

**WERNER ENTERPRISES, INC.
AND ITS SUBSIDIARY COMPANIES**

CODE OF CORPORATE CONDUCT

TABLE OF CONTENTS

<u>I. MISSION STATEMENT</u>	1
<u>II. GUIDING PRINCIPLES</u>	1
<u>III. COMPANY ETHICAL AND LEGAL COMPLIANCE POLICIES</u>	2
<u>IV. LEGAL AND ETHICAL STANDARDS</u>	3
<u>1. Accounting and Financial Reporting</u>	3
<u>2. Bribes and Improper Payments</u>	3
<u>3. Gifts to and Entertainment of Government Officials</u>	4
<u>4. Political Contributions</u>	5
<u>5. Falsification of Records or Documents</u>	6
<u>6. Insider Trading</u>	6
<u>7. Software Piracy, Softlifting and Duplicating Copyrighted Material</u>	7
<u>V. CONFLICTS OF INTEREST</u>	8
<u>1. Competing with the Company</u>	8
<u>2. Taking a Company Opportunity</u>	9
<u>3. Misuse of Confidential or Proprietary Information</u>	10
<u>4. Other Parties' Confidential Information</u>	10
<u>VI. NON-DISCRIMINATORY HUMAN RESOURCES POLICY</u>	11
<u>VII. ENVIRONMENTAL, HEALTH AND SAFETY POLICY</u>	11
<u>VIII. CORPORATE CITIZENSHIP</u>	12
<u>IX. FAIR BUSINESS PRACTICES</u>	13
<u>X. IMPLEMENTATION AND ENFORCEMENT</u>	13

WERNER ENTERPRISES, INC.
AND ITS SUBSIDIARY COMPANIES

CODE OF CORPORATE CONDUCT

I. Mission Statement

Werner Enterprises, Inc., and its subsidiary companies,¹ are in the business of satisfying customers by meeting their requirements for value-added transportation and logistics services, thereby creating value for our shareholders.

- We will be quality driven and customer focused in pursuit of this mission. We will be the best there is at the art and science of satisfying the customer.
- We will be efficient in the use of human and other resources.
- We will attempt to provide our people with a challenging and satisfying work experience.
- We will conduct our affairs with integrity as a responsible corporate citizen.

II. Guiding Principles

All transactions will be conducted in compliance with the law and in keeping with high ethical standards. We will act honestly and responsibly in all community and business relationships with customers, suppliers, employees, representatives, shareholders, and others. Our people are expected to abide by these principles and to strive for professional excellence as their abilities permit.

The foregoing principles are consistent with the specific statements of policy that follow and with the separate policies and procedures of the operating companies.

¹ Werner Enterprises, Inc. (“Werner”), and its subsidiary companies are collectively referred to as the “Company”.

III. Company Ethical and Legal Compliance Policies

The following pages contain statements of policy that govern the conduct required of all Company employees and representatives with respect to: (1) compliance with all relevant laws; (2) ethics; (3) conflicts of interest; and (4) non-discrimination in employment, all of which are of critical importance. Please study these pages carefully.

No one, including members of management, has authority to allow deviation from the requirements of compliance. Many of these standards are based upon requirements of law, so that your failure to abide by them could result in both disciplinary action and legal sanctions being taken against the individual and the Company.

Any activity by an employee or representative of the Company that in any way violates the law or is otherwise unethical, even if intended to be "beneficial" to the Company, is in fact directly contrary to the interests of the Company. Illegal conduct by employees or representatives is not and will not be tolerated. The Company strives to identify violations of its compliance policies, and where appropriate, reports such violations to the proper authorities. Violations of this Code or the Company's other compliance policies will result in discipline up to and including immediate separation from employment.

Because compliance with the law is a fundamental requirement of this Code, the Board of Directors has adopted a Compliance Policy that is contained in a separate manual, a copy of which can be obtained from the Executive Vice-President and General Counsel. In addition, another employee-education booklet explains fully the provisions of the antitrust laws and the requirements of compliance therewith.

IV. Legal and Ethical Standards

- A. POLICY: ALL EMPLOYEES AND REPRESENTATIVES OF THE COMPANY ARE TO COMPLY WITH ALL LAWS APPLICABLE TO OUR BUSINESS, AND CONDUCT THE OPERATIONS AND AFFAIRS OF THE COMPANY IN ACCORDANCE WITH HIGH ETHICAL STANDARDS.**

B. Some Guidelines for Compliance

These guidelines identify only some of the illegal or unethical acts that may violate the Company's Legal and Ethical Standards Policy, and do not address all situations to which the Policy applies. For antitrust-related guidelines, consult the Company's antitrust guide.

1. Accounting and Financial Reporting

All funds and other assets and all transactions of the Company must be properly documented, fully accounted for and promptly recorded in the appropriate company's books and records, in conformity with generally accepted accounting principles. United States law requires that the books and records of the Company accurately reflect all transactions, including any payment of money, transfer of property or furnishing of services, regardless of the legality or illegality of the transaction at the place where the transaction occurs. All documents and reports that are required by law to be filed with governmental entities shall contain full, fair, accurate, timely and understandable disclosures.

2. Bribes and Improper Payments

Bribes and improper payments are prohibited. No employee or representative of the Company may enter into any arrangement by way of commission, rebate, consulting or service agreement, bribe, kickback or otherwise,

when that person knows or should suspect from the surrounding circumstances or after reasonable good faith inquiry that the intent or probable result is to improperly pay or reward, directly or indirectly:

- a. Any employee or official or other representative of any government, governmental agency (including the military) or entity owned or controlled by any government;
- b. Any officer, director, employee, shareholder or other representative of a customer, supplier or other institution with which the Company has existing or prospective business relations.

An improper payment or reward is one made to unlawfully induce an individual to make decisions or take action favorable to the Company, whether relating to obtaining or retaining business or otherwise. An improper payment or reward may be the giving of anything of value, not just money. Articles of nominal value ordinarily used for sales promotion, ordinary business meals and reasonable entertainment permissible under applicable laws and regulations and consistent with local social and business customs are not improper and are therefore not prohibited.

3. Gifts to and Entertainment of Government Officials

The Company believes that it is important that government officials be well-informed on issues that affect our business. Accordingly, the Company often communicates with such officials. It is our policy to assure that entertainment and other expenses stay within legal limits. Such expenditures are regularly monitored in order to assure they have been incurred legally, and only to promote the Company's legitimate business interests. If there are no guidelines that govern particular situations, then Company personnel should seek guidance from the

Executive Vice-President and General Counsel to avoid any appearance of impropriety.

4. Political Contributions

(a) In the United States

In the United States, corporate political contributions for federal and some state and local elections are illegal. Accordingly, no direct or indirect contribution or expenditure of Company funds or assets will be made in connection with any federal, state or local election or in connection with any other political activity without prior approval of the Executive Vice-President and General Counsel to assure that the contribution is lawful. This prohibition includes, in addition to any direct or indirect payment, loan, deposit or guarantee, the performance of services and the furnishing of anything of value by the employee as part of his or her duties for the Company. Certain expenditures of Company funds in connection with proper lobbying activity are permissible, however, with approval of the Executive Vice-President and General Counsel.

A political action committee dedicated to enhancing the interest of the Company and the industry in accordance with federal regulation is a proper vehicle for making donations for political activities.

(b) Outside the United States

In the case of political activity outside the United States, no political contribution or expenditure will be made if United States law, local law or ethical standards prohibit such contributions. All such contributions must be approved by the Executive Vice-President and General Counsel.

5. Falsification of Records or Documents

The Company believes that it is important to deal with its customers, suppliers, stockholders, government entities and other parties in a straight-forward, direct manner. Accordingly, no employee shall intentionally deceive any customer, supplier, stockholders, government entities or third-party, whether for personal gain or the gain of the Company. Further, no document shall be altered in such a manner as to deceive any customer, supplier, stockholders, government entities or third-party, whether for the benefit of the employee or the Company.

6. Insider Trading

Werner Enterprises, Inc., is a publicly-traded company whose shares trade on the NASDAQ Stock Exchange.

No employee or representative of the Company will purchase or sell, or advise the purchase or sale of, Werner stock or other securities while in possession of "inside information". This prohibition applies regardless of the dollar amount of the trade or the source of the inside information. "Inside information" is information that is both (a) nonpublic and (b) material. Non-public information is confidential information not previously made public by the Company or otherwise. Information is material if it would be considered important by an investor in making an investment decision.

In the course of conducting Company business, employees or representatives may become aware of inside information about Werner or its subsidiary companies. Federal laws impose criminal and civil penalties both on those who trade in - i.e., buy or sell - a company's stock or securities while in possession of inside

information and on those who disclose inside information to others to enable them to trade in stock or securities. Further, except as necessary in the course of performing their job duties, all Company employees are prohibited from disclosing to anyone, including family members, any inside information about the Company.

For further information on insider trading and for trading restrictions applicable to directors, officers and employees in the key positions, refer to the Company's Insider Trading Policy.

7. Software Piracy, "Softlifting" and Duplicating Copyrighted Material

The unauthorized copying of computer software is prohibited. Most computer software is protected by copyright law. The money paid for a software product generally represents a license fee for the use of a specified number of copies. Reproducing software (except for backup and security purposes) without authorization violates U.S. copyright law and can subject both the Company and any employee making such copies to serious legal consequences. Accordingly, the copying of computer software contrary to the terms of the applicable license agreement is prohibited.

The intentional unlicensed duplication of other copyrighted material for the purpose of commercial gain or competitive advantage is unlawful. The repeated duplication of journal articles or the like, so as to avoid additional subscriptions to a journal, clearly falls within this prohibition. On the other hand, the occasional unlicensed duplication of copyrighted material, such as articles from a newspaper, for purposes of limited use within the Company, is generally viewed to be permissible.

V. Conflicts of Interest

A. POLICY: ALL EMPLOYEES AND REPRESENTATIVES MUST BE ENTIRELY FREE FROM THE INFLUENCE OF PERSONAL OR FINANCIAL INTERESTS WHEN THEY REPRESENT THE COMPANY IN ANY BUSINESS DEALINGS OR MAKE ANY RECOMMENDATIONS THAT MAY INFLUENCE AN ACTION OF THE COMPANY.

B. Guidelines for Compliance

A principal purpose of this Conflicts of Interest Policy is to provide guidance to employees and representatives for avoiding situations in their personal activities and financial affairs that are, or may appear to be, in conflict with their responsibility to act in the best interests of the Company. Employees and representatives are expected to avoid direct or indirect involvement in any situation where they have a conflict with the Company's business interests, including competing with the Company or taking for themselves an opportunity that belongs to the Company. In addition, what an employee or representative is prohibited by this policy from doing directly may not be done indirectly through relatives, friends, or others. Although it is not possible to list all situations in which a conflict of interest may exist, the following guidelines present some of the situations to be avoided.

1. Competing with the Company

Employees and representatives must not place themselves in positions where they are in competition with the Company. Employees and representatives should avoid the following types of activities in competition with the Company:

- a. Ownership of a material interest in any competitor of the Company or any supplier, contractor, subcontractor, or organization doing**

business with the Company. An interest in an organization doing business with the Company is material (a) if it is any interest in a proprietorship, partnership, limited partnership or corporation that is not widely held or publicly owned, or (b) if it is a public corporation where the employee controls more than 2% of any class of the corporation's outstanding securities.

- b. Positions in conflict with the Company's interests, including outside work as a director, officer, employee, partner, consultant, distributor, or agent for a competitor of the Company or a supplier, contractor, subcontractor, vendor, customer or organization doing business with the Company where such work will, or is likely to, place the employee or representative in a situation in conflict with the interests of the Company.
- c. Accepting gifts or favors from a contractor, subcontractor, vendor, customer or organization doing business or expecting to do business with the Company. For this purpose a "gift" or "favor" includes any gratuitous service, loan, discount, money or article of value, but does not include loans from financial institutions on customary terms, articles of nominal value ordinarily used for sales promotion, discounts generally available to other employees or representatives, ordinary business meals, or reasonable entertainment consistent with local social and business custom.
- d. Improperly profiting by using Company personnel, facilities, information or funds for the pursuit of unauthorized non-Company interests or using one's position to prevent or hinder the Company from lawfully competing with others.

2. Taking a Company Opportunity

Employees and representatives must not take for themselves opportunities that belong to the Company. Any business venture or opportunity that employees or representatives learn about or develop in the course of Company employment or representation and that is related to any current or prospective business of the Company rightfully belongs to the Company and not to employees or representatives who may be in a position to divert the opportunity to themselves.

3. Misuse of Confidential or Proprietary Information

Employees and representatives must not use for their personal gain and benefit any confidential or proprietary information obtained as a result of their employment with or representation of the Company. Documents and records concerning sales and marketing activities, cost and price information, computer programs and systems, methods of operations, contracts, accounting information, and other information that would be of value to competitors are not to be divulged to anyone outside the Company. Upon separation from Company employment, all books, records, documents, and other items concerning the business of the Company are to be surrendered to the employee's supervisor. During and after employment by the Company, employees and former employees will not publish, disclose or communicate or authorize anyone else to publish, disclose or communicate to any person, firm or corporation any confidential or proprietary information of the Company.

4. Other Parties' Confidential Information

Employees and representatives will not employ illegal or unethical means (including, e.g. accessing others' computer systems) to acquire confidential information from others, and will immediately report to the Executive Vice-President and General Counsel any attempt to sell or otherwise disclose to the Company confidential information of another in a manner that is improper or appears to be improper. Employees and representatives are required to abide by all confidentiality agreements

entered into by the Company.

VI. Non-Discriminatory Human Resources Policy

POLICY: IT IS NECESSARY THAT ALL EMPLOYEES OBSERVE AND COMPLY WITH ALL LAWS GOVERNING EQUAL EMPLOYMENT OPPORTUNITY AND NONDISCRIMINATION IN THE WORKPLACE.

Guidelines for Compliance

Company employment decisions and policies will afford equal opportunity to all individuals regardless of race, color, religion, sex, national origin, age, handicap or any other such classification, as required by law. Applicable decisions will include, but not be limited to, hiring, promotion, demotion, transfer, temporary or permanent separation, and rate of pay. Workplace sexual harassment of any kind is expressly prohibited. Accommodations for conditions of handicap or other disabilities are to be made to the extent required by law.

VII. Environmental, Health and Safety Policy

A. POLICY: ALL EMPLOYEES AND REPRESENTATIVES ARE TO ACCOMPLISH THEIR TASKS IN A MANNER THAT COMPLIES WITH THE LAWS PROTECTING THE ENVIRONMENT, HEALTH AND SAFETY. THE COMPANY IS OBLIGATED BY LAW TO ENSURE THAT THE WORKPLACE IS FREE FROM RECOGNIZED HAZARDS THAT MIGHT CAUSE PHYSICAL HARM OR DEATH. EMPLOYEES AND REPRESENTATIVES SHOULD ADVISE THEIR SUPERVISORS OF APPARENT HAZARDS IN ORDER TO PERMIT PROMPT REMEDIATION.

B. Guidelines for Compliance

To ensure compliance with the Company's Environmental, Health and Safety Policy, employees and representatives must adhere to the following guidelines:

1. **Comply with all legally applicable environmental, health and safety requirements.**
2. **Comply with reporting requirements of the Company and of government agencies regarding any event, condition, or accident involving environmental contamination or material risk of contamination.**

Employees and representatives should report to their supervisors or to the Executive Vice-President and General Counsel any deliberate misconduct in possible violation of environmental, safety and health laws.

VIII. Corporate Citizenship

The Company strives to be a good citizen of the nations, the states and the communities in which it does business. To that end, the Company assists in causes that broadly benefit society such as United Way and similar organizations. The reputation of the Company as a responsible, law-abiding, contributing member of the business community is an important asset, one to be enhanced and maintained by all of its employees.

The conduct of our business often requires the use of public facilities. We must do so with consideration and due regard for the safety of those with whom those facilities are shared.

IX. Fair Business Practices

Honesty is the best policy when dealing with customers, suppliers and others. Accordingly, the services our companies offer are not to be misrepresented. Competitors are not to be disparaged at any time. The Company's best interest is served by providing quality services. All advertising and sales contacts should be straightforward and honest in presenting information. Customer needs are the reason for the Company's existence and they should be met promptly, courteously and efficiently.

X. Implementation and Enforcement

The Board of Directors of the Company has adopted this Code and has instructed that it be published and enforced. Acts by employees or representatives that violate the law or the provisions of this Code, therefore, will be considered outside the scope of employment or representation. The reporting of any violations is the responsibility of every employee and representative. After either (1) exhausting the Company's normal reporting procedures; or (2) reasonably concluding that exhausting the normal procedures is not feasible under the circumstances, employees and representatives should make such reports in writing to the Executive Vice-President and General Counsel at the following address:

Executive Vice-President and General Counsel
Werner Enterprises, Inc.
P.O. Box 45308
Omaha, NE 68145

All reports of possible violations will be investigated and resolved. While each employee and representative has a duty to report violations, no employee or representative has the right to use this as a means to unjustly accuse or harass another. Employees and representatives will not be punished in any way for making a report about conduct of

others that they believe to be true at the time that it is made. The purpose in requiring a report is to permit the Company to undertake all remedial actions that may be necessary to avoid future violations. Reporting also allows doubtful issues as to compliance with the law or the Code to be resolved on the basis of legal advice.

Reports to the Executive Vice-President and General Counsel are not, however, meant to replace our normal reporting channels. Employees are required to report to the Executive Vice-President and General Counsel any knowledge that they may have of potentially criminal conduct or violations of this Code that could constitute potentially illegal activity by any employee or representative. However, reports of this kind should be made only after the person making the report has exhausted the Company's normal reporting procedures or has reasonably concluded that exhausting the normal procedures is not feasible under the circumstances.

RECEIPT

I acknowledge having received a copy of the Code of Corporate Conduct of Werner Enterprises, Inc., and its Subsidiary Companies, on this date. I agree to read this document in its entirety. I further agree that I will conduct the business of the Company lawfully and ethically.

Printed Name

Signature

Date

**This page should be reviewed, signed and returned to the
HUMAN RESOURCES DEPARTMENT.**

**Code of Corp Conduct
Rev. 1- 04**