

U.S. XPRESS ENTERPRISES, INC.

Employee Stock Purchase Plan

Welcome to the U.S. Xpress team. We would like to extend to you, as an Arnold Transportation Services employee, the opportunity to invest in our future by participating in the U.S. Xpress Enterprises Employee Stock Purchase Plan. In order to participate, you must meet the following eligibility requirements:

- You must have at least one year of continuous employment with Arnold Transportation Services;
- You must be employed in a position that typically requires you to work at least 20 hours per week; and
- Your enrollment form must be received by **Carol Anderson at Arnold Transportation, Services 451 Freight Street, Camp Hill, PA 17011 no later than June 26, 2006** for participation in the Plan on July 1, 2006.

If you are not yet eligible, don't worry! Open enrollment occurs two times per year. You may begin participating on January 1 or July 1 following the date on which you have met the eligibility requirements.

Enrolling is easy! Eligible employees who wish to enroll in the Plan must complete the attached enrollment form and submit the completed form no later than June 26, 2006 for the July 1 enrollment period. The following conditions will apply to all stock purchases under this Plan:

- All purchases through this Plan must be made through payroll deductions. The minimum payroll deduction is \$20.00 per month. The maximum deduction is 10% of your gross pay.
- You cannot change the amount of your payroll deduction until the next open enrollment period. However, you can stop all contributions to the Plan at any time by completing a withdrawal form and forwarding it to Carol Anderson in the Arnold Transportation Services Payroll Department.
- After the close of each six-month period, the money you contributed to the Plan will be used to purchase whole shares of U.S. Xpress stock in your name. The price paid to buy the stock will be the lower of 85% of the closing market price on the first trading day of the six-month period, or 85% of the closing market price on the last trading day of the six-month period. That means that you will receive at least a 15% discount from the market price of the stock when you purchase U.S. Xpress stock through this Plan.
- You cannot purchase more than 1,250 shares of stock in any six-month period or purchase stock having a fair market value of more than \$25,000 per calendar year (as measured as of the first trading day of the period in which shares are purchased).
- You will, however, be able to sell any shares of the common stock acquired under this Plan one year after the exercise date.

To enroll in the Employee Stock Purchase Plan, complete the enclosed enrollment form and return the completed form **on or before June 26th** to **Carol Anderson in the Payroll Department at Arnold Transportation Services, 451 Freight Street, Camp Hill, PA 17011.**