



XPO LOGISTICS, INC.

ACQUISITION COMMITTEE CHARTER

Effective as of January 16, 2012

1. Mission Statement

The primary purpose of the Acquisition Committee (the "Committee") of the Board of Directors (the "Board") of XPO Logistics, Inc. (the "Company") is to review and approve acquisition, divestiture and related transactions proposed by the Company's management in which the total consideration to be paid or received by the Company, for any particular transaction, does not exceed the limits that may be established by the Board from time to time.

2. Membership

The Committee shall consist of a number of directors to be determined from time to time by a majority vote of the entire Board.

The members of the Committee shall be appointed by a majority vote of the entire Board from among its members, taking into consideration the recommendations of the Nominating and Corporate Governance Committee of the Board, after consultation with the Chairman of the Company, and each member shall serve until such member's successor is duly appointed and qualified or until such member's death, resignation or removal by a majority vote of the entire Board.

3. Authority and Responsibilities

The Committee shall have the following specific authority and responsibilities (in addition to any others that the Board may from time to time delegate to the Committee):

Review and Approval of Certain Transactions

- The Committee shall have the authority to review, authorize and approve acquisition, divestiture and investment transactions by the Company, in cash, the Company's common stock, par value \$0.001 per share (the "Common Stock"), or other consideration, in amounts not to exceed, for any particular transaction, the limits that may be established by the Board from time to time; provided, that the Board shall approve the issuance of any amount of Common Stock (if applicable) that would require approval of the Company's stockholders pursuant to applicable stock exchange listing agreement requirements.
- The Committee shall report to the Board at the next meeting of the Board any transaction approved by the Committee.

Retention of Consultants and Advisors; Investigations

- The Committee shall have the authority, without having to seek Board approval, to obtain, at the expense of the Company, advice and assistance from internal or external legal, accounting and other advisors as it determines necessary or appropriate to carry out its duties and shall have the authority to approve the advisors' fees and other retention terms.
- The Committee shall have the authority to conduct or authorize investigations into or studies of any matters within the Committee's scope of responsibilities, including the authority to seek any information it requires from any director, officer or employee of the Company.

Performance Evaluation

- The Committee shall review its own performance and reassess the adequacy of this Charter at least annually, and submit such evaluation, including any recommendations for change, to the full Board for review, discussion and approval.

4. Structure and Operations

Upon considering the recommendation of the Nominating and Corporate Governance Committee, after consultation with the Chairman of the Company, the Board shall designate one member of the Committee to act as its chairman. The Committee shall meet in person or telephonically at such times and places determined by the Committee chairman, or shall take action by unanimous written consent, when deemed necessary or desirable by the Committee or its chairman. The chairman, with input from the other members of the Committee and, when appropriate, management, shall set the agendas for Committee meetings. A majority of the members of the Committee shall constitute a quorum; when more than two members are present, the act of a majority of such members at a meeting at which a quorum exists shall be the act of the Committee. When only two members are present and constitute a quorum, the unanimous vote of the two members shall constitute the act of the Committee.

The Committee may request that any directors, officers or other employees of the Company, or any other persons whose advice and counsel are sought by the Committee, attend any meeting of the Committee to provide such pertinent information as the Committee requests. The Committee may exclude from its meetings any persons it deems appropriate in order for it to fulfill its responsibilities. Subject to the immediately preceding sentence, any member of the Board shall be entitled to attend any meeting of the Committee.

The Committee may form and delegate authority to subcommittees when appropriate.

The Committee shall maintain minutes or other records of its meetings and shall give regular reports to the Board on the meetings of the Committee and on such other matters as required by this Charter or as the Board shall from time to time specify.

Except as expressly provided in this Charter, the Company's bylaws or the Company's Corporate Governance Guidelines, or as required by law, regulation or applicable listing standards, the Committee shall set its own rules of procedure.