

Celadon Group Inc.

Celadon Group Inc., 9503 E. 33rd St., Indianapolis, 46235, www.celadontrucking.com, is a trucking company that provides long-haul, full-truckload freight service through Canada, the United States and Mexico. For the 12 months ended June 30, 2011, the company reported net income of \$14.7 million, or 65 cents per diluted share, on \$557 million in revenue. That compares with net income of \$4.7 million, or 21 cents per diluted share, on \$523 million in revenue in the same period a year ago. The company's shares trade on the New York Stock Exchange under the ticker symbol CGI. Information for Proxy Corner was taken from the company's website and proxy statement dated Sept. 28, 2011.

VALUE	10/7/11	10/7/10
Number of common shares outstanding	22.5 million	22.1 million
Market value of one common share	\$8.97	\$12.99
Market value of common stock	\$201.8 million	\$287.1 million

NOTEWORTHY CONTROL

Stephen Russell

Number of shares: 1,681,517
Percentage of shares: 7.3

Blackrock Inc.

Number of shares: 1,390,029
Percentage of shares: 6.2

Loomis Sayles & Co.

Number shares: 1,239,780
Percentage of shares: 5.5

Royce & Associates LLC

Number of shares: 1,818,600
Percentage of shares: 8.1

T. Rowe Price Associates Inc.

Number of shares: 1,341,000
Percentage of shares: 6.0

EXECUTIVE COMPENSATION

	Total '11 compensation	Salary Bonus	Stock and option grants (1)	All other pay (2)	% change (3)
Stephen Russell chairman, CEO	\$1,994,813	<u>\$700,000</u> \$0	\$872,512	\$422,301	15.0
Erik Meek principal financial officer	\$188,316	<u>\$121,346</u> \$30,000	\$34,729	\$2,241	47.8
Paul Will president, chief operating officer	\$1,108,968	<u>\$331,539</u> \$68,250	\$454,184	\$254,995	46.0
Jonathan Russell president of Asset Light Business Units	\$731,080	<u>\$256,539</u> \$53,625	\$237,432	\$183,484	70.4
Kenneth Core vice president	\$213,831	<u>\$131,965</u> \$30,000	\$48,622	\$2,794	18.8
Chris Hines former executive vice president	\$538,780	<u>\$163,943</u> \$0	\$20,343	\$354,494	-3.9

(1) Grant date fair value of stock and options awards, as calculated in company's proxy statement in its grant of plan-based awards table.

(2) Includes non-equity incentive plan compensation, above-market or preferential earnings on deferred compensation and all other annual compensation.

(3) Percentage increase or decrease in executive's total compensation vs. previous year.

DIRECTORS

Stephen Russell, 71

Occupation: chairman and CEO of company
Number of common shares: 1,681,517
Previous year: 1,448,928

Anthony Heyworth, 67

Occupation: retired chairman and CEO of KeyBank Central Indiana
Number of common shares: 93,238
Previous year: 88,199

Catherine Langham, 53

Occupation: CEO of Langham Logistics Inc.
Number of common shares: 26,393
Previous year: 21,354

Michael Miller, 66

Occupation: CEO of Aarnel Funding Corp., partner in Independence Realty, and CEO of Miller Investment Co.
Number of common shares: 74,863
Previous year: 84,824

Paul Will, 45

Occupation: vice chairman, president and chief operating officer of company
Number of common shares: 552,756
Previous year: 445,153