

Roadrunner Transportation Systems, Inc.  
Form DEF 14A  
April 15, 2013

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

SCHEDULE 14A  
Proxy Statement Pursuant to Section 14(a) of the Securities  
Exchange Act of 1934 (Amendment No. \_\_\_\_ )  
Filed by the Registrant   
Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
  - Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
  - Definitive Proxy Statement
  - Definitive Additional Materials
  - Soliciting Material pursuant to §240.14a-12
- ROADRUNNER TRANSPORTATION SYSTEMS, INC.  
(Name of Registrant as Specified in its Charter)

(Name of Person(s) Filing Proxy Statement, if Other Than the Registrant)

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-

April 15, 2013

Dear Stockholder:

We are pleased to announce that the 2013 annual meeting of stockholders of Roadrunner Transportation Systems, Inc. will be held on Tuesday, May 21, 2013, at 1:00 p.m. Central Time, at the Hilton Garden Inn, 5890 S. Howell Avenue, Milwaukee, Wisconsin 53207.

The agenda for the annual meeting includes the following items:

Item	Board Recommendation
Election of directors	For
Ratification of Deloitte & Touche LLP as our independent registered public accounting firm	For

Please refer to the proxy statement for detailed information on each of the proposals and the annual meeting. Your vote is important. Please vote as soon as possible even if you plan to attend the annual meeting. The notice and the proxy statement contain instructions on how you can vote your shares over the Internet, by telephone, or by mail.

Thank you for your interest in Roadrunner.

Sincerely,

Mark A. DiBlasi  
President, Chief Executive Officer, and Director

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NOTICE OF ANNUAL MEETING OF STOCKHOLDERS  
TO BE HELD ON MAY 21, 2013

Dear Stockholder:

The annual meeting of stockholders of Roadrunner Transportation Systems, Inc., a Delaware corporation, will be held on Tuesday, May 21, 2013, at 1:00 p.m. Central Time, at the Hilton Garden Inn, 5890 S. Howell Avenue, Milwaukee, Wisconsin 53207, for the following purposes as more fully described in the accompanying proxy statement:

1. To elect three Class III directors to serve until the 2016 annual meeting of stockholders or until their successors are duly elected and qualified.
2. To ratify the appointment of Deloitte & Touche LLP as our independent registered public accounting firm for our fiscal year ending December 31, 2013.
3. To transact such other business that may properly come before the meeting or any adjournment or postponement thereof.

These items of business are more fully described in the accompanying proxy statement. Our board of directors has fixed the close of business on April 10, 2013 as the record date for determination of the stockholders entitled to notice of, and to vote at, the annual meeting and any postponements or adjournments of the meeting.

All stockholders are cordially invited to attend the annual meeting and vote in person. To assure your representation at the meeting, however, we urge you to vote by proxy as promptly as possible over the Internet or by phone by following the instructions in the accompanying proxy statement. Of course, you may also vote by signing, dating, and returning the enclosed proxy card in the enclosed pre-addressed envelope. No postage is required if mailed in the United States. You may vote in person at the meeting even if you have previously returned a proxy.

By Order of the Board of Directors,

Cudahy, Wisconsin  
April 15, 2013

Peter R. Armbruster  
Secretary

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ROADRUNNER TRANSPORTATION SYSTEMS, INC.

4900 S. Pennsylvania Ave.  
Cudahy, WI 53110

PROXY STATEMENT

2013 ANNUAL MEETING OF STOCKHOLDERS

This proxy statement and the enclosed form of proxy are furnished in connection with the solicitation of proxies by our board of directors for use at the 2013 annual meeting of stockholders and any postponements or adjournments thereof. The annual meeting will be held on Tuesday, May 21, 2013, beginning at 1:00 p.m. Central Time, at the Hilton Garden Inn, 5890 S. Howell Avenue, Milwaukee, Wisconsin 53207. If you need directions to the location of the meeting, please call (414) 837-2436. We intend to mail this proxy statement and the accompanying notice of meeting, proxy card, and our 2012 annual report to stockholders on or about April 22, 2013. For information on how to vote your shares, see the instructions included on the proxy card and under "About the Meeting - How do I vote?" below.

The information provided in the "question and answer" format below is for your convenience only and is merely a summary of the information contained in this proxy statement. You should read this entire proxy statement carefully. In this proxy statement, "we," "our," or "us" all refer to Roadrunner Transportation Systems, Inc. and its subsidiaries. Our principal executive offices are located at 4900 S. Pennsylvania Ave., Cudahy, Wisconsin 53110, and our telephone number is (414) 615-1500. A list of stockholders entitled to vote at the annual meeting will be available at our offices for a period of ten days prior to the meeting and at the meeting itself for examination by any stockholder. Important Notice Regarding the Availability of Proxy Materials for the Stockholder Meeting To Be Held on May 21, 2013. These proxy materials, which include the notice of annual meeting, this proxy statement, and our 2012 annual report for the fiscal year ended December 31, 2012, are available at [www.proxyvote.com](http://www.proxyvote.com).

ABOUT THE MEETING

What is the purpose of the annual meeting?

At the annual meeting, stockholders will be asked to vote on the following items of business:

- (1) the election of three Class III directors to serve until the 2016 annual meeting of stockholders or until their successors are duly elected and qualified;
- (2) the ratification of the appointment of Deloitte & Touche LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2013; and
- (3) any other business that may properly come before the meeting or any adjournment or postponement thereof.

In addition, our management will report on our performance during fiscal year 2012 and respond to questions from our stockholders.

What are the recommendations of our board of directors?

For the reasons set forth in more detail in this proxy statement, our board of directors recommends a vote:

- (1) "for" the election of each of the three Class III director nominees; and
- (2) "for" the ratification of the appointment of Deloitte & Touche LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2013.

Who is entitled to notice of and to vote at the annual meeting?

Only stockholders of record at the close of business on April 10, 2013, the record date for the annual meeting, are entitled to receive notice of the meeting and to vote the shares of our common stock that they held on that date at the meeting, and any postponements or adjournments of the meeting. Each outstanding share of common stock entitles its holder to cast one vote on each matter to be voted upon at the meeting.



What is the difference between holding shares as a stockholder of record and as a beneficial owner of shares held in “street name”?

**Stockholder of Record.** If your shares are registered directly in your name with our transfer agent, you are considered the stockholder of record with respect to those shares, and the proxy materials will be sent directly to you. As the stockholder of record, you have the right to grant your voting proxy directly to us or to vote in person at the annual meeting.

**Beneficial Owner of Shares Held in Street Name.** If your shares are held in an account at a brokerage firm, bank, broker-dealer, or other similar organization, then you are the beneficial owner of shares held in “street name,” and the proxy materials will be forwarded to you by that organization. The organization holding your account is considered the stockholder of record for purposes of voting at the annual meeting. As a beneficial owner, you have the right to direct that organization on how to vote the shares held in your account. You are also invited to attend the annual meeting. However, since you are not the stockholder of record, you may not vote these shares in person at the annual meeting unless you request, complete, and deliver the proper documentation provided by your broker, bank, or other holder of record and bring it with you to the annual meeting.

What constitutes a quorum?

The presence at the meeting, in person or by proxy, of the holders of a majority of all of the shares of our common stock outstanding on the record date will constitute a quorum, permitting the conduct of business at the meeting. As of the record date, 35,451,517 shares of our common stock were outstanding. Abstentions and broker non-votes (discussed below) will be included in the calculation of the number of shares considered to be present at the meeting. If less than a majority of the outstanding shares of common stock entitled to vote are represented at the meeting, a majority of the shares present at the meeting may adjourn the meeting to another date, time, or place, and notice need not be given of the new date, time, or place if the new date, time, or place is announced at the meeting before an adjournment is taken.

How do I vote?

If you are the stockholder of record (that is, the shares are held in your name), you may vote in person at the annual meeting or by proxy on the Internet, by telephone, or by mail, all as described below. We recommend that you vote by proxy even if you plan to attend the annual meeting so that your vote will be counted even if you later decide not to attend the annual meeting. You can always change your vote at the annual meeting. The Internet and telephone voting procedures are designed to authenticate stockholders and to allow you to confirm that your instructions have been properly recorded. If you vote by telephone or on the Internet, you do not need to return a written proxy card by mail. Via the Internet: Go to [www.proxyvote.com](http://www.proxyvote.com) and follow the instructions. You will need the control number that appears on your proxy card included with this proxy statement. This method of voting will be available until 11:59 p.m. Eastern Time, on May 20, 2013.

By telephone: On a touch-tone telephone, call toll-free 1-800-690-6903 and follow the instructions. You will need the control number that appears on your proxy card included with this proxy statement. This method of voting will be available until 11:59 p.m. Eastern Time, on May 20, 2013.

By mail: If you wish to vote by traditional proxy card, mark your proxy card, date and sign it, and return it in the postage-paid envelope provided by following the instructions on the proxy card. If the envelope is missing, please mail your completed proxy card to Vote Processing, c/o Broadridge, 51 Mercedes Way, Edgewood, New York 11717. Please allow sufficient time for mailing if you decide to vote by mail.

If you are a beneficial owner of shares held in street name, you may vote in person at the annual meeting or by proxy on the Internet, by telephone, or by mail, by following the voting instructions you will receive from the holder of record, which is the brokerage firm, bank, broker-dealer, or other similar organization holding your shares. You must follow these voting instructions to vote your shares. If you wish to vote in person at the annual meeting, you must obtain a legal proxy from the holder of record.



Can I revoke my proxy and change my vote?

Yes. You may revoke your proxy and change your vote at any time before the annual meeting. If you are a stockholder of record, you may change your vote by submitting another proxy on a later date on the Internet or by telephone (only your latest Internet or telephone proxy submitted prior to the annual meeting will be counted), or by signing and returning a new proxy card with a later date, or by attending the annual meeting and voting in person. Your attendance at the annual meeting will not automatically revoke your proxy unless you vote again at the annual meeting or specifically request in writing that your prior proxy be revoked by providing a written notice of revocation to our corporate secretary at Roadrunner Transportation Systems, Inc., 4900 S. Pennsylvania Ave., Cudahy, Wisconsin 53110. If you are a beneficial owner of shares held in street name, you may change your vote by submitting new voting instructions to the holder of record following the instructions they provided or, if you have obtained a legal proxy from the holder of record giving you the right to vote your shares, by attending the annual meeting and voting in person.

What if I don't give specific voting instructions?

**Stockholders of Record:** If you are a stockholder of record and you indicate that you wish to vote as recommended by our board of directors, or you return a signed proxy card but do not specify how you wish to vote, then your shares will be voted "FOR" all of the director nominees and "FOR" Proposal No. 2. If you indicate a choice with respect to any matter to be acted upon on your proxy card, your shares will be voted in accordance with your instructions on such matter.

**Beneficial Owner of Shares Held in Street Name:** If you are a beneficial owner of shares held in street name and do not provide the organization that holds your shares with voting instructions, your broker or other nominee will vote your shares only on those proposals on which it has received instructions or on which it has discretion to vote; if your broker or nominee does not have discretion to vote, your returned proxy will be considered a "broker non-vote." Broker non-votes will be considered as represented for purposes of determining a quorum, but are not counted for purposes of determining the number of votes cast with respect to a particular proposal. Your broker or nominee does not have discretion to vote your shares on the non-routine matters such as the election of directors (Proposal No. 1). However, we believe your broker or nominee does have discretion to vote your shares on routine matters such as the ratification of the appointment of Deloitte & Touche LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2013 (Proposal No. 2).

How are abstentions and broker non-votes treated?

In accordance with Delaware law, only votes cast "for" a matter constitute affirmative votes. A properly executed proxy marked "abstain" with respect to any matter will not be voted, although it will be counted for purposes of determining whether there is a quorum. Abstentions will have the same effect as negative votes for Proposal No. 2.

If you hold your shares in "street name" through a broker or other nominee, your broker or nominee may not be permitted to exercise voting discretion with respect to some of the matters to be acted upon, including the election of directors (Proposal No. 1). Thus, if you do not give your broker or nominee specific instructions with respect to a non-discretionary matter, your shares will not be voted on such matter and will not be counted as shares entitled to vote on such matter. However, shares represented by such "broker non-votes" will be counted in determining whether there is a quorum. As "broker non-votes" are not considered entitled to vote on the item, they will have no effect on the outcome other than reducing the number of shares present in person or by proxy and entitled to vote on the item from which a majority is calculated.

What is the effect of giving a proxy?

Proxies are solicited by and on behalf of our board of directors. The persons named in the proxy have been designated as proxies by our board of directors. When proxies are properly dated, executed, and returned, the shares represented by such proxies will be voted at the annual meeting in accordance with the instruction of the stockholder. Except as described above with respect to broker non-votes, if no specific instructions are given, the shares will be voted in accordance with the recommendations of our board of directors as described above. If any matters not described in this proxy statement are properly presented at the annual meeting, the proxy holders will use their own judgment to determine how to vote your shares. If the annual meeting is adjourned, the proxy holders can vote your shares on the new meeting date as well, unless you have properly revoked your proxy instructions.



What vote is required to approve each item?

Item One - Election of Directors. Directors are elected by a plurality of the votes cast. This means that the three nominees receiving the largest number of affirmative votes of the shares of our common stock present in person or represented by proxy at the meeting and entitled to vote on the item will be elected as the Class III directors. Stockholders do not have the right to cumulate their votes for directors.

Item Two - Ratification of the Appointment of Independent Registered Public Accounting Firm. The affirmative vote of a majority of the shares of our common stock present in person or represented by proxy at the meeting and entitled to vote on the item will be required to ratify the appointment of Deloitte & Touche LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2013.

Other Items. For any other item that properly comes before the meeting, the affirmative vote of a majority of the shares of our common stock present in person or represented by proxy at the meeting and entitled to vote on the item will be required for approval.

How can I receive my proxy materials electronically in the future?

Although we are delivering paper copies of the proxy materials this year, we would prefer to send proxy materials to stockholders electronically going forward. Stockholders who sign up to receive proxy materials electronically will receive an e-mail prior to next year's annual meeting with links to the proxy materials, which may give them faster delivery of the materials and will help us save printing and mailing costs and conserve natural resources. Your election to receive proxy materials by e-mail will remain in effect until you terminate your election. To receive proxy materials electronically by e-mail in the future, follow the instructions described below.

If you would like to sign up to receive proxy materials electronically in the future, please have your proxy card available and register using one of the following choices:

Stockholders of Record: If you are a stockholder of record of shares, please go to [www.proxyvote.com](http://www.proxyvote.com) and follow the instructions for requesting meeting materials.

Street Name Holders: If you are a beneficial owner of shares in street name, you may either go to [www.proxyvote.com](http://www.proxyvote.com) and follow the instructions to enroll for electronic delivery or contact your brokerage firm, bank, broker-dealer, or other similar organization that holds your shares.

What does it mean if I receive more than one notice?

This means that your shares are registered differently and are held in more than one account. To ensure that all shares are voted, please either vote each account over the Internet or by telephone or sign and return by mail all proxy cards. We encourage you to register all of your shares in the same name and address by contacting the Shareholder Services Department at our transfer agent, American Stock Transfer & Trust Company, at (800) 937-5449. If you hold your shares through an account with a bank or broker, you should contact your bank or broker and request consolidation of your accounts.

What is "householding" and how does it affect me?

The Securities and Exchange Commission (the "SEC") has adopted rules that permit companies and intermediaries, such as brokers, to satisfy the delivery requirements for proxy statements and annual reports with respect to two or more stockholders sharing the same address by delivering a single proxy statement addressed to those stockholders. This process, which is commonly referred to as "householding," potentially means extra convenience for stockholders and cost savings for companies.

If you and other stockholders of record with whom you share an address currently receive multiple copies of our proxy statement and annual report and would like to participate in our householding program, please contact Broadridge by calling toll-free at (800) 542-1061, or by writing to Broadridge Financial Solutions, Inc., Householding Department, 51 Mercedes Way, Edgewood, New York 11717. Alternatively, if you participate in householding and wish to revoke your consent and receive separate copies of our proxy statement and annual report, please contact Broadridge as described above.



A number of brokerage firms have instituted householding. If you hold your shares in street name, please contact your bank, broker or other holder of record to request information about householding.

Who will count the vote?

Broadridge Financial Solutions, Inc. will act as the inspector of elections and will tabulate the votes.

When will the voting results be announced?

Preliminary voting results will be announced at the annual meeting and final results will be published in a Current Report on Form 8-K filed within four business days after the annual meeting.

Who will pay for the solicitation of proxies?

We will pay the cost of soliciting proxies. In addition to the use of mail, our employees may solicit proxies personally, by e-mail, facsimile, and by telephone. Our employees will receive no compensation for soliciting proxies other than their regular salaries. We may request banks, brokers, and other custodians, nominees, and fiduciaries to forward copies of the proxy materials to the beneficial owners of our common stock and to request authority for the execution of proxies, and we may reimburse such persons for their expenses incurred in connection with these activities.

ITEM ONE - ELECTION OF DIRECTORS

Our business and affairs are managed under the direction of our board of directors, which is currently comprised of nine directors. Our board of directors is divided into three classes with staggered three-year terms. Only one class of directors will be elected at each annual meeting of our stockholders, with the other classes continuing for the remainder of their respective three-year terms. Our directors are divided among the three classes as follows:

- the Class I directors are Christopher L. Doerr, Ivor J. Evans, and James D. Staley, and their terms will expire at the annual meeting of stockholders to be held in 2014;
- the Class II directors are Judith A. Vijums, William S. Urkiel, and Chad M. Utrup, and their terms will expire at the annual meeting of stockholders to be held in 2015; and
- the Class III directors are Mark A. DiBlasi, Scott D. Rued, and John G. Kennedy, III, and their terms will expire at the annual meeting.

Any additional directorships resulting from an increase in the number of directors will be distributed among the three classes so that, as nearly as possible, each class will consist of one-third of our directors. The division of our board of directors into three classes with staggered three-year terms may delay or prevent a change of our management or a change in control.

The three Class III directorships are up for election at the annual meeting. Each person elected as a Class III director at the annual meeting will serve a three-year term expiring at the annual meeting of stockholders to be held in 2016 or until their respective successors have been duly elected and qualified. Our board of directors has nominated Mark A. DiBlasi, Scott D. Rued, and John G. Kennedy, III for re-election as Class III directors at the annual meeting.

Directors are elected by a plurality of the votes cast, and the three nominees who receive the largest number of affirmative votes of the shares of common stock present in person or represented by proxy at the meeting and entitled to vote will be elected as the Class III directors. Abstentions and broker non-votes will not be taken into account in determining the outcome of the election.

Our board of directors has no reason to believe that any of its nominees will refuse or be unable to accept election. However, if any nominee is unable to accept election or if any other unforeseen contingencies should arise, our board of directors may designate a substitute nominee. If our board of directors designates a substitute nominee, the persons named as proxies will vote for the substitute nominee designated by our board of directors.

Our board of directors recommends a vote “for” the nominees for Class III director.

The following provides information regarding each of our directors, including their age and the year in which they first became a director of our company, their business experience for at least the past five years, the names of other publicly held companies where they currently serve as a director or served as a director during the past five years, and additional information about the specific experience, qualifications, attributes, or skills that led to our board of directors' conclusion that such person should serve as a director for our company.

Name	Age	Position(s) Held
Scott D. Rued	56	Chairman of the Board
Mark A. DiBlasi	57	President, Chief Executive Officer, and Director
Christopher L. Doerr	63	Director
Ivor J. Evans	70	Director
John G. Kennedy, III	52	Director
James D. Staley	63	Director
William S. Urkiel	67	Director
Chad M. Utrup	40	Director
Judith A. Vijums	47	Director

Scott D. Rued has served as our Chairman of the Board since March 2010 and has been a director of our company since March 2005. Mr. Rued also served as our Chairman of the Board from March 2005 to July 2008. Mr. Rued has been a Managing Partner of HCI Equity Partners (formerly Thayer | Hidden Creek Partners, L.P.) (referred to as HCI) since 2003. From 1989 to 2003, Mr. Rued held various executive positions at Hidden Creek Industries.

Mr. Rued was nominated to the board of directors because of his experience with operations management and his expertise in corporate strategy, development, and mergers and acquisitions. Further, his demonstrated business acumen and knowledge of our company's industry allows him to contribute a broad perspective to discussions about our future activities and our place in the current competitive landscape.

Mark A. DiBlasi has served as our President and Chief Executive Officer since January 2006. Mr. DiBlasi has served as a director of our company since July 2006. Prior to joining our company, Mr. DiBlasi served as Vice President - Southern Division for FedEx Ground, a division of FedEx Corporation, from July 2002 to January 2006. Mr. DiBlasi was responsible for all operational matters of the \$1.2 billion-revenue Southern Division, which represented one-fourth of FedEx Ground's total operations. From February 1995 to June 2002, Mr. DiBlasi served as the Managing Director of two different regions within the FedEx Ground operation network. From August 1979 to January 1995, Mr. DiBlasi held various positions in operations, sales, and terminal management at Roadway Express before culminating as the Chicago Breakbulk Manager.

Mr. DiBlasi was nominated to the board of directors because of his role as our chief executive officer, which enables him to provide the board with insight based on his day-to-day interactions with our company, and because of his extensive operational expertise. As a management representative on our board of directors, he provides an insider's perspective in board discussions about the business and strategic direction of our company and has experience in all aspects of our business.

Christopher L. Doerr has served as a director of our company since October 2010. Mr. Doerr has served as Co-Chief Executive Officer of Sterling Aviation Holdings, Inc., an aircraft management and charter company, since 2004 and Co-Chief Executive Officer of Passage Partners, LLC, a private investment company, since 2001. From 2009 to 2011, Mr. Doerr served as Executive Chairman and Chief Executive Officer of Karl's Rental, Inc., a global manufacturer and supplier of portable event structures and related equipment. Prior to that, Mr. Doerr served as President and Co-Chief Executive Officer of Leeson Electric Corporation from 1986 to 2001. Mr. Doerr currently serves as a director of Regal Beloit Corporation (NYSE: RBC), a publicly traded manufacturer of commercial, industrial, and HVAC electric motors, electric generators and controls, and mechanical motion control products.

Mr. Doerr was nominated to the board of directors because of his proven business acumen and executive and operational experience, having served as the chief executive officer of several companies, and because of his experience on other public company boards of directors.

Ivor J. Evans has served as a director of our company since March 2005 and served as our Chairman of the Board from July 2008 to March 2010. Mr. Evans has served as Operating Partner of HCI since March 2005. Mr. Evans served as a director of both Union Pacific Corporation (NYSE: UNP) and Union Pacific Railroad from 1999 until February 2005, and as Vice Chairman of Union Pacific Railroad from January 2004 until his retirement in February 2005. From 1998 until his election as Vice Chairman, Mr. Evans served as the President and Chief Operating Officer of Union Pacific Railroad. From 1990 to 1998, Mr. Evans served in various executive positions at Emerson Electric Company. Mr. Evans also serves on the board of directors of Meritor, Inc., Tecton Inc., and Spirit AeroSystems Holdings, Inc. (NYSE: SPR).

Mr. Evans was nominated to the board of directors because of his operational experience, his prior leadership role with Union Pacific Railroad, and his proven knowledge of corporate governance evidenced by his service on multiple boards of directors.

John G. Kennedy, III has served as director of our company since December 2012. Mr. Kennedy currently serves as Managing Director and Head of Capital Markets at Tudor, Pickering, Holt & Co. Securities, Inc., where he has been employed since January 2010. Mr. Kennedy also currently serves as a Manager for TMX Finance LLC. Mr. Kennedy has more than 25 years of experience in investment banking. Mr. Kennedy served as a Managing Director of Deutsche Bank's investment banking group and served as a Managing Director of Donaldson, Lufkin & Jenrette until its sale to





Credit Suisse First Boston. Mr. Kennedy has served or currently serves as trustee or director of various private companies, foundations and not-for-profit institutions.

Mr. Kennedy was nominated to the board of directors because of his proven business acumen and his extensive banking and capital markets experience.

James D. Staley has served as a director of our company since October 2010. Mr. Staley is presently retired. From 2004 through December 2007, Mr. Staley served in various capacities for YRC Worldwide, Inc. (NasdaqGS: YRCW) and its subsidiaries, one of the world's largest transportation services providers, including as President and Chief Executive Officer of Roadway Group and YRC Regional Transportation. Prior to that, Mr. Staley served for over 30 years in various capacities for Roadway Express, including President and Chief Operating Officer. Mr. Staley currently serves as a director of Douglas Dynamics, Inc. (NYSE: PLOW), a designer, manufacturer, and seller of snow and ice control equipment for light trucks.

Mr. Staley was nominated to the board of directors because of his executive and operational experience with a public company in the transportation industry, and his experience on other public company boards of directors.

William S. Urkiel has served as a director of our company since May 2010. Since August 2006, Mr. Urkiel has served as a director of Suntron Corporation. Mr. Urkiel has been a member of the board of directors of Crown Holdings, Inc. since December 2004. From May 1999 until January 2005, Mr. Urkiel served as Senior Vice President and Chief Financial Officer of IKON Office Solutions. From February 1995 until April 1999, Mr. Urkiel served as the Corporate Controller and Chief Financial Officer at AMP Incorporated. Prior to 1999, Mr. Urkiel held various financial management positions at IBM Corporation.

Mr. Urkiel was nominated to the board of directors because of his financial and accounting expertise evidenced by his position as chief financial officer of multiple companies, his knowledge of corporate finance, accounting principles, and audit procedures, as well as his corporate governance experience.

Chad M. Utrup has served as a director of our company since May 2010. Since January 2003, Mr. Utrup has served as the Chief Financial Officer of Commercial Vehicle Group, Inc. (NASDAQ: CVGI) and as an Executive Vice President since January 2009. Mr. Utrup served as the Vice President of Finance at Trim Systems from 2000 to 2002. Prior to joining Commercial Vehicle Group, Inc., Mr. Utrup served as a project management group member at Electronic Data Systems. While with Electronic Data Systems, Mr. Utrup's responsibilities included financial support and implementing cost recovery and efficiency programs at various Delphi Automotive Systems locations.

Mr. Utrup was nominated to our board of directors because of his expertise with accounting and audit matters for publicly traded companies, his deep understanding of financial reporting rules and regulations, and his experience with investor relations and executive functions as the chief financial officer of a public company.

Judith A. Vijums has served as a director of our company since March 2005. Ms. Vijums has served as a Managing Director of HCI since 2003. From 1993 to 2003, Ms. Vijums held various leadership positions at Hidden Creek Industries and actively participated in the management of several Hidden Creek Industries portfolio companies, including Commercial Vehicle Group, Inc., Dura Automotive Systems, Inc., Tower Automotive, Inc., and Automotive Industries Holdings, Inc.

Ms. Vijums was nominated to the board of directors because of her expertise in the management and corporate development of multiple transportation companies, her knowledge of public and financial accounting matters, and her extensive experience in mergers and acquisitions.

There are no family relationships among any of our directors, director nominees, or executive officers.

#### Independence of Directors

Our common stock is listed on the New York Stock Exchange (the "NYSE"). Under the rules of the NYSE, independent directors must comprise a majority of a listed company's board of directors.

Our board of directors has undertaken a review of its composition, the composition of its committees, and the independence of each director. Based upon all of the relevant facts and circumstances, including information requested

from and provided by each director concerning his or her background, employment, and affiliations, including family relationships, our board of directors has determined that Messrs. Doerr, Kennedy, Staley, Urkiel, and Utrup do not have a relationship that would interfere with the exercise of independent judgment in carrying out the responsibilities of a director and that each of these directors is “independent” as that term is defined under the applicable rules and regulations of the SEC and the listing requirements and rules of the NYSE. Accordingly, a majority of our directors are independent, as required under applicable NYSE rules. Mr. DiBlasi is not considered an independent director as a result of his position as an executive officer of our company. Mr. Evans, Mr. Rued, and Ms. Vijums are not considered independent directors as a result of their relationships with HCI, which is affiliated with investment funds that hold a large amount of our stock.

#### Committees of the Board of Directors

Our board of directors has the authority to appoint among its members one or more committees, each consisting of one or more directors. Our board of directors has established three standing committees: an audit committee, a compensation committee, and a nominating/corporate governance committee. Each of our committees is comprised entirely of independent directors, as “independence” is defined by the listing standards of the NYSE and by the SEC. **Audit Committee.** The audit committee assists our board of directors with oversight of matters relating to accounting, internal control, auditing, financial reporting, risk, and legal and regulatory compliance. The committee oversees the audit and other services provided by our independent registered public accounting firm and is directly responsible for the appointment, independence, qualifications, compensation, and oversight of our independent registered public accounting firm, which reports directly to the committee. The committee also oversees our internal audit function. The Audit Committee Report for 2012 is included in this proxy statement under “Audit Committee Report.”

The current members of our audit committee are Messrs. Utrup (chairman), Kennedy, and Urkiel, each of whom satisfies the independence requirements under the NYSE listing standards and Rule 10A-3(b)(1) of the Securities Exchange Act of 1934, as amended (the “Exchange Act”). Our board of directors has determined that Mr. Utrup is an “audit committee financial expert” within the meaning of SEC regulations. Each member of our audit committee can read and understand fundamental financial statements in accordance with audit committee requirements. The audit committee held eight meetings during 2012.

**Compensation Committee.** The compensation committee approves the compensation of our chief executive officer and our other executive officers, administers our executive benefit plans, including the granting of restricted stock units and other awards under our incentive compensation plan, and advises our board of directors on director compensation. Pursuant to its charter, the committee may delegate any of its responsibilities to a subcommittee comprised of one or more members of the committee. However, the committee has not delegated any such responsibilities. Information concerning the processes and procedures for the consideration and determination of executive officer compensation is included in the “Compensation Discussion and Analysis” section of this proxy statement. The Compensation Committee Report for 2012 is included under “Compensation Committee Report” in this proxy statement.

The current members of our compensation committee are Messrs. Urkiel (chairman), Doerr, and Staley, each of whom our board of directors has determined to be independent under the NYSE listing standards, a “non-employee director” as defined in Rule 16b-3 promulgated under the Exchange Act, and an “outside director” as that term is defined in Section 162(m) of the Internal Revenue Code of 1986, as amended (the “Code”). The compensation committee held four meetings during 2012.

**Nominating/Corporate Governance Committee.** The nominating/corporate governance committee identifies individuals qualified to become members of our board of directors, recommends candidates for election or reelection to our board of directors, oversees the evaluation of our board of directors, and advises our board of directors regarding committee composition and structure and other corporate governance matters.

The current members of our nominating/corporate governance committee are Messrs. Staley (chairman), Doerr and Kennedy, each of whom our board of directors has determined to be independent under the NYSE listing standards. The nominating/corporate governance committee held one meeting during 2012.



#### Identifying and Evaluating Director Candidates

The nominating/corporate governance committee identifies and evaluates nominees for our board of directors, including nominees recommended by stockholders, based on numerous factors it considers appropriate, some of which may include strength of character, mature judgment, career specialization, relevant technical skills, diversity, and the extent to which the nominee would fill a present need on our board of directors. The nominating/corporate governance committee evaluates nominees for director in the same manner, regardless of whether the nominee is recommended by a stockholder or other person or entity.

In making its selection of director candidates, our nominating/corporate governance committee bears in mind that the foremost responsibility of a director is to represent the interests of our stockholders as a whole. Directors are expected to exemplify the highest standards of personal and professional integrity and to constructively challenge management through their active participation and questioning. In consideration of these expectations, the nominating/corporate governance committee seeks directors with established strong professional reputations and expertise in areas relevant to the strategy and operations of our company. The activities and associations of candidates are reviewed for any legal impediment, conflict of interest, or other consideration that might prevent service on our board of directors.

The charter of our nominating/corporate governance committee provides that the value of diversity on our board of directors should be considered, and the nominating/corporate governance committee includes diversity as one of its criteria for board composition. While we do not have a formal policy outlining the diversity standards to be considered when evaluating director candidates, our objective is to foster diversity of thought on our board of directors. To accomplish that objective, the nominating/corporate governance committee considers ethnic and gender diversity, as well as differences in perspective, professional experience, education, skill, and other qualities in the context of the needs of our board of directors. The nominating/corporate governance committee evaluates its effectiveness in achieving diversity on the board of directors through its annual review of board member composition.

The nominating/corporate governance committee will consider persons recommended by stockholders for inclusion as nominees for election to our board of directors if the information required by our bylaws is submitted in writing in a timely manner addressed and delivered to our company's secretary at 4900 S. Pennsylvania Ave., Cudahy, Wisconsin 53110.

#### Availability of Corporate Governance Information

Our board of directors has adopted charters for the audit, compensation, and nominating/corporate governance committees describing the authority and responsibilities delegated to the committee by the board of directors. Our board of directors has also adopted corporate governance guidelines, a whistle blower policy, a code of business conduct and ethics, and a code of ethics for our chief executive officer and senior financial officers. We post on our website, at [www.rrts.com](http://www.rrts.com), the charters of our audit, compensation, and nominating/corporate governance committees; our corporate governance guidelines; our whistle blower policy; our code of business conduct and ethics; our code of ethics for our chief executive officer and senior financial officers, and any amendments or waivers thereto. These documents are also available in print to any stockholder requesting a copy in writing from our corporate secretary at 4900 S. Pennsylvania Ave., Cudahy, Wisconsin 53110.

#### Communication with Directors

Interested parties may communicate with our board of directors or specific members of our board of directors, including the members of our various board committees, by submitting a letter addressed to the board of directors of Roadrunner Transportation Systems, Inc., c/o any specified individual director or directors, at 4900 S. Pennsylvania Ave., Cudahy, Wisconsin 53110. We will forward any such letters to the indicated directors.

#### Meeting Attendance Information for the Board of Directors and Committees

Our board of directors held eight meetings during 2012. All of our directors attended at least 75% of the aggregate of (i) the total number of meetings of the board of directors held during 2012, and (ii) the total number of meetings held by all committees of our board of directors on which such person served during 2012. While we do not have a specific policy requiring our directors to attend annual meetings of stockholders, we encourage our directors to attend such meetings and, in furtherance of this, we schedule a meeting of the board of directors on the same day as the annual meeting of stockholders. All of our directors attended the 2012 annual meeting of stockholders, except Mr. Kennedy, who was not a director at that time.

#### Board Leadership Structure

We separate the roles of chief executive officer and chairman of the board in recognition of the differences between the two roles. Our chief executive officer, with guidance from our chairman of the board, develops the business strategy for our company and is responsible for the day-to-day leadership and performance of our company. The chairman of the board helps determine our company's strategic direction and provides leadership for our board of directors. The board believes that separating these roles is in the best interests of our stockholders because it provides the appropriate balance between strategy development, flow of information between management and the board of directors, and oversight of management. By segregating the role of the chairman, we reduce any duplication of effort between the chief executive officer and the chairman. We believe this provides guidance for our board of directors, while also positioning our chief executive officer as the leader of the company in the eyes of our customers, employees, and other stakeholders. By having another director serve as chairman of the board, Mr. DiBlasi is better able to focus his attention on running our company. Our board of directors believes that Mr. Rued is the most appropriate individual to serve as chairman because of his experience in our industry, his deep knowledge of our business and strategy, his experience with corporate governance matters, and his demonstrated skill and commitment to performing effectively as chairman of our board of directors.

Our board of directors has five independent members and four non-independent members. A number of our independent board members are currently serving or have served as members of senior management of other public companies, including companies within our industry, and have served as directors of other public companies. We believe that the number of independent, experienced directors that make up our board benefits our company and our stockholders.

We believe that we have a strong corporate governance structure that ensures independent discussion and evaluation of, communication with, and access to senior management. All of our board committees are composed solely of independent directors, which provides independent oversight of management. Also, our corporate governance guidelines provide that our non-management directors will meet in regularly scheduled executive sessions, generally in connection with regularly scheduled board meetings.

#### Executive Sessions

We regularly schedule executive sessions in which non-management directors meet without the presence or participation of management. The chairman of our board of directors serves as the presiding director of such executive sessions.

### Role of the Board of Directors in Risk Management and Oversight

While our management is primarily responsible for managing risk, our board of directors and each of its committees plays a role in overseeing our risk management practices. The role of our board of directors in our company's risk oversight process includes receiving reports from members of senior management on areas of material risk to our company, including operational, financial, legal and regulatory, and strategic and reputational risks. Our board of directors receives these reports from the appropriate executive within our organization to enable it to understand our risk identification, risk management, and risk mitigation strategies. This direct communication from management enables our board of directors to coordinate its risk oversight role, particularly with respect to risk interrelationships within our organization. Our board of directors believes that its leadership structure has the effect of enhancing its risk oversight function because of the chairman's direct involvement in risk oversight matters and his strong efforts to increase open communication regarding risk issues among directors and the committees of the board of directors. Our board of directors also believes that Mr. Rued's knowledge of our company's business, industry, and risks significantly contributes to our board of directors' understanding and appreciation of risk issues.

Our board of directors allocates responsibility for overseeing risk management for our company among the board and each of its committees. Specifically, the full board oversees significant risks primarily relating to operations, strategy, and finance. In addition, each of our committees considers risks within its area of responsibilities, as follows:

Our audit committee is primarily responsible for overseeing matters involving major financial risk exposures and actions management is taking to monitor such risk exposures. This includes risks relating to financial reporting and internal controls; litigation; tax matters; liability insurance programs; and compliance with legal and regulatory requirements and our code of ethics. In addition, the audit committee reviews our quarterly and annual financial reports, including any disclosure in those reports of risk factors affecting our company and business.

Our compensation committee is primarily responsible for overseeing risks that may be implicated by our executive compensation programs and risks relating to the administration of those programs. In setting compensation, the compensation committee strives to create incentives that encourage appropriate risk taking behavior consistent with our business strategy. In making compensation determinations, the compensation committee considers the overall mix of compensation for employees as well as the various risk control and mitigation features of our compensation plans, including appropriate performance measures and targets and incentive plan payout maximums. To assist in satisfying these oversight responsibilities, the compensation committee has retained an outside compensation consultant and meets regularly with management to understand the financial, human resources, and stockholder implications of compensation decisions being made.

Our nominating/corporate governance committee is primarily responsible for risks that may be mitigated by the continued effective functioning of our board of directors and our corporate governance practices. Under its charter, the nominating/corporate governance committee is responsible for, among other things, developing and recommending to our board of directors a set of effective corporate governance guidelines designed to assure compliance with applicable standards.

Through the activities of our audit, compensation, and nominating/corporate governance committees, as well as the board of directors' interactions with management concerning our business and the material risks that may impact our company, our board of directors is able to monitor our risk management process and offer critical insights to our management.

### Related Party Transaction Policies and Procedures

It is the responsibility of our board of directors, with the assistance of our audit committee, to review and approve related party transactions. It is our management's responsibility to bring such related party transactions to the attention of our board of directors. From time to time our nominating/corporate governance committee, in accordance with its charter, will also review potential conflict of interest transactions involving members of our board of directors and our executive officers.

## DIRECTOR COMPENSATION

We use a combination of cash and share-based incentive compensation to attract and retain qualified candidates to serve on our board of directors. In setting director compensation, we consider the amount of time that directors spend fulfilling their duties as a director, including committee assignments.

We seek to provide director compensation packages that are customary for boards of directors for similarly situated companies. In 2012, we paid each independent director an annual retainer fee of \$35,000, payable quarterly. In addition, the chairman of the audit committee received an annual cash retainer of \$7,500, the chairman of the compensation committee received an annual cash retainer of \$5,000, and the chairman of the nominating/corporate governance committee received an annual cash retainer of \$3,000.

In February 2012, each of our independent directors received 2,117 restricted stock units (referred to as RSUs) having a value on the grant date of \$35,000 based upon the 20-day trailing average closing sales price for our common stock as of the grant date. Each RSU is equal in value to one share of our common stock, and the RSUs vest 25% each year over four years. Each independent director generally must remain a member of our board of directors through the end of the relevant vesting period in order to receive any amount of the RSUs covered by that award, except that recipients may be entitled to accelerated delivery of a portion of unvested RSUs in the case of the recipient's death or disability, or upon a change in control.

We also reimburse each director for travel and related expenses incurred in connection with attendance at board and committee meetings.

Our non-independent directors are not compensated for service as directors. Mr. DiBlasi's compensation as our chief executive officer is described below under "Executive Compensation."

In February 2013, the compensation committee approved an increase in the value of the RSUs to be granted to our independent directors to \$50,000 and granted each of our independent directors 2,433 RSUs based upon the 20-day trailing average closing sales price for our common stock as of the grant date. These increases were made in order to adjust director compensation levels to those customary for boards of directors for comparable public companies. Each RSU is equal in value to one share of our common stock, and the RSUs vest 25% each year over four years. Each independent director generally must remain a member of our board of directors through the end of the relevant vesting period in order to receive any amount of the RSUs covered by that award, except that recipients may be entitled to accelerated delivery of a portion of unvested RSUs in the case of the recipient's death or disability, or upon a change in control.

## Director Summary Compensation Table for Fiscal 2012

The following table sets forth the compensation earned by our independent directors in respect of their services as a director or committee chair during fiscal 2012.

Name	Fees Earned or Paid in Cash	Stock Awards <sup>(1)</sup>	Total
Victoria Jackson Bridges <sup>(2)</sup>	\$—	\$—	\$—
Christopher L. Doerr	\$35,000	\$37,450	\$72,450
Mark R. Holden <sup>(3)</sup>	\$33,573	\$37,450	\$71,023
John G. Kennedy, III <sup>(4)</sup>	\$1,427	\$—	\$1,427
James D. Staley	\$38,000	\$37,450	\$75,450
William S. Urkiel	\$40,000	\$37,450	\$77,450
Chad M. Utrup	\$42,500	\$37,450	\$79,950

Amounts reflect the fair value of RSUs at the date of grant. The value is calculated in accordance with ASC Topic 718, "Compensation - Stock Compensation." The fair value of an RSU is based on the closing market price of our common stock on the date of grant. Pursuant to SEC rules, the amounts shown exclude the impact of estimated forfeitures related to service-based vesting conditions. For a discussion of valuation assumptions, see (1) Note 9 to our 2012 consolidated financial statements, included in our annual report on Form 10-K filed with the SEC. These amounts reflect our accounting expense for these awards and do not correspond to the actual value that will be recognized by the directors with respect to these awards. The table below provides information with respect to the outstanding stock awards held by each of our independent directors as of December 31, 2012.

(2) Ms. Bridges resigned from our board of directors on January 27, 2012.

(3) Mr. Holden resigned from our board of directors on December 17, 2012.

(4) Mr. Kennedy was elected to our board of directors on December 17, 2012.

The following table lists all outstanding stock awards held by our independent directors as of December 31, 2012:

Name	Stock Awards
Christopher L. Doerr	3,729
John G. Kennedy, III	—
James D. Staley	3,729
William S. Urkiel	3,729
Chad M. Utrup	3,729



## SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

The following table shows the amount of each class of common stock beneficially owned as of April 1, 2013, by (a) each of our named executive officers and directors; (b) all of our executive officers and directors as a group; and (c) each person, or group of affiliated persons known by us to beneficially own more than five percent of our outstanding common stock.

Name of Beneficial Owner <sup>(1)</sup>	Shares Beneficially Owned		
	Number <sup>(2)</sup>	Percent <sup>(2)</sup>	
Named Executive Officers and Directors:			
Mark DiBlasi <sup>(3)</sup>	444,027	1.2	%
Peter R. Armbruster <sup>(4)</sup>	241,453	*	
Brian J. van Helden <sup>(5)</sup>	193,397	*	
Scott L. Dobak <sup>(6)</sup>	193,057	*	
Christopher L. Doerr <sup>(7)</sup>	4,603	*	
Ivor J. Evans <sup>(8)</sup>	35,835	*	
Scott D. Rued <sup>(9)</sup>	16,687,820	44.2	%
James D. Staley <sup>(10)</sup>	2,103	*	
William S. Urkiel <sup>(11)</sup>	4,603	*	
Chad M. Utrup <sup>(12)</sup>	2,603	*	
Judith A. Vijums	—	*	
John G. Kennedy, III <sup>(13)</sup>	581	*	
All directors and executive officers as a group (12 persons)	17,810,082	45.9	%
5% Stockholders:			
HCI Entities <sup>(14)</sup>	16,581,985	43.9	%
EOS Funds <sup>(15)</sup>	1,875,318	5.3	%

\* Represents beneficial ownership of less than 1% of our outstanding common stock.

(1) Except as otherwise indicated, the address of each person listed in the table is 4900 S. Pennsylvania Ave., Cudahy, Wisconsin 53110.

We have determined beneficial ownership in accordance with the rules of the SEC. In computing the number of shares beneficially owned by a person and the percentage ownership of that person, unless otherwise indicated, we have included the shares of common stock subject to options and warrants held by that person that are currently exercisable or will become exercisable within 60 days after April 1, 2013, but we have not included those shares for purposes of computing percentage ownership of any other person. We have assumed unless otherwise indicated that the persons and entities named in the table have sole voting and investment power with respect to all shares beneficially owned, subject to community property laws where applicable. Beneficial ownership is based on 35,426,560 shares of our common stock outstanding as of April 1, 2013.

(3) Includes 11,016 shares of common stock and 433,011 shares of common stock issuable upon exercise of vested stock options. Does not include 36,563 shares issuable upon delivery of shares underlying unvested RSUs.

(4) Includes 51,601 shares of common stock and 189,852 shares of common stock issuable upon exercise of vested stock options. Does not include 19,374 shares issuable upon delivery of shares underlying unvested RSUs.

(5) Includes 3,695 shares of common stock and 189,702 shares of common stock issuable upon exercise of vested stock options. Does not include 19,374 shares issuable upon delivery of shares underlying unvested RSUs.

(6) Includes 3,355 shares of common stock and 189,702 shares of common stock issuable upon exercise of vested stock options. Does not include 21,192 shares issuable upon delivery of shares underlying

unvested RSUs.

- (7) Does not include 5,096 shares of common stock issuable upon delivery of shares underlying unvested RSUs.
- (8) Represents shares of common stock issuable upon the exercise of outstanding warrants.

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- Amount includes (i) 70,000 shares of common stock held by Mr. Rued; (ii) 35,835 shares of common stock issuable upon exercise of outstanding warrants held by Mr. Rued; and (iii) 14,246,625 shares of common stock and warrants to purchase 2,335,360 shares of common stock held by the HCI Entities, as described in note 14 below. Mr. Rued is a Managing Partner of HCI Equity Partners, L.L.C., which is an affiliate of the HCI Entities. Accordingly, Mr. Rued may be deemed to beneficially own the shares owned by the HCI Entities. Mr. Rued disclaims beneficial ownership of any such shares in which he does not have a pecuniary interest. The address of Mr. Rued is c/o HCI Equity Partners, 1730 Pennsylvania Avenue, N.W., Suite 525, Washington, D.C. 20006.
- (9) Does not include 5,096 shares issuable upon delivery of shares underlying unvested RSUs.
- (10) Includes 3,000 shares held by Mr. Urkiel's trust. Does not include 5,096 shares issuable upon delivery of shares underlying unvested RSUs.
- (11) Does not include 5,096 shares issuable upon delivery of shares underlying unvested RSUs.
- (12) Does not include 2,433 shares issuable upon delivery of shares underlying unvested RSUs. Represents shares held by Thayer Equity Investors V, L.P.; TC Roadrunner-Dawes Holdings, L.L.C.; TC Sargent Holdings, L.L.C.; HCI Equity Partners III, L.P.; and HCI Co-Investors III, L.P., all of which are affiliates and referred to collectively as the HCI Entities. The amount presented includes
- (13) 2,335,360 shares issuable upon exercise of outstanding warrants. Mr. Rued exercises shared voting and dispositive power over all shares held by the HCI Entities. The address of each of the HCI Entities is 1730 Pennsylvania Avenue, N.W., Suite 525, Washington, D.C. 20006.

- Based upon a Schedule 13G/A filed with the SEC on March 18, 2013 by Eos Capital Partners III, L.P. (“ECP III”), Eos Partners, L.P. (“Eos Partners,” and together with ECP III, the “Eos Funds”), ECP General III, L.P., ECP III, LLC, and Eos General, L.L.C., as well as the cashless exercise of the warrants previously held by ECP III and Eos Partners on March 19, 2013. Consists of 1,457,061 shares of common stock held by ECP III and 418,257 shares of common stock held by Eos Partners. ECP III, LLC is the general partner of ECP General III, L.P., the general partner of ECP III. Eos General, L.L.C. is the general partner of Eos Partners. Because each of these funds is ultimately under common management that shares the power to direct the voting and disposition of the shares, each of these entities may be deemed to share beneficial ownership of the shares owned by the others. Each of these entities disclaims this beneficial ownership of these shares. The address of each of the Eos Funds is 320 Park Avenue, New York, NY 10022.
- (15)

**SECTION 16(a) BENEFICIAL OWNERSHIP REPORTING COMPLIANCE**

Section 16(a) of the Exchange Act requires our directors, executive officers, and persons who own more than 10% of a registered class of our securities to file with the SEC initial reports of ownership and reports of changes in ownership. Directors, executive officers, and greater than 10% stockholders are required by SEC regulations to furnish us with copies of all Section 16(a) forms they file.

Based solely upon our review of the copies of such forms that we received during the year ended December 31, 2012, and written representations that no other reports were required, we believe that each person who at any time during such year was a director, executive officer, or beneficial owner of more than 10% of our common stock complied with all Section 16(a) filing requirements during the year ended December 31, 2012, except that the Form 4 filed on June 14, 2012 by Mr. Holden, which reported nine transactions, was late.

## COMPENSATION DISCUSSION AND ANALYSIS

This Compensation Discussion and Analysis provides an overview of our executive compensation program, together with a description of the material factors underlying the decisions that resulted in the compensation paid to our named executive officers.

### Compensation Philosophy and Objectives

Our executive compensation philosophy is to pay base salaries to executives at levels that enable us to attract, motivate, and retain highly qualified executives and key employees and reward the creation of stockholder value. While we seek to provide executive compensation packages that are competitive with comparable public companies and reward the achievement of short-term and long-term performance goals, our base salaries are generally set at levels below those of our peer companies taking into account the possibility of the receipt by our executives of performance-based incentive bonuses.

Like most companies, we use a combination of fixed and variable compensation programs to reward and incentivize strong performance, as well as to align the interests of our executives with those of our stockholders. Each year our compensation committee, together with our senior management, establishes performance targets for our annual cash incentive plan that requires the achievement of significant financial results. Each year our compensation committee determines compensation by assessing prior year performance against these established financial targets, as well as other factors such as the compensation paid by comparable companies, achievement of strategic objectives, improvements in market share, and the professional development and potential of individual officers. Ultimately, the amount of compensation awarded to our executives is determined based on our performance and what our compensation committee believes is in the best interests of our stockholders.

Our pay mix currently consists primarily of base salary, annual performance-based bonuses, and time-based equity incentives. We have no guaranteed bonuses, no pension plans or other executive retirement plans except our 401(k) plan available to all of our employees, no significant tax gross-up arrangements, and no material executive perquisites such as company-paid personal travel, financial planning assistance, or car allowances.

Total compensation levels reflect corporate positions, responsibilities, and achievement of goals. Accordingly, compensation levels may vary significantly from year to year and among our various executive officers. In general, we expect the compensation level of our chief executive officer to be higher than that of our other executive officers assuming relatively equal achievement of performance targets.

### Executive Summary and Impact of 2011 Say-On-Pay Vote

At our 2011 annual meeting, our stockholders overwhelmingly approved, on an advisory basis, the compensation of our executive officers described in our 2011 proxy statement. Over 99% of the votes cast on the matter were voted "For" such advisory "say-on-pay" approval, while less than 1% were voted "Against." In addition, at our 2011 annual meeting, a majority of our stockholders supported the board's recommendation to hold a vote on our executive compensation program every three years. As a result of the support received for its recommendation, our board of directors determined to hold a vote on executive compensation every three years.

As discussed more fully below, and in light of our focus on pay for performance and the extremely high support our say-on-pay proposal received in 2011, for 2012 and 2013 our compensation committee continued to:

- use both our peer group and certain composite compensation survey data as the primary benchmarking tools for evaluating executive compensation;
- increase the base salaries of our executive officers in light of market competition and to reflect their responsibilities as executives of a public company of our size;
- remove the individual performance component from our annual cash incentive plan in order to emphasize more objective pay-for-performance criteria;
- increase the annual cash incentive plan target levels for each of our executive officers;

directly incorporate earnings before interest, tax, depreciation and amortization expense (referred to as EBITDA) or earnings before interest and taxes (referred to as EBIT) objectives in our annual cash incentive plan in order to strengthen pay-for-performance;

base a portion of the cash bonus potential under our annual cash incentive plan for Messrs. Dobak and van Helden on the financial performance of the business units for which each executive officer is primarily responsible in order to strengthen pay-for-performance;

implement an equity component in our compensation program through the grant of time-vesting RSUs in order to focus on retention while reducing cash expenses; and

calculate the number of shares of our common stock subject to time-vesting RSUs by using the 20-day trailing average closing sale price as of the date of grant, thereby mitigating the effects of our stock price volatility.

An important principle driving our compensation programs is our belief that it benefits our stockholders for management compensation to be tied to our company's current and long-term performance. As a result, at-risk pay is expected to comprise an increasingly significant portion of our executive compensation, particularly for our most senior officers. As indicated above, over 99% of the votes cast on the 2011 advisory vote on executive compensation proposal were in favor of our executive compensation as described in our 2011 proxy statement. Our board and compensation committee considered these final vote results and determined that, given the significant level of support, no material changes to our executive compensation philosophy were necessary based on the vote results.

#### Role of the Compensation Committee

Our compensation committee, which is discussed in greater detail under "Committees of the Board of Directors" above, is responsible for, among other things,

the review and approval of our compensation philosophy;

the review of all executive compensation plans and structures, including that of our executive officers and other members of management;

the approval (or recommendation to our board of directors) of individual compensation for our executive officers and other members of management, including our chief executive officer;

the approval of annual and long-term incentive performance metrics, as well as payouts thereunder; and

the review of other executive benefit plans, including perquisites.

While our chief executive officer and other executive officers may attend meetings of the compensation committee from time to time, the ultimate decisions regarding executive officer compensation are made solely by the members of our compensation committee. These decisions are based not only on our compensation committee's deliberations, but also from input requested from outside advisors, including our compensation committee's independent compensation consultant, with respect to, among other things, market data analyses. In addition, Mr. Rued, the chairman of our board of directors, has played and continues to play an integral role in providing recommendations and input to our compensation committee regarding executive compensation, and in assisting the compensation committee in fulfilling its responsibilities. The final decisions relating to our chief executive officer's compensation have historically been based on recommendations of our compensation committee and included discussions with and approval by all of our non-management directors without the presence of management. Our compensation committee typically discusses proposals for our chief executive officer's compensation with him but always makes final decisions regarding his compensation when he is not present. Decisions regarding the compensation of our other executive officers have historically been based on recommendations of our compensation committee, after considering recommendations from our chief executive officer, and included discussions with and approval by all of our non-management directors without the presence of management.

#### Role of Compensation Consultant

Our compensation committee engaged Compensia, Inc. (referred to as Compensia) to provide the committee with an executive compensation assessment for 2012 and 2013. Compensia has not been retained to perform any consulting or advisory services for our management team. The chairman of our compensation committee, in consultation with other committee members, defines the scope of Compensia's engagement and related responsibilities. These responsibilities may include, among other things, advising on issues of executive compensation and equity compensation structure and assisting in the preparation of compensation disclosure for inclusion in our SEC filings.

Compensia provided analyses and recommendations that informed the committee's decisions in each of 2012 and 2013, but it did not decide or approve any compensation decisions. For 2012, Compensia reviewed the criteria used to identify peer and other comparable companies for executive officer and performance comparisons, provided a detailed market assessment of our executive compensation relative to our peer group and certain survey data, and provided updates on market trends and the regulatory environment as it related to executive compensation. For 2013, Compensia reviewed the criteria used to identify peer and other comparable companies for executive officer and performance comparisons, provided a detailed market assessment of our executive compensation relative to our peer group and certain survey data, and provided updates on market trends and the regulatory environment as it related to executive compensation. Compensia representatives participated in one of the meetings with our compensation committee, including in executive session without management and had discussions with members of our board of directors, including Mr. Rued, on several occasions. Compensia's only contact with management was in the gathering of compensation information.

#### Role of Management in Setting Compensation

Our vice president of human resources and members of our finance department work with our chief executive officer to recommend changes to our compensation plans and programs, to recommend financial and other targets to be achieved under those programs, to prepare analyses of financial data and other briefing materials to assist the compensation committee in making its decisions and, ultimately, to implement the decisions of our compensation committee.

Our chief executive officer is actively engaged in setting compensation for other executives through a variety of means, including recommending for committee approval the financial goals and the annual variable pay amounts for his executive team. He works closely with other members of executive management in analyzing relevant market data to determine base salary and annual target bonus opportunities for senior management and to develop targets for our annual cash incentive plan. Our chief executive officer is subject to the same financial performance goals as our other executive officers, all of which are ultimately determined and approved by our compensation committee.

#### Compensation Structure

Although the final structure may vary from year to year and officer to officer, our compensation committee utilizes three main components for executive officer compensation:

• **Base Salary** - fixed pay that takes into account an individual's duties and responsibilities, experience, expertise, and individual potential and performance;

• **Annual Incentive Bonus** - variable cash compensation that takes into account our financial performance during a particular year; and

• **Long-Term Incentives** - stock-based awards consisting of time-vesting RSUs that encourage retention and align executive officer and stockholder interests.

#### Pay Mix

In determining the allocation among base salary, annual incentive bonus, and long-term equity incentive compensation, our compensation committee considers the following factors: our short- and long-term business objectives, competitive trends within our industry, and the importance of creating a performance-based environment that ties a significant portion of each executive officer's compensation to the achievement of performance targets and corporate objectives. When considering a proposed compensation package for an executive officer, our compensation

committee considers the compensation package as a whole, including each element of total compensation. For example, before determining officer compensation for 2013, our compensation committee reviewed, for each executive, each element of compensation paid in 2012, including base salary, 2012 incentive bonus, the value of 2012 equity awards, as well as information regarding equity awards made in prior periods. We have no pre-established policy for allocating between either cash and non-cash or short-term or long-term compensation.

Our compensation committee believes that the particular elements of compensation identified above produce a well-balanced mix of cash versus stock-based compensation, retention value, and at-risk compensation that collectively provide each executive officer with both short-term and long-term performance incentives. Base pay provides the executive officer with a measure of security as to the minimum level of compensation he or she will receive while the annual and long-term incentive components motivate the executive officer to focus on the business metrics that will produce a high level of company performance over the annual and long term. Our compensation committee believes that this approach should lead to increases in stockholder value, provide an appropriate reward for our executive officers, and reduce the risk of loss of executive officers to competitors.

While each of the elements of our compensation program is intended to motivate and encourage employees at all levels to drive performance and achieve superior results for our stockholders, there is a different emphasis on the three primary elements based on an employee's position and ability to impact our financial results. In general, the percentage of performance-based pay, or at risk pay, increases with job responsibility. This is intended to offer an opportunity for gain in the event of successful performance, matched with the prospect of reduced compensation when performance falls short of established financial and/or stockholder return targets.

For 2013, compensation for our named executive officers has been structured so that approximately half of compensation is performance-based and dependent on our financial results or consists of equity awards, with the other half comprising base salary. This allocation is consistent with our compensation committee's overall pay-for-performance philosophy with respect to our executive officers. Within the portion of compensation representing equity awards and performance-based pay, approximately half is tied to achievement of 2013 financial goals and the other half is comprised of equity awards that are delivered over a four-year period. Our compensation committee believes that this mix of short- and long-term incentives provides sufficient rewards in the short-term to motivate near-term performance, while at the same time providing significant incentives to keep our executives focused on longer-term goals that drive stockholder value. This also mitigates the risk of executive officers focusing solely on short-term or solely on long-term goals, and offers retention value as the compensation is received over an extended term.

Total compensation for specific individuals varies based on a number of factors in addition to company and individual performance, including scope of duties within our organizational structure, institutional knowledge, position readiness, horizontal parity, and/or level of difficulty in recruiting a replacement executive.

While the annual incentive program for our executive officers is based primarily on our company-wide performance, our broader compensation programs are also designed to provide payments to managers in our three business segments based on a combination of consolidated company, segment, and/or terminal results. For example, 20% of the annual cash incentive opportunity for Messrs. Dobak and van Helden is based on the performance of the business units for which each executive officer is primarily responsible. This type of program design motivates business segments to work together to achieve greater returns for our stockholders. In any one year, because we are comprised of different business segments, managers in high-performing business units may receive significantly more compensation than managers in business units that do not perform well.

#### Compensation Levels

Overall compensation levels for executive officers are determined based on one or more of the following factors: the individual's duties and responsibilities within our company; the individual's experience and expertise; compensation levels for similar positions in our industry; performance of the individual and our company as a whole; and the levels of compensation necessary to recruit new executive officers. For both 2012 and 2013, our compensation committee reviewed the compensation of our executive officers and compared it with that of a peer group of companies and broader, composite market survey data provided by Compensia. This process started with the selection of an appropriate group of peer companies for comparison purposes. We use peer group information as a point of reference,



but do not specifically benchmark or target our compensation levels against our peer group.

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For its executive compensation assessment, Compensia developed a peer group designed to reflect our size, projected growth, and industry, as well as the relevant market for executive talent. Under this approach, the peer group companies were determined using three screening levels: (1) U.S. publicly traded companies; (2) inclusion in the transportation industry; and (3) annual revenue between approximately \$150 million and \$1.5 billion (which resulted in average revenues of approximately \$650 million at the time our compensation committee began its deliberations for 2012 executive compensation). Our compensation committee believes that the use of this methodology produced an appropriate peer group for comparison, as well as a peer group that is large and diverse enough so that the addition or elimination of a limited number of companies would not materially alter the overall analysis. Compensia ultimately selected the following 12 peer companies: Air Transport Services Group, Dynamex, Echo Global Logistics, Express-1 Expedited Solutions, Forward Air, Marten Transport, Pacer International, Quality Distribution, RailAmerica, Saia, Universal Truckload Services, and USA Truck. For 2012, Dynamex was removed from the peer group because it was acquired by TransForce, Inc. in February 2011. Such peer group is used for purposes of comparing compensation levels and programs only, and not for any other purposes. Such peer group does not represent an established peer group that our management uses for financial or other measurement purposes.

Compensia also provided our compensation committee with broader market compensation data for our named executive officers. The composite survey data consisted of a blend between Mercer's Global Premium Executive Remuneration Suite and Towers Watson (formerly Watson Wyatt's) Survey Report on Top Management, adjusted using a median revenue scope of approximately \$1 billion or less.

The peer group's proxy statements provide detailed pay data for their top five officers. Survey data provides compensation information from a broader group of companies of similar size to ours across a variety of industries (surveys covering multiple industries were used because there is no published transportation/logistics industry subset). Our compensation committee used this data as a framework for making compensation decisions for each executive officer's position.

#### Risk Management Considerations

Our compensation committee believes that our performance-based bonus and equity programs provide incentives to create long-term stockholder value. Several elements of the programs are also designed to discourage behavior that leads to excessive risk:

Our compensation committee believes that EBITDA or EBIT, the principal financial metric used since 2011 to determine the amount of each executive officer's annual incentive bonus, is a measure that drives long-term stockholder value. Moreover, our compensation committee attempts to set ranges for this metric that encourage success without encouraging excessive risk taking to achieve short-term results. In addition, the overall annual incentive bonus for each of our executive officers never exceeds 135% of their base salaries, no matter how much financial performance exceeds the ranges established at the beginning of the year.

Our time-vest RSUs vest over a four-year period, encouraging executives to look to long-term appreciation in equity values.

Our 2013 incentive plan provides that executives will receive payments if our company achieves 80% of the target EBIT. The committee believes that this relatively low threshold discourages management from taking excessive risk to achieve performance at a higher percentage of the established target.

#### Individual Executive Officer Compensation

**Base Salary.** Base salaries for our executive officers are set with regard to the level of the position within our company, the individual's performance in recent periods, competitive salary levels for comparable positions at other companies, and the executive's experience. Our compensation committee also considers factors such as the overall performance of our company, new roles and responsibilities assumed by the executive, the performance of the executive officer's area of responsibility, the executive officer's impact on strategic goals, or the length of service with our company. However, there is no specific weighting applied to any one factor in setting the level of base salary, and the process ultimately relies on the subjective exercise of our compensation committee's judgment. In accordance with our pay-for-performance philosophy, our base compensation levels are generally lower than those of our peer companies.



Base salary deliberations for the 2011 fiscal year were conducted from November 2010 to March 2011. Base salary deliberations for 2012 were conducted from November 2011 to February 2012. Base salary deliberations for 2013 were conducted from November 2012 to February 2013. Mr. DiBlasi, our chief executive officer, met with Mr. Rued, our chairman of the board of directors, regarding the compensation for each of our executive officers (other than himself). Following these consultations, Mr. Rued met with our compensation committee to present recommendations for each of our executive officers. In considering these recommendations, the compensation committee reviewed peer group data, the composite market survey data provided by Compensia, and individual performance evaluations for each executive officer. In determining the base salary for our chief executive officer, our compensation committee similarly reviewed and considered the chief executive officer compensation peer group data, survey data, and performance evaluations for Mr. DiBlasi from Mr. Rued, Mr. DiBlasi's direct reports, and members of our board of directors. All of our executive officers received base salary increases in 2011 due primarily to their new and greater scope of responsibilities associated with the transformative addition of our TMS business and their duties in a publicly traded company. For 2012, our compensation committee approved an approximately 8% increase in the base salaries of our executive officers in order to move closer to the 50<sup>th</sup> percentile for comparable companies. For 2013, our compensation committee approved an approximately 9% increase in the base salaries of our executive officers in order to continue to keep the base salaries of our executive officers near the 50th percentile for comparable companies. A summary of base salary increases is outlined below for each of our executive officers:

Name	Base Salary		
	2011 <sup>(1)</sup>	2012 <sup>(2)</sup>	2013 <sup>(3)</sup>
Mark A. DiBlasi	\$385,000	\$415,000	\$465,000
Scott L. Dobak	\$330,000	\$360,000	\$385,000
Peter R. Armbruster	\$240,000	\$260,000	\$285,000
Brian J. van Helden	\$240,000	\$275,000	\$300,000

(1) Base salary increase effective March 1, 2011. On June 26, 2011, we promoted Mr. Dobak to the position of President - Less-than-Truckload and Mr. van Helden to the position of President-Truckload and Logistics. In connection with such promotions, we increased Mr. Dobak's 2011 base salary from \$330,000 to \$340,000 and Mr. van Helden's 2011 base salary from \$240,000 to \$252,000, each effective as of the date of such promotion.

(2) Base salary increase effective February 19, 2012.

(3) Base salary increase effective February 17, 2013.

Annual Incentive Bonus. In addition to base salary, our compensation committee believes that annual performance-based cash bonuses play an important role in providing incentives to our executive officers to achieve near-term performance goals. For 2012, our compensation committee determined to reward our executive officers for company-wide performance by tying bonus awards to our EBITDA performance. For Messrs. DiBlasi and Armbruster, the bonus was solely based on our company-wide EBITDA performance. For Messrs. Dobak and van Helden, 20% of their bonus potential was based on the EBITDA of the business units for which such executive officer is primarily responsible, with the remaining 80% based on our company-wide EBITDA performance. In 2013, the compensation committee modified the cash incentive plan design to base the bonus potential on EBIT rather than EBITDA.

Our compensation committee believes that EBIT is a good indicator in capturing our success given the market in which we compete and is a measure that management can easily track and communicate to employees throughout the performance period. Each executive officer has a target annual incentive bonus opportunity, expressed as a percentage of base salary, with the ability to earn above or below that target based on our company's actual performance. Payments pursuant to our cash incentive plan are intended to qualify as "Performance Awards" under our 2010 Incentive Compensation Plan (referred to as the 2010 Plan) and thereby constitute performance-based compensation not subject to the deductibility limitations of Section 162(m) of the Code.

When determining the EBIT target for our annual cash bonus program, management makes the initial recommendation for the financial target based upon our company's annual board-approved budget, as well as the bonus opportunity for each officer, and these recommendations are reviewed and discussed by our compensation committee. The major factors used in setting one or more targets for a particular year are the results for the most recently-completed

year and the budget for the current year, as well as other factors such as general economic and market conditions. Our compensation committee sets the final corporate performance goal during our first quarter, typically at a level our compensation committee believes is challenging, but reasonable, for management to achieve.

At the end of each year, our compensation committee determines the level of achievement for the specified financial goal (after making any appropriate adjustments to such goal for the effects of corporate and economic factors that were not anticipated in establishing the performance measure) and awards credit for the achievement of the goal as a percentage of the target bonus. Final determinations as to bonus levels are then based on that percentage. If earned, bonuses are paid to the executives in the subsequent fiscal year.

Each executive officer has a target annual incentive bonus opportunity, expressed as a percentage of base salary, with the ability to earn above or below that target based on our company's actual performance. Our compensation committee maintained a maximum bonus award for Mr. DiBlasi to 135% for 2012 and 2013. The maximum percentages for our other executive officers were set at 100% for 2012 and 2013. The fiscal 2013 EBIT target was recommended by management and approved by our compensation committee in February 2013. The 2013 target was based on and is consistent with the annual budget previously approved by our board of directors. Actual incentive bonus payouts for 2013 performance will be determined by our compensation committee and paid in early 2014, and may be above or below target bonus levels.

The table below lists the 2012 base salaries and bonus levels for each of our named executive officers.

Name	2012 Base Salary	Annual Incentive Bonus Levels as % of Base Salary				
		80% of Target <sup>(1)</sup>	90% of Target	100% of Target	150% of Target <sup>(2)</sup>	
Mark A. DiBlasi	\$415,000	20	% 40	% 60	% 135	%
Scott L. Dobak <sup>(3)</sup>	\$360,000	15	% 33	% 50	% 100	%
Peter R. Armbruster	\$260,000	15	% 33	% 50	% 100	%
Brian J. van Helden <sup>(4)</sup>	\$275,000	15	% 33	% 50	% 100	%

Represents the percentage of 2012 base salary that the executive is eligible to receive if we achieve 80% of the EBITDA target established by our board of directors. Bonuses will not be earned if

(1) EBITDA is less than 80% of target.

Represents maximum potential bonus payout.

(2)

(3) 20% of Mr. Dobak's cash bonus potential will be based on the EBITDA of our less-then-truckload business unit.

(4) 20% of Mr. van Helden's cash bonus potential will be based on the EBITDA of our truckload and logistics business unit.

For fiscal 2012, our company-wide EBITDA was \$79.2 million, or 91.6% of the established target, resulting in a payout of approximately 43.2% of Mr. DiBlasi's base salary, approximately 39.9% of Mr. Dobak's base salary, approximately 35.3% of Mr. Armbruster's base salary, and approximately 31.2% of Mr. van Helden's base salary.

Name	2012 Actual Bonus
Mark A. DiBlasi	\$179,305
Scott L Dobak	\$143,792
Peter R. Armbruster	\$91,794
Brian J. van Helden	\$85,921

The table below lists the 2013 base salaries and bonus levels for each of our named executive officers.

Name	2013 Base Salary	Annual Incentive Bonus Levels as % of Base Salary				
		80% of Target <sup>(1)</sup>	90% of Target	100% of Target	150% of Target <sup>(2)</sup>	
Mark A. DiBlasi	465,000	20	% 40	% 60	% 135	%
Scott L. Dobak <sup>(3)</sup>	385,000	15	% 33	% 50	% 100	%
Peter R. Armbruster	285,000	15	% 33	% 50	% 100	%
Brian J. van Helden <sup>(4)</sup>	300,000	15	% 33	% 50	% 100	%

(1) Represents the percentage of 2013 base salary that the executive is eligible to receive if we achieve 80% of the EBITDA target established by our compensation committee. Bonuses will not be earned if EBIT is less than 80% of target.

(2) Represents maximum potential bonus payout.

(3) 20% of Mr. Dobak's cash bonus potential will be based on the EBIT of our less-then-truckload and transportation management solutions business units.

(4) 20% of Mr. van Helden's cash bonus potential will be based on the EBIT of our truckload and logistics business unit.

Equity Awards. We believe that providing a significant portion of our executive officers' total compensation package in equity awards aligns the incentives of our executives with the interests of our stockholders and with our long-term success. By compensating our executives with our equity, our executives receive a stake in our company's financial future, and the gains realized in the long term depend on the executives' ability to drive our financial performance. Equity incentive awards are also a useful vehicle for attracting and retaining executive talent in a competitive market. Our compensation committee develops its equity award determinations based on its judgment as to whether the total compensation packages provided to our executive officers, including prior equity awards and the level of vested and unvested equity awards then held by each participating officer, are sufficient to retain, motivate, and adequately reward the executive officers. In addition, our compensation committee considers the accounting costs that will be reflected in our financial statements when establishing the form of equity to be granted and the size of the grants as well as the potential dilution associated with the equity awards.

We grant equity awards through our 2010 Plan, which was adopted by our board of directors and approved by our stockholders and permits the grant of stock options, stock appreciation rights, restricted shares, RSUs, performance shares, and other stock-based awards to our officers, directors, and employees.

In February 2012, we granted RSUs under our 2010 Plan to certain of our employees, including our executive officers. RSUs represent the right to receive one share of our common stock for each RSU upon the settlement date, which is the date on which certain conditions, such as continued employment with us for a pre-determined length of time, are satisfied. RSU awards reflect both increases and decreases in stock prices from the grant-date market prices and thus tie compensation more closely to changes in stockholder value at all levels compared to options, whose intrinsic value changes only when the market price of shares is above the exercise price. RSUs also have retention value even during periods in which our trading price does not appreciate, which supports continuity in the senior management team. In addition, RSUs allow our compensation committee to deliver equivalent value with use of fewer authorized shares than option awards.

Shares of our stock are issued to RSU holders as the awards vest. The vesting schedule for RSUs granted to our executive officers and other employees provides that each award vests in four equal annual installments. Recipients of RSU awards generally must remain employed by us on a continuous basis through the end of the relevant vesting period in order to receive any amount of the RSUs covered by that award, except that recipients may be entitled to

accelerated delivery of a portion of unvested RSUs in the case of the recipient's death or disability, or upon a change in control.

For 2012, our compensation committee determined that the total annual equity amount for each executive officer should approximate between 45% and 55% of his base salary. For 2013, our committee determined that awards should approximate between 65% and 80% of base salaries. In determining target amounts, the committee considered peer

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group and survey data, potential dilution, share “burn” rate relative to our company's outstanding stock, and compensation expense attributable to the awards.

The following table sets forth the estimated value of our 2012 equity awards and the number of RSUs awarded to our executive officers for 2012.

Name	Dollar Value of RSUs	Number of RSUs <sup>(1)</sup>
Mark A. DiBlasi	\$230,000	13,914
Scott L. Dobak	\$120,000	7,259
Peter R. Armbruster	\$120,000	7,259
Brian J. van Helden	\$120,000	7,259

- The number of RSUs awarded was calculated using a dollar value per share of \$16.53, which was the 20-day trailing average closing sale price of our common stock as of February 22, 2012, the grant date.
- (1) On February 22, 2012, the closing sales price of our common stock was \$17.69.

The following table sets forth the estimated value of our 2013 equity awards and the number of RSUs awarded to our executive officers for 2013.

Name	Dollar Value of RSUs	Number of RSUs <sup>(1)</sup>
Mark A. DiBlasi	\$375,000	18,246
Scott L. Dobak	\$250,000	12,164
Peter R. Armbruster	\$220,000	10,704
Brian J. van Helden	\$220,000	10,704

- The number of RSUs awarded was calculated using a dollar value per share of \$20.55, which was the 20-day trailing average closing sale price of our common stock as of February 20, 2013, the grant date.
- (1) On February 20, 2013, the closing sales price of our common stock was \$23.26.

#### Other Compensation Elements

**Pension and Nonqualified Deferred Compensation.** None of our executive officers participate in or have account balances in nonqualified defined contribution plans or other nonqualified deferred compensation plans maintained by us.

**Other Compensation.** All of our executive officers are eligible to participate in our employee benefit plans, including medical, dental, life insurance, and 401(k) plans. These plans are available to all of our employees and do not discriminate in favor of executive officers. It is generally our policy to not extend significant perquisites to executives that are not broadly available to our other employees. In designing these elements, we seek to provide an overall level of benefits that is competitive with that offered by similarly situated companies in the markets in which we operate based upon our general understanding of industry practice. These benefits are not considered by our compensation committee in determining the compensation of our executive officers.

**Employment Agreements.** We do not maintain employment contracts with our employees. We provided employment letter agreements to our executive officers upon joining our company, which are described below under “Executive Compensation - Employment and Other Agreements.”

**Severance Payments due Upon Termination and/or a Change in Control.** We currently provide for the accelerated vesting of RSUs on the date of consummation of any “change in control.” Our compensation committee believes that for our executive officers, accelerated vesting of stock awards in the event of a change in control is generally appropriate because in some change in control situations, equity of the target company is cancelled, making immediate acceleration necessary in order to preserve the value of the award. In addition, we rely primarily on equity incentive awards to provide our named executive officers with the opportunity to accumulate substantial resources to fund their retirement income, and our compensation committee believes that a change in control event is an appropriate liquidation point for awards designed for such purpose.



In addition, consistent with customary practice, all of our executive officers would receive cash severance in certain circumstances that result in termination of employment. These payments are intended to provide a level of transition assistance in the event of an involuntary termination of employment and to keep executives focused on our business rather than their personal circumstances. Our compensation committee believes these provisions are fair and reasonable based on its understanding of market practices among industry competitors and within the broader environment of similarly sized businesses.

Calculations of the payments due to our named executive officers upon certain terminations of employment and/or in connection with a change in control are set forth under “Executive Compensation - Potential Payments upon Termination or Change in Control.” We believe these severance benefits are an essential element of our compensation package for executive officers and assist us in recruiting and retaining talented individuals. In addition, we believe that it is more equitable to offer severance benefits based on a standard formula determined as a multiple of base pay and incentive bonus opportunity because severance often serves as a bridge when employment is involuntarily terminated, and should therefore not be affected by other, longer-term compensation arrangements. As a result, and consistent with the practice of most of our peer companies, other compensation decisions are not generally based on the existence of this severance protection.

**Clawback Policy.** Our compensation committee does not currently have an established clawback policy or practice regarding the adjustment or recovery of awards or payments if the relevant performance measures upon which they are based are restated or otherwise adjusted in a manner that would reduce the size of an award or payment. However, in connection with the implementation of rules under the Dodd-Frank Act, our compensation committee expects that in the future it will establish mechanisms to recover incentive compensation in the event of a financial restatement or similar event.

#### Approval Process for Equity Grants

Executives and other employees receive long-term equity awards pursuant to the terms of our 2010 Plan. Our compensation committee administers the 2010 Plan and establishes the rules for all awards granted thereunder, including grant guidelines, vesting schedules, and other provisions. The compensation committee reviews these rules from time to time and considers, among other things, the interests of our stockholders, market conditions, information provided by our compensation consultant and legal advisor, performance objectives, and recommendations made by our chief executive officer.

Our compensation committee reviews awards for all employees. The compensation committee has established a process in which our compensation committee reviews the recommendations of our chief executive officer for executives (other than himself) and other employees, modifies the proposed grants in certain circumstances, and approves the awards effective as of the date of its approval.

We have no practice of timing grants of RSUs to coordinate with the release of material non-public information, and we have not timed the release of material non-public information for the purpose of affecting the value of named executive officer compensation. In addition, our practice of calculating equity awards based on the 20-day trailing average closing sale price of our common stock mitigates the effects of both our stock price volatility and the impact of grant timing.

#### Impact of Tax and Accounting

As a general matter, our compensation committee takes into account the various tax and accounting implications of the compensation vehicles employed by us. While structuring compensation programs that result in more favorable tax and financial reporting treatment is a general principle, our compensation committee balances these goals with other business needs that may be inconsistent with obtaining the most favorable tax and accounting treatment for each component of compensation.

**Deductibility.** Section 162(m) of the Code does not permit publicly traded companies to take income tax deductions for compensation paid to our chief executive officer and certain other executive officers to the extent that compensation exceeds \$1 million per officer in any taxable year and does not otherwise qualify as performance-based compensation. The 2010 Plan is structured so that the compensation deemed paid to an executive officer in connection with annual bonuses under the cash incentive plan should qualify as performance-based compensation not subject to the \$1 million



limitation. Our time-vest RSUs are not considered performance-based under the Section 162(m) rules because they vest over time rather than based on the achievement of performance goals. Accordingly, amounts of compensation related to those RSUs held by our executive officers may not be fully deductible (depending on the value of our stock and the amount of other nonperformance-based compensation an officer has during the year in which any portion of the RSU vests).

The compensation committee will continue to consider steps that might be in our best interests to comply with Section 162(m) of the Code. However, in establishing the cash and equity incentive compensation programs for our executive officers, our compensation committee believes that the potential deductibility of the compensation payable under those programs should be only one of a number of relevant factors taken into consideration, and not the sole or primary factor. The compensation committee believes that cash and equity incentive compensation must be maintained at the requisite level to attract and retain the executive officers essential to our financial success, even if all or part of that compensation may not be deductible by reason of the limitations of Section 162(m) of the Code.

**Tax Implications for Officers.** Section 409A of the Code imposes additional income taxes on executive officers for certain types of deferred compensation that do not comply with Section 409A. We attempt in good faith to structure compensation so that it either conforms with the requirements of or qualifies for an exception under Section 409A.

Section 280G of the Code imposes an excise tax on payments to executives of severance or change of control compensation that exceed the levels specified in the Section 280G rules. Our executive officers could receive the amounts shown in the section entitled "Executive Compensation-Potential Payments Upon Termination or Change in Control" as severance or change of control payments that could trigger this excise tax. We do not offer our officers as part of their change of control benefits any gross ups related to this excise tax under Section 4999 of the Code.

**Accounting Considerations.** When determining amounts of long-term incentive grants to executives and employees, our compensation committee examines the accounting cost associated with the grants. Under Financial Accounting Standards Board Accounting Standards Codification (ASC) Topic 718, "Compensation - Stock Compensation," grants of stock options and RSUs result in an accounting charge for us equal to the grant date fair value of those securities. For time-vest RSUs, the accounting cost is generally equal to the fair market value of the underlying shares of common stock on the date of the award. The cost is then amortized over the requisite service period.

#### COMPENSATION COMMITTEE REPORT

Our compensation committee has reviewed and discussed with management the Compensation Discussion and Analysis included in this proxy statement. Based on such review and discussion, the compensation committee recommended to our board of directors, and our board of directors approved, that the Compensation Discussion and Analysis be included in this proxy statement and incorporated by reference into our Annual Report on Form 10-K for the year ended December 31, 2012 for filing with the SEC.

William S. Urkiel, Chairman

Christopher L. Doerr

James D. Staley

#### Compensation Committee Interlocks and Insider Participation

During the fiscal year ended December 31, 2012, Messrs. Urkiel, Doerr, Holden and Staley served as members of our compensation committee. Mr. Holden resigned from our board of directors on December 17, 2012. None of these individuals had any contractual or other relationships with us during such fiscal year except as directors. No interlocking relationship exists between any member of our compensation committee and any member of any other company's board of directors or compensation committee.

## EXECUTIVE COMPENSATION

## Fiscal Year 2012 Summary Compensation Table

The following table sets forth compensation information for our named executive officers.

Name and Principal Position	Year	Salary	Bonus	Stock Awards <sup>(1)</sup>	Non-Equity Incentive Plan Compensation <sup>(2)</sup>	All Other Compensation <sup>(3)</sup>	Total
Mark A. DiBlasi President, Chief Executive Officer, and Director	2012	\$410,385	\$—	\$246,139	\$179,305	\$8,274	\$844,103
	2011	\$378,908	\$—	\$220,941	\$162,338	\$744	\$762,931
	2010	\$339,362	\$34,500	\$—	\$—	\$414	\$374,276
Scott L. Dobak <sup>(4)</sup> President - Less-than-Truckload and Transportation Management Solutions	2012	\$356,923	\$—	\$128,412	\$143,792	\$7,770	\$636,897
	2011	\$331,912	\$—	\$100,425	\$107,522	\$260	\$540,119
	2010	\$304,507	\$30,992	\$—	\$—	\$270	\$335,769
Peter R. Armbruster Vice President-Finance, Chief Financial Officer, Treasurer, and Secretary	2012	\$256,923	\$—	\$128,412	\$91,794	\$7,914	\$485,043
	2011	\$237,047	\$—	\$90,387	\$75,898	\$398	\$403,730
	2010	\$217,298	\$22,080	\$—	\$—	\$414	\$239,792
Brian J. van Helden <sup>(5)</sup> President - Truckload and Logistics	2012	\$271,461	\$—	\$128,412	\$85,921	\$7,534	\$493,328
	2011	\$242,119	\$—	\$90,387	\$79,693	\$173	\$412,372
	2010	\$211,020	\$21,477	\$—	\$—	\$180	\$232,677

Amounts reflect the fair value of RSUs at the date of grant. The value is calculated in accordance with ASC Topic 718, "Compensation - Stock Compensation." The fair value of an RSU is based on the closing market price of our common stock on the date of grant. Pursuant to SEC rules, the amounts shown exclude the impact of estimated forfeitures related to service-based vesting conditions. For a discussion (1) of valuation assumptions, see Note 9 to our 2012 consolidated financial statements, included in our annual report on Form 10-K filed with the SEC. These amounts reflect our accounting expense for these awards and do not correspond to the actual value that will be recognized by the named executive officers with respect to these awards.

Amounts in this column for fiscal 2012 represent the amounts earned and payable under our 2012 cash incentive plan, which were earned in fiscal 2012 but not paid until the first quarter of fiscal 2013. Amounts in this column for fiscal 2011 represent the amounts earned and payable under our 2011 cash (2) incentive plan, which were earned in fiscal 2011 but not paid until the first quarter of fiscal 2012. For a description of our 2012 cash incentive plan and amounts earned thereunder, see "Compensation Discussion and Analysis - Individual Executive Officer Compensation - Annual Incentive Bonus."

Amounts for 2011 and 2012 represent gross-up tax reimbursements to cover taxes on term life insurance premiums computed in accordance with Internal Revenue Service guidelines. Our executive (3) officers participate in our medical and disability insurance plans in the same manner as our other employees and do not receive any perquisites. The 2012 amounts also include matching contributions under our 401(k) plan.

On June 26, 2011, we promoted Mr. Dobak to the position of President - Less-than-Truckload. In connection with such promotion, we increased Mr. Dobak's 2011 base salary from \$330,000 to

- (4) \$340,000, effective as of the date of such promotion. Mr. Dobak became President - Transportation Management Solutions in November 2012.

On June 26, 2011, we promoted Mr. van Helden to the position of President - Truckload and Logistics.

- (5) In connection with such promotion, we increased Mr. van Helden's 2011 base salary from \$240,000 to \$252,000, effective as of the date of such promotion.

#### Employment and Other Agreements

We have no written employment contracts with any of our executive officers. We have, however, provided employment letter agreements to our executive officers, which provide them with the right to participate in our incentive compensation plans, the right to participate in all insurance, retirement, and other fringe benefit plans as may from time to time be provided to our executives, and severance benefits. For a discussion of the severance benefits provided to

our executive officers, see “Executive Compensation - Potential Payments Upon Termination or Change of Control.”  
Fiscal Year 2012 Grants of Plan-Based Awards

The following table provides information with respect to grants of plan-based awards to our named executive officers during the fiscal year ended December 31, 2012.

Name	Year	Estimated Future Payouts Under Non-Equity Incentive Plan Awards <sup>(1)</sup>			All Other Stock Awards: Number of Shares of Stock or Units <sup>(2)</sup>	Grant Date Fair Value of Stock Awards <sup>(3)</sup>
		Threshold	Target	Maximum		
Mark A. DiBlasi	2/22/2012	\$ 83,000	\$ 249,000	\$ 560,250	13,914	\$ 246,139
Scott L. Dobak	2/22/2012	\$ 54,000	\$ 180,000	\$ 360,000	7,259	\$ 128,412
Peter R. Armbruster	2/22/2012	\$ 39,000	\$ 130,000	\$ 260,000	7,259	\$ 128,412
Brian J. van Helden	2/22/2012	\$ 41,250	\$ 137,500	\$ 275,000	7,259	\$ 128,412

Amounts represent the range of possible cash payouts under our 2012 cash incentive plan. All such awards have been paid, and the actual amounts paid are set forth in the Fiscal Year 2012 Summary Compensation Table above. For a description of our 2012 cash incentive plan and amounts earned thereunder, see “Compensation Discussion and Analysis - Individual Executive Officer Compensation - Annual Incentive Bonus.”

(1)

(2) Such RSUs vest 25% on each of March 1, 2013, 2014, 2015, and 2016.

Amounts reflect the fair value of RSUs at the date of grant. The value is calculated in accordance with ASC Topic 718, “Compensation - Stock Compensation.” The fair value of an RSU is based on the closing market price of our common stock on the date of grant. Pursuant to SEC rules, the amounts shown

(3) exclude the impact of estimated forfeitures related to service-based vesting conditions. For a discussion of valuation assumptions, see Note 9 to our 2012 consolidated financial statements, included in our annual report on Form 10-K filed with the SEC.



## Outstanding Equity Awards at Fiscal Year-End 2012

The following table sets forth the outstanding equity awards held by our named executive officers as of December 31, 2012.

Name	Option Awards		Option Exercise Price	Option Expiration Date	Stock Awards	
	Number of Securities Underlying Options	Unexercised			Number of Shares or Units of Stock that Have Not Vested	Market Value of Shares or Units of Stock that Have Not Vested <sup>(1)</sup>
Mark A. DiBlasi	119,451	—	\$ 6.70	1/16/2016		
	119,451	—	\$ 13.39	1/16/2016		
	74,657	—	\$ 20.09	1/16/2016		
	59,726	—	\$ 6.70	3/15/2017		
	59,726	—	\$ 13.39	3/15/2017		
					11,820 <sup>(2)</sup>	\$ 214,415
					13,914 <sup>(3)</sup>	\$ 252,400
Scott L. Dobak	63,234	—	\$ 6.70	1/29/2017		
	63,234	—	\$ 13.39	1/29/2017		
	63,234	—	\$ 20.09	1/29/2017		
					5,373 <sup>(2)</sup>	\$ 97,466
					7,259 <sup>(3)</sup>	\$ 131,678
Peter R. Armbruster	63,234	—	\$ 6.70	3/31/2015		
	63,309	—	\$ 13.39	3/31/2015		
	63,309	—	\$ 20.09	3/31/2015		
					4,836 <sup>(2)</sup>	\$ 87,725
					7,259 <sup>(3)</sup>	\$ 131,678
Brian J. van Helden	63,234	—	\$ 6.70	4/9/2017		
	63,234	—	\$ 13.39	4/9/2017		
	63,234	—	\$ 20.09	4/9/2017		
					4,836 <sup>(2)</sup>	\$ 87,725
					7,259 <sup>(3)</sup>	\$ 131,678

Based on the closing price of our common stock on December 31, 2012.

(1)

(2) Such RSUs vest 25% on each of March 1, 2012, 2013, 2014 and 2015.

(3) Such RSUs vest 25% on each of March 1, 2013, 2014, 2015 and 2016.

## Option Exercises and Stock Vested in Fiscal Year 2012

The following table sets forth information concerning the value realized by each of our named executive officers upon the vesting of stock awards during 2012.

Name	Stock Awards	
	Number of Shares Acquired on Vesting	Value Realized on Vesting <sup>(1)</sup>
Mark A. DiBlasi	3,939	\$70,981
Scott L. Dobak	1,790	\$32,256
Peter R. Armbruster	1,611	\$29,030
Brian J. van Helden	1,611	\$29,030

The value realized equals the fair market value of our common stock on the date of vesting multiplied by the number of shares released on vest date.

(1)

## Pension Benefits

We do not offer any defined benefit pension plans for any of our employees. We do have a 401(k) plan in which our employees may participate. In 2012, no discretionary contributions to our 401(k) plan were made on behalf of our executive officers.

## Potential Payments Upon Termination or Change in Control

The employment letter agreements with our executive officers provide for severance benefits upon termination and change of control. The arrangements reflected in these letter agreements are designed to encourage the officers' full attention and dedication to our company currently and, in the event of termination following a change of control, provide these officers with individual financial security.

Pursuant to the employment letters, if the executive (i) is terminated for any reason other than for cause, (ii) terminates his employment voluntarily for good reason, or (iii) is terminated without cause during the one-year period following a change of control, he is entitled to receive his current base salary for a period of 12 months in accordance with our normal payroll practices and will be eligible to receive all benefits under all benefit plans and programs provided by us (including medical and group life plans and programs) for the same period.

The definitions of "change of control," "cause," and "good reason" and descriptions of the payments and benefits can be found in the employment letter agreements, which have been filed with the SEC. Other than as set forth below, no amounts will be paid to our executive officers in the event of termination.

The table below provides estimates of the payments and benefits that would be paid to our executive officers in connection with any termination of employment without cause or for good reason or without cause following a change of control of our company. The payments are quantified assuming the termination of employment occurred on December 31, 2012.

Name	Salary	Benefits	Total
Mark A. DiBlasi	\$415,000	\$12,676	\$427,676
Scott L. Dobak	\$360,000	\$12,676	\$372,676
Peter R. Armbruster	\$260,000	\$12,676	\$272,676
Brian J. van Helden	\$275,000	\$12,676	\$287,676

## Nonqualified Deferred Compensation and Retirement Plans

We do not offer any deferred compensation plans, defined benefit pension plans, or supplemental retirement plans for our executive officers.

401(k) Plan

We sponsor a defined contribution profit sharing plan for our full-time employees, which is intended to qualify as a tax qualified plan under Section 401 of the Code. The plan provides that each participant may contribute up to 100% of his or her pre-tax compensation, up to the statutory limit. The plan permits us to make discretionary contributions of up to an additional 50% of each participant's contributions not to exceed 4% of his or her pre-tax compensation, up to the statutory limit, which generally vest over three years. In 2012, we instituted a company match. We match 50% of each participant's contributions up to the first 6% contributed.

**EQUITY COMPENSATION PLAN INFORMATION**

The following table sets forth information with respect to our common stock that may be issued upon the exercise of stock options, warrants, and rights under our incentive compensation plans as of December 31, 2012.

Plan Category	(a) Number of Securities to be Issued Upon Exercise of Outstanding Options, Warrants, and Rights <sup>(1)</sup>	(b) Weighted Average Exercise Price or Outstanding Options, Warrants, and Rights <sup>(2)</sup>	(c) Number of Securities Remaining Available for Future Issuance Under Equity Compensation Plans (Excluding Securities Reflected in Column (a)) <sup>(3)</sup>
Equity Compensation Plans Approved by Stockholders	1,727,716	\$ 11.67	2,338,781
Equity Compensation Plans Not Approved by Stockholders	—	—	—
Total	1,727,716	\$ 11.67	2,338,781

Includes 142,248 shares issuable upon the vesting and delivery of RSUs granted under our 2010 Plan and 1,585,468 shares issuable upon the exercise of outstanding stock options granted under our  
 (1) previously maintained key employee equity plan, which we have discontinued.

The weighted average exercise price does not take into account the 142,248 shares issuable upon the vesting and delivery of outstanding RSUs.  
 (2)

Under our 2010 Plan, we have reserved 2,500,000 shares of common stock for issuance pursuant to  
 (3) awards granted under such plan. Certain of the material features of our 2010 Plan are described below.

**2010 Incentive Compensation Plan**

Our 2010 incentive compensation plan provides for the grant of nonstatutory stock options, restricted stock awards, stock appreciation rights, phantom stock, dividend equivalents, other stock-related awards and performance awards. Awards may be granted to employees, including executive officers, and non-employee directors.

**Share Reserve**

An aggregate of 2,500,000 shares of common stock have been reserved for issuance under the incentive compensation plan. Certain types of shares issued under the incentive compensation plan may again become available for the grant of awards under the incentive compensation plan, including restricted stock that is repurchased or forfeited prior to it becoming fully vested; shares withheld for taxes; shares that are not issued in connection with an award, such as upon the exercise of a stock appreciation right; and shares used to pay the exercise price of an option in a net exercise. In addition, shares subject to stock awards that have expired or otherwise terminated without having been exercised in full may be subject to new equity awards. Shares issued under the incentive compensation plan may be previously unissued shares or reacquired shares bought on the market or otherwise.

**Administration**

Our board of directors has the authority to administer the incentive compensation plan as the plan administrator. However, our board of directors has the authority to delegate its authority as plan administrator to one or more committees, including its compensation committee. Subject to the terms of the incentive compensation plan, the plan administrator determines recipients, grant dates, the numbers and types of equity awards to be granted, and the terms and conditions of the equity awards, including the period of their exercisability and vesting. Subject to the limitations

set forth below, the plan administrator also determines the exercise price of options granted, the purchase price for rights to purchase restricted stock and, if applicable, phantom stock and the strike price for stock appreciation rights.

#### Grant Limits

To the extent that Section 162(m) applies to the incentive compensation plan, no participant will receive an award for more than 2,000,000 shares in any calendar year. In addition, no participant will receive a performance bonus for more than \$5,000,000 per twelve-month period (as adjusted on a straight-line basis for the actual length of the performance period).

#### Stock Options

Each stock option granted pursuant to the incentive compensation plan must be set forth in a stock option agreement. The plan administrator determines the terms of the stock options granted under the incentive compensation plan, including the exercise price, vesting schedule, the maximum term of the option and the period of time the option remains exercisable after the optionee's termination of service. The exercise price of a stock option, however, may not be less than the fair market value of the stock on its grant date and the maximum term of a stock option may not be more than ten years. All options granted under the incentive compensation plan will be nonstatutory stock options.

#### Restricted Stock Awards

Restricted stock awards must be granted pursuant to a restricted stock award agreement. The plan administrator determines the terms of the restricted stock award, including the purchase price, if any, for the restricted stock, and the vesting schedule, if any, for the restricted stock award. The plan administrator may grant shares fully vested as a bonus for the recipient's past services performed for us. The purchase price for a restricted stock award may be payable in cash, the recipient's past services performed for us, or any other form of legal consideration acceptable to our board of directors.

#### Stock Units

Stock unit awards must be granted pursuant to stock unit award agreements. The plan administrator determines the terms of the stock unit award, including any performance or service requirements. A stock unit award may require the payment of at least par value. Payment of any purchase price may be made in cash, the recipient's past services performed for us, or any other form of legal consideration acceptable to the board of directors.

#### Performance Awards

The right of a participant to exercise or receive a grant or settlement of an award, and the timing thereof, may be subject to such performance conditions, including subjective individual goals, as may be specified by the plan administrator. Subject to the requirements of the incentive compensation plan, our compensation committee will determine performance award terms, including the required levels of performance with respect to specified business criteria, the corresponding amounts payable upon achievement of such levels of performance, termination and forfeiture provisions, and the form of settlement.

**ITEM TWO - RATIFICATION OF APPOINTMENT OF  
INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

Our audit committee is responsible for the appointment of our independent registered public accounting firm. Our audit committee has appointed Deloitte & Touche LLP (referred to as D&T) as our independent registered public accounting firm to audit our consolidated financial statements and our internal control over financial reporting for the year ending December 31, 2013. D&T has served as our independent auditors since 2005. The services provided to us by D&T, along with the corresponding fees for 2012 and 2011, are described below.

Stockholder ratification of the appointment of our independent registered public accounting firm is not required. We are doing so because we believe it is a sound corporate governance practice. If our stockholders do not ratify the selection, our audit committee will consider whether or not to retain D&T, but may still retain them.

We anticipate that representatives of D&T will be present at the meeting, will have the opportunity to make a statement if they desire, and will be available to respond to appropriate questions.

Our board of directors recommends a vote “for” the ratification of D&T as our independent registered public accounting firm for the year ending December 31, 2013.

**Independent Registered Public Accounting Firm Fees**

The following is a summary of fees for audit and other professional services performed by D&T during the fiscal years ended December 31, 2012 and 2011:

	2012	2011
Audit fees	\$ 652,000	\$ 632,167
Audit-related fees	275,193	380,565
Tax fees	277,767	199,713
All other fees	—	—
Total	\$ 1,204,960	\$ 1,212,445

**Audit Fees**

This category includes fees for the audit of our annual consolidated financial statements, for reviews of our quarterly financial statements, and for services that are normally provided by the independent registered public accounting firm in connection with statutory and regulatory filings or engagements.

**Audit-Related Fees**

This category consists of fees for assurance and related services provided by the independent registered public accounting firm that are reasonably related to the performance of the audit or review of our consolidated financial statements and are not included under “Audit Fees” above. For 2012, audit related fees consisted of advisory services in connection with the secondary offering, acquisition transactions, and assistance with SOX compliance. For 2011, audit-related fees consisted of advisory services in connection with acquisition transactions and assistance with SOX compliance.

**Tax Fees**

This category consists of tax services provided by the independent registered public accounting firm with respect to tax compliance, tax advice, and tax planning.

**All Other Fees**

This category consists of fees paid for services that would not otherwise be included in any of the categories listed above.

**Pre-Approval Policies and Procedures for Independent Registered Public Accounting Firm Fees**

As set forth in its charter, the audit committee is responsible for pre-approving all audit, audit related, tax, and other services to be performed by the independent registered public accounting firm. Any pre-approved services that involve fees or costs exceeding pre-approved levels will also require specific pre-approval by the audit committee. Unless otherwise specified by the audit committee in pre-approving a service, the pre-approval will be effective for the 12-month period following pre-approval. The audit committee will not approve any non-audit services prohibited by applicable SEC regulations or any services in connection with a transaction initially recommended by the independent registered public accounting firm. The audit committee may delegate to the audit committee chair or any one or more members of the audit committee the authority to grant pre-approvals of permissible audit and non-audit services, provided that such pre-approvals by a member who has exercised such delegation must be reported to the full audit committee at the next scheduled meeting. All of the audit services provided by D&T described in the table above for 2012 were approved by our audit committee pursuant to our audit committee's pre-approval policies.



## REPORT OF THE AUDIT COMMITTEE OF THE BOARD OF DIRECTORS

Our board of directors has appointed an audit committee consisting of three independent directors. All members of our audit committee are able to read and understand fundamental financial statements, including our balance sheet, income statement, and cash flow statement. All members of our audit committee have past employment experience in finance or accounting, requisite professional certification in accounting, or other comparable experience or background which results in each individual's financial sophistication, including being or having been a chief executive officer, chief financial officer, or other senior officer with financial oversight responsibility. Our board of directors has determined that Messrs. Utrup, Kennedy, and Urkiel are independent directors, as defined by Section 303A of the NYSE Listed Company Manual, and that Mr. Utrup, chairman, qualifies as an "audit committee financial expert."

The primary responsibility of our audit committee is to assist our board of directors in fulfilling its responsibility to oversee management's conduct of our financial reporting process, including overseeing the financial reports and other financial information provided by us to governmental or regulatory bodies (such as the SEC), the public, and other users thereof; our systems of internal accounting and financial controls; and the annual independent audit of our consolidated financial statements.

Management has the responsibility for our consolidated financial statements and the reporting process, including the systems of internal controls. Our independent registered public accounting firm engaged to conduct the audit of our 2012 financial statements, Deloitte & Touche LLP, is responsible for auditing our consolidated financial statements and expressing an opinion on the conformity of those audited consolidated financial statements with generally accepted accounting principles.

In fulfilling its oversight responsibilities, our audit committee reviewed and discussed our consolidated audited financial statements with management and the independent registered public accounting firm. Our audit committee discussed with the independent registered public accounting firm the matters required to be discussed by the Statement on Auditing Standards No. 61, Communication with Audit Committees. This included a discussion of the independent registered public accounting firm's judgments as to the quality, not just the acceptability, of our accounting principles and such other matters as are required to be discussed with our audit committee under generally accepted auditing standards. In addition, our audit committee received from the independent registered public accounting firm written disclosures and the letter required by applicable requirements of the Public Company Accounting Oversight Board regarding the independent registered public accounting firm's independence. Our audit committee also discussed with the independent registered public accounting firm their independence from management and our company, including the matters covered by the written disclosures and letter provided by the independent registered public accounting firm. Our audit committee has concluded that Deloitte & Touche LLP is independent from our company and management.

Our audit committee discussed with the independent registered public accounting firm the overall scope and plans for their audits. Our audit committee met with the independent registered public accounting firm, with and without management present, to discuss the results of their examinations, their evaluations of our company, the internal controls, and the overall quality of our financial reporting. Our audit committee held nine meetings during the fiscal year ended December 31, 2012.

Based on the reviews and discussions referred to above, our audit committee recommended to our board of directors, and our board of directors approved, that our audited consolidated financial statements be included in the Annual Report on Form 10-K for the year ended December 31, 2012 for filing with the SEC.

Our board of directors has adopted a written charter for our audit committee that reflects, among other things, requirements of the Sarbanes-Oxley Act of 2002, rules adopted by the SEC, and rules of the NYSE.

This report has been furnished by our audit committee to our board of directors.

Chad M. Utrup, Chairman

John G. Kennedy, III

William S. Urkiel



#### CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS

Other than as set forth below, there were no transactions or series of similar transactions during 2012 to which we were or are a party that involved an amount exceeding \$120,000 and in which any of our directors, executive officers, holders of more than 5% of any class of our voting securities, or any member of the immediate family of any of the foregoing persons, had or will have a direct or indirect material interest.

##### Management and Consulting Agreements

Upon consummation of our May 2010 initial public offering, we entered into an advisory agreement with HCI Equity Management, L.P. (formerly Thayer | Hidden Creek Management, L.P.), which advisory agreement was amended and restated on September 12, 2011, pursuant to which HCI Equity Management continues to provide advisory services to us. These services include identification, support, negotiation, and analysis of acquisitions and dispositions and support, negotiation, and analysis of financing alternatives. In exchange for such services, HCI Equity Management is reimbursed for its expenses and can be paid a transaction fee in connection with the consummation of each acquisition or divestiture by us or our subsidiaries, excluding certain specified transactions, and in connection with any public or private debt offering by us or our subsidiaries negotiated by HCI Equity Management. The amount of any such fee will be determined through good faith negotiations between our board of directors and HCI Equity Management. In 2012, we paid \$0.9 million to HCI Equity Management for services performed in conjunction with acquisitions and debt financing.

## 2012 ANNUAL REPORT ON FORM 10-K

We have mailed with this proxy statement a copy of our Annual Report on Form 10-K to each stockholder of record as of April 10, 2013 and it is also available on our website at [www.rrts.com](http://www.rrts.com). Our Annual Report on Form 10-K contains financial and other information about our company, but is not incorporated into this proxy statement and is not to be considered a part of these proxy soliciting materials or subject to Regulations 14A or 14C or to the liabilities of Section 18 of the Exchange Act. The information contained in the "Compensation Committee Report" and "Report of the Audit Committee of the Board of Directors" shall not be deemed "filed" with the SEC or subject to Regulations 14A or 14C or to the liabilities of Section 18 of the Exchange Act. If a stockholder requires an additional copy of our Annual Report on Form 10-K, we will provide one, without charge, on the written request of any such stockholder addressed to our corporate secretary at 4900 S. Pennsylvania Ave., Cudahy, Wisconsin 53110.

## STOCKHOLDER PROPOSALS FOR OUR 2014 ANNUAL MEETING

If any stockholder intends to present a proposal to be considered for inclusion in our proxy material for the 2014 annual meeting of stockholders, the proposal must comply with the requirements of Rule 14a-8 of Regulation 14A of the Exchange Act and must be submitted in writing by notice delivered to our corporate secretary at 4900 S. Pennsylvania Ave., Cudahy, Wisconsin 53110. Any such proposal must be received at least 120 days before the anniversary of the prior year's proxy statement (by December 16, 2013), unless the date of our 2014 annual meeting is changed by more than 30 days from May 21, 2014, in which case, the proposal must be received a reasonable time before we begin to print and mail our proxy materials.

In addition, our bylaws establish certain requirements for proposals a stockholder wishes to make from the floor of the 2014 annual meeting of stockholders. If the proposal is for a matter other than the nomination of a director for election at the meeting, the proposal must be written and delivered to our corporate secretary at the address set forth above between December 22, 2013 and January 21, 2014, which is 150 to 120 days prior to the first anniversary of the preceding year's annual meeting; provided, however, that in the event that the date of the 2014 annual meeting is more than 30 days before or more than 70 days after such anniversary date, notice by the stockholder must be so delivered not earlier than 150 days prior to such annual meeting and not later than the later of (a) 120 days prior to such annual meeting or (b) ten days following the day on which public announcement of the date of such meeting is first made by our company. Our bylaws provide that a stockholder's notice of a proposal of business must set forth certain information relating to the proposed business desired to be brought before the meeting and the proposal itself, and information relating to the stockholder making the proposal.

If the proposal is for the nomination of a director for election at the meeting, the nomination must be delivered to our corporate secretary at the address listed above between December 22, 2013 and January 21, 2014, which is 150 to 120 days prior to the first anniversary of the preceding year's annual meeting; provided, however, that in the event that the date of the 2014 annual meeting is more than 30 days before or 70 days after such anniversary date, notice by the stockholder must be so delivered not earlier than 150 days prior to such annual meeting and not later than the later of (a) 120 days prior to such annual meeting or (b) ten days following the day on which we make the first public announcement of the date of such meeting. However, in the event that the number of directors to be elected to our board of directors at an annual meeting of stockholders is increased and there is no public announcement by us naming the nominees for the additional directorships at least 100 days prior to the first anniversary of the date of the preceding year's annual meeting, the stockholder's notice will also be considered timely, but only with respect to nominees for the additional directorships, if it is delivered to our corporate secretary at the address listed above not later than ten days following the day on which we first make a public announcement of additional directorships. Our bylaws set forth specific information that must be provided to our corporate secretary in connection with the nomination of a director for election at the annual meeting.

OTHER MATTERS

As of the date of this proxy statement, we know of no matter that will be presented for consideration at the annual meeting other than the election of directors and the ratification of our independent registered public accounting firm. If, however, any other matter should properly come before the annual meeting for action by stockholders, the persons named as proxy holders will vote in accordance with the recommendation of the board of directors or, in the absence of such a recommendation, in accordance with the best judgment of the proxy holder.

By Order of the Board of Directors,

Cudahy, Wisconsin  
April 15, 2013

Peter R. Armbruster  
Secretary



