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. . . . . ▶ [X]

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
TRIMAC TRANSPORTATION, INC. 401(K) PROFIT SHARING PLAN

1b Three-digit plan number (PN) ▶ 001

1c Effective date of plan 01/18/2000

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

TRIMAC TRANSPORTATION SOUTH, INC.

15333 JFK BOULEVARD, SUITE 800
HOUSTON, TX 77032

2b Employer Identification Number (EIN)
76-1264794

2c Sponsor's telephone number
281-985-0000

2d Business code (see instructions)
484120

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

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

SIGN HERE	Filed with authorized/valid electronic signature.	10/14/2013	CRAIG BOURGEOIS
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature.	10/14/2013	ANNELISA SHAW
	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 ☐ Same as Plan Sponsor Name ☐ Same as Plan Sponsor Address

TRIMAC TRANSPORTATION SOUTH, INC.

15333 JFK BOULEVARD, SUITE 800
HOUSTON, TX 77032

3b Administrator's EIN: 76-1264794

3c Administrator's telephone number: 281-985-0000

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**	1288
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**	976
b	Retired or separated participants receiving benefits	**6b**	0
c	Other retired or separated participants entitled to future benefits	**6c**	133
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	1109
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	0
f	Total. Add lines **6d** and **6e**	**6f**	1109
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	1109
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	137
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 2F 2G 2J 2K 2T 3D 2S 3H

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)			**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
TRIMAC TRANSPORTATION, INC. 401(K) PROFIT SHARING PLAN

B Three-digit plan number (PN) ▶ 001

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

D Employer Identification Number (EIN)
76-1264794

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

PRUDENTIAL RETIREMENT INSURANCE AND ANNUITY 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
06-1050034	93629	41792	1109	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
0	8333

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

MARSH INSURANCE AND INVESTMENT CORP
P.O. BOX 26945
NEW YORK, NY 10087-6947

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	
	8333	SERVICES TO INSURER OR PLAN	4

(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	

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(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	7117623
5	Current value of plan's interest under this contract in separate accounts at year end	5	0

6 Contracts With Allocated Funds:

a State the basis of premium rates ▶

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

Specify nature of costs ▶

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

(3) ☐ other (specify) ▶

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

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

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

(3) ☐ guaranteed investment (4) ☒ other ▶ GUARANTEED GENERAL ACCOUNT CONTRACT

b	Balance at the end of the previous year			7b	6406802
c	Additions: (1) Contributions deposited during the year	7c(1)	772322		
	(2) Dividends and credits	7c(2)			
	(3) Interest credited during the year	7c(3)	160659		
	(4) Transferred from separate account	7c(4)			
	(5) Other (specify below)	7c(5)	1574972		
	▶ LOAN REPAYMENTS TRANSFERS AND MISC IN FORFEITURE CREDITS				
	(6) Total additions			7c(6)	2507953
d	Total of balance and additions (add lines **7b** and **7c(6)**).			7d	8914755
e	Deductions:				
	(1) Disbursed from fund to pay benefits or purchase annuities during year	7e(1)	850403		
	(2) Administration charge made by carrier	7e(2)	1944		
	(3) Transferred to separate account	7e(3)			
	(4) Other (specify below)	7e(4)	944786		
	▶ LOAN INITIATIONS TRANSFERS AND MISC OUT FORFEITURE DEBITS				
	(5) Total deductions			7e(5)	1797133
f	Balance at the end of the current year (subtract line **7e(5)** from line **7d**)			7f	7117622

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
TRIMAC TRANSPORTATION, INC. 401(K) PROFIT SHARING PLAN

B Three-digit plan number (PN) ▶ 001

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

D Employer Identification Number (EIN)
76-1264794

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

PRUDENTIAL RETIREMENT INSURANCE AND

06-1050034

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

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

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

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

PRUDENTIAL RETIREMENT INSURANCE AND

06-1050034

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
13 15 37 50 60 64	NONE	20582	Yes [X] No [ ]	Yes [X] No [ ]	0	Yes [X] No [ ]

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

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06-1050034

(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?
14	NONE	3500	Yes [ ] No [X]	Yes [ ] No [ ]	0	Yes [ ] No [ ]

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

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

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
PRUDENTIAL RETIREMENT INSURANCE AND	15 64	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.
PRUDENTIAL RETIREMENT INSURANCE AND 06-1050034	50.000 BPS AND $0.00 PER PARTICIPANT INVESTED IN THE FUND FROM 1/1/2012 TO 12/31/2012 GUARANTEED INCOME FUND

(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

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(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 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
TRIMAC TRANSPORTATION, INC. 401(K) PROFIT SHARING PLAN

B Three-digit plan number (PN) ▶ 001

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

D Employer Identification Number (EIN)
76-1264794

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	0	
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	0	
(2) Participant contributions	1b(2)	0	
(3) Other	1b(3)	0	
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)	1113942	1071467
(9) Value of interest in common/collective trusts	1c(9)	0	
(10) Value of interest in pooled separate accounts	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)		
(12) Value of interest in 103-12 investment entities	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)	15301847	18539783
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)	6406802	7117622
(15) Other	1c(15)		

		(a) Beginning of Year	(b) End of Year
1d Employer-related investments:			
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	22822591	26728872
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	22822591	26728872

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)	996626	
(B) Participants	2a(1)(B)	2302307	
(C) Others (including rollovers)	2a(1)(C)	745016	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		4043949
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)	53255	
(F) Other	2b(1)(F)	160659	
(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		213914
(2) Dividends: **(A)** Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)		
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	285814	
(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		285814
(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)		
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		2093504
c Other income	2c		6270
d Total income. Add all **income** amounts in column (b) and enter total	2d		6643451
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	2715042	
(2) To insurance carriers for the provision of benefits	2e(2)		
(3) Other	2e(3)		
(4) Total benefit payments. Add lines **2e(1)** through **(3)**	2e(4)		2715042
f Corrective distributions (see instructions)	2f		6977
g Certain deemed distributions of participant loans (see instructions)	2g		22235
h Interest expense	2h		
i Administrative expenses: (1) Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)	21866	
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		21866
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		2766120
Net Income and Reconciliation			
k Net income (loss). Subtract line **2j** from line **2d**	2k		3877331
l Transfers of assets:			
(1) To this plan	2l(1)		28950
(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: HAM, LANGSTON & BREZINA, LLP **(2)** EIN: 76-0448495

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		5000000
f	Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?	4f		X	
g	Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?	4g		X	
h	Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?	4h		X	
i	Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	4i	X		
j	Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)	4j		X	
k	Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?	4k		X	
l	Has the plan failed to provide any benefit when due under the plan?	4l		X	
m	If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	4m	X		
n	If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.	4n	X		

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

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

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

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
TRIMAC TRANSPORTATION, INC. 401(K) PROFIT SHARING PLAN

B Three-digit plan number (PN) ▶ 001

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

D Employer Identification Number (EIN)
76-1264794

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): 22-1211670

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):

TRIMAC TRANSPORTATION, INC.
401(K) PROFIT SHARING PLAN

FINANCIAL STATEMENTS AND SUPPLEMENTAL SCHEDULE
WITH REPORT OF INDEPENDENT ACCOUNTANTS
as of and for the years ended December 31, 2012 and 2011

TRIMAC TRANSPORTATION, INC. 401(K) PROFIT SHARING PLAN

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* Other schedules required by 29 CFR 2520.103-10 of the Department of Labor Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 have been omitted because they are not applicable.

HAM, LANGSTON & BREZINA, L.L.P.
Certified Public Accountants

11550 FUQUA, SUITE 475
HOUSTON, TEXAS 77034
PHONE (281) 481-1040
FAX (281) 481-8485
www.hlb-cpa.com

REPORT OF INDEPENDENT ACCOUNTANTS

To the Participants and Plan Administrator
Trimac Transportation, Inc. 401(k) Profit Sharing Plan

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of Trimac Transportation, Inc. 401(k) Profit Sharing 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 Prudential Bank & Trust (the "Trustee"), except for comparing the information with the related information included in the financial statements and supplemental schedules. We have been informed by the plan administrator that the Trustee holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from the Trustee as of and for the years ended December 31, 2012 and 2011, that the information provided to the plan administrator by the Trustee 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. Schedule H, Line 4i – Schedule of Assets Held (At End of Year) as of December 31, 2012, which is the responsibility of plan management, is presented for the purpose of additional analysis and is not a required part of the financial statements but is required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. 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 schedule 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 trustee, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

Ham, Langston & Brezina, L.L.P.

Houston, Texas
October 14, 2013

TRIMAC TRANSPORTATION, INC. 401(K) PROFIT SHARING PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

December 31, 2012 and 2011

	2012	2011
Assets:		
Investments, at fair value (See Note 4)	$ 25,657,405	$ 21,708,647
Receivables:		
Employer contributions	17,700	-
Employee contributions	62,703	-
Participant notes	1,071,467	1,113,942
Total receivables	1,151,870	1,113,942
Total assets	26,809,275	22,822,589
Liabilities:		
Excess contributions payable	12,148	-
Net assets available for plan benefits	$ 26,797,127	$ 22,822,589

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

TRIMAC TRANSPORTATION, INC. 401(K) PROFIT SHARING PLAN

STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

for the years ended December 31, 2012 and 2011

	2012	2011
Investment income:		
Dividends and interest	$ 446,473	$ 384,659
Net appreciation (depreciation) in fair value of registered investment companies (mutual funds)	2,104,294	(103,346)
Total investment income	2,550,767	281,313
Interest income from participant notes receivable	53,255	56,597
Contributions:		
Participant	2,352,862	1,773,389
Employer	1,014,430	645,912
Rollovers from other qualified plans	242,281	73,799
Total contributions	3,609,573	2,493,100
Total income and contributions	6,213,595	2,831,010
Deductions from net assets attributed to:		
Benefits paid to participants	2,761,048	4,504,457
Administrative expenses	9,694	17,418
Total deductions	2,770,742	4,521,875
Net increase (decrease) in net assets available for benefits before transfers into the Plan	3,442,853	(1,690,865)
Transfers in from merged plans	531,685	-
Net increase (decrease) in net assets available for benefits	3,974,538	(1,690,865)
Net assets available for benefits, beginning of year	22,822,589	24,513,454
Net assets available for benefits, end of year	$ 26,797,127	$ 22,822,589

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

TRIMAC TRANSPORTATION, INC. 401(K) PROFIT SHARING PLAN

NOTES TO FINANCIAL STATEMENTS

1. Description of Plan

The following description of Trimac Transportation, Inc. (the "Company") 401(k) Profit Sharing Plan (the "Plan") provides only general information. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

General

The Plan is a defined contribution plan which was established on January 18, 2000 to cover all eligible employees of the Company who are at least eighteen years of age and who have completed 90 days of service. The Plan, as amended, is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA").

Effective January 1, 2012, the Plan was amended to merge the Trimac Dry Bulk Group, Inc. 401(k) Plan into the Plan and, accordingly, assets totaling $531,685 were transferred into the Plan on January 19, 2012.

Administration

The Plan is administered by the Company. Charles Schwab Trust Company served as trustee and recordkeeper of the Plan during 2010 and from January 1, 2011 through July 31, 2011. Effective August 1, 2011, Prudential Bank & Trust (the "Trustee") became the trustee and recordkeeper of the Plan.

Contributions

Participants may elect to have from one percent to one hundred percent deducted from their compensation and contributed to a salary deferral account (subject to Internal Revenue Code limitations). The Company may make a discretionary matching contribution. The amount of the matching contribution, if any, will be 66-2/3% of the participant's salary deferral contributions up to 6% of the participant's compensation earned during the applicable month, but not to exceed $2,000 per year. For the years ended December 31, 2012 and 2011 the Company made matching contributions of $1,014,430 and $645,912, respectively. The Company may also make voluntary additional contributions. For the years ended December 31, 2012 and 2011, the company did not make any additional voluntary contributions.

Participant Accounts

Each participant's account is credited with the participant's contributions and the Company's related contributions and Plan earnings. Income and loss is allocated to the participant's accounts based on the ratio of the account balance of the individual participant to the aggregate of all account balances of all participants in the fund with the Plan. Upon the occurrence of a distribution event, the benefit to which the participant is entitled is the benefit that can be provided from the participant's vested interest in his or her account.

Vesting

Individual participants are one hundred percent vested in the portion of their accounts resulting from their savings and voluntary contributions. For participants hired on or after January 1, 2004, and for participants covered under the DSI Transport, Inc. Savings Plan prior to January 1, 2004 and having less than three years of service as of December 31, 2003, and for any other participants employed by the Company, the Company's matching and discretionary contributions vest according to the following schedule:

Years of Service	Vested Percentage
Less than 2	0%
2	20%
3	40%
4	60%
5	80%
6 or more	100%

Continued

1. Description of Plan, continued

Vesting, continued

For participants employed by the Company who had at least three years of service with that employer as of December 31, 2003, the Company's matching and discretionary contributions vest according to the following schedule:

Years of Service	Vested Percentage
Less than 2	0%
2	33-1/3%
3	66-1/3%
4 or more	100%

Participant Notes Receivable

Participants may borrow from their accounts a minimum of $1,000 up to a maximum equal to the lesser of $50,000 reduced by the highest outstanding loan balance with the preceding twelve months or 50% of their vested account balance. Loan terms are not to exceed five years, except for the purchase of a principal residence, which cannot exceed ten years. The loans are secured by the balance in the participant's account and bear interest at the treasury rate (.25% at December 31, 2012 and 2011) that corresponds with the loan term per the Plan document plus 4%. Interest rates on all outstanding loans ranged from 4.18% to 9.13% during both 2012 and 2011.

Payment of Benefits

Upon termination of employment due to death, disability, attainment of age 59½, or retirement, a participant (or his/her designated beneficiary in the event of death) may elect to receive a lump-sum amount, or to have the account balance distributed in installments equal to the value of the participant's vested interest in his or her account. For termination of employment due to other reasons, the vested interest in his or her account may be distributed as a rollover to another plan, a lump-sum distribution, or it may be left in the Plan if the account balance is greater than $5,000.

Forfeiture of Company Matching Contributions

On termination of service due to death, disability, retirement, or termination of service for other reasons, all non-vested Company matching contributions will be returned to the Plan and used to reduce employer matching contributions and/or pay expenses related to the administration of the Plan and Trust. During the years ended December 31, 2012 and 2011, the Plan used $82,358 and $140,069, respectively, to reduce employer matching contributions. As of December 31, 2012 and 2011, forfeited non-vested accounts totaled $53,683 and $1,212, respectively.

Administrative Expenses

Administrative expenses are the responsibility of the Plan. The Company may elect to pay such expense on behalf of the Plan. During the years ended December 31, 2012 and 2011, the Company paid approximately $17,510 and $27,462, respectively.

2. Summary of Significant Accounting Policies

Basis of Accounting

The financial statements of the Plan are prepared on the accrual basis of accounting in accordance with accounting principles generally accepted in the United States of America ("GAAP").

2. Summary of Significant Accounting Policies, continued

Basis of Accounting, continued

As described in Accounting Standards Codification ("ASC") Topic 962, *Defined Contribution Plans*, 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. Investments in the accompanying statements of net assets available for benefits include a group annuity contract, i.e., the Guaranteed Income Fund ("GIF"), which is a fully benefit-responsive investment contract. As required, the statements of net assets available for benefits presents the fair value of the investment contract, as well as the adjustment of the fully benefit-responsive investment contracts from fair value to contract value. The statements of changes in net assets available for benefits are prepared on a contract value basis.

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 and assumptions that affect the reported amounts of net assets available for benefits and changes therein. Actual results may differ from these estimates.

Risks and Uncertainties

The Plan provides for various investment options. These investment options are exposed to market risks, which generally means the risk of loss in the value of certain investment securities due to changes in interest rates, security and commodity prices and general market conditions. Due to the level of risk associated with certain investment securities and the level of uncertainty related to changes in the value of investment securities, it is reasonably possible that changes in the values of investment securities in the near term could materially affect participants' account balances and the amounts reported in the Statement of Net Assets Available for Benefits and the Statement of Changes in Net Assets Available for Benefits.

Investment Valuation

Investments are valued by the Trustee at their fair values determined using quoted market prices or rates. The Plan's interest in the common collective trust, a group annuity contract, is valued based on information reported by the issuer and is carried at contract value which approximates fair value.. In the Statement of Changes in Net Assets Available for Plan Benefits, the net appreciation in fair value of investments includes realized and unrealized gains and losses from investments. Interest is recorded as earned, and dividends are recorded on the ex-dividend date.

Participant Notes Receivable

Participant notes receivable are measured at their unpaid principal balance plus any accrued but unpaid interest. Delinquent participant loans are reclassified as distributions based upon the terms of the Plan document.

Benefit Payments

Benefits are recorded when paid.

Recent Accounting Pronouncements

In May 2011, additional amendments were made to ASC Topic 820 Fair Value Measurements and Disclosures to clarify the application of existing fair value measurements and disclosures, including the requirement to disclose quantitative information about the unobservable inputs used in a fair value measurement that is categorized within Level 3 of the fair value hierarchy. The adoption of these amendments in 2012 did not have a material effect on the Plan's financial statements.

2. Summary of Significant Accounting Policies, continued

Recent Accounting Pronouncements, continued

In April 2013, the FASB issued ASU 2013-07, Liquidation Basis of Accounting. ASU 2013-07 addresses when it is appropriate to apply, or how to apply, liquidation basis of accounting. ASU 2013-07 is effective for entities that determine liquidation is imminent during annual reporting periods beginning after December 31, 2013. We do not expect that the adoption of this guidance will have a material effect on the Plan's financial statements.

3. Investments

The following individual investments each represent five percent or more of the Plan's net assets at December 31, 2012 and 2011:

	2012	2011
Guaranteed Income Fund	$ 7,117,622	$ 6,406,802
PIMCO Total Return A	4,525,768	3,900,801
JP Morgan US Equity CL A	2,386,883	2,194,706
Europacific Growth R3	2,923,952	2,157,406
Dreyfus S&P 500 Index Fund	2,319,234	2,150,947
Wells Fargo Advantage Growth CL A	2,105,814	1,655,333
Invesco Small Co. Fd. A	1,649,987	1,641,263
Investments less than 5% of the Plan's net assets	2,628,145	1,601,389
Total Investments	$ 25,657,405	$ 21,708,647

During the years ended December 31, 2012 and 2011, the Plan's investments in registered investment companies (mutual funds, including realized gains and losses on investments bought and sold, as well as changes in the value of investments held during the year) appreciated (depreciated) by $2,104,294 and ($103,346), respectively.

4. Fair Value Measurements

The Plan follows ASC Topic 820, Fair Value Measurements and Disclosures. ASC Topic 820 establishes a framework for measuring fair value, which provides a hierarchy that categorizes the inputs to valuation techniques that are used to measure fair value into three levels. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (level 1 measurements) and the lowest priority to unobservable inputs (level 3 measurements). The three levels of the fair value hierarchy under ASC Topic 820 are described below:

- Level 1 includes observable inputs which reflect quoted prices for identical assets or liabilities in active markets at the measurement date.
- Level 2 includes observable inputs for assets or liabilities other than quoted prices included in Level 1 and it includes valuation techniques which use prices for similar assets and liabilities in active or inactive markets, inputs other than quoted prices that are observable for the asset or liability, or inputs that are derived principally from or corroborated by observable market data by correlation or other means. If the asset or liability has a specified (contractual) term, the Level 2 input must be observable for substantially the full term of the asset or liability.
- Level 3 includes unobservable inputs which reflect the reporting entity's estimates of the assumptions that market participants would use in pricing the asset or liability, including assumptions about risk.

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. There have been no changes in the methodologies used at December 31, 2012 or 2011.

Continued

4. Fair Value Measurements, continued

In determining the fair value of the assets and liabilities, the Plan generally uses two approaches, the market approach and the cost approach. The market approach uses prices and other relevant data based on market transactions involving identical or comparable assets. The cost approach is the amount that would be currently required to replace an asset and indicates the cost to the Plan to require a substitute asset.

The following is a description of the valuation methods used for assets measured at fair value at December 31, 2012 and 2011:

Registered investment companies (mutual funds): Values based on observable market quotations and are priced on a daily basis at the close of business. (Market approach)

Group annuity contract: The fair value of these securities is based on the principal invested and earnings at the contractual guaranteed interest rate. (Cost approach)

The methods described above may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, while Plan management 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.

The following table sets forth by level, within the fair value hierarchy, the Plan's investments measured at fair value on a recurring basis as of December 31, 2012:

	Fair Value Measurement at December 31, 2012			
	Level 1	**Level 2**	**Level 3**	**Total**
Mutual funds:				
Growth funds	$ 2,958,419	$ -	$ -	$ 2,958,419
Index funds	2,319,234	-	-	2,319,234
Balanced funds	7,804,309	-	-	7,804,309
Fixed income funds	4,738,165	-	-	4,738,165
Value funds	719,656	-	-	719,656
Total mutual funds	18,539,783	-	-	18,539,783
Group annuity contract	-	7,117,622	-	7,117,622
Total	$ 18,539,783	$ 7,117,622	$ -	$ 25,657,405

4. Fair Value Measurements, continued

The following table sets forth by level, within the fair value hierarchy, the Plan's investments measured at fair value on a recurring basis as of December 31, 2011:

	Fair Value Measurement at December 31, 2011			
	Level 1	Level 2	Level 3	Total
Mutual funds:				
Growth funds	$ 2,280,365	$ -	$ -	$ 2,280,365
Index funds	2,150,947	-	-	2,150,947
Balanced funds	6,729,643	-	-	6,729,643
Fixed income funds	3,956,190	-	-	3,956,190
Value funds	184,700	-	-	184,700
Total mutual funds	15,301,845	-	-	15,301,845
Group annuity contract	-	6,406,802	-	6,406,802
Total	$ 15,301,845	$ 6,406,802	$ -	$ 21,708,647

During the year ended December 31, 2012, the Company determined through additional analysis of the inputs related to the fair value measurements of its Guaranteed Annuity Contract, that the inputs were observable as they were based on published crediting rates by the investment issuer. As a result of this additional analysis, the Guaranteed Annuity Contract has been reflected as a Level 2 investment for the years ended December 31, 2012 and 2011.

5. Investment in Group Annuity Contract

The Plan invests in a benefit responsive group annuity contract with Prudential Retirement Insurance and Annuity Company ("PRIAC"). The fund invests in a group annuity insurance contract with PRIAC with the purpose to fund the guaranteed benefits for the Plan.

The group annuity contract is fully benefit-responsive, therefore, contract value is the relevant measurement attribute for that portion of the net assets available for benefits attributable to the Plan. Contract value, which estimates fair value, as reported to the Plan by PRIAC, represents contributions made under the contract, plus earnings, less participant withdrawals and administrative expenses.

The concept of a value other than contract value does not apply to this insurance company issued general account backed evergreen (no maturity date) group annuity spread product. Upon a discontinuance of the contract, contract value would be paid no later than 90 days from the date notice of discontinuance is provided. This contract's operation does not have provisions to contract at a value other than contract value. The fund is not backed by specific securities but instead backed by PRIAC's general account. As a result of the contract terms, contract value approximates fair value.

There are no reserves against contract value for credit risk of the contract issuer or otherwise. The crediting interest rate is based on a formula agreed upon with the issuer, but it may not be less than 1.50%. The crediting interest rate for the years ended December 31, 2012 and 2011 was 2.40% for each year. A single crediting rate is applied to all contributions made to the fund regardless of the timing of those contributions. Such interest rates are reviewed on a semi-annual basis. The average yield for the years ended December 31, 2012 and 2011 was 2.40% for each year.

6. Information Certified by the Trustee (Unaudited)

The Plan Administrator has elected the method of annual reporting compliance permitted by 29 CFR 2520.103-8 of the Department of Labor Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, the Plan's Trustees, Charles Schwab Trust Company and Prudential Bank & Trust, have certified that the following data included in the accompanying financial statements and supplemental schedule is complete and accurate:

a. Information in the Statements of Net Assets Available for Benefits at December 31, 2012 and 2011:

	2012	2011
Registered investment companies (mutual funds)	$ 18,539,783	$ 15,301,845
Guaranteed annuity contract, at contract value	7,117,622	6,406,802
Total investments	$ 25,657,405	$ 21,708,647
Participant notes receivable	$ 1,071,467	$ 1,113,942

b. Information in the Statements of Changes in Net Assets Available for Benefits for the years ended December 31, 2012 and 2011:

	2012	2011
Investment income:		
Interest and dividends	446,473	$ 384,659
Net appreciation (depreciation) in fair value of investments	2,104,294	(103,346)
Total investment income	$ 2,550,767	$ 281,313
Interest income from participant notes receivable	$ 53,255	$ 56,597

c. All information included in Schedule H, Line 4i – Assets Held (At End of Year) at December 31, 2012, as shown in the supplemental schedule.

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 schedule.

7. 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 for the years ended December 31, 2012 and 2011:

	2012	2011
Net assets available for benefits per the financial statements	$ 26,797,127	$ 22,822,589
Excess contributions payable	12,148	-
Contributions receivable	(80,403)	-
Net assets available for benefits per Form 5500	$ 26,728,872	$ 22,822,589

7. Reconciliation of Financial Statements to Form 5500, continued

The following is a reconciliation of the net (decrease) increase in net assets available for benefits per the financial statements to the Form 5500 for the years ended December 31, 2012 and 2011:

	2012	2011
Net (decrease) increase per the financial statements	$ 3,974,538	$ (1,690,865)
Excess contributions payable, current year	12,148	-
Excess contributions payable, prior year	-	(20,701)
Less: contributions receivable	(80,403)	-
Less: adjustment from contract value to fair value for fully benefit-responsive investment contracts, prior year	-	(170,758)
Other	-	3,632
Net (decrease) increase per Form 5500	$ 3,906,283	$ (1,878,692)

8. Tax Status

The Plan obtained its latest opinion letter on March 31, 2008, in which the Internal Revenue Service stated that the Plan, as then designed, was in compliance with the applicable requirements of the Internal Revenue Code. The Plan has been amended since the receipt of the determination letter, however, the Plan administrator believes the Plan, as amended, is currently designed and being operated in compliance with the applicable requirements of the Internal Revenue Code.

9. Plan Termination

Although it has not expressed any intent to do so, the Company 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 of plan termination, participants will become one hundred percent vested in their accounts including unvested employer contributions.

10. Subsequent Events

Plan management has evaluated all subsequent events through October 14, 2013, the issuance date of the report, and has concluded that there are no significant events to be reported.

SUPPLEMENTAL SCHEDULE

TRIMAC TRANSPORTATION, INC. 401(K) PROFIT SHARING PLAN

SCHEDULE H, Line 4i – SCHEDULE OF ASSETS (HELD AT END OF YEAR)

DECEMBER 31, 2012

EIN: 76-1264794
PN: 001

(a)	(b) Identity of Issue, Borrower, Lessor or Similar Party	(c) Description of Investment, Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	(e) Current Value***	
**	Prudential Investments	Common Collective Trust– Group Annuity Contract	$ 7,117,622	*
	PIMCO	Mutual Fund – Total Return Fund A	4,525,768	*
	American Funds	Mutual Fund – Europacific Growth R3	2,923,952	*
	J.P. Morgan Funds	Mutual Fund – U.S. Equity A	2,386,883	*
	The Dreyfus Corporation	Mutual Fund – S&P 500 Index	2,319,234	*
	Wells Fargo Advantage Funds	Mutual Fund – Advantage Growth Fund A	2,105,814	*
	Invesco Funds Group	Mutual Fund – Small Companies A	1,649,987	*
	DWS Investments	Mutual Fund – RREEF Real Estate Securities A	833,662	
	Columbia	Mutual Fund – Acorn International A	577,535	
	Invesco Funds Group	Mutual Fund- Diversified Dividend Instl.	459,483	
	Delaware Investments	Mutual Fund- Small Cap Value A	140,060	
	Eagle Funds	Mutual Fund- Small Cap Growth R5	138,334	
	Goldman Sachs Funds	Mutual Fund- Growth Opportunities A	136,736	
	RidgeWorth Investments	Mutual Fund- Mid-Cap Value Equity I	117,176	
	Invesco Funds Group	Mutual Fund- High Yield A	73,970	
	Fidelity Investments	Mutual Fund- Advisor Emerging Markets Inc I	72,778	
	J.P. Morgan Funds	Mutual Fund- Government Bond A	51,565	
	BlackRock	Mutual Fund- Inflation Protected Bond Inv A	13,744	
	The Oakmark Funds	Mutual Fund- Equity & Income II	9,825	
	The Dreyfus Corporation	Mutual Fund – Opportunity Mid-Cap Value	2,937	
	Oppenheimer Funds	Mutual Fund- International Bond A	340	
**	Participant loans	Notes receivable bearing interest at rates ranging from 4.18% to 9.13% per year.	1,071,467	
	Total assets held for investment purposes		$ 26,728,872	

* Represents investments comprising at least 5% of net assets available for benefits.
** Represents a party-in-interest, as defined by ERISA.
*** Cost information is not presented because all investments are participant directed.

TRIMAC TRANSPORTATION, INC.
401(K) PROFIT SHARING PLAN

FINANCIAL STATEMENTS AND SUPPLEMENTAL SCHEDULE
WITH REPORT OF INDEPENDENT ACCOUNTANTS
as of and for the years ended December 31, 2012 and 2011

TRIMAC TRANSPORTATION, INC. 401(K) PROFIT SHARING PLAN

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* Other schedules required by 29 CFR 2520.103-10 of the Department of Labor Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 have been omitted because they are not applicable.

HAM, LANGSTON & BREZINA, L.L.P.
Certified Public Accountants

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HOUSTON, TEXAS 77034
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REPORT OF INDEPENDENT ACCOUNTANTS

To the Participants and Plan Administrator
Trimac Transportation, Inc. 401(k) Profit Sharing Plan

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of Trimac Transportation, Inc. 401(k) Profit Sharing 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 Prudential Bank & Trust (the "Trustee"), except for comparing the information with the related information included in the financial statements and supplemental schedules. We have been informed by the plan administrator that the Trustee holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from the Trustee as of and for the years ended December 31, 2012 and 2011, that the information provided to the plan administrator by the Trustee 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. Schedule H, Line 4i – Schedule of Assets Held (At End of Year) as of December 31, 2012, which is the responsibility of plan management, is presented for the purpose of additional analysis and is not a required part of the financial statements but is required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. 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 schedule 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 trustee, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

Ham, Langston & Brezina, L.L.P.

Houston, Texas
October 14, 2013

TRIMAC TRANSPORTATION, INC. 401(K) PROFIT SHARING PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

December 31, 2012 and 2011

	2012	2011
Assets:		
Investments, at fair value (See Note 4)	$ 25,657,405	$ 21,708,647
Receivables:		
Employer contributions	17,700	-
Employee contributions	62,703	-
Participant notes	1,071,467	1,113,942
Total receivables	1,151,870	1,113,942
Total assets	26,809,275	22,822,589
Liabilities:		
Excess contributions payable	12,148	-
Net assets available for plan benefits	$ 26,797,127	$ 22,822,589

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

TRIMAC TRANSPORTATION, INC. 401(K) PROFIT SHARING PLAN

STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

for the years ended December 31, 2012 and 2011

	2012	2011
Investment income:		
Dividends and interest	$ 446,473	$ 384,659
Net appreciation (depreciation) in fair value of registered investment companies (mutual funds)	2,104,294	(103,346)
Total investment income	2,550,767	281,313
Interest income from participant notes receivable	53,255	56,597
Contributions:		
Participant	2,352,862	1,773,389
Employer	1,014,430	645,912
Rollovers from other qualified plans	242,281	73,799
Total contributions	3,609,573	2,493,100
Total income and contributions	6,213,595	2,831,010
Deductions from net assets attributed to:		
Benefits paid to participants	2,761,048	4,504,457
Administrative expenses	9,694	17,418
Total deductions	2,770,742	4,521,875
Net increase (decrease) in net assets available for benefits before transfers into the Plan	3,442,853	(1,690,865)
Transfers in from merged plans	531,685	-
Net increase (decrease) in net assets available for benefits	3,974,538	(1,690,865)
Net assets available for benefits, beginning of year	22,822,589	24,513,454
Net assets available for benefits, end of year	$ 26,797,127	$ 22,822,589

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

TRIMAC TRANSPORTATION, INC. 401(K) PROFIT SHARING PLAN

NOTES TO FINANCIAL STATEMENTS

1. Description of Plan

The following description of Trimac Transportation, Inc. (the "Company") 401(k) Profit Sharing Plan (the "Plan") provides only general information. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

General

The Plan is a defined contribution plan which was established on January 18, 2000 to cover all eligible employees of the Company who are at least eighteen years of age and who have completed 90 days of service. The Plan, as amended, is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA").

Effective January 1, 2012, the Plan was amended to merge the Trimac Dry Bulk Group, Inc. 401(k) Plan into the Plan and, accordingly, assets totaling $531,685 were transferred into the Plan on January 19, 2012.

Administration

The Plan is administered by the Company. Charles Schwab Trust Company served as trustee and recordkeeper of the Plan during 2010 and from January 1, 2011 through July 31, 2011. Effective August 1, 2011, Prudential Bank & Trust (the "Trustee") became the trustee and recordkeeper of the Plan.

Contributions

Participants may elect to have from one percent to one hundred percent deducted from their compensation and contributed to a salary deferral account (subject to Internal Revenue Code limitations). The Company may make a discretionary matching contribution. The amount of the matching contribution, if any, will be 66-2/3% of the participant's salary deferral contributions up to 6% of the participant's compensation earned during the applicable month, but not to exceed $2,000 per year. For the years ended December 31, 2012 and 2011 the Company made matching contributions of $1,014,430 and $645,912, respectively. The Company may also make voluntary additional contributions. For the years ended December 31, 2012 and 2011, the company did not make any additional voluntary contributions.

Participant Accounts

Each participant's account is credited with the participant's contributions and the Company's related contributions and Plan earnings. Income and loss is allocated to the participant's accounts based on the ratio of the account balance of the individual participant to the aggregate of all account balances of all participants in the fund with the Plan. Upon the occurrence of a distribution event, the benefit to which the participant is entitled is the benefit that can be provided from the participant's vested interest in his or her account.

Vesting

Individual participants are one hundred percent vested in the portion of their accounts resulting from their savings and voluntary contributions. For participants hired on or after January 1, 2004, and for participants covered under the DSI Transport, Inc. Savings Plan prior to January 1, 2004 and having less than three years of service as of December 31, 2003, and for any other participants employed by the Company, the Company's matching and discretionary contributions vest according to the following schedule:

Years of Service	Vested Percentage
Less than 2	0%
2	20%
3	40%
4	60%
5	80%
6 or more	100%

Continued

1. Description of Plan, continued

Vesting, continued

For participants employed by the Company who had at least three years of service with that employer as of December 31, 2003, the Company's matching and discretionary contributions vest according to the following schedule:

Years of Service	Vested Percentage
Less than 2	0%
2	33-1/3%
3	66-1/3%
4 or more	100%

Participant Notes Receivable

Participants may borrow from their accounts a minimum of $1,000 up to a maximum equal to the lesser of $50,000 reduced by the highest outstanding loan balance with the preceding twelve months or 50% of their vested account balance. Loan terms are not to exceed five years, except for the purchase of a principal residence, which cannot exceed ten years. The loans are secured by the balance in the participant's account and bear interest at the treasury rate (.25% at December 31, 2012 and 2011) that corresponds with the loan term per the Plan document plus 4%. Interest rates on all outstanding loans ranged from 4.18% to 9.13% during both 2012 and 2011.

Payment of Benefits

Upon termination of employment due to death, disability, attainment of age 59½, or retirement, a participant (or his/her designated beneficiary in the event of death) may elect to receive a lump-sum amount, or to have the account balance distributed in installments equal to the value of the participant's vested interest in his or her account. For termination of employment due to other reasons, the vested interest in his or her account may be distributed as a rollover to another plan, a lump-sum distribution, or it may be left in the Plan if the account balance is greater than $5,000.

Forfeiture of Company Matching Contributions

On termination of service due to death, disability, retirement, or termination of service for other reasons, all non-vested Company matching contributions will be returned to the Plan and used to reduce employer matching contributions and/or pay expenses related to the administration of the Plan and Trust. During the years ended December 31, 2012 and 2011, the Plan used $82,358 and $140,069, respectively, to reduce employer matching contributions. As of December 31, 2012 and 2011, forfeited non-vested accounts totaled $53,683 and $1,212, respectively.

Administrative Expenses

Administrative expenses are the responsibility of the Plan. The Company may elect to pay such expense on behalf of the Plan. During the years ended December 31, 2012 and 2011, the Company paid approximately $17,510 and $27,462, respectively.

2. Summary of Significant Accounting Policies

Basis of Accounting

The financial statements of the Plan are prepared on the accrual basis of accounting in accordance with accounting principles generally accepted in the United States of America ("GAAP").

2. Summary of Significant Accounting Policies, continued

Basis of Accounting, continued

As described in Accounting Standards Codification ("ASC") Topic 962, *Defined Contribution Plans*, 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. Investments in the accompanying statements of net assets available for benefits include a group annuity contract, i.e., the Guaranteed Income Fund ("GIF"), which is a fully benefit-responsive investment contract. As required, the statements of net assets available for benefits presents the fair value of the investment contract, as well as the adjustment of the fully benefit-responsive investment contracts from fair value to contract value. The statements of changes in net assets available for benefits are prepared on a contract value basis.

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 and assumptions that affect the reported amounts of net assets available for benefits and changes therein. Actual results may differ from these estimates.

Risks and Uncertainties

The Plan provides for various investment options. These investment options are exposed to market risks, which generally means the risk of loss in the value of certain investment securities due to changes in interest rates, security and commodity prices and general market conditions. Due to the level of risk associated with certain investment securities and the level of uncertainty related to changes in the value of investment securities, it is reasonably possible that changes in the values of investment securities in the near term could materially affect participants' account balances and the amounts reported in the Statement of Net Assets Available for Benefits and the Statement of Changes in Net Assets Available for Benefits.

Investment Valuation

Investments are valued by the Trustee at their fair values determined using quoted market prices or rates. The Plan's interest in the common collective trust, a group annuity contract, is valued based on information reported by the issuer and is carried at contract value which approximates fair value.. In the Statement of Changes in Net Assets Available for Plan Benefits, the net appreciation in fair value of investments includes realized and unrealized gains and losses from investments. Interest is recorded as earned, and dividends are recorded on the ex-dividend date.

Participant Notes Receivable

Participant notes receivable are measured at their unpaid principal balance plus any accrued but unpaid interest. Delinquent participant loans are reclassified as distributions based upon the terms of the Plan document.

Benefit Payments

Benefits are recorded when paid.

Recent Accounting Pronouncements

In May 2011, additional amendments were made to ASC Topic 820 Fair Value Measurements and Disclosures to clarify the application of existing fair value measurements and disclosures, including the requirement to disclose quantitative information about the unobservable inputs used in a fair value measurement that is categorized within Level 3 of the fair value hierarchy. The adoption of these amendments in 2012 did not have a material effect on the Plan's financial statements.

2. Summary of Significant Accounting Policies, continued

Recent Accounting Pronouncements, continued

In April 2013, the FASB issued ASU 2013-07, Liquidation Basis of Accounting. ASU 2013-07 addresses when it is appropriate to apply, or how to apply, liquidation basis of accounting. ASU 2013-07 is effective for entities that determine liquidation is imminent during annual reporting periods beginning after December 31, 2013. We do not expect that the adoption of this guidance will have a material effect on the Plan's financial statements.

3. Investments

The following individual investments each represent five percent or more of the Plan's net assets at December 31, 2012 and 2011:

	2012	2011
Guaranteed Income Fund	$ 7,117,622	$ 6,406,802
PIMCO Total Return A	4,525,768	3,900,801
JP Morgan US Equity CL A	2,386,883	2,194,706
Europacific Growth R3	2,923,952	2,157,406
Dreyfus S&P 500 Index Fund	2,319,234	2,150,947
Wells Fargo Advantage Growth CL A	2,105,814	1,655,333
Invesco Small Co. Fd. A	1,649,987	1,641,263
Investments less than 5% of the Plan's net assets	2,628,145	1,601,389
Total Investments	$ 25,657,405	$ 21,708,647

During the years ended December 31, 2012 and 2011, the Plan's investments in registered investment companies (mutual funds, including realized gains and losses on investments bought and sold, as well as changes in the value of investments held during the year) appreciated (depreciated) by $2,104,294 and ($103,346), respectively.

4. Fair Value Measurements

The Plan follows ASC Topic 820, Fair Value Measurements and Disclosures. ASC Topic 820 establishes a framework for measuring fair value, which provides a hierarchy that categorizes the inputs to valuation techniques that are used to measure fair value into three levels. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (level 1 measurements) and the lowest priority to unobservable inputs (level 3 measurements). The three levels of the fair value hierarchy under ASC Topic 820 are described below:

- Level 1 includes observable inputs which reflect quoted prices for identical assets or liabilities in active markets at the measurement date.
- Level 2 includes observable inputs for assets or liabilities other than quoted prices included in Level 1 and it includes valuation techniques which use prices for similar assets and liabilities in active or inactive markets, inputs other than quoted prices that are observable for the asset or liability, or inputs that are derived principally from or corroborated by observable market data by correlation or other means. If the asset or liability has a specified (contractual) term, the Level 2 input must be observable for substantially the full term of the asset or liability.
- Level 3 includes unobservable inputs which reflect the reporting entity's estimates of the assumptions that market participants would use in pricing the asset or liability, including assumptions about risk.

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. There have been no changes in the methodologies used at December 31, 2012 or 2011.

Continued

4. Fair Value Measurements, continued

In determining the fair value of the assets and liabilities, the Plan generally uses two approaches, the market approach and the cost approach. The market approach uses prices and other relevant data based on market transactions involving identical or comparable assets. The cost approach is the amount that would be currently required to replace an asset and indicates the cost to the Plan to require a substitute asset.

The following is a description of the valuation methods used for assets measured at fair value at December 31, 2012 and 2011:

Registered investment companies (mutual funds): Values based on observable market quotations and are priced on a daily basis at the close of business. (Market approach)

Group annuity contract: The fair value of these securities is based on the principal invested and earnings at the contractual guaranteed interest rate. (Cost approach)

The methods described above may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, while Plan management 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.

The following table sets forth by level, within the fair value hierarchy, the Plan's investments measured at fair value on a recurring basis as of December 31, 2012:

	Fair Value Measurement at December 31, 2012			
	Level 1	**Level 2**	**Level 3**	**Total**
Mutual funds:				
Growth funds	$ 2,958,419	$ -	$ -	$ 2,958,419
Index funds	2,319,234	-	-	2,319,234
Balanced funds	7,804,309	-	-	7,804,309
Fixed income funds	4,738,165	-	-	4,738,165
Value funds	719,656	-	-	719,656
Total mutual funds	18,539,783	-	-	18,539,783
Group annuity contract	-	7,117,622	-	7,117,622
Total	$ 18,539,783	$ 7,117,622	$ -	$ 25,657,405

4. Fair Value Measurements, continued

The following table sets forth by level, within the fair value hierarchy, the Plan's investments measured at fair value on a recurring basis as of December 31, 2011:

	Fair Value Measurement at December 31, 2011			
	Level 1	Level 2	Level 3	Total
Mutual funds:				
Growth funds	$ 2,280,365	$ -	$ -	$ 2,280,365
Index funds	2,150,947	-	-	2,150,947
Balanced funds	6,729,643	-	-	6,729,643
Fixed income funds	3,956,190	-	-	3,956,190
Value funds	184,700	-	-	184,700
Total mutual funds	15,301,845	-	-	15,301,845
Group annuity contract	-	6,406,802	-	6,406,802
Total	$ 15,301,845	$ 6,406,802	$ -	$ 21,708,647

During the year ended December 31, 2012, the Company determined through additional analysis of the inputs related to the fair value measurements of its Guaranteed Annuity Contract, that the inputs were observable as they were based on published crediting rates by the investment issuer. As a result of this additional analysis, the Guaranteed Annuity Contract has been reflected as a Level 2 investment for the years ended December 31, 2012 and 2011.

5. Investment in Group Annuity Contract

The Plan invests in a benefit responsive group annuity contract with Prudential Retirement Insurance and Annuity Company ("PRIAC"). The fund invests in a group annuity insurance contract with PRIAC with the purpose to fund the guaranteed benefits for the Plan.

The group annuity contract is fully benefit-responsive, therefore, contract value is the relevant measurement attribute for that portion of the net assets available for benefits attributable to the Plan. Contract value, which estimates fair value, as reported to the Plan by PRIAC, represents contributions made under the contract, plus earnings, less participant withdrawals and administrative expenses.

The concept of a value other than contract value does not apply to this insurance company issued general account backed evergreen (no maturity date) group annuity spread product. Upon a discontinuance of the contract, contract value would be paid no later than 90 days from the date notice of discontinuance is provided. This contract's operation does not have provisions to contract at a value other than contract value. The fund is not backed by specific securities but instead backed by PRIAC's general account. As a result of the contract terms, contract value approximates fair value.

There are no reserves against contract value for credit risk of the contract issuer or otherwise. The crediting interest rate is based on a formula agreed upon with the issuer, but it may not be less than 1.50%. The crediting interest rate for the years ended December 31, 2012 and 2011 was 2.40% for each year. A single crediting rate is applied to all contributions made to the fund regardless of the timing of those contributions. Such interest rates are reviewed on a semi-annual basis. The average yield for the years ended December 31, 2012 and 2011 was 2.40% for each year.

6. Information Certified by the Trustee (Unaudited)

The Plan Administrator has elected the method of annual reporting compliance permitted by 29 CFR 2520.103-8 of the Department of Labor Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, the Plan's Trustees, Charles Schwab Trust Company and Prudential Bank & Trust, have certified that the following data included in the accompanying financial statements and supplemental schedule is complete and accurate:

a. Information in the Statements of Net Assets Available for Benefits at December 31, 2012 and 2011:

	2012	2011
Registered investment companies (mutual funds)	$ 18,539,783	$ 15,301,845
Guaranteed annuity contract, at contract value	7,117,622	6,406,802
Total investments	$ 25,657,405	$ 21,708,647
Participant notes receivable	$ 1,071,467	$ 1,113,942

b. Information in the Statements of Changes in Net Assets Available for Benefits for the years ended December 31, 2012 and 2011:

	2012	2011
Investment income:		
Interest and dividends	446,473	$ 384,659
Net appreciation (depreciation) in fair value of investments	2,104,294	(103,346)
Total investment income	$ 2,550,767	$ 281,313
Interest income from participant notes receivable	$ 53,255	$ 56,597

c. All information included in Schedule H, Line 4i – Assets Held (At End of Year) at December 31, 2012, as shown in the supplemental schedule.

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 schedule.

7. 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 for the years ended December 31, 2012 and 2011:

	2012	2011
Net assets available for benefits per the financial statements	$ 26,797,127	$ 22,822,589
Excess contributions payable	12,148	-
Contributions receivable	(80,403)	-
Net assets available for benefits per Form 5500	$ 26,728,872	$ 22,822,589

7. Reconciliation of Financial Statements to Form 5500, continued

The following is a reconciliation of the net (decrease) increase in net assets available for benefits per the financial statements to the Form 5500 for the years ended December 31, 2012 and 2011:

	2012	2011
Net (decrease) increase per the financial statements	$ 3,974,538	$ (1,690,865)
Excess contributions payable, current year	12,148	-
Excess contributions payable, prior year	-	(20,701)
Less: contributions receivable	(80,403)	-
Less: adjustment from contract value to fair value for fully benefit-responsive investment contracts, prior year	-	(170,758)
Other	-	3,632
Net (decrease) increase per Form 5500	$ 3,906,283	$ (1,878,692)

8. Tax Status

The Plan obtained its latest opinion letter on March 31, 2008, in which the Internal Revenue Service stated that the Plan, as then designed, was in compliance with the applicable requirements of the Internal Revenue Code. The Plan has been amended since the receipt of the determination letter, however, the Plan administrator believes the Plan, as amended, is currently designed and being operated in compliance with the applicable requirements of the Internal Revenue Code.

9. Plan Termination

Although it has not expressed any intent to do so, the Company 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 of plan termination, participants will become one hundred percent vested in their accounts including unvested employer contributions.

10. Subsequent Events

Plan management has evaluated all subsequent events through October 14, 2013, the issuance date of the report, and has concluded that there are no significant events to be reported.

SUPPLEMENTAL SCHEDULE

TRIMAC TRANSPORTATION, INC. 401(K) PROFIT SHARING PLAN

SCHEDULE H, Line 4i – SCHEDULE OF ASSETS (HELD AT END OF YEAR)

DECEMBER 31, 2012

EIN: 76-1264794
PN: 001

(a)	(b) Identity of Issue, Borrower, Lessor or Similar Party	(c) Description of Investment, Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	(e) Current Value***	
**	Prudential Investments	Common Collective Trust– Group Annuity Contract	$ 7,117,622	*
	PIMCO	Mutual Fund – Total Return Fund A	4,525,768	*
	American Funds	Mutual Fund – Europacific Growth R3	2,923,952	*
	J.P. Morgan Funds	Mutual Fund – U.S. Equity A	2,386,883	*
	The Dreyfus Corporation	Mutual Fund – S&P 500 Index	2,319,234	*
	Wells Fargo Advantage Funds	Mutual Fund – Advantage Growth Fund A	2,105,814	*
	Invesco Funds Group	Mutual Fund – Small Companies A	1,649,987	*
	DWS Investments	Mutual Fund – RREEF Real Estate Securities A	833,662	
	Columbia	Mutual Fund – Acorn International A	577,535	
	Invesco Funds Group	Mutual Fund- Diversified Dividend Instl.	459,483	
	Delaware Investments	Mutual Fund- Small Cap Value A	140,060	
	Eagle Funds	Mutual Fund- Small Cap Growth R5	138,334	
	Goldman Sachs Funds	Mutual Fund- Growth Opportunities A	136,736	
	RidgeWorth Investments	Mutual Fund- Mid-Cap Value Equity I	117,176	
	Invesco Funds Group	Mutual Fund- High Yield A	73,970	
	Fidelity Investments	Mutual Fund- Advisor Emerging Markets Inc I	72,778	
	J.P. Morgan Funds	Mutual Fund- Government Bond A	51,565	
	BlackRock	Mutual Fund- Inflation Protected Bond Inv A	13,744	
	The Oakmark Funds	Mutual Fund- Equity & Income II	9,825	
	The Dreyfus Corporation	Mutual Fund – Opportunity Mid-Cap Value	2,937	
	Oppenheimer Funds	Mutual Fund- International Bond A	340	
**	Participant loans	Notes receivable bearing interest at rates ranging from 4.18% to 9.13% per year.	1,071,467	
	Total assets held for investment purposes		$ 26,728,872	

* Represents investments comprising at least 5% of net assets available for benefits.
** Represents a party-in-interest, as defined by ERISA.
*** Cost information is not presented because all investments are participant directed.

TRIMAC TRANSPORTATION, INC.
401(K) PROFIT SHARING PLAN

FINANCIAL STATEMENTS AND SUPPLEMENTAL SCHEDULE
WITH REPORT OF INDEPENDENT ACCOUNTANTS
as of and for the years ended December 31, 2012 and 2011

TRIMAC TRANSPORTATION, INC. 401(K) PROFIT SHARING PLAN

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* Other schedules required by 29 CFR 2520.103-10 of the Department of Labor Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 have been omitted because they are not applicable.

HAM, LANGSTON & BREZINA, L.L.P.
Certified Public Accountants

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REPORT OF INDEPENDENT ACCOUNTANTS

To the Participants and Plan Administrator
Trimac Transportation, Inc. 401(k) Profit Sharing Plan

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of Trimac Transportation, Inc. 401(k) Profit Sharing 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 Prudential Bank & Trust (the "Trustee"), except for comparing the information with the related information included in the financial statements and supplemental schedules. We have been informed by the plan administrator that the Trustee holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from the Trustee as of and for the years ended December 31, 2012 and 2011, that the information provided to the plan administrator by the Trustee 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. Schedule H, Line 4i – Schedule of Assets Held (At End of Year) as of December 31, 2012, which is the responsibility of plan management, is presented for the purpose of additional analysis and is not a required part of the financial statements but is required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. 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 schedule 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 trustee, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

Ham, Langston & Brezina, L.L.P.

Houston, Texas
October 14, 2013

TRIMAC TRANSPORTATION, INC. 401(K) PROFIT SHARING PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

December 31, 2012 and 2011

	2012	2011
Assets:		
Investments, at fair value (See Note 4)	$ 25,657,405	$ 21,708,647
Receivables:		
Employer contributions	17,700	-
Employee contributions	62,703	-
Participant notes	1,071,467	1,113,942
Total receivables	1,151,870	1,113,942
Total assets	26,809,275	22,822,589
Liabilities:		
Excess contributions payable	12,148	-
Net assets available for plan benefits	$ 26,797,127	$ 22,822,589

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

TRIMAC TRANSPORTATION, INC. 401(K) PROFIT SHARING PLAN

STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

for the years ended December 31, 2012 and 2011

	2012	2011
Investment income:		
Dividends and interest	$ 446,473	$ 384,659
Net appreciation (depreciation) in fair value of registered investment companies (mutual funds)	2,104,294	(103,346)
Total investment income	2,550,767	281,313
Interest income from participant notes receivable	53,255	56,597
Contributions:		
Participant	2,352,862	1,773,389
Employer	1,014,430	645,912
Rollovers from other qualified plans	242,281	73,799
Total contributions	3,609,573	2,493,100
Total income and contributions	6,213,595	2,831,010
Deductions from net assets attributed to:		
Benefits paid to participants	2,761,048	4,504,457
Administrative expenses	9,694	17,418
Total deductions	2,770,742	4,521,875
Net increase (decrease) in net assets available for benefits before transfers into the Plan	3,442,853	(1,690,865)
Transfers in from merged plans	531,685	-
Net increase (decrease) in net assets available for benefits	3,974,538	(1,690,865)
Net assets available for benefits, beginning of year	22,822,589	24,513,454
Net assets available for benefits, end of year	$ 26,797,127	$ 22,822,589

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

TRIMAC TRANSPORTATION, INC. 401(K) PROFIT SHARING PLAN

NOTES TO FINANCIAL STATEMENTS

1. Description of Plan

The following description of Trimac Transportation, Inc. (the "Company") 401(k) Profit Sharing Plan (the "Plan") provides only general information. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

General

The Plan is a defined contribution plan which was established on January 18, 2000 to cover all eligible employees of the Company who are at least eighteen years of age and who have completed 90 days of service. The Plan, as amended, is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA").

Effective January 1, 2012, the Plan was amended to merge the Trimac Dry Bulk Group, Inc. 401(k) Plan into the Plan and, accordingly, assets totaling $531,685 were transferred into the Plan on January 19, 2012.

Administration

The Plan is administered by the Company. Charles Schwab Trust Company served as trustee and recordkeeper of the Plan during 2010 and from January 1, 2011 through July 31, 2011. Effective August 1, 2011, Prudential Bank & Trust (the "Trustee") became the trustee and recordkeeper of the Plan.

Contributions

Participants may elect to have from one percent to one hundred percent deducted from their compensation and contributed to a salary deferral account (subject to Internal Revenue Code limitations). The Company may make a discretionary matching contribution. The amount of the matching contribution, if any, will be 66-2/3% of the participant's salary deferral contributions up to 6% of the participant's compensation earned during the applicable month, but not to exceed $2,000 per year. For the years ended December 31, 2012 and 2011 the Company made matching contributions of $1,014,430 and $645,912, respectively. The Company may also make voluntary additional contributions. For the years ended December 31, 2012 and 2011, the company did not make any additional voluntary contributions.

Participant Accounts

Each participant's account is credited with the participant's contributions and the Company's related contributions and Plan earnings. Income and loss is allocated to the participant's accounts based on the ratio of the account balance of the individual participant to the aggregate of all account balances of all participants in the fund with the Plan. Upon the occurrence of a distribution event, the benefit to which the participant is entitled is the benefit that can be provided from the participant's vested interest in his or her account.

Vesting

Individual participants are one hundred percent vested in the portion of their accounts resulting from their savings and voluntary contributions. For participants hired on or after January 1, 2004, and for participants covered under the DSI Transport, Inc. Savings Plan prior to January 1, 2004 and having less than three years of service as of December 31, 2003, and for any other participants employed by the Company, the Company's matching and discretionary contributions vest according to the following schedule:

Years of Service	Vested Percentage
Less than 2	0%
2	20%
3	40%
4	60%
5	80%
6 or more	100%

Continued

1. Description of Plan, continued

Vesting, continued

For participants employed by the Company who had at least three years of service with that employer as of December 31, 2003, the Company's matching and discretionary contributions vest according to the following schedule:

Years of Service	Vested Percentage
Less than 2	0%
2	33-1/3%
3	66-1/3%
4 or more	100%

Participant Notes Receivable

Participants may borrow from their accounts a minimum of $1,000 up to a maximum equal to the lesser of $50,000 reduced by the highest outstanding loan balance with the preceding twelve months or 50% of their vested account balance. Loan terms are not to exceed five years, except for the purchase of a principal residence, which cannot exceed ten years. The loans are secured by the balance in the participant's account and bear interest at the treasury rate (.25% at December 31, 2012 and 2011) that corresponds with the loan term per the Plan document plus 4%. Interest rates on all outstanding loans ranged from 4.18% to 9.13% during both 2012 and 2011.

Payment of Benefits

Upon termination of employment due to death, disability, attainment of age 59½, or retirement, a participant (or his/her designated beneficiary in the event of death) may elect to receive a lump-sum amount, or to have the account balance distributed in installments equal to the value of the participant's vested interest in his or her account. For termination of employment due to other reasons, the vested interest in his or her account may be distributed as a rollover to another plan, a lump-sum distribution, or it may be left in the Plan if the account balance is greater than $5,000.

Forfeiture of Company Matching Contributions

On termination of service due to death, disability, retirement, or termination of service for other reasons, all non-vested Company matching contributions will be returned to the Plan and used to reduce employer matching contributions and/or pay expenses related to the administration of the Plan and Trust. During the years ended December 31, 2012 and 2011, the Plan used $82,358 and $140,069, respectively, to reduce employer matching contributions. As of December 31, 2012 and 2011, forfeited non-vested accounts totaled $53,683 and $1,212, respectively.

Administrative Expenses

Administrative expenses are the responsibility of the Plan. The Company may elect to pay such expense on behalf of the Plan. During the years ended December 31, 2012 and 2011, the Company paid approximately $17,510 and $27,462, respectively.

2. Summary of Significant Accounting Policies

Basis of Accounting

The financial statements of the Plan are prepared on the accrual basis of accounting in accordance with accounting principles generally accepted in the United States of America ("GAAP").

2. Summary of Significant Accounting Policies, continued

Basis of Accounting, continued

As described in Accounting Standards Codification ("ASC") Topic 962, *Defined Contribution Plans*, 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. Investments in the accompanying statements of net assets available for benefits include a group annuity contract, i.e., the Guaranteed Income Fund ("GIF"), which is a fully benefit-responsive investment contract. As required, the statements of net assets available for benefits presents the fair value of the investment contract, as well as the adjustment of the fully benefit-responsive investment contracts from fair value to contract value. The statements of changes in net assets available for benefits are prepared on a contract value basis.

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 and assumptions that affect the reported amounts of net assets available for benefits and changes therein. Actual results may differ from these estimates.

Risks and Uncertainties

The Plan provides for various investment options. These investment options are exposed to market risks, which generally means the risk of loss in the value of certain investment securities due to changes in interest rates, security and commodity prices and general market conditions. Due to the level of risk associated with certain investment securities and the level of uncertainty related to changes in the value of investment securities, it is reasonably possible that changes in the values of investment securities in the near term could materially affect participants' account balances and the amounts reported in the Statement of Net Assets Available for Benefits and the Statement of Changes in Net Assets Available for Benefits.

Investment Valuation

Investments are valued by the Trustee at their fair values determined using quoted market prices or rates. The Plan's interest in the common collective trust, a group annuity contract, is valued based on information reported by the issuer and is carried at contract value which approximates fair value.. In the Statement of Changes in Net Assets Available for Plan Benefits, the net appreciation in fair value of investments includes realized and unrealized gains and losses from investments. Interest is recorded as earned, and dividends are recorded on the ex-dividend date.

Participant Notes Receivable

Participant notes receivable are measured at their unpaid principal balance plus any accrued but unpaid interest. Delinquent participant loans are reclassified as distributions based upon the terms of the Plan document.

Benefit Payments

Benefits are recorded when paid.

Recent Accounting Pronouncements

In May 2011, additional amendments were made to ASC Topic 820 Fair Value Measurements and Disclosures to clarify the application of existing fair value measurements and disclosures, including the requirement to disclose quantitative information about the unobservable inputs used in a fair value measurement that is categorized within Level 3 of the fair value hierarchy. The adoption of these amendments in 2012 did not have a material effect on the Plan's financial statements.

2. Summary of Significant Accounting Policies, continued

Recent Accounting Pronouncements, continued

In April 2013, the FASB issued ASU 2013-07, Liquidation Basis of Accounting. ASU 2013-07 addresses when it is appropriate to apply, or how to apply, liquidation basis of accounting. ASU 2013-07 is effective for entities that determine liquidation is imminent during annual reporting periods beginning after December 31, 2013. We do not expect that the adoption of this guidance will have a material effect on the Plan's financial statements.

3. Investments

The following individual investments each represent five percent or more of the Plan's net assets at December 31, 2012 and 2011:

	2012	2011
Guaranteed Income Fund	$ 7,117,622	$ 6,406,802
PIMCO Total Return A	4,525,768	3,900,801
JP Morgan US Equity CL A	2,386,883	2,194,706
Europacific Growth R3	2,923,952	2,157,406
Dreyfus S&P 500 Index Fund	2,319,234	2,150,947
Wells Fargo Advantage Growth CL A	2,105,814	1,655,333
Invesco Small Co. Fd. A	1,649,987	1,641,263
Investments less than 5% of the Plan's net assets	2,628,145	1,601,389
Total Investments	$ 25,657,405	$ 21,708,647

During the years ended December 31, 2012 and 2011, the Plan's investments in registered investment companies (mutual funds, including realized gains and losses on investments bought and sold, as well as changes in the value of investments held during the year) appreciated (depreciated) by $2,104,294 and ($103,346), respectively.

4. Fair Value Measurements

The Plan follows ASC Topic 820, Fair Value Measurements and Disclosures. ASC Topic 820 establishes a framework for measuring fair value, which provides a hierarchy that categorizes the inputs to valuation techniques that are used to measure fair value into three levels. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (level 1 measurements) and the lowest priority to unobservable inputs (level 3 measurements). The three levels of the fair value hierarchy under ASC Topic 820 are described below:

- Level 1 includes observable inputs which reflect quoted prices for identical assets or liabilities in active markets at the measurement date.
- Level 2 includes observable inputs for assets or liabilities other than quoted prices included in Level 1 and it includes valuation techniques which use prices for similar assets and liabilities in active or inactive markets, inputs other than quoted prices that are observable for the asset or liability, or inputs that are derived principally from or corroborated by observable market data by correlation or other means. If the asset or liability has a specified (contractual) term, the Level 2 input must be observable for substantially the full term of the asset or liability.
- Level 3 includes unobservable inputs which reflect the reporting entity's estimates of the assumptions that market participants would use in pricing the asset or liability, including assumptions about risk.

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. There have been no changes in the methodologies used at December 31, 2012 or 2011.

Continued

4. Fair Value Measurements, continued

In determining the fair value of the assets and liabilities, the Plan generally uses two approaches, the market approach and the cost approach. The market approach uses prices and other relevant data based on market transactions involving identical or comparable assets. The cost approach is the amount that would be currently required to replace an asset and indicates the cost to the Plan to require a substitute asset.

The following is a description of the valuation methods used for assets measured at fair value at December 31, 2012 and 2011:

Registered investment companies (mutual funds): Values based on observable market quotations and are priced on a daily basis at the close of business. (Market approach)

Group annuity contract: The fair value of these securities is based on the principal invested and earnings at the contractual guaranteed interest rate. (Cost approach)

The methods described above may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, while Plan management 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.

The following table sets forth by level, within the fair value hierarchy, the Plan's investments measured at fair value on a recurring basis as of December 31, 2012:

	Fair Value Measurement at December 31, 2012			
	Level 1	**Level 2**	**Level 3**	**Total**
Mutual funds:				
Growth funds	$ 2,958,419	$ -	$ -	$ 2,958,419
Index funds	2,319,234	-	-	2,319,234
Balanced funds	7,804,309	-	-	7,804,309
Fixed income funds	4,738,165	-	-	4,738,165
Value funds	719,656	-	-	719,656
Total mutual funds	18,539,783	-	-	18,539,783
Group annuity contract	-	7,117,622	-	7,117,622
Total	$ 18,539,783	$ 7,117,622	$ -	$ 25,657,405

4. Fair Value Measurements, continued

The following table sets forth by level, within the fair value hierarchy, the Plan's investments measured at fair value on a recurring basis as of December 31, 2011:

	Fair Value Measurement at December 31, 2011			
	Level 1	Level 2	Level 3	Total
Mutual funds:				
Growth funds	$ 2,280,365	$ -	$ -	$ 2,280,365
Index funds	2,150,947	-	-	2,150,947
Balanced funds	6,729,643	-	-	6,729,643
Fixed income funds	3,956,190	-	-	3,956,190
Value funds	184,700	-	-	184,700
Total mutual funds	15,301,845	-	-	15,301,845
Group annuity contract	-	6,406,802	-	6,406,802
Total	$ 15,301,845	$ 6,406,802	$ -	$ 21,708,647

During the year ended December 31, 2012, the Company determined through additional analysis of the inputs related to the fair value measurements of its Guaranteed Annuity Contract, that the inputs were observable as they were based on published crediting rates by the investment issuer. As a result of this additional analysis, the Guaranteed Annuity Contract has been reflected as a Level 2 investment for the years ended December 31, 2012 and 2011.

5. Investment in Group Annuity Contract

The Plan invests in a benefit responsive group annuity contract with Prudential Retirement Insurance and Annuity Company ("PRIAC"). The fund invests in a group annuity insurance contract with PRIAC with the purpose to fund the guaranteed benefits for the Plan.

The group annuity contract is fully benefit-responsive, therefore, contract value is the relevant measurement attribute for that portion of the net assets available for benefits attributable to the Plan. Contract value, which estimates fair value, as reported to the Plan by PRIAC, represents contributions made under the contract, plus earnings, less participant withdrawals and administrative expenses.

The concept of a value other than contract value does not apply to this insurance company issued general account backed evergreen (no maturity date) group annuity spread product. Upon a discontinuance of the contract, contract value would be paid no later than 90 days from the date notice of discontinuance is provided. This contract's operation does not have provisions to contract at a value other than contract value. The fund is not backed by specific securities but instead backed by PRIAC's general account. As a result of the contract terms, contract value approximates fair value.

There are no reserves against contract value for credit risk of the contract issuer or otherwise. The crediting interest rate is based on a formula agreed upon with the issuer, but it may not be less than 1.50%. The crediting interest rate for the years ended December 31, 2012 and 2011 was 2.40% for each year. A single crediting rate is applied to all contributions made to the fund regardless of the timing of those contributions. Such interest rates are reviewed on a semi-annual basis. The average yield for the years ended December 31, 2012 and 2011 was 2.40% for each year.

6. Information Certified by the Trustee (Unaudited)

The Plan Administrator has elected the method of annual reporting compliance permitted by 29 CFR 2520.103-8 of the Department of Labor Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, the Plan's Trustees, Charles Schwab Trust Company and Prudential Bank & Trust, have certified that the following data included in the accompanying financial statements and supplemental schedule is complete and accurate:

a. Information in the Statements of Net Assets Available for Benefits at December 31, 2012 and 2011:

	2012	2011
Registered investment companies (mutual funds)	$ 18,539,783	$ 15,301,845
Guaranteed annuity contract, at contract value	7,117,622	6,406,802
Total investments	$ 25,657,405	$ 21,708,647
Participant notes receivable	$ 1,071,467	$ 1,113,942

b. Information in the Statements of Changes in Net Assets Available for Benefits for the years ended December 31, 2012 and 2011:

	2012	2011
Investment income:		
Interest and dividends	446,473	$ 384,659
Net appreciation (depreciation) in fair value of investments	2,104,294	(103,346)
Total investment income	$ 2,550,767	$ 281,313
Interest income from participant notes receivable	$ 53,255	$ 56,597

c. All information included in Schedule H, Line 4i – Assets Held (At End of Year) at December 31, 2012, as shown in the supplemental schedule.

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 schedule.

7. 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 for the years ended December 31, 2012 and 2011:

	2012	2011
Net assets available for benefits per the financial statements	$ 26,797,127	$ 22,822,589
Excess contributions payable	12,148	-
Contributions receivable	(80,403)	-
Net assets available for benefits per Form 5500	$ 26,728,872	$ 22,822,589

7. Reconciliation of Financial Statements to Form 5500, continued

The following is a reconciliation of the net (decrease) increase in net assets available for benefits per the financial statements to the Form 5500 for the years ended December 31, 2012 and 2011:

	2012	2011
Net (decrease) increase per the financial statements	$ 3,974,538	$ (1,690,865)
Excess contributions payable, current year	12,148	-
Excess contributions payable, prior year	-	(20,701)
Less: contributions receivable	(80,403)	-
Less: adjustment from contract value to fair value for fully benefit-responsive investment contracts, prior year	-	(170,758)
Other	-	3,632
Net (decrease) increase per Form 5500	$ 3,906,283	$ (1,878,692)

8. Tax Status

The Plan obtained its latest opinion letter on March 31, 2008, in which the Internal Revenue Service stated that the Plan, as then designed, was in compliance with the applicable requirements of the Internal Revenue Code. The Plan has been amended since the receipt of the determination letter, however, the Plan administrator believes the Plan, as amended, is currently designed and being operated in compliance with the applicable requirements of the Internal Revenue Code.

9. Plan Termination

Although it has not expressed any intent to do so, the Company 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 of plan termination, participants will become one hundred percent vested in their accounts including unvested employer contributions.

10. Subsequent Events

Plan management has evaluated all subsequent events through October 14, 2013, the issuance date of the report, and has concluded that there are no significant events to be reported.

SUPPLEMENTAL SCHEDULE

TRIMAC TRANSPORTATION, INC. 401(K) PROFIT SHARING PLAN

SCHEDULE H, Line 4i – SCHEDULE OF ASSETS (HELD AT END OF YEAR)

DECEMBER 31, 2012

EIN: 76-1264794
PN: 001

(a)	(b) Identity of Issue, Borrower, Lessor or Similar Party	(c) Description of Investment, Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	(e) Current Value***	
**	Prudential Investments	Common Collective Trust– Group Annuity Contract	$ 7,117,622	*
	PIMCO	Mutual Fund – Total Return Fund A	4,525,768	*
	American Funds	Mutual Fund – Europacific Growth R3	2,923,952	*
	J.P. Morgan Funds	Mutual Fund – U.S. Equity A	2,386,883	*
	The Dreyfus Corporation	Mutual Fund – S&P 500 Index	2,319,234	*
	Wells Fargo Advantage Funds	Mutual Fund – Advantage Growth Fund A	2,105,814	*
	Invesco Funds Group	Mutual Fund – Small Companies A	1,649,987	*
	DWS Investments	Mutual Fund – RREEF Real Estate Securities A	833,662	
	Columbia	Mutual Fund – Acorn International A	577,535	
	Invesco Funds Group	Mutual Fund- Diversified Dividend Instl.	459,483	
	Delaware Investments	Mutual Fund- Small Cap Value A	140,060	
	Eagle Funds	Mutual Fund- Small Cap Growth R5	138,334	
	Goldman Sachs Funds	Mutual Fund- Growth Opportunities A	136,736	
	RidgeWorth Investments	Mutual Fund- Mid-Cap Value Equity I	117,176	
	Invesco Funds Group	Mutual Fund- High Yield A	73,970	
	Fidelity Investments	Mutual Fund- Advisor Emerging Markets Inc I	72,778	
	J.P. Morgan Funds	Mutual Fund- Government Bond A	51,565	
	BlackRock	Mutual Fund- Inflation Protected Bond Inv A	13,744	
	The Oakmark Funds	Mutual Fund- Equity & Income II	9,825	
	The Dreyfus Corporation	Mutual Fund – Opportunity Mid-Cap Value	2,937	
	Oppenheimer Funds	Mutual Fund- International Bond A	340	
**	Participant loans	Notes receivable bearing interest at rates ranging from 4.18% to 9.13% per year.	1,071,467	
	Total assets held for investment purposes		$ 26,728,872	

* Represents investments comprising at least 5% of net assets available for benefits.
** Represents a party-in-interest, as defined by ERISA.
*** Cost information is not presented because all investments are participant directed.