

# 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, 2012, the company reported net income of \$25.5 million, or \$1.12 per diluted share, on \$599 million in revenue. That compares with net income of \$15.3 million, or 67 cents per diluted share, on \$568 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 Yahoo Finance and the company's proxy statement dated Sept. 26, 2012.

<b>VALUE</b>	<b>10/5/12</b>	<b>10/5/11</b>
Number of common shares outstanding	23.1 million	22.5 million
Market value of one common share	\$15.23	\$9.10
Market value of common stock	\$351.8 million	\$204.8 million

## **NOTEWORTHY CONTROL**

### **Stephen Russell**

Number of shares: 1,784,867  
Percentage of shares: 7.6

### **Blackrock Inc.**

Number of shares: 1,154,356  
Percentage of shares: 5.1

### **The Vanguard Group**

Number shares: 1,151,630  
Percentage of shares: 5.0

### **Royce & Associates LLC**

Number of shares: 1,663,600  
Percentage of shares: 7.3

### **T. Rowe Price Associates Inc.**

Number of shares: 1,313,300  
Percentage of shares: 5.8

## **EXECUTIVE COMPENSATION**

	<b>Total '12 compensation</b>	<b>Salary Bonus</b>	<b>Stock and option grants (1)</b>	<b>All other pay (2)</b>	<b>% change (3)</b>
<b>Stephen Russell</b> chairman, CEO	\$2,035,558	<u>\$714,000</u> \$0	\$734,490	\$587,068	2.0
<b>Erik Meek</b> chief financial officer	\$337,787	<u>\$142,499</u> \$125,000	\$67,860	\$2,428	79.4
<b>Paul Will</b> president, chief operating officer	\$1,241,327	<u>\$378,000</u> \$0	\$426,893	\$436,434	11.9
<b>Jonathan Russell</b> president of Asset Light Business Units	\$786,075	<u>\$293,000</u> \$0	\$228,998	\$264,077	7.5
<b>Kenneth Core</b> vice president	\$226,338	<u>\$135,696</u> \$40,000	\$46,845	\$3,797	5.8

(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, 72**

Occupation: chairman and CEO of company  
Number of common shares: 1,784,867  
Previous year: 1,681,517

### **Anthony Heyworth, 68**

Occupation: retired chairman and CEO of  
KeyBank Central Indiana  
Number of common shares: 99,769  
Previous year: 93,238

### **Catherine Langham, 54**

Occupation: CEO of Langham Logistics Inc.  
Number of common shares: 32,924  
Previous year: 26,393

### **Michael Miller, 67**

Occupation: CEO of Aarnel Funding Corp.,  
partner in Independence Realty, and CEO of  
Miller Investment Co.  
Number of common shares: 81,394  
Previous year: 74,863

### **Paul Will, 46**

Occupation: vice chairman, president and chief  
operating officer of company  
Number of common shares: 648,256  
Previous year: 552,756

All officers and directors as a group (nine people) control 3,043,524 shares, or 12.7 percent of the total. The prior year, nine insiders controlled 2,769,186 shares, or 11.8 percent of the total.