

Form 5500 Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Annual Return/Report of Employee Benefit Plan This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), and 6058(a) of the Internal Revenue Code (the Code). ► Complete all entries in accordance with the instructions to the Form 5500.	OMB Nos. 1210-0110 1210-0089
		2009
		This Form is Open to Public Inspection

Part I	Annual Report Identification Information
For calendar plan year 2009 or fiscal plan year beginning <u>01/01/2009</u> and ending <u>12/31/2009</u>	
A This return/report is for:	☐ a multiemployer plan; ☐ a multiple-employer plan; or ☒ a single-employer plan; ☐ a DFE (specify) ____
B This return/report is:	☐ the first return/report; ☐ the final return/report; ☐ an amended return/report; ☐ a short plan year return/report (less than 12 months).
C If the plan is a collectively-bargained plan, check here.	☐
D Check box if filing under:	☒ Form 5558; ☐ automatic extension; ☐ the DFVC program; ☐ special extension (enter description)

Part II	Basic Plan Information —enter all requested information
1a Name of plan <u>TRANSPORT CORPORATION OF AMERICA, INC. RETIREMENT PLAN</u>	1b Three-digit plan number (PN) ► <u>001</u> 1c Effective date of plan <u>04/01/1987</u>
2a Plan sponsor's name and address (employer, if for a single-employer plan) (Address should include room or suite no.) <u>TRANSPORT CORPORATION OF AMERICA, INC.</u> <u>1715 YANKEE DOODLE ROAD</u> <u>EAGAN, MN 55121</u>	2b Employer Identification Number (EIN) <u>41-1386925</u> 2c Sponsor's telephone number <u>651-686-2500</u> 2d Business code (see instructions) <u>484120</u>

Caution: A penalty for the late or incomplete filing of this return/report will be assessed unless reasonable cause is established.

Under penalties of perjury and other penalties set forth in the instructions, I declare that I have examined this return/report, including accompanying schedules, statements and attachments, as well as the electronic version of this return/report, and to the best of my knowledge and belief, it is true, correct, and complete.

SIGN HERE	<u>Filed with authorized/valid electronic signature.</u>	<u>10/14/2010</u>	<u>MARK EMMEN</u>
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500.

Form 5500 (2009)
v.092307.1

3a Plan administrator's name and address (if same as plan sponsor, enter "Same") TRANSPORT CORPORATION OF AMERICA, INC. 1715 YANKEE DOODLE ROAD EAGAN, MN 55121	3b Administrator's EIN 41-1386925 3c Administrator's telephone number 651-686-2500
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4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report: a Sponsor's name	4b EIN 4c PN
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5 Total number of participants at the beginning of the plan year	5	1385
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6 Number of participants as of the end of the plan year (welfare plans complete only lines 6a , 6b , 6c , and 6d).		
a Active participants.....	6a	979
b Retired or separated participants receiving benefits.....	6b	0
c Other retired or separated participants entitled to future benefits.....	6c	167
d Subtotal. Add lines 6a , 6b , and 6c	6d	1146
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e	2
f Total. Add lines 6d and 6e	6f	1148
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....	6g	717
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....	6h	81

7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	7	
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8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristic Codes in the instructions:
 2E 2F 2G 2J 2K 2T 3H

b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristic Codes in the instructions:

9a Plan funding arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor	9b Plan benefit arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor
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10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)

a Pension Schedules

- (1) ☒ **R** (Retirement Plan Information)
 (2) ☐ **MB** (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary
 (3) ☐ **SB** (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary

b General Schedules

- (1) ☒ **H** (Financial Information)
 (2) ☐ **I** (Financial Information – Small Plan)
 (3) ☐ **A** (Insurance Information)
 (4) ☒ **C** (Service Provider Information)
 (5) ☒ **D** (DFE/Participating Plan Information)
 (6) ☐ **G** (Financial Transaction Schedules)

SCHEDULE C (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Service Provider Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110
		2009
		This Form is Open to Public Inspection.
For calendar plan year 2009 or fiscal plan year beginning 01/01/2009 and ending 12/31/2009		
A Name of plan TRANSPORT CORPORATION OF AMERICA, INC. RETIREMENT PLAN	B Three-digit plan number (PN) ▶	001
C Plan sponsor's name as shown on line 2a of Form 5500 TRANSPORT CORPORATION OF AMERICA, INC.	D Employer Identification Number (EIN) 41-1386925	

Part I	Service Provider Information (see instructions)
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You must complete this Part, in accordance with the instructions, to report the information required for **each person** who received, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of monetary value) in connection with services rendered to the plan or the person's position with the plan during the plan year. If a person received **only** eligible indirect compensation for which the plan received the required disclosures, you are required to answer line 1 but are not required to include that person when completing the remainder of this Part.

1 Information on Persons Receiving Only Eligible Indirect Compensation

a Check "Yes" or "No" to indicate whether you are excluding a person from the remainder of this Part because they received only eligible indirect compensation for which the plan received the required disclosures (see instructions for definitions and conditions)..... ☒ Yes ☐ No

b If you answered line 1a "Yes," enter the name and EIN or address of each person providing the required disclosures for the service providers who received only eligible indirect compensation. Complete as many entries as needed (see instructions).

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation
FID INV INST OPS CO
04-2647786

(b) Enter name and EIN or address of person who provided you disclosure on eligible indirect compensation
(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

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2. Information on Other Service Providers Receiving Direct or Indirect Compensation. Except for those persons for whom you answered "yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

(a) Enter name and EIN or address (see instructions)

FIDELITY INVESTMENTS INSTITUTIONAL

04-2647786

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
64 37 65 60	RECORDKEEPER	31937	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☒ No ☐

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

Part I Service Provider Information (continued)

3 If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received \$1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
ALL BERN INTL VAL A - ALLIANCEBERNS 13-3211780	0.35%

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
BARON GROWTH - DST SYSTEMS, INC. 43-1581814	0.40%

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
PIMCO TOT RETURN ADM - BOSTON FINAN 04-2526037	0.25%

Part I Service Provider Information (continued)

3 If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received \$1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
VK GROWTH & INCOME A - VAN KAMPEN I PO BOX 219286 KANSAS, MO 64121	0.35%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

Part II Service Providers Who Fail or Refuse to Provide Information

4 Provide, to the extent possible, the following information for each service provider who failed or refused to provide the information necessary to complete this Schedule.

(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide

Part III Termination Information on Accountants and Enrolled Actuaries (see instructions)
(complete as many entries as needed)

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN;
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN;
c Position:	
d Address:	e Telephone:

Explanation:

<div>SCHEDULE D</div> <div>(Form 5500)</div> <div>Department of the Treasury Internal Revenue Service</div> <div>Department of Labor Employee Benefits Security Administration</div>		<div>DFE/Participating Plan Information</div> <div>This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).</div> <div>▶ File as an attachment to Form 5500.</div>		<div>OMB No. 1210-0110</div> <div>2009</div> <div>This Form is Open to Public Inspection.</div>	
For calendar plan year 2009 or fiscal plan year beginning 01/01/2009 and ending 12/31/2009					
A Name of plan TRANSPORT CORPORATION OF AMERICA, INC. RETIREMENT PLAN				B Three-digit plan number (PN) ▶ 001	
C Plan or DFE sponsor's name as shown on line 2a of Form 5500 TRANSPORT CORPORATION OF AMERICA, INC.				D Employer Identification Number (EIN) 41-1386925	
Part I Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs) (Complete as many entries as needed to report all interests in DFEs)					
a Name of MTIA, CCT, PSA, or 103-12 IE: FID MGD INC PORT					
b Name of sponsor of entity listed in (a): FIDELITY MANAGEMENT TRUST COMPANY					
c EIN-PN 04-3022712-024		d Entity code C		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 5052333	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103	

a Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)

Part II Information on Participating Plans (to be completed by DFEs)

(Complete as many entries as needed to report all participating plans)

a Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN

SCHEDULE H (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Financial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500.	OMB No. 1210-0110
		2009
		This Form is Open to Public Inspection

For calendar plan year 2009 or fiscal plan year beginning 01/01/2009 and ending 12/31/2009		
A Name of plan TRANSPORT CORPORATION OF AMERICA, INC. RETIREMENT PLAN	B Three-digit plan number (PN) ►	001
C Plan sponsor's name as shown on line 2a of Form 5500 TRANSPORT CORPORATION OF AMERICA, INC.	D Employer Identification Number (EIN) 41-1386925	

Part I	Asset and Liability Statement
---------------	--------------------------------------

1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. **Round off amounts to the nearest dollar.** MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)		
(2) Participant contributions	1b(2)		
(3) Other.....	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)		
(2) U.S. Government securities.....	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other.....	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)	1159423	934972
(9) Value of interest in common/collective trusts.....	1c(9)	5631482	5052333
(10) Value of interest in pooled separate accounts.....	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)		
(12) Value of interest in 103-12 investment entities	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds).....	1c(13)	14023262	17473238
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)		
(15) Other	1c(15)		

1d Employer-related investments:

		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	20814167	23460543

Liabilities

g Benefit claims payable	1g		
h Operating payables	1h		
i Acquisition indebtedness	1i		
j Other liabilities	1j		
k Total liabilities (add all amounts in lines 1g through 1j)	1k	0	0

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	20814167	23460543
---	-----------	----------	----------

Part II Income and Expense Statement

2 Plan income, expenses, and changes in net assets for the year. Include all income and expenses of the plan, including any trust(s) or separately maintained fund(s) and any payments/receipts to/from insurance carriers. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 2a, 2b(1)(E), 2e, 2f, and 2g.

Income**a Contributions:**

		(a) Amount	(b) Total
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)	31744	
(B) Participants	2a(1)(B)	1651230	
(C) Others (including rollovers)	2a(1)(C)	14806	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		1697780

b Earnings on investments:**(1) Interest:**

(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)		
(B) U.S. Government securities	2b(1)(B)		
(C) Corporate debt instruments	2b(1)(C)		
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)	59271	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		59271

(2) Dividends: (A) Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)		
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	305271	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		305271

(3) Rents	2b(3)		
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(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)		
(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		

		(a) Amount	(b) Total
2b (5) Unrealized appreciation (depreciation) of assets: (A) Real estate.....	2b(5)(A)		
(B) Other	2b(5)(B)		
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		
(6) Net investment gain (loss) from common/collective trusts	2b(6)		301848
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds).....	2b(10)		3877566
c Other income.....	2c		
d Total income. Add all income amounts in column (b) and enter total.....	2d		6241736

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	3546117	
(2) To insurance carriers for the provision of benefits	2e(2)		
(3) Other	2e(3)		
(4) Total benefit payments. Add lines 2e(1) through (3)	2e(4)		3546117
f Corrective distributions (see instructions)	2f		3854
g Certain deemed distributions of participant loans (see instructions).....	2g		13391
h Interest expense.....	2h		
i Administrative expenses: (1) Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)	31998	
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		31998
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		3595360

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		2646376
l Transfers of assets:			
(1) To this plan.....	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

3 Complete lines 3a through 3c if the opinion of an independent qualified public accountant is attached to this Form 5500. Complete line 3d if an opinion is not attached.

a The attached opinion of an independent qualified public accountant for this plan is (see instructions):

(1) ☐ Unqualified (2) ☐ Qualified (3) ☒ Disclaimer (4) ☐ Adverse

b Did the accountant perform a limited scope audit pursuant to 29 CFR 2520.103-8 and/or 103-12(d)? ☒ Yes ☐ No

c Enter the name and EIN of the accountant (or accounting firm) below:

(1) Name: KPMG LLP

(2) EIN: 13-5565207

d The opinion of an independent qualified public accountant is **not attached** because:

(1) ☐ This form is filed for a CCT, PSA, or MTIA. (2) ☐ It will be attached to the next Form 5500 pursuant to 29 CFR 2520.104-50.

Part IV Compliance Questions

- 4** CCTs and PSAs do not complete Part IV. MTIAs, 103-12 IEs, and GIAs do not complete 4a, 4e, 4f, 4g, 4h, 4k, 4m, 4n, or 5. 103-12 IEs also do not complete 4j and 4l. MTIAs also do not complete 4l.

During the plan year:

	Yes	No	Amount
a Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.).....		X	
b Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.).....		X	
c Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)		X	
d Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.).....		X	
e Was this plan covered by a fidelity bond?.....	X		500000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		X	
g Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.).....	X		
j Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.).....		X	
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?.....		X	
l Has the plan failed to provide any benefit when due under the plan?		X	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.).....		X	
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.		X	

- 5a** Has a resolution to terminate the plan been adopted during the plan year or any prior plan year?
If yes, enter the amount of any plan assets that reverted to the employer this year ☐ Yes ☒ No Amount:

- 5b** If, during this plan year, any assets or liabilities were transferred from this plan to another plan(s), identify the plan(s) to which assets or liabilities were transferred. (See instructions.)

5b(1) Name of plan(s)	5b(2) EIN(s)	5b(3) PN(s)

SCHEDULE R (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Retirement Plan Information This schedule is required to be filed under section 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110
		2009
		This Form is Open to Public Inspection.

For calendar plan year 2009 or fiscal plan year beginning 01/01/2009 and ending 12/31/2009

A Name of plan <u>TRANSPORT CORPORATION OF AMERICA, INC. RETIREMENT PLAN</u>	B Three-digit plan number (PN) ▶ <u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>TRANSPORT CORPORATION OF AMERICA, INC.</u>	D Employer Identification Number (EIN) <u>41-1386925</u>

Part I	Distributions
---------------	----------------------

All references to distributions relate only to payments of benefits during the plan year.

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....	1	<u>0</u>
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): <u>04-6568107</u>		
Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.		
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year.....	3	

Part II	Funding Information (If the plan is not subject to the minimum funding requirements of section 412 of the Internal Revenue Code or ERISA section 302, skip this Part)
----------------	--

4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)?.....	☐ Yes	☐ No	☐ N/A
If the plan is a defined benefit plan, go to line 8.			
5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. Date: Month _____ Day _____ Year _____	If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.		
6 a Enter the minimum required contribution for this plan year	6a		
b Enter the amount contributed by the employer to the plan for this plan year	6b		
c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount).....	6c		
If you completed line 6c, skip lines 8 and 9.			
7 Will the minimum funding amount reported on line 6c be met by the funding deadline?	☐ Yes	☐ No	☐ N/A
8 If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change?.....	☐ Yes	☐ No	☐ N/A

Part III	Amendments
-----------------	-------------------

9 If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box(es). If no, check the "No" box.....	☐ Increase	☐ Decrease	☐ Both	☐ No
--	-----------------------------------	-----------------------------------	-------------------------------	-----------------------------

Part IV	ESOPs (see instructions). If this is not a plan described under Section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.
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10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan?.....	☐ Yes	☐ No
11 a Does the ESOP hold any preferred stock?	☐ Yes	☐ No
b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.)	☐ Yes	☐ No
12 Does the ESOP hold any stock that is not readily tradable on an established securities market?	☐ Yes	☐ No

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

13 Enter the following information for each employer that contributed more than 5% of total contributions to the plan during the plan year (measured in dollars). See instructions. *Complete as many entries as needed to report all applicable employers.*

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

- 14** Enter the number of participants on whose behalf no contributions were made by an employer as an employer of the participant for:

a The current year	14a	
b The plan year immediately preceding the current plan year	14b	
c The second preceding plan year	14c	

- 15** Enter the ratio of the number of participants under the plan on whose behalf no employer had an obligation to make an employer contribution during the current plan year to:

a The corresponding number for the plan year immediately preceding the current plan year	15a	
b The corresponding number for the second preceding plan year	15b	

- 16** Information with respect to any employers who withdrew from the plan during the preceding plan year:

a Enter the number of employers who withdrew during the preceding plan year	16a	
b If item 16a is greater than 0, enter the aggregate amount of withdrawal liability assessed or estimated to be assessed against such withdrawn employers	16b	

- 17** If assets and liabilities from another plan have been transferred to or merged with this plan during the plan year, check box and see instructions regarding supplemental information to be included as an attachment. ☐

Part VI Additional Information for Single-Employer and Multiemployer Defined Benefit Pension Plans

- 18** If any liabilities to participants or their beneficiaries under the plan as of the end of the plan year consist (in whole or in part) of liabilities to such participants and beneficiaries under two or more pension plans as of immediately before such plan year, check box and see instructions regarding supplemental information to be included as an attachment ☐

- 19** If the total number of participants is 1,000 or more, complete items (a) through (c)

- a** Enter the percentage of plan assets held as:

Stock: _____% Investment-Grade Debt: _____% High-Yield Debt: _____% Real Estate: _____% Other: _____%

- b** Provide the average duration of the combined investment-grade and high-yield debt:

☐ 0-3 years ☐ 3-6 years ☐ 6-9 years ☐ 9-12 years ☐ 12-15 years ☐ 15-18 years ☐ 18-21 years ☐ 21 years or more

- c** What duration measure was used to calculate item 19(b)?

☐ Effective duration ☐ Macaulay duration ☐ Modified duration ☐ Other (specify): _____



**TRANSPORT CORPORATION OF AMERICA, INC.
RETIREMENT PLAN**

Financial Statements and Supplemental Schedule

December 31, 2009 and 2008

(With Independent Auditors' Report Thereon)

**TRANSPORT CORPORATION OF AMERICA, INC.
RETIREMENT PLAN**

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KPMG LLP
4200 Wells Fargo Center
90 South Seventh Street
Minneapolis, MN 55402

Independent Auditors' Report

The Plan Administrator
Transport Corporation of America, Inc. Retirement Plan:

We were engaged to audit the statements of net assets available for benefits of the Transport Corporation of America, Inc. Retirement Plan (the Plan) as of December 31, 2009 and 2008, the related statements of changes in net assets available for benefits for the years then ended, and the supplemental schedule H, line 4i – schedule of assets (held at end of year) as of December 31, 2009. These financial statements are the responsibility of the Plan's management. Our responsibility is to express an opinion on these financial statements based on our audits.

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the Plan Administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the investments, investment transactions, and related income, as presented in note 3 to the financial statements, which were certified by Fidelity Management Trust Company, the Trustee of the Plan, except for comparing such information with the related information included in the 2009 and 2008 financial statements and supplemental schedule. We have been informed by the Plan Administrator that the Trustee holds the Plan's investment assets and executes investment transactions. The Plan Administrator has obtained a certification from the Trustee as of and for the years ended December 31, 2009 and 2008 that the information provided to the Plan Administrator by the Trustee is complete and accurate.

Because of the significance of the information in the Plan's 2009 and 2008 financial statements and supplemental schedule that we did not audit, we are unable to, and do not, express an opinion on the accompanying 2009 and 2008 financial statements and supplemental schedule taken as a whole. The form and content of the information included in the 2009 and 2008 financial statements and supplemental schedule, other than that derived from the information certified by the Trustee, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

KPMG LLP

Minneapolis, Minnesota
July 27, 2010

TRANSPORT CORPORATION OF AMERICA, INC.
RETIREMENT PLAN

Statements of Net Assets Available for Benefits

December 31, 2009 and 2008

	<u>2009</u>	<u>2008</u>
Investments, at fair value:		
Value of interest in common/collective trust	\$ 5,052,333	5,631,482
Value of shares in registered investment companies	17,473,238	14,023,262
Loans to participants	<u>934,972</u>	<u>1,159,423</u>
	23,460,543	20,814,167
Excess contributions payable	<u>(12,039)</u>	<u>(3,854)</u>
Net assets available for benefits, before adjustment	23,448,504	20,810,313
Adjustment from fair value to contract value for interest in common/collective trust relating to fully benefit-responsive investment contract	<u>93,949</u>	<u>303,773</u>
Net assets available for benefits	<u><u>\$ 23,542,453</u></u>	<u><u>21,114,086</u></u>

See accompanying notes to financial statements.

TRANSPORT CORPORATION OF AMERICA, INC.
RETIREMENT PLAN

Statements of Changes in Net Assets Available for Benefits

Years ended December 31, 2009 and 2008

	<u>2009</u>	<u>2008</u>
Investment income (loss):		
Net change in fair value of investments	\$ 3,876,127	(8,506,247)
Interest and dividends	456,455	987,920
	<u>4,332,582</u>	<u>(7,518,327)</u>
Contributions:		
Participant	1,639,191	2,360,159
Employer	31,744	512,138
Rollovers	16,356	454,790
	<u>1,687,291</u>	<u>3,327,087</u>
Total investment income (loss) and contributions	<u>6,019,873</u>	<u>(4,191,240)</u>
Deductions:		
Benefits paid	3,559,508	4,443,290
Administration expenses	31,998	37,515
	<u>3,591,506</u>	<u>4,480,805</u>
Increase (decrease) in net assets available for benefits	2,428,367	(8,672,045)
Net assets available for benefits:		
Beginning of year	<u>21,114,086</u>	<u>29,786,131</u>
End of year	<u>\$ 23,542,453</u>	<u>21,114,086</u>

See accompanying notes to financial statements.

TRANSPORT CORPORATION OF AMERICA, INC.
RETIREMENT PLAN

Notes to Financial Statements

December 31, 2009 and 2008

(1) Description of Plan

The following is a brief description of the Transport Corporation of America, Inc. Retirement Plan (the Plan) and is provided for general information purposes only. Participants should refer to the plan document for more complete information.

(a) General

The Plan is a defined contribution plan covering all Transport Corporation of America, Inc.'s (the Company) employees who have attained the age of 21 and completed six months of service. On the first day of each calendar month, upon satisfying the requirements, employees become eligible to participate in the Plan. The Plan was established to provide retirement and other benefits for employees and their beneficiaries. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

(b) Funding Policy and Contributions

The maximum amount of pretax contributions that a participant could make during 2009 was 60% of wages, not to exceed the maximum dollar amount permitted by law. Effective January 1, 2006, participants may also make after-tax salary reductions to the Plan's Employee Roth contributions account. The Company may make a discretionary matching contribution equal to a percentage determined from time to time by the Company. The Company matched 50% of the participants' pretax contributions up to a maximum of 4% of the participants' qualified compensation in 2008. On January 19, 2009, the Company discontinued the discretionary matching contribution to Plan participants until such time as economic conditions warranted reinstatement. The discretionary matching contribution was reinstated on January 1, 2010. For participants who are employed as truck drivers with pay based on actual miles driven, the Company also may elect to contribute \$0.005 and \$0.01 per paid mile driven for drivers with over one and two years of service, respectively. In 2009, there was no quarterly Company contribution to truck drivers. The Company may also make an additional discretionary contribution determined by the Company's Board of Directors. There was no such additional discretionary contribution in either 2009 or 2008.

Contributions are subject to certain Internal Revenue Code (IRC) limitations. In instances where contributions exceeded those limitations, it may be necessary for the Plan to reimburse the participants for a portion of their contributions. This reimbursement is classified as excess contributions payable on the statements of net assets available for benefits. Excess contributions were \$12,039 and \$3,854 at December 31, 2009 and 2008, respectively.

(c) Participant Accounts

Each participant's account is credited with the participant's contributions and the Company's contributions and an allocation of plan earnings and losses. Allocations are based on participants' deferral or account balances, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

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(d) Investment Options

Upon enrollment in the Plan, a participant may direct contributions to various investment options as more fully described in the Plan's literature. All options vary in types of investments, rates of return, and investment risk. Participants may make transfers between funds at any time.

(e) Vesting

The participants are always 100% vested in their own contributions and related earnings. Upon reaching normal retirement age of 65 or permanent disability, a participant will be 100% vested in the Company's contributions. Otherwise, a participant is fully vested upon completion of six years of qualifying service, as defined, on a graded vesting schedule.

(f) Forfeitures

Forfeitures from terminated participants' accounts are used to reduce the Company's contributions and expenses of the Plan. Total forfeitures used to reduce the Company's contributions were approximately \$0 and \$49,000 during 2009 and 2008, respectively. Total forfeitures used to reduce the Company's administrative expenses were approximately \$1,000 and \$7,000 during 2009 and 2008, respectively.

(g) Loans

Under the terms of the Plan, participants may borrow from their accounts a minimum of \$1,000 and up to the lesser of 50% of the participant's vested account balance or \$50,000 less the highest balance of the total outstanding loan balance during the one-year period prior to the date of the loan. The rate of interest on existing loans at December 31, 2009 ranged from 5.75% to 9.25%. The terms of the loans may not exceed five years, except for certain home loans for which the Plan may allow a longer repayment period. The loans are secured by the balance in the participant's account. Principal and interest are paid ratably through payroll deduction.

(h) Payment of Benefits

Payment of the vested portion of a participant's account can be made upon termination of the Plan or upon hardship, retirement, termination of employment, disability, or death of the participant.

(2) Summary of Significant Accounting and Plan Policies

(a) Basis of Presentation

The accompanying financial statements have been prepared under the accrual-basis method of accounting in accordance with U.S. generally accepted accounting principles (GAAP).

(b) Recent Accounting Pronouncements

In June 2009, the Financial Accounting Standards Board (FASB) issued FASB Statement No. 168, *The FASB Accounting Standards Codification and Hierarchy of Generally Accepted Accounting Principles – a replacement of FASB Statement No. 162 (the Codification)*. The Codification reorganized existing U.S. accounting and reporting standards issued by FASB and other related

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private sector standard setters into a single source of authoritative accounting principles arranged by topic. The Codification supersedes all existing U.S. accounting standards; all other accounting literature not included in the Codification (other than Securities and Exchange Commission guidance for publicly traded companies) is considered nonauthoritative. The Codification was effective on a prospective basis for interim and annual reporting periods ending after September 15, 2009. The adoption of the Codification changed the Plan's references to U.S. GAAP accounting standards but did not impact the Plan's financial statements.

Effective January 1, 2008, the Plan adopted FASB Statement of Financial Accounting Standards No. 157, *Fair Value Measurements*, which is now included within Accounting Standards Codification (ASC) Topic 820, *Fair Value Measurements* (ASC 820). In accordance with ASC 820, fair value is defined as the price that the Plan would receive to sell an asset or pay to transfer a liability in an orderly transaction between market participants at the measurement date. See note 4 for the applicable ASC 820 disclosures.

In 2009, the Plan adopted guidance under ASC Topic 855, *Subsequent Events* (ASC 855). The guidance requires subsequent events and transactions to be evaluated through the financial statement issuance date and requires disclosure of the date through which subsequent events have been evaluated. The adoption of the authoritative guidance did not have a material effect on the Plan's financial statements.

(c) Investments

Plan investments are stated at fair value as determined by Fidelity Management Trust Company, the trustee of the Plan (the Trustee). The value of shares in registered investment companies is stated at fair value as determined by quoted market prices, which represents the net asset value of shares held by the Plan at year-end. The Plan's interest in the common/collective trust is based on the fair value of the common/collective trust's underlying investments as based on information reported by the investment advisor using the audited financial statements of the common/collective trust at December 31, 2009 and 2008. The net increase or decrease in market value of the investment portfolio during the year and realized gains and losses have been reported in the accompanying statements of changes in net assets available for benefits.

As described in ASC Topic 946, *Financial Services – Investment Companies* (ASC 946), investment contracts held by a defined contribution plan are required to be reported at fair value. However, contract value is the relevant measurement attribute for that portion of the net assets available for benefits of a defined contribution plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the Plan. The Plan invests in investment contracts through a common/collective trust. Contract value for the common/collective trust is based on the net asset value of the trust as reported by the investment advisor. As required by ASC 946, the statements of net assets available for benefits present the fair value of the investment in the common/collective trust as well as the adjustment of the investment in the common/collective trust from fair value to contract value relating to the investment contracts. The statements of changes in net assets available for benefits are prepared on a contract value basis.

TRANSPORT CORPORATION OF AMERICA, INC.
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December 31, 2009 and 2008

Participant loans are valued at amortized cost, which approximates fair value using a discounted cash flow model.

(d) Revenue Recognition

Interest income is recorded on the accrual basis, and dividends are recorded on the ex-dividend date. Realized gains and losses related to sales of investments are recorded on a trade-date basis, and unrealized gains and losses are recorded based on the fair value as of the end of the reporting period.

(e) Benefits

Benefits are recorded when paid.

(f) Administration Expenses

The administration expenses of the Plan are shared by the Company and participants.

(g) Use of Estimates

The preparation of financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, and changes therein, and disclosure of contingent assets and liabilities. Actual results could differ from those estimates and assumptions.

(3) Certification by the Plan Investment Manager and Trustee

The Plan Administrator has elected the method of compliance as permitted by 29 CFR 2520.103-8 of the United States Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, as permitted under such election, the Plan Administrator instructed the Plan's independent auditors not to perform any auditing procedures with respect to the following information certified as complete and accurate by the Trustee, except for comparing such information certified by the Trustee to information included in the Plan's financial statements and supplemental schedule.

The Trustee has provided the Plan Administrator with certifications as to the completeness and accuracy of investment assets aggregating \$23,460,543 and \$20,814,167 as of December 31, 2009 and 2008, respectively, and the related net investment income (loss), including the net change in fair value of such assets, of \$4,332,582 and \$(7,518,327) for the years ended December 31, 2009 and 2008, respectively. Such amounts and all related financial data are included in the accompanying financial statements and supplemental schedule of the Plan based on such certifications from the Trustee as being complete and accurate.

TRANSPORT CORPORATION OF AMERICA, INC.
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Notes to Financial Statements

December 31, 2009 and 2008

The following table summarizes the Plan's net investment income (loss) for the years ended December 31, 2009 and 2008:

Description	2009	2008
Mutual funds with registered investment companies	\$ 4,181,398	(7,810,851)
Common/collective trust	91,913	227,236
Participant loans	59,271	65,288
Net investment income (loss)	\$ 4,332,582	(7,518,327)

(4) Investments

The following table presents the fair value of the Plan's investments that were individually in excess of 5% of the net assets available for benefits at December 31, 2009 or 2008:

	2009	2008
Fidelity Management Trust Company:		
Fidelity Managed Income Portfolio	\$ 5,052,333	5,631,482
Fidelity Contrafund	2,350,933	1,892,827
Fidelity Growth Company Fund	2,049,010	1,578,615
Fidelity Spartan U.S. Equity Index Fund	1,765,224	1,511,861
PIMCO Total Return Fund	1,652,131	1,815,454
Baron Growth Fund	1,386,065	*
Fidelity Low Price Stock Fund	1,359,764	*
Fidelity Mid-Cap Stock Fund	1,303,114	*
Fidelity Freedom 2010 Fund	1,265,195	1,066,874
Fidelity Diversified International Fund	1,181,294	*

* Investment individually does not represent 5% or more of the net assets available for benefits in the year indicated.

ASC 820 establishes and requires disclosure of a fair value hierarchy, separately for each major category of assets and liabilities, that segregates fair value measurements into levels (Levels 1, 2, and 3). Categorization of fair value measurements is determined by the nature of the inputs as follows: inputs using quoted prices in active markets for identical assets or liabilities (Level 1), significant other observable inputs (Level 2), and significant unobservable inputs (Level 3). Valuation levels are not necessarily an indication of the risk associated with investing in those securities.

TRANSPORT CORPORATION OF AMERICA, INC.
RETIREMENT PLAN

Notes to Financial Statements

December 31, 2009 and 2008

The following tables summarize the Plan's investments that were accounted for at fair value within the fair value hierarchy of ASC 820, as of December 31, 2009 and 2008:

Description	Assets at fair value as of December 31, 2009			
	Total	Level 1	Level 2	Level 3
Mutual funds with registered investment companies	\$ 17,473,238	17,473,238	—	—
Plan's interest in common/collective trust	5,052,333	—	5,052,333	—
Participant loans	934,972	—	—	934,972

Description	Assets at fair value as of December 31, 2008			
	Total	Level 1	Level 2	Level 3
Mutual funds with registered investment companies	\$ 14,023,262	14,023,262	—	—
Plan's interest in common/collective trust	5,631,482	—	5,631,482	—
Participant loans	1,159,423	—	—	1,159,423

The following table is a rollforward of the Level 3 investments during the year ended December 31, 2009:

Level 3 assets	Participant loans
Beginning balance at January 1, 2009	\$ 1,159,423
Total gains or losses (realized/unrealized)	—
Purchases, sales, issuances, and settlements (net)	(224,451)
Ending balance at December 31, 2009	\$ 934,972

The Fidelity Managed Income Portfolio is a commingled pool that seeks to preserve principal while earning a competitive level of income over time. The portfolio invests in short-term bonds and other fixed income securities such as U.S. Treasury Bonds, government agency securities, corporate bonds, mortgage-backed securities, commercial mortgage-backed securities, and asset-backed securities. Interest is credited to the portfolio under wrap contracts; there is no immediate recognition of gains and losses. The average yield returned by the common/collective trust was 3.2% and 3.6% in 2009 and 2008, respectively. The crediting rate of the common/collective trust was 1.2% and 3.0% in 2009 and 2008, respectively.

The market volatility of equity-based investments may substantially impact the value of such investments at any given time. It is possible that the value of the Plan's investments, both in total and in individual participant accounts, has changed significantly since December 31, 2009.

TRANSPORT CORPORATION OF AMERICA, INC.
RETIREMENT PLAN

Notes to Financial Statements

December 31, 2009 and 2008

(5) Related-Party Transactions

The Company is the administrator of the Plan and appoints the Trustee for the Plan. The Company also pays for certain ongoing administration expenses associated with the Plan. Transactions with the Trustee qualify as party-in-interest transactions.

(6) Plan Termination

Although it has not expressed any intent to do so, the Company has the right under the Plan to terminate the Plan, subject to the provisions of ERISA. In such event, all benefits become fully vested and nonforfeitable.

(7) Income Tax Status

The Internal Revenue Service (the IRS) determined and informed the Company by a letter dated December 30, 2004 that the Plan and related trust, as then designed, were in compliance with the provisions of 401(a) of the IRC and were thereby exempt from federal income taxes under Section 501(a) of the IRC. The Plan has been amended since receipt of that letter; however, the Company believes that the Plan operates in accordance with the applicable code requirements and thus maintains its tax-exempt status.

In 2009, the Plan adopted FASB Interpretation No. 48, *Accounting for Uncertainty in Income Taxes*, in accordance with FASB Staff Position No. FIN 48-3, *Effective Date of FASB Interpretation No. 48 for Certain Nonpublic Enterprises*, which deferred the effective date of FASB Interpretation No. 48 to annual financial statements for fiscal years beginning after December 15, 2008. This guidance is now included within ASC Topic 740, *Income Taxes* (ASC 740). The adoption of ASC 740 did not have a material impact on the Plan's financial statements.

(8) Reconciliation of Financial Statements to Form 5500

	December 31,	
	2009	2008
Net assets available for benefits as presented in these financial statements	\$ 23,542,453	21,114,086
Less adjustment from contract value to fair value for interest in common/collective trust relating to fully benefit-responsive investment contract	(93,949)	(303,773)
Add excess contributions payable	12,039	3,854
Net assets available for benefits as presented in Form 5500	<u>\$ 23,460,543</u>	<u>20,814,167</u>

TRANSPORT CORPORATION OF AMERICA, INC.
RETIREMENT PLAN

Notes to Financial Statements

December 31, 2009 and 2008

	Year ended December 31,	
	2009	2008
Increase (decrease) in net assets available for benefits as presented in these financial statements	\$ 2,428,367	(8,672,045)
Add current year excess contributions payable	12,039	3,854
Less prior year excess contributions payable	(3,854)	(26,801)
Change in adjustment from contract value to fair value for interest in common/collective trust relating to fully benefit-responsive investment contract	209,824	(240,445)
Net increase (decrease) in net assets available for benefits as presented in Form 5500	\$ 2,646,376	(8,935,437)

(9) Subsequent Events

The Plan has evaluated subsequent events from the statement of net assets available for benefits date through July 27, 2010, the date at which the financial statements were available to be issued, and determined there are no other items to disclose.

Supplemental Schedule

**TRANSPORT CORPORATION OF AMERICA, INC.
RETIREMENT PLAN**

Schedule H, Line 4i – Schedule of Assets (Held at End of Year)

December 31, 2009

<u>Description</u>	<u>Current value</u>
Value of interest in common/collective trust:	
Fidelity Managed Income Portfolio*	\$ 5,052,333
Value of shares in registered investment companies:	
Fidelity Contrafund*	2,350,933
Fidelity Growth Company Fund*	2,049,010
Fidelity Spartan U.S. Equity Index Fund*	1,765,224
PIMCO Total Return Fund; Admin shares	1,652,131
Baron Growth Fund	1,386,065
Fidelity Low Price Stock Fund*	1,359,764
Fidelity Mid-Cap Stock Fund*	1,303,114
Fidelity Freedom 2010 Fund*	1,265,195
Fidelity Diversified International Fund*	1,181,294
Fidelity Freedom 2020 Fund*	722,379
Fidelity Freedom 2030 Fund*	662,886
Van Kampen Growth and Income Fund; Class A shares	477,969
Fidelity Freedom 2015 Fund*	256,846
Fidelity Freedom 2040 Fund*	246,301
Fidelity Small-Cap Stock Fund*	245,217
Fidelity Freedom 2025 Fund*	164,612
Fidelity Freedom 2000 Fund*	113,406
Fidelity Freedom 2035 Fund*	67,902
Fidelity Freedom Income Fund*	67,400
Alliance Bernstein International Value Fund; Class A shares	64,039
Fidelity Freedom 2050 Fund*	33,332
Fidelity Value Fund*	24,809
Fidelity Freedom 2045 Fund*	9,484
Fidelity Freedom 2005 Fund*	3,926
	<hr/>
	17,473,238
Participant loans, due in various amounts through October 2017, with interest rates ranging from 5.75% to 9.25%	
	<hr/>
	934,972
	<hr/>
	\$ 23,460,543

* Fidelity Management Trust Company is a party in interest.

The above information has been certified by Fidelity Management Trust Company, the trustee of the Plan, as complete and accurate.

See accompanying independent auditors' report.



**TRANSPORT CORPORATION OF AMERICA, INC.
RETIREMENT PLAN**

Financial Statements and Supplemental Schedule

December 31, 2009 and 2008

(With Independent Auditors' Report Thereon)

**TRANSPORT CORPORATION OF AMERICA, INC.
RETIREMENT PLAN**

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KPMG LLP
4200 Wells Fargo Center
90 South Seventh Street
Minneapolis, MN 55402

Independent Auditors' Report

The Plan Administrator
Transport Corporation of America, Inc. Retirement Plan:

We were engaged to audit the statements of net assets available for benefits of the Transport Corporation of America, Inc. Retirement Plan (the Plan) as of December 31, 2009 and 2008, the related statements of changes in net assets available for benefits for the years then ended, and the supplemental schedule H, line 4i – schedule of assets (held at end of year) as of December 31, 2009. These financial statements are the responsibility of the Plan's management. Our responsibility is to express an opinion on these financial statements based on our audits.

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the Plan Administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the investments, investment transactions, and related income, as presented in note 3 to the financial statements, which were certified by Fidelity Management Trust Company, the Trustee of the Plan, except for comparing such information with the related information included in the 2009 and 2008 financial statements and supplemental schedule. We have been informed by the Plan Administrator that the Trustee holds the Plan's investment assets and executes investment transactions. The Plan Administrator has obtained a certification from the Trustee as of and for the years ended December 31, 2009 and 2008 that the information provided to the Plan Administrator by the Trustee is complete and accurate.

Because of the significance of the information in the Plan's 2009 and 2008 financial statements and supplemental schedule that we did not audit, we are unable to, and do not, express an opinion on the accompanying 2009 and 2008 financial statements and supplemental schedule taken as a whole. The form and content of the information included in the 2009 and 2008 financial statements and supplemental schedule, other than that derived from the information certified by the Trustee, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

KPMG LLP

Minneapolis, Minnesota
July 27, 2010

TRANSPORT CORPORATION OF AMERICA, INC.
RETIREMENT PLAN

Statements of Net Assets Available for Benefits

December 31, 2009 and 2008

	<u>2009</u>	<u>2008</u>
Investments, at fair value:		
Value of interest in common/collective trust	\$ 5,052,333	5,631,482
Value of shares in registered investment companies	17,473,238	14,023,262
Loans to participants	<u>934,972</u>	<u>1,159,423</u>
	23,460,543	20,814,167
Excess contributions payable	<u>(12,039)</u>	<u>(3,854)</u>
Net assets available for benefits, before adjustment	23,448,504	20,810,313
Adjustment from fair value to contract value for interest in common/collective trust relating to fully benefit-responsive investment contract	<u>93,949</u>	<u>303,773</u>
Net assets available for benefits	<u>\$ 23,542,453</u>	<u>21,114,086</u>

See accompanying notes to financial statements.

TRANSPORT CORPORATION OF AMERICA, INC.
RETIREMENT PLAN

Statements of Changes in Net Assets Available for Benefits

Years ended December 31, 2009 and 2008

	<u>2009</u>	<u>2008</u>
Investment income (loss):		
Net change in fair value of investments	\$ 3,876,127	(8,506,247)
Interest and dividends	456,455	987,920
	<u>4,332,582</u>	<u>(7,518,327)</u>
Contributions:		
Participant	1,639,191	2,360,159
Employer	31,744	512,138
Rollovers	16,356	454,790
	<u>1,687,291</u>	<u>3,327,087</u>
Total investment income (loss) and contributions	<u>6,019,873</u>	<u>(4,191,240)</u>
Deductions:		
Benefits paid	3,559,508	4,443,290
Administration expenses	31,998	37,515
	<u>3,591,506</u>	<u>4,480,805</u>
Increase (decrease) in net assets available for benefits	2,428,367	(8,672,045)
Net assets available for benefits:		
Beginning of year	<u>21,114,086</u>	<u>29,786,131</u>
End of year	<u>\$ 23,542,453</u>	<u>21,114,086</u>

See accompanying notes to financial statements.

TRANSPORT CORPORATION OF AMERICA, INC.
RETIREMENT PLAN

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As described in ASC Topic 946, *Financial Services – Investment Companies* (ASC 946), investment contracts held by a defined contribution plan are required to be reported at fair value. However, contract value is the relevant measurement attribute for that portion of the net assets available for benefits of a defined contribution plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the Plan. The Plan invests in investment contracts through a common/collective trust. Contract value for the common/collective trust is based on the net asset value of the trust as reported by the investment advisor. As required by ASC 946, the statements of net assets available for benefits present the fair value of the investment in the common/collective trust as well as the adjustment of the investment in the common/collective trust from fair value to contract value relating to the investment contracts. The statements of changes in net assets available for benefits are prepared on a contract value basis.

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Notes to Financial Statements

December 31, 2009 and 2008

Participant loans are valued at amortized cost, which approximates fair value using a discounted cash flow model.

(d) Revenue Recognition

Interest income is recorded on the accrual basis, and dividends are recorded on the ex-dividend date. Realized gains and losses related to sales of investments are recorded on a trade-date basis, and unrealized gains and losses are recorded based on the fair value as of the end of the reporting period.

(e) Benefits

Benefits are recorded when paid.

(f) Administration Expenses

The administration expenses of the Plan are shared by the Company and participants.

(g) Use of Estimates

The preparation of financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, and changes therein, and disclosure of contingent assets and liabilities. Actual results could differ from those estimates and assumptions.

(3) Certification by the Plan Investment Manager and Trustee

The Plan Administrator has elected the method of compliance as permitted by 29 CFR 2520.103-8 of the United States Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, as permitted under such election, the Plan Administrator instructed the Plan's independent auditors not to perform any auditing procedures with respect to the following information certified as complete and accurate by the Trustee, except for comparing such information certified by the Trustee to information included in the Plan's financial statements and supplemental schedule.

The Trustee has provided the Plan Administrator with certifications as to the completeness and accuracy of investment assets aggregating \$23,460,543 and \$20,814,167 as of December 31, 2009 and 2008, respectively, and the related net investment income (loss), including the net change in fair value of such assets, of \$4,332,582 and \$(7,518,327) for the years ended December 31, 2009 and 2008, respectively. Such amounts and all related financial data are included in the accompanying financial statements and supplemental schedule of the Plan based on such certifications from the Trustee as being complete and accurate.

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Notes to Financial Statements

December 31, 2009 and 2008

The following table summarizes the Plan's net investment income (loss) for the years ended December 31, 2009 and 2008:

Description	2009	2008
Mutual funds with registered investment companies	\$ 4,181,398	(7,810,851)
Common/collective trust	91,913	227,236
Participant loans	59,271	65,288
Net investment income (loss)	\$ 4,332,582	(7,518,327)

(4) Investments

The following table presents the fair value of the Plan's investments that were individually in excess of 5% of the net assets available for benefits at December 31, 2009 or 2008:

	2009	2008
Fidelity Management Trust Company:		
Fidelity Managed Income Portfolio	\$ 5,052,333	5,631,482
Fidelity Contrafund	2,350,933	1,892,827
Fidelity Growth Company Fund	2,049,010	1,578,615
Fidelity Spartan U.S. Equity Index Fund	1,765,224	1,511,861
PIMCO Total Return Fund	1,652,131	1,815,454
Baron Growth Fund	1,386,065	*
Fidelity Low Price Stock Fund	1,359,764	*
Fidelity Mid-Cap Stock Fund	1,303,114	*
Fidelity Freedom 2010 Fund	1,265,195	1,066,874
Fidelity Diversified International Fund	1,181,294	*

* Investment individually does not represent 5% or more of the net assets available for benefits in the year indicated.

ASC 820 establishes and requires disclosure of a fair value hierarchy, separately for each major category of assets and liabilities, that segregates fair value measurements into levels (Levels 1, 2, and 3). Categorization of fair value measurements is determined by the nature of the inputs as follows: inputs using quoted prices in active markets for identical assets or liabilities (Level 1), significant other observable inputs (Level 2), and significant unobservable inputs (Level 3). Valuation levels are not necessarily an indication of the risk associated with investing in those securities.

TRANSPORT CORPORATION OF AMERICA, INC.
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Notes to Financial Statements

December 31, 2009 and 2008

The following tables summarize the Plan's investments that were accounted for at fair value within the fair value hierarchy of ASC 820, as of December 31, 2009 and 2008:

Description	Assets at fair value as of December 31, 2009			
	Total	Level 1	Level 2	Level 3
Mutual funds with registered investment companies	\$ 17,473,238	17,473,238	—	—
Plan's interest in common/collective trust	5,052,333	—	5,052,333	—
Participant loans	934,972	—	—	934,972

Description	Assets at fair value as of December 31, 2008			
	Total	Level 1	Level 2	Level 3
Mutual funds with registered investment companies	\$ 14,023,262	14,023,262	—	—
Plan's interest in common/collective trust	5,631,482	—	5,631,482	—
Participant loans	1,159,423	—	—	1,159,423

The following table is a rollforward of the Level 3 investments during the year ended December 31, 2009:

Level 3 assets	Participant loans
Beginning balance at January 1, 2009	\$ 1,159,423
Total gains or losses (realized/unrealized)	—
Purchases, sales, issuances, and settlements (net)	(224,451)
Ending balance at December 31, 2009	\$ 934,972

The Fidelity Managed Income Portfolio is a commingled pool that seeks to preserve principal while earning a competitive level of income over time. The portfolio invests in short-term bonds and other fixed income securities such as U.S. Treasury Bonds, government agency securities, corporate bonds, mortgage-backed securities, commercial mortgage-backed securities, and asset-backed securities. Interest is credited to the portfolio under wrap contracts; there is no immediate recognition of gains and losses. The average yield returned by the common/collective trust was 3.2% and 3.6% in 2009 and 2008, respectively. The crediting rate of the common/collective trust was 1.2% and 3.0% in 2009 and 2008, respectively.

The market volatility of equity-based investments may substantially impact the value of such investments at any given time. It is possible that the value of the Plan's investments, both in total and in individual participant accounts, has changed significantly since December 31, 2009.

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December 31, 2009 and 2008

(5) Related-Party Transactions

The Company is the administrator of the Plan and appoints the Trustee for the Plan. The Company also pays for certain ongoing administration expenses associated with the Plan. Transactions with the Trustee qualify as party-in-interest transactions.

(6) Plan Termination

Although it has not expressed any intent to do so, the Company has the right under the Plan to terminate the Plan, subject to the provisions of ERISA. In such event, all benefits become fully vested and nonforfeitable.

(7) Income Tax Status

The Internal Revenue Service (the IRS) determined and informed the Company by a letter dated December 30, 2004 that the Plan and related trust, as then designed, were in compliance with the provisions of 401(a) of the IRC and were thereby exempt from federal income taxes under Section 501(a) of the IRC. The Plan has been amended since receipt of that letter; however, the Company believes that the Plan operates in accordance with the applicable code requirements and thus maintains its tax-exempt status.

In 2009, the Plan adopted FASB Interpretation No. 48, *Accounting for Uncertainty in Income Taxes*, in accordance with FASB Staff Position No. FIN 48-3, *Effective Date of FASB Interpretation No. 48 for Certain Nonpublic Enterprises*, which deferred the effective date of FASB Interpretation No. 48 to annual financial statements for fiscal years beginning after December 15, 2008. This guidance is now included within ASC Topic 740, *Income Taxes* (ASC 740). The adoption of ASC 740 did not have a material impact on the Plan's financial statements.

(8) Reconciliation of Financial Statements to Form 5500

	December 31,	
	2009	2008
Net assets available for benefits as presented in these financial statements	\$ 23,542,453	21,114,086
Less adjustment from contract value to fair value for interest in common/collective trust relating to fully benefit-responsive investment contract	(93,949)	(303,773)
Add excess contributions payable	12,039	3,854
Net assets available for benefits as presented in Form 5500	<u>\$ 23,460,543</u>	<u>20,814,167</u>

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Notes to Financial Statements

December 31, 2009 and 2008

	Year ended December 31,	
	2009	2008
Increase (decrease) in net assets available for benefits as presented in these financial statements	\$ 2,428,367	(8,672,045)
Add current year excess contributions payable	12,039	3,854
Less prior year excess contributions payable	(3,854)	(26,801)
Change in adjustment from contract value to fair value for interest in common/collective trust relating to fully benefit-responsive investment contract	209,824	(240,445)
Net increase (decrease) in net assets available for benefits as presented in Form 5500	\$ <u>2,646,376</u>	<u>(8,935,437)</u>

(9) Subsequent Events

The Plan has evaluated subsequent events from the statement of net assets available for benefits date through July 27, 2010, the date at which the financial statements were available to be issued, and determined there are no other items to disclose.

Supplemental Schedule

**TRANSPORT CORPORATION OF AMERICA, INC.
RETIREMENT PLAN**

Schedule H, Line 4i – Schedule of Assets (Held at End of Year)

December 31, 2009

<u>Description</u>	<u>Current value</u>
Value of interest in common/collective trust:	
Fidelity Managed Income Portfolio*	\$ 5,052,333
Value of shares in registered investment companies:	
Fidelity Contrafund*	2,350,933
Fidelity Growth Company Fund*	2,049,010
Fidelity Spartan U.S. Equity Index Fund*	1,765,224
PIMCO Total Return Fund; Admin shares	1,652,131
Baron Growth Fund	1,386,065
Fidelity Low Price Stock Fund*	1,359,764
Fidelity Mid-Cap Stock Fund*	1,303,114
Fidelity Freedom 2010 Fund*	1,265,195
Fidelity Diversified International Fund*	1,181,294
Fidelity Freedom 2020 Fund*	722,379
Fidelity Freedom 2030 Fund*	662,886
Van Kampen Growth and Income Fund; Class A shares	477,969
Fidelity Freedom 2015 Fund*	256,846
Fidelity Freedom 2040 Fund*	246,301
Fidelity Small-Cap Stock Fund*	245,217
Fidelity Freedom 2025 Fund*	164,612
Fidelity Freedom 2000 Fund*	113,406
Fidelity Freedom 2035 Fund*	67,902
Fidelity Freedom Income Fund*	67,400
Alliance Bernstein International Value Fund; Class A shares	64,039
Fidelity Freedom 2050 Fund*	33,332
Fidelity Value Fund*	24,809
Fidelity Freedom 2045 Fund*	9,484
Fidelity Freedom 2005 Fund*	3,926
	<u>17,473,238</u>
Participant loans, due in various amounts through October 2017, with interest rates ranging from 5.75% to 9.25%	<u>934,972</u>
	<u><u>\$ 23,460,543</u></u>

* Fidelity Management Trust Company is a party in interest.

The above information has been certified by Fidelity Management Trust Company, the trustee of the Plan, as complete and accurate.

See accompanying independent auditors' report.