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 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

2016

This Form is Open to Public Inspection

Part I Annual Report Identification Information

For calendar plan year 2016 or fiscal plan year beginning 01/01/2016 and ending 12/31/2016

A This return/report is for:
- [ ] a multiemployer plan
- [ ] a multiple-employer plan (Filers checking this box must attach a list of participating employer information in accordance with the form instructions.)
- [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 (employer, if for a single-employer plan)
Mailing address (include room, apt., suite no. and street, or P.O. Box)
City or town, state or province, country, and ZIP or foreign postal code (if foreign, see instructions)
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 Plan 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.	10/13/2017	HEATHER GIZA
	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)

Preparer's telephone number

3a	Plan administrator's name and address [X] Same as Plan Sponsor	**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**	3887
6	Number of participants as of the end of the plan year unless otherwise stated (welfare plans complete only lines **6a(1), 6a(2), 6b, 6c,** and **6d**).		
a(1)	Total number of active participants at the beginning of the plan year	**6a(1)**	3647
a(2)	Total number of active participants at the end of the plan year	**6a(2)**	4021
b	Retired or separated participants receiving benefits	**6b**	0
c	Other retired or separated participants entitled to future benefits	**6c**	341
d	Subtotal. Add lines **6a(2)**, **6b**, and **6c**.	**6d**	4362
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.	**6e**	6
f	Total. Add lines **6d** and **6e**.	**6f**	4368
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	1924
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	28
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)

Part III Form M-1 Compliance Information (to be completed by welfare benefit plans)

11a If the plan provides welfare benefits, was the plan subject to the Form M-1 filing requirements during the plan year? (See instructions and 29 CFR 2520.101-2.) ..... ☐ Yes ☐ No

If "Yes" is checked, complete lines 11b and 11c.

11b Is the plan currently in compliance with the Form M-1 filing requirements? (See instructions and 29 CFR 2520.101-2.) ..... ☐ Yes ☐ No

11c Enter the Receipt Confirmation Code for the 2016 Form M-1 annual report. If the plan was not required to file the 2016 Form M-1 annual report, enter the Receipt Confirmation Code for the most recent Form M-1 that was required to be filed under the Form M-1 filing requirements. (Failure to enter a valid Receipt Confirmation Code will subject the Form 5500 filing to rejection as incomplete.)

Receipt Confirmation Code_____

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.**	**2016** **This Form is Open to Public Inspection.**

For calendar plan year 2016 or fiscal plan year beginning 01/01/2016 and ending 12/31/2016

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 disclosures 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 37 50 62 64	SERVICE PROVIDER	199746	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	69329	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

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

BAKER TILLY VIRCHOW KRAUSE, LLP

39-0859910

(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?
10 50	AUDITOR	10778	Yes [ ] No [X]	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

2016

This Form is Open to Public Inspection.

For calendar plan year 2016 or fiscal plan year beginning 01/01/2016 and ending 12/31/2016

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	6086010

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

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

a Plan name

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

a Plan name

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

SCHEDULE H (Form 5500)

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

2016

This Form is Open to Public Inspection

For calendar plan year 2016 or fiscal plan year beginning 01/01/2016 and ending 12/31/2016

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		
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)	2065620	3440537
(9) Value of interest in common/collective trusts	1c(9)	4102380	6086010
(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)	45058099	77867812
(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**	51226099	87394359
	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**	51226099	87394359

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)**	2394412	
	(B) Participants	**2a(1)(B)**	6713275	
	(C) Others (including rollovers)	**2a(1)(C)**	871234	
	(2) Noncash contributions	**2a(2)**		
	(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	**2a(3)**		9978921
b	**Earnings on investments:**			
	(1) Interest:			
	(A) Interest-bearing cash (including money market accounts and certificates of deposit)	**2b(1)(A)**	63	
	(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)**	147938	
	(F) Other	**2b(1)(F)**		
	(G) Total interest. Add lines **2b(1)(A)** through **(F)**	**2b(1)(G)**		148001
	(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)**	714481	
	(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	**2b(2)(D)**		714481
	(3) Rents	**2b(3)**		
	(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	**2b(4)(A)**	3837621	
	(B) Aggregate carrying amount (see instructions)	**2b(4)(B)**	3837621	
	(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)		174924
(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)		6462431
c Other income	2c		1023
d Total income. Add all **income** amounts in column (b) and enter total	2d		17479781
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	7908339	
(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)		7908339
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions)	2g		-13231
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)	255276	
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		255276
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		8150384
Net Income and Reconciliation			
k Net income (loss). Subtract line **2j** from line **2d**	2k		9329397
l Transfers of assets:			
(1) To this plan	2l(1)		26838863
(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: 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		92538
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			
o	Defined Benefit Plan or Money Purchase Pension Plan Only: Were any distributions made during the plan year to an employee who attained age 62 and had not separated from service?	4o			

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)

5c If the plan is a defined benefit plan, is it covered under the PBGC insurance program (See ERISA section 4021.)? ..... ☐ Yes ☐ No ☐ Not determined
If "Yes" is checked, enter the My PAA confirmation number from the PBGC premium filing for this plan year_____. (See instructions.)

Part V Trust Information

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

6c Name of trustee or custodian	**6d** Trustee's or custodian's telephone number

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 sections 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

2016

This Form is Open to Public Inspection.

For calendar plan year 2016 or fiscal plan year beginning 01/01/2016 and ending 12/31/2016

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):

Part VII IRS Compliance Questions

20a Is the plan a 401(k) plan? If "No," skip b	☐ Yes ☐ No
20b How did the plan satisfy the nondiscrimination requirements for employee deferrals under section 401(k)(3) for the plan year? Check all that apply:	☐ Design-based safe harbor ☐ "Prior year" ADP test ☐ "Current year" ADP test ☐ N/A
21a What testing method was used to satisfy the coverage requirements under section 410(b) for the plan year? Check all that apply:	☐ Ratio percentage test ☐ Average benefit test ☐ N/A
21b Did the plan satisfy the coverage and nondiscrimination requirements of sections 410(b) and 401(a)(4) for the plan year by combining this plan with any other plan under the permissive aggregation rules?	☐ Yes ☐ No

22a If the plan is a master and prototype plan (M&P) or volume submitter plan that received a favorable IRS opinion letter or advisory letter, enter the date of the letter _____/_____/_____ and the serial number _____.

22b If the plan is an individually-designed plan that received a favorable determination letter from the IRS, enter the date of the most recent determination letter _____/_____/_____.

ROADRUNNER TRANSPORTATION SYSTEMS, INC. 401(K) PLAN

Cudahy, Wisconsin

FINANCIAL STATEMENTS AND
SUPPLEMENTAL INFORMATION

Including Independent Auditors' Report

As of December 31, 2016 and 2015
and for the Year Ended December 31, 2016

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

INDEPENDENT AUDITORS' REPORT

To the Plan Administrator 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, 2016 and 2015, the related statement of changes in net assets available for benefits for the year ended December 31, 2016, 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.

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 Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, as amended, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the investment information referenced 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 schedules. We have been informed by the plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from the trustee, as of December 31, 2016 and 2015 and for the year ended December 31, 2016, 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 - Supplemental Information

The supplemental schedules, Form 5500, Schedule H, Part IV, Line 4(a) - Schedule of Delinquent Participant Contributions and Form 5500, Schedule H, Part IV, Line 4(i) - Schedule of Assets (Held at End of Year), as defined in the table of contents, which are the responsibility of plan management, are presented for the purpose of additional analysis and are not required parts of the financial statements but are required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, as amended. 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.

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 ERISA.

Baker Tilly Virchow Krause, LLP

Milwaukee, Wisconsin
October 12, 2017

ROADRUNNER TRANSPORTATION SYSTEMS, INC. 401(K) PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
As of December 31, 2016 and 2015

ASSETS

	2016	2015
Investments at fair value	$ 83,953,822	$ 49,160,479
Notes receivable from participants	3,395,183	2,033,497
NET ASSETS AVAILABLE FOR BENEFITS	$ 87,349,005	$ 51,193,976

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, 2016

ADDITIONS	
Additions to net assets attributed to	
Contributions	
Participant contributions	$ 6,713,275
Employer contributions	2,394,412
Rollovers	871,234
Total Contributions	9,978,921
Investment income	
Net appreciation in fair value of investments	6,458,187
Interest and dividends	1,042,673
Total investment income	7,500,860
Total Additions	17,479,781
DEDUCTIONS	
Deductions from net assets attributed to	
Benefits paid to participants	7,908,339
Administrative expenses	255,276
Total Deductions	8,163,615
Net increase prior to transfers	9,316,166
Transfers from affiliated plans in connection with mergers	26,838,863
Net increase	36,155,029
NET ASSETS AVAILABLE FOR BENEFITS	
Beginning of year	51,193,976
End of year	$ 87,349,005

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 at least six months of service and have attained age 19 during a plan year.

Contributions

Participants may elect to make pre-tax salary reduction (deferral) contributions to the Plan subject to Plan and Internal Revenue Service (IRS) limitations. Effective July 1, 2013, participants may also make Roth contributions to the Plan. Participant rollover contributions from other plans are also permitted. The Company makes discretionary matching contributions which are a percentage of participant salary reductions. The percentage of Company contributions is determined each year by the Company. For the year ended December 31, 2016, the Company matched 50% of employee contributions up to 6% of eligible compensation, as defined. Contributions are subject to certain limitations as established by the Internal Revenue Code (IRC) of 1986, as amended.

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 document. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account balance.

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.

Notes Receivable from 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 3.25% to 9.00% and 3.25% to 5.50% as of December 31, 2016 and 2015, respectively. The Plan provides for a maximum note period of five 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 payroll deductions.

NOTE 1 - Description of the Plan (cont.)

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 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.

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. Forfeitures of $85,598 were used to reduce plan expenses or company contributions during the year ended December 31, 2016. As of December 31, 2016 and 2015, there were $176,553 and $142,075 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 3 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.

Termination of Plan

Although it has not expressed any intent to do so, the Company has the right to terminate the Plan at any time subject to the provisions of ERISA. In the event of Plan termination, participants will become 100% vested in their accounts.

Administrative Expenses

The Company pays substantially all of the Plan's administrative expenses, except for the investment management fees of the Plan's investments which are paid by the Plan and expensed as incurred.

NOTE 2 - Summary of Significant Accounting Policies

Basis of Accounting

The accompanying financial statements have been prepared on the accrual basis of accounting.

Use of Estimates

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

Investment Valuation and Income Recognition

Investments are reported at fair value except for fully benefit-responsive investment contracts which are reported at contract 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. Plan management determines the Plan's valuation policies utilizing information provided by the investment advisors, custodians and insurance companies. See Note 4 for discussion of fair value measurements.

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 gains and losses on investments bought and sold as well as held during the year.

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

Administrative Expenses

Certain expenses of maintaining the Plan are paid by the Plan, unless otherwise paid by the Company. Expenses that are paid by the Company are excluded from these financial statements. Fees related to the administration of notes receivable from participants are charged directly to the participant's account and are included in administrative expenses. Investment related expenses are included in the net appreciation (depreciation) of fair value of investments.

Payment of Benefits

Benefits are recorded when paid.

Subsequent Events

Management has evaluated the impact of all subsequent events through October 12, 2017, 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. See Note 13 for reportable subsequent events.

NOTE 3 - Information Certified by Trustee - Unaudited

The plan administrator has elected the method of compliance as permitted by 29 CFR 2520.103-8 of the Department of Labor's (DOL) Rules and Regulations for Reporting and Disclosure under ERISA for 2016 and 2015. Accordingly, Wells Fargo Bank, N.A., the trustee of the Plan, has certified to the completeness and accuracy of all investments and participant loans reported in the accompanying Statements of Net Assets Available for Benefits as of December 31, 2016 and 2015, the supplemental Schedule H, Line 4(i) - Schedule of Assets (Held at End of Year) as of December 31, 2016, and the related investment activity reported in the Statement of Changes in Net Assets Available for Benefits for the year ended December 31, 2016.

NOTE 4 - Fair Value Measurements

The framework for measuring fair values 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 quotes prices in active markets for identical asset or liabilities (level 1) and the lowest priority to unobservable inputs (level 3). The three levels of the fair value hierarchy under authoritative guidance are described as follows:

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

Level 2 - Inputs other than quoted prices included within Level 1 that are observable for the assets or liability, either directly or indirectly such as:

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

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

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

The asset 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.

The following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in the methodologies used at December 31, 2016 and 2015.

NOTE 4 - Fair Value Measurements (cont.)

Common collective trust funds: Valued at fair value, based on information provided by the trustee of the Plan and the fund manager of the common collective trust funds, 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 common collective trust funds is to provide for preservation of capital, stability and predictability of returns. The Plan has no unfunded commitments to funds. There are no investment restrictions related to fund redemptions.

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

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. The plan sponsor has not historically adjusted the prices obtained from the pricing services.

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, 2016			
	Level 1	Level 2	Level 3	Total
Mutual funds	$ 44,221,114	$ -	$ -	$ 44,221,114
Total assets in the fair value hierarchy	$ 44,221,114	$ -	$ -	44,221,114
Investments measured at net asset value (a)				39,732,708
Investments at fair value				$ 83,953,822

	December 31, 2015			
	Level 1	Level 2	Level 3	Total
Mutual funds	$ 27,919,102	$ -	$ -	$ 27,919,102
Total assets in the fair value hierarchy	$ 27,919,102	$ -	$ -	27,919,102
Investments measured at net asset value (a)				21,241,377
Investments at fair value				$ 49,160,479

(a) In accordance with Subtopic 820-10, certain investments that were measured at net asset value per share (or its equivalent) have not been classified in the fair value hierarchy. The fair value amounts presented in this table are intended to permit reconciliation of the fair value hierarchy to the line items presented in the Statement of Net Assets Available for Benefits.

NOTE 4 - Fair Value Measurements (cont.)

For years ended December 31, 2016 and 2015, there were no significant transfers between Levels 1 and 2 and no transfers in or out of Level 3.

Investments Measured Using NAV per Share Practical Expedient

The following table summarizes investments for which fair value is measured using NAV per share practical expedient as of December 31, 2016 and 2015, respectively. There are no participant redemption restrictions for these investments; the redemption notice period is applicable only to the Plan.

	Assets at Fair Value as of December 31, 2016			
	Fair Value	Unfunded Commitments	Redemption Frequency (if currently eligible)	Redemption Notice Period
Stable Value Fund	$ 6,086,010	N/A	Daily	12 months
Common Collective Trusts	33,646,698	N/A	Daily	None

	Assets at Fair Value as of December 31, 2015			
	Fair Value	Unfunded Commitments	Redemption Frequency (if currently eligible)	Redemption Notice Period
Stable Value Fund	$ 4,102,380	N/A	Daily	12 months
Common Collective Trust	17,138,997	N/A	Daily	None

NOTE 5 - Related Party and Party-In-Interest Transactions

Certain Plan investments are managed by Wells Fargo Bank, N.A., the trustee of the Plan's investment assets as of December 31, 2016 and December 31, 2015, and therefore, these transactions qualify as party-in-interest transactions. The Plan paid the trustee $174,997 in 2016 which are considered 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, 2016. The Plan allows participants to obtain loans from the Plan, which are also considered party-in-interest transactions. These transactions are not, however, considered prohibited transactions under ERISA regulations.

NOTE 5 - Related Party and Party-In-Interest Transactions (cont.)

Certain administrative functions of the Plan are performed by officers or employees of the Company. No such officer or employee receives compensation from the Plan.

NOTE 6 - Amount Owed to Participants Withdrawing From the Plan

There were no amounts owed to participants who have withdrawn from the Plan as of December 31, 2016 and 2015.

NOTE 7 - Administration of Plan Assets

The Plan's assets are administered under a contract with Wells Fargo Bank, N.A., the trustee of the Plan. The trustee invests funds received from contributions, investment sales, interest, and dividend income and makes distribution payments to participants.

NOTE 8 - Tax Status

The Plan uses a prototype plan document through the third party administrator. Although the Plan has not obtained a determination letter, the prototype plan has received a favorable opinion letter from the IRS on March 31, 2014 which stated that the Plan and related trust, as then designed, were in accordance with the applicable sections of the IRC. The Plan has been amended since receiving the favorable opinion letter. The plan administrator believes that the Plan, as amended, is designed and being operated in compliance with the applicable requirements of the IRC. Therefore, the plan administrator believes that the Plan was qualified and the related trust was tax-exempt at the financial statement date.

US 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 concluded that as of December 31, 2016 and 2015, 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.

NOTE 9 - Risks and Uncertainties

The Plan invests in various investment securities. 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 values of investment securities will occur in the near term and that such changes could materially affect participants' account balances reported in the Statements of Net Assets Available for Benefits.

As of December 31, 2016 and 2015, the Plan had investments of 13% and 21%, respectively, that were concentrated in one fund and two funds, respectively.

NOTE 10 - 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 2016 Form 5500 Schedule H, Part I:

	2016	2015
Net assets available for benefits as reported in the financial statements	$ 87,349,005	$ 51,193,976
Adjustment to loan balance to exclude the value of outstanding loans that were deemed distributions	45,354	32,123
Net assets as reported on the Form 5500	$ 87,394,359	$ 51,226,099

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 2016 Form 5500, Schedule H, Part II:

	2016
Net increase in net assets available for benefits as reported in the financial statements	$ 36,155,029
Adjustment to loan balance to exclude the value of outstanding loans that were deemed distribution	13,231
Transfers from affiliated plans in connection with mergers	(26,838,863)
Net income as reported on the Form 5500	$ 9,329,397

NOTE 11 - Plan Mergers

During 2016, assets totaling approximately $726,704, $16,264,348, $4,148,704 and $5,699,107 were merged into the Plan from ISI Retirement Savings Plan, Active Aero Group Employee Deferred Compensation Plan, Stagecoach Cartage & Distribution LP Savings Plan, and Unitrans International Corporation Employees' 401(k) and Profit Sharing Plan, respectively.

NOTE 12 - Prohibited Transactions

During the plan year ended December 31, 2016, the Company failed to remit employee contributions in the amount of $92,538 to the Plan on a timely basis, which is a prohibited transaction under ERISA. The Company has calculated the lost earnings to the participants and will contribute the amount to the Plan during 2017 in order to correct the prohibited transaction.

NOTE 13 - Subsequent Events

Effective September 15, 2017, the plan sponsor announced the sale of Unitrans, Inc, a wholly owned subsidiary of the plan sponsor. The effect of the sale on the Plan has not been determined as of October 12, 2017. Effective September 15, 2017, employees of Unitrans, Inc. are no longer permitted to make contributions to the Plan.

SUPPLEMENTAL SCHEDULE

ROADRUNNER TRANSPORTATION SYSTEMS, INC. 401(K) PLAN

FORM 5500, SCHEDULE H, PART IV, LINE 4(a) - SCHEDULE OF DELINQUENT PARTICIPANT CONTRIBUTIONS
Plan 001
EIN 39-1452112
For the Year Ended December 31, 2016

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
$ 7,020	2/26/16	4/14/16	☐	$ -	$ -	$ 7,020	$ -
492	11/18/16	11/29/16	☐	-	-	492	-
1,719	9/16/16	9/26/16	☐	-	-	1,719	-
70	7/1/16	7/12/16	☐	-	-	70	-
7,297	2/5/16	2/16/16	☐	-	-	7,297	-
7,318	3/25/16	4/4/16	☐	-	-	7,318	-
8,201	6/17/16	7/29/16	☐	-	-	8,201	-
9,084	8/19/16	8/29/16	☐	-	-	9,084	-
1,467	1/15/16	1/22/16	☐	-	-	1,467	-
23,556	7/1/16	7/12/16	☐	-	-	23,556	-
207	12/31/15	1/12/16	☐	-	-	207	-
893	1/15/16	1/22/16	☐	-	-	893	-
25,214	1/13/16	1/20/16	☐	-	-	25,214	-

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, 2016

(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
	Investments			
*	Stable Value Fund	Wells Fargo Stable Return Fund N60	**	$ 6,086,010
	Common Collective Trust	Schwab Managed Retirement Trust Fund 2010	**	2,411,283
	Common Collective Trust	Schwab Managed Retirement Trust Fund 2020	**	8,937,684
	Common Collective Trust	Schwab Managed Retirement Trust Fund 2030	**	11,691,944
	Common Collective Trust	Schwab Managed Retirement Trust Fund 2040	**	6,897,617
	Common Collective Trust	Schwab Managed Retirement Trust Fund 2050	**	2,676,061
	Common Collective Trust	Schwab Managed Retirement Trust Income Fund	**	1,032,109
	Mutual Fund	Pimco Real Return Fund	**	981,044
	Mutual Fund	Dodge & Cox Income Fund	**	5,201,455
	Mutual Fund	Nuveen Real Estate Securities Fund	**	1,554,515
	Mutual Fund	Dodge & Cox Stock Fund	**	5,027,627
	Mutual Fund	T. Rowe Price Mid Cap Growth Adv Fund	**	2,876,996
	Mutual Fund	T. Rowe Price New Era Fund	**	1,240,043
	Mutual Fund	Artisan Mid Cap Value Fund	**	2,323,231
	Mutual Fund	American Century Growth Inv Fund	**	3,076,481
	Mutual Fund	Vanguard Mid Cap Index Signal Fund	**	3,252,074
	Mutual Fund	Vanguard Small Cap Index Signal Fund	**	4,970,380
	Mutual Fund	Vanguard 500 Index Signal Fund	**	7,851,615
	Mutual Fund	DFA Emerging Markets Value Fund	**	1,508,460
	Mutual Fund	Manning & Napier World Opportunities Fund	**	4,357,193
*	**Notes Receivable From Participants**	Various participants, interest rates range from 3.25% to 9.00%, due at various dates	$-0-	3,395,183
	Total Assets (Held at End of Year)			$ 87,349,005

* 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

Cudahy, Wisconsin

FINANCIAL STATEMENTS AND
SUPPLEMENTAL INFORMATION

Including Independent Auditors' Report

As of December 31, 2016 and 2015
and for the Year Ended December 31, 2016

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

INDEPENDENT AUDITORS' REPORT

To the Plan Administrator 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, 2016 and 2015, the related statement of changes in net assets available for benefits for the year ended December 31, 2016, 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.

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 Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, as amended, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the investment information referenced 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 schedules. We have been informed by the plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from the trustee, as of December 31, 2016 and 2015 and for the year ended December 31, 2016, 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 - Supplemental Information

The supplemental schedules, Form 5500, Schedule H, Part IV, Line 4(a) - Schedule of Delinquent Participant Contributions and Form 5500, Schedule H, Part IV, Line 4(i) - Schedule of Assets (Held at End of Year), as defined in the table of contents, which are the responsibility of plan management, are presented for the purpose of additional analysis and are not required parts of the financial statements but are required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, as amended. 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.

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 ERISA.

Baker Tilly Virchow Krause, LLP

Milwaukee, Wisconsin
October 12, 2017

ROADRUNNER TRANSPORTATION SYSTEMS, INC. 401(K) PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
As of December 31, 2016 and 2015

ASSETS

	2016	2015
Investments at fair value	$ 83,953,822	$ 49,160,479
Notes receivable from participants	3,395,183	2,033,497
NET ASSETS AVAILABLE FOR BENEFITS	$ 87,349,005	$ 51,193,976

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, 2016

ADDITIONS	
Additions to net assets attributed to	
Contributions	
Participant contributions	$ 6,713,275
Employer contributions	2,394,412
Rollovers	871,234
Total Contributions	9,978,921
Investment income	
Net appreciation in fair value of investments	6,458,187
Interest and dividends	1,042,673
Total investment income	7,500,860
Total Additions	17,479,781
DEDUCTIONS	
Deductions from net assets attributed to	
Benefits paid to participants	7,908,339
Administrative expenses	255,276
Total Deductions	8,163,615
Net increase prior to transfers	9,316,166
Transfers from affiliated plans in connection with mergers	26,838,863
Net increase	36,155,029
NET ASSETS AVAILABLE FOR BENEFITS	
Beginning of year	51,193,976
End of year	$ 87,349,005

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 at least six months of service and have attained age 19 during a plan year.

Contributions

Participants may elect to make pre-tax salary reduction (deferral) contributions to the Plan subject to Plan and Internal Revenue Service (IRS) limitations. Effective July 1, 2013, participants may also make Roth contributions to the Plan. Participant rollover contributions from other plans are also permitted. The Company makes discretionary matching contributions which are a percentage of participant salary reductions. The percentage of Company contributions is determined each year by the Company. For the year ended December 31, 2016, the Company matched 50% of employee contributions up to 6% of eligible compensation, as defined. Contributions are subject to certain limitations as established by the Internal Revenue Code (IRC) of 1986, as amended.

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 document. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account balance.

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.

Notes Receivable from 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 3.25% to 9.00% and 3.25% to 5.50% as of December 31, 2016 and 2015, respectively. The Plan provides for a maximum note period of five 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 payroll deductions.

NOTE 1 - Description of the Plan (cont.)

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 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.

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. Forfeitures of $85,598 were used to reduce plan expenses or company contributions during the year ended December 31, 2016. As of December 31, 2016 and 2015, there were $176,553 and $142,075 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 3 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.

Termination of Plan

Although it has not expressed any intent to do so, the Company has the right to terminate the Plan at any time subject to the provisions of ERISA. In the event of Plan termination, participants will become 100% vested in their accounts.

Administrative Expenses

The Company pays substantially all of the Plan's administrative expenses, except for the investment management fees of the Plan's investments which are paid by the Plan and expensed as incurred.

NOTE 2 - Summary of Significant Accounting Policies

Basis of Accounting

The accompanying financial statements have been prepared on the accrual basis of accounting.

Use of Estimates

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

Investment Valuation and Income Recognition

Investments are reported at fair value except for fully benefit-responsive investment contracts which are reported at contract 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. Plan management determines the Plan's valuation policies utilizing information provided by the investment advisors, custodians and insurance companies. See Note 4 for discussion of fair value measurements.

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 gains and losses on investments bought and sold as well as held during the year.

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

Administrative Expenses

Certain expenses of maintaining the Plan are paid by the Plan, unless otherwise paid by the Company. Expenses that are paid by the Company are excluded from these financial statements. Fees related to the administration of notes receivable from participants are charged directly to the participant's account and are included in administrative expenses. Investment related expenses are included in the net appreciation (depreciation) of fair value of investments.

Payment of Benefits

Benefits are recorded when paid.

Subsequent Events

Management has evaluated the impact of all subsequent events through October 12, 2017, 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. See Note 13 for reportable subsequent events.

NOTE 3 - Information Certified by Trustee - Unaudited

The plan administrator has elected the method of compliance as permitted by 29 CFR 2520.103-8 of the Department of Labor's (DOL) Rules and Regulations for Reporting and Disclosure under ERISA for 2016 and 2015. Accordingly, Wells Fargo Bank, N.A., the trustee of the Plan, has certified to the completeness and accuracy of all investments and participant loans reported in the accompanying Statements of Net Assets Available for Benefits as of December 31, 2016 and 2015, the supplemental Schedule H, Line 4(i) - Schedule of Assets (Held at End of Year) as of December 31, 2016, and the related investment activity reported in the Statement of Changes in Net Assets Available for Benefits for the year ended December 31, 2016.

NOTE 4 - Fair Value Measurements

The framework for measuring fair values 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 quotes prices in active markets for identical asset or liabilities (level 1) and the lowest priority to unobservable inputs (level 3). The three levels of the fair value hierarchy under authoritative guidance are described as follows:

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

Level 2 - Inputs other than quoted prices included within Level 1 that are observable for the assets or liability, either directly or indirectly such as:

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

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

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

The asset 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.

The following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in the methodologies used at December 31, 2016 and 2015.

NOTE 4 - Fair Value Measurements (cont.)

Common collective trust funds: Valued at fair value, based on information provided by the trustee of the Plan and the fund manager of the common collective trust funds, 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 common collective trust funds is to provide for preservation of capital, stability and predictability of returns. The Plan has no unfunded commitments to funds. There are no investment restrictions related to fund redemptions.

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

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. The plan sponsor has not historically adjusted the prices obtained from the pricing services.

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, 2016			
	Level 1	Level 2	Level 3	Total
Mutual funds	$ 44,221,114	$ -	$ -	$ 44,221,114
Total assets in the fair value hierarchy	$ 44,221,114	$ -	$ -	44,221,114
Investments measured at net asset value (a)				39,732,708
Investments at fair value				$ 83,953,822

	December 31, 2015			
	Level 1	Level 2	Level 3	Total
Mutual funds	$ 27,919,102	$ -	$ -	$ 27,919,102
Total assets in the fair value hierarchy	$ 27,919,102	$ -	$ -	27,919,102
Investments measured at net asset value (a)				21,241,377
Investments at fair value				$ 49,160,479

(a) In accordance with Subtopic 820-10, certain investments that were measured at net asset value per share (or its equivalent) have not been classified in the fair value hierarchy. The fair value amounts presented in this table are intended to permit reconciliation of the fair value hierarchy to the line items presented in the Statement of Net Assets Available for Benefits.

NOTE 4 - Fair Value Measurements (cont.)

For years ended December 31, 2016 and 2015, there were no significant transfers between Levels 1 and 2 and no transfers in or out of Level 3.

Investments Measured Using NAV per Share Practical Expedient

The following table summarizes investments for which fair value is measured using NAV per share practical expedient as of December 31, 2016 and 2015, respectively. There are no participant redemption restrictions for these investments; the redemption notice period is applicable only to the Plan.

	Assets at Fair Value as of December 31, 2016			
	Fair Value	Unfunded Commitments	Redemption Frequency (if currently eligible)	Redemption Notice Period
Stable Value Fund	$ 6,086,010	N/A	Daily	12 months
Common Collective Trusts	33,646,698	N/A	Daily	None

	Assets at Fair Value as of December 31, 2015			
	Fair Value	Unfunded Commitments	Redemption Frequency (if currently eligible)	Redemption Notice Period
Stable Value Fund	$ 4,102,380	N/A	Daily	12 months
Common Collective Trust	17,138,997	N/A	Daily	None

NOTE 5 - Related Party and Party-In-Interest Transactions

Certain Plan investments are managed by Wells Fargo Bank, N.A., the trustee of the Plan's investment assets as of December 31, 2016 and December 31, 2015, and therefore, these transactions qualify as party-in-interest transactions. The Plan paid the trustee $174,997 in 2016 which are considered 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, 2016. The Plan allows participants to obtain loans from the Plan, which are also considered party-in-interest transactions. These transactions are not, however, considered prohibited transactions under ERISA regulations.

NOTE 5 - Related Party and Party-In-Interest Transactions (cont.)

Certain administrative functions of the Plan are performed by officers or employees of the Company. No such officer or employee receives compensation from the Plan.

NOTE 6 - Amount Owed to Participants Withdrawing From the Plan

There were no amounts owed to participants who have withdrawn from the Plan as of December 31, 2016 and 2015.

NOTE 7 - Administration of Plan Assets

The Plan's assets are administered under a contract with Wells Fargo Bank, N.A., the trustee of the Plan. The trustee invests funds received from contributions, investment sales, interest, and dividend income and makes distribution payments to participants.

NOTE 8 - Tax Status

The Plan uses a prototype plan document through the third party administrator. Although the Plan has not obtained a determination letter, the prototype plan has received a favorable opinion letter from the IRS on March 31, 2014 which stated that the Plan and related trust, as then designed, were in accordance with the applicable sections of the IRC. The Plan has been amended since receiving the favorable opinion letter. The plan administrator believes that the Plan, as amended, is designed and being operated in compliance with the applicable requirements of the IRC. Therefore, the plan administrator believes that the Plan was qualified and the related trust was tax-exempt at the financial statement date.

US 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 concluded that as of December 31, 2016 and 2015, 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.

NOTE 9 - Risks and Uncertainties

The Plan invests in various investment securities. 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 values of investment securities will occur in the near term and that such changes could materially affect participants' account balances reported in the Statements of Net Assets Available for Benefits.

As of December 31, 2016 and 2015, the Plan had investments of 13% and 21%, respectively, that were concentrated in one fund and two funds, respectively.

NOTE 10 - 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 2016 Form 5500 Schedule H, Part I:

	2016	2015
Net assets available for benefits as reported in the financial statements	$ 87,349,005	$ 51,193,976
Adjustment to loan balance to exclude the value of outstanding loans that were deemed distributions	45,354	32,123
Net assets as reported on the Form 5500	$ 87,394,359	$ 51,226,099

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 2016 Form 5500, Schedule H, Part II:

	2016
Net increase in net assets available for benefits as reported in the financial statements	$ 36,155,029
Adjustment to loan balance to exclude the value of outstanding loans that were deemed distribution	13,231
Transfers from affiliated plans in connection with mergers	(26,838,863)
Net income as reported on the Form 5500	$ 9,329,397

NOTE 11 - Plan Mergers

During 2016, assets totaling approximately $726,704, $16,264,348, $4,148,704 and $5,699,107 were merged into the Plan from ISI Retirement Savings Plan, Active Aero Group Employee Deferred Compensation Plan, Stagecoach Cartage & Distribution LP Savings Plan, and Unitrans International Corporation Employees' 401(k) and Profit Sharing Plan, respectively.

NOTE 12 - Prohibited Transactions

During the plan year ended December 31, 2016, the Company failed to remit employee contributions in the amount of $92,538 to the Plan on a timely basis, which is a prohibited transaction under ERISA. The Company has calculated the lost earnings to the participants and will contribute the amount to the Plan during 2017 in order to correct the prohibited transaction.

NOTE 13 - Subsequent Events

Effective September 15, 2017, the plan sponsor announced the sale of Unitrans, Inc, a wholly owned subsidiary of the plan sponsor. The effect of the sale on the Plan has not been determined as of October 12, 2017. Effective September 15, 2017, employees of Unitrans, Inc. are no longer permitted to make contributions to the Plan.

SUPPLEMENTAL SCHEDULE

ROADRUNNER TRANSPORTATION SYSTEMS, INC. 401(K) PLAN

FORM 5500, SCHEDULE H, PART IV, LINE 4(a) - SCHEDULE OF DELINQUENT PARTICIPANT CONTRIBUTIONS
Plan 001
EIN 39-1452112
For the Year Ended December 31, 2016

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
$ 7,020	2/26/16	4/14/16	☐	$ -	$ -	$ 7,020	$ -
492	11/18/16	11/29/16	☐	-	-	492	-
1,719	9/16/16	9/26/16	☐	-	-	1,719	-
70	7/1/16	7/12/16	☐	-	-	70	-
7,297	2/5/16	2/16/16	☐	-	-	7,297	-
7,318	3/25/16	4/4/16	☐	-	-	7,318	-
8,201	6/17/16	7/29/16	☐	-	-	8,201	-
9,084	8/19/16	8/29/16	☐	-	-	9,084	-
1,467	1/15/16	1/22/16	☐	-	-	1,467	-
23,556	7/1/16	7/12/16	☐	-	-	23,556	-
207	12/31/15	1/12/16	☐	-	-	207	-
893	1/15/16	1/22/16	☐	-	-	893	-
25,214	1/13/16	1/20/16	☐	-	-	25,214	-

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, 2016

(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
	Investments			
*	Stable Value Fund	Wells Fargo Stable Return Fund N60	**	$ 6,086,010
	Common Collective Trust	Schwab Managed Retirement Trust Fund 2010	**	2,411,283
	Common Collective Trust	Schwab Managed Retirement Trust Fund 2020	**	8,937,684
	Common Collective Trust	Schwab Managed Retirement Trust Fund 2030	**	11,691,944
	Common Collective Trust	Schwab Managed Retirement Trust Fund 2040	**	6,897,617
	Common Collective Trust	Schwab Managed Retirement Trust Fund 2050	**	2,676,061
	Common Collective Trust	Schwab Managed Retirement Trust Income Fund	**	1,032,109
	Mutual Fund	Pimco Real Return Fund	**	981,044
	Mutual Fund	Dodge & Cox Income Fund	**	5,201,455
	Mutual Fund	Nuveen Real Estate Securities Fund	**	1,554,515
	Mutual Fund	Dodge & Cox Stock Fund	**	5,027,627
	Mutual Fund	T. Rowe Price Mid Cap Growth Adv Fund	**	2,876,996
	Mutual Fund	T. Rowe Price New Era Fund	**	1,240,043
	Mutual Fund	Artisan Mid Cap Value Fund	**	2,323,231
	Mutual Fund	American Century Growth Inv Fund	**	3,076,481
	Mutual Fund	Vanguard Mid Cap Index Signal Fund	**	3,252,074
	Mutual Fund	Vanguard Small Cap Index Signal Fund	**	4,970,380
	Mutual Fund	Vanguard 500 Index Signal Fund	**	7,851,615
	Mutual Fund	DFA Emerging Markets Value Fund	**	1,508,460
	Mutual Fund	Manning & Napier World Opportunities Fund	**	4,357,193
*	**Notes Receivable From Participants**	Various participants, interest rates range from 3.25% to 9.00%, due at various dates	$-0-	3,395,183
	Total Assets (Held at End of Year)			$ 87,349,005

* 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

Cudahy, Wisconsin

FINANCIAL STATEMENTS AND
SUPPLEMENTAL INFORMATION

Including Independent Auditors' Report

As of December 31, 2016 and 2015
and for the Year Ended December 31, 2016

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

INDEPENDENT AUDITORS' REPORT

To the Plan Administrator 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, 2016 and 2015, the related statement of changes in net assets available for benefits for the year ended December 31, 2016, 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.

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 Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, as amended, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the investment information referenced 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 schedules. We have been informed by the plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from the trustee, as of December 31, 2016 and 2015 and for the year ended December 31, 2016, 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 - Supplemental Information

The supplemental schedules, Form 5500, Schedule H, Part IV, Line 4(a) - Schedule of Delinquent Participant Contributions and Form 5500, Schedule H, Part IV, Line 4(i) - Schedule of Assets (Held at End of Year), as defined in the table of contents, which are the responsibility of plan management, are presented for the purpose of additional analysis and are not required parts of the financial statements but are required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, as amended. 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.

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 ERISA.

Baker Tilly Virchow Krause, LLP

Milwaukee, Wisconsin
October 12, 2017

ROADRUNNER TRANSPORTATION SYSTEMS, INC. 401(K) PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
As of December 31, 2016 and 2015

ASSETS

	2016	2015
Investments at fair value	$ 83,953,822	$ 49,160,479
Notes receivable from participants	3,395,183	2,033,497
NET ASSETS AVAILABLE FOR BENEFITS	$ 87,349,005	$ 51,193,976

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, 2016

ADDITIONS	
Additions to net assets attributed to	
Contributions	
Participant contributions	$ 6,713,275
Employer contributions	2,394,412
Rollovers	871,234
Total Contributions	9,978,921
Investment income	
Net appreciation in fair value of investments	6,458,187
Interest and dividends	1,042,673
Total investment income	7,500,860
Total Additions	17,479,781
DEDUCTIONS	
Deductions from net assets attributed to	
Benefits paid to participants	7,908,339
Administrative expenses	255,276
Total Deductions	8,163,615
Net increase prior to transfers	9,316,166
Transfers from affiliated plans in connection with mergers	26,838,863
Net increase	36,155,029
NET ASSETS AVAILABLE FOR BENEFITS	
Beginning of year	51,193,976
End of year	$ 87,349,005

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 at least six months of service and have attained age 19 during a plan year.

Contributions

Participants may elect to make pre-tax salary reduction (deferral) contributions to the Plan subject to Plan and Internal Revenue Service (IRS) limitations. Effective July 1, 2013, participants may also make Roth contributions to the Plan. Participant rollover contributions from other plans are also permitted. The Company makes discretionary matching contributions which are a percentage of participant salary reductions. The percentage of Company contributions is determined each year by the Company. For the year ended December 31, 2016, the Company matched 50% of employee contributions up to 6% of eligible compensation, as defined. Contributions are subject to certain limitations as established by the Internal Revenue Code (IRC) of 1986, as amended.

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 document. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account balance.

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.

Notes Receivable from 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 3.25% to 9.00% and 3.25% to 5.50% as of December 31, 2016 and 2015, respectively. The Plan provides for a maximum note period of five 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 payroll deductions.

NOTE 1 - Description of the Plan (cont.)

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 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.

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. Forfeitures of $85,598 were used to reduce plan expenses or company contributions during the year ended December 31, 2016. As of December 31, 2016 and 2015, there were $176,553 and $142,075 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 3 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.

Termination of Plan

Although it has not expressed any intent to do so, the Company has the right to terminate the Plan at any time subject to the provisions of ERISA. In the event of Plan termination, participants will become 100% vested in their accounts.

Administrative Expenses

The Company pays substantially all of the Plan's administrative expenses, except for the investment management fees of the Plan's investments which are paid by the Plan and expensed as incurred.

NOTE 2 - Summary of Significant Accounting Policies

Basis of Accounting

The accompanying financial statements have been prepared on the accrual basis of accounting.

Use of Estimates

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

Investment Valuation and Income Recognition

Investments are reported at fair value except for fully benefit-responsive investment contracts which are reported at contract 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. Plan management determines the Plan's valuation policies utilizing information provided by the investment advisors, custodians and insurance companies. See Note 4 for discussion of fair value measurements.

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 gains and losses on investments bought and sold as well as held during the year.

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

Administrative Expenses

Certain expenses of maintaining the Plan are paid by the Plan, unless otherwise paid by the Company. Expenses that are paid by the Company are excluded from these financial statements. Fees related to the administration of notes receivable from participants are charged directly to the participant's account and are included in administrative expenses. Investment related expenses are included in the net appreciation (depreciation) of fair value of investments.

Payment of Benefits

Benefits are recorded when paid.

Subsequent Events

Management has evaluated the impact of all subsequent events through October 12, 2017, 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. See Note 13 for reportable subsequent events.

NOTE 3 - Information Certified by Trustee - Unaudited

The plan administrator has elected the method of compliance as permitted by 29 CFR 2520.103-8 of the Department of Labor's (DOL) Rules and Regulations for Reporting and Disclosure under ERISA for 2016 and 2015. Accordingly, Wells Fargo Bank, N.A., the trustee of the Plan, has certified to the completeness and accuracy of all investments and participant loans reported in the accompanying Statements of Net Assets Available for Benefits as of December 31, 2016 and 2015, the supplemental Schedule H, Line 4(i) - Schedule of Assets (Held at End of Year) as of December 31, 2016, and the related investment activity reported in the Statement of Changes in Net Assets Available for Benefits for the year ended December 31, 2016.

NOTE 4 - Fair Value Measurements

The framework for measuring fair values 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 quotes prices in active markets for identical asset or liabilities (level 1) and the lowest priority to unobservable inputs (level 3). The three levels of the fair value hierarchy under authoritative guidance are described as follows:

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

Level 2 - Inputs other than quoted prices included within Level 1 that are observable for the assets or liability, either directly or indirectly such as:

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

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

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

The asset 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.

The following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in the methodologies used at December 31, 2016 and 2015.

NOTE 4 - Fair Value Measurements (cont.)

Common collective trust funds: Valued at fair value, based on information provided by the trustee of the Plan and the fund manager of the common collective trust funds, 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 common collective trust funds is to provide for preservation of capital, stability and predictability of returns. The Plan has no unfunded commitments to funds. There are no investment restrictions related to fund redemptions.

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

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. The plan sponsor has not historically adjusted the prices obtained from the pricing services.

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, 2016			
	Level 1	Level 2	Level 3	Total
Mutual funds	$ 44,221,114	$ -	$ -	$ 44,221,114
Total assets in the fair value hierarchy	$ 44,221,114	$ -	$ -	44,221,114
Investments measured at net asset value (a)				39,732,708
Investments at fair value				$ 83,953,822

	December 31, 2015			
	Level 1	Level 2	Level 3	Total
Mutual funds	$ 27,919,102	$ -	$ -	$ 27,919,102
Total assets in the fair value hierarchy	$ 27,919,102	$ -	$ -	27,919,102
Investments measured at net asset value (a)				21,241,377
Investments at fair value				$ 49,160,479

(a) In accordance with Subtopic 820-10, certain investments that were measured at net asset value per share (or its equivalent) have not been classified in the fair value hierarchy. The fair value amounts presented in this table are intended to permit reconciliation of the fair value hierarchy to the line items presented in the Statement of Net Assets Available for Benefits.

NOTE 4 - Fair Value Measurements (cont.)

For years ended December 31, 2016 and 2015, there were no significant transfers between Levels 1 and 2 and no transfers in or out of Level 3.

Investments Measured Using NAV per Share Practical Expedient

The following table summarizes investments for which fair value is measured using NAV per share practical expedient as of December 31, 2016 and 2015, respectively. There are no participant redemption restrictions for these investments; the redemption notice period is applicable only to the Plan.

	Assets at Fair Value as of December 31, 2016			
	Fair Value	Unfunded Commitments	Redemption Frequency (if currently eligible)	Redemption Notice Period
Stable Value Fund	$ 6,086,010	N/A	Daily	12 months
Common Collective Trusts	33,646,698	N/A	Daily	None

	Assets at Fair Value as of December 31, 2015			
	Fair Value	Unfunded Commitments	Redemption Frequency (if currently eligible)	Redemption Notice Period
Stable Value Fund	$ 4,102,380	N/A	Daily	12 months
Common Collective Trust	17,138,997	N/A	Daily	None

NOTE 5 - Related Party and Party-In-Interest Transactions

Certain Plan investments are managed by Wells Fargo Bank, N.A., the trustee of the Plan's investment assets as of December 31, 2016 and December 31, 2015, and therefore, these transactions qualify as party-in-interest transactions. The Plan paid the trustee $174,997 in 2016 which are considered 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, 2016. The Plan allows participants to obtain loans from the Plan, which are also considered party-in-interest transactions. These transactions are not, however, considered prohibited transactions under ERISA regulations.

NOTE 5 - Related Party and Party-In-Interest Transactions (cont.)

Certain administrative functions of the Plan are performed by officers or employees of the Company. No such officer or employee receives compensation from the Plan.

NOTE 6 - Amount Owed to Participants Withdrawing From the Plan

There were no amounts owed to participants who have withdrawn from the Plan as of December 31, 2016 and 2015.

NOTE 7 - Administration of Plan Assets

The Plan's assets are administered under a contract with Wells Fargo Bank, N.A., the trustee of the Plan. The trustee invests funds received from contributions, investment sales, interest, and dividend income and makes distribution payments to participants.

NOTE 8 - Tax Status

The Plan uses a prototype plan document through the third party administrator. Although the Plan has not obtained a determination letter, the prototype plan has received a favorable opinion letter from the IRS on March 31, 2014 which stated that the Plan and related trust, as then designed, were in accordance with the applicable sections of the IRC. The Plan has been amended since receiving the favorable opinion letter. The plan administrator believes that the Plan, as amended, is designed and being operated in compliance with the applicable requirements of the IRC. Therefore, the plan administrator believes that the Plan was qualified and the related trust was tax-exempt at the financial statement date.

US 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 concluded that as of December 31, 2016 and 2015, 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.

NOTE 9 - Risks and Uncertainties

The Plan invests in various investment securities. 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 values of investment securities will occur in the near term and that such changes could materially affect participants' account balances reported in the Statements of Net Assets Available for Benefits.

As of December 31, 2016 and 2015, the Plan had investments of 13% and 21%, respectively, that were concentrated in one fund and two funds, respectively.

NOTE 10 - 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 2016 Form 5500 Schedule H, Part I:

	2016	2015
Net assets available for benefits as reported in the financial statements	$ 87,349,005	$ 51,193,976
Adjustment to loan balance to exclude the value of outstanding loans that were deemed distributions	45,354	32,123
Net assets as reported on the Form 5500	$ 87,394,359	$ 51,226,099

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 2016 Form 5500, Schedule H, Part II:

	2016
Net increase in net assets available for benefits as reported in the financial statements	$ 36,155,029
Adjustment to loan balance to exclude the value of outstanding loans that were deemed distribution	13,231
Transfers from affiliated plans in connection with mergers	(26,838,863)
Net income as reported on the Form 5500	$ 9,329,397

NOTE 11 - Plan Mergers

During 2016, assets totaling approximately $726,704, $16,264,348, $4,148,704 and $5,699,107 were merged into the Plan from ISI Retirement Savings Plan, Active Aero Group Employee Deferred Compensation Plan, Stagecoach Cartage & Distribution LP Savings Plan, and Unitrans International Corporation Employees' 401(k) and Profit Sharing Plan, respectively.

NOTE 12 - Prohibited Transactions

During the plan year ended December 31, 2016, the Company failed to remit employee contributions in the amount of $92,538 to the Plan on a timely basis, which is a prohibited transaction under ERISA. The Company has calculated the lost earnings to the participants and will contribute the amount to the Plan during 2017 in order to correct the prohibited transaction.

NOTE 13 - Subsequent Events

Effective September 15, 2017, the plan sponsor announced the sale of Unitrans, Inc, a wholly owned subsidiary of the plan sponsor. The effect of the sale on the Plan has not been determined as of October 12, 2017. Effective September 15, 2017, employees of Unitrans, Inc. are no longer permitted to make contributions to the Plan.

SUPPLEMENTAL SCHEDULE

ROADRUNNER TRANSPORTATION SYSTEMS, INC. 401(K) PLAN

FORM 5500, SCHEDULE H, PART IV, LINE 4(a) - SCHEDULE OF DELINQUENT PARTICIPANT CONTRIBUTIONS
Plan 001
EIN 39-1452112
For the Year Ended December 31, 2016

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
$ 7,020	2/26/16	4/14/16	☐	$ -	$ -	$ 7,020	$ -
492	11/18/16	11/29/16	☐	-	-	492	-
1,719	9/16/16	9/26/16	☐	-	-	1,719	-
70	7/1/16	7/12/16	☐	-	-	70	-
7,297	2/5/16	2/16/16	☐	-	-	7,297	-
7,318	3/25/16	4/4/16	☐	-	-	7,318	-
8,201	6/17/16	7/29/16	☐	-	-	8,201	-
9,084	8/19/16	8/29/16	☐	-	-	9,084	-
1,467	1/15/16	1/22/16	☐	-	-	1,467	-
23,556	7/1/16	7/12/16	☐	-	-	23,556	-
207	12/31/15	1/12/16	☐	-	-	207	-
893	1/15/16	1/22/16	☐	-	-	893	-
25,214	1/13/16	1/20/16	☐	-	-	25,214	-

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, 2016

(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
	Investments			
*	Stable Value Fund	Wells Fargo Stable Return Fund N60	**	$ 6,086,010
	Common Collective Trust	Schwab Managed Retirement Trust Fund 2010	**	2,411,283
	Common Collective Trust	Schwab Managed Retirement Trust Fund 2020	**	8,937,684
	Common Collective Trust	Schwab Managed Retirement Trust Fund 2030	**	11,691,944
	Common Collective Trust	Schwab Managed Retirement Trust Fund 2040	**	6,897,617
	Common Collective Trust	Schwab Managed Retirement Trust Fund 2050	**	2,676,061
	Common Collective Trust	Schwab Managed Retirement Trust Income Fund	**	1,032,109
	Mutual Fund	Pimco Real Return Fund	**	981,044
	Mutual Fund	Dodge & Cox Income Fund	**	5,201,455
	Mutual Fund	Nuveen Real Estate Securities Fund	**	1,554,515
	Mutual Fund	Dodge & Cox Stock Fund	**	5,027,627
	Mutual Fund	T. Rowe Price Mid Cap Growth Adv Fund	**	2,876,996
	Mutual Fund	T. Rowe Price New Era Fund	**	1,240,043
	Mutual Fund	Artisan Mid Cap Value Fund	**	2,323,231
	Mutual Fund	American Century Growth Inv Fund	**	3,076,481
	Mutual Fund	Vanguard Mid Cap Index Signal Fund	**	3,252,074
	Mutual Fund	Vanguard Small Cap Index Signal Fund	**	4,970,380
	Mutual Fund	Vanguard 500 Index Signal Fund	**	7,851,615
	Mutual Fund	DFA Emerging Markets Value Fund	**	1,508,460
	Mutual Fund	Manning & Napier World Opportunities Fund	**	4,357,193
*	**Notes Receivable From Participants**	Various participants, interest rates range from 3.25% to 9.00%, due at various dates	$-0-	3,395,183
	Total Assets (Held at End of Year)			$ 87,349,005

* 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.