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), 6057(b), 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

2011

This Form is Open to Public Inspection

Part I Annual Report Identification Information

For calendar plan year 2011 or fiscal plan year beginning 01/01/2011 and ending 12/31/2011

A This return/report is for:
- [ ] a multiemployer plan;
- [ ] a multiple-employer plan; or
- [X] 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:
- [X] Form 5558;
- [ ] automatic extension;
- [ ] the DFVC program;
- [ ] special extension (enter description)

Part II Basic Plan Information—enter all requested information

1a Name of plan
ROADRUNNER TRANSPORTATION SERVICES, INC. 401(K) PLAN

1b Three-digit plan number (PN) ▶ 001

1c Effective date of plan 04/01/1984

2a Plan sponsor's name and address, including room or suite number (Employer, if for single-employer plan)

ROADRUNNER TRANSPORTATION SERVICES, INC.

PO BOX 8903
CUDAHY, WI 53110

4900 S PENNSYLVANIA AVE
CUDAHY, WI 53110

2b Employer Identification Number (EIN)
39-1452112

2c Sponsor's telephone number
414-615-1500

2d Business code (see instructions)
484120

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	Filed with authorized/valid electronic signature.	10/15/2012	MARK WOGSLAND
	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

3a Plan administrator's name and address (if same as plan sponsor, enter "Same")
ROADRUNNER TRANSPORTATION SERVICES, INC.

PO BOX 8903
CUDAHY, WI 53110

3b Administrator's EIN
39-1452112

3c Administrator's telephone number
414-615-1500

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

5	Total number of participants at the beginning of the plan year	**5**	912
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**	1418
b	Retired or separated participants receiving benefits	**6b**	0
c	Other retired or separated participants entitled to future benefits	**6c**	74
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	1492
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	0
f	Total. Add lines **6d** and **6e**	**6f**	1492
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	527
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	0
7	Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	**7**	

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)	X	Insurance
(2)		Code section 412(e)(3) insurance contracts
(3)	X	Trust
(4)		General assets of the sponsor

9b Plan benefit arrangement (check all that apply)

(1)	X	Insurance
(2)		Code section 412(e)(3) insurance contracts
(3)	X	Trust
(4)		General assets of the sponsor

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

SCHEDULE A (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Insurance 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.**

▶ Insurance companies are required to provide the information pursuant to ERISA section 103(a)(2).

OMB No. 1210-0110

2011

This Form is Open to Public Inspection

For calendar plan year 2011 or fiscal plan year beginning 01/01/2011 and ending 12/31/2011

A Name of plan
ROADRUNNER TRANSPORTATION SERVICES, INC. 401(K) PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
ROADRUNNER TRANSPORTATION SERVICES, INC.

D Employer Identification Number (EIN)
39-1452112

Part I Information Concerning Insurance Contract Coverage, Fees, and Commissions

Provide information for each contract on a separate Schedule A. Individual contracts grouped as a unit in Parts II and III can be reported on a single Schedule A.

1 Coverage Information:

(a) Name of insurance carrier
PRINCIPAL LIFE INSURANCE COMPANY

(b) EIN	(c) NAIC code	(d) Contract or identification number	(e) Approximate number of persons covered at end of policy or contract year	Policy or contract year	
				(f) From	(g) To
42-0127290	61271	375239	0	01/01/2011	12/31/2011

2 Insurance fee and commission information. Enter the total fees and total commissions paid. List in item 3 the agents, brokers, and other persons in descending order of the amount paid.

(a) Total amount of commissions paid	(b) Total amount of fees paid
0	0

3 Persons receiving commissions and fees. (Complete as many entries as needed to report all persons).

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

Part II Investment and Annuity Contract Information

Where individual contracts are provided, the entire group of such individual contracts with each carrier may be treated as a unit for purposes of this report.

4	Current value of plan's interest under this contract in the general account at year end	**4**	
5	Current value of plan's interest under this contract in separate accounts at year end	**5**	0

6 Contracts With Allocated Funds:

a State the basis of premium rates ▶

b	Premiums paid to carrier	**6b**	
c	Premiums due but unpaid at the end of the year	**6c**	
d	If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, enter amount.	**6d**	

Specify nature of costs ▶

e Type of contract: (1) ☐ individual policies (2) ☐ group deferred annuity

(3) ☐ other (specify) ▶

f If contract purchased, in whole or in part, to distribute benefits from a terminating plan check here ▶ ☐

7 Contracts With Unallocated Funds (Do not include portions of these contracts maintained in separate accounts)

a Type of contract: (1) ☐ deposit administration (2) ☐ immediate participation guarantee

(3) ☐ guaranteed investment (4) ☐ other ▶

b	Balance at the end of the previous year			**7b**	
c	Additions: (1) Contributions deposited during the year	**7c(1)**			
	(2) Dividends and credits	**7c(2)**			
	(3) Interest credited during the year	**7c(3)**			
	(4) Transferred from separate account	**7c(4)**			
	(5) Other (specify below)	**7c(5)**			
	▶				
	(6) Total additions			**7c(6)**	
d	Total of balance and additions (add **b** and **c(6)**).			**7d**	
e	Deductions:				
	(1) Disbursed from fund to pay benefits or purchase annuities during year	**7e(1)**			
	(2) Administration charge made by carrier	**7e(2)**			
	(3) Transferred to separate account	**7e(3)**			
	(4) Other (specify below)	**7e(4)**			
	▶				
	(5) Total deductions			**7e(5)**	
f	Balance at the end of the current year (subtract **e(5)** from **d**)			**7f**	

Part III Welfare Benefit Contract Information

If more than one contract covers the same group of employees of the same employer(s) or members of the same employee organizations(s), the information may be combined for reporting purposes if such contracts are experience-rated as a unit. Where contracts cover individual employees, the entire group of such individual contracts with each carrier may be treated as a unit for purposes of this report.

8 Benefit and contract type (check all applicable boxes)

a ☐ Health (other than dental or vision) **b** ☐ Dental **c** ☐ Vision **d** ☐ Life insurance

e ☐ Temporary disability (accident and sickness) **f** ☐ Long-term disability **g** ☐ Supplemental unemployment **h** ☐ Prescription drug

i ☐ Stop loss (large deductible) **j** ☐ HMO contract **k** ☐ PPO contract **l** ☐ Indemnity contract

m ☐ Other (specify) ▶

9 Experience-rated contracts:				
a Premiums: (1) Amount received	**9a(1)**			
(2) Increase (decrease) in amount due but unpaid	**9a(2)**			
(3) Increase (decrease) in unearned premium reserve	**9a(3)**			
(4) Earned (**(1)** + **(2)** - **(3)**)			**9a(4)**	
b Benefit charges (1) Claims paid	**9b(1)**			
(2) Increase (decrease) in claim reserves	**9b(2)**			
(3) Incurred claims (add **(1)** and **(2)**)			**9b(3)**	
(4) Claims charged			**9b(4)**	
c Remainder of premium: (1) Retention charges (on an accrual basis) --				
(A) Commissions	**9c(1)(A)**			
(B) Administrative service or other fees	**9c(1)(B)**			
(C) Other specific acquisition costs	**9c(1)(C)**			
(D) Other expenses	**9c(1)(D)**			
(E) Taxes	**9c(1)(E)**			
(F) Charges for risks or other contingencies	**9c(1)(F)**			
(G) Other retention charges	**9c(1)(G)**			
(H) Total retention			**9c(1)(H)**	
(2) Dividends or retroactive rate refunds. (These amounts were ☐ paid in cash, or ☐ credited.)			**9c(2)**	
d Status of policyholder reserves at end of year: (1) Amount held to provide benefits after retirement			**9d(1)**	
(2) Claim reserves			**9d(2)**	
(3) Other reserves			**9d(3)**	
e Dividends or retroactive rate refunds due. (Do not include amount entered in **c(2)**.)			**9e**	
10 Nonexperience-rated contracts:				
a Total premiums or subscription charges paid to carrier			**10a**	
b If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, other than reported in Part I, item 2 above, report amount.			**10b**	

Specify nature of costs ▶

Part IV Provision of Information

11 Did the insurance company fail to provide any information necessary to complete Schedule A? ☐ Yes ☐ No

12 If the answer to line 11 is "Yes," specify the information not provided. ▶

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

2011

This Form is Open to Public Inspection.

For calendar plan year 2011 or fiscal plan year beginning 01/01/2011 and ending 12/31/2011

A Name of plan
ROADRUNNER TRANSPORTATION SERVICES, INC. 401(K) PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
ROADRUNNER TRANSPORTATION SERVICES, INC.

D Employer Identification Number (EIN)
39-1452112

Part I Service Provider Information (see instructions)

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).. . . . . [X] 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

AMERICAN CENTURY INVESTMENTS

44-6006315

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

ARTISAN

39-1811840

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

DIMENSIONAL FUND ADVISORS

22-2370029

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

DODGE & COX

94-1441976

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

MANNING & NAPIER

16-0995736

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

NUVEEN

36-3817266

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

PIMCO FUNDS

95-2632339

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

SCHWAB FUNDS

94-3106735

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

T ROWE PRICE

52-2264646

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

VANGUARD

23-1945930

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

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

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)

WELLS FARGO BANK, N.A.

94-1347393

(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?
15 49 50 52 62 64	SERVICE PROVIDER	693	Yes [X] No [ ]	Yes [X] No [ ]	0	Yes [ ] No [X]

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

DIMEO SCHNEIDER & ASSOCIATES

36-4001764

(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?
16 50	SERVICE PROVIDER	10967	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

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

PRINCIPAL LIFE INSURANCE COMPANY

42-0127290

(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?
13 37 50 64	CONTRACT ADMINISTRATOR	35013	Yes [X] No [ ]	Yes [X] No [ ]	0	Yes [ ] No [X]

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)

(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
(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.	

(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:

SCHEDULE D (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

DFE/Participating Plan 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

2011

This Form is Open to Public Inspection.

For calendar plan year 2011 or fiscal plan year beginning 01/01/2011 and ending 12/31/2011

A Name of plan
ROADRUNNER TRANSPORTATION SERVICES, INC. 401(K) PLAN

B Three-digit plan number (PN) ▶ 001

C Plan or DFE sponsor's name as shown on line 2a of Form 5500
ROADRUNNER TRANSPORTATION SERVICES, INC.

D Employer Identification Number (EIN)
39-1452112

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: WELLS FARGO STABLE RETURN FUND (N6)

b Name of sponsor of entity listed in (a): WELLS FARGO BANK, N.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)
52-2251407-001	C	3117852

a Name of MTIA, CCT, PSA, or 103-12 IE: PRINCIPAL STABLE VALUE FUND

b Name of sponsor of entity listed in (a): UNION BOND & TRUST COMPANY

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)
93-6274328-001	P	0

a Name of MTIA, CCT, PSA, or 103-12 IE: PRIN INTL EMERG MARKETS SA-R6

b Name of sponsor of entity listed in (a): PRINCIPAL LIFE INSURANCE COMPANY

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)
42-0127290-013	P	0

a Name of MTIA, CCT, PSA, or 103-12 IE: PRIN LIFETIME 2020 SEP ACCT-R6

b Name of sponsor of entity listed in (a): PRINCIPAL LIFE INSURANCE COMPANY

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)
42-0127290-076	P	0

a Name of MTIA, CCT, PSA, or 103-12 IE: PRIN LIFETIME 2030 SEP ACCT-R6

b Name of sponsor of entity listed in (a): PRINCIPAL LIFE INSURANCE COMPANY

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)
42-0127290-077	P	0

a Name of MTIA, CCT, PSA, or 103-12 IE: PRIN DIVERSIFIED INTL SA-R6

b Name of sponsor of entity listed in (a): PRINCIPAL LIFE INSURANCE COMPANY

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)
42-0127290-015	P	0

a Name of MTIA, CCT, PSA, or 103-12 IE: PRIN SMCAP S&P 600 INDEX SA-R6

b Name of sponsor of entity listed in (a): PRINCIPAL LIFE INSURANCE COMPANY

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)
42-0127290-028	P	0

a Name of MTIA, CCT, PSA, or 103-12 IE: PRIN LGCAP S&P 500 INDEX SA-R6

b Name of sponsor of entity listed in (a): PRINCIPAL LIFE INSURANCE COMPANY

c EIN-PN 42-0127290-016	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0

a Name of MTIA, CCT, PSA, or 103-12 IE: PRIN MIDCAP S&P 400 IDX SA-R6

b Name of sponsor of entity listed in (a): PRINCIPAL LIFE INSURANCE COMPANY

c EIN-PN 42-0127290-023	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0

a Name of MTIA, CCT, PSA, or 103-12 IE: PRIN LIFETIME 2040 SEP ACCT-R6

b Name of sponsor of entity listed in (a): PRINCIPAL LIFE INSURANCE COMPANY

c EIN-PN 42-0127290-078	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0

a Name of MTIA, CCT, PSA, or 103-12 IE: PRIN LIFETIME 2010 SEP ACCT-R6

b Name of sponsor of entity listed in (a): PRINCIPAL LIFE INSURANCE COMPANY

c EIN-PN 42-0127290-075	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0

a Name of MTIA, CCT, PSA, or 103-12 IE: PRIN LIFETIME 2050 SEP ACCT-R6

b Name of sponsor of entity listed in (a): PRINCIPAL LIFE INSURANCE COMPANY

c EIN-PN 42-0127290-079	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0

a Name of MTIA, CCT, PSA, or 103-12 IE: PRIN SMCAP VALUE SEP ACCT-R6

b Name of sponsor of entity listed in (a): PRINCIPAL LIFE INSURANCE COMPANY

c EIN-PN 42-0127290-031	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0

a Name of MTIA, CCT, PSA, or 103-12 IE: PRIN U.S. PROPERTY SEP ACCT-R6

b Name of sponsor of entity listed in (a): PRINCIPAL LIFE INSURANCE COMPANY

c EIN-PN 42-0127290-027	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0

a Name of MTIA, CCT, PSA, or 103-12 IE: PRIN LIFETIME STRAT INC SA-R6

b Name of sponsor of entity listed in (a): PRINCIPAL LIFE INSURANCE COMPANY

c EIN-PN 42-0127290-080	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0

a Name of MTIA, CCT, PSA, or 103-12 IE: PRIN FIN GRP, INC. STOCK SA-R6

b Name of sponsor of entity listed in (a): PRINCIPAL LIFE INSURANCE COMPANY

c EIN-PN 42-0127290-086	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0

a Name of MTIA, CCT, PSA, or 103-12 IE: PRIN MIDCAP VALUE I SA-R6

b Name of sponsor of entity listed in (a): PRINCIPAL LIFE INSURANCE COMPANY

c EIN-PN 42-0127290-043	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0

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
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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

2011

This Form is Open to Public Inspection

For calendar plan year 2011 or fiscal plan year beginning 01/01/2011 and ending 12/31/2011

A Name of plan
ROADRUNNER TRANSPORTATION SERVICES, INC. 401(K) PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
ROADRUNNER TRANSPORTATION SERVICES, INC.

D Employer Identification Number (EIN)
39-1452112

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)	1049691	1099307
(9) Value of interest in common/collective trusts	1c(9)	3290543	3117852
(10) Value of interest in pooled separate accounts	1c(10)	10882632	
(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)	7404775	16789021
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)		

		(a) Beginning of Year	(b) End of Year
1d Employer-related investments:			
(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	22627641	21006180
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 through1j)	1k	0	0
Net Assets			
l Net assets (subtract line 1k from line 1f)	1l	22627641	21006180

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) Amount	(b) Total
a Contributions:			
(1) Received or receivable in cash from: **(A)** Employers	2a(1)(A)	2459	
(B) Participants	2a(1)(B)	1311154	
(C) Others (including rollovers)	2a(1)(C)	5867	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		1319480
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)	48715	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		48715
(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)	180000	
(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		180000
(3) Rents	2b(3)		
(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)		0

		(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)		0
(6) Net investment gain (loss) from common/collective trusts	2b(6)		37386
(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)		-613764
c Other income	2c		
d Total income. Add all **income** amounts in column (b) and enter total	2d		971817
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	2502348	
(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)		2502348
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions)	2g		44257
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)	46673	
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		46673
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		2593278
Net Income and Reconciliation			
k Net income (loss). Subtract line 2j from line 2d	2k		-1621461
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) [X] Disclaimer (4) [ ] Adverse

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

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

(1) Name: BAKER TILLY VIRCHOW KRAUSE, LLP (2) EIN: 39-0859910

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.)			
	4a		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.)			
	4b		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.)			
	4c		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.)			
	4d		X	
e	Was this plan covered by a fidelity bond?			
	4e	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?			
	4f		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?			
	4g		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?			
	4h		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.)			
	4i	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.)			
	4j		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?			
	4k		X	
l	Has the plan failed to provide any benefit when due under the plan?			
	4l		X	
m	If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)			
	4m	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.			
	4n	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

2011

This Form is Open to Public Inspection.

For calendar plan year 2011 or fiscal plan year beginning 01/01/2011 and ending 12/31/2011

A Name of plan
ROADRUNNER TRANSPORTATION SERVICES, INC. 401(K) PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
ROADRUNNER TRANSPORTATION SERVICES, INC.

D Employer Identification Number (EIN)
39-1452112

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** 0

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): 42-0127290 56-1354495

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 of 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 (include any prior year accumulated funding deficiency not waived) **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 or other authority 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. 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.

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):

ROADRUNNER TRANSPORTATION SYSTEMS, INC. 401(K) PLAN

Cudahy, Wisconsin

FINANCIAL STATEMENTS AND
SUPPLEMENTAL SCHEDULE

Including Independent Auditors' Report

As of December 31, 2011 and 2010
and for the Year Ended December 31, 2011

ROADRUNNER TRANSPORTATION SYSTEMS, INC. 401(K) PLAN

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All other schedules required by Section 2520.103-10 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 have been omitted because they are not applicable.

BAKER TILLY

Baker Tilly Virchow Krause, LLP
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INDEPENDENT AUDITORS' REPORT

To the Trustees and Participants
Roadrunner Transportation Systems, Inc. 401(k) Plan
Cudahy, Wisconsin

We were engaged to audit the accompanying statements of net assets available for benefits of Roadrunner Transportation Systems, Inc. 401(k) Plan (the "Plan"), formerly known as Roadrunner Transportation Services, Inc. 401(k) Plan, as of December 31, 2011 and 2010, the statement of changes in net assets available for benefits for the year ended December 31, 2011 and the supplemental schedule as of December 31, 2011, as listed in the accompanying Table of Contents. These financial statements and supplemental schedule are the responsibility of the Plan's management.

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 information summarized in Note 3, which was certified by Wells Fargo Bank, N.A. and Delaware Charter Guarantee & Trust Company d/b/a Principal Trust Company, the trustee of the Plan and the custodian of the Plan's investment assets, respectively, except for comparing such information with the related information included in the financial statements and supplemental schedule. We have been informed by the plan administrator that Wells Fargo Bank, N.A. held the Plan's investment assets and executed investment transactions from August 1, 2011 to December 31, 2011, and that Delaware Charter Guarantee & Trust Company d/b/a Principal Trust Company held the Plan's assets and executed investment transactions as of December 31, 2010, and for the period January 1, 2011 to July 31, 2011. The plan administrator has obtained certifications from the trustee and the custodian as of December 31, 2011 and 2010, and for the year ended December 31, 2011, that the information provided to the plan administrator by the trustee and the custodian is complete and accurate.

Because of the significance of the information in the Plan's financial statements and supplemental schedule that we did not audit, we are unable to, and do not, express an opinion on the accompanying financial statements and supplemental schedule taken as a whole. The supplemental schedule is presented for the purpose of additional analysis and is not a required part of the financial statements but is required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. The form and content of the information included in the financial statements and supplemental schedule, other than that derived from the information certified by the trustee and the custodian, 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.

Baker Tilly Virchow Krause, LLP

Milwaukee, Wisconsin
October 10, 2012

An Affirmative Action Equal Opportunity Employer

ROADRUNNER TRANSPORTATION SYSTEMS, INC. 401(K) PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
As of December 31, 2011 and 2010

ASSETS

	2011	2010
Investments - at fair value		
Common collective trust funds	$ 3,117,852	$ 3,290,543
Target date collective trust funds	5,612,513	-
Income mutual funds	2,122,216	2,077,741
Real estate pooled and mutual funds	429,862	404,939
Target date funds	-	4,811,207
Domestic equity pooled and mutual funds	6,617,589	8,042,942
International equity pooled and mutual funds	2,006,841	2,950,579
Total Investments - At Fair Value	19,906,873	21,577,951
Notes receivable from participants	1,099,307	1,049,690
NET ASSETS REFLECTING INVESTMENTS AT FAIR VALUE	21,006,180	22,627,641
Adjustment from fair value to contract value for investment in common collective trust fund related to fully benefit-responsive investment contracts	(77,941)	(65,861)
NET ASSETS AVAILABLE FOR BENEFITS	$ 20,928,239	$ 22,561,780

See accompanying notes to financial statements.

ROADRUNNER TRANSPORTATION SYSTEMS, INC. 401(K) PLAN

STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
For the Year Ended December 31, 2011

ADDITIONS	
Contributions	
Participants'	$ 1,311,154
Rollovers	5,867
Company	2,459
Total Contributions	1,319,480
Interest and dividends from investments	180,000
Interest on notes receivable from participants	48,715
Total Additions	1,548,195
DEDUCTIONS	
Net depreciation in fair value of investments	588,458
Benefits paid to participants	2,546,605
Administrative expenses	46,673
Total Deductions	3,181,736
Net decrease	(1,633,541)
NET ASSETS AVAILABLE FOR BENEFITS	
Beginning of year	22,561,780
End of year	$ 20,928,239

See accompanying notes to financial statements.

NOTE 1 - Description of the Plan

The following brief description of the Roadrunner Transportation Systems, Inc. 401(k) Plan (the "Plan") is provided for general information purposes only. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA"), as amended. Participants should refer to the plan document for more complete information.

General

The Plan is a defined contribution 401(k) savings plan covering certain employees of Roadrunner Transportation Systems, Inc. (the "Company") who have completed six months of service and have attained age 19 during a plan year. On April 18, 2012, the name of the Plan was changed from Roadrunner Transportation Services, Inc. 401(k) Plan to Roadrunner Transportation Systems, Inc. 401(k) Plan.

Contributions

Newly-eligible employees are automatically enrolled into the Plan at a 4% contribution rate. The Plan was amended to terminate the automatic enrollment feature effective January 1, 2012.

Participants may elect to make salary reduction (deferral) contributions to the Plan subject to Plan and Internal Revenue Service ("IRS") limitations. Participant rollover contributions from other plans are also permitted. The Company makes discretionary matching contributions which are a uniform percentage of participant salary reductions. The percentage of Company contributions is determined each year by the Company. No discretionary matching contributions were made for the years ended December 31, 2011 and 2010. Contributions are subject to certain limitations.

Effective January 1, 2012, the Company began matching 50% of employee contributions, up to 6% of eligible compensation, as defined.

Participant Accounts

Each participant's account is credited with the participant's salary reduction contributions, rollover contributions and an allocation of the Company's contributions and Plan earnings (net of administrative expenses). Allocations are based on the participant's eligible compensation or account balances, as defined in the Plan. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Investment Options

The Plan enables participants to direct the investment of salary deferral contributions, rollover contributions, employer contributions and related earnings to various mutual funds and common collective trust funds. Participants may change their investment selections daily.

NOTE 1 - Description of the Plan (cont.)

Notes Receivable to Participants

Participants may request a loan against their respective accounts of a minimum of $500 or a maximum equal to the lesser of $50,000 or 50% of the value of their vested account balance, reduced by any outstanding note balances. The rate of interest charged on participant notes is determined by the Plan's administrative committee. The interest rates on participant notes ranged from 4.25% to 9.25% as of December 31, 2011 and 2010. The Plan provides for a maximum note period of 5 years (15 years if loan proceeds are used to acquire a primary residence, as defined in the loan policy). The notes are collateralized by the participant's account balance. Principal and interest are paid ratably through biweekly payroll deductions.

Vesting

Participants are fully vested at all times in the portion of a participant's account which relates to the participant's 401(k) savings contributions, rollover contributions, Company safe harbor contributions, and related earnings thereon. Participants currently vest in discretionary Company matching contributions and related earnings thereon in accordance with the following vesting schedule:

Years of Service	Percentage
Less than 1	0%
1	30%
2	60%
3 or more	100%

Additionally, the Plan provides for 100% vesting upon death, disability, or normal retirement at age 65, and early retirement at age 55 with 5 years of vesting service.

Forfeitures

Forfeitures of Company contributions from nonvested terminated participants are used to reduce either plan expenses or the contributions that the Company would otherwise contribute in the year of forfeiture. Approximately $520 was used to reduce plan fees during the year ended December 31, 2011. No forfeitures were used to reduce Company contributions during the year ended December 31, 2011. As of December 31, 2011 and 2010, there were $5 and $13 of forfeitures available to reduce future plan expenses or Company contributions, respectively.

Payment of Benefits

Upon termination of employment, a participant may receive their vested account balance in the form of a lump sum payment or installment payments. The Plan provides for normal retirement at age 65 and early retirement at age 55 with 5 years of vesting service.

During a participant's employment, withdrawals can be made from a participant's account that are attributable to employee contributions and the related earnings thereon, provided the participant has either attained the age of 59 1/2 or is able to demonstrate financial hardship.

NOTE 1 - Description of the Plan (cont.)

Administrative Expenses

Plan administrative fees are charged to participants' accounts.

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 the event of plan termination, participants will become fully vested in their accounts.

NOTE 2 - Summary of Significant Accounting Policies

Basis of Accounting and Use of Estimates

The accompanying financial statements have been prepared on the accrual basis of accounting. The preparation of the financial statements in conformity with accounting principles generally accepted in the United States of America ("U.S. GAAP") requires the Plan's management to use estimates and assumptions that affect the accompanying financial statements and disclosures. Actual results could differ from these estimates.

Investment Valuation and Income Recognition

Investments are valued at fair value. Accounting Standards Codification ("ASC") Topic 820 provides a framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (level 1 measurements) and the lowest priority to unobservable inputs (level 3 measurements). The three levels of the fair value hierarchy under ASC Topic 820 are described below:

Level 1 - Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the Plan has the ability to access.

Level 2 - Inputs to the valuation methodology include:

- Quoted prices for similar assets or liabilities in active markets;
- Quoted prices for identical or similar assets or liabilities in inactive markets;
- Inputs other than quoted prices that are observable for the asset or liability; and
- Inputs that are derived principally from or corroborated by observable market data by correlation or other means.

If the asset or liability has a specified (contractual) term, the level 2 input must be observable for substantially the full term of the asset or liability.

Level 3 - Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

The asset's or liability's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Valuation techniques used need to maximize the use of observable inputs and minimize the use of unobservable inputs.

NOTE 2 - Summary of Significant Accounting Policies (cont.)

As of December 31, 2011 and 2010 the Plan held investments in the Wells Fargo Stable Return Fund N6 and the Union Bond & Trust Company Principal Stable Value Fund (the "Stable Funds"), respectively. The Stable Funds consist of benefit-responsive investment contracts. Benefit-responsive 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. Contract value represents contributions made under the contract, plus earnings (accrued interest) less participant withdrawals and expenses. The statement of net assets available for benefits presents 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. The statement of changes in net assets available for benefits is prepared on a contract value basis.

Purchases and sales of investments are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date. Net appreciation or depreciation in fair value of investments included in the accompanying statement of changes in net assets available for benefits includes realized gains or losses from the sale of investments and unrealized appreciation or depreciation in the fair value of investments. Net unrealized appreciation or depreciation in the fair value of investments represents the net change in the fair value of the investments held during the period. The net realized gains or losses on the sale of investments represents the difference between the sale proceeds and the fair value of the investment as of the beginning of the period or the cost of the investment if purchased during the year.

Investment in Stable Value Funds

The Stable Funds invest in a variety of investment contracts such as guaranteed investment contracts (“GICs”) issued by insurance companies and other financial institutions and other investment products (synthetic GICs and collective investment trusts) with similar characteristics. The Stable Funds hold investments in fully benefit-responsive investment contracts that provide that the Plan may make withdrawals at contract value for benefit-responsive requirements.

The interest crediting rate is the periodic interest rate accrued to participants and is either set at the beginning of the contract and held constant, or reset periodically to reflect the performance of the underlying securities. Traditional GICs do not reset their crediting rates as they provide a fixed rate of interest over the term to maturity of the contract. Synthetic GICs are designed to reset their respective crediting rates typically on a quarterly basis and cannot credit interest at a rate less than zero percent. Synthetic GICs will track current market yields on a trailing basis. The rate reset allows the contract value of the portfolio to converge to the market value over time. Variables impacting future crediting rates on synthetic GICs include current yield of the assets backing the wrap contracts, duration of the assets backing the wrap contracts, and existing differences between the market values of assets backing wrap contracts and the contract values of the wrap contracts. The crediting interest rate for the Wells Fargo Stable Return Fund N6 was approximately 2.33% as of December 31, 2011, and the crediting interest rate for the Union Bond & Trust Company Principal Stable Value Fund was approximately 2.81% as of December 31, 2010. The average yield for the Wells Fargo Stable Return Fund N6 was approximately 1.56% as of December 31, 2011, and the average yield for the Union Bond & Trust Company Principal Stable Value Fund was approximately 2.82% as of December 31, 2010. GICs generally do not permit issuers to terminate the agreement prior to the scheduled maturity date.

NOTE 2 - Summary of Significant Accounting Policies (cont.)

Participants may ordinarily direct the withdrawal or transfer of all or a portion of their investment in the Stable Funds at contract value. Certain events may limit the ability of the Plan to transact at contract value with the issuer. Such events include the following: (i) amendments to the Plan documents (including complete or partial Plan termination or merger with another plan); (ii) changes to the Plan's prohibition on competing investment options or deletion of equity wash provisions; (iii) bankruptcy of the Plan sponsor or other Plan sponsor events (e.g., divestitures or spin-offs of the trust to qualify for exemption from federal income taxes or any required prohibited transaction exemption under ERISA). The plan administrator does not believe that the occurrence of any such value event, which would limit the Plan's ability to transact at contract value with participants, is probable.

Investment in Principal U.S. Property Separate Account

As of December 31, 2010, the Plan had an investment in Principal Life Insurance Company U.S. Property Separate Account ("USPSA"), which is an open-end, commingled real estate account and a separate account of Principal. USPSA invests in commercial real estate properties located throughout the United States. Participation in USPSA is available through the purchase of certain group contracts and policies issued by Principal. The investment advisor is Principal Real Estate Investors, LLC ("Principal Real Estate"), a wholly-owned subsidiary of Principal.

On September 26, 2008, Principal applied a limitation which delays the payment of withdrawal requests and provides for payment of such requests on a pro rata basis (a "Queue") as cash becomes available for distribution, as determined by Principal. There was no outstanding balance in the Queue due to participants as of December 31, 2010.

Notes Receivable from Participants

Notes receivable from participants are valued at their unpaid principal balance plus any accrued interest.

Risks and Uncertainties

Investments, in general, are subject to various risks, including credit risk, interest rate risk, and overall market volatility. Due to the level of risk associated with certain investment securities, it is reasonably possible that changes in values of investment securities will occur in the near term, and such changes could materially affect the amounts reported in the financial statements.

Payment of Benefits

Benefits are recorded when paid. There were no benefit payments requested and unprocessed as of December 31, 2011 and 2010.

NOTE 2 - Summary of Significant Accounting Policies (cont.)

New Accounting Pronouncement

In May 2011, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update 2011-04, *Amendments to Achieve Common Fair Value Measurements and Disclosure Requirements in U.S. GAAP and IFRS* ("ASU 2011-04"). ASU 2011-04 amended ASC 820, *Fair Value Measurement*, to converge the fair value measurement guidance in U.S. GAAP and International Financial Reporting Standards ("IFRS"). Some of the amendments clarify the application of existing fair value measurement requirements, while other amendments change a particular principle in ASC 820. In addition, ASU 2011-04 requires additional fair value disclosures, although certain of these new disclosures will not be required for nonpublic entities. The amendments are to be applied prospectively and are effective for annual periods beginning after December 15, 2011. Plan management is currently evaluating the effect that the provisions of ASU 2011-04 will have on the Plans' financial statements.

Subsequent Events

Management has evaluated the impact of all subsequent events through October 10, 2012, the date the Plan's financial statements were available to be issued, and determined that all subsequent events have been appropriately recognized and disclosed in the accompanying financial statements.

NOTE 3 - Information Prepared and Certified by Custodian - Unaudited

The following information (unaudited) included in the accompanying financial statements and supplemental schedule was obtained from data that has been prepared and certified to as complete and accurate by Wells Fargo Bank, N.A., the trustee of the Plan's assets as of December 31, 2011, and Delaware Charter Guarantee & Trust Company d/b/a Principal Trust Company, the custodian of the Plan's investment assets as of December 31, 2010, respectively. We have been informed by the plan administrator that Wells Fargo Bank, N.A. held the Plan's investment assets and executed investment transactions from August 1, 2011 to December 31, 2011, and that Delaware Charter Guarantee & Trust Company d/b/a Principal Trust Company held the Plan's assets and executed investment transactions as of December 31, 2010, and for the period January 1, 2011 to July 31, 2011.

	2011		2010	
Investments - at fair value				
Common collective trust funds				
Union Bond & Trust Company Principal Stable Value Fund	$ -		$ 3,290,543	*
Wells Fargo Stable Return Fund N6	3,117,852	*	-	
Total common collective trust funds	3,117,852		3,290,543	
Target date collective trust funds				
Schwab Managed Retirement Trust Fund 2010	498,484		-	
Schwab Managed Retirement Trust Fund 2020	2,124,755	*	-	
Schwab Managed Retirement Trust Fund 2030	1,708,185	*	-	
Schwab Managed Retirement Trust Fund 2040	726,369		-	
Schwab Managed Retirement Trust Fund 2050	501,327		-	
Schwab Managed Retirement Trust Income Fund	53,393		-	
Total target date collective trust funds	5,612,513		-	

(continued)

NOTE 3 - Information Prepared and Certified by Custodian - Unaudited (cont.)

	2011		2010	
Income mutual funds				
Pimco Real Return Fund	950,922		925,213	
Pimco Total Return Fund	1,171,294	*	1,152,528	*
Total income mutual funds	2,122,216		2,077,741	
Real estate pooled and mutual funds				
Principal U.S. Property Separate Account	-		404,939	
Nuveen Real Estate Securities Fund	429,862		-	
Total real estate pooled and mutual funds	429,862		404,939	
Target pooled funds				
Principal LifeTime Strategic Income Separate Account	-		82,669	
Principal LifeTime 2010 Separate Account	-		580,359	
Principal LifeTime 2020 Separate Account	-		1,579,290	*
Principal LifeTime 2030 Separate Account	-		1,494,062	*
Principal LifeTime 2040 Separate Account	-		663,574	
Principal LifeTime 2050 Separate Account	-		411,253	
Total target pooled funds	-		4,811,207	
Domestic equity pooled and mutual funds				
American Funds Fundamental Investment Fund	-		139,565	
Oakmark Equity & Income Fund	-		96,845	
Principal Large Cap S&P 500 Index Account	-		958,840	
Principal Stock Separate Account	-		79,847	
Principal Mid Cap S&P 400 Index Separate Account	-		665,754	
Principal Small Cap S&P 600 Index Separate Account	-		965,199	
Principal Small Company Value Separate Account	-		406,531	
American Funds Growth Fund of America R3 Fund	-		820,067	
American Funds Capital Income Builder Fund	-		1,482,611	*
Dodge & Cox Stock Fund	650,764		496,796	
T. Rowe Price Mid Cap Growth Adv Fund	769,540		647,771	
T. Rowe Price New Era Fund	403,958		511,552	
Artisan Mid Cap Value Fund	865,791		771,564	
American Century Growth Inv Fund	771,440		-	
Vanguard Mid Cap Index Signal Fund	699,577		-	
Vanguard Small Cap Index Signal Fund	1,200,092	*	-	
Vanguard 500 Index Signal Fund	1,256,427	*	-	
Total domestic equity pooled and mutual funds	6,617,589		8,042,942	
International equity pooled and mutual funds				
First Eagle Overseas Fund	-		360,262	
Principal International Stock Separate Account	-		1,001,300	
Principal International Emerging Markets Separate Account	-		1,589,017	*
DFA Emerging Markets Value Fund	1,011,494		-	
Manning & Napier World Opportunities Fund	995,347		-	
Total international equity pooled and mutual funds	2,006,841		2,950,579	
Total Investments - at fair value	$ 19,906,873		$ 21,577,951	

NOTE 3 - Information Prepared and Certified by Custodian - Unaudited (cont.)

	2011	2010
Notes receivable from participants	$ 1,099,307	$ 1,049,690

Investments that represent 5% or more of the Plan's net assets are separately identified with an "*".

	2011	2010
Shares of common collective trust fund		
Wells Fargo Stable Return Fund N6 and Union Bond & Trust Company Principal Stable Value Fund - at fair value, respectively	$ 3,117,852	$ 3,290,543
Adjustment to contract value	(77,941)	(65,861)
Wells Fargo Stable Return Fund N6 and Union Bond & Trust Company Principal Stable Value Fund - at contract value, respectively	$ 3,039,911	$ 3,224,682

Net depreciation in fair value of investments	$ (588,458)
Interest and dividends from investments	$ 180,000
Interest on notes receivable from participants	$ 48,715

During the year ended December 31, 2011, the Plan's investments (including gains and losses on investments bought, sold, and held during the year) appreciated (depreciated) in value as follows:

	2011
Common collective trust funds	$ 56,893
Target date collective trust funds	(355,582)
Income mutual funds	87,933
Real estate pooled and mutual funds	26,316
Target pooled funds	203,399
Domestic equity mutual funds	(97,670)
International equity mutual funds	(509,747)
Net Depreciation in Fair Value of Investments	$ (588,458)

Fair Value Measurements

The following is a description of the valuation methodologies used for the Plan's investments measured at fair value:

Common collective trust funds (the Stable Funds): Valued at fair value, based on information provided by the trustee of the Plan and the fund manager of the common collective trust fund, by discounting the related cash flows based on current yields of similar instruments with comparable durations considering the credit-worthiness of the issuer of the specific instruments held by the fund at year end. The fair value of the fund is based upon the net asset value of the fund reflecting all investments at fair value, including any interests in fully benefit-responsive contracts. The investment objective of the *Stable Funds* is to provide for preservation of capital, stability and predictability of returns. The Plan has no unfunded commitments to funds. There are no investment restrictions related to fund redemptions.

NOTE 3 - Information Prepared and Certified by Custodian - Unaudited (cont.)

Target date collective trust funds: Valued at net asset value ("NAV") of the funds. The NAV is determined by each fund's trustee using the fair value of the underlying securities within the fund at year end. These funds are classified as Level 2 as the values are obtained from market based inputs or inputs that are derived principally from or corroborated by observable market data by correlation or other means. The investment objective of the funds is to provide total return for investors retiring near a target date through a combination of investments in equities and fixed income assets. The Plan has no unfunded commitments to funds. There are no investment restrictions related to fund redemptions.

Pooled and mutual funds: Mutual funds are classified as Level 1 if they are traded in an active market for which closing prices are readily available. Pooled funds are valued the NAV, which is determined by each fund's trustee using the fair value of the underlying securities within the fund at year end. These funds are classified as Level 2 as the values are obtained from market based inputs or inputs that are derived principally from or corroborated by observable market data by correlation or other means. The pooled real estate fund is valued based on real estate investments which are stated at fair value as determined by the valuation consultant and approved by account management. Appraisals are performed for each investment annually by independent third party appraisers with all appraisals being performed in accordance with the Uniform Standard of Professional Appraisal Practice.

The preceding methods described may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, although management of the Plan believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

The plan sponsor is responsible for the determination of fair value. Accordingly, they perform periodic analysis on the prices received from the pricing services used to determine whether the prices are reasonable estimates of fair value. As a result of these reviews, the plan sponsor has not historically adjusted the prices obtained from the pricing services.

The following tables set forth by level, within the fair value hierarchy, the Plan's investments at fair value as of December 31, 2011 and 2010, respectively:

	December 31, 2011			
	Level 1	Level 2	Level 3	Total
Common collective trust funds	$ -	$ 3,117,852	$ -	$ 3,117,852
Target date collective trust funds	-	5,612,513	-	5,612,513
Income mutual funds	2,122,216	-	-	2,122,216
Real estate mutual fund	429,862	-	-	429,862
Domestic equity mutual funds	6,617,589	-	-	6,617,589
International equity mutual funds	2,006,841	-	-	2,006,841
Total investments at fair value	$ 11,176,508	$ 8,730,365	$ -	$ 19,906,873

NOTE 3 - Information Prepared and Certified by Custodian - Unaudited (cont.)

	December 31, 2010			
	Level 1	Level 2	Level 3	Total
Common collective trust fund	$ -	$ 3,290,543	$ -	$ 3,290,543
Income mutual funds	2,077,741	-	-	2,077,741
Real estate pooled fund	-	-	404,939	404,939
Target pooled funds	-	4,811,207	-	4,811,207
Domestic equity pooled and mutual funds	4,966,771	3,076,171	-	8,042,942
International equity pooled and mutual funds	360,262	2,590,317	-	2,950,579
Total investments at fair value	$ 7,404,774	$ 13,768,238	$ 404,939	$ 21,577,951

The table below sets forth a summary of changes in the fair value of the Plan's level 3 assets:

	2011	2010
Balances, beginning of year	$ 404,939	$ 559,585
Net gains (realized and unrealized) included in change in net assets available for benefits	38,135	66,410
Purchases	24,341	41,566
Sales	(467,415)	(262,622)
Balances, end of year	$ -	$ 404,939

NOTE 4 - Parties In Interest

Certain Plan investments are managed by Wells Fargo Bank, N.A., the trustee of the Plan's investment assets as of December 31, 2011 and for the period from August 1, 2011 to December 31, 2011, and Delaware Charter Guarantee & Trust Company d/b/a Principal Trust Company, the custodian of the Plan's investment assets as of December 31, 2010 and for the period from January 1, 2011 to July 31, 2011, and therefore, these transactions qualify as party-in-interest transactions. A portion of the fees paid by the Plan for administrative services are with the trustee and custodian and are party in interest transactions.

Additional amounts charged for investment management fees were netted against investment income for the year ended December 31, 2011. The Plan allows participants to obtain loans from the Plan, which are also considered party-in-interest transactions. These transactions are not, however, considered prohibited transactions under ERISA regulations.

NOTE 5 - Tax Status

The Plan received a favorable determination letter dated March 31, 2008 that stated that the Plan, as then designed, qualifies under Section 401 of the Internal Revenue Code ("IRC") and, therefore, the Plan is not subject to income taxes. The Plan is required to operate in conformity with the IRC to maintain its qualification. The Plan has been amended since receiving the determination letter. However, Plan management and the Company believe that the Plan is currently designed and being operated in compliance with the applicable requirements of the IRC, and that the Plan continues to qualify under Section 401 as tax exempt. Therefore, no provision for income taxes is included in the Plan's financial statements. Participants are generally subject to income taxes when contributions and earnings are distributed as benefits under the Plan.

U.S. GAAP requires the Plan's management to evaluate uncertain tax positions taken by the Plan. The financial statement effects of a tax position are recognized when the position is more likely than not, based on the technical merits to be sustained upon examination by the IRS. The plan administrator has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2011 and 2010, there were no uncertain positions taken or expected to be taken. The Plan has recognized no interest or penalties related to uncertain tax positions. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The plan administrator believes the Plan is no longer subject to income tax examinations for tax returns filed for years prior to 2008.

NOTE 6 - Reconciliation of Financial Statements to Form 5500, Schedule H

The following is a reconciliation of the net assets available for benefits as reported in the financial statements to the net assets reported on line 1(l) of the 2011 Form 5500 Schedule H, Part I:

	2011	2010
Net assets available for benefits as reported in the financial statements	$ 20,928,239	$ 22,561,780
Adjustment to fair value from contract value for investment in common collective trust fund relating to fully benefit-responsive investment contracts	77,941	65,861
Net assets as reported on the Form 5500	$ 21,006,180	$ 22,627,641

The following is a reconciliation of the net decrease in net assets available for benefits as reported in the financial statements to the net loss reported on line 2(k) of the 2011 Form 5500, Schedule H, Part II:

	2011
Net decrease in net assets available for benefits as reported in the financial statements	$ (1,633,541)
Change in adjustment to fair value from contract value for investment in common collective trust fund relating to fully benefit-responsive investment contracts	12,080
Net loss as reported on the Form 5500	$ (1,621,461)

NOTE 7 - Subsequent Events

During 2012, the net assets of Prime Distribution Services, Inc. 401(k) Plan, Group Transportation Services 401(k) Plan, Mesca Freight Service, LLC 401(k) Plan, Sargent Trucking, Inc. 401(k) Plan, Morgan Southern, Inc. 401(k) Plan, and M. Bruenger & Company Inc. Profit Sharing Plan were merged with and into the Plan. The net assets merged with and into the Plan during 2012 are as follows:

Prime Distribution Services, Inc. 401(k) Plan	$ 2,166,494
Group Transportation Services 401(k) Profit Sharing Plan	1,746,152
Mesca Freight Service, LLC 401(k) Plan	2,437,384
Sargent Trucking, Inc. 401(k) Plan	1,972,140
Morgan Southern, Inc. 401(k) Plan	2,876,563
M. Bruenger & Company Profit Sharing Plan	1,331,003
Total	$ 12,529,736

SUPPLEMENTAL SCHEDULE

ROADRUNNER TRANSPORTATION SYSTEMS, INC. 401(K) PLAN

FORM 5500, SCHEDULE H, PART IV, LINE 4I - SCHEDULE OF ASSETS (HELD AT END OF YEAR)
Plan 001
EIN 39-1452112
As of December 31, 2011

(a)	(b) Identity of Issue, Borrower, Lessor, or Similar Party	(c) Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	(d) Cost	(e) Current Value
	Common Collective Trust Fund			
*	Wells Fargo	Wells Fargo Stable Return Fund N6	**	$ 3,117,852
	Target Date Collective Trust Funds			
	Schwab Funds	Schwab Managed Retirement Trust Fund 2010	**	498,484
	Schwab Funds	Schwab Managed Retirement Trust Fund 2020	**	2,124,755
	Schwab Funds	Schwab Managed Retirement Trust Fund 2030	**	1,708,185
	Schwab Funds	Schwab Managed Retirement Trust Fund 2040	**	726,369
	Schwab Funds	Schwab Managed Retirement Trust Fund 2050	**	501,327
	Schwab Funds	Schwab Managed Retirement Trust Income Fund	**	53,393
	Total Target Date Collective Trust Funds			5,612,513
	Income Mutual Funds			
	Pimco Funds	Pimco Real Return Fund	**	950,922
	Pimco Funds	Pimco Total Return Fund	**	1,171,294
	Total Income Mutual Funds			2,122,216
	Real Estate Mutual Fund			
	Nuveen Investments	Nuveen Real Estate Securities Fund	**	429,862
	Domestic Equity Mutual Funds			
	Dodge & Cox Funds	Dodge & Cox Stock Fund	**	650,764
	T. Rowe Price Funds	T. Rowe Price Mid Cap Growth Adv Fund	**	769,540
	T. Rowe Price Funds	T. Rowe Price New Era Fund	**	403,958
	Artisan Funds	Artisan Mid Cap Value Fund	**	865,791
	American Funds	American Century Growth Inv Fund	**	771,440
	Vanguard Funds	Vanguard Mid Cap Index Signal Fund	**	699,577
	Vanguard Funds	Vanguard Small Cap Index Signal Fund	**	1,200,092
	Vanguard Funds	Vanguard 500 Index Signal Fund	**	1,256,427
	Total Domestic Equity Mutual Funds			6,617,589

(continued)

ROADRUNNER TRANSPORTATION SYSTEMS, INC. 401(K) PLAN

FORM 5500, SCHEDULE H, PART IV, LINE 4I - SCHEDULE OF ASSETS (HELD AT END OF YEAR)
Plan 001
EIN 39-1452112
As of December 31, 2011

(a)	(b) Identity of Issue, Borrower, Lessor, or Similar Party	(c) Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	(d) Cost	(e) Current Value
	International Equity Mutual Funds			
	Dimensional Fund Advisors	DFA Emerging Markets Value Fund	**	$ 1,011,494
	Manning & Napier	Manning & Napier World Opportunities Fund	**	995,347
	Total International Equity Mutual Funds			2,006,841
*	Notes Receivable From Participants	Various participants, interest rates range from 4.25% to 9.25%, due at various dates	$-0-	1,099,307
	Total Assets (Held at End of Year)			$ 21,006,180

* Represents a party-in-interest
** Cost omitted for participant directed investments

ROADRUNNER TRANSPORTATION SYSTEMS, INC. 401(K) PLAN

Cudahy, Wisconsin

FINANCIAL STATEMENTS AND
SUPPLEMENTAL SCHEDULE

Including Independent Auditors' Report

As of December 31, 2011 and 2010
and for the Year Ended December 31, 2011

ROADRUNNER TRANSPORTATION SYSTEMS, INC. 401(K) PLAN

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All other schedules required by Section 2520.103-10 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 have been omitted because they are not applicable.

BAKER TILLY

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bakertilly.com

INDEPENDENT AUDITORS' REPORT

To the Trustees and Participants
Roadrunner Transportation Systems, Inc. 401(k) Plan
Cudahy, Wisconsin

We were engaged to audit the accompanying statements of net assets available for benefits of Roadrunner Transportation Systems, Inc. 401(k) Plan (the "Plan"), formerly known as Roadrunner Transportation Services, Inc. 401(k) Plan, as of December 31, 2011 and 2010, the statement of changes in net assets available for benefits for the year ended December 31, 2011 and the supplemental schedule as of December 31, 2011, as listed in the accompanying Table of Contents. These financial statements and supplemental schedule are the responsibility of the Plan's management.

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 information summarized in Note 3, which was certified by Wells Fargo Bank, N.A. and Delaware Charter Guarantee & Trust Company d/b/a Principal Trust Company, the trustee of the Plan and the custodian of the Plan's investment assets, respectively, except for comparing such information with the related information included in the financial statements and supplemental schedule. We have been informed by the plan administrator that Wells Fargo Bank, N.A. held the Plan's investment assets and executed investment transactions from August 1, 2011 to December 31, 2011, and that Delaware Charter Guarantee & Trust Company d/b/a Principal Trust Company held the Plan's assets and executed investment transactions as of December 31, 2010, and for the period January 1, 2011 to July 31, 2011. The plan administrator has obtained certifications from the trustee and the custodian as of December 31, 2011 and 2010, and for the year ended December 31, 2011, that the information provided to the plan administrator by the trustee and the custodian is complete and accurate.

Because of the significance of the information in the Plan's financial statements and supplemental schedule that we did not audit, we are unable to, and do not, express an opinion on the accompanying financial statements and supplemental schedule taken as a whole. The supplemental schedule is presented for the purpose of additional analysis and is not a required part of the financial statements but is required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. The form and content of the information included in the financial statements and supplemental schedule, other than that derived from the information certified by the trustee and the custodian, 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.

Baker Tilly Virchow Krause, LLP

Milwaukee, Wisconsin
October 10, 2012

An Affirmative Action Equal Opportunity Employer

ROADRUNNER TRANSPORTATION SYSTEMS, INC. 401(K) PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
As of December 31, 2011 and 2010

ASSETS

	2011	2010
Investments - at fair value		
Common collective trust funds	$ 3,117,852	$ 3,290,543
Target date collective trust funds	5,612,513	-
Income mutual funds	2,122,216	2,077,741
Real estate pooled and mutual funds	429,862	404,939
Target date funds	-	4,811,207
Domestic equity pooled and mutual funds	6,617,589	8,042,942
International equity pooled and mutual funds	2,006,841	2,950,579
Total Investments - At Fair Value	19,906,873	21,577,951
Notes receivable from participants	1,099,307	1,049,690
NET ASSETS REFLECTING INVESTMENTS AT FAIR VALUE	21,006,180	22,627,641
Adjustment from fair value to contract value for investment in common collective trust fund related to fully benefit-responsive investment contracts	(77,941)	(65,861)
NET ASSETS AVAILABLE FOR BENEFITS	$ 20,928,239	$ 22,561,780

See accompanying notes to financial statements.

ROADRUNNER TRANSPORTATION SYSTEMS, INC. 401(K) PLAN

STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
For the Year Ended December 31, 2011

ADDITIONS	
Contributions	
Participants'	$ 1,311,154
Rollovers	5,867
Company	2,459
Total Contributions	1,319,480
Interest and dividends from investments	180,000
Interest on notes receivable from participants	48,715
Total Additions	1,548,195
DEDUCTIONS	
Net depreciation in fair value of investments	588,458
Benefits paid to participants	2,546,605
Administrative expenses	46,673
Total Deductions	3,181,736
Net decrease	(1,633,541)
NET ASSETS AVAILABLE FOR BENEFITS	
Beginning of year	22,561,780
End of year	$ 20,928,239

See accompanying notes to financial statements.

NOTE 1 - Description of the Plan

The following brief description of the Roadrunner Transportation Systems, Inc. 401(k) Plan (the "Plan") is provided for general information purposes only. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA"), as amended. Participants should refer to the plan document for more complete information.

General

The Plan is a defined contribution 401(k) savings plan covering certain employees of Roadrunner Transportation Systems, Inc. (the "Company") who have completed six months of service and have attained age 19 during a plan year. On April 18, 2012, the name of the Plan was changed from Roadrunner Transportation Services, Inc. 401(k) Plan to Roadrunner Transportation Systems, Inc. 401(k) Plan.

Contributions

Newly-eligible employees are automatically enrolled into the Plan at a 4% contribution rate. The Plan was amended to terminate the automatic enrollment feature effective January 1, 2012.

Participants may elect to make salary reduction (deferral) contributions to the Plan subject to Plan and Internal Revenue Service ("IRS") limitations. Participant rollover contributions from other plans are also permitted. The Company makes discretionary matching contributions which are a uniform percentage of participant salary reductions. The percentage of Company contributions is determined each year by the Company. No discretionary matching contributions were made for the years ended December 31, 2011 and 2010. Contributions are subject to certain limitations.

Effective January 1, 2012, the Company began matching 50% of employee contributions, up to 6% of eligible compensation, as defined.

Participant Accounts

Each participant's account is credited with the participant's salary reduction contributions, rollover contributions and an allocation of the Company's contributions and Plan earnings (net of administrative expenses). Allocations are based on the participant's eligible compensation or account balances, as defined in the Plan. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Investment Options

The Plan enables participants to direct the investment of salary deferral contributions, rollover contributions, employer contributions and related earnings to various mutual funds and common collective trust funds. Participants may change their investment selections daily.

NOTE 1 - Description of the Plan (cont.)

Notes Receivable to Participants

Participants may request a loan against their respective accounts of a minimum of $500 or a maximum equal to the lesser of $50,000 or 50% of the value of their vested account balance, reduced by any outstanding note balances. The rate of interest charged on participant notes is determined by the Plan's administrative committee. The interest rates on participant notes ranged from 4.25% to 9.25% as of December 31, 2011 and 2010. The Plan provides for a maximum note period of 5 years (15 years if loan proceeds are used to acquire a primary residence, as defined in the loan policy). The notes are collateralized by the participant's account balance. Principal and interest are paid ratably through biweekly payroll deductions.

Vesting

Participants are fully vested at all times in the portion of a participant's account which relates to the participant's 401(k) savings contributions, rollover contributions, Company safe harbor contributions, and related earnings thereon. Participants currently vest in discretionary Company matching contributions and related earnings thereon in accordance with the following vesting schedule:

Years of Service	Percentage
Less than 1	0%
1	30%
2	60%
3 or more	100%

Additionally, the Plan provides for 100% vesting upon death, disability, or normal retirement at age 65, and early retirement at age 55 with 5 years of vesting service.

Forfeitures

Forfeitures of Company contributions from nonvested terminated participants are used to reduce either plan expenses or the contributions that the Company would otherwise contribute in the year of forfeiture. Approximately $520 was used to reduce plan fees during the year ended December 31, 2011. No forfeitures were used to reduce Company contributions during the year ended December 31, 2011. As of December 31, 2011 and 2010, there were $5 and $13 of forfeitures available to reduce future plan expenses or Company contributions, respectively.

Payment of Benefits

Upon termination of employment, a participant may receive their vested account balance in the form of a lump sum payment or installment payments. The Plan provides for normal retirement at age 65 and early retirement at age 55 with 5 years of vesting service.

During a participant's employment, withdrawals can be made from a participant's account that are attributable to employee contributions and the related earnings thereon, provided the participant has either attained the age of 59 1/2 or is able to demonstrate financial hardship.

NOTE 1 - Description of the Plan (cont.)

Administrative Expenses

Plan administrative fees are charged to participants' accounts.

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 the event of plan termination, participants will become fully vested in their accounts.

NOTE 2 - Summary of Significant Accounting Policies

Basis of Accounting and Use of Estimates

The accompanying financial statements have been prepared on the accrual basis of accounting. The preparation of the financial statements in conformity with accounting principles generally accepted in the United States of America ("U.S. GAAP") requires the Plan's management to use estimates and assumptions that affect the accompanying financial statements and disclosures. Actual results could differ from these estimates.

Investment Valuation and Income Recognition

Investments are valued at fair value. Accounting Standards Codification ("ASC") Topic 820 provides a framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (level 1 measurements) and the lowest priority to unobservable inputs (level 3 measurements). The three levels of the fair value hierarchy under ASC Topic 820 are described below:

Level 1 - Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the Plan has the ability to access.

Level 2 - Inputs to the valuation methodology include:

- Quoted prices for similar assets or liabilities in active markets;
- Quoted prices for identical or similar assets or liabilities in inactive markets;
- Inputs other than quoted prices that are observable for the asset or liability; and
- Inputs that are derived principally from or corroborated by observable market data by correlation or other means.

If the asset or liability has a specified (contractual) term, the level 2 input must be observable for substantially the full term of the asset or liability.

Level 3 - Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

The asset's or liability's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Valuation techniques used need to maximize the use of observable inputs and minimize the use of unobservable inputs.

NOTE 2 - Summary of Significant Accounting Policies (cont.)

As of December 31, 2011 and 2010 the Plan held investments in the Wells Fargo Stable Return Fund N6 and the Union Bond & Trust Company Principal Stable Value Fund (the "Stable Funds"), respectively. The Stable Funds consist of benefit-responsive investment contracts. Benefit-responsive 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. Contract value represents contributions made under the contract, plus earnings (accrued interest) less participant withdrawals and expenses. The statement of net assets available for benefits presents 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. The statement of changes in net assets available for benefits is prepared on a contract value basis.

Purchases and sales of investments are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date. Net appreciation or depreciation in fair value of investments included in the accompanying statement of changes in net assets available for benefits includes realized gains or losses from the sale of investments and unrealized appreciation or depreciation in the fair value of investments. Net unrealized appreciation or depreciation in the fair value of investments represents the net change in the fair value of the investments held during the period. The net realized gains or losses on the sale of investments represents the difference between the sale proceeds and the fair value of the investment as of the beginning of the period or the cost of the investment if purchased during the year.

Investment in Stable Value Funds

The Stable Funds invest in a variety of investment contracts such as guaranteed investment contracts (“GICs”) issued by insurance companies and other financial institutions and other investment products (synthetic GICs and collective investment trusts) with similar characteristics. The Stable Funds hold investments in fully benefit-responsive investment contracts that provide that the Plan may make withdrawals at contract value for benefit-responsive requirements.

The interest crediting rate is the periodic interest rate accrued to participants and is either set at the beginning of the contract and held constant, or reset periodically to reflect the performance of the underlying securities. Traditional GICs do not reset their crediting rates as they provide a fixed rate of interest over the term to maturity of the contract. Synthetic GICs are designed to reset their respective crediting rates typically on a quarterly basis and cannot credit interest at a rate less than zero percent. Synthetic GICs will track current market yields on a trailing basis. The rate reset allows the contract value of the portfolio to converge to the market value over time. Variables impacting future crediting rates on synthetic GICs include current yield of the assets backing the wrap contracts, duration of the assets backing the wrap contracts, and existing differences between the market values of assets backing wrap contracts and the contract values of the wrap contracts. The crediting interest rate for the Wells Fargo Stable Return Fund N6 was approximately 2.33% as of December 31, 2011, and the crediting interest rate for the Union Bond & Trust Company Principal Stable Value Fund was approximately 2.81% as of December 31, 2010. The average yield for the Wells Fargo Stable Return Fund N6 was approximately 1.56% as of December 31, 2011, and the average yield for the Union Bond & Trust Company Principal Stable Value Fund was approximately 2.82% as of December 31, 2010. GICs generally do not permit issuers to terminate the agreement prior to the scheduled maturity date.

NOTE 2 - Summary of Significant Accounting Policies (cont.)

Participants may ordinarily direct the withdrawal or transfer of all or a portion of their investment in the Stable Funds at contract value. Certain events may limit the ability of the Plan to transact at contract value with the issuer. Such events include the following: (i) amendments to the Plan documents (including complete or partial Plan termination or merger with another plan); (ii) changes to the Plan's prohibition on competing investment options or deletion of equity wash provisions; (iii) bankruptcy of the Plan sponsor or other Plan sponsor events (e.g., divestitures or spin-offs of the trust to qualify for exemption from federal income taxes or any required prohibited transaction exemption under ERISA). The plan administrator does not believe that the occurrence of any such value event, which would limit the Plan's ability to transact at contract value with participants, is probable.

Investment in Principal U.S. Property Separate Account

As of December 31, 2010, the Plan had an investment in Principal Life Insurance Company U.S. Property Separate Account ("USPSA"), which is an open-end, commingled real estate account and a separate account of Principal. USPSA invests in commercial real estate properties located throughout the United States. Participation in USPSA is available through the purchase of certain group contracts and policies issued by Principal. The investment advisor is Principal Real Estate Investors, LLC ("Principal Real Estate"), a wholly-owned subsidiary of Principal.

On September 26, 2008, Principal applied a limitation which delays the payment of withdrawal requests and provides for payment of such requests on a pro rata basis (a "Queue") as cash becomes available for distribution, as determined by Principal. There was no outstanding balance in the Queue due to participants as of December 31, 2010.

Notes Receivable from Participants

Notes receivable from participants are valued at their unpaid principal balance plus any accrued interest.

Risks and Uncertainties

Investments, in general, are subject to various risks, including credit risk, interest rate risk, and overall market volatility. Due to the level of risk associated with certain investment securities, it is reasonably possible that changes in values of investment securities will occur in the near term, and such changes could materially affect the amounts reported in the financial statements.

Payment of Benefits

Benefits are recorded when paid. There were no benefit payments requested and unprocessed as of December 31, 2011 and 2010.

NOTE 2 - Summary of Significant Accounting Policies (cont.)

New Accounting Pronouncement

In May 2011, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update 2011-04, *Amendments to Achieve Common Fair Value Measurements and Disclosure Requirements in U.S. GAAP and IFRS* ("ASU 2011-04"). ASU 2011-04 amended ASC 820, *Fair Value Measurement*, to converge the fair value measurement guidance in U.S. GAAP and International Financial Reporting Standards ("IFRS"). Some of the amendments clarify the application of existing fair value measurement requirements, while other amendments change a particular principle in ASC 820. In addition, ASU 2011-04 requires additional fair value disclosures, although certain of these new disclosures will not be required for nonpublic entities. The amendments are to be applied prospectively and are effective for annual periods beginning after December 15, 2011. Plan management is currently evaluating the effect that the provisions of ASU 2011-04 will have on the Plans' financial statements.

Subsequent Events

Management has evaluated the impact of all subsequent events through October 10, 2012, the date the Plan's financial statements were available to be issued, and determined that all subsequent events have been appropriately recognized and disclosed in the accompanying financial statements.

NOTE 3 - Information Prepared and Certified by Custodian - Unaudited

The following information (unaudited) included in the accompanying financial statements and supplemental schedule was obtained from data that has been prepared and certified to as complete and accurate by Wells Fargo Bank, N.A., the trustee of the Plan's assets as of December 31, 2011, and Delaware Charter Guarantee & Trust Company d/b/a Principal Trust Company, the custodian of the Plan's investment assets as of December 31, 2010, respectively. We have been informed by the plan administrator that Wells Fargo Bank, N.A. held the Plan's investment assets and executed investment transactions from August 1, 2011 to December 31, 2011, and that Delaware Charter Guarantee & Trust Company d/b/a Principal Trust Company held the Plan's assets and executed investment transactions as of December 31, 2010, and for the period January 1, 2011 to July 31, 2011.

	2011		2010	
Investments - at fair value				
Common collective trust funds				
Union Bond & Trust Company Principal Stable Value Fund	$ -		$ 3,290,543	*
Wells Fargo Stable Return Fund N6	3,117,852	*	-	
Total common collective trust funds	3,117,852		3,290,543	
Target date collective trust funds				
Schwab Managed Retirement Trust Fund 2010	498,484		-	
Schwab Managed Retirement Trust Fund 2020	2,124,755	*	-	
Schwab Managed Retirement Trust Fund 2030	1,708,185	*	-	
Schwab Managed Retirement Trust Fund 2040	726,369		-	
Schwab Managed Retirement Trust Fund 2050	501,327		-	
Schwab Managed Retirement Trust Income Fund	53,393		-	
Total target date collective trust funds	5,612,513		-	

(continued)

NOTE 3 - Information Prepared and Certified by Custodian - Unaudited (cont.)

	2011		2010	
Income mutual funds				
Pimco Real Return Fund	950,922		925,213	
Pimco Total Return Fund	1,171,294	*	1,152,528	*
Total income mutual funds	2,122,216		2,077,741	
Real estate pooled and mutual funds				
Principal U.S. Property Separate Account	-		404,939	
Nuveen Real Estate Securities Fund	429,862		-	
Total real estate pooled and mutual funds	429,862		404,939	
Target pooled funds				
Principal LifeTime Strategic Income Separate Account	-		82,669	
Principal LifeTime 2010 Separate Account	-		580,359	
Principal LifeTime 2020 Separate Account	-		1,579,290	*
Principal LifeTime 2030 Separate Account	-		1,494,062	*
Principal LifeTime 2040 Separate Account	-		663,574	
Principal LifeTime 2050 Separate Account	-		411,253	
Total target pooled funds	-		4,811,207	
Domestic equity pooled and mutual funds				
American Funds Fundamental Investment Fund	-		139,565	
Oakmark Equity & Income Fund	-		96,845	
Principal Large Cap S&P 500 Index Account	-		958,840	
Principal Stock Separate Account	-		79,847	
Principal Mid Cap S&P 400 Index Separate Account	-		665,754	
Principal Small Cap S&P 600 Index Separate Account	-		965,199	
Principal Small Company Value Separate Account	-		406,531	
American Funds Growth Fund of America R3 Fund	-		820,067	
American Funds Capital Income Builder Fund	-		1,482,611	*
Dodge & Cox Stock Fund	650,764		496,796	
T. Rowe Price Mid Cap Growth Adv Fund	769,540		647,771	
T. Rowe Price New Era Fund	403,958		511,552	
Artisan Mid Cap Value Fund	865,791		771,564	
American Century Growth Inv Fund	771,440		-	
Vanguard Mid Cap Index Signal Fund	699,577		-	
Vanguard Small Cap Index Signal Fund	1,200,092	*	-	
Vanguard 500 Index Signal Fund	1,256,427	*	-	
Total domestic equity pooled and mutual funds	6,617,589		8,042,942	
International equity pooled and mutual funds				
First Eagle Overseas Fund	-		360,262	
Principal International Stock Separate Account	-		1,001,300	
Principal International Emerging Markets Separate Account	-		1,589,017	*
DFA Emerging Markets Value Fund	1,011,494		-	
Manning & Napier World Opportunities Fund	995,347		-	
Total international equity pooled and mutual funds	2,006,841		2,950,579	
Total Investments - at fair value	$ 19,906,873		$ 21,577,951	

NOTE 3 - Information Prepared and Certified by Custodian - Unaudited (cont.)

	2011	2010
Notes receivable from participants	$ 1,099,307	$ 1,049,690

Investments that represent 5% or more of the Plan's net assets are separately identified with an "*".

	2011	2010
Shares of common collective trust fund		
Wells Fargo Stable Return Fund N6 and Union Bond & Trust Company Principal Stable Value Fund - at fair value, respectively	$ 3,117,852	$ 3,290,543
Adjustment to contract value	(77,941)	(65,861)
Wells Fargo Stable Return Fund N6 and Union Bond & Trust Company Principal Stable Value Fund - at contract value, respectively	$ 3,039,911	$ 3,224,682

Net depreciation in fair value of investments	$ (588,458)
Interest and dividends from investments	$ 180,000
Interest on notes receivable from participants	$ 48,715

During the year ended December 31, 2011, the Plan's investments (including gains and losses on investments bought, sold, and held during the year) appreciated (depreciated) in value as follows:

	2011
Common collective trust funds	$ 56,893
Target date collective trust funds	(355,582)
Income mutual funds	87,933
Real estate pooled and mutual funds	26,316
Target pooled funds	203,399
Domestic equity mutual funds	(97,670)
International equity mutual funds	(509,747)
Net Depreciation in Fair Value of Investments	$ (588,458)

Fair Value Measurements

The following is a description of the valuation methodologies used for the Plan's investments measured at fair value:

Common collective trust funds (the Stable Funds): Valued at fair value, based on information provided by the trustee of the Plan and the fund manager of the common collective trust fund, by discounting the related cash flows based on current yields of similar instruments with comparable durations considering the credit-worthiness of the issuer of the specific instruments held by the fund at year end. The fair value of the fund is based upon the net asset value of the fund reflecting all investments at fair value, including any interests in fully benefit-responsive contracts. The investment objective of the *Stable Funds* is to provide for preservation of capital, stability and predictability of returns. The Plan has no unfunded commitments to funds. There are no investment restrictions related to fund redemptions.

NOTE 3 - Information Prepared and Certified by Custodian - Unaudited (cont.)

Target date collective trust funds: Valued at net asset value ("NAV") of the funds. The NAV is determined by each fund's trustee using the fair value of the underlying securities within the fund at year end. These funds are classified as Level 2 as the values are obtained from market based inputs or inputs that are derived principally from or corroborated by observable market data by correlation or other means. The investment objective of the funds is to provide total return for investors retiring near a target date through a combination of investments in equities and fixed income assets. The Plan has no unfunded commitments to funds. There are no investment restrictions related to fund redemptions.

Pooled and mutual funds: Mutual funds are classified as Level 1 if they are traded in an active market for which closing prices are readily available. Pooled funds are valued the NAV, which is determined by each fund's trustee using the fair value of the underlying securities within the fund at year end. These funds are classified as Level 2 as the values are obtained from market based inputs or inputs that are derived principally from or corroborated by observable market data by correlation or other means. The pooled real estate fund is valued based on real estate investments which are stated at fair value as determined by the valuation consultant and approved by account management. Appraisals are performed for each investment annually by independent third party appraisers with all appraisals being performed in accordance with the Uniform Standard of Professional Appraisal Practice.

The preceding methods described may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, although management of the Plan believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

The plan sponsor is responsible for the determination of fair value. Accordingly, they perform periodic analysis on the prices received from the pricing services used to determine whether the prices are reasonable estimates of fair value. As a result of these reviews, the plan sponsor has not historically adjusted the prices obtained from the pricing services.

The following tables set forth by level, within the fair value hierarchy, the Plan's investments at fair value as of December 31, 2011 and 2010, respectively:

	December 31, 2011			
	Level 1	Level 2	Level 3	Total
Common collective trust funds	$ -	$ 3,117,852	$ -	$ 3,117,852
Target date collective trust funds	-	5,612,513	-	5,612,513
Income mutual funds	2,122,216	-	-	2,122,216
Real estate mutual fund	429,862	-	-	429,862
Domestic equity mutual funds	6,617,589	-	-	6,617,589
International equity mutual funds	2,006,841	-	-	2,006,841
Total investments at fair value	$ 11,176,508	$ 8,730,365	$ -	$ 19,906,873

NOTE 3 - Information Prepared and Certified by Custodian - Unaudited (cont.)

	December 31, 2010			
	Level 1	Level 2	Level 3	Total
Common collective trust fund	$ -	$ 3,290,543	$ -	$ 3,290,543
Income mutual funds	2,077,741	-	-	2,077,741
Real estate pooled fund	-	-	404,939	404,939
Target pooled funds	-	4,811,207	-	4,811,207
Domestic equity pooled and mutual funds	4,966,771	3,076,171	-	8,042,942
International equity pooled and mutual funds	360,262	2,590,317	-	2,950,579
Total investments at fair value	$ 7,404,774	$ 13,768,238	$ 404,939	$ 21,577,951

The table below sets forth a summary of changes in the fair value of the Plan's level 3 assets:

	2011	2010
Balances, beginning of year	$ 404,939	$ 559,585
Net gains (realized and unrealized) included in change in net assets available for benefits	38,135	66,410
Purchases	24,341	41,566
Sales	(467,415)	(262,622)
Balances, end of year	$ -	$ 404,939

NOTE 4 - Parties In Interest

Certain Plan investments are managed by Wells Fargo Bank, N.A., the trustee of the Plan's investment assets as of December 31, 2011 and for the period from August 1, 2011 to December 31, 2011, and Delaware Charter Guarantee & Trust Company d/b/a Principal Trust Company, the custodian of the Plan's investment assets as of December 31, 2010 and for the period from January 1, 2011 to July 31, 2011, and therefore, these transactions qualify as party-in-interest transactions. A portion of the fees paid by the Plan for administrative services are with the trustee and custodian and are party in interest transactions.

Additional amounts charged for investment management fees were netted against investment income for the year ended December 31, 2011. The Plan allows participants to obtain loans from the Plan, which are also considered party-in-interest transactions. These transactions are not, however, considered prohibited transactions under ERISA regulations.

NOTE 5 - Tax Status

The Plan received a favorable determination letter dated March 31, 2008 that stated that the Plan, as then designed, qualifies under Section 401 of the Internal Revenue Code ("IRC") and, therefore, the Plan is not subject to income taxes. The Plan is required to operate in conformity with the IRC to maintain its qualification. The Plan has been amended since receiving the determination letter. However, Plan management and the Company believe that the Plan is currently designed and being operated in compliance with the applicable requirements of the IRC, and that the Plan continues to qualify under Section 401 as tax exempt. Therefore, no provision for income taxes is included in the Plan's financial statements. Participants are generally subject to income taxes when contributions and earnings are distributed as benefits under the Plan.

U.S. GAAP requires the Plan's management to evaluate uncertain tax positions taken by the Plan. The financial statement effects of a tax position are recognized when the position is more likely than not, based on the technical merits to be sustained upon examination by the IRS. The plan administrator has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2011 and 2010, there were no uncertain positions taken or expected to be taken. The Plan has recognized no interest or penalties related to uncertain tax positions. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The plan administrator believes the Plan is no longer subject to income tax examinations for tax returns filed for years prior to 2008.

NOTE 6 - Reconciliation of Financial Statements to Form 5500, Schedule H

The following is a reconciliation of the net assets available for benefits as reported in the financial statements to the net assets reported on line 1(l) of the 2011 Form 5500 Schedule H, Part I:

	2011	2010
Net assets available for benefits as reported in the financial statements	$ 20,928,239	$ 22,561,780
Adjustment to fair value from contract value for investment in common collective trust fund relating to fully benefit-responsive investment contracts	77,941	65,861
Net assets as reported on the Form 5500	$ 21,006,180	$ 22,627,641

The following is a reconciliation of the net decrease in net assets available for benefits as reported in the financial statements to the net loss reported on line 2(k) of the 2011 Form 5500, Schedule H, Part II:

	2011
Net decrease in net assets available for benefits as reported in the financial statements	$ (1,633,541)
Change in adjustment to fair value from contract value for investment in common collective trust fund relating to fully benefit-responsive investment contracts	12,080
Net loss as reported on the Form 5500	$ (1,621,461)

NOTE 7 - Subsequent Events

During 2012, the net assets of Prime Distribution Services, Inc. 401(k) Plan, Group Transportation Services 401(k) Plan, Mesca Freight Service, LLC 401(k) Plan, Sargent Trucking, Inc. 401(k) Plan, Morgan Southern, Inc. 401(k) Plan, and M. Bruenger & Company Inc. Profit Sharing Plan were merged with and into the Plan. The net assets merged with and into the Plan during 2012 are as follows:

Prime Distribution Services, Inc. 401(k) Plan	$ 2,166,494
Group Transportation Services 401(k) Profit Sharing Plan	1,746,152
Mesca Freight Service, LLC 401(k) Plan	2,437,384
Sargent Trucking, Inc. 401(k) Plan	1,972,140
Morgan Southern, Inc. 401(k) Plan	2,876,563
M. Bruenger & Company Profit Sharing Plan	1,331,003
Total	$ 12,529,736

SUPPLEMENTAL SCHEDULE

ROADRUNNER TRANSPORTATION SYSTEMS, INC. 401(K) PLAN

FORM 5500, SCHEDULE H, PART IV, LINE 4I - SCHEDULE OF ASSETS (HELD AT END OF YEAR)
Plan 001
EIN 39-1452112
As of December 31, 2011

(a)	(b) Identity of Issue, Borrower, Lessor, or Similar Party	(c) Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	(d) Cost	(e) Current Value
	Common Collective Trust Fund			
*	Wells Fargo	Wells Fargo Stable Return Fund N6	**	$ 3,117,852
	Target Date Collective Trust Funds			
	Schwab Funds	Schwab Managed Retirement Trust Fund 2010	**	498,484
	Schwab Funds	Schwab Managed Retirement Trust Fund 2020	**	2,124,755
	Schwab Funds	Schwab Managed Retirement Trust Fund 2030	**	1,708,185
	Schwab Funds	Schwab Managed Retirement Trust Fund 2040	**	726,369
	Schwab Funds	Schwab Managed Retirement Trust Fund 2050	**	501,327
	Schwab Funds	Schwab Managed Retirement Trust Income Fund	**	53,393
	Total Target Date Collective Trust Funds			5,612,513
	Income Mutual Funds			
	Pimco Funds	Pimco Real Return Fund	**	950,922
	Pimco Funds	Pimco Total Return Fund	**	1,171,294
	Total Income Mutual Funds			2,122,216
	Real Estate Mutual Fund			
	Nuveen Investments	Nuveen Real Estate Securities Fund	**	429,862
	Domestic Equity Mutual Funds			
	Dodge & Cox Funds	Dodge & Cox Stock Fund	**	650,764
	T. Rowe Price Funds	T. Rowe Price Mid Cap Growth Adv Fund	**	769,540
	T. Rowe Price Funds	T. Rowe Price New Era Fund	**	403,958
	Artisan Funds	Artisan Mid Cap Value Fund	**	865,791
	American Funds	American Century Growth Inv Fund	**	771,440
	Vanguard Funds	Vanguard Mid Cap Index Signal Fund	**	699,577
	Vanguard Funds	Vanguard Small Cap Index Signal Fund	**	1,200,092
	Vanguard Funds	Vanguard 500 Index Signal Fund	**	1,256,427
	Total Domestic Equity Mutual Funds			6,617,589

(continued)

ROADRUNNER TRANSPORTATION SYSTEMS, INC. 401(K) PLAN

FORM 5500, SCHEDULE H, PART IV, LINE 4I - SCHEDULE OF ASSETS (HELD AT END OF YEAR)
Plan 001
EIN 39-1452112
As of December 31, 2011

(a)	(b) Identity of Issue, Borrower, Lessor, or Similar Party	(c) Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	(d) Cost	(e) Current Value
	International Equity Mutual Funds			
	Dimensional Fund Advisors	DFA Emerging Markets Value Fund	**	$ 1,011,494
	Manning & Napier	Manning & Napier World Opportunities Fund	**	995,347
	Total International Equity Mutual Funds			2,006,841
*	Notes Receivable From Participants	Various participants, interest rates range from 4.25% to 9.25%, due at various dates	$-0-	1,099,307
	Total Assets (Held at End of Year)			$ 21,006,180

* Represents a party-in-interest
** Cost omitted for participant directed investments

ROADRUNNER TRANSPORTATION SYSTEMS, INC. 401(K) PLAN

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	Domestic Equity Mutual Funds			
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	Vanguard Funds	Vanguard Small Cap Index Signal Fund	**	1,200,092
	Vanguard Funds	Vanguard 500 Index Signal Fund	**	1,256,427
	Total Domestic Equity Mutual Funds			6,617,589

(continued)

ROADRUNNER TRANSPORTATION SYSTEMS, INC. 401(K) PLAN

FORM 5500, SCHEDULE H, PART IV, LINE 4I - SCHEDULE OF ASSETS (HELD AT END OF YEAR)
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