



TRAC INTERMODAL LLC
WHISTLEBLOWER PROCEDURE AND INVESTIGATION
ADOPTED AUGUST 7, 2013

Purpose and Applicability of Policy

This policy sets out procedures with respect to complaints and concerns about the business and operations of TRAC Intermodal LLC (the “Company”). It is also adopted pursuant to Section 301 of the Sarbanes-Oxley Act of 2002 to address the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters and the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters (“covered matters”). This policy will be reviewed by the Audit Committee at least annually to assure continuing compliance with applicable law and listing standards.

Questions about this policy may be directed to any member of the Audit Committee or the Chief Legal Officer. Contact details for these persons are listed in Annex A.

Procedures for Addressing Complaints

Maintenance of Hotline System. The Company will maintain a “hotline” system for receiving complaints under the overall supervision of the Chief Legal Officer. The system will include a dedicated phone line with voice mail capability, a dedicated e-mail address, a dedicated fax line and a post office address. The Company may operate the hotline system or may retain an outside service provider to do so in accordance with written procedures that will be subject to prior review by the Audit Committee. The Company will refer to the hotline system on its intranet and on its website at www.tracintermodal.com.

Access to any component of the hotline system is strictly limited to specified authorized personnel listed in Annex A. The Chief Legal Officer will update the list as necessary.

The hotline system is expected to be the principal means through which complaints will be made, although the Company expects that concerns may also be raised directly with members of the Board of Directors and senior management. Any director or officer who receives a complaint directly should notify the Chief Legal Officer, and the complaint should be documented and addressed as provided in this policy.

Complaint Log. The Chief Legal Officer will supervise the maintenance of a log of all complaints received through the hotline system or otherwise. The log will record the file number of the complaint, the date it was received, its classification as described below, a brief summary of the complaint, action taken (including investigative and/or disciplinary action) and the status of the file as pending or closed.



Complaint Reports. Authorized personnel will review complaints received on the hotline system on a daily basis. Each complaint will be assigned a file number and will be entered into the complaint log. Each complaint will also be separately documented by a report substantially in the form attached as Annex B. This report will contain a complete description of the allegations.

Complaint Classification. Each complaint will be classified as described below for purposes of initial handling and follow-up:

- Priority I. Complaints alleging any immediate threat to the corporate security of the Company or any other emergency situation involving an immediate threat to the health or safety of an employee or involving any of the products or services offered by the Company.

Priority I complaints are considered to require urgent attention and will be notified to the Chief Legal Officer immediately. The Chief Legal Officer, may alert additional personnel. The Company will generally make an initial follow-up call to the complainant, if known, within two business days of receipt of the complaint.

- Priority II. Complaints alleging financial or accounting fraud, expropriation of corporate funds, theft or other financial impropriety, espionage or sabotage, violation of confidentiality, supplier or customer financial impropriety, significant deficiencies or material weaknesses in the Company's internal control structure (including its internal control over financial reporting) or any other significant issue related to auditing or accounting matters that may have a material effect on the Company's consolidated financial statements.

Priority II complaints involve matters affecting the Company's ongoing operations and will be notified promptly to the head of internal audit, the Chief Accounting Officer and the Chief Legal Officer. The Chief Legal Officer, may alert additional personnel, including the Chairman of the Audit Committee. The Company will generally make an initial follow-up call to the complainant, if known, within ten business days of receipt of the complaint.

- Priority III. Complaints alleging claims of sexual harassment, alcohol or drug use, discrimination and other workplace conduct concerns (including other violations of the Company's Code of Ethics) that are not within the purview of Priority I or Priority II complaints.

Priority III complaints involve human resource matters and will be notified to Head of Human Resources. The Company will generally make an initial follow-up call to the complainant, if known, within 20 days of receipt of the complaint.

- Priority IV. All other complaints. Priority IV complaints will be notified to appropriate personnel as determined by the Chief Legal Officer. The Company will generally make an initial follow-up call to the complainant, if known, within 30 days of receipt of the complaint.



Investigations

Initial Determinations. The Chief Legal Officer and the departmental personnel to whom complaints have been referred as described above will make initial determinations as to whether an investigation of a complaint is appropriate, based on preliminary inquiries (including follow-up calls with complainants, if known). Factors to be considered include (i) the nature of the claim; (ii) the level and title of the persons who may be involved or have knowledge of the relevant facts; (iii) the nature of the exposure, including the risk of reputational harm; and (iv) whether the facts involve a pattern of impropriety or suggest that recurrence of the problem is likely in the absence of special corrective action.

Coordination of External Resources by the Chief Legal Officer. The Chief Legal Officer has the authority to retain external advisors or other resources to assist in any investigation. In conducting any investigation, the Company will comply with all applicable law and internal Company policies, including with respect to document retention. Persons implicated by any complaint will be advised of their right to retain counsel prior to speaking with any investigator.

Corrective Action. The Chief Legal Officer will coordinate with relevant departmental personnel the implementation of any corrective or disciplinary action in connection with a complaint. Actions may include changes to the Company's controls or policies, self-reporting to regulatory authorities or employee disciplinary action.

Confidentiality and Anonymity

Each complaint will be treated as confidential, and the anonymity of the complainant, if requested, will be preserved, to the full extent reasonably possible in light of the Company's need to investigate the complaint, the requirements of applicable law and other Company policies.

Prohibition Against Retaliation

The Company will not discharge, threaten, suspend, reprimand, harass, discipline, withhold or suspend payment of salary and/or benefits, demote, transfer or otherwise take any disciplinary or retaliatory action related to the terms and conditions of employment against any employee, agent or Company representative who lawfully makes any complaint or who discloses or provides information or assistance in connection with any governmental proceeding or inquiry.

Audit Committee Oversight

The Audit Committee will have full access to the complaint log, complaint reports and related materials at all times.



On a quarterly basis, the Chief Legal Officer will report to the Audit Committee with respect to complaints received since the most recent status report. The status report will also be provided to the Chief Executive Officer and the Chief Financial Officer.

Annex A

Authorized Personnel

1. Keith Lovetro
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