

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 <u>01/01/2012</u> and ending <u>12/31/2012</u>	
A This return/report is for:	☐ a multiemployer plan; ☐ a multiple-employer plan; or ☒ a single-employer plan; ☐ a DFE (specify) ____
B This return/report is:	☐ the first return/report; ☐ the final return/report; ☐ an amended return/report; ☐ a short plan year return/report (less than 12 months).
C If the plan is a collectively-bargained plan, check here.	☐
D Check box if filing under:	☒ Form 5558; ☐ automatic extension; ☐ the DFVC program; ☐ special extension (enter description)

Part II	Basic Plan Information —enter all requested information
1a Name of plan <u>HORIZON LINES SAVINGS AND INVESTMENT PLAN</u>	1b Three-digit plan number (PN) ► <u>001</u> 1c Effective date of plan <u>03/01/2003</u>
2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan) <u>HORIZON LINES, LLC</u> <u>4064 COLONY ROAD</u> <u>SUITE 200</u> <u>CHARLOTTE, NC 28211</u>	2b Employer Identification Number (EIN) <u>56-2098440</u> 2c Sponsor's telephone number <u>704-973-7000</u> 2d Business code (see instructions) <u>483000</u>

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

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

SIGN HERE	<u>Filed with authorized/valid electronic signature.</u>	<u>10/17/2013</u>	<u>ROBIN MITCHELL</u>
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	<u>Filed with authorized/valid electronic signature.</u>	<u>10/17/2013</u>	<u>ROBIN MITCHELL</u>
	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		3b Administrator's EIN
		3c Administrator's telephone number
4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report: a Sponsor's name		4b EIN 4c PN
5 Total number of participants at the beginning of the plan year		5 635
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	441
b Retired or separated participants receiving benefits.....	6b	5
c Other retired or separated participants entitled to future benefits.....	6c	173
d Subtotal. Add lines 6a , 6b , and 6c	6d	619
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e	5
f Total. Add lines 6d and 6e	6f	624
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....	6g	603
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....	6h	0
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)		7
8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions: 2E 2F 2G 2J 2K 2T 3D 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) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor		9b Plan benefit arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor
10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)		
a Pension Schedules (1) ☒ R (Retirement Plan Information) (2) ☐ MB (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary (3) ☐ SB (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary		b General Schedules (1) ☒ H (Financial Information) (2) ☐ I (Financial Information – Small Plan) (3) ☐ A (Insurance Information) (4) ☒ C (Service Provider Information) (5) ☒ D (DFE/Participating Plan Information) (6) ☐ G (Financial Transaction Schedules)

SCHEDULE C (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Service Provider Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110
		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 <u>HORIZON LINES SAVINGS AND INVESTMENT PLAN</u>	B Three-digit plan number (PN) ▶ <u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>HORIZON LINES, LLC</u>	D Employer Identification Number (EIN) <u>56-2098440</u>

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)..... ☒ Yes ☐ No

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

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

04-2647786

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

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

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

STRATEGIC ADVISORS, INC.

04-2654524

(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?
27	ADVISOR	17275	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

FIDELITY INVESTMENTS INSTITUTIONAL

04-2647786

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
64 37 65 60	RECORDKEEPER	12706	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☒ No ☐

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

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

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
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
<div style="display: flex; justify-content: space-between;"> <div style="width: 60%;"> (d) Enter name and EIN (address) of source of indirect compensation </div> <div style="width: 40%;"> (e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. </div> </div>		
ARTISAN MID CAP VAL - BOSTON FINANC 330 W. 9TH STREET KANSAS CITY, MO 66160	0.40%	
<div style="display: flex; justify-content: space-between;"> <div style="width: 60%;"> (a) Enter service provider name as it appears on line 2 </div> <div style="width: 20%;"> (b) Service Codes (see instructions) </div> <div style="width: 20%;"> (c) Enter amount of indirect compensation </div> </div>		
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
<div style="display: flex; justify-content: space-between;"> <div style="width: 60%;"> (d) Enter name and EIN (address) of source of indirect compensation </div> <div style="width: 40%;"> (e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. </div> </div>		
COL/ACORN SELECT Z - COLUMBIA MGT I P.O. BOX 8081 BOSTON, MA 02266-8081	0.40%	
<div style="display: flex; justify-content: space-between;"> <div style="width: 60%;"> (a) Enter service provider name as it appears on line 2 </div> <div style="width: 20%;"> (b) Service Codes (see instructions) </div> <div style="width: 20%;"> (c) Enter amount of indirect compensation </div> </div>		
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
<div style="display: flex; justify-content: space-between;"> <div style="width: 60%;"> (d) Enter name and EIN (address) of source of indirect compensation </div> <div style="width: 40%;"> (e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. </div> </div>		
LD ABBETT SMCPVAL I - DST SYSTEMS, 43-1581814	0.10%	

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation		(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
PIM TOTAL RT INST - BOSTON FINANCIA P.O. BOX 8480 BOSTON, MA 02266	0.02%	
<hr/>		
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation		(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
TCW SM CAP GRTH I - U.S. BANCORP FU P.O. BOX 701 MILWAUKEE, WI 53201	0.35%	
<hr/>		
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation		(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
TRP EQUITY INCOME - T. ROWE PRICE S 52-2269240	0.15%	

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
3RD AV RE VALUE IS - BNY MELLON INV P.O. BOX 9793 PROVIDENCE, RI 02940	0.40%	
(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

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:

<p style="text-align: center;">SCHEDULE D (Form 5500)</p> <p style="text-align: center; font-size: small;">Department of the Treasury Internal Revenue Service</p> <hr/> <p style="text-align: center; font-size: small;">Department of Labor Employee Benefits Security Administration</p>	<p style="text-align: center;">DFE/Participating Plan Information</p> <p style="text-align: center; font-size: small;">This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).</p> <p style="text-align: center;">▶ File as an attachment to Form 5500.</p>	<p style="text-align: center; font-size: small;">OMB No. 1210-0110</p> <hr/> <p style="text-align: center; font-size: large;">2012</p> <hr/> <p style="text-align: center; font-size: small;">This Form is Open to Public Inspection.</p>
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For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

<p>A Name of plan HORIZON LINES SAVINGS AND INVESTMENT PLAN</p>	<p>B Three-digit plan number (PN) ▶ 001</p>	
<p>C Plan or DFE sponsor's name as shown on line 2a of Form 5500 HORIZON LINES, LLC</p>	<p>D Employer Identification Number (EIN) 56-2098440</p>	

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)
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a Name of MTIA, CCT, PSA, or 103-12 IE: FID MGD INC PORT

b Name of sponsor of entity listed in (a): FIDELITY MANAGEMENT TRUST COMPANY

c EIN-PN 04-3022712-024	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 6197724
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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)
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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)
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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)
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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)
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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)
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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)
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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)
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a Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)

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

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

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

SCHEDULE H (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Financial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500.	OMB No. 1210-0110
		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 HORIZON LINES SAVINGS AND INVESTMENT PLAN	B Three-digit plan number (PN) ►	001
C Plan sponsor's name as shown on line 2a of Form 5500 HORIZON LINES, LLC	D Employer Identification Number (EIN) 56-2098440	

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

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)		
(2) Participant contributions	1b(2)		
(3) Other.....	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)		
(2) U.S. Government securities.....	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other.....	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)	1870453	1534627
(9) Value of interest in common/collective trusts.....	1c(9)	7124817	6197724
(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)	40995906	43950945
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)		
(15) Other	1c(15)		

1d Employer-related investments:

		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	49991176	51683296

Liabilities

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

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	49991176	51683296
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Part II Income and Expense Statement

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

Income**a Contributions:**

		(a) Amount	(b) Total
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)	1567297	
(B) Participants	2a(1)(B)	2460550	
(C) Others (including rollovers)	2a(1)(C)	33052	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		4060899

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)	74175	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		74175

(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)	1575020	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		1575020

(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)		

(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)		

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		77732
(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)		4238134
c Other income.....	2c		
d Total income. Add all income amounts in column (b) and enter total.....	2d		10025960

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	8280153	
(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)		8280153
f Corrective distributions (see instructions)	2f		23166
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)	17275	
(4) Other	2i(4)	13246	
(5) Total administrative expenses. Add lines 2i(1) through (4).....	2i(5)		30521
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		8333840

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d.....	2k		1692120
l Transfers of assets:			
(1) To this plan.....	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

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

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

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

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

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

(1) Name: **MCGLADREY AND PULLEN**

(2) EIN: **42-0714325**

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:

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.).....

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.).....

	Yes	No	Amount
4a		X	
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.)		X	
4c			
d Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)		X	
4d			
e Was this plan covered by a fidelity bond?	X		5000000
4e			
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		X	
4f			
g Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
4g			
h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
4h			
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	X		
4i			
j Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)		X	
4j			
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?		X	
4k			
l Has the plan failed to provide any benefit when due under the plan?		X	
4l			
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)		X	
4m			
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.		X	
4n			

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

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

5b(1) Name of plan(s)

5b(2) EIN(s)	5b(3) PN(s)

Part V Trust Information (optional)

6a Name of trust

6b Trust's EIN

SCHEDULE R (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Retirement Plan Information This schedule is required to be filed under section 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110 2012 This Form is Open to Public Inspection.
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For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

A Name of plan <u>HORIZON LINES SAVINGS AND INVESTMENT PLAN</u>	B Three-digit plan number (PN) ▶ <u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>HORIZON LINES, LLC</u>	D Employer Identification Number (EIN) <u>56-2098440</u>

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

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

Part II	Funding Information (If the plan is not subject to the minimum funding requirements of section 412 of the Internal Revenue Code or ERISA section 302, skip this Part)
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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
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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
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Part IV	ESOPs (see instructions). If this is not a plan described under Section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.
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10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan?.....	☐ Yes	☐ No
11 a Does the ESOP hold any preferred stock?	☐ Yes	☐ No
b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.).....	☐ Yes	☐ No
12 Does the ESOP hold any stock that is not readily tradable on an established securities market?	☐ Yes	☐ No

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

Horizon Lines Savings & Investment Plan

Financial Report
December 31, 2012

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Independent Auditor's Report

To the Savings Plan Administration Committee
Horizon Lines Savings & Investment Plan
Charlotte, North Carolina

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of Horizon Lines Savings & Investment Plan (the Plan), which comprise the statements of net assets available for benefits as of December 31, 2012 and 2011, and 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

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 United States Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the Plan Administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 3, which was certified or provided by Fidelity Management Trust Company, the trustee of the Plan, except for comparing such information with the related information included in the financial statements. We have been informed by the Plan Administrator that the trustee holds the Plan's assets and executes transactions. The Plan Administrator has obtained certifications 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

The supplemental schedule of assets (held at end of year) as of December 31, 2012, is required by the United States Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and is presented for the purposes of additional analysis and is not a required part of the financial statements. The supplemental schedule is the responsibility of the Plan's management. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on the supplemental schedule.

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 schedule, other than that derived from the information certified or provided 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 United States Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

A handwritten signature in cursive script that reads "McGladrey LLP".

New Bern, North Carolina
October 15, 2013

Horizon Lines Savings & Investment Plan

Statements of Net Assets Available for Benefits December 31, 2012 and 2011

	2012	2011
Assets		
Investments at fair value (Notes 3 and 4)	<u>\$ 50,148,669</u>	<u>\$ 48,120,723</u>
Receivables:		
Participants' contributions	154,517	15,795
Employer contributions	95,710	5,230
Notes from participants (Note 3)	<u>1,534,627</u>	<u>1,870,453</u>
Total assets	<u>1,784,854</u>	<u>1,891,478</u>
Liabilities		
Excess contributions payable	<u>587</u>	<u>30,383</u>
Total liabilities	<u>587</u>	<u>30,383</u>
Net assets available for benefits at fair value	51,932,936	49,981,818
Adjustment from fair value to contract value for interest in common collective trust relating to fully benefit-responsive investment contracts	<u>(177,362)</u>	<u>(175,725)</u>
Net assets available for benefits	<u><u>\$ 51,755,574</u></u>	<u><u>\$ 49,806,093</u></u>

See Notes to Financial Statements.

Horizon Lines Savings & Investment Plan

Statement of Changes in Net Assets Available for Benefits Year Ended December 31, 2012

<hr/>	
Additions to net assets attributed to:	
Investment income (Note 3):	
Net appreciation in fair value of investments	\$ 4,238,133
Dividends	<u>1,651,116</u>
	5,889,249
Interest income on notes receivable from participants (Note 3)	74,175
Contributions:	
Participants'	2,598,685
Employer's	1,657,776
Rollovers	<u>33,052</u>
Total additions	<u>10,252,937</u>
Deductions from net assets attributed to:	
Benefits paid to participants	8,272,935
Administrative expenses (Note 5)	<u>30,521</u>
Total deductions	<u>8,303,456</u>
Net increase in net assets available for benefits	1,949,481
Net assets available for benefits:	
Beginning of year	<u>49,806,093</u>
End of year	<u><u>\$ 51,755,574</u></u>

See Notes to Financial Statements.

Horizon Lines Savings & Investment Plan

Notes to Financial Statements

Note 1. Plan Description

The following description of Horizon Lines Savings & Investment 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 covering all employees of Horizon Lines LLC, Horizon Lines of Alaska, LLC, Horizon Services Group, LLC, Sea-Logix, LLC, Horizon Logistics, LLC, effective June 25, 2007, Hawaii Stevedores, Inc. and effective April 1, 2009, Aero Logistics, (the Companies), who are not paid on an hourly rate or piece-work basis, who are not paid on a non-US payroll and who are not represented for collective bargaining purposes by any collective bargaining agreement between the employer and employee representatives. In accordance with Internal Revenue Code (IRC) Section 414(b), the Companies are a controlled group of corporations whereby all employees of each company shall be treated as employed by a single employer. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

Contributions: Each year, participants may contribute up to 50% of pretax annual compensation, as defined in the Plan and subject to Internal Revenue Code limitations. Participants who have attained age 50 before the end of the Plan year are eligible to make catch-up contributions. Participants may also contribute amounts representing distributions from other qualified defined benefit or contribution plans (rollovers). Effective March 19, 2012, the Plan was amended to increase the percentage of match contributions from 50% of the first 6% of a participant's compensation to 100% of the first 6% of a participant's compensation. Additional amounts may be contributed at the option of the Companies' Board of Directors. Contributions are subject to certain limitations.

Participant accounts: Each participant's account is credited with the participant's contributions and the Companies' matching contribution and allocations of the Companies' discretionary contribution and Plan earnings/losses, and charged with an allocation of administrative expenses. Allocations are based on participant earnings or account balances, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Vesting: Participants are vested immediately in their contributions, the Companies' matching and discretionary contributions and actual earnings thereon.

Investment options: Upon enrollment in the Plan, a participant may direct all contributions to selected investments as made available and determined by the Plan Administrator in 1% increments. Participants may change their investment options daily.

Payment of benefits: The Plan permits withdrawals when a participant terminates employment, retires, or becomes disabled or deceased. In-service withdrawals are also permitted for certain financial hardships or when a participant attains age 59-1/2. Benefits are payable in lump-sum payments with certain exceptions allowed.

Notes receivable from participants: Participants may borrow from their accounts a minimum of \$1,000 up to a maximum equal to the lesser of \$50,000 or 50% of their vested account balance. Loan terms range from up to 5 years or generally up to 10 years for the purchase of a primary residence. The loans are collateralized by the vested balance in the participant's account and bear interest at a rate determined by Fidelity. These rates range from 4.25% - 9.5% on loans outstanding at December 31, 2012 which mature through 2026.

Horizon Lines Savings & Investment Plan

Notes to Financial Statements

Note 2. Summary of Significant Accounting Policies

Plan amendment: Effective August 15, 2013, the Plan was amended to increase the cash-out provision limit from less than \$1,000 to \$5,000 and permit automatic rollover of a participant's account into an individual retirement plan designated by the Plan Administrator without the participant's consent and before the participant's normal retirement age, if a participant's account balance is less than \$5,000. The Plan was also amended to limit the number of outstanding participant loans allowed from two to one at a time.

Accounting records: The accounting records of the Plan are maintained by Fidelity Management Trust Company, trustee.

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

Investment valuation and income recognition: Investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The Plan's Administration Committee determines the Plan's valuation policies utilizing information provided by the investment trustee. See Note 4 for discussion of fair value measurements.

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

Purchases and sales of securities 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 includes the Plan's gains and losses on investments bought and sold as well as held during the year.

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

Notes receivable from participants: Notes receivable from participants are measured at their unpaid principal balance, plus any accrued but unpaid interest. Delinquent notes receivable from participants are reclassified as distributions based upon the terms of the Plan document.

Use of estimates: The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America (GAAP) requires the Plan's management to make estimates and assumptions that affect the reported amounts of net assets available for benefits and changes therein, and disclosure of contingent assets and liabilities. Actual results could differ from those estimates.

Horizon Lines Savings & Investment Plan

Notes to Financial Statements

Note 2. Summary of Significant Accounting Policies (Continued)

Contributions: Contributions from Plan participants and the matching contribution from the Companies are recorded in the year in which the participant contributions are withheld from amounts paid. All participant and employer contributions are participant-directed.

Payment of benefits: Benefits are recorded when paid.

Administrative expenses: As provided by the Plan agreement, administrative expenses related to Plan investments and recordkeeping are paid by the Plan and other administrative expenses are paid by the Companies. Loan origination fees are charged to the borrower/participant.

Subsequent events: The Plan has evaluated subsequent events (events occurring after December 31, 2012) through October 15, 2013, the date the financials statement were available to be issued.

Income taxes: GAAP require Plan management to evaluate tax positions taken by the Plan, and recognize a tax liability (or asset) if the Plan has taken any uncertain tax positions that more likely than not would not be sustained upon examination by a tax authority. Management evaluated the Plan's tax positions and concluded that the Plan had maintained its tax exempt status and had taken no uncertain tax positions that require adjustment to the financial statements. Therefore, no provision or liability for income taxes has been included in the financial statements. With few exceptions, the Plan is no longer subject to income tax examinations by the U.S. federal, state, or local tax authorities for years before 2009.

Accounting pronouncements adopted: In May 2011, the FASB issued ASU 2011-04, *Amendments to Achieve Common Fair Value Measurements and Disclosure Requirements in U.S. GAAP and IFRS*, (ASU 2011-04). ASU 2011-04 amended ASC 820, *Fair Value Measurement*. This Update changes certain fair value measurement principles and enhances the disclosure requirements particularly for Level 3 fair value measurements. The amendments are to be applied prospectively and are effective for annual periods beginning after December 15, 2011.

Accounting pronouncements not yet effective: In October 2012, the FASB issued ASU 2012-04, *Technical Corrections and Improvements*. The amendments in this Update cover a wide range of Topics in the Accounting Standards Codification, including plan accounting. These amendments include technical corrections and improvements to the Accounting Standards Codification and conforming amendments related to fair value measurements. The amendments in this Update will generally be effective for fiscal periods beginning after December 15, 2013, for non-public entities, except for amendments in this Update where there was no transition guidance which were immediately effective upon issuance. The adoption of immediately effective amendments was not significant to these financials. The impact of adopting ASU 2012-04 on subsequent periods has not yet been determined.

Horizon Lines Savings & Investment Plan

Notes to Financial Statements

Note 3. Information Certified or Provided by Fidelity Management Trust Company (Trustee)

The following is a summary of the Plan's asset information as of December 31, 2012 and 2011, and for the year ended December 31, 2012, included in the Plan's financial statements and supplemental schedule, that was prepared by or derived from information provided by the trustee and furnished to the Plan Administrator. The Plan Administrator has obtained certifications from the trustee that information provided to the Plan Administrator by the trustee related to the following assets is complete and accurate. Accordingly, as permitted by 29 CFR 2520.103-8 of the United States Department of Labor's (DOL) Rules and Regulations for Reporting and Disclosure under ERISA, the Plan Administrator instructed the Plan's independent auditors not to perform any auditing procedures with respect to the information which appears throughout the financial statements and supplemental schedule related to the following assets:

	December 31,	
	2012	2011
Investments:		
Registered investment companies	\$ 43,950,945	\$ 40,995,906
Common collective trust fund	6,197,724	7,124,817
Adjustment from fair value to contract value for interest in common collective trust relating to fully benefit-responsive investment contracts	(177,362)	(175,725)
	\$ 49,971,307	\$ 47,944,998
Notes receivable from participants	\$ 1,534,627	\$ 1,870,453

Fidelity Management Trust Company also certified to the completeness and accuracy of \$4,238,133 of net appreciation in fair value of investments related to registered investment companies and \$1,725,291 of interest and dividends related to the aforementioned assets for the year ended December 31, 2012.

Horizon Lines Savings & Investment Plan

Notes to Financial Statements

Note 4. Fair Value Measurements

The framework for measuring fair value provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy are described below:

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

Level 2: Inputs to the valuation methodology include.

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

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

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

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

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

Registered investment companies: Valued at the daily closing price as reported by the fund. Mutual funds held by the Plan are open-end mutual funds that are registered with the Securities and Exchange Commission. These funds are required to publish their daily net asset value (NAV) and to transact at that price. The mutual funds held by the Plan are deemed to be actively traded.

Common collective trust fund: Valued based on the NAV of units of the common collective trust. The NAV, as provided by the trustee, is used as a practical expedient to estimating fair value. The NAV is based upon the fair value of the underlying investments comprising the trust less its liabilities. This practical expedient is not used when it is determined to be probable that the fund will sell the investment for an amount different than the reported NAV.

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 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.

Horizon Lines Savings & Investment Plan

Notes to Financial Statements

Note 4. Fair Value Measurements (Continued)

The following tables set forth by level, within the fair value hierarchy, the Plan's assets at fair value as of December 31, 2012 and 2011. The following tables present separately those assets that represent 5% or more of the Plan's net assets.

Description	Assets at Fair Value as of December 31, 2012			
	Level 1	Level 2	Level 3	Total
Registered investment companies:				
Small cap				
Lord Abbett Small Cap Value I	\$ 2,852,328	\$ -	\$ -	\$ 2,852,328
Other	555,973	-	-	555,973
Mid cap	5,283,542	-	-	5,283,542
Large cap				
Fidelity Contrafund K	4,689,574	-	-	4,689,574
T. Rowe Price Equity Income	3,157,789			3,157,789
Other	2,472,920	-	-	2,472,920
International				
Fidelity International Discovery K	2,626,363	-	-	2,626,363
Other	965,467	-	-	965,467
Real estate	1,964,670	-	-	1,964,670
Blended	12,532,485	-	-	12,532,485
Fixed income				
PIMCO Total Return Inst Fund	5,439,719	-	-	5,439,719
Other	1,410,115	-	-	1,410,115
Common collective trust fund:				
Stable value				
Fidelity Managed Income Portfolio	-	6,197,724	-	6,197,724
	\$ 43,950,945	\$ 6,197,724	\$ -	\$ 50,148,669

Horizon Lines Savings & Investment Plan

Notes to Financial Statements

Note 4. Fair Value Measurements (Continued)

Description	Assets at Fair Value as of December 31, 2011			
	Level 1	Level 2	Level 3	Total
Registered investment companies:				
Small cap				
Lord Abbett Small Cap Value I	\$ 2,852,919	\$ -	\$ -	\$ 2,852,919
Other	756,550	-	-	756,550
Mid cap	4,998,629	-	-	4,998,629
Large cap				
Fidelity Contrafund	4,384,644	-	-	4,384,644
T. Rowe Price Equity Income	3,084,800			3,084,800
Other	1,831,800	-	-	1,831,800
International				
Fidelity International Discovery	2,559,936	-	-	2,559,936
Other	800,169	-	-	800,169
Real estate	1,583,472	-	-	1,583,472
Blended	11,046,189	-	-	11,046,189
Fixed income				
PIMCO Total Return Inst Fund	5,564,105	-	-	5,564,105
Other	1,532,693	-	-	1,532,693
Common collective trust fund:				
Stable value				
Fidelity Managed Income Portfolio	-	7,124,817	-	7,124,817
	<u>\$ 40,995,906</u>	<u>\$ 7,124,817</u>	<u>\$ -</u>	<u>\$ 48,120,723</u>

Horizon Lines Savings & Investment Plan

Notes to Financial Statements

Note 4. Fair Value Measurements (Continued)

The following tables set forth additional disclosures of the Plan's Level 2 investments whose fair value is estimated using NAV per share (or its equivalent) as of December 31, 2012 and 2011:

Investment	Fair Value Estimated Using NAV Per Share			
	December 31, 2012			
	Fair Value	Unfunded Commitment	Redemption Frequency	Redemption Notice Period
Common collective trust fund:				
Fidelity Managed				
Income Portfolio (a)	<u>\$ 6,197,724</u>	<u>\$ -</u>	Immediate	None

Investment	Fair Value Estimated Using NAV Per Share			
	December 31, 2011			
	Fair Value	Unfunded Commitment	Redemption Frequency	Redemption Notice Period
Common collective trust fund:				
Fidelity Managed				
Income Portfolio (a)	<u>\$ 7,124,817</u>	<u>\$ -</u>	Immediate	None

- (a) The objective of the stable value fund is to provide preservation of principal, maintain a stable interest rate, and provide daily liquidity at contract value for participant withdrawals and transfers.

To assess the appropriate classification of investments within the fair value hierarchy, the availability of market data is monitored. Change in economic conditions or valuation techniques may require the transfer of investments from one fair value level to another. In such instances, the transfer is reported at the beginning of the reporting period.

The Plan evaluates the significance of transfers between levels based upon the nature of the investment and size of the transfer relative to total net assets available for benefits. For the year ended December 31, 2012, there were no significant transfers in or out of Levels 1, 2, or 3.

Note 5. Related Party Transactions

Fidelity Management Trust Company is the trustee of the Plan; therefore, transactions with the trustee qualify as party-in-interest transactions. Fees and commissions paid by the Plan to the trustee totaled \$30,521 for the year ended December 31, 2012. The Plan Sponsor also paid certain administrative expenses of the Plan.

Note 6. Plan Termination

Although it has not expressed any intent to do so, the Companies have the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA.

Horizon Lines Savings & Investment Plan

Notes to Financial Statements

Note 7. Income Tax Status

The Plan has received a determination letter from the Internal Revenue Service dated May 21, 2012, stating that the Plan is qualified under Section 401(k) of the Internal Revenue Code (IRC) and, therefore, the related trust is exempt from taxation. Once qualified, the Plan is required to operate in conformity with the IRC to maintain its qualification. The Plan has been amended since receiving this determination letter. The Plan Administrator believes the Plan is being operated in compliance with the applicable requirements of the IRC and, therefore, believes that the Plan is qualified and the related trust is tax exempt.

Note 8. 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:

	December 31,	
	2012	2011
Net assets available for benefits per the financial statements	\$ 51,755,574	\$ 49,806,093
Differences in:		
Investments, participant loans	1,534,627	1,870,453
Receivables, notes receivable from participants	(1,534,627)	(1,870,453)
Receivables, contribution receivables	(250,227)	(21,025)
Excess contributions payable	587	30,383
Adjustment from contract value to fair value	177,362	175,725
Net assets available for benefits per the Form 5500	<u>\$ 51,683,296</u>	<u>\$ 49,991,176</u>

The following is a reconciliation of net decrease in net assets available for benefits per the financial statements to the Form 5500 for the year ended December 31, 2012:

	Year Ended December 31, 2012
Net increase in net assets available for benefits per the financial statements	\$ 1,949,481
Differences in:	
Receivables, 2011 contribution receivables	21,025
Receivables, 2012 contribution receivables	(250,227)
Excess contributions payable, 2011	(30,383)
Excess contributions payable, 2012	587
Adjustment from contract value to fair value, 2011	(175,725)
Adjustment from contract value to fair value, 2012	177,362
Increase in net income per the Form 5500	<u>\$ 1,692,120</u>

Horizon Lines Savings & Investment Plan

Schedule H, Line 4i - Schedule of Assets (Held at End of Year) December 31, 2012

Identity of Issue, Borrower Lessor, or Similar Party	Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par, Maturity Value, Shares, or Units		Cost(1)	Current Value
# Mutual funds, registered investment companies:				
Pimco Total Return Inst Fund	483,961	shs	\$	5,439,719
Artisan Mid Cap Value	51,707	shs		1,074,996
COL/Acorn Select	91,941	shs		2,350,929
Lord Abbett Small Cap Value I	83,475	shs		2,852,328
3rd Avenue Real Estate Value	77,441	shs		1,964,670
* Fidelity Fund	11,828	shs		423,317
* Fidelity Contrafund	60,503	shs		4,689,574
* Fidelity Capital & Income	148,433	shs		1,410,115
* Fidelity Emerging Markets	26,780	shs		620,499
* Fidelity International Discovery	79,635	shs		2,626,363
* Fidelity Freedom Income	146,112	shs		1,706,584
* Fidelity Freedom 2000	4,913	shs		58,069
* Fidelity Freedom 2010	95,944	shs		1,235,754
* Fidelity Freedom 2020	177,629	shs		2,378,448
* Fidelity Freedom 2030	179,598	shs		2,464,091
* Spartan Extend Market Index	46,545	shs		1,857,618
* Spartan 500 Index	40,594	shs		2,049,603
* Fidelity Freedom 2040	75,856	shs		1,055,154
* Fidelity Freedom 2005	5,301	shs		66,952
* Fidelity Freedom 2015	96,643	shs		1,252,490
* Fidelity Freedom 2025	66,350	shs		901,031
* Fidelity Freedom 2035	33,021	shs		457,999
* Fidelity Freedom 2045	31,754	shs		447,416
* Fidelity Freedom 2050	34,587	shs		488,365
* Fidelity Freedom 2055	2,023	shs		20,131
T. Rowe Price Equity Income	119,387	shs		3,157,789
TCW Small Cap Growth	20,745	shs		555,973
Vanguard Total Instl Stock	11,480	shs		344,968
				<u>43,950,945</u>
# Common collective trust fund:				
* Fidelity Managed Income Portfolio	6,020,362	units		<u>6,197,724</u>
* # Participant loans	4.25% – 9.5%; maturing through 2026			<u>1,534,627</u>
				<u>\$ 51,683,296</u>

* Designates party-in-Interest

(1) All investments are participant directed; therefore, cost information has not been presented.

The above information has been certified by Fidelity Management Trust Company, the trustee, to be complete and accurate.

Fidelity Managed Income Portfolio

Plan Name - Horizon Lines Savings and Investment Plan			
Form 5500 Reporting			
Current Assets at Fair Value Calculation			
Step 1	Compute plan's contract value %	12/31/2012	12/31/2011
A	Managed Income Portfolio ending balance on the Summary of Plan Operations	\$6,020,362.23	\$6,949,091.64
B	Total Investments at Contract Value	\$6,851,474,791.17	\$7,376,990,485.23
C	The plan's contract value % (14 decimal places)	0.08786958156453%	0.09419954728033%
Step 2	Compute plan's fair value		
A	Investments at Fair Value	\$7,045,286,953.81	\$7,543,764,295.19
B	Total Wrapper Rebid Value	\$8,034,984.60	\$19,772,198.58
C	Net Assets at Fair Value	\$7,053,321,938.41	\$7,563,536,493.77
D	Plan Investments at Fair Value	\$6,190,664.17	\$7,106,191.81
E	Wrapper Rebid Value	\$7,060.31	\$18,625.32
F	Plan at Fair Value	\$6,197,724.47	\$7,124,817.14
Step 3	Contract/Fair Adjustment		
A	Adjustment -- (Step 2F minus Step 1A)	\$177,362.24	\$175,725.50
NOTE: Please see the Fidelity Auditor's Guide for more information			

FIDELITY MANAGEMENT TRUST COMPANY TRUSTEE CERTIFICATION STATEMENT

Plan Name - Horizon Lines Savings and Investment Plan

The information provided in this report is a summary of the financial activity for the trust trusteesd by Fidelity Management Trust Company ('FMTC') for the ('Plan') for the plan year ending 12/31/2012 and 12/31/2011 including all applicable contributions received by the trust through this date. This summary is subject to the terms and conditions of the Plan Document and Trust Agreement. FMTC, as trustee, hereby certifies to the existence of the plan assets which are under our control and reflected in this report. FMTC further certifies that the information in this report is complete and accurate. This statement is being furnished pursuant to 29 CFR 2520.103-5(d).



By: David R. Hupper

Title: SVP, Data Management, Authorized Signatory for FMTC

02/21/2013

SUMMARY OF NET TRUST ASSETS

Total Plan Assets as of 12/31/2012

<u>Fund Name (Cusip #)</u>	<u>Share Balance</u> <u>12/31/2012</u>	<u>Historical Cost</u>	<u>Price</u>	<u>Total Market Value</u>
VANG TOT INTL STK S	11,479.801	\$340,653.08	\$30.05	\$344,968.02
PIMCO TOT RETURN ADM	0.000	\$0.00	\$11.24	\$0.00
ARIEL FUND	0.000	\$0.00	\$51.21	\$0.00
LM CM VALUE I	0.000	\$0.00	\$50.16	\$0.00
TRP EQUITY INCOME	119,387.114	\$2,692,800.15	\$26.45	\$3,157,789.17
ARTISAN INTL	0.000	\$0.00	\$24.59	\$0.00
PIM TOTAL RT INST	483,960.733	\$5,276,650.45	\$11.24	\$5,439,718.64
TCW SM CAP GRTH N	0.000	\$0.00	\$25.65	\$0.00
VANG TOTAL INTL STK	0.000	\$0.00	\$14.98	\$0.00
TCW SM CAP GRTH I	20,745.234	\$637,585.42	\$26.80	\$555,972.27
LD ABT MID CAP STK A	0.000	\$0.00	\$17.94	\$0.00
LM CM VALUE FI	0.000	\$0.00	\$48.54	\$0.00
LD ABT MID CAP STK I	0.000	\$0.00	\$17.81	\$0.00
ARTISAN MID CAP VAL	0.000	\$0.00	\$20.79	\$0.00
LD ABBETT SMCPVAL I	83,474.629	\$2,462,010.53	\$34.17	\$2,852,328.07
COL/ACORN SELECT Z	91,940.905	\$2,208,112.28	\$25.57	\$2,350,928.94
LD ABBETT SMCPVAL A	0.000	\$0.00	\$32.17	\$0.00
AM CEN LG CO VAL INV	0.000	\$0.00	\$6.28	\$0.00
3RD AV RE VALUE IS	77,440.679	\$1,987,974.44	\$25.37	\$1,964,670.03
AM CENT LG CO VAL IS	0.000	\$0.00	\$6.28	\$0.00
ARTISAN MD CP VAL IS	51,707.345	\$1,095,834.96	\$20.79	\$1,074,995.70
CSX STOCK	0.000	\$0.00	\$44.77	\$0.00
FID FIDELITY FUND	0.000	\$0.00	\$35.81	\$0.00
FID CONTRAFUND	0.000	\$0.00	\$77.57	\$0.00

SUMMARY OF NET TRUST ASSETS

Total Plan Assets as of 12/31/2012

<u>Fund Name (Cusip #)</u>	<u>Share Balance 12/31/2012</u>	<u>Historical Cost</u>	<u>Price</u>	<u>Total Market Value</u>
FID CAPITAL & INCOME	148,433.118	\$1,280,952.23	\$9.50	\$1,410,114.62
FID INTL DISCOVERY	0.000	\$0.00	\$33.07	\$0.00
FID EMERGING MKTS	0.000	\$0.00	\$23.21	\$0.00
FID STK SEL SM CAP	0.000	\$0.00	\$20.10	\$0.00
FID FREEDOM INCOME	0.000	\$0.00	\$11.71	\$0.00
FID FREEDOM 2000	0.000	\$0.00	\$12.37	\$0.00
FID FREEDOM 2010	0.000	\$0.00	\$14.12	\$0.00
FID FREEDOM 2020	0.000	\$0.00	\$14.31	\$0.00
FID FREEDOM 2030	0.000	\$0.00	\$14.23	\$0.00
SPTN EXT MKT IDX INV	0.000	\$0.00	\$39.91	\$0.00
FID RETIRE MMKT	0.000	\$0.00	\$1.00	\$0.00
FID MGD INC PORT	6,020,362.230	\$6,020,362.23	\$1.00	\$6,020,362.23
SPTN 500 INDEX INV	0.000	\$0.00	\$50.49	\$0.00
FID FREEDOM 2040	0.000	\$0.00	\$8.26	\$0.00
FID FREEDOM 2005	0.000	\$0.00	\$11.21	\$0.00
FID FREEDOM 2015	0.000	\$0.00	\$11.81	\$0.00
FID FREEDOM 2025	0.000	\$0.00	\$11.95	\$0.00
FID FREEDOM 2035	0.000	\$0.00	\$11.83	\$0.00
SPTN EXT MKT IDX ADV	46,545.168	\$1,812,173.77	\$39.91	\$1,857,617.65
SPTN 500 INDEX ADV	40,594.240	\$1,969,620.99	\$50.49	\$2,049,603.18
FID FREEDOM 2045	0.000	\$0.00	\$9.78	\$0.00
FID FREEDOM 2050	0.000	\$0.00	\$9.64	\$0.00
FID CONTRAFUND K	60,502.831	\$4,498,294.03	\$77.51	\$4,689,574.43
FID EMERGING MKTS K	26,780.277	\$605,723.88	\$23.17	\$620,499.02

SUMMARY OF NET TRUST ASSETS

Total Plan Assets as of 12/31/2012

<u>Fund Name (Cusip #)</u>	<u>Share Balance 12/31/2012</u>	<u>Historical Cost</u>	<u>Price</u>	<u>Total Market Value</u>
FID FUND K	11,827.795	\$403,843.61	\$35.79	\$423,316.78
FID INTL DISCOVERY K	79,635.033	\$2,373,877.23	\$32.98	\$2,626,363.39
FID FREEDOM K INCOME	146,111.646	\$1,732,333.29	\$11.68	\$1,706,584.03
FID FREEDOM K 2000	4,912.748	\$59,167.11	\$11.82	\$58,068.68
FID FREEDOM K 2005	5,301.063	\$68,189.46	\$12.63	\$66,952.43
FID FREEDOM K 2010	95,943.628	\$1,264,417.04	\$12.88	\$1,235,753.93
FID FREEDOM K 2015	96,642.746	\$1,280,279.95	\$12.96	\$1,252,489.99
FID FREEDOM K 2020	177,628.711	\$2,429,634.23	\$13.39	\$2,378,448.44
FID FREEDOM K 2025	66,349.853	\$919,178.32	\$13.58	\$901,031.00
FID FREEDOM K 2030	179,598.451	\$2,515,531.14	\$13.72	\$2,464,090.75
FID FREEDOM K 2035	33,020.815	\$465,629.81	\$13.87	\$457,998.70
FID FREEDOM K 2040	75,855.783	\$1,072,442.82	\$13.91	\$1,055,153.94
FID FREEDOM K 2045	31,754.172	\$453,951.21	\$14.09	\$447,416.28
FID FREEDOM K 2050	34,586.785	\$495,545.40	\$14.12	\$488,365.40
FID FREEDOM 2055	0.000	\$0.00	\$9.88	\$0.00
FID FREEDOM K 2055	2,023.227	\$20,256.48	\$9.95	\$20,131.11
OUTSTANDING LOAN BALANCE				\$1,534,626.84

		NET ASSETS 12/31/2012:		\$51,505,933.66
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Assets are presented at fair value with the exception to fully benefit responsive investment contracts which are presented at contract value as in previous years. See chapter 7 of the Fidelity auditor's guide for financial statement presentation and disclosure information.