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

2012

This Form is Open to Public Inspection

Part I Annual Report Identification Information

For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

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
HELLMANN WORLDWIDE LOGISTICS, INC. 401(K) PLAN

1b Three-digit plan number (PN) ▶ 001

1c Effective date of plan 03/01/1988

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

HELLMANN WORLDWIDE LOGISTICS

10450 DORAL BOULEVARD
MIAMI, FL 33178

2b Employer Identification Number (EIN)
95-4140705

2c Sponsor's telephone number
305-499-5370

2d Business code (see instructions)
488510

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.	10/08/2013	KENNETH THIBEAULT
	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

Preparer's name (including firm name, if applicable) and address; include room or suite number. (optional)

Preparer's telephone number (optional)

3a Plan administrator's name and address [X] Same as Plan Sponsor Name [ ] Same as Plan Sponsor Address

3b Administrator's EIN

3c Administrator's telephone number

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**	834
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**	689
b	Retired or separated participants receiving benefits	**6b**	5
c	Other retired or separated participants entitled to future benefits	**6c**	99
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	793
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	0
f	Total. Add lines **6d** and **6e**	**6f**	793
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	685
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	68
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 Characteristics Codes in the instructions:
2E 2J 2F 2G 2K 3D 2S 2T

b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics 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

2012

This Form is Open to Public Inspection

For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

A Name of plan
HELLMANN WORLDWIDE LOGISTICS, INC. 401(K) PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
HELLMANN WORLDWIDE LOGISTICS

D Employer Identification Number (EIN)
95-4140705

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

MASSACHUSETTS MUTUAL 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
04-1590850	65935	FL 52004	793	01/01/2012	12/31/2012

2 Insurance fee and commission information. Enter the total fees and total commissions paid. List in line 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
36163	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

UBS FINANCIAL SERVICES INS AGENCY
610 S BRYANT
SANT ANGELO, TX 76904

(b) Amount of sales and base commissions paid	Fees and other commissions paid		
	(c) Amount	**(d)** Purpose	**(e)** Organization code
36163			1

(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		
	(c) Amount	**(d)** Purpose	**(e)** Organization code

(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	10299612

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 ▶ GROUP ANNUITY CONTRACT

b	Balance at the end of the previous year			7b	3682240
c	Additions: (1) Contributions deposited during the year	7c(1)	1778028		
	(2) Dividends and credits	7c(2)	0		
	(3) Interest credited during the year	7c(3)	173497		
	(4) Transferred from separate account	7c(4)	0		
	(5) Other (specify below)	7c(5)	1072114		
	▶ LN INT, LN PRIN, LOAN DEFAULT, LOAN				
	(6) Total additions			7c(6)	3023639
d	Total of balance and additions (add lines **7b** and **7c(6)**).			7d	6705879
e	Deductions:				
	(1) Disbursed from fund to pay benefits or purchase annuities during year	7e(1)	331082		
	(2) Administration charge made by carrier	7e(2)	4565		
	(3) Transferred to separate account	7e(3)	2214042		
	(4) Other (specify below)	7e(4)	57429		
	▶ LN DISTRIB				
	(5) Total deductions			7e(5)	2607118
f	Balance at the end of the current year (subtract line **7e(5)** from line **7d**)			7f	4098761

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 line **9c(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, line 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)	Service Provider Information	OMB No. 1210-0110
Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	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.**	**2012** **This Form is Open to Public Inspection.**

For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

A Name of plan
HELLMANN WORLDWIDE LOGISTICS, INC. 401(K) PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
HELLMANN WORLDWIDE LOGISTICS

D Employer Identification Number (EIN)
95-4140705

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

MASSACHUSETTS MUTUAL LIFE INS. CO.

04-1590850

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

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

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

MASSACHUSETTS MUTUAL LIFE INS. CO.

04-1590850

(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?
52 60 63 64 68 72	CONTRACT ADMINISTRATOR	21809	Yes [X] No [ ]	Yes [X] No [ ]	0	Yes [X] 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 [ ]

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
MASSACHUSETTS MUTUAL LIFE INS. CO.	72	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
SEL BLUE CHIP GR III T.ROWE PRICE 02-0769953	BASIS POINTS * PLAN ASSETS

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
MASSACHUSETTS MUTUAL LIFE INS. CO.	72	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
PREMIER MONEY MARKET BABSON 04-3212059	BASIS POINTS * PLAN ASSETS

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
MASSACHUSETTS MUTUAL LIFE INS. CO.	72	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
SEL SM CP GR W&R/WLLNGTN/TMBRLN 04-3464205	BASIS POINTS * PLAN ASSETS

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
MASSACHUSETTS MUTUAL LIFE INS. CO.	72	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
SELECT MID CAP GR II TRP/FRONTIER 04-3512596	BASIS POINTS * PLAN ASSETS

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
MASSACHUSETTS MUTUAL LIFE INS. CO.	72	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
PREMIER DISCIPLINED VAL BABSON 04-3539083	BASIS POINTS * PLAN ASSETS

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
MASSACHUSETTS MUTUAL LIFE INS. CO.	72	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
SEL SMCOVAL FED CLOV/TRP/ERNST 04-3584140	BASIS POINTS * PLAN ASSETS

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
MASSACHUSETTS MUTUAL LIFE INS. CO.	60	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
ADV DOW JONES TRGT 2015 IIWLS FRG 20-1524639	BASIS POINTS * PLAN ASSETS

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
MASSACHUSETTS MUTUAL LIFE INS. CO.	60	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
ADV DOW JONES TRGT 2025 IIWLS FRG 20-1524639	BASIS POINTS * PLAN ASSETS

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
MASSACHUSETTS MUTUAL LIFE INS. CO.	60	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
ADV DOW JONES TRGT 2035 IIWLS FRG 20-1524639	BASIS POINTS * PLAN ASSETS

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
MASSACHUSETTS MUTUAL LIFE INS. CO.	60	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
ADV DOW JONES TRGT 2045 IIWLS FRG 20-1524639	BASIS POINTS * PLAN ASSETS

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
MASSACHUSETTS MUTUAL LIFE INS. CO.	60	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
ADV DOW JONES TRGT TDAY IIWLS FRG 20-1524639	BASIS POINTS * PLAN ASSETS

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
MASSACHUSETTS MUTUAL LIFE INS. CO.	60	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
INTL GROWTH ADV ALLIANCEBRNSTEIN 22-3298334	BASIS POINTS * PLAN ASSETS

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
MASSACHUSETTS MUTUAL LIFE INS. CO.	72	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
SELECT PIMCO TOTAL RETURN 27-2377446	BASIS POINTS * PLAN ASSETS

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
MASSACHUSETTS MUTUAL LIFE INS. CO.	60	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
GROWTH AMERICA AMERICAN 52-0792143	BASIS POINTS * PLAN ASSETS

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
MASSACHUSETTS MUTUAL LIFE INS. CO.	60	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
GLOBAL STRATEGIC INCOME OFI 84-1120195	BASIS POINTS * PLAN ASSETS

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
MASSACHUSETTS MUTUAL LIFE INS. CO.	60	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
DEVELOPING MARKETS OFI 93-6305075	BASIS POINTS * PLAN ASSETS

(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

2012

This Form is Open to Public Inspection.

For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

A Name of plan
HELLMANN WORLDWIDE LOGISTICS, 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
HELLMANN WORLDWIDE LOGISTICS

D Employer Identification Number (EIN)
95-4140705

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: SIA-A8 GLOBAL STRATEGIC INCOME

b Name of sponsor of entity listed in (a): MASSACHUSETTS MUTUAL LIFE INSURANCE

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)
04-1590850-283	P	613408

a Name of MTIA, CCT, PSA, or 103-12 IE: SIA-AC SEL SM CP GR

b Name of sponsor of entity listed in (a): MASSACHUSETTS MUTUAL LIFE INSURANCE

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)
04-1590850-012	P	205050

a Name of MTIA, CCT, PSA, or 103-12 IE: SIA-AG PREMIER MONEY MARKET

b Name of sponsor of entity listed in (a): MASSACHUSETTS MUTUAL LIFE INSURANCE

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)
04-1590850-016	P	9381

a Name of MTIA, CCT, PSA, or 103-12 IE: SIA-AT SELECT MID CAP GR II

b Name of sponsor of entity listed in (a): MASSACHUSETTS MUTUAL LIFE INSURANCE

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)
04-1590850-026	P	525636

a Name of MTIA, CCT, PSA, or 103-12 IE: SIA-AY SEL SMCOVAL

b Name of sponsor of entity listed in (a): MASSACHUSETTS MUTUAL LIFE INSURANCE

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)
04-1590850-177	P	282331

a Name of MTIA, CCT, PSA, or 103-12 IE: SIA-C9 DEVELOPING MARKETS

b Name of sponsor of entity listed in (a): MASSACHUSETTS MUTUAL LIFE INSURANCE

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)
90-0342299-148	P	248187

a Name of MTIA, CCT, PSA, or 103-12 IE: SIA-CH INTL GROWTH ADV

b Name of sponsor of entity listed in (a): MASSACHUSETTS MUTUAL LIFE INSURANCE

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)
04-1590850-425	P	689905

a Name of MTIA, CCT, PSA, or 103-12 IE: SIA-FF PREMIER DISCOVERY VALUE		
b Name of sponsor of entity listed in (a): MASSACHUSETTS MUTUAL LIFE INSURANCE		
c EIN-PN 04-1590850-381	**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: SIA-FJ ADV DOW JONES TRGT TDAY II		
b Name of sponsor of entity listed in (a): MASSACHUSETTS MUTUAL LIFE INSURANCE		
c EIN-PN 90-0342299-003	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 387407
a Name of MTIA, CCT, PSA, or 103-12 IE: SIA-HJ ADV DOW JONES TRGT 2015 II		
b Name of sponsor of entity listed in (a): MASSACHUSETTS MUTUAL LIFE INSURANCE		
c EIN-PN 90-0342299-004	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 793404
a Name of MTIA, CCT, PSA, or 103-12 IE: SIA-HT PREMIER DISCIPLINED VAL		
b Name of sponsor of entity listed in (a): MASSACHUSETTS MUTUAL LIFE INSURANCE		
c EIN-PN 04-1590850-319	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 559906
a Name of MTIA, CCT, PSA, or 103-12 IE: SIA-HW GROWTH AMERICA		
b Name of sponsor of entity listed in (a): MASSACHUSETTS MUTUAL LIFE INSURANCE		
c EIN-PN 04-1590850-419	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 1372307
a Name of MTIA, CCT, PSA, or 103-12 IE: SIA-JJ ADV DOW JONES TRGT 2025 II		
b Name of sponsor of entity listed in (a): MASSACHUSETTS MUTUAL LIFE INSURANCE		
c EIN-PN 90-0342299-005	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 1696165
a Name of MTIA, CCT, PSA, or 103-12 IE: SIA-KA SEL BLUE CHIP GR III		
b Name of sponsor of entity listed in (a): MASSACHUSETTS MUTUAL LIFE INSURANCE		
c EIN-PN 04-1590850-401	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 276651
a Name of MTIA, CCT, PSA, or 103-12 IE: SIA-MJ ADV DOW JONES TRGT 2035 II		
b Name of sponsor of entity listed in (a): MASSACHUSETTS MUTUAL LIFE INSURANCE		
c EIN-PN 90-0342299-006	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 1439930
a Name of MTIA, CCT, PSA, or 103-12 IE: SIA-SJ ADV DOW JONES TRGT 2045 II		
b Name of sponsor of entity listed in (a): MASSACHUSETTS MUTUAL LIFE INSURANCE		
c EIN-PN 90-0342299-007	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 999640
a Name of MTIA, CCT, PSA, or 103-12 IE: SIA-WZ SELECT PIMCO TOTAL RETURN		
b Name of sponsor of entity listed in (a): MASSACHUSETTS MUTUAL LIFE INSURANCE		
c EIN-PN 04-1590850-193	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 200303

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

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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

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

2012

This Form is Open to Public Inspection

For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

A Name of plan
HELLMANN WORLDWIDE LOGISTICS, INC. 401(K) PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
HELLMANN WORLDWIDE LOGISTICS

D Employer Identification Number (EIN)
95-4140705

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)	563530	598253
(9) Value of interest in common/collective trusts	1c(9)	0	0
(10) Value of interest in pooled separate accounts	1c(10)	8349539	10299612
(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)	0	0
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)	3682240	4098761
(15) Other	1c(15)	0	0

			(a) Beginning of Year	(b) End of Year
1d	Employer-related investments:			
	(1) Employer securities	1d(1)	0	0
	(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	12595309	14996626
	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	12595309	14996626

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)	431581	
	(B) Participants	2a(1)(B)	1346447	
	(C) Others (including rollovers)	2a(1)(C)	721857	
	(2) Noncash contributions	2a(2)		
	(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		2499885
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)	20078	
	(F) Other	2b(1)(F)	173499	
	(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		193577
	(2) Dividends: **(A)** Preferred stock	2b(2)(A)		
	(B) Common stock	2b(2)(B)	0	
	(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	0	
	(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		0
	(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
	(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

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		0
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		1105027
(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)		0
c Other income	2c		0
d Total income. Add all **income** amounts in column (b) and enter total	2d		3798489
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	1350991	
(2) To insurance carriers for the provision of benefits	2e(2)	0	
(3) Other	2e(3)	0	
(4) Total benefit payments. Add lines **2e(1)** through **(3)**	2e(4)		1350991
f Corrective distributions (see instructions)	2f		22627
g Certain deemed distributions of participant loans (see instructions)	2g		1745
h Interest expense	2h		
i Administrative expenses: (1) Professional fees	2i(1)	0	
(2) Contract administrator fees	2i(2)	19700	
(3) Investment advisory and management fees	2i(3)	0	
(4) Other	2i(4)	2109	
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		21809
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		1397172
Net Income and Reconciliation			
k Net income (loss). Subtract line **2j** from line **2d**	2k		2401317
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: MBAF **(2)** EIN: 01-0720052

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 lines 4a, 4e, 4f, 4g, 4h, 4k, 4m, 4n, or 5. 103-12 IEs also do not complete lines 4j and 4l. MTIAs also do not complete line 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	

			Yes	No	Amount
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	
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			

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)

Part V Trust Information (optional)

6a Name of trust	**6b** Trust's EIN

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

2012

This Form is Open to Public Inspection.

For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

A Name of plan
HELLMANN WORLDWIDE LOGISTICS, INC. 401(K) PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
HELLMANN WORLDWIDE LOGISTICS

D Employer Identification Number (EIN)
95-4140705

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): 04-1590850

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 lines 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 lines 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 lines 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 lines 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 lines 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 lines 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 line 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 lines (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 line 19(b)?
☐ Effective duration ☐ Macaulay duration ☐ Modified duration ☐ Other (specify):

HELLMANN WORLDWIDE LOGISTICS, INC.
401(K) PLAN

FINANCIAL STATEMENTS

DECEMBER 31, 2012 AND 2011



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MBAF
MORRISON BROWN ARGIZ & FARRA, LLC
CERTIFIED PUBLIC ACCOUNTANTS AND ADVISORS

INDEPENDENT AUDITOR'S REPORT

To the Trustees and Participants of
Hellmann Worldwide Logistics, Inc. 401(k) Plan

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of Hellmann Worldwide Logistics, Inc. 401(k) Plan (the "Plan"), which comprise the statements of net assets available for benefits as of December 31, 2012 and 2011, and the related statements of changes in net assets available for benefits for the years then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

Plan management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on conducting the audit in accordance with auditing standards generally accepted in the United States of America. Because of the matter described in the Basis for Disclaimer of Opinion paragraph, however, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion.

Basis for Disclaimer of Opinion

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 6, which was certified by State Street Bank and Trust Company, the custodian of the Plan, except for comparing such information with the related information included in the financial statements and supplemental schedules. We have been informed by the Plan administrator that the custodian holds the Plan's investment assets and executes investment transactions. The Plan administrator has obtained a certification from the custodian as of and for the years ended December 31, 2012 and 2011, that the information provided to the Plan administrator by the custodian is complete and accurate.

Disclaimer of Opinion

Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we have not been able to obtain sufficient, appropriate audit evidence to provide a basis for an audit opinion. Accordingly, we do not express an opinion on these financial statements.

Other Matter

We were engaged for the purpose of forming an opinion on the financial statements as a whole. The supplemental Schedules of Assets (Held at End of Year), which are the responsibility of Plan management, are presented for the purpose of additional analysis and are not a required part of the financial statements but are required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, it is inappropriate to and we do not express an opinion on the supplemental schedules referred to above.

Report on Form and Content in Compliance With DOL Rules and Regulations

The form and content of the information included in the financial statements and supplemental schedules, other than that derived from the information certified by 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.

Morrison, Brown, Argiz & Farra

Miami, Florida
September 26, 2013

HELLMANN WORLDWIDE LOGISTICS, INC. 401(K) PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
DECEMBER 31,

	2012	2011
ASSETS		
Investments, at fair value		
Pooled separate accounts	$ 10,299,612	$ 8,349,539
Funds held in insurance company general account	4,496,514	3,993,530
TOTAL INVESTMENTS	14,796,126	12,343,069
Receivables:		
Participant contributions	68,913	61,382
Employer contribution	21,416	18,922
Notes receivable from participants	598,253	563,530
TOTAL RECEIVABLES	688,582	643,834
TOTAL ASSETS AND NET ASSETS REFLECTING INVESTMENTS AT FAIR VALUE	15,484,708	12,986,903
ADJUSTMENT FROM FAIR VALUE TO CONTRACT VALUE FOR FULLY BENEFIT RESPONSIVE INVESTMENT CONTRACTS	(397,753)	(311,290)
TOTAL ASSETS AND NET ASSETS AVAILABLE FOR BENEFITS	**$ 15,086,955**	**$ 12,675,613**

The accompanying notes are an integral part of these financial statements.

HELLMANN WORLDWIDE LOGISTICS, INC. 401(K) PLAN

STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
FOR THE YEARS ENDED DECEMBER 31,

	2012	2011
ADDITIONS TO NET ASSETS ATTRIBUTED TO:		
Investment income (loss):		
Net appreciation (depreciation) in fair value of investments	$ 1,105,027	$ (346,529)
Interest income	173,499	181,556
TOTAL INVESTMENT INCOME (LOSS)	1,278,526	(164,973)
Interest income on notes receivables from participants	20,078	16,120
Contributions:		
Participants	1,353,978	1,383,123
Employer	434,075	433,115
Rollover	721,857	200,240
	2,509,910	2,016,478
TOTAL ADDITIONS	3,808,514	1,867,625
DEDUCTIONS FROM NET ASSETS ATTRIBUTED TO:		
Benefits paid to participants and other distributions	1,352,736	934,821
Administrative expenses	21,809	22,210
Corrective distributions	22,627	21,541
TOTAL DEDUCTIONS	1,397,172	978,572
NET INCREASE	2,411,342	889,053
NET ASSETS AVAILABLE FOR BENEFITS:		
BEGINNING OF YEAR	12,675,613	11,786,560
END OF YEAR	**$ 15,086,955**	**$ 12,675,613**

The accompanying notes are an integral part of these financial statements.

1. DESCRIPTION OF PLAN

The following description of the Hellmann Worldwide Logistics, Inc. 401(k) Plan (the "Plan") provides only general information. Reference to the Plan document should be made for a more complete description of the Plan's provisions.

General

The Plan is a defined contribution plan covering all employees of Hellmann Worldwide Logistics, Inc. (the "Employer"). Employees become eligible to participate in the Plan upon attaining age 19 and completing three consecutive full calendar months of employment during which they must complete at least 425 hours of service or completion of a year of service, if earlier. An employee earns a year of service upon completing 1,000 hours of service during a plan year. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA"). The Plan's restated effective date is January 1, 2010. The Plan's original effective date was March 1, 1988.

Contributions

Contributions to the Plan are made by the participants and the Employer. Participants may elect to defer the receipt of a portion of their plan compensation on a pre-tax basis, subject to certain limitations. Participants cannot defer more than 75% of their compensation. Additionally, participants may rollover or transfer to the Plan any portion or all of the property received from another qualified employee benefit trust (rollover contribution).

In addition, subject to certain limitations, the Employer may make a matching contribution. This contribution is a discretionary match. The Employer will determine in its sole discretion how much, if any, it will make as a matching contribution. Such amount can be determined either as a uniform percentage of deferrals or as a flat dollar amount for each participant. Catch-up contributions are permitted and are eligible for matching contributions under the Plan. Employer contributions were made to the Plan during 2012 and 2011.

Participant Accounts

Each account is credited with the participant's contribution, an allocation of the Employer's contribution and the Plan's earnings. Allocations of earnings are based on participant account balances, as defined. The benefit, to which a participant is entitled, is the benefit that can be provided from the participant's vested account. Forfeitures are first applied to payment of Plan administration expenses. Any remaining forfeitures will be used to reduce any Employer contributions. Forfeitures amounted to approximately $11,000 and $7,000 during the years ended December 31, 2012 and 2011, respectively.

Vesting

All participants are immediately vested in their elective contributions plus actual earnings thereon.

For the first year of employment, hours of service are counted from the date of hire to the end of that current plan year. Participants who have completed 1,000 hours of service during that time will have one year of vesting service. In subsequent years, participants are credited with a year of service for vesting purposes if they complete 1,000 hours of service during the plan year.

The vesting schedule for the Employer 401(k) matching contributions is as follows:

Years of Service	Vested Percentage
1	25%
2	50%
3	75%
4	100%

Notwithstanding the above, a participant shall become fully vested upon his date of death or upon the date of his total or permanent disability.

1. DESCRIPTION OF PLAN (CONTINUED)

Notes Receivable from Participants

Participants may borrow from their fund accounts up to a maximum equal to the lesser of $50,000 or 50% of the present value of their account balance, whichever is less. The loans are secured by the balance in the participant account and bear interest. Participants may have only two loans outstanding at any time.

Payment of Benefits

The normal retirement age is 65. Participants are 100% vested in their Employer contribution accounts upon their normal retirement date, death or if deemed disabled.

The normal form of payment with respect to a participant's vested account balance is a lump sum or installment distribution.

Death and Disability Benefits

A participant's Employer contribution account(s) becomes 100% vested upon the participant's death or total and permanent disability. The beneficiary will be entitled to receive the account balance. Generally, if death or total and permanent disability occurs before retirement benefits begin, the beneficiary may choose to either defer or receive payment.

Payment of Benefits

Benefits are recorded when paid.

Plan Administration

The Plan is administered by the Employer. The Plan assets are maintained by State Street Bank and Trust Company ("SSBT") as the custodian and are administered by Massachusetts Mutual Life Insurance Company (MassMutual) as the contract administrator.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting

The financial statements of the Plan are prepared on the accrual basis of accounting.

Investment contracts held by a defined-contribution plan are required to be reported at fair value. However, contract value is the relevant measurement attribute for that portion of the net assets available for benefits of a defined-contribution plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the Plan. The Statements of Net Assets Available for Benefits present the fair value of the investment contracts as well as the adjustment of the fully benefit-responsive investment contracts from fair value to contract value. The Statement of Changes in Net Assets Available for Benefits is prepared on a contract value basis.

Valuation of Investments and Income Recognition

Investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See NOTE 9 for discussion of fair value measurements.

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 (depreciation) in fair value includes the Plan's gains and losses on investments bought and sold as well as held during the year.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Investment Management Fees and Operating Expenses

Investment management fees and operating expenses charged to the Plan for investments in the various funds are deducted from income earned and are reflected as a component of net appreciation (depreciation) in fair value of investments.

Tax Status

The Internal Revenue Service ("IRS") has determined and informed the Plan by a favorable determination letter dated March 31, 2008, that the Plan and related trust are designed in accordance with applicable sections of the Internal Revenue Code ("Code"). Although the Plan has been amended since receiving the determination letter, the Plan administrator believes that the Plan is designed and is currently being operated in compliance with the applicable requirements of the Code and therefore, believes that the Plan is qualified and the related trust is tax-exempt.

Accounting principles generally accepted in the United States of America require plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the Plan has taken an uncertain position that more likely than not would not 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, 2012 and 2011, there are no uncertain positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure in the accompanying financial statements. 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 it is no longer subject to income tax examinations for years prior to 2009.

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates, including those regarding fair value, and assumptions that affect the reported amounts of assets and disclosure of contingent liabilities at the date of the financial statements and the reported amounts of changes in net assets available for benefits during the reporting period. Actual results could differ from those estimates.

Administrative Expenses

The Plan agreement allows for all administrative expenses to be paid by either the Employer or the Plan. For the years ended December 31, 2012 and 2011, expenses were paid by both the Plan and the Employer.

Recent Accounting Pronouncement

Deferral of the Effective Date of Certain Disclosures for Nonpublic Employee Benefit Plans in ASU No. 2011-04

In July 2013, the Financial Accounting Standards Board ("FASB") issued an accounting standard update which defers indefinitely the effective date of certain required disclosures in Accounting Standards Update No. 2011-04 of quantitative information regarding the significant unobservable inputs used in Level 3 fair value measurements of investments held by a plan not subject to the Securities and Exchange Commission's filing requirements ("nonpublic employee benefit plan") in its plan sponsor's own nonpublic entity equity securities as well as equity securities of its plan sponsor's nonpublic affiliated entities. The update does not defer the effective date for certain quantitative disclosures for other nonpublic entity equity securities held in the nonpublic employee benefit plan or any qualitative disclosures. The update is effective upon issuance for any financial statements that have not been issued. The implementation of this update did not have a material effect on the financial statements.

Subsequent Events

The Plan has evaluated subsequent events through September 26, 2013 which is the date the financial statements were available to be issued.

3. INVESTMENTS

The following presents investments that represent five percent or more of the Plan's net assets at either December 31, 2012 or 2011:

	2012	2011
Massachusetts Mutual Life Insurance:		
Guaranteed Interest Plan	$ 4,496,514	$ 3,993,530
Premier Discovery Value Fund	*	818,078
American Funds Growth Fund of America	1,372,307	991,399
SSgA Dow Jones Target 2035 Fund	1,439,930	1,051,273
SSgA Dow Jones Target 2015 Fund	793,404	704,724
SSgA Dow Jones Target 2025 Fund	1,696,165	1,002,984
SSgA Dow Jones Target 2045 Fund	999,640	663,664

* This investment was not part of the Plan as of year end.

During 2012 and 2011, the Plan's investments in mutual funds (including gains and losses on investments bought and sold, as well as held during the year) appreciated (depreciated) in value by $1,105,027 and $(346,529), respectively.

The Plan uses the Net Asset Value (NAV) to determine the fair value of all the underlying investments which (a) do not have a readily determinable fair value and (b) prepare their financial statements consistent with the measurement principles of an investment company or have the attributes of an investment company. The following table lists all investments:

	Fair value as of 12/31/2012	Unfunded Commitments	Redemption Frequency	Redemption Notice Period
Intermediate Term Bond				
Select PIMCO Total Return - b	$ 200,303	$ -	None	N/A
Multi Sector Bond				
Global Strategic Income (OFI) - c	613,408	-	None	N/A
Asset Allocation/Lifecycle				
Adv DwJns Tgt 2015 II (Wells Fargo) - d	793,404	-	None	N/A
Adv DwJns Tgt 2025 II (Wells Fargo) - e	1,696,165	-	None	N/A
Adv DwJns Tgt 2035 II (Wells Fargo) - f	1,439,930	-	None	N/A
Adv DwJns Tgt 2045 II (Wells Fargo) - g	999,640	-	None	N/A
Adv DwJns Tgt Tday II (Wells Fargo) - h	387,408	-	None	N/A
Large Cap Value				
Premier Disciplined Value (Babson) - i	559,906	-	None	N/A
Large Cap Core				
Sel Core Opprt (Victry/Bos Co) - j	276,651	-	None	N/A
Large Cap Growth				
Growth Fund of America (American) - k	1,372,307	-	None	N/A
Mid Cap Growth				
Select Mid Cap Gr Equity II (TRP/Frontier) - m	525,636	-	None	N/A
Small Cap Value				
Sel Sml Company Val (Fed Clov/TRP/ERNST) - n	282,331	-	None	N/A
Small Cap Growth				
Sel Sml Cap Grth Eqy (W&R/Wllngtn) - o	205,050	-	None	N/A
International/Global Large Core				
International Growth (Alliance Bernstein) - p	689,905	-	None	N/A
Emerging Market Equity				
Developing Markets (OFI) - q	248,187	-	None	N/A
Stable Asset Value				
Premier Money Market Fund (Babson) - r	9,381	-	None	N/A
Guaranteed Interest Fund - a	4,496,514	-	None	N/A
TOTAL	**$ 14,796,126**	**$ -**		

3. INVESTMENTS (CONTINUED)

	Fair value as of 12/31/2011	Unfunded Commitments	Redemption Frequency	Redemption Notice Period
Intermediate Term Bond				
Select PIMCO Total Return - b	$ 48,703	$ -	None	N/A
Multi Sector Bond				
Global Strategic Income (OFI) - c	631,227	-	None	N/A
Asset Allocation/Lifecycle				
Adv DwJns Tgt 2015 II (Wells Fargo) - d	704,724	-	None	N/A
Adv DwJns Tgt 2025 II (Wells Fargo) - e	1,002,984	-	None	N/A
Adv DwJns Tgt 2035 II (Wells Fargo) - f	1,051,273	-	None	N/A
Adv DwJns Tgt 2045 II (Wells Fargo) - g	663,664	-	None	N/A
Adv DwJns Tgt Tday II (Wells Fargo) - h	344,585	-	None	N/A
Large Cap Value				
Premier Disciplined Value (Babson) - i	380,615	-	None	N/A
Large Cap Core				
Sel Core Opprt (Victry/Bos Co) - j	183,133	-	None	N/A
Large Cap Growth				
Growth Fund of America (American) - k	991,399	-	None	N/A
Mid Cap Value				
Premier Discovery Value (OFI Inst) - l	818,078	-	None	N/A
Mid Cap Growth				
Select Mid Cap Gr Equity II (TRP/Frontier) - m	474,116	-	None	N/A
Small Cap Value				
Sel Sml Company Val (Fed Clov/TRP/ERNST) - n	252,238	-	None	N/A
Small Cap Growth				
Sel Sml Cap Grth Eqy (W&R/WIlngtn) - o	143,022	-	None	N/A
International/Global Large Core				
International Growth (Alliance Bernstein) - p	573,270	-	None	N/A
Emerging Market Equity				
Developing Markets (OFI) - q	86,507	-	None	N/A
Stable Asset Value				
Premier Money Market Fund (Babson) - r	1	-	None	N/A
Guaranteed Interest Fund - a	3,993,530	-	None	N/A
TOTAL	**$ 12,343,069**	**$ -**		

Investment strategies

a - Designed to provide stable, long-term investment growth. The diversified portfolio is composed primarily of high quality, fixed-income investments including public bonds, private placements, commercial mortgage loans and short-term investments.

b - The fund invests at least 65% of total assets in a diversified portfolio of fixed income securities and other debt instruments of domestic and foreign entities. Fixed income includes securities issued or guaranteed by the U.S. government. It may invest up to 30% of total assets in non-U.S. dollar-denominated securities of these entities, although the fund normally limits its foreign currency exposure (from non-U.S. dollar- denominated securities or currencies) to 20% of total assets.

c - The fund invests in a mix of different types of debt securities, seeking to generate high income with proportionately less risk than any one of these sectors would normally provide alone.

d - The fund seeks to approximate, before fees and expenses, the total return of the Dow Jones Target 2015 Index. The fund aims to gradually reduce market risk from inception to 10 years beyond the target date by trimming equity exposure and increasing fixed-income exposure. At the target date, it is expected to have approximately 28% of the risk of the global equity market. The target date represents the year in which investors may likely begin withdrawing assets. The principal value is not guaranteed at any time, including at the target date. Implements its asset allocation strategy by investing in three major asset class portfolios (equity, fixed-income, and short-term investment); updates its risk target and asset allocations monthly.

3. INVESTMENTS (CONTINUED)

Investment strategies (continued)

e - The fund seeks to approximate, before fees and expenses, the total return of the Dow Jones Target 2025 Index. The fund aims to gradually reduce market risk from inception to 10 years beyond the target date by trimming equity exposure and increasing fixed-income exposure. At the target date, it is expected to have approximately 28% of the risk of the global equity market. The target date represents the year in which investors may likely begin withdrawing assets. The principal value is not guaranteed at any time, including at the target date. Implements its asset allocation strategy by investing in three major asset class portfolios (equity, fixed-income, and short-term investment); updates its risk target and asset allocations monthly.

f - The fund seeks to approximate, before fees and expenses, the total return of the Dow Jones Target 2035 Index. The fund aims to gradually reduce market risk from inception to 10 years beyond the target date by trimming equity exposure and increasing fixed-income exposure. At the target date, it is expected to have approximately 28% of the risk of the global equity market. The target date represents the year in which investors may likely begin withdrawing assets. The principal value is not guaranteed at any time, including at the target date. Implements its asset allocation strategy by investing in three major asset class portfolios (equity, fixed-income, and short-term investment); updates its risk target and asset allocations monthly.

g - The fund seeks to approximate, before fees and expenses, the total return of the Dow Jones Target 2045 Index. The fund aims to gradually reduce market risk from inception to 10 years beyond the target date by trimming equity exposure and increasing fixed-income exposure. At the target date, it is expected to have approximately 28% of the risk of the global equity market. The target date represents the year in which investors may likely begin withdrawing assets. The principal value is not guaranteed at any time, including at the target date. Implements its asset allocation strategy by investing in three major asset class portfolios (equity, fixed-income, and short-term investment); updates its risk target and asset allocations monthly.

h - The fund seeks to approximate, before fees and expenses, the total return of the Dow Jones Target Today Index. The fund aims to provide income plus reasonable capital appreciation for investors in retirement. The target date represents the year in which investors may likely begin withdrawing assets. The principal value is not guaranteed at any time, including at the target date. Implements its asset allocation strategy by investing in three major asset class portfolios (equity, fixed-income, and short-term investment); maintains a minimum constrained equity allocation of 15%; updates its risk target and asset allocations monthly.

i - The fund has an actively managed approach designed specifically to outperform the Russell 1000 Value Index with very similar risk and portfolio characteristics. Sophisticated quantitative modeling techniques focus the portfolio management team's efforts exclusively on identifying those companies that will either underperform or outperform the Index. The process is designed to emphasize those stocks that will exhibit continued or accelerating business success and de-emphasize those that will not.

j - The fund seeks long-term growth of capital by investing at least 80% of its net assets in equity securities and securities convertible into common stocks traded on U.S. exchanges and issued by large, established companies.

k - The fund invests at least 65% of its assets in common stocks. Investments may also be made in convertibles, preferred stocks, U.S. government securities, bonds and cash equivalents.

l - The investment seeks long-term capital appreciation. The fund invests mainly in stocks of U.S. issuers having a market capitalization up to $13 billion, including both small-cap stocks and mid-cap stocks. It has no fixed ratio for small-cap and mid-cap stocks in its portfolio, and while its focus is on stocks of U.S. companies, the fund may invest in stocks of small- and mid-cap foreign issuers as well.

m - The fund seeks growth of capital over the long-term. The fund invests at least 80% of net assets in a broadly diversified portfolio of common stocks of mid-cap companies. It may invest up to 20% of net assets in stocks whose market capitalizations are outside of that capitalization range. It typically invests most of its assets in equity securities of U.S. companies, but may invest in foreign securities and American Depositary Receipts ("ADRs"), including emerging market securities. The fund generally will not invest more than 25% of total assets in foreign securities.

n - The fund seeks to achieve long-term growth of capital. The fund generally invests at least 80% of assets in stocks, securities convertible into stocks and other securities of small U.S. companies with market capitalizations at the time of purchase that fall within the range of companies in the Russell 2000® Index or the S&P Small Cap 600 Index. While most assets will be invested in U.S. common stocks, other securities may also be purchased such as foreign stocks, futures and options. It may invest up to 20% of total assets in foreign securities.

3. INVESTMENTS (CONTINUED)

Investment strategies (continued)

o - The fund seeks long-term capital appreciation. The fund invests at least 80% of net assets in the securities of small companies whose market capitalizations at the time of purchase fall within the range of companies in the Russell 2000® Index or the S&P SmallCap 600 Index. It may invest up to 20% of total assets in foreign securities, including emerging market securities.

p - The fund's investment objective is long-term growth of capital. The fund invests primarily in an international portfolio of equity securities of companies within various market sectors selected for their growth potential. Research-driven stock selection is expected to be the primary driver of returns relative to the portfolio's benchmark.

q - The fund invests in emerging-market businesses that appear likely to grow at a faster pace than world GDP and may benefit from four distinctive global themes that they call MANTRA: Mass Affluence, New Technology, Restructuring, and Aging.

r - The fund seeks to maximize current income, consistent with liquidity and capital preservation, by investing in money market instruments.

4. TRANSACTIONS WITH PARTIES IN INTEREST

Certain Plan investments are shares of mutual funds administered by MassMutual. MassMutual is the plan administrator and therefore, these transactions qualify as party-in-interest.

5. INVESTMENT CONTRACT WITH INSURANCE COMPANY

The Plan has a fully benefit-responsive investment contract with MassMutual, which receives the contributions and deposits them into either the insurance company general account or into pooled separate investment accounts according to the participant's election. Pooled separate investment funds are reported at fair value. The insurance company general account is reported at contract value. Contract value represents contributions made under the contract, plus credited interest, less participant withdrawals and administrative expenses. The investment contract's return is determined by the declared interest rate, not by the investment performance of MassMutual's general assets. Interest is accrued daily and compounded quarterly. The average annual yield and crediting interest rate was approximately 4.09% and 4.73% for 2012 and 2011, respectively.

Certain events may limit the ability of the Plan to transact at contract value. Such events include but may not be limited to the following: (1) the complete or partial termination of the Plan; (2) the establishment or activation of, or material change in, any Plan investment fund, or an amendment to the Plan or a change in the administration or operation of the Plan. Plan management believes that the occurrence of events that would cause the Plan to transact at less than contract value is not probable.

6. INFORMATION CERTIFIED BY THE PLAN'S CUSTODIAN

The Plan administrator has elected the method of annual reporting compliance permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, the custodian, SSBT, has certified that the following data included in the accompanying financial statements and supplemental schedules is complete and accurate.

	December 31	
	2012	**2011**
Pooled separate accounts, at fair value	$ 10,299,612	$ 8,349,539
Funds held in insurance company general account, at contract value	4,098,761	3,682,240
Notes receivable from participants	598,253	563,530
Total	**$ 14,996,626**	**$ 12,595,309**

6. INFORMATION CERTIFIED BY THE PLAN'S CUSTODIAN (CONTINUED)

	Year Ended December 31 2012	Year Ended December 31 2011
Investment income (loss):		
Net appreciation (depreciation) in fair value of investments of investments	$ 1,105,027	$ (346,529)
Other Interest	193,577	197,676
Total investment income (loss)	**$ 1,298,604**	**$ (148,853)**

The Plan's independent accountants did not perform auditing procedures with respect to this information, except for comparing such information to the related information included in the financial statements and supplemental schedules.

7. PLAN TERMINATION

Although it has not expressed any intent to do so, the Employer has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event the Plan terminates, each participant will automatically become 100% vested, and the Employer shall direct the distribution of accounts to or for the exclusive benefit of participants or their beneficiaries.

Whether all participants receive their benefits, should the Plan terminate at some future time, will depend on the sufficiency, at that time, of the Plan's net assets to provide those benefits.

8. RISKS AND UNCERTAINTIES

The Plan invests in various investment securities. Investment securities are exposed to various risks such as interest rate, market, and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the Statements of Net Assets Available for Benefits.

9. FAIR VALUE MEASUREMENTS

The FASB Accounting Standards Codification (the "ASC"), *Fair Value Measurements and Disclosures*, provides the 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 are described as follows.

- 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;
  - 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.

9. FAIR VALUE MEASUREMENTS (CONTINUED)

- 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.

Following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in the methodologies used at December 31, 2012 and 2011.

Pooled separate investment funds: Valued at fair value. Fair value of shares of an underlying fund equals the number of shares of the respective underlying fund multiplied by the closing net asset value per share quoted by that fund and held by the Plan at year end.

Funds held in insurance company general account: Valued at fair value by discounting the related cash flows based on current yields of similar instruments with comparable durations considering the credit-worthiness of the issuer. (See Note 5)

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 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 following table sets forth by level, within the fair value hierarchy, the Plan's assets at fair value on a recurring basis as of December 31, 2012 and 2011.

		Fair Value Measurements at Reporting Date Using:		
Description	**Fair Value 12/31/2012**	**Quoted Prices In Active Markets for Identical Assets (Level 1)**	**Significant Other Observable Inputs (Level 2)**	**Significant Unobservable Inputs (Level 3)**
Fixed Interest Fund	$ 4,496,514	$ -	$ -	$ 4,496,514
Mutual Funds:				
Asset Allocation/Lifecycle	5,316,547	-	5,316,547	-
Large Cap Growth	1,372,307	-	1,372,307	-
International/Global Large Core	689,905	-	689,905	-
Multi Sector Bond	613,408	-	613,408	-
Mid Cap Growth	525,636	-	525,636	-
Large Cap Value	559,906	-	559,906	-
Small Cap Value	282,331	-	282,331	-
Large Cap Core	276,651	-	276,651	-
Small Cap Growth	205,050	-	205,050	-
Emerging Market Equity	248,187	-	248,187	-
Intermediate Term Bond	200,303	-	200,303	-
Stable Value Asset	9,381	-	9,381	-
Total	**$ 14,796,126**	**$ -**	**$ 10,299,612**	**$ 4,496,514**

9. FAIR VALUE MEASUREMENTS (CONTINUED)

Description	Fair Value 12/31/2011	Fair Value Measurements at Reporting Date Using: Quoted Prices In Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Fixed Interest Fund	$ 3,993,530	$ -	$ -	$ 3,993,530
Mutual Funds:				
Asset Allocation/Lifecycle	3,767,230	-	3,767,230	-
Large Cap Growth	991,399	-	991,399	-
Mid Cap Value	818,078	-	818,078	-
International/Global Large Core	573,270	-	573,270	-
Multi Sector Bond	631,227	-	631,227	-
Mid Cap Growth	474,116	-	474,116	-
Large Cap Value	380,615	-	380,615	-
Small Cap Value	252,238	-	252,238	-
Large Cap Core	183,133	-	183,133	-
Small Cap Growth	143,022	-	143,022	-
Emerging Market Equity	86,507	-	86,507	-
Intermediate Term Bond	48,703	-	48,703	-
Stable Value Asset	1	-	1	-
Total	**$ 12,343,069**	**$ -**	**$ 8,349,539**	**$ 3,993,530**

Level 3 Gains and Losses

The following tables set forth a summary of changes in the fair value of the Plan's Level 3 assets for the years ended December 31, 2012 and 2011.

	Funds Held in Insurance Company General Account 2012
Balance, beginning of year	$ 3,993,530
Change in unrealized appreciation	86,464
Net cash flow activity at contract value	416,520
Balance, end of year	**$ 4,496,514**

	Funds Held in Insurance Company General Account 2011
Balance, beginning of year	$ 3,686,232
Change in unrealized appreciation	87,665
Net cash flow activity at contract value	219,633
Balance, end of year	**$ 3,993,530**

10. RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500

The following is a reconciliation of net assets available for benefits per the financial statements to the Form 5500 as of December 31:

	2012	2011
Net assets available for benefits per the financial statements:	$ 15,086,955	$ 12,675,613
Contributions receivable	(90,329)	(80,304)
Net assets available for benefits per the Form 5500	**$ 14,996,626**	**$ 12,595,309**

The following is a reconciliation of total contributions per the financial statements to Form 5500 for the year ended December 31:

	2012	2011
Total contributions per the financial statements	$ 2,509,910	$ 2,016,478
Change in contributions receivable – net	(10,025)	(80,304)
Total contributions per the Form 5500	**$ 2,499,885**	**$ 1,936,174**

SUPPLEMENTAL SCHEDULES

HELLMANN WORLDWIDE LOGISTICS, INC. 401(K) PLAN

FORM 5500 SCHEDULE H, LINE 4I
SCHEDULE OF ASSETS (HELD AT END OF YEAR)
DECEMBER 31, 2012

(a)	(b) IDENTITY OF ISSUE, BORROWER, LESSOR, OR SIMILAR PARTY	(c) DESCRIPTION OF INVESTMENT	(d) COST**	(e) CURRENT VALUE
*	Massachusetts Mutual Life Insurance	Guaranteed Interest Account		$ 4,496,514
*	Massachusetts Mutual Life Insurance	American Funds Growth Fund of America		1,372,307
*	Massachusetts Mutual Life Insurance	SSgA Dow Jones Target 2035 Fund		1,439,930
*	Massachusetts Mutual Life Insurance	SSgA Dow Jones Target 2025 Fund		1,696,165
*	Massachusetts Mutual Life Insurance	AllianceBernstein International Growth Fund		689,905
*	Massachusetts Mutual Life Insurance	SSgA Dow Jones Target 2015 Fund		793,404
*	Massachusetts Mutual Life Insurance	Strategic Income Fund		613,408
*	Massachusetts Mutual Life Insurance	SSgA Dow Jones Target 2045 Fund		999,640
*	Massachusetts Mutual Life Insurance	Select Mid Cap Gr Equity II Fund		525,636
*	Massachusetts Mutual Life Insurance	Premier Disciplined Value Fund		559,906
*	Massachusetts Mutual Life Insurance	SSgA Dow Jones Target Today Fund		387,408
*	Massachusetts Mutual Life Insurance	Select Small Company Value Fund		282,331
*	Massachusetts Mutual Life Insurance	Select Core Opportunities Fund		276,651
*	Massachusetts Mutual Life Insurance	Select Small Cap Growth Equity Fund		205,050
*	Massachusetts Mutual Life Insurance	Oppenheimer Developing Markets Fund		248,187
*	Massachusetts Mutual Life Insurance	Select PIMCO Total Return Fund		200,303
*	Massachusetts Mutual Life Insurance	Premier Money Market Fund		9,381
		TOTAL		**$ 14,796,126**
	Notes Receivable from Participants	Loans to plan participants 3.25% - 5.00%		**$ 598,253**

* Denotes party-in-interest.

** Cost omitted for participant directed investments.

HELLMANN WORLDWIDE LOGISTICS, INC. 401(K) PLAN

FORM 5500 SCHEDULE H, LINE 4I
SCHEDULE OF ASSETS (HELD AT END OF YEAR)
DECEMBER 31, 2011

(a)	(b) IDENTITY OF ISSUE, BORROWER, LESSOR, OR SIMILAR PARTY	(c) DESCRIPTION OF INVESTMENT	(d) COST**	(e) CURRENT VALUE
*	Massachusetts Mutual Life Insurance	Guaranteed Interest Account		$ 3,993,530
*	Massachusetts Mutual Life Insurance	American Funds Growth Fund of America		991,399
*	Massachusetts Mutual Life Insurance	Premier Discovery Value Fund		818,078
*	Massachusetts Mutual Life Insurance	SSgA Dow Jones Target 2035 Fund		1,051,273
*	Massachusetts Mutual Life Insurance	SSgA Dow Jones Target 2025 Fund		1,002,984
*	Massachusetts Mutual Life Insurance	AllianceBernstein International Growth Fund		573,270
*	Massachusetts Mutual Life Insurance	SSgA Dow Jones Target 2015 Fund		704,724
*	Massachusetts Mutual Life Insurance	Strategic Income Fund		631,227
*	Massachusetts Mutual Life Insurance	SSgA Dow Jones Target 2045 Fund		663,664
*	Massachusetts Mutual Life Insurance	Select Mid Cap Gr Equity II Fund		474,116
*	Massachusetts Mutual Life Insurance	Premier Disciplined Value Fund		380,615
*	Massachusetts Mutual Life Insurance	SSgA Dow Jones Target Today Fund		344,585
*	Massachusetts Mutual Life Insurance	Select Small Company Value Fund		252,238
*	Massachusetts Mutual Life Insurance	Select Core Opportunities Fund		183,133
*	Massachusetts Mutual Life Insurance	Select Small Cap Growth Equity Fund		143,022
*	Massachusetts Mutual Life Insurance	Oppenheimer Developing Markets Fund		86,507
*	Massachusetts Mutual Life Insurance	Select PIMCO Total Return Fund		48,703
*	Massachusetts Mutual Life Insurance	Premier Money Market Fund		1
		TOTAL		**$ 12,343,069**
	Notes Receivable from Participants	Loans to plan participants 3.25% - 9.25%		**$ 563,530**

* Denotes party-in-interest.

** Cost omitted for participant directed investments.

A Name of Plan	B Three-digit plan Number
Hellmann Worldwide Logistics, Inc. 401(K) Plan	**001**
C Plan sponsor's name as shown on line 2a of Form 5500	**D Employer Identification Number**
Hellmann Worldwide Logistics	**954140705**

Schedule H, line 4i - Schedule of Assets (Held At End of Year)

(a)	(b) Identity of issue, borrower, lessor, or similar part	(c) Description of investment including maturity date, rate of interest,collateral, par, or maturity value	(d) Cost	(e) Current Value
*	MassMutual	Guaranteed Interest Account	4,098,761	4,098,761
*	MassMutual	Holding Account - SIA-AG	0	9,381
*	MassMutual	SIA-A8	475,049	613,408
*	MassMutual	SIA-AC	198,697	205,050
*	MassMutual	SIA-AT	445,378	525,636
*	MassMutual	SIA-AY	232,691	282,331
*	MassMutual	SIA-C9	235,274	248,187
*	MassMutual	SIA-CH	658,624	689,905
*	MassMutual	SIA-FF	0	0
*	MassMutual	SIA-FJ	350,018	387,407
*	MassMutual	SIA-HJ	703,067	793,404
*	MassMutual	SIA-HT	507,133	559,906
*	MassMutual	SIA-HW	1,176,957	1,372,307
*	MassMutual	SIA-JJ	1,503,485	1,696,165
*	MassMutual	SIA-KA	260,467	276,651
*	MassMutual	SIA-MJ	1,250,001	1,439,930
*	MassMutual	SIA-SJ	869,021	999,640
*	MassMutual	SIA-WZ	187,253	200,303
	Participant Loans	3.250000 - 8.250000	0	598,253

A Name of Plan	B Three-digit plan Number
Hellmann Worldwide Logistics, Inc. 401(K) Plan	**001**
C Plan sponsor's name as shown on line 2a of Form 5500	**D Employer Identification Number**
Hellmann Worldwide Logistics	**954140705**

Schedule C Formula Description and/or EIC Statement Description

Service Provider Name	Service Provider EIN	Service Provider Address	Formula / EIC Statement
AllianceBernstein	223298334		MassMutual provided the Plan with the required written disclosure for Management Fees received by AllianceBernstein with respect to the Intl Growth Adv (AllianceBrnstein) separate account (SIA-CH).
American Funds	520792143		MassMutual provided the Plan with the required written disclosure for Management Fees received by American Funds with respect to the Growth America (American) - Class 3 separate account (SIA-HW).
Massachusetts Mutual Life Insurance Company	041590850		MassMutual provided the plan with the required written disclosure for soft dollar compensation received by the subadviser with respect to the Premier Disciplined Val (Babson) - Class A separate account (SIA-HT).
Massachusetts Mutual Life Insurance Company	041590850		MassMutual provided the plan with the required written disclosure for soft dollar compensation received by the subadviser with respect to the Sel Blue Chip Gr III (T.Rowe Price) - Class A separate account (SIA-KA).
Massachusetts Mutual Life Insurance Company	041590850		MassMutual provided the plan with the required written disclosure for soft dollar compensation received by the subadviser with respect to the Sel Sm Cp Gr (W&R/Wllngtn/Tmbrln) - Class A separate account (SIA-AC).
Massachusetts Mutual Life Insurance Company	041590850		MassMutual provided the plan with the required written disclosure for soft dollar compensation received by the subadviser with respect to the Sel SmCoVal (Fed Clov/TRP/ERNST) - Class A separate account (SIA-AY).
Massachusetts Mutual Life Insurance Company	041590850		MassMutual provided the plan with the required written disclosure for soft dollar compensation received by the subadviser with respect to the Select Mid Cap Gr II (TRP/Frontier) - Class A separate account (SIA-AT).
Massachusetts Mutual Life Insurance Company	041590850		MassMutual provided the plan with the required written disclosure for 12b-1 Fees received by MassMutual with respect to the Developing Markets (OFI) - Class A separate account (SIA-C9).
Massachusetts Mutual Life Insurance Company	041590850		MassMutual provided the plan with the required written disclosure for 12b-1 Fees received by MassMutual with respect to the Global Strategic Income (OFI) - Class A separate account (SIA-A8).
Massachusetts Mutual Life Insurance Company	041590850		MassMutual provided the plan with the required written disclosure for 12b-1 Fees received by MassMutual with respect to the Growth America (American) - Class 3 separate account (SIA-HW).
Massachusetts Mutual Life Insurance Company	041590850		MassMutual provided the plan with the required written disclosure for 12b-1 Fees received by MassMutual with respect to the Premier Disciplined Val (Babson) - Class A separate account (SIA-HT).
Massachusetts Mutual Life Insurance Company	041590850		MassMutual provided the plan with the required written disclosure for 12b-1 Fees received by MassMutual with respect to the Premier Money Market (Babson) - Class A separate account (SIA-AG).
Massachusetts Mutual Life Insurance Company	041590850		MassMutual provided the plan with the required written disclosure for 12b-1 Fees received by MassMutual with respect to the Sel Blue Chip Gr III (T.Rowe Price) - Class A separate account (SIA-KA).
Massachusetts Mutual Life Insurance Company	041590850		MassMutual provided the plan with the required written disclosure for 12b-1 Fees received by MassMutual with respect to the Sel Sm Cp Gr (W&R/Wllngtn/Tmbrln) - Class A separate account (SIA-AC).
Massachusetts Mutual Life Insurance Company	041590850		MassMutual provided the plan with the required written disclosure for 12b-1 Fees received by MassMutual with respect to the Sel SmCoVal (Fed Clov/TRP/ERNST) - Class A

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		separate account (SIA-AY).
Massachusetts Mutual Life Insurance Company	041590850	MassMutual provided the plan with the required written disclosure for 12b-1 Fees received by MassMutual with respect to the Select Mid Cap Gr II (TRP/Frontier) - Class A separate account (SIA-AT).
Massachusetts Mutual Life Insurance Company	041590850	MassMutual provided the plan with the required written disclosure for 12b-1 Fees received by MassMutual with respect to the Select PIMCO Total Return - Class A separate account (SIA-WZ).
Massachusetts Mutual Life Insurance Company	041590850	MassMutual provided the Plan with the required written disclosure for float revenue received by MassMutual.
Massachusetts Mutual Life Insurance Company	041590850	MassMutual provided the Plan with the required written disclosure for Management Fees received by MassMutual with respect to Premier Disciplined Val (Babson) - Class A (SIA-HT).
Massachusetts Mutual Life Insurance Company	041590850	MassMutual provided the Plan with the required written disclosure for Management Fees received by MassMutual with respect to Premier Money Market (Babson) - Class A (SIA-AG).
Massachusetts Mutual Life Insurance Company	041590850	MassMutual provided the Plan with the required written disclosure for Management Fees received by MassMutual with respect to SAGIC (52004).
Massachusetts Mutual Life Insurance Company	041590850	MassMutual provided the Plan with the required written disclosure for Management Fees received by MassMutual with respect to Sel Blue Chip Gr III (T.Rowe Price) - Class A (SIA-KA).
Massachusetts Mutual Life Insurance Company	041590850	MassMutual provided the Plan with the required written disclosure for Management Fees received by MassMutual with respect to Sel Sm Cp Gr (W&R/Wllngtn/Tmbrln) - Class A (SIA-AC).
Massachusetts Mutual Life Insurance Company	041590850	MassMutual provided the Plan with the required written disclosure for Management Fees received by MassMutual with respect to Sel SmCoVal (Fed Clov/TRP/ERNST) - Class A (SIA-AY).
Massachusetts Mutual Life Insurance Company	041590850	MassMutual provided the Plan with the required written disclosure for Management Fees received by MassMutual with respect to Select Mid Cap Gr II (TRP/Frontier) - Class A (SIA-AT).
Massachusetts Mutual Life Insurance Company	041590850	MassMutual provided the Plan with the required written disclosure for Management Fees received by MassMutual with respect to Select PIMCO Total Return - Class A (SIA-WZ).
Massachusetts Mutual Life Insurance Company	041590850	MassMutual received estimated Administrative Fees of (11 basis points * plan assets) with respect to the Premier Money Market (Babson) - Class A separate account (SIA-AG).
Massachusetts Mutual Life Insurance Company	041590850	MassMutual received estimated Administrative Fees of (22 basis points * plan assets) with respect to the Select PIMCO Total Return - Class A separate account (SIA-WZ).
Massachusetts Mutual Life Insurance Company	041590850	MassMutual received estimated Administrative Fees of (26 basis points * plan assets) with respect to the Premier Disciplined Val (Babson) - Class A separate account (SIA-HT).
Massachusetts Mutual Life Insurance Company	041590850	MassMutual received estimated Administrative Fees of (41 basis points * plan assets) with respect to the Sel Blue Chip Gr III (T.Rowe Price) - Class A separate account (SIA-KA).
Massachusetts Mutual Life Insurance Company	041590850	MassMutual received estimated Administrative Fees of (42 basis points * plan assets) with respect to the Select Mid Cap Gr II (TRP/Frontier) - Class A separate account (SIA-AT).
Massachusetts Mutual Life Insurance Company	041590850	MassMutual received estimated Administrative Fees of (44 basis points * plan assets) with respect to the Sel SmCoVal (Fed Clov/TRP/ERNST) - Class A separate account (SIA-AY).
Massachusetts Mutual Life Insurance Company	041590850	MassMutual received estimated Administrative Fees of (46 basis points * plan assets) with respect to the Sel Sm Cp Gr (W&R/Wllngtn/Tmbrln) - Class A separate account (SIA-AC).
Massachusetts Mutual Life Insurance Company	041590850	MassMutual received estimated Sub-TA Fees of (10 basis points * plan assets) with respect to the Growth America (American) - Class 3 separate account (SIA-HW).
Massachusetts Mutual Life Insurance Company	041590850	MassMutual received estimated Sub-TA Fees of (25 basis points * plan assets) with respect to the Intl Growth Adv (AllianceBrnstein) separate account (SIA-CH).
Massachusetts Mutual Life Insurance Company	041590850	MassMutual received estimated Sub-TA Fees of (38 basis points * plan assets) with respect to the Developing Markets (OFI) - Class A separate account (SIA-C9).
Massachusetts Mutual Life Insurance Company	041590850	MassMutual received estimated Sub-TA Fees of (38 basis points * plan assets) with respect to the Global Strategic Income (OFI) - Class A separate account (SIA-A8).
Massachusetts Mutual Life Insurance Company	041590850	MassMutual received estimated Sub-TA Fees of (55 basis points * plan assets) with respect to the Adv Dow Jones Trgt 2015 II(Wls Frg) - Class 1 separate account (SIA-HJ).
Massachusetts Mutual Life Insurance Company	041590850	MassMutual received estimated Sub-TA Fees of (55 basis points * plan assets) with respect to the Adv Dow Jones Trgt 2025 II(Wls Frg) - Class 1 separate account (SIA-JJ).

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Massachusetts Mutual Life Insurance Company	041590850	MassMutual received estimated Sub-TA Fees of (55 basis points * plan assets) with respect to the Adv Dow Jones Trgt 2035 II(Wls Frg) - Class 1 separate account (SIA-MJ).
Massachusetts Mutual Life Insurance Company	041590850	MassMutual received estimated Sub-TA Fees of (55 basis points * plan assets) with respect to the Adv Dow Jones Trgt 2045 II(Wls Frg) - Class 1 separate account (SIA-SJ).
Massachusetts Mutual Life Insurance Company	041590850	MassMutual received estimated Sub-TA Fees of (55 basis points * plan assets) with respect to the Adv Dow Jones Trgt Tday II(Wls Frg) - Class 1 separate account (SIA-FJ).
Oppenheimer	841120195	MassMutual provided the Plan with the required written disclosure for Management Fees received by Oppenheimer with respect to the Global Strategic Income (OFI) - Class A separate account (SIA-A8).
Oppenheimer	936305075	MassMutual provided the Plan with the required written disclosure for Management Fees received by Oppenheimer with respect to the Developing Markets (OFI) - Class A separate account (SIA-C9).
Wells Fargo	201524639	MassMutual provided the Plan with the required written disclosure for Management Fees received by Wells Fargo with respect to the Adv Dow Jones Trgt 2015 II(Wls Frg) - Class 1 separate account (SIA-HJ).
Wells Fargo	201524639	MassMutual provided the Plan with the required written disclosure for Management Fees received by Wells Fargo with respect to the Adv Dow Jones Trgt 2025 II(Wls Frg) - Class 1 separate account (SIA-JJ).
Wells Fargo	201524639	MassMutual provided the Plan with the required written disclosure for Management Fees received by Wells Fargo with respect to the Adv Dow Jones Trgt 2035 II(Wls Frg) - Class 1 separate account (SIA-MJ).
Wells Fargo	201524639	MassMutual provided the Plan with the required written disclosure for Management Fees received by Wells Fargo with respect to the Adv Dow Jones Trgt 2045 II(Wls Frg) - Class 1 separate account (SIA-SJ).
Wells Fargo	201524639	MassMutual provided the Plan with the required written disclosure for Management Fees received by Wells Fargo with respect to the Adv Dow Jones Trgt Tday II(Wls Frg) - Class 1 separate account (SIA-FJ).

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Schedule C Soft Dollar Compensation
Eligible Indirect Compensation Statement

Mutual fund investments of the plan (whether direct or indirect through a separate investment account) may have soft dollar arrangements pursuant to which the investment advisor or sub-advisor to the mutual fund (and/or its affiliates) may direct trades to certain brokers in exchange for research and other services, other than just trade execution. For plans investing directly or indirectly in the MassMutual Premier or Select Funds, MassMutual provided the required written disclosure regarding soft dollar compensation on the Schedule C Formula Description and/or EIC Statement Description Attachment. For all other mutual funds, MassMutual provided the required written disclosure in the Statement of Additional Information ("SAI").

For additional information on the soft dollar compensation, refer to the section of the mutual fund's SAI that discusses brokerage allocation and other practices.