

Addendum G – Code of Ethics/Legal Requirements Summary
Marten Transport, Ltd.
Marten Contractor Lease and Purchased Transportation Agreement No.

This Code of Ethics/Legal Requirements Summary (“Code”) applies to a wide range of business practices and procedures. It does not cover every possible issue that may arise but serves as a guide to the basic cultural business practices expected of, and legal requirements that apply to all employees and independent contractors at Marten Transport, Ltd. (“Marten”). The Code applies to all officers, members of the Board of Directors, non-driver employees, driver employees, and, by virtue of this Addendum to the Contractor Lease, to independent contractors, including the undersigned Contractor. Contractor agrees, and provide for Contractor’s employees (collectively, as context warrants, “Contractor”), to conduct Contractor’s business relationship with Marten in a manner consistent with this Code and to make every reasonable effort to avoid conduct and behaviors inconsistent with this Code.

If the law conflicts with this policy, Contractor shall comply with the law. Questions and any issues should be brought to the attention of Marten’s Contractor Services Department.

Violation of the standards set forth in this Code, the Contractor Lease or the Contractor Blue Book may result in Marten taking action pursuant to Contractor Lease § 21 (dispute resolution) or § 19 (termination) and such other legal actions as may be appropriate to the circumstances. If Contractor encounters a situation that Contractor believes may violate or lead to a violation of this Code, Contractor shall follow the guidelines in the Compliance Procedures section of this Code.

1. Compliance with Laws, Rules, Regulations, Policies. Obeying the letter and the spirit of all laws, rules, and regulations is the foundation of ethical business practices at Marten. This includes all federal, state, county, and municipal laws, rules, and regulations governing the businesses in which we operate. Marten does not expect that Contractor will be familiar with all laws, rules, and regulations. Marten does expect that Contractor will recognize situations which may rise to potential violations of this Code and when to seek advice from Marten management or other qualified advisors.

2. Insider Trading. If Contractor is aware of material information relating to Marten which has not yet been available to the public for at least three business days, Contractor is prohibited from trading in Company stock or directly or indirectly disclosing such information to any other person so that they may trade in Marten stock. Similarly, Contractor may not trade in the securities of any other company about which Contractor has obtained undisclosed material information through Marten. It is difficult to describe exhaustively what constitutes “material” information, but Contractor should assume that any information, positive or negative, which might be of significance to an investor in determining whether to purchase, sell or hold Marten stock would be material. Information may be significant for this purpose even if it would not alone determine the investor’s decision. Examples include a significant new customer, a potential business acquisition, internal financial information which departs in any way from what the market would expect, important product developments, the acquisition or loss of a major contract, or an important financing transaction. This list is merely illustrative.

3. Restrictions on Trading in Marten Transport Stock. To assist Marten in assuring compliance with this policy and the federal laws prohibiting trading in securities while in possession of material, non-public information, the following procedures are established: (a) Directors, executive officers and director level employees are prohibited from trading in Marten stock during the following periods (unless waived by Marten’s Chief Financial Officer) (i) from the 15th day of the last month in each of the first three calendar quarters until the third trading day after the earnings release for that quarter; and (ii) from December 15 until the third trading day after the year-end earnings release; and (b) Contractors and Marten employees are prohibited from trading in Marten stock while in possession of material, non-public information of Marten even if the proposed trade would be made outside of the periods set forth in paragraph (a) and they are not subject to the restrictions in (a), above. Any questions regarding the trading restrictions or requests for assistance in complying with this policy should be directed to Marten’s Chief Financial Officer, in advance of any trades in Marten stock.

4. Confidentiality. Marten’s materials, designs, plans, ideas, and data are the property of Marten and should never be given to an outside entity or individual except through normal channels and with appropriate authorization. The protection of confidential business information and trade secrets is vital to the interest and the success of Marten. Additionally, serious problems could be caused for Marten by unauthorized disclosure of internal information, whether or not for the purpose of facilitating improper trading in company’s stock and including, but not limited to, as provided in 49 USC 10908, information about the nature, kind, quantity, destination, and routing of property tendered or delivered to Marten and such other data and information as to which the shipper requires confidentiality. Contractor should not discuss internal business matters with anyone outside Marten (including family members), except as required in the performance of Contractor’s duties pursuant to the Contractor Lease. This prohibition applies specifically (but not exclusively) to inquiries about Marten which may be made by the financial press, investment analysts or others in the financial community. This policy also prohibits Contractor from participating in internet chat rooms regarding Marten. It is important that all such communications on behalf of Marten be through an appropriately designated officer under carefully controlled circumstances. If Contractor receives any inquiries of this nature, Contractor should decline comment and refer the inquirer to Marten’s Contractor Services Department. Any improper transfer of material or disclosure of information, even though it is not apparent that Contractor has personally gained by such action, is unacceptable. Any Contractor who participates in such a practice will be subject to Marten’s taking

action pursuant to Contractor Lease § 21 (dispute resolution) or § 19 (termination) and such other legal actions as may be appropriate to the circumstances.

5. Help Us Protect Our Good Name, Legal Protection of Marten Trademarks. In an effort to preserve the integrity of Marten's corporate identity, please contact Marten's Media Coordinator before distributing any Marten logo, symbol or trademark. This is to protect the Marten's corporate image and to establish a set of standardized guidelines for using Marten's trademarks. Please note this policy applies to any and all use of Marten Logos, trademarks, or other corporate identity symbols that are distributed to vendors, media outlets, clients, customers, partners, or other third parties.

What are trademarks? A trademark is a word, logo, acronym, name, symbol, design, tagline, slogan, or phrase that identifies the maker or supplier of a product or service and distinguishes those products and services from the products and services of the competition. Consequently, Marten's trademarks are very valuable. They identify Marten and represent to our customers the standards of excellence and consistent quality associated with our services.

Why protect trademarks? Without trademarks, customers would be unable to distinguish our equipment, services, employees, Contractors, corporate correspondence, and other tangible items, from those of other businesses. For this reason, it is important that our trademarks be used properly and consistently. Otherwise, the marks can lose their integrity or become generic, at which point the marks become difficult or impossible to enforce on infringers. Any usage of the Marten name or logo must be authorized with a written signature from Contractor Services Department.

6. Conflicts of Interest. Using gifts or favors to influence business decisions is prohibited. All independent contractors at every level of Marten must follow the following procedures. If Contractor has any doubt as to Contractor's responsibilities under these guidelines, seek clarification and guidance from the Contractor Services Department before acting.

Disclosure of Conflicts of Interest. An actual or potential conflict of interest occurs when a Contractor is in a position to influence a decision that may result in a personal gain for the Contractor, an entity affiliated with Contractor or for a relative or other acquaintance as a result of Marten's business dealings. For the purposes of this policy, a relative is any person who is related by blood or marriage. If Contractor has any influence on transactions involving purchases, contracts, or leases, it is imperative that Contractor disclose to the Contractor Services Department the existence of any actual or potential conflict of interest so that safeguards can be established to protect all parties.

Requirements for Acceptance of Gifts. Contractor is required to receive permission from the Contractor Services Department prior to the acceptance of a gift or series of gifts valued in excess of fifty dollars from another Contractor or a vendor, an entity affiliated with the vendor, or an independent contractor of a vendor. Marten will base its decision upon the business purpose of the gift (including vendor representation at an event), the value of the gift, the frequency of gifts received by Contractor, as well as applicable laws. Contractor is also required to notify the Contractor Services Department if Contractor becomes aware of any violations of this policy by others. At no time should money be accepted by Contractor unless it is part of a Marten sponsored collection.

7. Competition and Fair Dealing. Marten seeks to outperform our competition fairly and honestly. Marten seeks competitive advantages through superior performance by Marten's employees and Contractors, never through unethical or illegal business practices. Stealing proprietary information, possessing trade secrets without the owner's consent, or inducing such disclosures by past or present employees or independent contractors of other companies is prohibited. Contractor should endeavor to respect the rights of and deal fairly with Marten's customers, suppliers, competitors, employees and other Contractors. No Contractor should take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts, or any other intentional unfair-dealing practice. To maintain Marten's valuable reputation, compliance with Marten's quality processes and safety requirements is essential. In the context of ethics, quality requires that Marten's transportation services be designed to meet Marten's obligations. All operations must be conducted in accordance with all applicable laws, rules, and regulations. Compliance with all governing regulatory agencies should be given priority over the opportunity to profit or gain competitive advantage.

8. Protection and Proper Lawful Use of Company Assets. Contractors should endeavor to protect Marten's assets and ensure their efficient use. Theft, carelessness, and waste have a direct impact on Marten's and Contractor's profitability. Any suspected incident of fraud or theft should be immediately reported for investigation. Marten equipment should not be used for non-Marten business, though incidental personal use may be permitted. The obligation of Contractor to protect Marten's assets includes its proprietary information. Proprietary information includes intellectual property such as information systems program, trade secrets, patents, trademarks, and copyrights, as well as business, marketing and service plans, databases, records, salary information and any unpublished financial data and reports. Unauthorized use or distribution of this information violates this obligation and is a breach of the Contractor Lease. It could also be illegal and result in civil or even criminal penalties.

9. Where to Report Illegal or Unethical Behavior.

Financial Violation Reporting. Contractor is to report suspected violations to the Contractor Services Department, or Chief Financial Officer, or Chairperson of the Audit Committee of our Board of Directors. If uncomfortable reporting to these resources, Contractor may report the suspected violation anonymously to National Communications Hotline (operated by an independent firm) at 1-800-826-6762. Contractor's report will be forwarded anonymously to the chairperson of the Audit Committee of our Board of Directors. Contractor may obtain a calling card from the Contractor Services Department to assist in such reporting.

Non-Financial Violation Reporting. Report suspected violations to Contractor's Fleet Manager, the Contractor Services Department or to the Chief Financial Officer.

Human Resources and Employment Policies Violations. Report suspected violations to Contractor's fleet manager or the Contractor Services Department.

10. Compliance Procedures. Everyone at Marten must work to ensure prompt and consistent action against violations of Marten's Code of Ethics/Conduct and related policies. However, in some situations it is difficult to know right from wrong. Since one cannot anticipate every situation that will arise, it is important to have a way to approach any new question or problem. These are the steps to follow:

- Make sure you have all the facts. In order to reach the right solutions, we must be as fully informed as possible.
- Ask yourself: What specifically am I being asked to do? Does it seem unethical or improper? This will enable you to focus on the specific question you are faced with, and the alternatives you have. Use your judgment and common sense; if something seems unethical or improper, it probably is.
- Clarify your responsibility and role. In most situations, there is shared responsibility. Are your colleagues informed? It may help to get others involved and discuss the problem.
- Discuss the problem with your Fleet Manager. This is the basic guidance for all situations. In many cases, Contractor's Fleet Manager will be more knowledgeable about the question and will appreciate being brought into the decision-making process. Remember that it is the Fleet Manager's responsibility to help solve problems.
- Seek help from Marten resources. In the rare case where it may not be appropriate to discuss an issue with Contractor's Fleet Manager or where Contractor does not feel comfortable approaching the Fleet Manager with a question, discuss it with someone in Marten's Contractor Services Department.
- Contractor may report any violation in confidence and without fear of retaliation. If Contractor's situation requires that Contractor's identity be kept secret, Contractor's anonymity will be protected within reason. Marten does not permit retaliation of any kind against employees or Contractors for good faith reports of violations.
- Always ask first, act later. If you are unsure of what to do in any situation, seek guidance before acting.

This Addendum G is effective (date): _____ and incorporated by reference into:

Contractor Lease No. _____ Effective Date: _____

IN WITNESS WHEREOF, the parties hereto have executed this Agreement in triplicate.

Carrier: MARTEN TRANSPORT, LTD., 129 Marten Street, Mondovi, WI 54755
Telephone: 800-695-1202; FAX Number: 800-471-4989

By: _____ Title: _____
Name [printed]

By: _____ Date: _____
Signature

Contractor Name: _____

Address: _____

Telephone: _____

By: _____ Title: _____
Name [printed]

By: _____ Date: _____
Signature