**SCHEDULE SB**
(Form 5500)

**Single-Employer Defined Benefit Plan**
**Actuarial Information**

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6055 of the Internal Revenue Code (the Code).

File as an attachment to Form 5500 or 5500-SF.

**2011**

This Form is Open to Public Inspection

---

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

Round off amounts to nearest dollar.

Caution: A penalty of $1,000 will be assessed for late filing of this report unless reasonable cause is established.

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 or 5500-SF
QUALITY DISTRIBUTION, INC.

D. Employer Identification Number (EIN)
59-3239073

---

**E. Type of plan:**
- [ ] Single
- [ ] Multiple-A
- [ ] Multiple-B

**F. Prior year plan size:**
- [ ] 100 or fewer
- [ ] 101-500
- [ ] More than 500

---

**Part I Basic Information**

1. Enter the valuation date:
   - Month: 01
   - Day: 01
   - Year: 2011

2. Assets:
   - a. Market value: 2a
     - 23491127
   - b. Actuarial value: 2b
     - 2246710

3. Funding target/participant count breakdown:
   - (1) Number of participants: 3a
     - 434
     - 21540167
   - (2) Funding Target: 3b
     - 448
     - 11244017
   - a. For retired participants and beneficiaries receiving payment:
   - b. For terminated vested participants:
   - c. For active participants:
     - (1) Non-vested benefits: 3c(1)
     - 1100
     - (2) Vested benefits: 3c(2)
     - 531726
     - (3) Total active: 3c(3)
     - 11
     - Total: 3d
     - 853
     - 33317012

4. If the plan is in at-risk status, check the box and complete lines (a) and (b):
   - [ ]
   - a. Funding target disregarding prescribed at-risk assumptions:
   - b. Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been in at-risk status for fewer than five consecutive years and disregarding loading factor:

5. Effective interest rate:
   - 5
   - 6.20 %

6. Target normal cost:
   - 6
   - 217980

---

**Statement by Enrolled Actuary**

To the best of my knowledge, the information supplied in this schedule and accompanying schedules, statements and attachments, if any, is complete and accurate. Each prescribed assumption was applied in accordance with applicable law and regulations. In my opinion, each other assumption is reasonable (taking into account the experience of the plan and reasonable expectations) and such other assumptions, in combination, offer my best estimate of anticipated experience under the plan.

**SIGN HERE**

Barry L. Freiman
Principal Financial Group
PO Box 9394
Des Moines, IA 50306-0394

Signature of actuary

Date
11/05/2012

Most recent enrollment number
770-272-6455

Telephone number (including area code)

Address of the firm

If the actuary has not fully reflected any regulation or ruling promulgated under the statute in completing this schedule, check the box and see instructions.

For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500 or 5500-SF.
### Part II  
**Beginning of year carryover and prefunding balances**

<table>
<thead>
<tr>
<th></th>
<th>(a) Carryover balance</th>
<th>(b) Prefunding balance</th>
</tr>
</thead>
<tbody>
<tr>
<td>7</td>
<td>Balance at beginning of prior year after applicable adjustments (line 13 from prior year)</td>
<td>0</td>
</tr>
<tr>
<td>8</td>
<td>Portion elected for use to offset prior year's funding requirement (line 35 from prior year)</td>
<td>0</td>
</tr>
<tr>
<td>9</td>
<td>Amount remaining (line 7 minus line 8)</td>
<td>0</td>
</tr>
<tr>
<td>10</td>
<td>Interest on line 9 using prior year's actual return of 10.21 %</td>
<td>0</td>
</tr>
<tr>
<td>11</td>
<td>Prior year's excess contributions to be added to prefunding balance:</td>
<td></td>
</tr>
<tr>
<td></td>
<td>a Present value of excess contributions (line 38 from prior year)</td>
<td>123</td>
</tr>
<tr>
<td></td>
<td>b Interest on (a) using prior year's effective rate of 6.63 % except as otherwise provided (see instructions)</td>
<td>8</td>
</tr>
<tr>
<td></td>
<td>c Total available at beginning of current plan year to add to prefunding balance</td>
<td>131</td>
</tr>
<tr>
<td></td>
<td>d Portion of (c) to be added to prefunding balance</td>
<td>0</td>
</tr>
<tr>
<td>12</td>
<td>Other reductions in balances due to elections or deemed elections</td>
<td>0</td>
</tr>
<tr>
<td>13</td>
<td>Balance at beginning of current year (line 9 + line 10 + line 11d – line 12)</td>
<td>0</td>
</tr>
</tbody>
</table>

### Part III  
**Funding percentages**

<table>
<thead>
<tr>
<th></th>
<th>14</th>
<th>15</th>
<th>16</th>
<th>17</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td>Funding target attainment percentage</td>
<td>Adjusted funding target attainment percentage</td>
<td>Prior year's funding percentage for purposes of determining whether carryover/prefunding balances may be used to reduce current year's funding requirement</td>
<td>If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage</td>
</tr>
<tr>
<td></td>
<td>67.42 %</td>
<td>67.42 %</td>
<td>75.76 %</td>
<td>67.42 %</td>
</tr>
</tbody>
</table>

### Part IV  
**Contributions and liquidity shortfalls**

<table>
<thead>
<tr>
<th></th>
<th>(a) Date (MM-DD-YYYY)</th>
<th>(b) Amount paid by employer(s)</th>
<th>(c) Amount paid by employees</th>
<th>(a) Date (MM-DD-YYYY)</th>
<th>(b) Amount paid by employer(s)</th>
<th>(c) Amount paid by employees</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td>04/15/2011</td>
<td>439951</td>
<td>0</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td>07/14/2011</td>
<td>439951</td>
<td>0</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td>10/14/2011</td>
<td>439951</td>
<td>0</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td>01/12/2012</td>
<td>439951</td>
<td>0</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td>09/13/2012</td>
<td>819311</td>
<td>0</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td>Totals</td>
<td>2579115</td>
<td>0</td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

19  Discounted employer contributions — see instructions for small plan with a valuation date after the beginning of the year:
- Contributions allocated toward unpaid minimum required contributions from prior years: 19a
- Contributions made to avoid restrictions adjusted to valuation date: 19b
- Contributions allocated toward minimum required contribution for current year adjusted to valuation date: 19c

20  Quarterly contributions and liquidity shortfalls:
- Did the plan have a "funding shortfall" for the prior year? Yes [x] No
- If 20a is "Yes," were required quarterly installments for the current year made in a timely manner? Yes [ ] No
- If 20a is "Yes," see instructions and complete the following table as applicable:

<table>
<thead>
<tr>
<th></th>
<th>(1) 1st</th>
<th>(2) 2nd</th>
<th>(3) 3rd</th>
<th>(4) 4th</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td>0</td>
<td>0</td>
<td>0</td>
<td>0</td>
</tr>
</tbody>
</table>
Part V Assumptions used to determine funding target and target normal cost

21 Discount rate:
   a Segment rates:
      1st segment: 3.76 %
      2nd segment: 6.31 %
      3rd segment: 8.57 %
   b Applicable month (enter code) 21b 4
   22 Weighted average retirement age 22 64
   23 Mortality table(s) (see instructions) Prescribed - combined x Prescribed - separate Substitute

Part VI Miscellaneous items

24 Has a change been made in the non-prescribed actuarial assumptions for the current plan year? If "Yes," see instructions regarding required attachment. Yes x No
25 Has a method change been made for the current plan year? If "Yes," see instructions regarding required attachment. Yes x No
26 Is the plan required to provide a Schedule of Active Participants? If "Yes," see instructions regarding required attachment. Yes No
27 If the plan is eligible for (and is using) alternative funding rules, enter applicable code and see instructions regarding attachment. 27

Part VII Reconciliation of unpaid minimum required contributions for prior years

28 Unpaid minimum required contributions for all prior years 28 0
29 Discounted employer contributions allocated toward unpaid minimum required contributions from prior years (line 19a) 29 0
30 Remaining amount of unpaid minimum required contributions (line 28 minus line 29) 30 0

Part VIII Minimum required contribution for current year

31 Target normal cost and excess assets (see instructions):
   a Target normal cost (line 6) 31a 317680
   b Excess assets, if applicable, but not greater than 31a 31b 0

32 Amortization installments:
   a Net shortfall amortization installment 10652302 2213292
   b Waiver amortization installment 0 0

33 If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _______ Day _______ Year _______ ) and the waived amount 33

34 Total funding requirement before reflecting carryover/prefunding balances (lines 31a - 31b + 32a + 32b - 33) 34 2430972

35 Balances elected for use to offset funding requirement:
   Carryover balance 0
   Prefunding balance 0
   Total balance 0

36 Additional cash requirement (line 34 minus line 35) 36 2430972

37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c) 37 2431488

38 Present value of excess contributions for current year (see instructions):
   a Total (excess, if any, of line 37 over line 36) 38a 516
   b Portion included in line 38a attributable to use of prefunding and funding standard carryover balances 38b 0

39 Unpaid minimum required contribution for current year (excess, if any, of line 36 over line 37) 39 0

40 Unpaid minimum required contributions for all years 40 0

Part IX Pension funding relief under Pension Relief Act of 2010 (see instructions)

41 If a shortfall amortization base is being amortized pursuant to an alternative amortization schedule:
   a Schedule elected 2 plus 7 years 15 years
   b Eligible plan year(s) for which the election in line 41a was made 2006 2009 2010 2011

42 Amount of acceleration adjustment 42

43 Excess installment acceleration amount to be carried over to future plan years 43