



RADIANT LOGISTICS, INC.

Code of Ethics

Ethics are important to Radiant Logistics and each of its operating subsidiaries (collectively referred to herein as "Radiant Logistics" or the "Company"). Radiant Logistics is committed to the highest ethical standards and to conducting its business with the highest level of integrity, honesty, fairness, accountability and respect in dealing with its employees, customers, suppliers, investors and the general public. An uncompromising adherence to ethical excellence is integral to creating, sustaining and increasing the good will and reputation of itself and other parties that agree to conform to and to abide by all laws, rules and regulations and a code of ethics which are binding upon or applicable to freight forwarders.

Section 406 of the Sarbanes-Oxley Act of 2002 requires each company registered with the Securities and Exchange Commission ("SEC") to disclose whether or not it has adopted a code of ethics for senior financial officers. In accordance with Section 406, the Company has adopted this Code of Ethics (the "Code") for senior financial officers as well all other directors, officers and employees of the Company to guide them in assessing and addressing legal and ethical obligations. Compliance with this Code is considered a condition of employment, where violations of this Code will be investigated and may subject the violator to disciplinary action up to and including termination of employment where appropriate. No code or policy can anticipate every situation which may arise. Accordingly, this Code is intended to serve as a source of guiding principles.

This Code is intended to promote:

- honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships;
- full, fair, accurate, timely and understandable disclosure in the periodic reports required to be filed by the Company; and
- compliance with applicable governmental rules and regulations.

Senior management and the Board of Directors will oversee compliance with this Code ensuring that it is enforced, that possible violations are dealt with promptly and fairly, and that persons who report questionable behavior are protected.

EMPLOYEES, DIRECTORS, OFFICERS, AND EXTERNAL RELATIONSHIPS

Radiant Logistics recognizes its workforce as one of its most valuable assets. The recruitment, training and retention of qualified employees are essential to support the Company's continued growth and to meet the service requirement of its customers. The Company promotes the potential of every individual and values everyone's diversity. Radiant Logistics is an equal opportunity employer and does not tolerate discrimination or harassment because of race, sex, age, color, religion, marital status, sexual orientation, national origin, veteran's status or disability.

Each director, officer and employee is expected to adhere to a high standard of ethical conduct. The reputation and good standing of the Company depend on how the Company's business is conducted and customers or the public perceives this conduct. Unethical actions, or the appearance of unethical actions, are not acceptable. Thus, each employee is expected to act with loyalty, honesty, integrity, fairness, accountability and respect when interacting with each other as well as with those outside of the Company. The following are guidelines to these principles:

Loyalty, Honesty and Integrity—Directors, officers and employees must not be, or appear to be, subject to influences, interests or relationships that conflict with the best interests of the Company. The Company expects all employees to perform their duties conscientiously, honestly, and in accordance with the best interests of the Company.

Accountability—Directors, officers and employees are responsible for their own adherence and the adherence of the other directors, officers and employees to whom this Code applies. They should familiarize themselves with each provision of this Coded and those set forth in the Company's policies and/or handbook as applicable.

SECTION 406 OFFICERS

The Company's Chief Executive Officer ("CEO"), Chief Financial Officer, Chief Accounting Officer and Corporate Controller (collectively the "Section 406 Officers"), as well as persons performing similar functions with respect to action and decisions in their capacities as officers and employees of the Company, are bound by this Code. The Section 406 Officers hold an important and elevated role in corporate governance in that they are uniquely capable and empowered to ensure all shareholders' interests are appropriately balanced, protected and preserved. While the Company expects honest and ethical conduct in all aspects of business from all of its employees, it expects the highest possible honest and ethical conduct from the Section 406 Officers.

COMPLIANCE WITH LAWS, RULES AND REGULATIONS

It is the policy of the Company to comply with all applicable laws, rules and regulations, and the Company expects its directors, officers and employees to carry out their responsibilities on behalf of the Company in accordance with such laws, rules and regulations and to refrain from illegal conduct.

The Company also complies with the regulations issued by the U.S. Department of Transportation ("DOT") and the Federal Motor Carrier Safety Administration, a division of the DOT. If the company does not comply with the transportation industry laws and regulations, it could be required to pay substantial fines and have its licenses revoked.

Of most particular importance, the Company, as a publicly-traded concern, follows the rules and regulations issued by the SEC and the NASDAQ Stock Market.

DISCLOSURES AND FINANCIAL INTEGRITY

In all matters relevant to customers, suppliers, government authorities, the public and others in the Company, all employees must make every effort to achieve complete, accurate, understandable and timely disclosures. Accurate and reliable records of many kinds are of critical importance to proper management decisions and the fulfillment of the Company's financial, legal, and reporting obligations. As a public company, the Company files reports and files other documents with the SEC. It is critical these reports be timely and accurate. Radiant Logistics maintains appropriate internal controls to prevent or detect fraud and ensures accounting/financial records and supporting data adequately describes transactions without omissions, concealment and falsification.

CONFIDENTIALITY

Directors, officers and employees should maintain the confidentiality of information entrusted to them by the Company and any other confidential information about the Company, its business, customers or suppliers, from whatever source, except when disclosure is authorized or legally mandated. For the purposes of this Code, "confidential information" includes all non-public information relating to the Company, its business, customers or suppliers.

FUNDS AND ASSETS

The Company's funds and all other assets are purposed for the Company only and not for personal benefit. This includes the personal use of the Company's assets such as computers. The Company imposes standards to prevent fraud, dishonesty, carelessness and waste.

CONFLICTS OF INTEREST

Employees must not use their position or knowledge gained as a result of their position for private or personal advantages or for improper benefits. No one should also engage in other duties, responsibilities or obligations that run counter to his or her duty to the Company.

Any employee involved in a conflict of interest or a transaction or relationship that reasonably could be expected to give rise to conflict, must report the matter promptly to the employee's management. Any officer or director in such situations must make reports to the Board of Directors or a designated Board committee.

GIFTS AND GRATUITIES

Other than for modest gifts given or received, Radiant Logistics does not accept or authorize exchanges that are not of the normal course of business. The hospitality offered or accepted should not jeopardize the integrity of any party involved.

HEALTH AND SAFETY

Radiant Logistics has a vital interest in maintaining a safe, healthful and productive work environment for all its employees and nothing is more important than the safety and security of its employees. In this regard, the Company requires and promotes a safe environment free of drugs and alcohol.

ENVIRONMENT

Radiant Logistics is committed to conducting its business in ways which minimize adverse impacts on the environment. The Company complies with federal and state environmental laws.

COMPETITIVE PRACTICES

Radiant Logistics complies with all applicable fair competition and antitrust laws as it actively competes with others in the air freight transportation business. These laws attempt to ensure businesses compete fairly and honestly and prohibit conduct seeking to reduce or restrain competition.

REPORTING OF ILLEGAL OR UNETHICAL BEHAVIOR

The Company is committed to operating according to the highest standards of business conduct and ethics and to maintaining a culture of ethical compliance. The directors and officers should promote an environment in which the Company: (a) encourages employees to talk to supervisors, managers and other appropriate personnel when in doubt about the best source of action in a particular situation or regarding compliance to this Code; (b) encourages employees to report violations of laws, rules and regulations to appropriate personnel; and (c) informs employees that the Company will not allow retaliation for reports made in good faith. Accordingly, the Company has set up an email address (ethics@radiant-logistics.com) where concerns of unethical or illegal behavior can be reported.

WAIVERS

There shall be no waiver of any part of the Code for employees without the review and approval of the CEO. In addition, there shall be no waiver for directors or executive officers except by a vote of the Board of Directors after disclosure of all material facts by the individual seeking the waiver.

CONCLUSION

Radiant Logistics' commitment to the highest ethical standards provides the strong foundation on which it can grow and prosper. This commitment is at the core of the values that make Radiant Logistics a successful company.

ACKNOWLEDGEMENT

Please sign below to indicate that you have read and understand the Code of Ethics and that you agree to act in accord. Please return the signed copy to HR. This page will be kept in your file.

Employee Name: _____

Employee Signature: _____

Date: _____

