

# Celadon Group Inc.

Celadon Group Inc., 9503 E. 33rd St., Indianapolis 46235, [www.celadontrucking.com](http://www.celadontrucking.com), provides long-haul, regional, local, intermodal, temperature-controlled, flatbed and expedited freight services across the United States, Canada and Mexico. In the fiscal year ended June 30, 2015, Celadon earned \$37.2 million, or \$1.52 per share, on revenue of \$900.8 million. In the same period a year earlier, the company earned \$30.7 million, or \$1.29 per share, on revenue of \$719.9 million. 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 Oct. 27.

<b>VALUE</b>	<b>11/23/2015</b>	<b>11/24/2014</b>
Shares of common stock outstanding	27.9 million	23.6 million
Market value of one common share	\$13.60	\$23.60
Market value of common stock	\$379.4 million	\$557.0 million

## **NOTEWORTHY CONTROL**

### **BlackRock Inc.**

Number of shares: 1,990,788  
Percent of shares: 7.15

### **Dimensional Fund Advisors LP**

Number of shares: 1,262,767  
Percent of shares: 4.53

### **Invesco Ltd.**

Number of shares: 1,402,516  
Percent of shares: 5.04

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

Number of shares: 1,557,296  
Percent of shares: 5.59

### **Wellington Management Group LLP**

Number of shares: 2,145,403  
Percent of shares: 7.70

## **EXECUTIVE COMPENSATION**

	<b>Total '15 compensation</b>	<b>Salary Bonus</b>	<b>Stock and option grants (1)</b>	<b>All other pay (2)</b>	<b>% change (3)</b>
<b>Paul Will</b> chairman and CEO	\$2,205,023	\$500,000 \$0	\$1,040,850	\$664,173	7.5%
<b>Bobby Peavler</b> chief financial officer	\$272,071	\$119,039 \$60,000	\$92,520	\$512	NA
<b>William Meek</b> president, chief operating officer	\$1,076,550	\$267,692 \$0	\$520,425	\$288,433	16.1%
<b>Jonathan Russell</b> president of healthcare	\$800,139	\$335,000 \$0	\$289,125	\$176,014	-22.0%
<b>Kenneth Core</b> vice president	\$321,309	\$154,807 \$60,000	\$104,085	\$2,407	7.4%
<b>Leslie Tarble</b> former principal financial officer	\$263,901	\$119,635 \$50,000	\$92,520	\$1,746	NA

(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.

(4) Kelly resigned May 17, 2013.

## **DIRECTORS**

### **Paul Will, 49**

Occupation: chairman, CEO of company  
Number of shares: 307,206

### **Stephen Russell, 75**

Occupation: founder and former chairman and CEO of company  
Number of shares: 434,455

### **Catherine Langham, 57**

Occupation: CEO and president of Langham Logistics Inc.  
Other directorships: The Finish Line Inc., HHGregg Inc.  
Number of shares: 28,594

### **Michael Miller, 70**

Occupation: chairman, CEO of Aarnel Funding Corp.  
Number of shares: 37,327

### **Robert Long, 61**

Occupation: retired managing partner of KPMG's Indianapolis office  
Number of shares: 3,355

All officers and directors as a group (nine people) control 1,269,008 shares, or 4.6 percent of the total. A year earlier, officers and directors (11 people) controlled 2,172,576 shares, or 8.9 percent of the total.