Form 5500

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Annual Return/Report of Employee Benefit Plan

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

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

2011

This Form is Open to Public Inspection

Part I  Annual Report Identification Information

For calendar plan year 2011 or fiscal plan year beginning 01/01/2011 and ending: 12/31/2011

A This return/report is for:

☑ a single-employer plan;
☐ a multiple-employer plan; or
☐ a DFE (specify) ___

B This return/report is:

☐ the first return/report;
☐ the final return/report;
☐ an amended return/report;
☐ a short plan year return/report (less than 12 months).

C If the plan is a collectively-bargained plan, check here. ☐

D Check box if filing under:

☑ Form 5558;
☐ automatic extension;
☐ the DFVC program;
☐ special extension (enter description)

Part II  Basic Plan Information—enter all requested information

1a Name of plan
RETIREMENT PLAN FOR EMPLOYEES OF CHEMICAL LEAMAN CORP AND AFFILIATED CORP

1b Three-digit plan number (PN) ☐ 002

1c Effective date of plan
01/01/1976

2a Plan sponsor’s name and address, including room or suite number (Employer, if for single-employer plan)

QUALITY DISTRIBUTION, INC.
4041 PARK OAKS BLVD STE 200
TAMPA, FL 33610-9524

2b Employer Identification Number (EIN)
59-3239073

2c Sponsor’s telephone number
813-569-7355

2d Business code (see instructions)
551112

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

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

SIGN HERE

Filed with authorized/valid electronic signature. 10/15/2012 MELISSA ERNST

Signature of plan administrator

Date Enter name of individual signing as plan administrator

SIGN HERE

Filed with authorized/valid electronic signature. 10/15/2012 MELISSA ERNST

Signature of employer/plan sponsor

Date Enter name of individual signing as employer or plan sponsor

SIGN HERE

Signature of DFE

Date Enter name of individual signing as DFE

For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500.
4. If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report:

   a. Sponsor's name

5. Total number of participants at the beginning of the plan year

6. Number of participants as of the end of the plan year (welfare plans complete only lines 6a, 6b, 6c, and 6d).

   a. Active participants

   b. Retired or separated participants receiving benefits

   c. Other retired or separated participants entitled to future benefits

   d. Subtotal. Add lines 6a, 6b, and 6c

   e. Deceased participants whose beneficiaries are receiving or are entitled to receive benefits

   f. Total. Add lines 6d and 6e

   g. Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)

   h. Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested

7. Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)

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

   1A  1G  1I  3H

8b. If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristic Codes in the instructions:

9a. Plan funding arrangement (check all that apply)

   (1) Insurance

   (2) Code section 412(e)(3) insurance contracts

   (3) Trust

   (4) General assets of the sponsor

9b. Plan benefit arrangement (check all that apply)

   (1) Insurance

   (2) Code section 412(e)(3) insurance contracts

   (3) Trust

   (4) General assets of the sponsor

10. Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)

   a. Pension Schedules

      (1) R (Retirement Plan Information)

      (2) MB (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary

      (3) SB (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary

   b. General Schedules

      (1) H (Financial Information)

      (2) I (Financial Information - Small Plan)

      (3) A (Insurance Information)

      (4) C (Service Provider Information)

      (5) D (DFE/Participating Plan Information)

      (6) G (Financial Transaction Schedules)
SCHEDULE A
(Form 5500)
Department of the Treasury
Internal Revenue Service
Department of Labor
Employee Benefits Security Administration
Pension Benefit Guaranty Corporation

For calendar year 2011 or fiscal year beginning 01/01/2011 and ending 12/31/2011

A. Name of plan
RETIREMENT PLAN FOR EMPLOYEES OF CHEMICAL LEAMAN CORP AND AFFILIATED CORP

B. Three-digit plan number (PN)
002

C. Plan sponsor’s name as shown on line 2a of Form 5500
QUALITY DISTRIBUTION, INC.

D. Employer Identification Number (EIN)
59-3239073

Part I
Information Concerning Insurance Contract Coverage, Fees, and Commissions
Provide information for each contract on a separate Schedule A. Individual contracts grouped as a unit in Parts II and III can be reported on a single Schedule A.

Coverage Information:

(a) Name of insurance carrier
PRINCIPAL LIFE INSURANCE COMPANY

<table>
<thead>
<tr>
<th>(b) EIN</th>
<th>(c) NAIC code</th>
<th>(d) Contract or identification number</th>
<th>(e) Approximate number of persons covered at end of policy or contract year</th>
<th>Policy or contract year</th>
</tr>
</thead>
<tbody>
<tr>
<td>42-0127290</td>
<td>61271</td>
<td>611346</td>
<td>0</td>
<td>01/01/2011 to 12/31/2011</td>
</tr>
</tbody>
</table>

2. Insurance fee and commission information. Enter the total fees and total commissions paid. List in item 3 the agents, brokers, and other persons in descending order of the amount paid.

(a) Total amount of commissions paid
7997

(b) Total amount of fees paid
3636

3. Persons receiving commissions and fees. (Complete as many entries as needed to report all persons).

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid
NFP SECURITIES INC
1250 S CAPITAL OF TEXAS
HWY BLDG 2-125
AUSTIN, TX 78746-6464

(b) Amount of sales and base commissions paid
7997

(c) Amount
3636

(d) Purpose
PRORATED INCENTIVE, NOT DEDUCTED FROM PLAN

(e) Organization code
3

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid
(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

<table>
<thead>
<tr>
<th>(b) Amount of sales and base commissions paid</th>
<th>Fees and other commissions paid</th>
<th>(e) Organization code</th>
</tr>
</thead>
<tbody>
<tr>
<td>(c) Amount</td>
<td>(d) Purpose</td>
<td></td>
</tr>
</tbody>
</table>

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

<table>
<thead>
<tr>
<th>(b) Amount of sales and base commissions paid</th>
<th>Fees and other commissions paid</th>
<th>(e) Organization code</th>
</tr>
</thead>
<tbody>
<tr>
<td>(c) Amount</td>
<td>(d) Purpose</td>
<td></td>
</tr>
</tbody>
</table>

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

<table>
<thead>
<tr>
<th>(b) Amount of sales and base commissions paid</th>
<th>Fees and other commissions paid</th>
<th>(e) Organization code</th>
</tr>
</thead>
<tbody>
<tr>
<td>(c) Amount</td>
<td>(d) Purpose</td>
<td></td>
</tr>
</tbody>
</table>

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

<table>
<thead>
<tr>
<th>(b) Amount of sales and base commissions paid</th>
<th>Fees and other commissions paid</th>
<th>(e) Organization code</th>
</tr>
</thead>
<tbody>
<tr>
<td>(c) Amount</td>
<td>(d) Purpose</td>
<td></td>
</tr>
</tbody>
</table>
## Part II Investment and Annuity Contract Information
Where individual contracts are provided, the entire group of such individual contracts with each carrier may be treated as a unit for purposes of this report.

| 4 | Current value of plan's interest under this contract in the general account at year end | 4 | 0 |
| 5 | Current value of plan's interest under this contract in separate accounts at year end | 5 | 3340397 |

### Contracts With Allocated Funds:

- **a** State the basis of premium rates ▶

- **b** Premiums paid to carrier .................................................................................................................. 6b

- **c** Premiums due but unpaid at the end of the year ....................................................................................... 6c

- **d** If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, enter amount. Specify nature of costs ▶

- **e** Type of contract: (1) ☐ individual policies (2) ☐ group deferred annuity (3) ☐ other (specify) ▶

- **f** If contract purchased, in whole or in part, to distribute benefits from a terminating plan check here ▶ ☐

### Contracts With Unallocated Funds (Do not include portions of these contracts maintained in separate accounts)

- **a** Type of contract: (1) ☐ deposit administration (2) ☐ immediate participation guarantee (3) ☐ guaranteed investment (4) ☐ other ▶

- **b** Balance at the end of the previous year ............................................................................................ 7b

- **c** Additions: (1) Contributions deposited during the year ........................................................................... 7c(1)

(2) Dividends and credits ................................................................................................................................. 7c(2)

(3) Interest credited during the year .................................................................................................................. 7c(3)

(4) Transferred from separate account .......................................................................................................... 7c(4)

(5) Other (specify below) .................................................................................................................................. 7c(5)

(6) Total additions ............................................................................................................................................... 7c(6)

- **d** Total of balance and additions (add b and c(6)) ....................................................................................... 7d

- **e** Deductions:

  (1) Disbursed from fund to pay benefits or purchase annuities during year .................................................. 7e(1)

  (2) Administration charge made by carrier ...................................................................................................... 7e(2)

  (3) Transferred to separate account .................................................................................................................. 7e(3)

  (4) Other (specify below) .................................................................................................................................. 7e(4)

(5) Total deductions ............................................................................................................................................... 7e(5)

- **f** Balance at the end of the current year (subtract e(5) from d) .................................................................. 7f 0
**Part III  Welfare Benefit Contract Information**

If more than one contract covers the same group of employees of the same employer(s) or members of the same employee organizations(s), the information may be combined for reporting purposes if such contracts are experience-rated as a unit. Where contracts cover individual employees, the entire group of such individual contracts with each carrier may be treated as a unit for purposes of this report.

8 Benefit and contract type (check all applicable boxes)

- [ ] Health (other than dental or vision)
- [ ] Dental
- [ ] Vision
- [ ] Life insurance
- [ ] Temporary disability (accident and sickness)
- [ ] Long-term disability
- [ ] Supplemental unemployment
- [ ] Prescription drug
- [ ] HMO contract
- [ ] PPO contract
- [ ] Indemnity contract
- [ ] Other (specify) ▶

9 Experience-rated contracts:

- [ ] Premiums: (1) Amount received ........................................... 9a(1)
- [ ] (2) Increase (decrease) in amount due but unpaid ................. 9a(2)
- [ ] (3) Increase (decrease) in unearned premium reserve ............. 9a(3)
- [ ] (4) Earned ((1) + (2) - (3)) ............................................. 9a(4)

- [ ] Benefit charges (1) Claims paid ........................................ 9b(1)
- [ ] (2) Increase (decrease) in claim reserves ............................. 9b(2)
- [ ] (3) Incurred claims (add (1) and (2)) ................................ 9b(3)
- [ ] (4) Claims charged ....................................................... 9b(4)

- [ ] Remainder of premium: (1) Retention charges (on an accrual basis) –
  - [ ] (A) Commissions ...................................................... 9c(1)(A)
  - [ ] (B) Administrative service or other fees .......................... 9c(1)(B)
  - [ ] (C) Other specific acquisition costs ............................... 9c(1)(C)
  - [ ] (D) Other expenses ................................................. 9c(1)(D)
  - [ ] (E) Taxes .................................................................. 9c(1)(E)
  - [ ] (F) Charges for risks or other contingencies ....................... 9c(1)(F)
  - [ ] (G) Other retention charges ........................................... 9c(1)(G)
  - [ ] (H) Total retention ..................................................... 9c(1)(H)

- [ ] (2) Dividends or retroactive rate refunds. (These amounts were □ paid in cash, or □ credited.) ........................................ 9c(2)

- [ ] Status of policyholder reserves at end of year: (1) Amount held to provide benefits after retirement ................................. 9d(1)
- [ ] (2) Claim reserves ......................................................... 9d(2)
- [ ] (3) Other reserves ....................................................... 9d(3)

- [ ] Dividends or retroactive rate refunds due. (Do not include amount entered in c(2)) ........................................ 9e

10 Nonexperience-rated contracts:

- [ ] Total premiums or subscription charges paid to carrier ................. 10a
- [ ] If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, other than reported in Part I, Item 2 above, report amount ........................................... 10b
  Specify nature of costs ▶

**Part IV  Provision of Information**

11 Did the insurance company fail to provide any information necessary to complete Schedule A? ................. Yes □ No □

12 If the answer to line 11 is "Yes," specify the information not provided. ▶