments of corporate funds to any political party, candidate or campaign may be made only if permitted under applicable law and approved in writing in advance by the Legal Department. In addition, your work time may be considered the equivalent of a contribution by the Company. Therefore, unless approved in writing in advance by the Legal Department, you are prohibited from (1) obtaining, directly or indirectly, reimbursement from USF for any election contributions that you make; (2) using

any USF facilities or property for election-related activities and (3) using USF time for election-related activities.

**B. *Individual Activities and Contributions.*** You should feel free to express your political opinions while respecting the opinions of others. When expressing your opinions you must be sure to clarify that your opinions are not those of USF and that you are not speaking on behalf of USF. USF policy prohibits you from soliciting election contributions at USF facilities.

**C. *Lobbying Activities.*** Laws of some jurisdictions require registration and reporting by anyone who engages in a lobbying activity. Generally, lobbying includes: (1) communicating with any member or employee of a legislative branch of government for the purpose of influencing legislation; (2) communicating with certain government officials for the purpose of influencing government action or (3) engaging in research or other activities to support or prepare for such communication. So that the Company may comply with lobbying laws, you must notify the Legal Department before engaging in any activity on behalf of the Company that might be considered “lobbying” as described above.

## **XI. Insider Trading**

During the course of business, you may learn certain “non-public material” information. Material information is information that a typical investor might consider important in deciding to buy, sell or hold securities or information that, if made public, would likely affect the market price of a company’s securities. Information may be material even if it relates to future, speculative or contingent events and even if it is significant only when considered in combination with publicly available information. Some examples of non-public material information include: news about financial results prior to their public release, planned actions

regarding USF stock, news about important lawsuits and news about important contracts.

Federal law and USF policy prohibit you from buying or selling securities based upon non-public material information. Information becomes public once it has been adequately disclosed and the market has had time to digest the information. Examples of adequate disclosure include the Company's announcement of material information through public means, such as news releases or securities filings. A delay of one or more business days is generally considered a sufficient period for routine information to be absorbed by the market. Nevertheless, a longer period of delay might be considered appropriate in more complex disclosures. Additionally, Federal law and USF policy prohibit you from disclosing such non-public material information to other investors, a practice known as "tipping." Buying or selling securities based on non-public material information or tipping can lead to civil or criminal charges. These penalties may apply even where the disclosing party did not engage in a transaction or did not directly benefit from the trade. If you have any questions about whether you may make a stock trade, or whether you may reveal certain information, you should contact the Legal Department. For more information refer to USF's Insider Trading Policy.

## **XII. Responsibility to Our People**

The way we treat each other and our work environment affects the way we do our jobs. All employees want and deserve a work place where they are respected and appreciated. Everyone who works for the Company must contribute to the creation and maintenance of such an environment, and supervisors and managers have a special responsibility to foster a workplace that supports honesty, integrity, respect and trust.

**A. *Employee Privacy.*** We respect the privacy and dignity of all individuals. The Company collects and maintains

personal information that relates to your employment, including medical and benefit information. Special care is taken to limit access to personal information to Company personnel with a need to know such information for a legitimate purpose. Employees who are responsible for maintaining personal information and those who are provided access to such information must not disclose private information in violation of applicable law or in violation of the Company's policies.

Employees should not search for or retrieve items from another employee's workspace without prior approval of that employee or management. Similarly, you should not use communication or information systems to obtain access to information directed to or created by others without the prior approval of management, unless such access is part of your job function and responsibilities at the Company.

Personal items, messages, or information that you consider to be private should not be placed or kept in telephone systems, computer or electronic mail systems, office systems, offices, work spaces, desks, credenzas, or file cabinets. The Company reserves all rights, to the fullest extent permitted by law, to inspect such systems and areas and to retrieve information or property from them when deemed appropriate in the judgment of management.

**B. *Equal Employment Opportunity and Nondiscrimination.*** The Company is an equal opportunity employer in hiring and promoting practices, benefits and wages. We will not tolerate discrimination against any person on the basis of race, religion, color, gender, age, national origin or disability (where the applicant or employee is qualified to perform the essential functions of the job with or without reasonable accommodation), or any other basis prohibited by law in recruiting, hiring, placement, promotion, or any other condition of employment.

You must treat all Company employees, customers, suppliers, vendors and others with respect and dignity.

**C. *Sexual and Other Forms of Harassment.***

Company policy strictly prohibits any form of harassment in the workplace, including sexual harassment. The Company will take prompt and appropriate action to prevent and, where necessary, discipline behavior that violates this policy.

**D. *Safety in the Workplace.*** The safety and security of employees is of primary importance. You are responsible for maintaining the Company's facilities free from recognized hazards and obeying all Company safety rules. Working conditions should be maintained in a clean and orderly state to encourage efficient operations and promote good safety practices. Weapons may not be carried into, stored on, or used in USF facilities. The Company intends to maintain a drug-free work environment. The use, possession, manufacture, sale or distribution of drugs or alcohol for non-medical purposes is prohibited on USF premises or on the job.

**XIII. Seeking Guidance**

This Code cannot provide definitive answers to all questions. If you have questions regarding any of the policies discussed in this Code or if you are in doubt about the best course of action in a particular situation, you should seek guidance from your supervisor or the Legal Department.

**XIV. Reporting Violations**

You are obligated to report any suspected violation of this Code that you witness or learn about from another party. Generally, suspected violations should be reported to your supervisor. However, if you prefer not to report a violation to your supervisor, you can report that violation to the Legal Department.

Violations may also be reported anonymously to the General Counsel.

The Company is committed to compliance with applicable securities laws, rules and regulations, accounting standards and internal accounting controls. You must promptly report any complaints or concerns regarding accounting, internal accounting controls and auditing matters (“Accounting Matters”) to the Company’s hotline at 1-888-475-8273 or Accounting Matters. Reports may be made on an anonymous basis.

All reports will be treated confidentially to the extent reasonably possible.

*No one will be subject to retaliation because of a good faith report of suspected misconduct or a good faith question or concern about any ethical or legal issue.*

#### **XV. Investigations of Suspected Violations**

All reported violations will be promptly investigated and treated confidentially to the extent possible, given the need to conduct an investigation. It is imperative that reporting persons not conduct their own preliminary investigations. Investigations of alleged violations may involve complex legal issues, and acting on your own may compromise the integrity of an investigation and adversely affect both you and the Company.

#### **XVI. Discipline for Violations**

You are responsible and accountable for adhering to this Code. The Company intends to use every reasonable effort to prevent the occurrence of conduct not in compliance with this Code and to halt any such conduct that may occur as soon as reasonably possible after its discovery. Subject to applicable law and agreements, if you violate this Code or other Company

policies and procedures you will be subject to disciplinary action, up to and including discharge.

### **XVII. Waiver**

In the event that you wish to take an action that is prohibited by this Code, you must contact the General Counsel, directly or through your supervisor. The General Counsel will then determine whether you may be granted a waiver of the portion of this Code that relates to your written waiver request. Waivers will only be given to you in writing. Waiver requests by directors or officers must be decided by the Board of Directors and will be promptly disclosed publicly as required by law or regulation.

### **XVIII. No Rights Created**

This Code is a statement of fundamental principles and key policies and procedures that govern the conduct of the Company's business. It is not intended to and does not create any obligations to or rights in any employee, client, supplier, competitor, shareholder or any other person or entity. Subject to applicable law, employees of USF are employed at-will, except when covered by an express, written employment agreement. This means that you may choose to resign your employment at any time, for any reason or for no reason at all. Similarly, the Company may choose to terminate your employment at any time, for any legal reason or for no reason at all.

### **XIX. Relationship of Code to Other Policies and Work Requirements**

This Code of Conduct is not intended to be all inclusive of the expectations your company may have regarding your employment, and accordingly, it does not supercede other company policies and procedures that are in force (e.g., company handbook or postings containing policies). If there is a conflict



between this Code of Conduct and another company policy, the Code of Conduct shall be the prevailing policy, provided however, nothing herein is intended to prevent your company from having a more stringent guideline; provided, however that all requests for a more stringent guideline must be submitted to the General Counsel for written approval of the General Counsel prior to implementation.

**XX. Summary**

**This Code of Conduct sets forth a number of principles which you must follow in the conduct of USF's business. It furthers the goals of USF to:**

- **Furnish the best possible services;**
- **Comply with applicable laws in all respects;**
- **Observe and practice the highest standards of business conduct;**
- **Respect the rights and property of USF, its customers and its competitors; and**
- **Conduct USF's business in the best interests of its employees, its shareholders and the public.**

**Acknowledgment**

I have received and read the USF Corporation Code of Conduct and I understand its contents. I agree to comply fully with the standards, policies and procedures contained in the Code and USF's related policies and procedures. I understand that I have an obligation to report to my supervisor, the Legal Department or to the Company's hotline for Accounting Matters any suspected violations of the Code that I am aware of. I acknowledge that the Code is a statement of policies for business conduct and does not, in any way, constitute an employment contract or an assurance of continued employment.

Employee Copy

**Acknowledgment**

I have received and read the USF Corporation Code of Conduct and I understand its contents. I agree to comply fully with the standards, policies and procedures contained in the Code and USF's related policies and procedures. I understand that I have an obligation to report to my supervisor, the Legal Department or to the Company's hotline for Accounting Matters any suspected violations of the Code that I am aware of. I acknowledge that the Code is a statement of policies for business conduct and does not, in any way, constitute an employment contract or an assurance of continued employment.

Date: \_\_\_\_\_

Signature: \_\_\_\_\_

\_\_\_\_\_  
Employee's Name

\_\_\_\_\_  
City

\_\_\_\_\_  
State

\* \* \*

*Please return this Acknowledgment Form to your supervisor*

\_\_\_\_\_  
I have obtained the above signed acknowledgment form

Date: \_\_\_\_\_

\_\_\_\_\_  
Supervisor's Name

\_\_\_\_\_  
Title