

OLD DOMINION FREIGHT LINE CODE OF BUSINESS CONDUCT

COMPANY POLICY

It is the policy of Old Dominion Freight Line to conduct its business affairs to the highest business conduct and ethical standards possible. In general, business should be conducted in a manner that promotes and demonstrates principles of honesty, integrity, impartiality, compliance with regulatory guidelines and good corporate citizenship. Compliance with this policy is expected by all company employees and by the board of directors to help ensure Old Dominion Freight Line maintains an excellent reputation for business conduct among its business associates, competitors, customers and employees. Departure from the guidelines below could subject Old Dominion Freight Line and/or individual company employees or directors to costly litigation or damaging public news releases as well as disciplinary action or termination of the company employee or director involved directly or indirectly in the non-compliant guideline.

It is the responsibility of every company employee and director to comply with the guidelines listed below and to obtain additional clarification from executive management when necessary in order to maintain compliance with the company's code of business conduct policy. The guidelines below are not all inclusive, since no set of guidelines can cover all contingencies. Therefore, each company employee is responsible for sufficiently understanding the guidelines listed below as well as any additional guidelines not listed below that relate to their duties.

ANTITRUST AND OTHER APPLICABLE LAWS

Company employees and directors are expected to comply with all laws, including antitrust laws pertinent to the various jurisdictions that apply to the operations of Old Dominion Freight Line. It is the responsibility of each company employee to seek sufficient knowledge and understanding of all pertinent laws that may apply to their company duties in that all such laws can not be reasonably included on one document. Participation by company employees or directors with trade organizations and industry conference meetings is permitted; however, any additional participation with competitors should be discussed with executive management or legal counsel if compliance with antitrust laws could be negatively affected.

ENVIRONMENTAL AND SAFETY LAWS

All company activities are to be conducted in compliance with every applicable federal, state and local environmental and safety law. Failure to comply with any such law or to understand its relevance to Old Dominion Freight Line's activities could result in civil or criminal litigation against the company and/or individual employees or directors responsible for the violation.

EQUAL EMPLOYMENT OPPORTUNITY

All decisions, related to hiring and promoting company employees, must be based entirely on the qualifications of the applicant or company employee and the job description. Decisions based on race, color, sex, national origin, age, color, disability, veteran status or religion are prohibited.

SEXUAL HARASSMENT

Company employees are entitled to the right to work in a business atmosphere that promotes equal opportunities and prohibits any form of sexual harassment. Sexual harassment includes any unwelcome advances, requests for sexual favors and any other verbal, visual or physical conduct of a sexual nature that meets any of the following criteria:

- Submission to such conduct is made either explicitly or implicitly as a condition of employment
- Submission to such conduct is used a basis for employment decisions

- Such conduct is unreasonably interfering with an employee's work performance or creates an intimidating, hostile or offensive work environment

Company employees and directors are expected to conduct themselves at all times in a manner that prevents and avoids sexual harassment and report such conduct observed directly or indirectly to management.

INSIDER TRADING

Company employees and directors are prohibited from disclosing or utilizing nonpublic company information, which may benefit the company employee, family members or friends in the purchase of Old Dominion Freight Line securities. Nonpublic information is generally not available to the investing community or information that should not be made public until officially released by executive management through a formal press release. Furthermore, officers, directors and other insiders are prohibited from purchasing or selling company stock during blackout periods.

CONFIDENTIAL INFORMATION

Company employees and directors are prohibited from disclosing confidential or proprietary information outside the company, during or after employment, without prior authorization from executive management. Company employees should also not disclose confidential information to other company employees except on a need-to-know basis. Confidential information is defined as nonpublic information pertaining to but not limited to trade secrets, prices, projected earnings, future plans, customers and suppliers. Confidential information provided to Old Dominion Freight Line by its vendors, customers, agents and other business associates is also subject to the above disclosure guidelines.

CONFLICTS OF INTEREST AND GIFTS

Company employees and directors are prohibited from entering into a business transaction, which creates a conflict of interest or the appearance of a conflict of interest between the best interests of the company and the company employee's or director's personal self-interest. Although business entertainment is allowable, discretion must be used to avoid situations where an Old Dominion Freight Line employee may feel obligated to buy from or conduct business with a supplier or customer because of the entertainment provided or received. Members of a company employee's family are also prohibited from entering such business transactions. Listed below are examples of conflicts of interest, which are not all-inclusive, that are prohibited or should at least be reported to executive management for prior evaluation and possible approval:

- Obtaining financial or other beneficial favors from customers, suppliers or competitors
- Serving as an director, officer, employee or consultant to a competitor or company doing or seeking to do business with Old Dominion Freight Line unless approved by executive management
- Owning a significant and influential interest in a competitor or company doing or seeking to do business with Old Dominion Freight Line unless approved by executive management
- Participating in a sale, loan or other business transaction that directly benefits the company employee or director
- Accepting personal gifts, excessive hospitality or significant entertainment that are more than nominal in value from an outside company or representative doing or seeking to do business with Old Dominion Freight Line and that are not also available to other Old Dominion Freight Line employees or competitors
- Paying or receiving kickbacks, bribes or undisclosed commissions
- Using personal funds where the use of company funds are prohibited

COMPANY ASSETS, TRANSACTIONS AND FINANCIAL REPORTING

Company assets and their related transactions are prohibited from being converted, borrowed or manipulated in order to realize a personal gain or avoid reporting fairly and accurately such transactions. Personal loans or extensions of credit to directors or company officers are also prohibited. All transactions must be recorded in the company's books of accounts and records in a manner that avoids fictitious or inaccurate entries, adheres to the company's system of internal controls and ensures that financial statements reported to the investment community are complete, accurate and timely. Furthermore, no employee shall take any action to fraudulently influence, coerce, manipulate or mislead any auditor engaged in the audit of company financial statements.

POLITICAL CONTRIBUTIONS

Contributions of company assets or personal assets on behalf of Old Dominion Freight Line to political parties or candidates for public office are prohibited unless federal or local laws clearly authorize such contributions. Any such potential exceptions should be authorized by executive management prior to making the contribution.

INFORMATION SYSTEMS

Company employees and directors are prohibited from using Old Dominion Freight Line's information systems in a manner that would result in any violations of the preceding code of conduct policies. Other violations, including but not limited to intentionally disrupting operations, accessing unauthorized files, using the system for person gain and the unauthorized copying of proprietary software are also prohibited.