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

2020

This Form is Open to Public Inspection

Part I Annual Report Identification Information

For calendar plan year 2020 or fiscal plan year beginning 01/01/2020 and ending 12/31/2020

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
- [X] 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
MODE TRANSPORTATION 401(K) PLAN

1b Three-digit plan number (PN) ▶ 001

1c Effective date of plan 11/15/2018

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)
MODE TRANSPORTATION, LLC

14785 PRESTON ROAD SUITE 850
DALLAS, TX 75254

2b Employer Identification Number (EIN)
35-1712356

2c Plan Sponsor's telephone number
972-972-7345

2d Business code (see instructions)
488510

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

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

SIGN HERE	Filed with authorized/valid electronic signature.	08/23/2021	RACHEL STEPHENS
	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

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 or the plan name has changed since the last return/report filed for this plan, enter the plan sponsor's name, EIN, the plan name and the plan number from the last return/report: **a** Sponsor's name **c** Plan Name	**4b** EIN **4d** PN	

5 Total number of participants at the beginning of the plan year	**5**	165
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)**	159
a(2) Total number of active participants at the end of the plan year	**6a(2)**	335
b Retired or separated participants receiving benefits	**6b**	0
c Other retired or separated participants entitled to future benefits	**6c**	26
d Subtotal. Add lines **6a(2)**, **6b**, and **6c**	**6d**	361
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.	**6e**	0
f Total. Add lines **6d** and **6e**	**6f**	361
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	315
h Number of participants who terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	0
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	**7**	

8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions:

2F 2G 2J 2K 2S 2T 3B 3H 2E 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)		**9b** Plan benefit arrangement (check all that apply)	
(1)	[ ] Insurance	**(1)**	[ ] Insurance
(2)	[ ] Code section 412(e)(3) insurance contracts	**(2)**	[ ] Code section 412(e)(3) insurance contracts
(3)	[X] Trust	**(3)**	[X] Trust
(4)	[ ] General assets of the sponsor	**(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)** [ ] 0 **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 2020 Form M-1 annual report. If the plan was not required to file the 2020 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.**	**2020** **This Form is Open to Public Inspection.**

For calendar plan year 2020 or fiscal plan year beginning 01/01/2020 and ending 12/31/2020

A Name of plan
MODE TRANSPORTATION 401(K) PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
MODE TRANSPORTATION, LLC

D Employer Identification Number (EIN)
35-1712356

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

FIDELITY INVESTMENTS INSTITUTIONAL

04-2647786

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

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

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

FIDELITY INVESTMENTS INSTITUTIONAL

04-2647786

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
37 60 64 65	RECORDKEEPER	8101	Yes [X] No [ ]	Yes [X] No [ ]	0	Yes [X] No [ ]

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

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

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

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

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

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

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

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

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

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

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

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
AC DSCPL CORE VAL R5 - AMERICAN CE 44-0619208	0.15%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation		**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
DL TOTAL RTN BOND I - U.S. BANCORP	P.O. BOX 701 MILWAUKEE, WI 53201	0.15%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation		**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
INVS DIVRS DIVD R5 - INVESCO INVES	11 GREENWAY PLAZA, SUITE 100 HOUSTON, TX 77046	0.35%

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
TMPL GLOBAL BOND ADV - FRANKLIN TE 94-3167260	0.15%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
TRP DIV GROWTH - T. ROWE PRICE SER 52-2269240	0.15%

(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

2020

This Form is Open to Public Inspection.

For calendar plan year 2020 or fiscal plan year beginning 01/01/2020 and ending 12/31/2020

A Name of plan
MODE TRANSPORTATION 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
MODE TRANSPORTATION, LLC

D Employer Identification Number (EIN)
35-1712356

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: MIP CL 1

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

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
04-3022712-024	C	1718

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

Part II **Information on Participating Plans (to be completed by DFEs)**
(Complete as many entries as needed to report all participating plans)

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

SCHEDULE H (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Financial Information

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

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

OMB No. 1210-0110

2020

This Form is Open to Public Inspection

For calendar plan year 2020 or fiscal plan year beginning 01/01/2020 and ending 12/31/2020

A Name of plan
MODE TRANSPORTATION 401(K) PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
MODE TRANSPORTATION, LLC

D Employer Identification Number (EIN)
35-1712356

Part I Asset and Liability Statement

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

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a	0	0
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	0	0
(2) Participant contributions	1b(2)	0	0
(3) Other	1b(3)	0	0
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	265390	562589
(2) U.S. Government securities	1c(2)	0	0
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)	0	0
(B) All other	1c(3)(B)	0	0
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)	0	0
(B) Common	1c(4)(B)	0	0
(5) Partnership/joint venture interests	1c(5)	0	0
(6) Real estate (other than employer real property)	1c(6)	0	0
(7) Loans (other than to participants)	1c(7)	0	0
(8) Participant loans	1c(8)	200166	232011
(9) Value of interest in common/collective trusts	1c(9)	0	1718
(10) Value of interest in pooled separate accounts	1c(10)	0	0
(11) Value of interest in master trust investment accounts	1c(11)	0	0
(12) Value of interest in 103-12 investment entities	1c(12)	0	0
(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)	8267449	13624700
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)	0	0
(15) Other	1c(15)	0	0

			(a) Beginning of Year	**(b)** End of Year
1d	Employer-related investments:			
	(1) Employer securities	1d(1)	0	0
	(2) Employer real property	1d(2)	0	0
e	Buildings and other property used in plan operation	1e	0	0
f	Total assets (add all amounts in lines 1a through 1e)	1f	8733005	14421018
	Liabilities			
g	Benefit claims payable	1g	0	0
h	Operating payables	1h	0	0
i	Acquisition indebtedness	1i	0	0
j	Other liabilities	1j	0	0
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	8733005	14421018

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)	615290	
	(B) Participants	2a(1)(B)	1796462	
	(C) Others (including rollovers)	2a(1)(C)	3945632	
	(2) Noncash contributions	2a(2)	0	
	(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		6357384
b	**Earnings on investments:**			
	(1) Interest:			
	(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	787	
	(B) U.S. Government securities	2b(1)(B)	0	
	(C) Corporate debt instruments	2b(1)(C)	0	
	(D) Loans (other than to participants)	2b(1)(D)	0	
	(E) Participant loans	2b(1)(E)	12352	
	(F) Other	2b(1)(F)	0	
	(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		13139
	(2) Dividends: **(A)** Preferred stock	2b(2)(A)	0	
	(B) Common stock	2b(2)(B)	0	
	(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	690369	
	(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		690369
	(3) Rents	2b(3)		0
	(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)	0	
	(B) Aggregate carrying amount (see instructions)	2b(4)(B)	0	
	(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)	0	
	(B) Other	2b(5)(B)	0	
	(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)		115
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		0
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		0
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		0
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		1493736
c Other income	2c		0
d Total income. Add all **income** amounts in column (b) and enter total	2d		8554743
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	2856215	
(2) To insurance carriers for the provision of benefits	2e(2)	0	
(3) Other	2e(3)	0	
(4) Total benefit payments. Add lines **2e(1)** through **(3)**	2e(4)		2856215
f Corrective distributions (see instructions)	2f		0
g Certain deemed distributions of participant loans (see instructions)	2g		2414
h Interest expense	2h		0
i Administrative expenses: **(1)** Professional fees	2i(1)	0	
(2) Contract administrator fees	2i(2)	0	
(3) Investment advisory and management fees	2i(3)	0	
(4) Other	2i(4)	8101	
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		8101
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		2866730
Net Income and Reconciliation			
k Net income (loss). Subtract line **2j** from line **2d**	2k		5688013
l Transfers of assets:			
(1) To this plan	2l(1)		0
(2) From this plan	2l(2)		0

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

b Check the appropriate box(es) to indicate whether the IQPA performed an ERISA section 103(a)(3)(C) audit. Check both boxes (1) and (2) if the audit was performed pursuant to both 29 CFR 2520.103-8 and 29 CFR 2520.103-12(d). Check box (3) if pursuant to neither.

(1) [X] DOL Regulation 2520.103-8 **(2)** [ ] DOL Regulation 2520.103-12(d) **(3)** [ ] neither DOL Regulation 2520.103-8 nor DOL Regulation 2520.103-12(d).

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	

			Yes	No	Amount
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	
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		500000
f	Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?	**4f**		X	
g	Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?	**4g**		X	
h	Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?	**4h**		X	
i	Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	**4i**	X		
j	Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked and see instructions for format requirements.)	**4j**		X	
k	Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?	**4k**		X	
l	Has the plan failed to provide any benefit when due under the plan?	**4l**		X	
m	If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	**4m**		X	
n	If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3	**4n**		X	

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

If "Yes," enter the amount of any plan assets that reverted to the employer this year _____.

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 Was the plan a defined benefit plan covered under the PBGC insurance program at any time during this plan year? (See ERISA section 4021 and instructions.) ☐ Yes ☐ No ☐ Not determined

If "Yes" is checked, enter the My PAA confirmation number from the PBGC premium filing for this plan year _____.

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

2020

This Form is Open to Public Inspection.

For calendar plan year 2020 or fiscal plan year beginning 01/01/2020 and ending 12/31/2020

A Name of plan
MODE TRANSPORTATION 401(K) PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
MODE TRANSPORTATION, LLC

D Employer Identification Number (EIN)
35-1712356

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** |

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

EIN(s): 04-6568107

Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.

3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year ..... | **3** |

Part II Funding Information (If the plan is not subject to the minimum funding requirements of section 412 of the Internal Revenue Code or ERISA section 302, skip this Part.)

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 deferred vested and retired participants (inactive participants), as of the beginning of the plan year, whose contributing employer is no longer making contributions to the plan for:

a The current plan year. Check the box to indicate the counting method used to determine the number of inactive participants: ☐ last contributing employer ☐ alternative ☐ reasonable approximation (see instructions for required attachment)	**14a**	
b The plan year immediately preceding the current plan year. ☐ Check the box if the number reported is a change from what was previously reported (see instructions for required attachment)	**14b**	
c The second preceding plan year. ☐ Check the box if the number reported is a change from what was previously reported (see instructions for required attachment)	**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):

20 **PBGC missed contribution reporting requirements.** If this is a multiemployer plan or a single-employer plan that is not covered by PBGC, skip line 20.

a Is the amount of unpaid minimum required contributions for all years from Schedule SB (Form 5500) line 40 greater than zero? ☐ Yes ☐ No

b If line 20a is "Yes," has PBGC been notified as required by ERISA sections 4043(c)(5) and/or 303(k)(4)? Check the applicable box:

☐ Yes.

☐ No. Reporting was waived under 29 CFR 4043.25(c)(2) because contributions equal to or exceeding the unpaid minimum required contribution were made by the 30th day after the due date.

☐ No. The 30-day period referenced in 29 CFR 4043.25(c)(2) has not yet ended, and the sponsor intends to make a contribution equal to or exceeding the unpaid minimum required contribution by the 30th day after the due date.

☐ No. Other. Provide explanation_____

MODE TRANSPORTATION
401(K) PLAN

FINANCIAL STATEMENTS AND
SUPPLEMENTAL SCHEDULE
WITH INDEPENDENT AUDITORS' REPORT

DECEMBER 31, 2020 and 2019

bakertilly

MODE TRANSPORTATION 401(K) PLAN

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Statement of Changes in Net Assets Available for Benefits
For the Year Ended December 31, 2020 4

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Supplemental Schedule:

Schedule H, Line 4i – Schedule of Assets (Held at End of Year)
December 31, 2020 14

Note: Supplemental schedules, other than those listed above, are omitted because of the absence of conditions under which they are required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

Independent Auditors' Report

To the Plan Administrator and Participants of
Mode Transportation 401(k) Plan:

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of Mode Transportation 401(k) Plan (the "Plan"), which comprise the statements of net assets available for benefits as of December 31, 2020 and 2019, and the related statement of changes in net assets available for benefits for the year ended December 31, 2020, 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, however, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion.

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's ("DOL") Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 ("ERISA"), the Plan Administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 4, which was certified by Fidelity Management Trust Company, the Trustee of the Plan, except for comparing the information with the related information included in the financial statements. We have been informed by the Plan Administrator that the Trustee holds the Plan's investment assets and executes investment transactions. The Plan Administrator has obtained a certification from the Trustee as of December 31, 2020 and 2019, and for the year ended December 31, 2020, that the information provided to the Plan Administrator by the Trustee is complete and accurate.

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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 Schedule

The supplemental Schedule H, Line 4i – Schedule of Assets (Held at End of Year) as of December 31, 2020, is required by the DOL's Rules and Regulations for Reporting and Disclosure under ERISA and is presented for the purpose of additional analysis and is not a required part of the financial statements. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on this supplemental schedule.

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

The form and content of the information included in the financial statements and supplemental schedule, other than that derived from the information certified 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 US, LLP
Plano, Texas
August 19, 2021

MODE TRANSPORTATION 401(K) PLAN
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
DECEMBER 31, 2020 AND 2019

	2020	2019
Assets		
Investments, at fair value:		
Mutual funds of registered investment companies	$ 13,624,700	$ 8,267,449
Money market account	562,589	265,390
Common collective trust	1,718	-
Total investments, at fair value	14,189,007	8,532,839
Notes receivable from participants	232,011	200,166
Receivables:		
Company contributions	67,493	-
Total receivables	67,493	-
Total assets	14,488,511	8,733,005
Liabilities		
Excess contributions payable	30,484	-
Total liabilities	30,484	-
Net assets available for benefits	$ 14,458,027	$ 8,733,005

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

MODE TRANSPORTATION 401(K) PLAN
STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
FOR THE YEAR ENDED DECEMBER 31, 2020

Additions to net assets available for benefits attributed to:	
Investment income:	
Interest and dividends	$ 691,156
Net appreciation of fair value of investments	1,493,851
Net investment income	2,185,007
Interest on notes receivable from participants	12,352
Contributions:	
Participants	1,765,978
Company, net	682,783
Rollovers	3,945,632
Total contributions	6,394,393
Total additions	8,591,752
Deductions from net assets available for benefits attributed to:	
Benefits paid to participants	2,858,629
Administrative expenses	8,101
Total deductions	2,866,730
Net increase in net assets available for benefits	5,725,022
Net assets available for benefits:	
Beginning of year	8,733,005
End of year	$ 14,458,027

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

1 - DESCRIPTION OF PLAN

GENERAL

Mode Transportation 401(k) Plan (the "Plan") is a defined contribution plan and is subject to the provisions of the Employee Retirement Income Security Act of 1974, as amended ("ERISA"). The Plan was established on November 15, 2018, covering substantially all employees of Mode Transportation, LLC, (the "Company" or "Plan Administrator") other than certain employees covered by collective bargaining agreements and seasonal or temporary employees. Fidelity Management Trust Company (the "Trustee" or "Fidelity") in conjunction with Fidelity Workplace Services, LLC, serves as the Trustee and record-keeper of the Plan. The following description provides only general information. Participants should refer to the Plan document for a more complete description of the Plan's provisions.

ELIGIBILITY AND PARTICIPANT ACCOUNTS

The Plan has no service requirement or age requirement for eligibility and unless otherwise elected, employees are automatically enrolled in the Plan at a contribution rate of 3% of pretax compensation after 35 days following the date of hire. Contributions are mapped into the default fund as determined by the Plan Administrator unless otherwise directed by participants. Subject to certain limitations on annual additions, each participant's account is credited with employee elective deferrals, discretionary Company contributions, and an allocation of Plan earnings and charged with certain administrative expenses. The allocations are based on participant account balances, as defined. Participants may modify investment elections, transfer existing account balances, and obtain information regarding the investment on a daily basis.

CONTRIBUTIONS

The Plan is funded through participant elective deferrals and discretionary Company contributions. Each year, participants may contribute from 1% to 60% of annual compensation on a pre-tax and an after-tax basis, as defined by the Plan, subject to maximum limitations imposed by the Internal Revenue Code ("IRC") of $19,500 for 2020. Employees who are eligible to make elective deferrals under the Plan and who have attained the age of fifty before the close of the Plan year are also eligible to make catch-up contributions subject to the maximum limitation imposed by the IRC of $6,500 for 2020. Rollover contributions representing distributions from other qualified defined benefit or defined contribution plans are permitted, except for after-tax employee contributions.

The Plan also allows for discretionary Company contributions. To be eligible for the discretionary Company contributions a participant must be employed on the last day of the contribution period. For the years ended December 31, 2020, the Company made discretionary matching contributions of 50% of the participant's elective deferrals up to 6% of eligible compensation, which amounted to $682,783 in discretionary Company contributions.

1 - DESCRIPTION OF PLAN, CONTINUED

VESTING

Participants are immediately vested in rollover contributions, participant contributions, roth contributions, discretionary Company contributions and any earnings thereon.

FORFEITURES

Forfeitures are available to reduce future discretionary Company contributions or pay administrative expenses. At December 31, 2020 and 2019, forfeited non-vested accounts available for future use totaled $65 and $8,063, respectively, and are reported as a component of net assets available for benefits. During 2020, forfeitures of $8,083 were used to reduce discretionary Company contributions, and no forfeitures were used to reduce administrative expenses.

DISTRIBUTIONS TO PARTICIPANTS

Upon normal retirement age, death, disability, or termination, a participant's benefits may be payable in a lump-sum amount equal to 100% of the participant's vested account balance. Employees may also make hardship withdrawals on the balance of their account related to their elective deferral contributions. Participants with vested account balances greater than $5,000 may defer their distributions to a later date. Certain in-service withdrawals are available to employees with at least 60 months of participation. Participant account balances less than $5,000, upon termination, may be rolled over to an Individual Retirement Account or, if less than $1,000, paid directly to the participant by the Company.

INVESTMENT OPTIONS

The Plan provides for participants to direct both participant and discretionary Company contributions into a variety of mutual funds of registered investment companies, a common collective trust, and a money market fund in accordance with participant investment elections and the provisions of the Trust agreement.

NOTES RECEIVABLE FROM PARTICIPANTS

Borrowings are available for all participants. Notes receivable from participants are limited to a minimum of $1,000 up to a maximum of the lesser of $50,000 or 50% of their vested account balance, subject to certain restrictions as defined by the Internal Revenue Service ("IRS"). A participant may only have one note outstanding at any given time. The notes are secured by the balance in the participant's account and bear interest at a rate determined reasonable by the Plan Administrator. Any note must be repaid within five years unless for the purchase of a primary residence. Repayments are made through payroll deductions and are reinvested in the participant accounts according to individual investment elections. Notes receivable from participants, as of December 31, 2020, have interest rates ranging from 4.25% to 6.50% and maturity dates from January 2021 through December 2025. Notes receivable from participants, as of December 31, 2019, have interest rates ranging from 4.25% to 6.50% and maturity dates from January 2020 through August 2024.

1 - DESCRIPTION OF PLAN, CONTINUED

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 and fees paid related to benefits paid to participants are charged directly to the participant's account and are included in administrative expenses. Investment related expenses are included in net appreciation (depreciation) of fair value of investments.

PLAN TERMINATION

Although the Company expects to continue the Plan, the Company may terminate the Plan at any time subject to the provisions of ERISA. In the event the Plan is terminated, each of the participants will have a non-forfeitable 100% vested interest in his or her account balance, including all Company contributions, subject to payment of liquidation costs and expenses.

CORONAVIRUS AID RELIEF AND ECONOMIC SECURITY ACT

During 2020, Plan management approved a resolution to adopt certain provisions of the Coronavirus Aid Relief and Economic Security Act ("CARES Act"). The Plan elected the distribution provision under the CARES Act. The maximum dollar amount that can be requested per participant is $100,000 without a 10% early withdrawal penalty. These CARES Act distributions are available for repayment through the last day of the Plan year that begins in 2022. For eligible CARES Act distribution requests, all vested contribution sources are made available and restrictions based on age or length of participation in the Plan do not apply. CARES Act distributions may be repaid to the Plan within three years; income taxes may be spread ratably over three years.

The Plan elected to temporarily suspend required minimum distributions ("RMDs") under the CARES Act. This provision provides relief to individuals who would otherwise be required to take RMDs from retirement accounts due to economic slowdown due to COVID-19. This provision applies to participants who have reached the age of 70 ½ during 2019 but who have not yet taken RMDs in 2020. In addition, the Plan also elected to suspend RMDs for participants who reach age 72 in 2020 following the Setting Every Community Up for Retirement Enhancement Act ("SECURE Act"). If a participant has received RMDs in 2020, they may be able to recontribute these amounts back into the Plan in the form of direct rollovers.

The Plan also adopted certain loan provisions of the CARES Act. Through September 23, 2020, participants are eligible to borrow up to $100,000 from their vested account balance, reduced by the highest balance of any notes outstanding during the previous twelve months. Repayments of existing notes receivable from participants can be deferred until December 31, 2020. Notes will be re-amortized to include accrued interest during the deferred payment period, and repayments began in January 2021.

2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

BASIS OF ACCOUNTING

The financial statements have been prepared under the accrual method in accordance with accounting principles generally accepted in the United States ("U.S. GAAP").

ESTIMATES AND ASSUMPTIONS

The preparation of financial statements in conformity with U.S. GAAP requires the Plan's management to make estimates and assumptions that affect certain reported amounts of assets and liabilities, changes therein, and associated disclosures. Accordingly, actual results may vary from the estimates used in preparing the accompanying financial statements.

NOTES RECEIVABLE FROM PARTICIPANTS

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

BENEFITS

Benefits are recorded when paid.

RECENT ACCOUNTING PRONOUNCEMENTS

In August 2018, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") No. 2018-13, *Disclosure Framework – Changes to the Disclosure Requirements for Fair Value Measurement*. ASU No. 2018-13 modifies the disclosure requirements for fair value measurements in Topic 820, Fair Value Measurement. The amendments are based on the concepts in the FASB Concepts Statement, *Conceptual Framework for Financial Reporting—Chapter 8: Notes to Financial Statements*, which the Board finalized on August 28, 2018. ASU No. 2018-13 is effective for fiscal years beginning after December 15, 2019. Early adoption is permitted. The Plan's adoption of this pronouncement did not have a material impact on the Plan.

INVESTMENT VALUATION AND INCOME RECOGNITION

Investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. 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. The income or loss earned on participant accounts is allocated on a daily basis using the previous day's ending account balance. Net appreciation (depreciation) includes the Plan's gains and losses on the investments bought and sold, as well as held during the year.

3 – FAIR VALUE MEASUREMENTS

INVESTMENT VALUATION AND LEVELING

FASB Accounting Standards Codification ("ASC") Topic 820 for Fair Value Measurements and Disclosures provides the framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements).

The three levels of the fair value hierarchy under FASB ASC 820 are described as follows:

Level 1 Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets.

Level 2 Significant observable inputs other than quoted prices in active markets for which inputs to the valuation methodology include:

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

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

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

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

In establishing a fair value hierarchy for the Plan's investments in accordance with FASB ASC 820, the following value methodologies were used for each type of investments:

Mutual funds of registered investment companies: Valued at the net asset value ("NAV") or quoted market prices of shares held by the Plan at year end.

Money market fund: Valued at cost of $1 per unit, which represents the NAV at year end.

Common collective trust: Valued at the NAV of units of a bank collective trust, as determined by the Trustee. The NAV is based on the fair value of the underlying investments held by the fund less its liabilities. The NAV is not used when it is determined to be probable that the fund will sell the investment for an amount different than the reported NAV. Participant transactions (purchases and sales) may occur daily. Were the Plan to initiate a full redemption of the collective trusts, the investment advisor reserves the right to temporarily delay withdrawal from the trust in order to ensure that securities liquidations will be carried out in an orderly business manner.

3 – FAIR VALUE MEASUREMENTS, CONTINUED

INVESTMENT VALUATION AND LEVELING, CONTINUED

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

The following table sets forth by level, within the fair value hierarchy, the Plan's investments, at fair value as of December 31, 2020:

	Level 1	Level 2	Level 3	Total
Mutual funds of registered investment companies	$ 13,624,700	$ -	$ -	$ 13,624,700
Money market account	562,589	-	-	562,589
Common collective trust	-	1,718	-	1,718
Total investments, at fair value	$ 14,187,289	$ 1,718	$ -	$ 14,189,007

The following table sets forth by level, within the fair value hierarchy, the Plan's investments, at fair value as of December 31, 2019:

	Level 1	Level 2	Level 3	Total
Mutual funds of registered investment companies	$ 8,267,449	$ -	$ -	$ 8,267,449
Money market account	265,390	-	-	265,390
Total investments, at fair value	$ 8,532,839	$ -	$ -	$ 8,532,839

4 - FINANCIAL INFORMATION CERTIFIED BY THE PLAN'S TRUSTEE (UNAUDITED)

The Plan Administrator has elected the method of compliance permitted by 29 CFR 2520.103-8 of the Department of Labor's ("DOL") Rules and Regulations for Reporting and Disclosure under ERISA for 2020 and 2019. Accordingly, the Trustee of the Plan has certified to the completeness and accuracy of all investments reported in the accompanying Statements of Net Assets Available for Benefits as of December 31, 2020 and 2019, and the supplemental schedule of Schedule H, Line 4i – Schedule of Assets (Held at End of Year) as of December 31, 2020, and the related investment activity reported in the Statement of Changes in Net Assets Available for Benefits for the year ended December 31, 2020.

5 – PARTY-IN-INTEREST TRANSACTIONS

Certain Plan investments are managed by the Trustee; therefore, these transactions qualify as party-in-interest transactions. The Plan issues notes receivable to participants, which are secured by the participant's account balances. These transactions also qualify as party-in-interest transactions. Certain administrative functions of the Plan are performed by an officer or employees of the Company. No such officer or employee receives compensation from the Plan.

6 - RISKS AND UNCERTAINTIES

The Plan provides for various investment options in mutual funds of registered investment companies, a common collective trust, and a money market fund. Investment securities are exposed to various risks, such as interest rate, concentration, market, and credit risk. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the value of the investments will occur in the near term and that such changes could materially affect participant account balances and the amounts reported in the Statements of Net Assets Available for Benefits.

7 - TAX STATUS OF THE PLAN

The Plan is based on a volume submitter plan developed by Fidelity Management and Research Co. which received a favorable opinion letter dated March 31, 2014, from the IRS stating that the volume submitter plan constitutes a qualified plan under Section 401 of the IRC. The Plan Administrator believes the Plan, as adopted and amended, is operating within the guidelines of the IRC and continues to be tax exempt. Accordingly, no provision for federal income taxes has been provided in the accompanying financial statements.

U.S. GAAP requires Plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the organization has taken an uncertain position that more likely than not would not be sustained upon examination by the DOL or IRS. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress.

8 – EXCESS CONTRIBUTIONS PAYABLE

The Plan failed non-discrimination testing for the year ended December 31, 2020. As a result, excess contributions payable amounting to $30,484, were recorded as a liability in the accompanying Statement of Net Assets Available for Benefits as of December 31, 2020, and as a reduction to contributions on the accompany Statement of Changes in Net Assets Available for Benefits.

9 – RECONCILIATION TO THE FORM 5500, SCHEDULE H

The following is a reconciliation of net assets available for benefits per the financial statements to the Form 5500 at December 31, 2020 and 2019:

	2020	2019
Net assets available for benefits per the financial statements	$ 14,458,027	$ 8,733,005
Less: Company contributions receivable	(67,493)	-
Add: excess contributions payable	30,484	-
Net assets available for benefits per Form 5500	$ 14,421,018	$ 8,733,005

9 – RECONCILIATION TO THE FORM 5500, SCHEDULE H, CONTINUED

The following is a reconciliation of net increase in assets available for benefits per the financial statements to the Form 5500 for the year ended December 31, 2020.

	2020
Net increase in net assets available for benefits per the financial statements	$ 5,725,022
Less: Company contributions receivable	(67,493)
Add: excess contributions payable	30,484
Net increase in net assets available for benefits per Form 5500	$ 5,688,013

10 – SUBSEQUENT EVENTS

In accordance with FASB ASC 855, "Subsequent Events," the Plan has evaluated events or transactions occurring after December 31, 2020, the Statements of Net Assets Available for Benefits date, through August 19, 2021, the date the financial statements were ready to be issued, and determined no such events or transactions that would impact these financial statements as of and for the year ended December 31, 2020, other than noted below.

Effective July 9, 2021, the Plan was amended to allow the merger in of the Avenger Logistics, LLC 401(k) Plan.

SUPPLEMENTAL SCHEDULE

MODE TRANSPORTATION 401(K) PLAN
EIN # 35-1712356, PLAN # 001
SCHEDULE H, LINE 4i- SCHEDULE OF ASSETS (HELD AT END OF YEAR)
DECEMBER 31, 2020

(a)	(b) Identity of issuer, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par or maturity value	(e) Current Value
	Mutual funds of registered investment companies		
	American Funds	American Funds 2015 Target Date Retirement Fund Class R6	$ 171,957
	American Funds	American Funds 2020 Target Date Retirement Fund Class R6	393,965
	American Funds	American Funds 2025 Target Date Retirement Fund Class R6	895,865
	American Funds	American Funds 2030 Target Date Retirement Fund Class R6	1,395,022
	American Funds	American Funds 2035 Target Date Retirement Fund Class R6	2,061,292
	American Funds	American Funds 2040 Target Date Retirement Fund Class R6	818,682
	American Funds	American Funds 2045 Target Date Retirement Fund Class R6	1,165,322
	American Funds	American Funds 2050 Target Date Retirement Fund Class R6	543,815
	American Funds	American Funds 2055 Target Date Retirement Fund Class R6	302,145
	American Funds	American Funds 2060 Target Date Retirement Fund Class R6	77,026
	American Funds	American Funds 2065 Target Date Retirement Fund Class R6	1,582
	American Funds	American Funds New World Fund Class R6	146,082
	American Century	American Century Discip;omed Core Value Fund Class R5	436,707
	BlackRock	BlackRock Total Return Fund Class K	105,703
	Carillon Eagle	Carillon Eagle Mid Cap Growth Fund Class R6	760,970
	MFS	MFS Mid Cap Value Fund R6	186,440
	Neuberger Berman	Neuberger Berman Large Cap Value Fund Class I	160,945
	PGIM	PGIM Global Total Return Fund Class R6	37,328
	PGIM	PGIM Jennison International Opportunities Fund Class R6	149,342
	PIMCO	PIMCO Real Return Institutional Fund	41,323
	T. Rowe Price	T. Rowe Price Blue Chip Growth Fund Class I	79,420
	T. Rowe Price	T. Rowe Price Dividend Growth Fund	365,595
*	Fidelity Investments	Fidelity 500 Index Fund	952,573
*	Fidelity Investments	Fidelity Contrafund Class K	940,443
*	Fidelity Investments	Fidelity Diversified International Fund Class K	349,799
*	Fidelity Investments	Fidelity Extended Market Index Fund	188,786
*	Fidelity Investments	Fidelity Freedom Index Income Fund Class IP	175,472
*	Fidelity Investments	Fidelity International Index Fund	14,522
*	Fidelity Investments	Fidelity Investment Grade Bond Fund	181,171
*	Fidelity Investments	Fidelity Puritan Fund Class K	264,117
*	Fidelity Investments	Fidelity Real Estate Investment Portfolio	44,260
*	Fidelity Investments	Fidelity Small Cap Index Fund	106,520
*	Fidelity Investments	Fidelity US Bond Index Fund	110,509
	Total mutual funds of registered investment companies		**13,624,700**
	Money market fund		
*	Fidelity Investments	Fidelity Government Money Market Fund	562,589
	Common collective trust		
*	Fidelity Investments	Fidelity Managed Income Portfolio Class 1	1,718
	Participant loans		
*	Plan participants	Participant loans with interest rates at 4.25% to 6.50% and maturity dates of January 2021 and December 2025	232,011
	Total assets held		**$ 14,421,018**

* A party-in-interest as defined by ERISA.
Column (d) cost information omitted for participant-directed investments.

MODE TRANSPORTATION
401(K) PLAN

FINANCIAL STATEMENTS AND
SUPPLEMENTAL SCHEDULE
WITH INDEPENDENT AUDITORS' REPORT

DECEMBER 31, 2020 and 2019

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MODE TRANSPORTATION 401(K) PLAN

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Supplemental Schedule:

Schedule H, Line 4i – Schedule of Assets (Held at End of Year)
December 31, 2020 14

Note: Supplemental schedules, other than those listed above, are omitted because of the absence of conditions under which they are required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

Independent Auditors' Report

To the Plan Administrator and Participants of
Mode Transportation 401(k) Plan:

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of Mode Transportation 401(k) Plan (the "Plan"), which comprise the statements of net assets available for benefits as of December 31, 2020 and 2019, and the related statement of changes in net assets available for benefits for the year ended December 31, 2020, 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, however, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion.

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's ("DOL") Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 ("ERISA"), the Plan Administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 4, which was certified by Fidelity Management Trust Company, the Trustee of the Plan, except for comparing the information with the related information included in the financial statements. We have been informed by the Plan Administrator that the Trustee holds the Plan's investment assets and executes investment transactions. The Plan Administrator has obtained a certification from the Trustee as of December 31, 2020 and 2019, and for the year ended December 31, 2020, that the information provided to the Plan Administrator by the Trustee is complete and accurate.

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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 Schedule

The supplemental Schedule H, Line 4i – Schedule of Assets (Held at End of Year) as of December 31, 2020, is required by the DOL's Rules and Regulations for Reporting and Disclosure under ERISA and is presented for the purpose of additional analysis and is not a required part of the financial statements. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on this supplemental schedule.

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

The form and content of the information included in the financial statements and supplemental schedule, other than that derived from the information certified 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 US, LLP
Plano, Texas
August 19, 2021

MODE TRANSPORTATION 401(K) PLAN
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
DECEMBER 31, 2020 AND 2019

	2020	2019
Assets		
Investments, at fair value:		
Mutual funds of registered investment companies	$ 13,624,700	$ 8,267,449
Money market account	562,589	265,390
Common collective trust	1,718	-
Total investments, at fair value	14,189,007	8,532,839
Notes receivable from participants	232,011	200,166
Receivables:		
Company contributions	67,493	-
Total receivables	67,493	-
Total assets	14,488,511	8,733,005
Liabilities		
Excess contributions payable	30,484	-
Total liabilities	30,484	-
Net assets available for benefits	$ 14,458,027	$ 8,733,005

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

MODE TRANSPORTATION 401(K) PLAN
STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
FOR THE YEAR ENDED DECEMBER 31, 2020

Additions to net assets available for benefits attributed to:	
Investment income:	
Interest and dividends	$ 691,156
Net appreciation of fair value of investments	1,493,851
Net investment income	2,185,007
Interest on notes receivable from participants	12,352
Contributions:	
Participants	1,765,978
Company, net	682,783
Rollovers	3,945,632
Total contributions	6,394,393
Total additions	8,591,752
Deductions from net assets available for benefits attributed to:	
Benefits paid to participants	2,858,629
Administrative expenses	8,101
Total deductions	2,866,730
Net increase in net assets available for benefits	5,725,022
Net assets available for benefits:	
Beginning of year	8,733,005
End of year	$ 14,458,027

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

1 - DESCRIPTION OF PLAN

GENERAL

Mode Transportation 401(k) Plan (the "Plan") is a defined contribution plan and is subject to the provisions of the Employee Retirement Income Security Act of 1974, as amended ("ERISA"). The Plan was established on November 15, 2018, covering substantially all employees of Mode Transportation, LLC, (the "Company" or "Plan Administrator") other than certain employees covered by collective bargaining agreements and seasonal or temporary employees. Fidelity Management Trust Company (the "Trustee" or "Fidelity") in conjunction with Fidelity Workplace Services, LLC, serves as the Trustee and record-keeper of the Plan. The following description provides only general information. Participants should refer to the Plan document for a more complete description of the Plan's provisions.

ELIGIBILITY AND PARTICIPANT ACCOUNTS

The Plan has no service requirement or age requirement for eligibility and unless otherwise elected, employees are automatically enrolled in the Plan at a contribution rate of 3% of pretax compensation after 35 days following the date of hire. Contributions are mapped into the default fund as determined by the Plan Administrator unless otherwise directed by participants. Subject to certain limitations on annual additions, each participant's account is credited with employee elective deferrals, discretionary Company contributions, and an allocation of Plan earnings and charged with certain administrative expenses. The allocations are based on participant account balances, as defined. Participants may modify investment elections, transfer existing account balances, and obtain information regarding the investment on a daily basis.

CONTRIBUTIONS

The Plan is funded through participant elective deferrals and discretionary Company contributions. Each year, participants may contribute from 1% to 60% of annual compensation on a pre-tax and an after-tax basis, as defined by the Plan, subject to maximum limitations imposed by the Internal Revenue Code ("IRC") of $19,500 for 2020. Employees who are eligible to make elective deferrals under the Plan and who have attained the age of fifty before the close of the Plan year are also eligible to make catch-up contributions subject to the maximum limitation imposed by the IRC of $6,500 for 2020. Rollover contributions representing distributions from other qualified defined benefit or defined contribution plans are permitted, except for after-tax employee contributions.

The Plan also allows for discretionary Company contributions. To be eligible for the discretionary Company contributions a participant must be employed on the last day of the contribution period. For the years ended December 31, 2020, the Company made discretionary matching contributions of 50% of the participant's elective deferrals up to 6% of eligible compensation, which amounted to $682,783 in discretionary Company contributions.

1 - DESCRIPTION OF PLAN, CONTINUED

VESTING

Participants are immediately vested in rollover contributions, participant contributions, roth contributions, discretionary Company contributions and any earnings thereon.

FORFEITURES

Forfeitures are available to reduce future discretionary Company contributions or pay administrative expenses. At December 31, 2020 and 2019, forfeited non-vested accounts available for future use totaled $65 and $8,063, respectively, and are reported as a component of net assets available for benefits. During 2020, forfeitures of $8,083 were used to reduce discretionary Company contributions, and no forfeitures were used to reduce administrative expenses.

DISTRIBUTIONS TO PARTICIPANTS

Upon normal retirement age, death, disability, or termination, a participant's benefits may be payable in a lump-sum amount equal to 100% of the participant's vested account balance. Employees may also make hardship withdrawals on the balance of their account related to their elective deferral contributions. Participants with vested account balances greater than $5,000 may defer their distributions to a later date. Certain in-service withdrawals are available to employees with at least 60 months of participation. Participant account balances less than $5,000, upon termination, may be rolled over to an Individual Retirement Account or, if less than $1,000, paid directly to the participant by the Company.

INVESTMENT OPTIONS

The Plan provides for participants to direct both participant and discretionary Company contributions into a variety of mutual funds of registered investment companies, a common collective trust, and a money market fund in accordance with participant investment elections and the provisions of the Trust agreement.

NOTES RECEIVABLE FROM PARTICIPANTS

Borrowings are available for all participants. Notes receivable from participants are limited to a minimum of $1,000 up to a maximum of the lesser of $50,000 or 50% of their vested account balance, subject to certain restrictions as defined by the Internal Revenue Service ("IRS"). A participant may only have one note outstanding at any given time. The notes are secured by the balance in the participant's account and bear interest at a rate determined reasonable by the Plan Administrator. Any note must be repaid within five years unless for the purchase of a primary residence. Repayments are made through payroll deductions and are reinvested in the participant accounts according to individual investment elections. Notes receivable from participants, as of December 31, 2020, have interest rates ranging from 4.25% to 6.50% and maturity dates from January 2021 through December 2025. Notes receivable from participants, as of December 31, 2019, have interest rates ranging from 4.25% to 6.50% and maturity dates from January 2020 through August 2024.

1 - DESCRIPTION OF PLAN, CONTINUED

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 and fees paid related to benefits paid to participants are charged directly to the participant's account and are included in administrative expenses. Investment related expenses are included in net appreciation (depreciation) of fair value of investments.

PLAN TERMINATION

Although the Company expects to continue the Plan, the Company may terminate the Plan at any time subject to the provisions of ERISA. In the event the Plan is terminated, each of the participants will have a non-forfeitable 100% vested interest in his or her account balance, including all Company contributions, subject to payment of liquidation costs and expenses.

CORONAVIRUS AID RELIEF AND ECONOMIC SECURITY ACT

During 2020, Plan management approved a resolution to adopt certain provisions of the Coronavirus Aid Relief and Economic Security Act ("CARES Act"). The Plan elected the distribution provision under the CARES Act. The maximum dollar amount that can be requested per participant is $100,000 without a 10% early withdrawal penalty. These CARES Act distributions are available for repayment through the last day of the Plan year that begins in 2022. For eligible CARES Act distribution requests, all vested contribution sources are made available and restrictions based on age or length of participation in the Plan do not apply. CARES Act distributions may be repaid to the Plan within three years; income taxes may be spread ratably over three years.

The Plan elected to temporarily suspend required minimum distributions ("RMDs") under the CARES Act. This provision provides relief to individuals who would otherwise be required to take RMDs from retirement accounts due to economic slowdown due to COVID-19. This provision applies to participants who have reached the age of 70 ½ during 2019 but who have not yet taken RMDs in 2020. In addition, the Plan also elected to suspend RMDs for participants who reach age 72 in 2020 following the Setting Every Community Up for Retirement Enhancement Act ("SECURE Act"). If a participant has received RMDs in 2020, they may be able to recontribute these amounts back into the Plan in the form of direct rollovers.

The Plan also adopted certain loan provisions of the CARES Act. Through September 23, 2020, participants are eligible to borrow up to $100,000 from their vested account balance, reduced by the highest balance of any notes outstanding during the previous twelve months. Repayments of existing notes receivable from participants can be deferred until December 31, 2020. Notes will be re-amortized to include accrued interest during the deferred payment period, and repayments began in January 2021.

2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

BASIS OF ACCOUNTING

The financial statements have been prepared under the accrual method in accordance with accounting principles generally accepted in the United States ("U.S. GAAP").

ESTIMATES AND ASSUMPTIONS

The preparation of financial statements in conformity with U.S. GAAP requires the Plan's management to make estimates and assumptions that affect certain reported amounts of assets and liabilities, changes therein, and associated disclosures. Accordingly, actual results may vary from the estimates used in preparing the accompanying financial statements.

NOTES RECEIVABLE FROM PARTICIPANTS

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

BENEFITS

Benefits are recorded when paid.

RECENT ACCOUNTING PRONOUNCEMENTS

In August 2018, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") No. 2018-13, *Disclosure Framework – Changes to the Disclosure Requirements for Fair Value Measurement*. ASU No. 2018-13 modifies the disclosure requirements for fair value measurements in Topic 820, Fair Value Measurement. The amendments are based on the concepts in the FASB Concepts Statement, *Conceptual Framework for Financial Reporting—Chapter 8: Notes to Financial Statements*, which the Board finalized on August 28, 2018. ASU No. 2018-13 is effective for fiscal years beginning after December 15, 2019. Early adoption is permitted. The Plan's adoption of this pronouncement did not have a material impact on the Plan.

INVESTMENT VALUATION AND INCOME RECOGNITION

Investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. 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. The income or loss earned on participant accounts is allocated on a daily basis using the previous day's ending account balance. Net appreciation (depreciation) includes the Plan's gains and losses on the investments bought and sold, as well as held during the year.

3 – FAIR VALUE MEASUREMENTS

INVESTMENT VALUATION AND LEVELING

FASB Accounting Standards Codification ("ASC") Topic 820 for Fair Value Measurements and Disclosures provides the framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements).

The three levels of the fair value hierarchy under FASB ASC 820 are described as follows:

Level 1 Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets.

Level 2 Significant observable inputs other than quoted prices in active markets for which inputs to the valuation methodology include:

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

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

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

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

In establishing a fair value hierarchy for the Plan's investments in accordance with FASB ASC 820, the following value methodologies were used for each type of investments:

Mutual funds of registered investment companies: Valued at the net asset value ("NAV") or quoted market prices of shares held by the Plan at year end.

Money market fund: Valued at cost of $1 per unit, which represents the NAV at year end.

Common collective trust: Valued at the NAV of units of a bank collective trust, as determined by the Trustee. The NAV is based on the fair value of the underlying investments held by the fund less its liabilities. The NAV is not used when it is determined to be probable that the fund will sell the investment for an amount different than the reported NAV. Participant transactions (purchases and sales) may occur daily. Were the Plan to initiate a full redemption of the collective trusts, the investment advisor reserves the right to temporarily delay withdrawal from the trust in order to ensure that securities liquidations will be carried out in an orderly business manner.

3 – FAIR VALUE MEASUREMENTS, CONTINUED

INVESTMENT VALUATION AND LEVELING, CONTINUED

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

The following table sets forth by level, within the fair value hierarchy, the Plan's investments, at fair value as of December 31, 2020:

	Level 1	Level 2	Level 3	Total
Mutual funds of registered investment companies	$ 13,624,700	$ -	$ -	$ 13,624,700
Money market account	562,589	-	-	562,589
Common collective trust	-	1,718	-	1,718
Total investments, at fair value	$ 14,187,289	$ 1,718	$ -	$ 14,189,007

The following table sets forth by level, within the fair value hierarchy, the Plan's investments, at fair value as of December 31, 2019:

	Level 1	Level 2	Level 3	Total
Mutual funds of registered investment companies	$ 8,267,449	$ -	$ -	$ 8,267,449
Money market account	265,390	-	-	265,390
Total investments, at fair value	$ 8,532,839	$ -	$ -	$ 8,532,839

4 - FINANCIAL INFORMATION CERTIFIED BY THE PLAN'S TRUSTEE (UNAUDITED)

The Plan Administrator has elected the method of compliance permitted by 29 CFR 2520.103-8 of the Department of Labor's ("DOL") Rules and Regulations for Reporting and Disclosure under ERISA for 2020 and 2019. Accordingly, the Trustee of the Plan has certified to the completeness and accuracy of all investments reported in the accompanying Statements of Net Assets Available for Benefits as of December 31, 2020 and 2019, and the supplemental schedule of Schedule H, Line 4i – Schedule of Assets (Held at End of Year) as of December 31, 2020, and the related investment activity reported in the Statement of Changes in Net Assets Available for Benefits for the year ended December 31, 2020.

5 – PARTY-IN-INTEREST TRANSACTIONS

Certain Plan investments are managed by the Trustee; therefore, these transactions qualify as party-in-interest transactions. The Plan issues notes receivable to participants, which are secured by the participant's account balances. These transactions also qualify as party-in-interest transactions. Certain administrative functions of the Plan are performed by an officer or employees of the Company. No such officer or employee receives compensation from the Plan.

6 - RISKS AND UNCERTAINTIES

The Plan provides for various investment options in mutual funds of registered investment companies, a common collective trust, and a money market fund. Investment securities are exposed to various risks, such as interest rate, concentration, market, and credit risk. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the value of the investments will occur in the near term and that such changes could materially affect participant account balances and the amounts reported in the Statements of Net Assets Available for Benefits.

7 - TAX STATUS OF THE PLAN

The Plan is based on a volume submitter plan developed by Fidelity Management and Research Co. which received a favorable opinion letter dated March 31, 2014, from the IRS stating that the volume submitter plan constitutes a qualified plan under Section 401 of the IRC. The Plan Administrator believes the Plan, as adopted and amended, is operating within the guidelines of the IRC and continues to be tax exempt. Accordingly, no provision for federal income taxes has been provided in the accompanying financial statements.

U.S. GAAP requires Plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the organization has taken an uncertain position that more likely than not would not be sustained upon examination by the DOL or IRS. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress.

8 – EXCESS CONTRIBUTIONS PAYABLE

The Plan failed non-discrimination testing for the year ended December 31, 2020. As a result, excess contributions payable amounting to $30,484, were recorded as a liability in the accompanying Statement of Net Assets Available for Benefits as of December 31, 2020, and as a reduction to contributions on the accompany Statement of Changes in Net Assets Available for Benefits.

9 – RECONCILIATION TO THE FORM 5500, SCHEDULE H

The following is a reconciliation of net assets available for benefits per the financial statements to the Form 5500 at December 31, 2020 and 2019:

	2020	2019
Net assets available for benefits per the financial statements	$ 14,458,027	$ 8,733,005
Less: Company contributions receivable	(67,493)	-
Add: excess contributions payable	30,484	-
Net assets available for benefits per Form 5500	$ 14,421,018	$ 8,733,005

9 – RECONCILIATION TO THE FORM 5500, SCHEDULE H, CONTINUED

The following is a reconciliation of net increase in assets available for benefits per the financial statements to the Form 5500 for the year ended December 31, 2020.

	2020
Net increase in net assets available for benefits per the financial statements	$ 5,725,022
Less: Company contributions receivable	(67,493)
Add: excess contributions payable	30,484
Net increase in net assets available for benefits per Form 5500	$ 5,688,013

10 – SUBSEQUENT EVENTS

In accordance with FASB ASC 855, "Subsequent Events," the Plan has evaluated events or transactions occurring after December 31, 2020, the Statements of Net Assets Available for Benefits date, through August 19, 2021, the date the financial statements were ready to be issued, and determined no such events or transactions that would impact these financial statements as of and for the year ended December 31, 2020, other than noted below.

Effective July 9, 2021, the Plan was amended to allow the merger in of the Avenger Logistics, LLC 401(k) Plan.

SUPPLEMENTAL SCHEDULE

MODE TRANSPORTATION 401(K) PLAN
EIN # 35-1712356, PLAN # 001
SCHEDULE H, LINE 4i- SCHEDULE OF ASSETS (HELD AT END OF YEAR)
DECEMBER 31, 2020

(a)	(b) Identity of issuer, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par or maturity value	(e) Current Value
	Mutual funds of registered investment companies		
	American Funds	American Funds 2015 Target Date Retirement Fund Class R6	$ 171,957
	American Funds	American Funds 2020 Target Date Retirement Fund Class R6	393,965
	American Funds	American Funds 2025 Target Date Retirement Fund Class R6	895,865
	American Funds	American Funds 2030 Target Date Retirement Fund Class R6	1,395,022
	American Funds	American Funds 2035 Target Date Retirement Fund Class R6	2,061,292
	American Funds	American Funds 2040 Target Date Retirement Fund Class R6	818,682
	American Funds	American Funds 2045 Target Date Retirement Fund Class R6	1,165,322
	American Funds	American Funds 2050 Target Date Retirement Fund Class R6	543,815
	American Funds	American Funds 2055 Target Date Retirement Fund Class R6	302,145
	American Funds	American Funds 2060 Target Date Retirement Fund Class R6	77,026
	American Funds	American Funds 2065 Target Date Retirement Fund Class R6	1,582
	American Funds	American Funds New World Fund Class R6	146,082
	American Century	American Century Discip;omed Core Value Fund Class R5	436,707
	BlackRock	BlackRock Total Return Fund Class K	105,703
	Carillon Eagle	Carillon Eagle Mid Cap Growth Fund Class R6	760,970
	MFS	MFS Mid Cap Value Fund R6	186,440
	Neuberger Berman	Neuberger Berman Large Cap Value Fund Class I	160,945
	PGIM	PGIM Global Total Return Fund Class R6	37,328
	PGIM	PGIM Jennison International Opportunities Fund Class R6	149,342
	PIMCO	PIMCO Real Return Institutional Fund	41,323
	T. Rowe Price	T. Rowe Price Blue Chip Growth Fund Class I	79,420
	T. Rowe Price	T. Rowe Price Dividend Growth Fund	365,595
*	Fidelity Investments	Fidelity 500 Index Fund	952,573
*	Fidelity Investments	Fidelity Contrafund Class K	940,443
*	Fidelity Investments	Fidelity Diversified International Fund Class K	349,799
*	Fidelity Investments	Fidelity Extended Market Index Fund	188,786
*	Fidelity Investments	Fidelity Freedom Index Income Fund Class IP	175,472
*	Fidelity Investments	Fidelity International Index Fund	14,522
*	Fidelity Investments	Fidelity Investment Grade Bond Fund	181,171
*	Fidelity Investments	Fidelity Puritan Fund Class K	264,117
*	Fidelity Investments	Fidelity Real Estate Investment Portfolio	44,260
*	Fidelity Investments	Fidelity Small Cap Index Fund	106,520
*	Fidelity Investments	Fidelity US Bond Index Fund	110,509
	Total mutual funds of registered investment companies		**13,624,700**
	Money market fund		
*	Fidelity Investments	Fidelity Government Money Market Fund	562,589
	Common collective trust		
*	Fidelity Investments	Fidelity Managed Income Portfolio Class 1	1,718
	Participant loans		
*	Plan participants	Participant loans with interest rates at 4.25% to 6.50% and maturity dates of January 2021 and December 2025	232,011
	Total assets held		**$ 14,421,018**

* A party-in-interest as defined by ERISA.
Column (d) cost information omitted for participant-directed investments.