

May 3, 2011

AIRBORN
GLOBAL ANTI-BRIBERY / ANTI-CORRUPTION POLICY

Introduction

Through the diligent effort of its employees, past and present, the AirBorn family of companies (“AirBorn”) has developed over the past 50 years an enviable reputation for conducting its business in scrupulous compliance with the laws and regulations that govern our business and otherwise in accordance with the highest ethical standards. AirBorn’s reputation is one of AirBorn’s most valuable business assets. Its preservation depends upon the conduct of each AirBorn employee, officer and director as well as the conduct of all other persons acting or purporting to act on AirBorn’s behalf.

This Global Anti-Bribery / Anti-Corruption Policy (“Global ABAC Policy”) signifies AirBorn’s continuing commitment to complying with the laws and regulations prohibiting bribery and other related forms of corruption. It is not designed to serve and should not be relied upon as a substitute for good judgment and common sense. Before embarking upon any course of conduct or agreeing to any arrangement involving AirBorn, the conduct or arrangement should be subjected to a transparency litmus test – a test that asks whether the conduct or arrangement, if disclosed publicly, would or should embarrass those engaging in the conduct or agreeing to the arrangement.

Compliance with this Global ABAC Policy occasionally will require the sacrifice of an immediate business advantage or opportunity. In the long run, however, preserving AirBorn’s reputation for conducting its business with integrity will benefit AirBorn, our shareholders, our customers, other stakeholders and ourselves. No conduct or arrangement that would damage the enviable reputation that AirBorn currently enjoys will be tolerated.

Prohibited Conduct / Arrangements

(a) Commercial Bribery

Commercial bribery is subject to criminal and civil penalties in nearly all of the countries in which AirBorn does business, including the United States of America and the United Kingdom. The offering or making of any payment or provision of anything else of value to any individual employed by AirBorn’s customers, prospective customers or suppliers – or to a family member of such a person – is strictly prohibited. That is particularly so if the payment or other thing of value is intended to or may induce the individual involved to breach his or her duty to his or her employer – a current or prospective customer of or supplier to AirBorn.

The foregoing prohibition applies even if the payment or other thing of value is not expected to produce an immediate advantage for AirBorn. Even in locations in which, technically speaking, commercial bribery is not illegal, it is absolutely prohibited by AirBorn

policy. In all instances and locations, AirBorn's competition for business and relationships with suppliers must be in accordance with the highest ethical standards.

The receipt of any payment or other thing of value by any employee, officer or director of AirBorn – or a family member of such a person – from a current or prospective customer of or supplier to AirBorn also is prohibited. That is so even if the recipient of the payment or other thing of value has convinced himself or herself that the quid pro quo that is expected from AirBorn for the payment or other thing of value will not disadvantage AirBorn.

The foregoing prohibitions are not intended to prohibit reasonable entertainment by AirBorn employees, officers or directors of individuals employed by or associated with current or prospective customers of or suppliers to AirBorn. Neither are they intended to prohibit reasonable entertainment of AirBorn employees, officers or directors by those representing current or prospective business partners of AirBorn. To avoid being deemed to have offered, made or received a commercial bribe, however, such entertainment must be reasonable. It also should not go beyond what is customary in the particular country.

(b) Improper Payments to Government Officials

No AirBorn employee, officer or director or other person acting or purporting to act on AirBorn's behalf may offer or give – directly or indirectly – money or anything else of value to any government official to obtain or retain business or to obtain or retain any other improper advantage. The foregoing prohibition includes lavish entertainment as well as any other favor extended to a relative of a government official that seeks to influence, or may be viewed as seeking to influence, the performance or actions of any government official. It includes inappropriate gifts (see subsection (c) below), hospitality (see subsection (d) below), travel support (see subsection (e) below), political contributions (see subsection (f) below) and donations to charitable or other organizations (see subsection (g) below).

The laws and regulations governing AirBorn's business activities – including the US Foreign Corrupt Practices Act and comparable measures in other countries – classify a wide range of individuals as “government officials.” As used in this Global ABAC Policy, the term “government official” includes the following:

- officers and employees of any national, regional, local or other governmental entity, including employees of government-owned companies and institutions, as well as elected officials;
- any private person acting temporarily in an official capacity for or on behalf of any governmental entity (such as a consultant retained by a government agency);
- officers and employees of companies in which a government owns an interest;
- candidates for political office at any level;
- political parties and their officials; and

- officers, employees and other official representatives of public (quasi-governmental) entities such as the World Bank, United Nations and International Monetary Fund.

(c) Gifts

A gift will be deemed to have been given whenever an item is transferred to a third party for less than the item's fair market value. All gifts having more than nominal value (generally, more than USD 25 or a comparable amount determined locally) must be documented to reflect the recipient's name, organization, position and the nature of the gift. The reason the particular gift was given also should be reflected in AirBorn's books and records or in some other written document.

In some countries, the giving of a gift to a government official is completely prohibited. In other countries, such gifts are customary at various times of the year (*e.g.*, the first day of the New Year). Before any gift is given to a government official, the local laws and regulations, and the prevailing local customs, should be reviewed to make sure that the gift would not be deemed to be an illegal bribe. The same process should be followed in the case of gifts given to current and prospective business partners of AirBorn.

(d) Hospitality

The forms of hospitality covered by this Global ABAC Policy include meals, drinks, accommodation and other comparable forms of entertainment or hospitality. As with gifts, all hospitality having more than nominal value (*e.g.*, generally, more than USD 25 or a comparable amount determined locally) that is offered to a government official or to a current or prospective business partner must be documented to reflect the recipient's name, organization, position and the nature of the hospitality. The reason the particular hospitality was provided also should be reflected in AirBorn's books and records or in some other written document.

Before any hospitality is offered to a government official, the local laws and regulations, and the prevailing local customs, should be reviewed to make sure that the hospitality would not be deemed to be an illegal bribe. The same process should be followed in the case of gifts given to current and prospective business partners of AirBorn.

(e) Travel Support

All travel expenses paid or reimbursed by AirBorn to permit a government official to visit AirBorn facilities, attend meetings or for other business purposes must be approved in writing in advance by the Chief Compliance Officer of the particular AirBorn company. Payments for travel expenses must be made directly to the hotel, airline or other service provider whenever possible. If direct payment is not possible, travel expenses may be reimbursed – but only after AirBorn has obtained appropriate receipts or equivalent documentation.

Tickets that can be converted into cash, in whole or in part, must not be given without prior clearance by the Chief Compliance Officer of the particular AirBorn company. Under no circumstances may cash be given to a government official with the understanding that he or she will arrange his or her own travel. No stopover can be permitted that is not directly

connected to the legitimate business purpose(s) of the travel unless the stopover is at the expense of the government official or his or her employer and results in no additional cost to AirBorn.

Air travel for any government official covered by AirBorn must be in economy or business class unless local laws and regulations specifically authorize first-class air travel. AirBorn should not pay for any travel expenses incurred by the spouse / partner / family members of a government official. Neither should AirBorn pay for any local excursions made by the government official or his or her spouse / partner / family members. Finally, AirBorn should not cover any expenses incurred by the government official in the event the government official decides to prolong his or her stay beyond the time required to complete the business justifying the trip.

(f) Political Contributions

No AirBorn employee, officer or director may use or consent to the use of any AirBorn funds, resources or facilities to support – directly or indirectly – a governmental entity, political party, other political organization or candidate for public office unless the support that is given is clearly permitted by local laws and regulations. Payments may not be made to lobbying firms, charities, contractors or other third parties as a way of circumventing any direct restrictions that apply.

The foregoing prohibitions are not intended to restrict the right of individual AirBorn employees, officers and directors to make political contributions using personal funds or otherwise to participate in political activities on their own time. Neither are they intended to prohibit the creation of a political action committee (often referred to as a “PAC”) for AirBorn employees, officers and/or directors so long as membership in the committee is voluntary and the committee otherwise has been organized and conducts itself in compliance with local laws and regulations.

(g) Charitable Contributions

A charitable contribution must not be a disguised way of conferring a personal benefit on any government official. If any person has promised or implied the possibility of a benefit or communicated any threat in connection with a contribution request made by or on behalf of a government official, the request must be denied.

(h) Agents and Other Representatives

No agent or other representation should be permitted to do anything on AirBorn’s behalf that is prohibited by this Global ABAC Policy. To ensure compliance by AirBorn agents and other representatives, care should be taken to make sure that all AirBorn agents and other representatives are made aware of and agree to comply with the provisions of this Global ABAC Policy.

No person or entity may act on behalf of or otherwise represent AirBorn in any country except pursuant to a written agreement containing provisions approved by the AirBorn Legal Department to address bribery and other forms of corruption. The written agreement may be in the form of a power of attorney in countries where representative functions tend to be or must be performed pursuant to a power of attorney. Due diligence

must be performed on proposed agents and other representatives in accordance with procedures approved by the Chief Compliance Officer for the AirBorn company proposing to retain the agent or other representative.

(i) Accounting Considerations

The US Foreign Corrupt Practices Act, like comparable statutes in many other countries, including the United Kingdom, require that a company's books and records reflect "accurately" and "in reasonable detail" any payments that are made by a company. Any failure by a company such as AirBorn to specify in its books and records the amount of any payment – including, in particular, a payment to a foreign government official – as well as the purpose for which the payment was made constitutes a separate violation of the applicable law.

(j) Money Laundering

This Global ABAC Policy forbids AirBorn's entry into any arrangement that would facilitate money laundering by any person or entity. Money laundering consists of an effort by individuals or organizations to hide the proceeds of their crimes.

The money laundering statutes and regulations that have been adopted by many countries, including the United States of America and the United Kingdom, require any suspicion of money laundering to be reported promptly to designated government officials. Failing to comply with the applicable reporting requirements, like facilitating money laundering, can result in the imposition of severe criminal and civil penalties on both the individuals and entities involved.

Implementing Procedures

Any questions concerning the policies summarized in this Global ABAC Policy should be referred, in the first instance, to the Chief Compliance Officer of the AirBorn company involved and/or to the General Counsel of AirBorn Inc. Every AirBorn employee, officer, director and others acting or purporting to act on behalf of AirBorn must be prepared to do whatever he or she needs to do to understand the legal requirements that apply to their job responsibilities – bearing in mind that, in some instances, local laws and regulations may impose obligations going beyond those summarized in this Global ABAC Policy.

Senior managers of the various AirBorn companies have the additional responsibility of serving as role models by visibly demonstrating their commitment to the requirements of this Global ABAC Policy. That includes ensuring that all AirBorn employees receive guidance and training on such requirements that are appropriate in view of their job responsibilities. Senior managers also will be expected to create an environment within their respective companies that encourages open discussion of ethical concerns.

Retaliation against those raising ethical concerns shall not be tolerated in any AirBorn company. So long as such concerns are raised in good faith, the raising of such concerns should be encouraged rather than discouraged. Any inappropriate retaliation against those raising ethical concerns in good faith shall itself be grounds for disciplinary action focusing on those who are responsible for the retaliation.

Any violation of the requirements summarized in this Global ABAC Policy – in addition to exposing those involved to legal action by government enforcement officials, including possible criminal penalties – also may be punished via disciplinary proceedings, up to and including dismissal for cause. The criminal penalties that can be imposed by government enforcement officials can include both imprisonment and substantial fines. Violation of the requirements summarized in this Global ABAC Policy by agents and others acting or purporting to act on behalf of AirBorn may require the immediate termination of the agency / representative relationship.

Concluding Observations

This Global ABAC Policy focuses on the anti-bribery / anti-corruption requirements governing AirBorn’s business activities. This policy document does not by any means seek to summarize or cover other legal obligations that AirBorn and its employees, officers and directors have in the many countries in which AirBorn is doing business. A copy of other policy documents that have been developed addressing other legal issues pertinent to AirBorn’s business activities can be obtained from the Chief Compliance Officer of each AirBorn company.

Acknowledgement:

Printed Name _____

Signature _____

Date _____