

### **Code of Business Conduct Waiver – Justin Hall**

Under our Code of Business Conduct, serving as a director of, or having a financial interest of 5% or more in, a customer, business partner, transaction party or competitor may create a conflict of interest. Justin Hall, our Chief Customer Officer since June 1, 2016, serves as a director of, and owns approximately 14% of the equity in, Hall Enterprises, Inc. (HEI), which wholly owns Logistics Planning Services (LPS). Mr. Hall's family owns the remaining equity in HEI and Mr. Hall's father serves as the chairman of the board. LPS paid the Company approximately \$5.0 million in 2015 for transportation services and the Company continues to do business with LPS in 2016. Mr. Hall served as the president of LPS until prior to his employment with the Company. Mr. Hall has and will have no supervisory responsibilities for the Company's relationship with LPS in the performance of his duties and responsibilities as Chief Customer Officer. On April 25, 2016, effective upon the commencement of employment by Mr. Hall, the Audit & Ethics Committee and the full Board of Directors determined to waive any conflict under the Company's Code of Business Conduct that may exist due to Mr. Hall's relationship with, and ownership stake in, LPS.