

HUB GROUP INC  
Form DEF 14A  
April 02, 2008

SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a) of the Securities Exchange Act of 1934  
Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material under Section 240.14a-12

HUB GROUP, INC.  
(Name of Registrant as Specified in its Charter)

(Name of Person(s) Filing Proxy Statement if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

No fee required

Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

1) Title of each class of securities to which transaction applies:

2) Aggregate number of securities to which transaction applies:

3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (Set forth the amount on which the filing fee is calculated and state how it is determined):

4) Proposed maximum aggregate value of transaction:

5) Total fee paid:

Fee paid previously with preliminary materials

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

1) Amount Previously Paid:

2) Form, Schedule or Registration Statement No.:

3) Filing Party:

4) Date Filed:

April 2, 2008

Dear Stockholder:

You are cordially invited to attend the 2008 Annual Meeting of Stockholders of Hub Group, Inc. This meeting will be held at The Hyatt Lodge on the McDonald's campus at 2715 Jorie Boulevard, Oak Brook, Illinois at 10:00 a.m. Chicago time on Wednesday, May 14, 2008.

The attached Notice of 2008 Annual Meeting of Stockholders and Proxy Statement describe the matters to be acted upon. The Annual Report to Stockholders on Form 10-K is also enclosed.

We hope you will be able to attend the meeting. However, even if you anticipate attending in person, we urge you to mark, sign, date, and return the enclosed proxy card to ensure that your shares will be represented. If you attend, you will, of course, be entitled to vote in person.

Sincerely,

PHILLIP C. YEAGER  
Chairman

HUB GROUP, INC.

NOTICE OF 2008 ANNUAL MEETING OF STOCKHOLDERS

To the Stockholders of Hub Group, Inc.:

The Annual Meeting of Stockholders of Hub Group, Inc., a Delaware corporation (the "Company"), will be held at The Hyatt Lodge on the McDonald's campus at 2715 Jorie Boulevard, Oak Brook, Illinois on Wednesday, May 14, 2008, at 10:00 a.m., Chicago time, for the following purposes:

- (1) To elect six directors of the Company to hold office until the next annual meeting of stockholders; and
- (2) To transact such other business as may properly be presented at the Annual Meeting or any adjournment thereof.

A proxy statement with respect to the Annual Meeting accompanies and forms a part of this Notice. The Company's Annual Report to Stockholders on Form 10-K also accompanies this Notice.

The Board of Directors has fixed the close of business on March 19, 2008, as the record date for determining stockholders entitled to notice of, and to vote at, the Annual Meeting.

By order of the Board of Directors,

DAVID C. ZEILSTRA  
Vice President, Secretary and General Counsel

Downers Grove, Illinois  
April 2, 2008

YOUR VOTE IS IMPORTANT

PLEASE MARK, SIGN AND DATE THE ENCLOSED PROXY AND  
RETURN IT PROMPTLY IN THE ENCLOSED ENVELOPE WHETHER  
OR NOT YOU EXPECT TO ATTEND THE ANNUAL MEETING.

Important Notice Regarding the Availability of  
Proxy Materials for the Stockholders Meeting to be  
Held on May 14, 2008

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The Proxy Statement and Annual Report to Stockholders are  
Available at [www.hubgroup.com/proxy.html](http://www.hubgroup.com/proxy.html)

HUB GROUP, INC.  
3050 HIGHLAND PARKWAY, SUITE 100  
DOWNERS GROVE, ILLINOIS 60515

### PROXY STATEMENT

This Proxy Statement is furnished in connection with the solicitation by the Board of Directors of Hub Group, Inc., a Delaware corporation (“Hub Group” or the “Company”), of proxies for use at the 2008 Annual Meeting of Stockholders of the Company to be held on Wednesday, May 14, 2008, and any adjournment thereof (the “Annual Meeting”). This Proxy Statement and accompanying form of proxy are first being sent to stockholders on or about April 2, 2008.

The Company’s Class A common stock, \$.01 par value (the “Class A Common Stock”), and the Class B common stock, \$.01 par value (the “Class B Common Stock,” together with the Class A Common Stock, the “Common Stock”), are the only issued and outstanding classes of stock. Only stockholders of record at the close of business on March 19, 2008 (the “Record Date”), are entitled to notice of and to vote at the Annual Meeting. As of the Record Date, the Company had 36,966,606 shares of Class A Common Stock (each a “Class A Share”) and 662,296 shares of Class B Common Stock (each a “Class B Share,” and collectively with the Class A Shares, the “Shares”) outstanding and entitled to vote.

### VOTING RIGHTS AND PROCEDURES

Shares represented by an effective proxy given by a stockholder will be voted as directed by the stockholder. If a properly signed proxy form is returned to the Company and one or more proposals are not marked, it will be voted in accordance with the recommendation of the Board of Directors on all such proposals. A stockholder giving a proxy may revoke it at any time prior to the voting of the proxy by giving written notice to the Secretary of the Company, by executing a later dated proxy or by attending the Annual Meeting and voting in person. If your shares are held in a bank or brokerage account, you will receive proxy materials from your bank or broker, which will include a voting instruction form. If you would like to attend the Annual Meeting and vote these shares in person, you must obtain a proxy from your bank or broker. You must request this form from your bank or broker; they will not automatically supply one to you.

Each Class A Share is entitled to one (1) vote and each Class B Share is entitled to approximately eighty (80) votes. The holders of Shares having a majority of the votes that could be cast by the holders of all Shares, present in person or represented by proxy, will constitute a quorum at the Annual Meeting. Abstentions will be treated as Shares that are present and entitled to vote for purposes of determining the presence of a quorum. If a broker indicates on the proxy that it does not have discretionary authority as to certain Shares to vote on a particular matter, those Shares will be considered as present and entitled to vote for purposes of determining the presence of a quorum. As of March 19, 2008, the Yeager family members own all 662,296 shares of Class B Common Stock and 1,001,821 shares of Class A Common Stock. Consequently, the Yeager family controls approximately 60% of the voting power of the Company on all matters presented for stockholder action. The Yeager family members are parties to a stockholders’ agreement, pursuant to which they have agreed to vote all of their shares of Class B Common Stock in accordance with the vote of the holders of a majority of such shares. Election inspectors appointed for the meeting will tabulate votes cast by proxy or in person at the Annual Meeting and such election inspectors will determine whether or not a quorum is present.

The Board of Directors knows of no matters to be presented at the Annual Meeting other than those set forth in the Notice of 2008 Annual Meeting of Stockholders enclosed herewith. However, if any other matters do come before the meeting, it is intended that the holders of the proxies will vote thereon in their discretion. Any such other matter will require for its approval the affirmative vote of the holders of Shares having a majority of the votes present in person or represented by proxy at the Annual Meeting, provided a quorum is present, or such greater vote as may be required under the Company’s Certificate of Incorporation, the Company’s By-laws or applicable law. A list of stockholders as

of the record date will be available for inspection at the Annual Meeting and for a period of ten days prior to the Annual Meeting at the Company's offices in Downers Grove.

ELECTION OF DIRECTORS

The number of directors of the Company, as determined by the Board of Directors under Article III of the Company’s By-laws, is currently six. Each director holds office until his or her successor is elected and qualified or until his or her earlier death, resignation, retirement, disqualification or removal.

The nominees for whom the enclosed proxy is intended to be voted are set forth below. Each nominee for election as director currently serves as a director of the Company. It is not contemplated that any of these nominees will be unavailable for election, but if such a situation should arise, the proxy will be voted in accordance with the best judgment of the proxyholder for such person or persons as may be designated by the Board of Directors unless the stockholder has directed otherwise.

Directors are elected by a plurality of the votes cast at the Annual Meeting, provided a quorum is present. Abstentions, withholding of authority to vote in the election, or broker non-votes will not affect the outcome of the election. Stockholders are not allowed to cumulate their votes in the election of directors.

Nominees for Election as Directors

| Name              | Business Experience During the Past Five Years<br>Age | and Other Information   |
|-------------------|---|---|
| Phillip C. Yeager | 80  | Phillip C. Yeager has been Chairman of the Board since October 1985. From April 1971 to October 1985, Mr. Yeager served as President of Hub City Terminals, Inc. (“Hub Chicago”). Mr. Yeager became involved in intermodal transportation in 1959, five years after the introduction of intermodal transportation in the United States, as an employee of the Pennsylvania and Pennsylvania Central Railroads. He spent 19 years with the Pennsylvania and Pennsylvania Central Railroads, 12 of which involved intermodal transportation. In 1991, the Intermodal Transportation Association named Mr. Yeager the Man of the Year. In 1995, he received the Salzburg Practitioners Award from Syracuse University. In October 1996, Mr. Yeager was inducted into the Chicago Area Entrepreneurship Hall of Fame sponsored by the University of Illinois at Chicago. In March 1997, he received the Presidential Medal from Dowling College for his achievements in transportation services. In September 1998 he received the Silver Kingpin award from the Intermodal Association of North America and in February 1999 the New York Traffic Club named him Transportation Person of the Year. In June 2006, Mr. Yeager was awarded an honorary Doctor of Public Service degree from the University of Denver in recognition of his achievements in the intermodal industry. In December 2006, the Containerization and Intermodal Institute presented Mr. Yeager with their 2006 Connie Award in recognition of his contributions to the industry. Mr. Yeager graduated from the University of Cincinnati in 1951 with a Bachelor of Arts degree in Economics. Mr. Yeager is the father of David P. Yeager and Mark A. Yeager. |
| David P. Yeager   | 55  | David P. Yeager has served as the Company’s Vice Chairman of the Board since January 1992 and as Chief Executive Officer of the Company since March 1995. From October 1985 through December 1991, Mr. Yeager was President of Hub Chicago. From 1983 to October 1985, he served as Vice President, Marketing of Hub Chicago. Mr. Yeager founded the St. Louis Hub in 1980 and served as its President from 1980 to 1983. Mr. Yeager founded the Pittsburgh Hub in 1975 and served as its President from 1975 to 1977. Mr. Yeager received a Masters in Business Administration degree from the University of Chicago in 1987 and a Bachelor of Arts degree from the University of Dayton in 1975. Mr. Yeager is the son of Phillip C. Yeager and the brother of Mark A. Yeager.  |



Mark 43 Mark A. Yeager has been the Company's President since January 2005 and has been the Chief  
A. Operating Officer and a director since May 2004. From July 1999 through December 2004,  
Yeager Mr. Yeager was President-Field Operations. From November 1997 through June 1999 Mr.  
Yeager was Division President, Secretary and General Counsel. From March 1995 to  
November 1997, Mr. Yeager was Vice President, Secretary and General Counsel. From May  
1992 to March 1995, Mr. Yeager served as the Company's Vice President-Quality. Prior to  
joining the Company in 1992, Mr. Yeager was an associate at the law firm of Grippo & Elden  
from January 1991 through May 1992 and an associate at the law firm of Sidley & Austin  
from May 1989 through January 1991. Mr. Yeager received a Juris Doctor degree from  
Georgetown University in 1989 and a Bachelor of Arts degree from Indiana University in  
1986. Mr. Yeager is the son of Phillip C. Yeager and the brother of David P. Yeager.

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- Gary 71 Gary D. Eppen has served as a director of the Company since February 1996. Currently  
D. retired, Mr. Eppen is formerly the Ralph and Dorothy Keller Distinguished Service Professor  
Eppen of Operations Management and Deputy Dean for part-time programs in the Graduate School  
of Business at The University of Chicago. He received a Ph.D. in Operations Research from  
Cornell University in 1964, a Master of Science in Industrial Engineering from the University  
of Minnesota in 1960, a Bachelor of Science from the University of Minnesota in 1959 and an  
Associate in Arts degree in Pre-Engineering from Austin Junior College in 1956.
- Charles 69 Charles R. Reaves has served as a director of the Company since February 1996. Since 1994,  
R. Mr. Reaves has been President and Chief Executive Officer of Reaves Enterprises, Inc., a real  
Reaves estate development company. From April 1962 until November 1994, Mr. Reaves worked for  
Sears Roebuck & Company in various positions, most recently as President and Chief  
Executive Officer of Sears Logistics Services, Inc., a transportation, distribution and home  
delivery subsidiary of Sears Roebuck & Company. Mr. Reaves received a Bachelor of  
Science degree in Business Administration from Arkansas State University in 1961.
- Martin53 Martin P. Slark has served as a director of the Company since February 1996. Since 1976, Mr.  
P. Slark has been employed by Molex Incorporated (“Molex”), a publicly traded manufacturer of  
Slark electronic, electrical and fiber optic interconnection products and systems. Having worked for  
Molex in Europe, the United States and Asia, Mr. Slark is presently a Director and Vice  
Chairman and Chief Executive Officer of Molex. Mr. Slark is a companion of the British  
Institute of Management and received a Masters in Business Administration degree from the  
University of East London in 1993 and a Post-Graduate Diploma in Management Studies from  
Portsmouth University in 1981.

The Board of Directors recommends that the stockholders vote FOR the election of each nominee for director named above.

MEETINGS AND COMMITTEES OF THE BOARD

The Board of Directors has an Audit Committee, a Compensation Committee and a Nominating and Governance Committee. During the fiscal year ended December 31, 2007, the full Board of Directors met five times, the Audit Committee met nine times, the Compensation Committee met four times and the Nominating and Governance Committee met once. During 2007, all directors, except Mr. Phillip C. Yeager, attended at least 75% of the meetings of the Board of Directors and the committees thereof on which they served. The Company encourages each member of the Board of Directors to attend each annual meeting of stockholders. All directors, except Mr. Phillip C. Yeager, attended the Company's 2007 annual meeting of stockholders held on May 7, 2007.

#### Audit Committee

The duties of the Audit Committee are to oversee the Company's internal control structure, review the Company's financial statements and other financial information to be included in the Company's 10-K and annual report to stockholders, select the independent auditors for the Company and its subsidiaries and review the Company's annual audit plan. The members of the Audit Committee are Messrs. Eppen, Reaves and Slark. The Audit Committee has a written charter which is available on the Company's website at [www.hubgroup.com](http://www.hubgroup.com). The Committee annually reviews and assesses the adequacy of the Charter.

The Board of Directors has determined that Messrs. Eppen, Reaves and Slark are "independent" in accordance with the applicable corporate governance listing standards of the Nasdaq Stock Market. The Board of Directors has determined that the Audit Committee does not have an "audit committee financial expert" as that term is defined in the Securities and Exchange Commission regulations. However, the Board of Directors has determined that all of the members of the Audit Committee are able to read and understand fundamental financial statements within the meaning of the Nasdaq Audit Committee requirements and that at least one of its members has the financial sophistication required by Nasdaq. The Board of Directors has determined that by satisfying the requirements of the Nasdaq listing standards with a member of the Audit Committee that has the requisite "financial sophistication" qualifications, the Audit Committee has the financial expertise necessary to fulfill the duties and the obligations of the Audit Committee. The Board of Directors has concluded that the appointment of an "audit committee financial expert" is not necessary at this time.

#### Compensation Committee

The Compensation Committee is responsible for providing assistance to the Board in the discharge of its responsibilities relating to compensation and development of the Company's Chief Executive Officer and other executive officers. In addition, the Compensation Committee reviews, adopts, terminates, amends or recommends to the Board the adoption, termination or amendment of equity-based employee plans, incentive compensation plans and employee benefit plans, as further described in the Compensation Committee Charter. The Compensation Committee may use a compensation consultant to assist in the evaluation of Chief Executive Officer or executive officer compensation. The Compensation Committee has the sole authority to retain and terminate any compensation consultant and to approve the consultant's fees and other retention terms. The members of the Compensation Committee are Messrs. Eppen, Reaves and Slark. The Compensation Committee has a written charter which is available on the Company's website at [www.hubgroup.com](http://www.hubgroup.com). The Committee annually reviews and assesses the adequacy of the Charter.

#### Nominating and Governance Committee

The duties of the Nominating and Governance Committee are to identify individuals qualified to become Board members and nominate the director nominees for the next annual meeting of stockholders, assist the Board with succession planning and develop and recommend to the Board the corporate governance guidelines applicable to the Company. The members of the Nominating and Governance Committee are Messrs. Eppen, Reaves and Slark. The

Nominating and Governance Committee has a written charter which is available on the Company's website at [www.hubgroup.com](http://www.hubgroup.com). The Committee annually reviews and assesses the adequacy of the Charter.

#### Nominations of Directors

Directors may be nominated by the Board of Directors or by stockholders in accordance with the Bylaws of the Company. As a matter of course, the Nominating and Governance Committee will review the qualifications of various persons to determine whether they might make good candidates for consideration for membership on the Board of Directors. The Nominating and Governance Committee will review all proposed nominees for the Board of Directors, including those proposed by stockholders, in accordance with the mandate contained in its charter. This will include a review of the person's judgment, experience, independence, understanding of the Company's business or other related industries and such other factors as the Nominating and Governance Committee determines are relevant in light of the needs of the Board of Directors and the Company. The Nominating and Governance Committee will select qualified candidates and review its recommendations with the Board of Directors, which will decide whether to invite the candidate to be a nominee for election to the Board of Directors.

The Company has not paid a fee to any third party to identify or assist in identifying or evaluating potential nominees. Each nominee for election as a director is standing for reelection.

For a stockholder to submit a candidate for consideration by the Nominating and Governance Committee, a stockholder must notify the Company's Secretary. In addition, the Bylaws permit stockholders to nominate directors at a stockholder meeting. If a stockholder desires to nominate persons for election as directors at the next Annual Meeting of Stockholders, written notice of such stockholder's intent to make such a nomination must be given and received by the Secretary of the Company at 3050 Highland Parkway, Suite 100, Downers Grove, IL 60515, either by personal delivery or by United States mail within the time period set forth below under "Stockholder Proposals." Each notice must describe the nomination in sufficient detail for the nomination to be summarized on the agenda for the meeting and must set forth: (i) the name and address, as it appears on the books of the Company, of the stockholder making the nomination, (ii) a representation that the stockholder is a holder of record of stock in the Company entitled to vote at the annual meeting of stockholders and intends to appear in person or by proxy at the meeting to present the nomination, (iii) a statement of the class and number of shares beneficially owned by the stockholder, (iv) the name and address of any person to be nominated, (v) a description of all arrangements or understandings between the stockholder and each nominee and any other person or persons (naming such person or persons) pursuant to which the nomination or nominations are to be made by the stockholder, (vi) such other information regarding such nominee proposed by such stockholder as would be required to be included in a proxy statement filed pursuant to the proxy rules of the Securities and Exchange Commission (the "Commission"), and (vii) the consent of such nominee to serve as a director of the Company if elected. The presiding officer of the annual meeting of stockholders will, if the facts warrant, refuse to acknowledge a nomination not made in compliance with the foregoing procedure, and any such nomination not properly brought before the meeting will not be considered.

#### Controlled Company

The Board of Directors has determined that the Company is a "controlled company" as that term is defined by Nasdaq since the Yeager family, pursuant to their ownership of all Class B Common Stock, control 59% of the voting power of the Company as of March 19, 2008. Pursuant to the Yeager Family Stockholder Agreement, the Yeager family members have agreed to vote all of their shares of Class B Common Stock in accordance with the vote of the holders of a majority of such shares.

#### Code of Ethics

The Company has adopted a Code of Business Conduct and Ethics that applies to all employees. The Company's Code of Business Conduct and Ethics may be found on the Company's website, [www.hubgroup.com](http://www.hubgroup.com).

#### Communicating with the Board

Stockholders may communicate directly with the Board of Directors. All communications should be directed to the Company's Secretary at the address set forth above and should prominently indicate on the outside of the envelope that it is intended for the Board of Directors or for non-management directors. Each communication intended for the Board of Directors and received by the Secretary which is not otherwise commercial in nature will be forwarded to the specified party following its clearance through normal security procedures.

#### Review of Related Party Transactions

The Company does not employ specific procedures for the review, approval or ratification of related party transactions involving directors, nominees for directors, executive officers and their immediate family members, but considers such transactions on a case-by-case basis as they arise.



## OWNERSHIP OF THE CAPITAL STOCK OF THE COMPANY

The following table sets forth information with respect to the number of shares of Class A Common Stock and Class B Common Stock beneficially owned by (i) each director of the Company, (ii) the current executive officers of the Company named in the table under "Compensation of Directors and Executive Officers--Summary Compensation Table," (iii) all directors and executive officers of the Company as a group, and (iv) based on information available to the Company and a review of statements filed with the Commission pursuant to Section 13(d) and 13(g) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), each person that owns beneficially (directly or together with affiliates) more than 5% of the Class A Common Stock or Class B Common Stock, in each case as of February 29, 2008, except as otherwise noted. The Company believes that each individual or entity named has sole investment and voting power with respect to shares of the Class A Common Stock or Class B Common Stock indicated as beneficially owned by them, except as otherwise noted.

| Name   | Number (1) | Class A   | Class B | Percentage(2) |
|--|------------|-----------|---------|---------------|
| Phillip C. Yeager (3)(4)(5)                              |            | 281,439   | 662,296 | 2.5%          |
| David P. Yeager (3)(6)                                   |            | 289,108   | 662,296 | 2.5%          |
| Mark A. Yeager (3)(7)                                    |            | 519,274   | 662,296 | 3.1%          |
| Terri A. Pizzuto (8)                                     |            | 73,880    | --      | *             |
| David L. Marsh (9)                                       |            | 62,798    | --      | *             |
| Donald G. Maltby (10)                                    |            | 47,416    | --      | *             |
| Gary D. Eppen (11)                                       |            | 45,838    | --      | *             |
| Charles R. Reaves (12)                                   |            | 150,626   | --      | *             |
| Martin P. Slark (13)                                     |            | 61,659    | --      | *             |
| All directors and executive officers (15 people)<br>(14) |            | 1,871,867 | 662,296 | 6.7%          |
| Debra A. Jensen (3)(15)                                  |            | --        | 662,296 | 1.8%          |
| Wellington Management Company, LLP<br>(16).....          |            | 4,179,757 | --      | 11.1%         |
| T. Rowe Price Associates, Inc.<br>(17).....              |            | 3,412,100 | --      | 9.1%          |
| Neuberger Berman (18).....                               |            | 2,706,995 | --      | 7.2%          |
| Barclays (19).....                                       |            | 2,136,264 | --      | 5.7%          |
| FMR LLC (20).....  |            | 2,094,031 | --      | 5.6%          |
| Friess Associates LLC (21)                               |            | 1,902,722 | --      | 5.1%          |

\* Represents less than 1% of the outstanding shares of Common Stock.

(1) Calculated pursuant to Rule 13d-3(d) under the Exchange Act. Under Rule 13d-3(d), shares not outstanding which are subject to options, warrants, rights, or conversion privileges exercisable within 60 days are deemed outstanding for the purpose of calculating the number and percentage owned by such person, but not deemed outstanding for the purpose of calculating the percentage owned by each other person listed.

(2) Represents percentage of total number of outstanding shares of Class A Common Stock and Class B Common Stock.

(3) The Yeager family members are parties to a stockholders' agreement (the "Yeager Family Stockholder Agreement"), pursuant to which they have agreed to vote all of their shares of Class B Common Stock in accordance with the vote of the holders of a majority of such shares. Except as provided in footnotes 6 and 7, each of the Yeager family members disclaims beneficial ownership of the shares of Class B Common Stock held by the other Yeager family members. The Class B Common Stock represents approximately 59% of the total votes allocable to the

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Common Stock. Members of the Yeager family own all of the Class B Common Stock.

- (4) Includes 563,934 shares of Class B Common Stock as to which Phillip C. Yeager may be deemed to have shared voting discretion pursuant to the Yeager Family Stockholder Agreement. See Note 3. Also includes 88,000 shares of Class A Common Stock issuable upon exercise of options.
- (5) Includes 2,000 shares of Class A Common Stock held by his wife. Mr. Yeager disclaims beneficial ownership of these shares.
- (6) Includes 46,794 shares of Class B Common Stock owned by the Laura C. Yeager 1994 GST Trust, 46,794 shares of Class B Common Stock owned by the Matthew D. Yeager 1994 GST Trust and 46,794 shares of Class B Common Stock owned by the Phillip D. Yeager 1994 GST Trust and 419,127 shares of Class B Common Stock as to which David P. Yeager may be deemed to have shared voting discretion pursuant to the Yeager Family Stockholder Agreement. See Note 3. Includes 41,383 shares of restricted stock.

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- (7) Includes 43,826 shares of Class A Common Stock and 36,794 shares of Class B Common Stock owned by the Alexander B. Yeager 1994 GST Trust and 43,826 shares of Class A Common Stock and 36,794 shares of Class B Common Stock owned by the Samantha N. Yeager 1994 GST Trust and 44,907 shares of Class A Common Stock owned by the Mark A. Yeager Perpetual Trust (for which Mark A. Yeager serves as sole trustee and has sole investment and voting discretion) and 501,914 shares of Class B Common Stock as to which Mark A. Yeager may be deemed to have shared voting discretion pursuant to the Yeager Family Stockholder Agreement. See Note 3. Also includes 35,472 shares of restricted stock.
- (8) Includes 24,084 shares of restricted stock and 6,800 shares of Class A Common Stock issuable upon exercise of options.
- (9) Includes 20,691 shares of restricted stock.
- (10) Includes 17,736 shares of restricted stock.
- (11) Includes 7,095 shares of restricted stock. 38,743 shares are held in the Gary D. Eppen Trust dated April 22, 1996.
- (12) Includes 7,095 shares of restricted stock. 89,367 shares are pledged as security.
- (13) Includes 24,000 shares of Class A Common Stock issuable upon exercise of options and 7,095 shares of restricted stock.
- (14) Includes 185,800 shares of Class A Common Stock issuable upon exercise of options and 261,182 shares of restricted stock.
- (15) Includes 25,000 shares of Class B Common Stock owned by the Elizabeth A. Jensen 1994 GST Trust and 25,000 shares of Class B Common Stock owned by the Patrick R. Jensen 1994 GST Trust and 501,913 shares of Class B Common Stock as to which Debra A. Jensen may be deemed to have shared voting discretion pursuant to the Yeager Family Stockholder Agreement. See Note 3. Debra A. Jensen is the daughter of Phillip C. Yeager.
- (16) Wellington Management Company, LLP (“Wellington”) filed an amendment to a Schedule 13G with the Commission indicating beneficial ownership of shares of Class A Common Stock. According to the Schedule 13G, Wellington has shared dispositive power with respect to all 4,179,757 shares of Class A Common Stock beneficially owned and shared voting power with respect to 2,450,998 shares of Class A Common Stock beneficially owned. These securities are owned by various individual and institutional investors, which Wellington serves as investment advisor with power to direct investments and/or sole power to vote the securities. For purposes of the reporting requirements of the Exchange Act, Wellington is deemed the beneficial owner of such securities; however, Wellington expressly disclaims that it is, in fact, the beneficial owner of such securities. The number of shares beneficially owned by Wellington is indicated as of February 14, 2008. The address of Wellington is 75 State Street, Boston, MA 02109.
- (17) T. Rowe Price Associates, Inc. (“Price Associates”) filed a Schedule 13G with the Commission indicating beneficial ownership of shares of Class A Common Stock. According to the Schedule 13G, Price Associates has sole dispositive power with respect to all 3,412,100 shares of Class A Common Stock beneficially owned and sole voting power with respect to 838,800 shares of Class A Common Stock beneficially owned. These securities are owned by various individual and institutional investors which Price Associates serves as investment advisor with power to direct investments and/or sole power to vote the securities. For purposes of the reporting requirements of the Exchange Act, Price Associates is deemed the beneficial owner of such securities; however, Price Associates expressly disclaims that it is, in fact, the beneficial owner of such securities. The number of shares beneficially owned by Price Associates is indicated as of February 14, 2008. The address of Price Associates is

100 E. Pratt Street, Baltimore, MD 21202.

(18) Neuberger Berman Inc., Neuberger Berman, LLC, Neuberger Berman Management Inc., and Neuberger Berman Equity Funds (collectively "Neuberger Berman") filed a Schedule 13G with the Commission indicating beneficial ownership of shares of Class A Common Stock. According to the Schedule 13G, Neuberger Berman has sole voting power with respect to 103,002 shares of Class A Common Stock, shared voting power with respect to 2,009,800 shares of Class A Common Stock and shared dispositive power with respect to all 2,706,995 shares of Class A Common Stock. The number of shares beneficially owned by Neuberger Berman is indicated as of February 12, 2008. The address of Neuberger Berman is 605 Third Avenue, New York, NY 10158.

- (19) Barclays Global Investors, NA, Barclays Global Fund Advisors and Barclays Global Investors, Ltd. (collectively “Barclays”) filed a Schedule 13G with the Commission indicating beneficial ownership of shares of Class A Common Stock. According to the Schedule 13G, Barclays has sole dispositive power with respect to all 2,136,264 shares of Class A Common Stock beneficially owned and sole voting power with respect to 1,648,558 shares of Class A Common Stock beneficially owned. Barclays has indicated that the shares reported held by Barclays are held in trust accounts for the economic benefit of the beneficiaries of those accounts. The number of shares beneficially owned by Barclays is indicated as of January 10, 2008. The address of the business office of Barclays Global Investors, NA is 45 Fremont Street, San Francisco, CA 94105.
- (20) FMR LLC (“FMR”) filed an amendment to a Schedule 13G with the Commission indicating beneficial ownership of shares of Class A Common Stock. According to the Schedule 13G, FMR has sole dispositive power with respect to all 2,094,031 shares of Class A Common Stock beneficially owned and sole voting power with respect to 1,034,146 shares of Class A Common Stock beneficially owned. These securities are owned by various individual and institutional investors, which FMR serves as investment advisor with power to direct investments and/or sole power to vote the securities. For purposes of the reporting requirements of the Exchange Act, FMR is deemed the beneficial owner of such securities; however, FMR expressly disclaims that it is, in fact, the beneficial owner of such securities. The number of shares beneficially owned by FMR is indicated as of February 13, 2008. The address of FMR is 82 Devonshire Street, Boston, MA 02109.
- (21) Friess Associates LLC (“Friess”) filed an amendment to a Schedule 13G with the Commission indicating beneficial ownership of shares of Class A Common Stock. According to the Schedule 13G, Friess has sole voting power and sole dispositive power with respect to all 1,902,722 shares of Class A Common Stock. The number of shares beneficially owned by Friess is indicated as of February 14, 2008. The address of Friess is 115 E. Snow King, Jackson, WY 83001.

#### Section 16(a) Beneficial Ownership Reporting Compliance

Section 16(a) of the Exchange Act requires the Company’s directors and executive officers, and persons who own more than ten percent of a registered class of the Company’s equity securities, to file with the Commission initial reports of ownership and reports of changes in ownership of Common Stock and other equity securities of the Company. Officers, directors, and greater than ten-percent stockholders are required by Commission regulation to furnish the Company with copies of all Section 16(a) forms they file.

To the Company’s knowledge, based solely on a review of the copies of such reports furnished to the Company and written representations that no other reports were required, during the Company’s 2007 fiscal year all applicable Section 16(a) filing requirements were complied with by the officers, directors, and greater than ten-percent beneficial owners.



## COMPENSATION OF DIRECTORS AND EXECUTIVE OFFICERS

### Compensation Discussion and Analysis

#### Overview of Compensation Program

Our Compensation Committee has the responsibility for determining the compensation that is paid or awarded to our Company's executive officers. Our Compensation Committee consists of the three independent members of the Board. Our Compensation Committee ensures that the total compensation paid to our executive officers, is fair, reasonable and competitive and drives behavior that increases stockholder value over the long-term.

#### Compensation Philosophy and Objectives

Our Company's compensation philosophy is designed to link executive performance to long-term stockholder value, connect pay with individual performance, maintain a compensation system that is competitive with industry standards and attract and retain outstanding executives. We seek to incent our executives through both short term and long term awards, with a goal of superior Company performance. Our ultimate objective is to improve stockholder value.

Our Compensation Committee evaluates both performance and compensation to ensure that our Company maintains its ability to attract and retain superior employees in key positions and that compensation provided to key employees remains competitive relative to the compensation paid to similarly situated executives of our peer companies. To that end, our Compensation Committee believes executive compensation packages provided to our executives should include both cash and stock-based compensation that reward performance as measured against pre-established goals.

#### Role of Executive Officers in Compensation Decisions

Our Compensation Committee, with input and recommendations from our Chief Executive Officer and President, makes all compensation decisions for the executive officers and approves recommendations of equity awards to all executive officers of the Company. The Chief Executive Officer and President annually review the performance of the executive officers. The conclusions reached and recommendations based on these reviews, including salary adjustments and annual stock and cash award amounts, are presented to the Compensation Committee. Our Compensation Committee can exercise its discretion in modifying any recommended adjustments of stock or cash awards to executives.

#### Setting Executive Compensation

Based on the foregoing objectives, our Compensation Committee has structured the Company's annual and long-term incentive-based cash and non-cash executive compensation to motivate executives to achieve the business goals set by the Company and reward the executives for achieving such goals.

**Compensation Consultant.** To help the Company achieve its compensation objectives, our Compensation Committee engaged Hay Group, Inc. as its independent compensation consultant for 2007. The consultant's role is to advise our Compensation Committee on all executive compensation matters. The consultant assists by providing relevant market

data and evaluating the total compensation system relative to the compensation systems employed by comparable companies in the transportation industry and the overall U.S. industrial market. The consultant also provides an additional measure of assurance that the Company's executive compensation program is a reasonable and appropriate means to achieve our objectives. Our Compensation Committee reviews the performance and level of service provided by its independent compensation consultant on an annual basis.

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Market Benchmarking. A benchmark group of publicly-traded companies in the transportation industry is used annually by our Compensation Committee to ensure that Hub Group's compensation programs offer competitive total compensation opportunities and reflect best practices in compensation plan design. In 2007, the companies comprising the "Compensation Peer Group" were:

CH Robinson Worldwide, Inc.  
EGL, Inc.  
Expeditors International of Washington, Inc.  
Forward Air Corp.  
J.B. Hunt Transport Services, Inc.  
Landstar System, Inc.  
Pacer International, Inc.  
Swift Transportation Co., Inc.  
UTI Worldwide, Inc.  
Werner Enterprises, Inc.

In addition, information on annual base salary increases and compensation data for the U.S. general industrial markets is provided by our Compensation Committee's independent compensation consultant.

The Company's CEO develops pay recommendations for the Company's executives based on (i) the aforementioned market data, (ii) each executive's individual performance and functional responsibilities as determined by the CEO and President; and (iii) Company performance, both financial and non-financial. Our Compensation Committee reviews and approves these pay recommendations with the advice of its independent compensation consultant. Our Compensation Committee also sets the base salary and incentive opportunities for the Company's CEO based on (i) the aforementioned market data, (ii) the CEO's individual performance and responsibilities and (iii) Company performance, both financial and non-financial.

Our Compensation Committee generally seeks to set the base salary for executive officers at the 50th percentile of compensation paid to similarly situated executives of the companies comprising the Compensation Peer Group. Variations to this objective do occur as dictated by the experience level of the individual, personal performance and market factors.

There is no pre-established policy or target for the allocation between either cash and non-cash or short-term and long-term incentive compensation. Rather, our Compensation Committee reviews information provided by our compensation consultant to determine the appropriate level and mix of incentive compensation. Pay for such incentive compensation is awarded as a result of the performance of the Company or the individual, depending on the type of award, compared to pre-established goals.

#### 2007 Executive Compensation Components

The Company's executive compensation program has three components--base salary, annual incentives, and long-term incentives. Base salary and annual incentives are primarily designed to reward current and past performance. Long-term incentives are primarily designed to provide strong incentives for long-term future Company growth.

**Base Salary.** To attract and retain qualified executives, base salary is provided to our executive officers. The base salary is determined based on position and responsibility using competitive criteria within the transportation industry. During its review of base salaries for the executives, our Compensation Committee primarily considers (i) market data provided by our outside consultants, (ii) an internal review of the executive's compensation, both individually and relative to other officers and (iii) individual performance of the executive. Salary levels are typically reviewed annually as part of our annual performance review process as well as upon a promotion or other change in job responsibilities. Increases are based on increases in the cost of living, individual performance and, to a lesser

extent, trends within the industry.

Annual Cash Incentive. The Company's annual cash incentive recognizes and rewards executives for taking actions that build the value of the Company and generate competitive total returns for stockholders. Our annual cash incentive is determined with the assistance of the third party survey data referred to above and the value of the target award is generally set at 60% of the executive's annual base salary. This incentive is based solely on earnings per share ("EPS") for our Chief Executive Officer and President. For our other executive officers, this incentive is based on a combination of EPS (60%) and on individual performance compared against certain pre-determined personal goals (40%). The personal goals vary by officer. For 2007, the personal goals for officers responsible for each of our service lines were generally tied to specific financial metrics for the service line managed by the executive. For our other executives, the personal goals were generally tied to specific objectives within their area of responsibility. The personal goals are generally set at a level that are believed to be achievable with superior personal performance.

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Mr. White's personal goals required him to maintain compliance with Sarbanes Oxley (10%), identify, negotiate and close acquisitions (50%), maintain a strong presence at investor conferences (20%) and maintain strong controls and processes in the finance area (20%). As Mr. White left our Company in March of 2007 he did not receive any annual cash incentive.

Ms. Pizzuto's personal goals required her to maintain compliance with Sarbanes Oxley (30%), provide accurate financial statements by the 10th day of the following month (20%), provide timely budget and updated forecasts quarterly (15%), assist with acquisitions (15%), develop executive level financial reports monthly (15%) and assist with accounts receivable collection issues (5%). Ms. Pizzuto met or exceeded each of these goals and earned her full annual cash incentive related to her personal goals of \$72,720.

Mr. Marsh's personal goals required him to meet a service line defined profitability growth goal for highway. The growth goal was measured by a sliding scale under which Mr. Marsh would not earn any incentive if he did not grow the service line defined profitability by at least 5% but could earn up to 150% of his target incentive if the service line defined profitability grew by 28%. Mr. Marsh's target incentive for his personal goals was \$68,778. The profitability of Mr. Marsh's service line did grow more than 5%, but he did not meet the growth goal target and he therefore earned 45.7% of his target incentive or \$31,432 in annual cash incentive related to his personal goals.

Mr. Maltby's personal goals required him to increase transactional business (25%) and meet a service line defined profitability growth goal for logistics (75%). The growth goal was measured by a sliding scale under which Mr. Maltby would not earn any incentive if he did not grow the service line defined profitability but could earn up to 150% of his target incentive if the service line defined profitability grew by 28%. Mr. Maltby's target incentive related to his transactional business goal was \$16,391 and his target incentive related to his service line defined profitability growth goal was \$49,173. Mr. Maltby met his transactional goal and therefore received \$16,391 related to that goal and exceeded his growth goal and therefore received \$64,908 or 132% of his target incentive related to growth. In total, Mr. Maltby received \$81,229 in annual cash incentive related to his personal goals.

Each year our Compensation Committee sets an EPS target for our Company. Once the year is completed, Hub Group's earnings per share are compared against the EPS target. If we meet the EPS target, we pay the EPS portion of the award. If we do not meet our EPS target, we do not pay any cash incentive related to EPS or we pay a reduced incentive based on a sliding scale. In the same way, our executives can earn, also on a sliding scale, up to twice their EPS target incentive if we substantially exceed our EPS target. For 2007, our sliding scale started at \$1.17, which equals our 2006 EPS after excluding the two cents of earnings per share that resulted from our former subsidiary Hub Group Distribution Services, LLC. Our EPS target for 2007 was set at \$1.39, which represents a 19% increase in our EPS from continuing operations. Our executives could earn twice their EPS target incentive if we earned \$1.61 per share, which represents a 38% increase over 2006 EPS from continuing operations. During 2007, we earned \$1.53 per share. The Compensation Committee, in its discretion and with the support of management, elected to exclude four cents per share of certain non-recurring tax benefits when determining the Company's 2007 EPS for EPS compensation purposes. Based on our pre-approved sliding scale, our executives therefore received 145% of their EPS target incentive.

Mr. David Yeager's target incentive related to EPS was \$344,920 for 2007. Mr. Yeager received 145% of this targeted amount, or \$500,134 due to the Company's strong performance in 2007. Mr. Mark Yeager's target incentive related to EPS was \$239,693 for 2007. Mr. Mark Yeager received 145% of this targeted amount or \$347,555. Ms. Pizzuto's target incentive related to EPS was \$109,080 for 2007. Ms. Pizzuto received 145% of this targeted amount or \$158,166. Mr. Marsh's target incentive related to EPS was \$103,168 for 2007. Mr. Marsh received 145% of this targeted amount or \$149,594. Mr. Maltby's target incentive related to EPS was \$98,345 for 2007. Mr. Maltby received 145% of this targeted amount or \$142,600.

All cash compensation is approved by our Compensation Committee before it is paid to our executive officers.

Long-Term Equity Incentives. The Company's Long-Term Equity Incentive Program serves to reward executive performance that successfully executes the Company's long-term business strategy and builds stockholder value. The program allows for the awarding of options and stock appreciation rights, restricted stock and performance units. The Long-Term Equity Incentive Program encourages participants to focus on long-term Company performance and provides an opportunity for executive officers and certain designated key employees to increase their ownership stake in the Company through grants of the Company's Class A Common Stock. The Company maintains the Hub Group, Inc. 1996 Long-Term Incentive Plan, 1997 Long-Term Incentive Plan, 1999 Long-Term Incentive Plan and the Hub Group, Inc. 2002 Long-Term Incentive Plan.

For the last few years, the Company has made an annual grant of restricted stock to its executive officers with a three year vesting period. The size of this grant was determined with the help of our outside compensation consultant and was generally designed to be competitive with the Compensation Peer Group. In October 2005, our Compensation Committee discussed the proposed restricted stock grants which would be part of the 2006 executive compensation package. After considering these grants, our Compensation Committee approved the grants in late December 2005. Starting with this December 2005 grant, our Compensation Committee agreed to keep the number of shares

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generally fixed for three years so that executives, like stockholders, will be directly impacted by changes in our stock price. For the 2007 compensation package and future years, our Compensation Committee decided to make the annual restricted stock grants in early January rather than in late December. For grants made in 2007 and prior years the restricted stock vested over a period of three years. For grants made in 2008, the restricted stock will vest over a period of five years.

In conducting the compensation review at the end of 2005, our outside consultants and our Compensation Committee discussed the need for a substantial long-term incentive grant to motivate superior long-term performance. After discussing this issue for some time, on May 22, 2006, our Compensation Committee granted performance units to certain of our executive officers. In order for these performance units to be earned and converted to restricted stock on a one for one basis, Hub Group's combined operating income for 2006, 2007 and 2008 (the "Performance Period") must total \$254.7 million (the "Performance Target"). The Performance Target was set at a level that required Hub Group to grow its operating income by 24% each year compounded annually. No restricted stock will be awarded and the performance units will be canceled and forfeited should we fail to meet the Performance Target. If our Performance Target is met, but Hub Group's operating income for the Performance Period does not meet or exceed \$283 million, the performance units will be earned, subject to our Compensation Committee having the right to reduce to less than 100% the percentage of performance units earned. The \$283 million of combined operating income requires us to grow our operating income by 30% annually over this three year period. If our operating income for the Performance Period equals or exceeds \$283 million, then the performance units will be fully earned and not subject to a downward adjustment by the Compensation Committee. Should the executive officers receive restricted stock under this program, this restricted stock will be granted in early 2009 and then vests ratably as of the first business day of January in each of 2010, 2011 and 2012 provided the officer remains an employee of Hub Group on each of these vesting dates. The performance units are designed to incent and reward the management team for achieving superior operating income growth over this three year period.

Our Compensation Committee has delegated to our Chief Executive Officer the ability to grant \$500,000 of restricted stock to non-executive officers each year. Our Chief Executive Officer grants this stock from time to time to new hires or in connection with a promotion or outstanding performance by current employees. The Company has not granted any stock options since 2003 and does not currently have plans to issue additional options.

#### Perquisites and Other Compensation

Our Company provides executive officers with perquisites and other personal benefits that the Company and our Compensation Committee believe are reasonable and consistent with its overall compensation program to better enable the Company to attract and retain superior employees for key positions. Our Compensation Committee periodically reviews the levels of perquisites and other personal benefits provided to named executive officers.

The perquisites and other compensation we provided in 2007 are as follows. All of our named executive officers participated in our 401(k) plan and received matching funds up to the federally allowed maximum match. We maintain \$50,000 of life insurance on all of our executive officers. The Company maintains a deferred compensation plan and provides a matching contribution to participants. The Company also makes available to its executive officers an annual physical at a local hospital. The Company allows personal use of its fractional airplane interests by certain executive officers. Personal use of our aircraft interest requires approval by the Chief Executive Officer. Our executives must reimburse the Company for their personal use of our aircraft interest at the Standard Industry Fare Level plus either 20% or 30% depending on the aircraft.

#### Retirement and Other Benefits

##### Pension Benefits

We do not provide pension arrangements or subsidized post-retirement health coverage for our executives or employees.

#### Non-Qualified Deferred Compensation

Our executive officers, in addition to certain other key managerial employees, are entitled to participate in the Hub Group, Inc. Non-Qualified Deferred Compensation Plan. Pursuant to this plan, eligible employees can defer certain compensation on a pre-tax basis. The Hub Group, Inc. Non-Qualified Deferred Compensation Plan is discussed in further detail under the heading “Nonqualified Deferred Compensation” on page 22.

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### Other Post-Employment Payments

All of our executive officers are employees-at-will and as such do not have employment contracts with us. Certain payments will be made upon a change of control or the retirement of our executive officers. These payments are discussed in further detail under "Potential Payouts upon Termination or Change of Control" on page 24.

### Ownership Guidelines

To directly align the interests of executive officers with the interests of the stockholders, in the fall of 2006 our Board adopted a policy that requires each executive officer to maintain a minimum ownership interest in the Company. Each executive officer must own Company stock with a value of at least two times their base annual salary. Each executive officer has five years to meet this requirement. Until they do, executive officers must retain a minimum of 25% of the stock granted to them in any one year. Our independent directors have also agreed to maintain stock valued at twice their annual retainer.

### Tax and Accounting Implications

#### Deductibility of Executive Compensation

Section 162(m) of the Internal Revenue Code of 1986, as amended (the "Code") limits the Company's deduction for compensation paid to the executive officers named in the Summary Compensation Table to \$1 million each unless certain requirements are met. The policy of our Compensation Committee with respect to section 162(m) is to establish and maintain a compensation program which will optimize the deductibility of compensation. Our Compensation Committee, however, reserves the right to use its judgment, where merited by our Compensation Committee's need to respond to changing business conditions or by an executive officer's individual performance, to authorize compensation which may not, in a specific case, be fully deductible to the Company. For 2007, the amount of certain compensation in excess of \$1 million for each of the named executive officers was not deductible for federal income tax purposes.

Section 274(e) of the Code limits the Company's deduction for expenses allocated to certain personal use of its fractional airplane interests. For 2007, such expenses not reimbursed to the Company were not deductible for federal income tax purposes.



## 2007 SUMMARY COMPENSATION TABLE

The following table sets forth a summary of the annual, long-term and other compensation for services rendered to the Company for the fiscal years ended December 31, 2007 and December 31, 2006 paid or awarded to those persons who were: (i) the Company's chief executive officer at December 31, 2007, (ii) the Company's chief financial officer at December 31, 2007, (iii) the Company's former chief financial officer and (iv) the Company's three most highly compensated executive officers other than the chief executive officer and chief financial officer (collectively, together with the Company's chief executive officer and chief financial officer, the "Named Executive Officers").

| Name and Principal Position                                     | Year | Salary (\$) | Bonus (\$) | Stock Awards (\$)(1) | Option Awards (\$) | Non-Equity Incentive Plan Compensation(2) (\$) | Change in Pension Value and Nonquali-fied Deferred Compensation Earnings (\$) |            | All Other Compensation (4) (\$) | Total (\$) |
|---|------|-------------|------------|----------------------|--------------------|--|---|------------|---------------------------------|------------|
|   |      |             |            |                      |                    |  | (3)   | (5)        |                                 |            |
| David P. Yeager<br>Vice Chairman and Chief Executive Officer    | 2007 | 574,867     | --         | 306,690              | --                 | 500,134  | 51,229  | 114,472(5) | 114,472(5)                      | 1,547,392  |
|   | 2006 | 558,123     | --         | 219,351              | --                 | 669,748  | 43,204  | 114,906    | 114,906                         | 1,605,332  |
| Mark A. Yeager<br>President and Chief Operating Officer         | 2007 | 399,489     | --         | 312,881              | --                 | 347,555  | 37,795  | 72,175(6)  | 72,175(6)                       | 1,169,895  |
|   | 2006 | 387,853     | --         | 216,217              | --                 | 465,424  | 31,840  | 46,743     | 46,743                          | 1,148,077  |
| Terri A. Pizzuto<br>Executive Vice President, CFO and Treasurer | 2007 | 287,365     | --         | 192,856              | --                 | 230,886  | --  | 14,984(7)  | 14,984(7)                       | 726,091    |
| Thomas M. White<br>Former Sr. Vice President, Treasurer and CFO | 2007 | 161,942     | --         | --                   | --                 | --   | 423   | -- (8)     | -- (8)                          | 162,365    |
|   | 2006 | 349,211     | --         | 181,762              | --                 | 335,243  | 2,210   | 25,382     | 25,382                          | 893,808    |
| David L. Marsh<br>Chief Marketing Officer                       | 2007 | 286,372     | --         | 200,253              | --                 | 181,026  | 7,613   | 19,104(9)  | 19,104(9)                       | 694,368    |
|   | 2006 | 270,375     | --         | 136,115              | --                 | 309,560  | 6,449   | 19,451     | 19,451                          | 741,950    |
| Donald G. Maltby<br>Executive Vice President -Logistics         | 2007 | 273,182     | --         | 156,441              | --                 | 223,900  | 1,575   | 22,367(10) | 22,367(10)                      | 677,465    |
|   | 2006 | 265,225     | --         | 122,226              | --                 | 254,616  | 2,669   | 21,991     | 21,991                          | 666,727    |





(1) Consists of amounts expensed in 2007 and 2006 in accordance with FASB Statement No. 123(R) with respect to restricted stock awards made by our Company to our executives each with a vesting period of three years.

(2) In addition to salary, our Compensation Committee provides an annual cash incentive. Our annual cash incentive is determined with the assistance of third party survey data and the value of the target award is generally set at 60% of the executive's annual salary. This incentive is based solely on earnings per share ("EPS") for our Chief Executive Officer and President. For our other executive officers, this incentive is based on a combination of EPS (60%) and on individual performance compared against certain predetermined personal goals (40%).

(3) Represents above market earnings on deferred compensation.

(4) Personal use of our aircraft requires approval by the Chief Executive Officer. Our executives must reimburse the Company for their personal use of our aircraft interest at the Standard Industry Fare Level plus either 20% or 30% depending on the aircraft. We value the personal use of our aircraft interests as the difference between the amount paid by the executive to the Company for use of the plane and the aggregate incremental cost of using the plane. The incremental cost includes the hourly flight fee, all fuel charges, overnight fees, on-board catering, landing fees, parking fees, certain taxes and passenger ground transportation. We do not include in incremental costs the fixed costs that do not change based on personal usage, such as monthly management fees or the purchase or lease costs of our fractional interest in aircraft.

(5) Represents our Company's matching contribution to the Section 401(k) plan of \$5,905, the value of insurance premiums paid by the Company for term life insurance equal to \$48, the vested match made to Mr. Yeager's account in our original Deferred Compensation Plan equal to \$14,550, the match made to Mr. Yeager's account in our current Deferred Compensation Plan equal to \$17,246 and the value of an executive physical equal to \$640. Also represents Mr. Yeager's personal use of our Company's fractional airplane interests equal to \$76,083.

(6) Represents our Company's matching contribution to the Section 401(k) plan of \$5,906, the value of insurance premiums paid by the Company for term life insurance equal to \$48, the vested match made to Mr. Yeager's account in our original Deferred Compensation Plan equal to \$7,277 and the match made to Mr. Yeager's account in our current Deferred Compensation Plan equal to \$11,985 and the value of an executive physical equal to \$1,315. Also represents Mr. Yeager's personal use of our Company's fractional airplane interests equal to \$45,644.

(7) Represents our Company's matching contribution to the Section 401(k) plan of \$5,936, the value of insurance premiums paid by the Company for term life insurance equal to \$48 and the match made to Ms. Pizzuto's account in our current Deferred Compensation Plan equal to \$9,000. Ms. Pizzuto became Hub's Chief Financial Officer in March 2007.

(8) Mr. White served as the Company's Chief Financial Officer until he resigned from the Company in March 2007.

(9) Represents our Company's matching contribution to the Section 401(k) plan of \$5,973, the value of insurance premiums paid by the Company for term life insurance equal to \$48, the vested match made to Mr. Marsh's account in our original Deferred Compensation Plan equal to \$4,083, the match made to Mr. Marsh's account in our current Deferred Compensation Plan equal to \$9,000.

(10) Represents our Company's matching contribution to the Section 401(k) plan of \$5,934, the value of insurance premiums paid by the Company for term life insurance equal to \$48, the vested match made to Mr. Maltby's account in our original Deferred Compensation Plan equal to \$8,190 and the match made to Mr. Maltby's account in our current Deferred Compensation Plan equal to \$8,195.



## 2007 GRANTS OF PLAN-BASED AWARDS

| Name                | Grant Date | Estimated Future Payouts<br>Under Non-Equity<br>Incentive Plan<br>Awards(1) |                |                 | Estimated Future Payouts<br>Under Equity Incentive Plan<br>Awards |               |                | All Other<br>Stock<br>Awards:<br>Number<br>of Shares<br>of Stock<br>or<br>Units<br>(#)(2) | All Other<br>Option<br>Awards:<br>Number of<br>Securities<br>Underlying<br>Options<br>(#) | Exercise<br>or Base<br>Price of<br>Option<br>Awards<br>(\$/Sh) |
|---------------------|------------|---|----------------|-----------------|---|---------------|----------------|---|---|--|
|                     |            | Threshold<br>(\$)   | Target<br>(\$) | Maximum<br>(\$) | Threshold<br>(#)  | Target<br>(#) | Maximum<br>(#) |   |   |  |
| David P. Yeager     | 1/2/2007   | --  | --             | --              | --  | --            | --             | 20,692  | --  | --   |
| Mark A. Yeager      | 1/2/2007   | --  | --             | --              | --  | --            | --             | 17,736  | --  | --   |
| Terri A. Pizzuto    | 1/2/2007   | --  | --             | --              | --  | --            | --             | 10,000  | --  | --   |
|                     | 5/7/2007   | --  | --             | --              | --  | --            | --             | 2,004   | --  | --   |
| Thomas M.<br>White  | 1/2/2007   | --  | --             | --              | --  | --            | --             | 14,780(3)   | --  | --   |
| David L. Marsh      | 1/2/2007   | --  | --             | --              | --  | --            | --             | 11,824  | --  | --   |
| Donald G.<br>Maltby | 1/2/2007   | --  | --             | --              | --  | --            | --             | 8,868   | --  | --   |

(1) We do not have any multi-year non-equity incentive plan awards. Our non-equity incentive plan award is made on an annual basis based on a single year's performance. Please see Footnote 2 to the Summary Compensation Table for a description of this plan.

(2) Restricted stock that vests ratably annually on the date of grant over three years.

(3) These shares were forfeited due to Mr. White's resignation from the Company on March 16, 2007.

Narrative Description for Summary Compensation and Grants of Plan-Based Awards Tables

On March 15, 2007, Mr. White resigned his position as Chief Financial Officer and Ms. Pizzuto was appointed by the Board to the position of Executive Vice President, Chief Financial Officer and Treasurer. In connection with this promotion, and after considering compensation data provided by the Hay Group, the Compensation Committee approved, upon the recommendation of Hub's CEO, an increase in Ms. Pizzuto's base salary from \$253,071 to \$300,000 and an increase in her annual cash incentive target from \$151,843 to \$180,000. Ms. Pizzuto was also granted 2,004 shares of restricted stock on May 7, 2007 in connection with her promotion. These restricted shares had a value of \$75,030 on the grant date. In late October 2007, Mr. Marsh was promoted to our Chief Marketing Officer. In connection with this promotion, the Compensation Committee approved, upon the recommendation of Hub's CEO, an increase in Mr. Marsh's base salary from \$283,894 to \$300,000 and an increase in his annual cash incentive target from \$170,336 to \$180,000, pro-rated for 2007.

As part of the annual compensation package, our Compensation Committee grants restricted Class A Common Stock to our executive officers. These awards are generally based on merit and third party survey data.

In December 2005, our Compensation Committee granted restricted stock to our executive officers that vests over three years. Mr. David Yeager received 20,692 restricted shares with a value on the date of grant of \$350,005, Mr. Mark Yeager received 17,736 restricted shares with a value on the date of grant of \$300,004, Ms. Pizzuto received 8,868 restricted shares with a value on the date of grant of \$150,002, Mr. White received 14,780 restricted shares with a value on the date of grant of \$250,004, Mr. Marsh received 11,824 restricted shares with a value on the date of grant of \$200,003 and Mr. Maltby received 8,868 restricted shares with a value on the date of grant of \$150,002. Although granted in late 2005, this restricted stock was part of each executive's 2006 compensation package. Going forward, our Compensation Committee has elected to make its annual grants of restricted stock in early January rather than late December.

In October 2006, our Compensation Committee agreed to keep the number of shares generally fixed for the 2006, 2007 and 2008 compensation packages so that executives, like stockholders, will be directly impacted by changes in our stock price. Consistent with this arrangement, all of the named executive officers except for Ms. Pizzuto received the same number of restricted shares in January 2007 as the prior year grant. Ms. Pizzuto received additional shares due to her superior performance.

These restricted shares are entitled to dividends to the same extent as ordinary shares, but the dividends are restricted to the same extent as the underlying security. Once the restricted stock vests, any dividends paid on that stock also vest.

We do not have employment agreements with our executive officers.



## OUTSTANDING EQUITY AWARDS AT DECEMBER 31, 2007

| Name                | Option Awards<br>Equity<br>Incentive<br>Plan   |   |  |                                     |                              | Stock Awards<br>Equity<br>Incentive Plan                                   |   |   |  |
|---------------------|--|---|--|-------------------------------------|------------------------------|--|---|---|--|
|                     | Number<br>of<br>Securities<br>Underlying<br>Unexercised<br>Options<br>(#)<br>Exercisable | Number of<br>Securities<br>Underlying<br>Unexercised<br>Options<br>(#)<br>Unexercisable | Number of<br>Securities<br>Underlying<br>Unexercised<br>Options<br>(#)<br>Unearned | Option<br>Exercise<br>Price<br>(\$) | Option<br>Expiration<br>Date | Number of<br>Shares or Units<br>of Stock That<br>Have Not<br>Vested<br>(#) | Market<br>Value of<br>Shares or<br>Units of<br>Stock That<br>Have Not<br>Vested<br>(\$) | Number of<br>Shares, Units or<br>Other Rights<br>That Have Not<br>Vested<br>(#) |  |
| David P. Yeager     | --   | --  | --   | --                                  | --                           | 6,897(1)20,692<br>(2)  | 183,322<br>549,993  | 77,420 (5)  |  |
| Mark A. Yeager      | --   | --  | --   | --                                  | --                           | 5,912 (1)<br>17,736 (2)  | 157,141<br>471,423  | 64,516 (5)  |  |
| Terri A. Pizzuto    | 6,800  | --  | --   | 2.43                                | 7/2/2012                     | 454 (3)<br>2,956 (1)<br>10,000 (2)<br>2,004 (4)                            | 12,067<br>78,570<br>265,800<br>53,266   | 43,010 (5)  |  |
| Thomas M.<br>White  | --   | --  | --   | --                                  | --                           | --   | --  | --  |  |
| David L. Marsh      | --   | --  | --   | --                                  | --                           | 3,941 (1)<br>11,824 (2)  | 104,752<br>314,282  | 43,010 (5)  |  |
| Donald G.<br>Maltby | --   | --  | --   | --                                  | --                           | 2,956 (1)<br>8,868 (2)   | 78,570<br>235,711   | 43,010 (5)  |  |

(1) Restricted stock remaining from a grant made on December 21, 2005 that vests ratably annually on the date of grant over three years.

(2) Restricted stock remaining from a grant made on January 2, 2007 that vests ratably annually on the date of grant over three years.

(3) Restricted stock remaining from a grant made on May 13, 2005 that vests ratably annually on the date of grant over three years.

(4) Restricted stock remaining from a grant made on May 7, 2007 that vests ratably annually on the date of grant over three years.

(5) On May 22, 2006, our Compensation Committee granted performance units to certain of our executive officers. In order for these performance units to be earned and converted to restricted stock on a one for one basis, Hub Group's combined operating income for 2006, 2007 and 2008 (the "Performance Period") must total \$254.7 million (the "Performance Target"). The Performance Target was set at a level that required Hub Group to grow its operating

income by 24% each year compounded annually. No restricted stock will be awarded and the performance units will be canceled and forfeited should we fail to meet the Performance Target. If our Performance Target is met, but Hub Group's operating income for the Performance Period does not meet or exceed \$283 million, the performance units will be earned, subject to our Compensation Committee having the right to reduce to less than 100% the percentage of performance units earned. The \$283 million of combined operating income requires us to grow our operating income by 30% annually over this three year period. If our operating income for the Performance Period equals or exceeds \$283 million, then the performance units will be fully earned and not subject to a downward adjustment by the Compensation Committee. Should the executive officers receive restricted stock under this program, this restricted stock will be granted in early 2009 and then vests ratably as of the first business day of January in each of 2010, 2011 and 2012 provided the officer remains an employee of Hub Group on each of these vesting dates. The performance units are designed to incent and reward the management team for achieving superior operating income growth over this three year period. See Footnote 8 to our financial statements for a discussion of how we valued these awards.

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## 2007 OPTION EXERCISES AND STOCK VESTED

| Name             | Option Awards   |                                       | Stock Awards   |                                      |
|------------------|---|---------------------------------------|--|--------------------------------------|
|                  | Number of<br>Shares<br>Acquired<br>on Exercise<br>(#) | Value Realized<br>On Exercise<br>(\$) | Number of<br>Shares<br>Acquired<br>on Vesting<br>(#) | Value Realized<br>on Vesting<br>(\$) |
| David P. Yeager  | --  | --                                    | 6,897  | 191,944                              |
| Mark A. Yeager   | --  | --                                    | 9,773  | 268,662                              |
| Terri A. Pizzuto | 6,000   | 178,499                               | 6,340  | 186,210                              |
| Thomas M. White  | --  | --                                    | --   | --                                   |
| David L. Marsh   | 29,400  | 870,429                               | 5,871  | 161,730                              |
| Donald G. Maltby | --  | --                                    | 4,886  | 134,317                              |



## 2007 NONQUALIFIED DEFERRED COMPENSATION

## Original Deferred Compensation Plan

| Name             | Executive<br>Contributions in<br>Last FY<br>(\$) | Registrant<br>Contributions in<br>Last FY<br>(\$) | Aggregate<br>Earnings in Last<br>FY<br>(\$)(1) | Aggregate<br>Withdrawals/<br>Distributions<br>(\$) | Aggregate<br>Balance<br>at Last<br>FYE<br>\$(2) |
|------------------|--|---|--|--|---|
| David P. Yeager  | --   | --  | 110,408  | --   | 1,237,991                                       |
| Mark A. Yeager   | --   | --  | 81,455   | --   | 902,454   |
| Terri A. Pizzuto | --   | --  | --   | --   | --  |
| Thomas M. White  | --   | --  | 912  | 46,827   | --  |
| David L. Marsh   | --   | --  | 16,408   | --   | 193,120   |
| Donald G. Maltby | --   | --  | 3,395  | 40,085   | 44,299  |

(1) That portion of the interest that is above market is included in Change in Pension Value and Nonqualified Deferred Compensation Earnings in the Summary Compensation Table. A portion of the earnings is interest earned on a matching contribution that has not yet vested and is subject to forfeiture. The amount of interest reported that is subject to forfeiture is \$3,153 for Mr. David Yeager, \$1,989 for Mr. Mark Yeager, \$1,254 for Mr. Marsh and \$783 for Mr. Maltby.

(2) Prior to 2006 we did not track the portion of the aggregate balance that was previously reported as compensation in the Summary Compensation Table. The amount of compensation in the aggregate balance that was reported as compensation in the 2007 Summary Compensation Table is \$65,779 for Mr. David Yeager, \$43,072 for Mr. Mark Yeager, \$423 for Mr. White, \$11,696 for Mr. Marsh and \$9,765 for Mr. Maltby. The amount of compensation in the aggregate balance that was reported as compensation in the 2006 Summary Compensation Table is \$59,378 for Mr. David Yeager, \$39,117 for Mr. Mark Yeager, \$2,210 for Mr. White, \$10,232 for Mr. Marsh and \$10,544 for Mr. Maltby.



## Current Deferred Compensation Plan

| Name             | Executive Contributions in Last FY (\$)(1) | Registrant Contributions in Last FY (\$)(2) | Aggregate Earnings in Last FY (\$)(3) | Aggregate Withdrawals/ Distributions (\$) | Aggregate Balance at Last FYE (\$)(4) |
|------------------|--|---|---------------------------------------|---|---------------------------------------|
| David P. Yeager  | 315,898                                    | 17,246                                      | -151                                  | --  | 607,845                               |
| Mark A. Yeager   | 129,737                                    | 11,985                                      | 18,649                                | --  | 368,123                               |
| Terri A. Pizzuto | 28,737                                     | 9,000                                       | 6,858                                 | --  | 102,007                               |
| Thomas M. White  | 6,769                                      | --  | 13,372                                | 105,933                                   | --                                    |
| David L. Marsh   | 42,956                                     | 9,000                                       | 5,811                                 | --  | 157,589                               |
| Donald G. Maltby | 19,123                                     | 8,195                                       | 5,857                                 | --  | 89,837                                |

(1) Executive contributions are included in Salary in the Summary Compensation Table.

(2) Our Company contributions are a match made subject to a cliff vesting requirement as more fully explained below. Our Company contributions are included in All Other Compensation in the Summary Compensation Table.

(3) None of these earnings are included in the Summary Compensation Table as these are earnings on investments made in various commonly available investment vehicles.

(4) Prior to 2006 we did not track the portion of the aggregate balance that was previously reported as compensation in the Summary Compensation Table. The amount of compensation in the aggregate balance that was reported as compensation in the 2007 Summary Compensation Table is \$333,144 for Mr. David Yeager, \$141,722 for Mr. Mark Yeager, \$37,737 for Ms. Pizzuto, \$6,769 for Mr. White, \$51,956 for Mr. Marsh and \$27,318 for Mr. Maltby. The amount of compensation in the aggregate balance that was reported as compensation in the 2006 Summary Compensation Table is \$128,368 for Mr. David Yeager, \$69,814 for Mr. Mark Yeager, \$45,397 for Mr. White, \$48,667 for Mr. Marsh and \$23,871 for Mr. Maltby.

We maintain two non-qualified deferred compensation plans. Our Compensation Committee adopted our first plan with an effective date of January 1, 2000 (the "Original Plan"). We allowed a select group of management and highly compensated employees to make contributions to our Original Plan through 2004. Our Compensation Committee adopted a new non-qualified deferred compensation plan effective January 1, 2005 (the "Current Plan"). We allowed a select group of management and highly compensated employees to make contributions to our Current Plan beginning in 2005.

Our Original Plan is not funded and provides for a fixed rate of return on our employees' deferrals and any match by our Company. We provided participants with a fixed rate of return of 10% for contributions made in 2000 and 2001 and 8% for contributions made in 2002, 2003 and 2004. Participating employees could contribute up to 15% of their cash compensation under the Original Plan. The Original Plan also included a match by our Company. The match is equal to 50% of the first 6% of contributions to the plan with a maximum match equivalent to 3% of base salary. The match is subject to a five year cliff vest measured from the date of the contribution. For example, if the employee made a contribution in 2000, the match vested if the employee was still employed on January 1, 2005. Subject to certain exceptions, we also pay interest on the match at the same rate as the interest paid on the employees'

contribution. The interest on the match is subject to forfeiture if the underlying match is forfeited and vests when our match vests. Any deferral, including the match and all interest, made under the Original Plan will be paid out upon the earlier of (i) the termination of such employee's employment or (ii) the payout date originally selected by the employee.

Our Current Plan is funded and does not provide for a fixed rate of return. Each participating employee selects from a range of investment options. We then provide an investment return equal to the return from the selected investment options. The investment options which may be selected by the participating employees track commonly available investment vehicles, including mutual funds, bond funds and money market funds. Participating employees can contribute up to 50% of their salary and up to 100% of their annual cash incentive under the Current Plan.

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The Current Plan also includes a match by our Company. The match is equal to 50% of the first 6% of contributions to the plan with a maximum match equivalent to 3% of base salary. Each annual match vests once the employee achieves three years of service; however, all employees' years of service were reset to zero as of January 1, 2005 for purposes of this match. For example, an employee who was hired on January 1, 1990 would be deemed to have zero years of service on January 1, 2005 for purposes of the Current Plan. If the employee participated in the Current Plan in 2005, 2006 and 2007, his Company match for the all three years would vest on January 1, 2008. The Company match, if vested, and earnings thereon, is paid out seven months after separation from service in either a lump sum or over a period of up to ten years, at the employee's election. The employee's contributions, and earnings thereon, are paid out upon separation from service or at a predetermined date and may be paid out in a lump sum or over a period of up to ten years. The match is subject to forfeiture if the participant leaves the Company and goes to work for a competitor.

#### Potential Payouts Upon Termination or Change of Control

David P. Yeager, Vice Chairman and CEO

##### Change of Control

Mr. Yeager has been granted performance units and various awards of restricted stock under our Long-Term Incentive Plans. Pursuant to his award agreements, this restricted stock vests upon a change of control and these performance units will be fully earned and the corresponding restricted stock will be granted and immediately vest upon a change of control. As of December 31, 2007, Mr. Yeager owned 77,420 performance units and 27,589 shares of restricted stock. Assuming the triggering event took place on the last business day of 2007, the value of the performance units and restricted stock would be \$2,791,139.

Mr. Yeager is a participant in both of our deferred compensation plans. Our Original Plan provides for the vesting of the Company match and any interest thereon upon a change of control. Our Current Plan provides for the vesting of the Company match and any earnings thereon upon a change of control. Assuming a change of control as defined under these plans occurred on December 31, 2007, a total of \$90,257 worth of Company matching contributions and interest or earnings thereon would have vested.

##### Retirement

Upon retirement, which is defined as the termination of employment on or after the age of 55, Mr. Yeager would be entitled to immediate vesting of any non-vested employer match and interest thereon under our Original Deferred Compensation Plan. As of December 31, 2007, Mr. Yeager was 54 years old and therefore does not at this time qualify for this benefit.

Mark A. Yeager, President and COO

##### Change of Control

Mr. Yeager has been granted performance units and various awards of restricted stock under our Long-Term Incentive Plans. Pursuant to his award agreements, this restricted stock vests upon a change of control and these performance units will be fully earned and the corresponding restricted stock will be granted and immediately vest upon a change of control. As of December 31, 2007, Mr. Yeager owned 64,516 performance units and 23,648 shares of restricted stock. Assuming the triggering event took place on the last business day of 2007, the value of the performance units and restricted stock would be \$2,343,399.

Mr. Yeager is a participant in both of our deferred compensation plans. Our Original Plan provides for the vesting of the Company match and any interest thereon upon a change of control. Our Current Plan provides for the vesting of the Company match and any earnings thereon upon a change of control. Assuming a change of control as defined under these plans occurred on December 31, 2007, a total of \$59,650 worth of Company matching contributions and interest or earnings thereon would have vested.

#### Retirement

Upon retirement, which is defined as the termination of employment on or after the age of 55, Mr. Yeager would be entitled to immediate vesting of any non-vested employer match and interest thereon under our Original Deferred Compensation Plan. As of December 31, 2007, Mr. Yeager was 43 years old and therefore does not at this time qualify for this benefit.

Terri A. Pizzuto, Executive Vice President, Treasurer and CFO

#### Change of Control

Ms. Pizzuto has been granted performance units and various awards of restricted stock under our Long-Term Incentive Plans. Pursuant to her award agreements, this restricted stock vests upon a change of control and these performance units will be fully earned and the corresponding restricted stock will be granted and immediately vest upon a change of control. As of December 31, 2007, Ms. Pizzuto owned 43,010 performance units and 15,414 shares of restricted stock. Assuming the triggering event took place on the last business day of 2007, the value of the performance units and restricted stock would be \$1,552,910.

Ms. Pizzuto is a participant in our Current Deferred Compensation Plan. Our Current Plan provides for the vesting of the Company match and any earnings thereon upon a change of control. Assuming a change of control as defined under these plans occurred on December 31, 2007, a total of \$23,183 worth of Company matching contributions and interest or earnings thereon would have vested.

David L. Marsh, Chief Marketing Officer

#### Change of Control

Mr. Marsh has been granted performance units and various awards of restricted stock under our Long-Term Incentive Plans. Pursuant to his award agreements, this restricted stock vests upon a change of control and these performance units will be fully earned and the corresponding restricted stock will be granted and immediately vest upon a change of control. As of December 31, 2007, Mr. Marsh owned 43,010 performance units and 15,765 shares of restricted stock. Assuming the triggering event took place on the last business day of 2007, the value of the performance units and restricted stock would be \$1,562,240.

Mr. Marsh is a participant in both of our deferred compensation plans. Our Original Plan provides for the vesting of the Company match and any interest thereon upon a change of control. Our Current Plan provides for the vesting of the Company match and any earnings thereon upon a change of control. Assuming a change of control as defined under these plans occurred on December 31, 2007, a total of \$41,202 worth of Company matching contributions and interest or earnings thereon would have vested.

#### Retirement

Upon retirement, which is defined as the termination of employment on or after the age of 55, Mr. Marsh would be entitled to immediate vesting of any non-vested employer match and interest thereon under our Original Deferred Compensation Plan. As of December 31, 2007, Mr. Marsh was 40 years old and therefore does not at this time qualify for this benefit.

Donald G. Maltby, Executive Vice President-Logistics

#### Change of Control

Mr. Maltby has been granted performance units and various awards of restricted stock under our Long-Term Incentive Plans. Pursuant to his award agreements, this restricted stock vests upon a change of control and these performance units will be fully earned and the corresponding restricted stock will be granted and immediately vest upon a change of control. As of December 31, 2007, Mr. Maltby owned 43,010 performance units and 11,824 shares of restricted stock. Assuming the triggering event took place on the last business day of 2007, the value of the performance units and restricted stock would be \$1,457,487.

Mr. Maltby is a participant in both of our deferred compensation plans. Our Original Plan provides for the vesting of the Company match and any interest thereon upon a change of control. Our Current Plan provides for the vesting of the Company match and any earnings thereon upon a change of control. Assuming a change of control as defined under these plans occurred on December 31, 2007, a total of \$34,100 worth of Company matching contributions and interest or earnings thereon would have vested.

#### Retirement

Upon retirement, which is defined as the termination of employment on or after the age of 55, Mr. Maltby would be entitled to immediate vesting of any non-vested employer match and interest thereon under our Original Deferred Compensation Plan. As of December 31, 2007, Mr. Maltby was 53 years old and therefore does not at this time qualify for this benefit.



Thomas M. White, Former Sr. Vice President, Treasurer and CFO

Mr. White was no longer employed by the Company on December 31, 2007 and is therefore not entitled to any benefits upon a change of control as of December 31, 2007.

#### Definition of “Change of Control”

For purposes of the foregoing discussion, a change of control under the Original Deferred Compensation Plan is defined as a change in the ownership or effective control of the Company, or a substantial portion of the Company’s assets as defined in section 409A of the Internal Revenue Code of 1986, as amended from time to time. Under all other plans described above a change of control is defined for these purposes as a change in the beneficial ownership of the Company’s voting stock or a change in the composition of the Board which occurs as follows: (i) Any “person” (as such term is used in Section 13(d) and 14(d)(2) of the Exchange Act) who is not as of the date of this grant but later becomes a beneficial owner, directly or indirectly, of stock of the Company representing 30 percent or more of the total voting power of the Company’s then outstanding stock; or (ii) A tender offer (for which a filing has been made with the SEC which purports to comply with the requirements of Section 14(d) of the Exchange Act and the corresponding SEC rules) is made for the stock of the Company, which has not been negotiated and approved by the Board. In case of a tender offer described in this paragraph, the change in control will be deemed to have occurred upon the first to occur of (A) any time during the offer when the person (using the definition in (i) above) making the offer owns or has accepted for payment stock of the Company with 25 percent or more of the total voting power of the Company’s stock, or (B) three business days before the offer is to terminate unless the offer is withdrawn first, if the person making the offer could own, by the terms of the offer plus any shares owned by this person, stock with 50 percent or more of the total voting power of the Company’s stock when the offer terminates; or (iii) Individuals who were the Board’s nominees for election as directors of the Company immediately prior to a meeting of the stockholders of the Company involving a contest for the election of directors shall not constitute a majority of the Board following the election.

#### DIRECTOR COMPENSATION

The following table sets forth a summary of the compensation for services rendered to the Company for the fiscal year ended December 31, 2007 for the Company’s independent directors.

| Name              | Fees Earned or<br>Paid in<br>Cash<br>(\$) | Stock<br>Awards<br>(\$) | Option<br>Awards<br>(\$) | Non-Equity<br>Incentive Plan<br>Compensation<br>(\$) | Change in<br>Pension<br>Value and<br>Nonqualified<br>Deferred<br>Compensation<br>Earnings | All Other<br>Compensation<br>(\$) | Total<br>(\$) |
|-------------------|---|-------------------------|--------------------------|--|---|-----------------------------------|---------------|
| Gary D. Eppen     | 60,000                                    | 72,582                  | --                       | --   | --  | 1,725(1)                          | 134,307       |
| Charles R. Reaves | 60,000                                    | 72,582                  | --                       | --   | --  | --                                | 132,582       |
| Martin P. Slark   | 60,000                                    | 72,582                  | --                       | --   | --  | --                                | 132,582       |

(1) Mr. Eppen contributed to our Deferred Compensation Plan in 2007 and received a match of \$1,725 for 2007.

Mr. Eppen has no options, 1,182 shares of restricted stock remaining from a grant made on December 21, 2005 that vests ratably over three years and 3,548 shares of restricted stock remaining from a grant made on January 2, 2007 that

vests ratably over three years. Mr. Reaves has no options, 1,182 shares of restricted stock remaining from a grant made on December 21, 2005 that vests ratably over three years and 3,548 shares of restricted stock remaining from a grant made on January 2, 2007 that vests ratably over three years. Mr. Slark has 24,000 exercisable options, 1,182 shares of restricted stock remaining from a grant made on December 21, 2005 that vests ratably over three years and 3,548 shares of restricted stock remaining from a grant made on January 2, 2007 that vests ratably over three years.

Directors who are not employees of the Company received \$60,000 for serving as a director during 2007. Directors who are employees of the Company do not receive additional compensation for such services. Both employee and non-employee directors are reimbursed for their travel and other expenses incurred in connection with attending meetings of the Board of Directors or committees thereof. In connection with their 2007 compensation package, on January 2, 2007, Messrs. Eppen, Reaves and Slark each received a grant of 3,548 shares of restricted Class A Common Stock with a value on the date of grant of \$97,747. This restricted stock vests ratably over a three-year period.

#### Compensation Committee Report

This report is submitted by the Compensation Committee of the Board of Directors.

The Compensation Committee has reviewed and discussed with management the Compensation Discussion and Analysis prepared by management and has recommended to the Board that it be included in this Proxy Statement.

#### COMPENSATION COMMITTEE

Gary D. Eppen  
Charles R. Reaves  
Martin P. Slark, Chairman

#### Audit Committee Report

The Audit Committee has reviewed and discussed the Company's quarterly and annual audited financial statements with management and with Ernst & Young, LLP, the Company's independent public accountants. The Company has also discussed with Ernst & Young LLP the matters required to be discussed by Statement on Auditing Standards No. 61, Communication with Audit Committees, as amended, by the Auditing Standards Board of the American Institute of Certified Public Accountants. The Audit Committee has also received from Ernst & Young LLP the written disclosures required by Independence Standards Board Standard No. 1, Independence Discussions with Audit Committees, regarding their independence. The Audit Committee has discussed with Ernst & Young LLP their independence and considered whether the provision of non-audit services referred to under "Independent Public Accountants" on page 29 is compatible with maintaining their independence. Based on the review and discussions referred to above, the Audit Committee recommended to the Board of Directors that the December 31, 2007 audited financial statements be included in the Company's Annual Report on Form 10-K for 2007.

#### AUDIT COMMITTEE

Gary D. Eppen, Chairman  
Charles R. Reaves  
Martin P. Slark



## INDEPENDENT PUBLIC ACCOUNTANTS

The Audit Committee has selected Ernst & Young LLP as the independent accountant of the Company. Representatives of Ernst & Young LLP will be present at the Annual Meeting and will be given the opportunity to make a statement if they desire to do so. They will also be available to respond to appropriate questions.

The fees billed by Ernst & Young in 2006 and 2007 for services provided to us were as follows:

|                        | 2006                | 2007              |
|------------------------|---------------------|-------------------|
| Audit Fees (1)         | \$ 1,079,300        | \$ 826,400        |
| Audit-Related Fees (2) | 102,800             | 161,900           |
| Tax Fees (3)           | 40,000              | 9,836             |
| All Other Fees (4)     | --                  | --                |
| <b>TOTAL</b>           | <b>\$ 1,222,100</b> | <b>\$ 998,136</b> |

(1) “Audit Fees” are the aggregate fees billed by Ernst & Young for professional services rendered for the audit of the Company’s annual financial statements for the years ended December 31, 2007 and December 31, 2006, the audit of the effectiveness of the Company’s internal control over financial reporting as of December 31, 2007 and December 31, 2006, the reviews of the financial statements included in the Company’s quarterly reports on Form 10-Q during 2007 and 2006, and consultation with respect to various accounting and financial reporting matters during 2007 and 2006.

(2) “Audit-related fees” include fees billed for assurance and related services that are reasonably related to the performance of the audit and not included in the “audit fees” described above. The 2007 and 2006 Audit-related fees include audit services performed in connection with potential acquisitions.

(3) “Tax Fees” are fees billed by Ernst & Young in 2007 for review of the deferred compensation plan and in 2006 for review of Comtrak’s state and local filing requirements.

(4) “All Other Fees” are fees billed by Ernst & Young in 2007 or 2006 that are not included in the above classifications.

The Audit Committee must pre-approve any audit or any permissible non-audit services to be provided by the Company’s independent auditors, and has established pre-approval policies and procedures for such services. Permissible non-audit services are those allowed under the regulations of the Securities and Exchange Commission. The Audit Committee may approve, at the beginning of each year, certain specific categories of permissible non-audit services within an aggregated budgeted dollar limit. The Audit Committee must approve on a project-by-project basis any permissible non-audit services that do not fall within a pre-approved category, or pre-approved permissible non-audit services that exceed the previously approved fees. All services provided by Ernst & Young during 2007 were approved by the Audit Committee and were permissible under applicable laws and regulations and will continue to be pre-approved by the Audit Committee.



### PROXY SOLICITATION EXPENSE

The Company will pay the expense of any proxy solicitation. In addition to the solicitation of proxies by use of the mail, solicitation also may be made by telephone, telegraph or personal interview by directors, officers, and regular employees of the Company, none of whom will receive additional compensation for any such solicitation. The Company will, upon request, reimburse brokers, banks, and similar organizations for out-of-pocket and reasonable clerical expenses incurred in forwarding proxy material to their principals.

### STOCKHOLDER PROPOSALS

Proposals of stockholders must be received in writing by the Secretary of the Company at the principal executive offices of the Company no later than December 3, 2008, in order to be considered for inclusion in the Company's proxy statement and form of proxy relating to the next annual meeting of stockholders.

The Company anticipates that its next annual meeting of stockholders will be held in May 2009. If a stockholder desires to submit a proposal for consideration at the next annual meeting of stockholders, written notice of such stockholder's intent to make such a proposal must be given and received by the Secretary of the Company at the principal executive offices of the Company either by personal delivery or by United States mail no earlier than February 13, 2009 nor later than March 14, 2009. Each notice must describe the proposal in sufficient detail for the proposal to be summarized on the agenda for the annual meeting of stockholders and must set forth: (i) the name and address, as it appears on the books of the Company, of the stockholder who intends to make the proposal; (ii) a representation that the stockholder is a holder of record of stock of the Company entitled to vote at such meeting and intends to appear in person or by proxy at such meeting to present such proposal; and (iii) the class and number of shares of the Company which are beneficially owned by the stockholder. In addition, the notice must set forth the reasons for conducting such proposed business at the annual meeting of stockholders and any material interest of the stockholder in such business. The presiding officer of the annual meeting of stockholders will, if the facts warrant, refuse to acknowledge a proposal not made in compliance with the foregoing procedure, and any such proposal not properly brought before the annual meeting of stockholders will not be considered.

By order of the Board of Directors,

DAVID C. ZEILSTRA  
Vice President, Secretary and General Counsel

Downers Grove, Illinois  
April 2, 2008

Each stockholder, whether or not he or she expects to be present in person at the Annual Meeting, is requested to MARK, SIGN, DATE, and RETURN THE ENCLOSED PROXY in the accompanying envelope as promptly as possible. A stockholder may revoke his or her proxy at any time prior to voting.





THIS PROXY WILL BE VOTED AS DIRECTED, OR IF NO DIRECTION IS INDICATED, WILL BE VOTED "FOR" THE PROPOSALS.

THIS PROXY IS SOLICITED ON BEHALF OF THE BOARD OF DIRECTORS.

The Board of Directors recommends a vote FOR the listed nominees.

1. Election of Directors

Nominees: FOR WITHHELD FOR ALL

01 Phillip C. Yeager

02 David P. Yeager

03 Mark A. Yeager

04 Gary D. Eppen

05 Charles R. Reaves

06 Martin P. Slark

Withheld for the nominees you list below: (Write that

Nominee's name in the space provided below.)

acknowledges receipt

The undersigned hereby

of the Proxy Statement

and Form 10-K.

Signature \_\_\_\_\_ Signature \_\_\_\_\_ Date \_\_\_\_\_

NOTE: Please sign exactly as your name appears. Joint owners should each sign. When signing as attorney, executor, administrator, trustee or guardian, please give full title as such.

FOLD AND DETACH HERE

WE ENCOURAGE YOU TO TAKE ADVANTAGE OF INTERNET OR TELEPHONE VOTING, BOTH ARE AVAILABLE 24 HOURS A DAY, 7 DAYS A WEEK.

Internet and telephone voting is available through 11:59 PM Eastern Time the day prior to annual meeting day.

Your Internet or telephone vote authorizes the named proxies to vote your shares in the same manner as if you marked, signed and returned your proxy card.

Internet

<http://www.proxyvoting.com/hubg>

Use the Internet to vote your proxy.

Have your proxy card in hand when you access the web site.

Telephone

1-866-540-5760

Use any touch-tone telephone to vote your proxy.

Have your proxy card in hand when you call.

OR

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If you vote your proxy by Internet or by telephone, you do NOT need to mail back your proxy card. To vote by mail, mark, sign and date your proxy card and return it in the enclosed postage-paid envelope.

HUB GROUP, INC.

This Proxy is solicited on behalf of the Board of Directors  
for the Annual Meeting of Stockholders to be held on May 14, 2008

The undersigned appoints Phillip C. Yeager, David P. Yeager and Mark A. Yeager, or any of them, proxies for the undersigned, each with full power of substitution, to attend the Annual Meeting of Stockholders of Hub Group, Inc., to be held on May 14, 2008 at 10:00 a.m., Chicago time, and at any adjournments or postponements of the Annual Meeting, and to vote as specified in this Proxy all of the Class A Common Stock of the Company which the undersigned would be entitled to vote if personally present. This Proxy when properly executed will be voted in accordance with your indicated directions. If no direction is made, this Proxy will be voted FOR the election of each of the nominees for the Board of Directors.

The Board of Directors recommends a vote FOR the election of each of the nominees for the Board of Directors.

YOUR VOTE IS IMPORTANT! PLEASE MARK, SIGN AND DATE THIS PROXY ON THE REVERSE SIDE  
AND

RETURN IT PROMPTLY IN THE ACCOMPANYING ENVELOPE.

(Continued and to be signed on reverse side)

Address Change/Comments

FOLD AND DETACH HERE