Form 5500

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Annual Return/Report of Employee Benefit Plan

This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), 6057(b), and 6058(a) of the Internal Revenue Code (the Code).

▶ **Complete all entries in accordance with the instructions to the Form 5500.**

OMB Nos. 1210-0110
1210-0089

2012

This Form is Open to Public Inspection

Part I Annual Report Identification Information

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

A This return/report is for:
- [ ] a multiemployer plan;
- [ ] a multiple-employer plan; or
- [X] a single-employer plan;
- [ ] a DFE (specify) ____

B This return/report is:
- [ ] the first return/report;
- [ ] the final return/report;
- [ ] an amended return/report;
- [ ] a short plan year return/report (less than 12 months).

C If the plan is a collectively-bargained plan, check here. . . . . ▶ [ ]

D Check box if filing under:
- [X] Form 5558;
- [ ] automatic extension;
- [ ] the DFVC program;
- [ ] special extension (enter description)

Part II Basic Plan Information—enter all requested information

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

1b Three-digit plan number (PN) ▶ 001

1c Effective date of plan 04/01/1984

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

ROADRUNNER TRANSPORTATION SERVICES, INC.

PO BOX 8903
CUDAHY, WI 53110

4900 S PENNSYLVANIA AVE
CUDAHY, WI 53110

2b Employer Identification Number (EIN)
39-1452112

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

2d Business code (see instructions)
484120

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

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

SIGN HERE	Filed with authorized/valid electronic signature.	10/15/2013	PAUL HOFF
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

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

Preparer's telephone number (optional)

3a	Plan administrator's name and address [X] Same as Plan Sponsor Name [ ] Same as Plan Sponsor Address	**3b**	Administrator's EIN
		3c	Administrator's telephone number
4	If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report:	**4b**	EIN
a	Sponsor's name	**4c**	PN

5	Total number of participants at the beginning of the plan year	**5**	1553
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**	1847
b	Retired or separated participants receiving benefits	**6b**	0
c	Other retired or separated participants entitled to future benefits	**6c**	138
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	1985
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	1
f	Total. Add lines **6d** and **6e**	**6f**	1986
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	991
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	12
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 2S 3F 3D

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)	[ ]	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)	[ ]	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)	[ ]	**A** (Insurance Information)
(4)	[X]	**C** (Service Provider Information)
(5)	[X]	**D** (DFE/Participating Plan Information)
(6)	[ ]	**G** (Financial Transaction Schedules)

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
ROADRUNNER TRANSPORTATION SYSTEMS, INC. 401(K) PLAN

B Three-digit plan number (PN) ▶ 001

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

D Employer Identification Number (EIN)
39-1452112

Part I Service Provider Information (see instructions)

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

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

AMERICAN CENTURY INVESTMENTS

44-6006315

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

ARTISAN

39-1811840

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

DIMENSIONAL FUND ADVISORS

22-2370029

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

DODGE & COX

94-1441976

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

MANNING & NAPIER

16-0995736

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

NUVEEN

36-3817266

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

PIMCO FUNDS

95-2632339

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

SCHWAB FUNDS

94-3106735

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

T ROWE PRICE

52-2264646

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

VANGUARD

23-1945930

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

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

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

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

WELLS FARGO BANK, N.A.

94-1347393

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
15 21 19 37 50 52 62 64	SERVICE PROVIDER	76809	Yes [X] No [ ]	Yes [X] No [ ]	0	Yes [ ] No [X]

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

DIMEO SCHNEIDER & ASSOCIATES

36-4001764

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
16 50	SERVICE PROVIDER	51085	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

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

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

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

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

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

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

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

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

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

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

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

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

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

Part III Termination Information on Accountants and Enrolled Actuaries (see instructions)

(complete as many entries as needed)

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE D (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

DFE/Participating Plan Information

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).

▶ **File as an attachment to Form 5500.**

OMB No. 1210-0110

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
ROADRUNNER TRANSPORTATION SYSTEMS, INC. 401(K) PLAN

B Three-digit plan number (PN) ▶ 001

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

D Employer Identification Number (EIN)
39-1452112

Part I **Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs)**
(Complete as many entries as needed to report all interests in DFEs)

a Name of MTIA, CCT, PSA, or 103-12 IE: WELLS FARGO STABLE RETURN FUND N60

b Name of sponsor of entity listed in (a): WELLS FARGO BANK, N.A.

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
52-2251407-001	C	4279968

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

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

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

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

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

SCHEDULE H (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Financial Information

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code).

▶ **File as an attachment to Form 5500.**

OMB No. 1210-0110

2012

This Form is Open to Public Inspection

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

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

B Three-digit plan number (PN) ▶ 001

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

D Employer Identification Number (EIN)
39-1452112

Part I Asset and Liability Statement

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

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		4386
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)		
(2) Participant contributions	1b(2)		
(3) Other	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)		
(2) U.S. Government securities	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)	1099307	1614686
(9) Value of interest in common/collective trusts	1c(9)	3117852	4279968
(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)	16789021	31239988
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)		

		(a) Beginning of Year	(b) End of Year
1d Employer-related investments:			
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	21006180	37139028
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	21006180	37139028

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)	1079140	
(B) Participants	2a(1)(B)	3019240	
(C) Others (including rollovers)	2a(1)(C)	187743	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		4286123
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)	68296	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		68296
(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)	416113	
(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		416113
(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)		-24007
(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)		3120840
c Other income	2c		
d Total income. Add all **income** amounts in column (b) and enter total	2d		7867365
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	4126087	
(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)		4126087
f Corrective distributions (see instructions)	2f		22252
g Certain deemed distributions of participant loans (see instructions)	2g		
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)	115594	
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		115594
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		4263933
Net Income and Reconciliation			
k Net income (loss). Subtract line **2j** from line **2d**	2k		3603432
l Transfers of assets:			
(1) To this plan	2l(1)		12529416
(2) From this plan	2l(2)		

Part III Accountant's Opinion

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

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

(1) [ ] Unqualified **(2)** [ ] Qualified **(3)** [X] Disclaimer **(4)** [ ] Adverse

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

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

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

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

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

Part IV Compliance Questions

4 CCTs and PSAs do not complete Part IV. MTIAs, 103-12 IEs, and GIAs do not complete 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		23066
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		1500000
f	Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?	4f		X	
g	Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?	4g		X	
h	Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?	4h		X	
i	Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	4i	X		
j	Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)	4j		X	
k	Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?	4k		X	
l	Has the plan failed to provide any benefit when due under the plan?	4l		X	
m	If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	4m		X	
n	If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.	4n			

5a Has a resolution to terminate the plan been adopted during the plan year or any prior plan year? ☐ **Yes** ☒ **No**

If "Yes," enter the amount of any plan assets that reverted to the employer this year **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
ROADRUNNER TRANSPORTATION SYSTEMS, INC. 401(K) PLAN

B Three-digit plan number (PN) ▶ 001

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

D Employer Identification Number (EIN)
39-1452112

Part I Distributions

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

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions **1** 0

2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits):

EIN(s): 41-6257133

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):

ROADRUNNER TRANSPORTATION SYSTEMS, INC. 401(K) PLAN

Cudahy, Wisconsin

FINANCIAL STATEMENTS AND
SUPPLEMENTAL SCHEDULES

Including Independent Auditors' Report

As of December 31, 2012 and 2011
and for the Year Ended December 31, 2012

ROADRUNNER TRANSPORTATION SYSTEMS, INC. 401(K) PLAN

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Note: Supplemental schedules required by the Employee Retirement Income Security Act of 1974 not included as part of these statements are not applicable to the Roadrunner Transportation Systems, Inc. 401(k) Plan.

BAKER TILLY

Baker Tilly Virchow Krause, LLP
777 E Wisconsin Ave, 32nd Floor
Milwaukee, WI 53202-5313
tel 414 777 5500
fax 414 777 5555
bakertilly.com

INDEPENDENT AUDITORS' REPORT

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

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of Roadrunner Transportation Systems, Inc. 401(k) Plan (the "Plan"), which comprise the statements of net assets available for benefits as of December 31, 2012 and 2011, the related statement of changes in net assets available for benefits for the year ended December 31, 2012, 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.

Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on conducting the audits 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, 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 ("DOL") 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 investment information summarized in Note 3, which was certified by Wells Fargo Bank, N.A., the trustee of the Plan, except for comparing such information with the related information included in the financial statements and supplemental schedule. We have been informed by the plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from the trustee, as of December 31, 2012 and 2011 and for the year ended December 31, 2012, 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. The supplemental schedules, as defined in the table of contents, 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 DOL's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, it is inappropriate to and we do not express an opinion on the supplemental schedules, referred to above.

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

The form and content of the information included in the financial statements and supplemental schedules, other than that derived from the information certified by the 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 DOL's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

Baker Tilly Virchow Krause, LLP

Milwaukee, Wisconsin
October 10, 2013

ROADRUNNER TRANSPORTATION SYSTEMS, INC. 401(K) PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
As of December 31, 2012 and 2011

ASSETS

	2012	2011
Cash	$ 4,386	$ -
Investments - at fair value		
Common collective trust fund	4,279,968	3,117,852
Target date collective trust funds	8,652,368	5,612,513
Fixed income mutual funds	4,540,744	2,122,216
Real estate mutual fund	939,989	429,862
Domestic equity mutual funds	13,392,152	6,617,589
International equity mutual funds	3,714,735	2,006,841
Total Investments - At Fair Value	35,519,956	19,906,873
Notes receivable from participants	1,614,686	1,099,307
NET ASSETS REFLECTING INVESTMENTS AT FAIR VALUE	37,139,028	21,006,180
Adjustment from fair value to contract value for investment in common collective trust fund related to fully benefit-responsive investment contracts	(120,726)	(77,941)
NET ASSETS AVAILABLE FOR BENEFITS	$ 37,018,302	$ 20,928,239

See accompanying notes to financial statements.

ROADRUNNER TRANSPORTATION SYSTEMS, INC. 401(K) PLAN

STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
For the Year Ended December 31, 2012

ADDITIONS	
Contributions	
Participants'	$ 3,019,240
Rollovers	187,743
Company	1,079,140
Total Contributions	4,286,123
Investment income	
Net appreciation in fair value of investments	3,054,048
Interest and dividends from investments	416,113
Total investment income	3,470,161
Interest on notes receivable from participants	68,296
Total Additions	7,824,580
DEDUCTIONS	
Benefits paid to participants	4,148,339
Administrative expenses	115,594
Total Deductions	4,263,933
Net increase prior to transfers	3,560,647
Transfers from affiliated plans in connection with mergers	12,529,416
Net increase	16,090,063
NET ASSETS AVAILABLE FOR BENEFITS	
Beginning of year	20,928,239
End of year	$ 37,018,302

See accompanying notes to financial statements.

NOTE 1 - Description of the Plan

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

General

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

Contributions

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

Participants may elect to make salary reduction (deferral) contributions to the Plan subject to Plan and Internal Revenue Service ("IRS") limitations. Participant rollover contributions from other plans are also permitted. The Company makes discretionary matching contributions which are a uniform percentage of participant salary reductions. The percentage of Company contributions is determined each year by the Company. For the year ended December 31, 2012, the Company matched 50% of employee contributions up to 6% of eligible compensation, as defined. No discretionary matching contributions were made for the year ended December 31, 2011. Contributions are subject to certain limitations.

Participant Accounts

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

Investment Options

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

NOTE 1 - Description of the Plan (cont.)

Notes Receivable to Participants

Participants may request a loan against their respective accounts of a minimum of $500 or a maximum equal to the lesser of $50,000 or 50% of the value of their vested account balance, reduced by any outstanding note balances. The rate of interest charged on participant notes is determined by the Plan's administrative committee. The interest rates on participant notes ranged from 4.25% to 8.25% and from 4.25% to 9.25% as of December 31, 2012 and 2011, respectively. The Plan provides for a maximum note period of 5 years (15 years if loan proceeds are used to acquire a primary residence, as defined in the loan policy). The notes are collateralized by the participant's account balance. Principal and interest are paid ratably through weekly, biweekly, and semi-monthly payroll deductions.

Vesting

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

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

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

Forfeitures

Forfeitures of Company contributions from nonvested terminated participants are used to reduce either Plan expenses or the contributions that the Company would otherwise contribute in the year of forfeiture. No forfeitures were used to reduce plan fees during the year ended December 31, 2012. No forfeitures were used to reduce Company contributions during the year ended December 31, 2012. As of December 31, 2012 and 2011, there were $13,126 and $5 of forfeitures available to reduce future plan expenses or Company contributions, respectively.

Payment of Benefits

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

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

NOTE 1 - Description of the Plan (cont.)

Administrative Expenses

Plan administrative fees are charged to participants' accounts.

Plan Termination

Although it has not expressed any intent to do so, the Company has the right under the Plan to terminate the Plan subject to the provisions of ERISA. In the event of plan termination, participants will become fully vested in their accounts.

NOTE 2 - Summary of Significant Accounting Policies

Basis of Accounting and Use of Estimates

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

Investment Valuation and Income Recognition

The Plan's investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See Note 4 for discussion of fair value measurements.

As of December 31, 2012 and 2011 the Plan held investments in the Wells Fargo Stable Return Fund N60 (the "Stable Value Fund"). The Stable Value Fund consists of benefit-responsive investment contracts. Benefit-responsive investment contracts held by a defined-contribution plan are required to be reported at fair value. However, contract value is the relevant measurement attribute for that portion of the net assets available for benefits of a defined-contribution plan attributable to fully benefit-responsive investment contracts, because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the Plan. Contract value represents contributions made under the contract, plus earnings (accrued interest) less participant withdrawals and expenses. The statement of net assets available for benefits presents the fair value of the investment in the common collective trust, as well as the adjustment of the investment in the common collective trust from fair value to contract value. The statement of changes in net assets available for benefits is prepared on a contract value basis.

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

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

Investment in Stable Value Fund

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

The interest crediting rate is the periodic interest rate accrued to participants and is either set at the beginning of the contract and held constant, or reset periodically to reflect the performance of the underlying securities. Traditional GICs do not reset their crediting rates as they provide a fixed rate of interest over the term to maturity of the contract. Synthetic GICs are designed to reset their respective crediting rates typically on a quarterly basis and cannot credit interest at a rate less than zero percent. Synthetic GICs will track current market yields on a trailing basis. The rate reset allows the contract value of the portfolio to converge to the market value over time. Variables impacting future crediting rates on synthetic GICs include current yield of the assets backing the wrap contracts, duration of the assets backing the wrap contracts, and existing differences between the market values of assets backing wrap contracts and the contract values of the wrap contracts.

The crediting interest rate for the Stable Return Fund was 1.95% and 2.33% as of December 31, 2012, and 2011, respectively. The crediting interest rates on the underlying investments are reviewed periodically for resetting. The average yield of the Stable Return Fund was 0.94% and 1.56% as of December 31, 2012, and 2011, respectively. GICs generally do not permit issuers to terminate the agreement prior to the scheduled maturity date.

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

Notes Receivable from Participants

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

Risks and Uncertainties

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

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

Payment of Benefits

Benefits are recorded when paid. There were no benefit payments requested and unprocessed as of December 31, 2012 and 2011.

Subsequent Events

Management has evaluated the impact of all subsequent events through October 10, 2013, the date the Plan's financial statements were available to be issued, and determined that all subsequent events have been appropriately recognized and disclosed in the accompanying financial statements.

NOTE 3 - Information Prepared and Certified by Trustee - Unaudited

The following information (unaudited) included in the accompanying financial statements and supplemental schedules was obtained from data that has been prepared and certified to as complete and accurate by Wells Fargo Bank, N.A., the trustee of the Plan's assets.

	2012		2011	
Cash	$ 4,386		$ -	
Investments - at fair value				
Common collective trust fund				
Wells Fargo Stable Return Fund N60	4,279,968	*	3,117,852	*
Target date collective trust funds				
Schwab Managed Retirement Trust Fund 2010	1,742,417		498,484	
Schwab Managed Retirement Trust Fund 2020	2,845,074	*	2,124,755	*
Schwab Managed Retirement Trust Fund 2030	2,384,361	*	1,708,185	*
Schwab Managed Retirement Trust Fund 2040	919,315		726,369	
Schwab Managed Retirement Trust Fund 2050	546,737		501,327	
Schwab Managed Retirement Trust Income Fund	214,464		53,393	
Total target date collective trust funds	8,652,368		5,612,513	

(continued)

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

	2012		2011	
Fixed income mutual funds				
Pimco Real Return Fund	$ 1,384,219		$ 950,922	
Pimco Total Return Fund	3,156,525	*	1,171,294	*
Total fixed income mutual funds	4,540,744		2,122,216	
Real estate mutual fund				
Nuveen Real Estate Securities Fund	939,989		429,862	
Domestic equity mutual funds				
Dodge & Cox Stock Fund	2,470,283	*	650,764	
T. Rowe Price Mid Cap Growth Adv Fund	1,241,236		769,540	
T. Rowe Price New Era Fund	453,638		403,958	
Artisan Mid Cap Value Fund	1,727,077		865,791	
American Century Growth Inv Fund	2,072,558	*	771,440	
Vanguard Mid Cap Index Signal Fund	1,252,290		699,577	
Vanguard Small Cap Index Signal Fund	1,989,493	*	1,200,092	*
Vanguard 500 Index Signal Fund	2,185,577	*	1,256,427	*
Total domestic equity mutual funds	13,392,152		6,617,589	
International equity mutual funds				
DFA Emerging Markets Value Fund	1,309,823		1,011,494	
Manning & Napier World Opportunities Fund	2,404,912	*	995,347	
Total international equity mutual funds	3,714,735		2,006,841	
Total Investments - at fair value	$ 35,519,956		$ 19,906,873	
Notes receivable from participants	$ 1,614,686		$ 1,099,307	

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

	2012	2011
Shares of common collective trust fund		
Wells Fargo Stable Return Fund N60 - at fair value	$ 4,279,968	$ 3,117,852
Adjustment to contract value	(120,726)	(77,941)
Wells Fargo Stable Return Fund N60 - at contract value	$ 4,159,242	$ 3,039,911

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

During the year ended December 31, 2012, the net appreciation in fair value of the Plan's investments (including gains and losses on investments bought, sold, and held during the year) and the Plan's investment earnings are summarized as follows:

Common collective trust funds	$ 53,934
Target date collective trust funds	912,041
Mutual funds	2,088,073
Net appreciation in fair value of investments	3,054,048
Interest and dividends	416,113
Net investment income	3,470,161
Interest on notes receivable from participants	$ 68,296

NOTE 4 - Fair Value Measurements

The Plan follows U.S. GAAP for measuring, reporting, and disclosing fair value. These standards apply to all assets and liabilities that are measured, reported, and/or disclosed on a fair value basis.

The fair value hierarchy ranks the quality and reliability of the information used to determine fair values. Assets and liabilities measured, reported and/or disclosed at fair value will be classified and disclosed in one of the following three categories:

Level 1 - Quoted market prices in active markets for identical assets or liabilities.

Level 2 - Observable market based inputs or unobservable inputs that are corroborated by market data.

Level 3 - Unobservable inputs that are not corroborated by market data.

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 maximize the use of relevant observable inputs and minimize the use of unobservable inputs.

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

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

NOTE 4 - Fair Value Measurements (cont.)

The following tables present the balances of assets and liabilities measured at fair value on a recurring basis by level within the hierarchy.

	December 31, 2012			
	Level 1	Level 2	Level 3	Total
Common collective trust fund	$ -	$ 4,279,968	$ -	$ 4,279,968
Target date collective trust funds	-	8,652,368	-	8,652,368
Fixed income mutual funds	4,540,744	-	-	4,540,744
Real estate mutual fund	939,989	-	-	939,989
Domestic equity mutual funds	13,392,152	-	-	13,392,152
International equity mutual funds	3,714,735	-	-	3,714,735
Total investments at fair value	$ 22,587,620	$ 12,932,336	$ -	$ 35,519,956

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

The following methods and assumptions were used to estimate the fair value for each class of financial instrument measured at fair value. There has been no changes in the methodologies used as of December 31, 2012 and 2011.

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

NOTE 4 - Fair Value Measurements (cont.)

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

Mutual funds: Mutual funds are classified as Level 1 if they are traded in an active market for which closing prices are readily available.

NOTE 5 - Parties In Interest

Certain Plan investments are managed by Wells Fargo Bank, N.A., the trustee of the Plan's investment assets as of December 31, 2012 and December 31, 2011, and therefore, these transactions qualify as party-in-interest transactions. A portion of the fees paid by the Plan for administrative services are with the trustee and are party in interest transactions.

Additional amounts charged for investment management fees were netted against investment income for the year ended December 31, 2012. The Plan allows participants to obtain loans from the Plan, which are also considered party-in-interest transactions. These transactions are not, however, considered prohibited transactions under ERISA regulations.

NOTE 6 - Tax Status

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

U.S. GAAP requires the Plan's management to evaluate uncertain tax positions taken by the Plan. The financial statement effects of a tax position are recognized when the position is more likely than not, based on the technical merits to be sustained upon examination by the IRS. The plan administrator has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2012 and 2011, there were no uncertain positions taken or expected to be taken. The Plan has recognized no interest or penalties related to uncertain tax positions. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The plan administrator believes the Plan is no longer subject to income tax examinations for tax returns filed for years prior to 2009.

NOTE 7 - Reconciliation of Financial Statements to Form 5500, Schedule H

The following is a reconciliation of the net assets available for benefits as reported in the financial statements to the net assets reported on line 1(l) of the 2012 Form 5500 Schedule H, Part I:

	2012	2011
Net assets available for benefits as reported in the financial statements	$ 37,018,302	$ 20,928,239
Adjustment to fair value from contract value for investment in common collective trust fund relating to fully benefit-responsive investment contracts	120,726	77,941
Net assets as reported on the Form 5500	$ 37,139,028	$ 21,006,180

The following is a reconciliation of the net increase in net assets available for benefits as reported in the financial statements to the net income reported on line 2(k) of the 2012 Form 5500, Schedule H, Part II:

	2012
Net increase in net assets available for benefits as reported in the financial statements	$ 16,090,063
Change in adjustment to fair value from contract value for investment in common collective trust fund relating to fully benefit-responsive investment contracts	42,785
Net income as reported on the Form 5500	$ 16,132,848

NOTE 8 - Plan Mergers

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

Prime Distribution Services, Inc. 401(k) Plan	$ 2,166,174
Group Transportation Services 401(k) Profit Sharing Plan	1,746,152
MESCA Freight Service, LLC 401(k) Plan	2,437,384
Sargent Trucking, Inc. 401(k) Plan	1,972,140
Morgan Southern, Inc. 401(k) Plan	2,876,563
M. Bruenger & Company Profit Sharing Plan	1,331,003
Total	$ 12,529,416

During 2013, the net assets of CTW Transport, Inc. 401(k) Retirement Plan, D&E Transport, Inc. 401(k) Savings Plan, Capital Transportation Logistics 401(k) Profit Sharing Plan and Trust, and Expedited Freight Systems, Inc. Retirement Savings Plan were merged with and into the Plan. The total net assets merged with and into the Plan during 2013 totaled approximately $3,500,000.

SUPPLEMENTAL SCHEDULES

ROADRUNNER TRANSPORTATION SYSTEMS, INC. 401(K) PLAN

FORM 5500, SCHEDULE H, PART IV, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)
Plan 001
EIN 39-1452112
As of December 31, 2012

(a)	(b) Identity of Issue, Borrower, Lessor, or Similar Party	(c) Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	(d) Cost	(e) Current Value
	Cash			$ 4,386
	Common Collective Trust Fund			
*	Wells Fargo	Wells Fargo Stable Return Fund N60	**	4,279,968
	Target Date Collective Trust Funds			
	Schwab Funds	Schwab Managed Retirement Trust Fund 2010	**	1,742,417
	Schwab Funds	Schwab Managed Retirement Trust Fund 2020	**	2,845,074
	Schwab Funds	Schwab Managed Retirement Trust Fund 2030	**	2,384,361
	Schwab Funds	Schwab Managed Retirement Trust Fund 2040	**	919,315
	Schwab Funds	Schwab Managed Retirement Trust Fund 2050	**	546,737
	Schwab Funds	Schwab Managed Retirement Trust Income Fund	**	214,464
	Total Target Date Collective Trust Funds			8,652,368
	Fixed Income Mutual Funds			
	Pimco Funds	Pimco Real Return Fund	**	1,384,219
	Pimco Funds	Pimco Total Return Fund	**	3,156,525
	Total Fixed income mutual funds			4,540,744
	Real Estate Mutual Fund			
	Nuveen Investments	Nuveen Real Estate Securities Fund	**	939,989
	Domestic Equity Mutual Funds			
	Dodge & Cox Funds	Dodge & Cox Stock Fund	**	2,470,283
	T. Rowe Price Funds	T. Rowe Price Mid Cap Growth Adv Fund	**	1,241,236
	T. Rowe Price Funds	T. Rowe Price New Era Fund	**	453,638
	Artisan Funds	Artisan Mid Cap Value Fund	**	1,727,077
	American Funds	American Century Growth Inv Fund	**	2,072,558
	Vanguard Funds	Vanguard Mid Cap Index Signal Fund	**	1,252,290
	Vanguard Funds	Vanguard Small Cap Index Signal Fund	**	1,989,493
	Vanguard Funds	Vanguard 500 Index Signal Fund	**	2,185,577
	Total Domestic Equity Mutual Funds			13,392,152

(continued)

ROADRUNNER TRANSPORTATION SYSTEMS, INC. 401(K) PLAN

FORM 5500, SCHEDULE H, PART IV, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)
Plan 001
EIN 39-1452112
As of December 31, 2012

(a)	(b) Identity of Issue, Borrower, Lessor, or Similar Party	(c) Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	(d) Cost	(e) Current Value
	International Equity Mutual Funds			
	Dimensional Fund Advisors	DFA Emerging Markets Value Fund	**	1,309,823
	Manning & Napier	Manning & Napier World Opportunities Fund	**	2,404,912
	Total International Equity Mutual Funds			3,714,735
*	Notes Receivable From Participants	Various participants, interest rates range from 4.25% to 8.25%, due at various dates	$-0-	1,614,686
	Total Assets (Held at End of Year)			$ 37,139,028

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

This schedule has been prepared based on information certified as complete and accurate by Wells Fargo Bank, N.A., the trustee of the Plan.

ROADRUNNER TRANSPORTATION SYSTEMS, INC. 401(K) PLAN

FORM 5500, SCHEDULE H, PART IV, LINE 4a - SCHEDULE OF DELINQUENT PARTICIPANT CONTRIBUTIONS
Plan 001
EIN 39-1452112
For the Year Ended December 31, 2012

Participant Contributions Transferred Late to Plan				Totals that Constitute Nonexempt Prohibited Transactions			
Amount Withheld	Date Withheld	Date Remitted	Check here if participant loan repayments are included	Contributions not Corrected	Contributions Corrected Outside the VFCP	Contributions Pending Correction in VFCP	Total Fully Corrected Under VFCP and PTE 2002-51
$ 36	1/3/12	2/8/12	☐	$ -	$ -	$ 36	$ -
36	2/28/12	4/24/12	☐	-	-	36	-
11,574	7/6/12	8/1/12	☐	-	-	11,574	-
11,420	7/20/12	7/31/12	☐	-	-	11,420	-

ROADRUNNER TRANSPORTATION SYSTEMS, INC. 401(K) PLAN

FORM 5500, SCHEDULE H, PART IV, LINE 4a - SCHEDULE OF DELINQUENT PARTICIPANT CONTRIBUTIONS
Plan 001
EIN 39-1452112
For the Year Ended December 31, 2012

Participant Contributions Transferred Late to Plan				Totals that Constitute Nonexempt Prohibited Transactions			
Amount Withheld	Date Withheld	Date Remitted	Check here if participant loan repayments are included	Contributions not Corrected	Contributions Corrected Outside the VFCP	Contributions Pending Correction in VFCP	Total Fully Corrected Under VFCP and PTE 2002-51
$ 36	1/3/12	2/8/12	☐	$ -	$ -	$ 36	$ -
36	2/28/12	4/24/12	☐	-	-	36	-
11,574	7/6/12	8/1/12	☐	-	-	11,574	-
11,420	7/20/12	7/31/12	☐	-	-	11,420	-

ROADRUNNER TRANSPORTATION SYSTEMS, INC. 401(K) PLAN

FORM 5500, SCHEDULE H, PART IV, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)
Plan 001
EIN 39-1452112
As of December 31, 2012

(a)	(b) Identity of Issue, Borrower, Lessor, or Similar Party	(c) Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	(d) Cost	(e) Current Value
	Cash			$ 4,386
	Common Collective Trust Fund			
*	Wells Fargo	Wells Fargo Stable Return Fund N60	**	4,279,968
	Target Date Collective Trust Funds			
	Schwab Funds	Schwab Managed Retirement Trust Fund 2010	**	1,742,417
	Schwab Funds	Schwab Managed Retirement Trust Fund 2020	**	2,845,074
	Schwab Funds	Schwab Managed Retirement Trust Fund 2030	**	2,384,361
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	Schwab Funds	Schwab Managed Retirement Trust Income Fund	**	214,464
	Total Target Date Collective Trust Funds			8,652,368
	Fixed Income Mutual Funds			
	Pimco Funds	Pimco Real Return Fund	**	1,384,219
	Pimco Funds	Pimco Total Return Fund	**	3,156,525
	Total Fixed income mutual funds			4,540,744
	Real Estate Mutual Fund			
	Nuveen Investments	Nuveen Real Estate Securities Fund	**	939,989
	Domestic Equity Mutual Funds			
	Dodge & Cox Funds	Dodge & Cox Stock Fund	**	2,470,283
	T. Rowe Price Funds	T. Rowe Price Mid Cap Growth Adv Fund	**	1,241,236
	T. Rowe Price Funds	T. Rowe Price New Era Fund	**	453,638
	Artisan Funds	Artisan Mid Cap Value Fund	**	1,727,077
	American Funds	American Century Growth Inv Fund	**	2,072,558
	Vanguard Funds	Vanguard Mid Cap Index Signal Fund	**	1,252,290
	Vanguard Funds	Vanguard Small Cap Index Signal Fund	**	1,989,493
	Vanguard Funds	Vanguard 500 Index Signal Fund	**	2,185,577
	Total Domestic Equity Mutual Funds			13,392,152

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ROADRUNNER TRANSPORTATION SYSTEMS, INC. 401(K) PLAN

FORM 5500, SCHEDULE H, PART IV, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)
Plan 001
EIN 39-1452112
As of December 31, 2012

(a)	(b) Identity of Issue, Borrower, Lessor, or Similar Party	(c) Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	(d) Cost	(e) Current Value
	International Equity Mutual Funds			
	Dimensional Fund Advisors	DFA Emerging Markets Value Fund	**	1,309,823
	Manning & Napier	Manning & Napier World Opportunities Fund	**	2,404,912
	Total International Equity Mutual Funds			3,714,735
*	Notes Receivable From Participants	Various participants, interest rates range from 4.25% to 8.25%, due at various dates	$-0-	1,614,686
	Total Assets (Held at End of Year)			$ 37,139,028

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

This schedule has been prepared based on information certified as complete and accurate by Wells Fargo Bank, N.A., the trustee of the Plan.