

ANNUAL FUNDING NOTICE

For

Retirement Plan For Employees Of Chemical Leaman Corp And Affiliated Corp

Introduction

This notice includes important funding information about your pension plan ("the Plan"). This notice also provides a summary of federal rules governing the termination of single-employer defined benefit pension plans and of benefit payments guaranteed by the Pension Benefit Guaranty Corporation (PBGC), a federal agency. This notice is for the plan year beginning January 1, 2012 and ending December 31, 2012 ("Plan Year").

Funding Target Attainment Percentage

The funding target attainment percentage of a plan is a measure of how well the plan is funded on a particular date. This percentage for a plan year is obtained by dividing the Plan's Net Plan Assets by Plan Liabilities on the Valuation Date. In general, the higher the percentage, the better funded the plan. The Plan's funding target attainment percentage for the Plan Year and two preceding plan years is shown in the chart below, along with a statement of the value of the Plan's assets and liabilities for the same period.

	2012	2011	2010
1. Valuation Date	01/01/2012	01/01/2011	01/01/2010
2. Plan Assets			
a. Total Plan Assets	\$24,223,434	\$22,464,710	\$24,351,631
b. Funding Standard Carryover Balance	\$0	\$0	\$0
c. Prefunding Balance	\$0	\$0	\$0
d. Net Plan Assets (a)-(b)-(c)=(d)	\$24,223,434	\$22,464,710	\$24,351,631
3. Plan Liabilities	\$30,537,719	\$33,317,012	\$32,143,035
4. At-Risk Liabilities	\$30,703,018	N/A	N/A
5. Funding Target Attainment Percentage (2d)/(3)	79.32%	67.42%	75.76%

Credit Balances

Credit balances were subtracted from the Plan's assets before calculating the funding target attainment percentage in the chart above. While pension plans are permitted to maintain credit balances (called "funding standard carryover balance" or "prefunding balance") for funding purposes, such credits may not be taken into account when calculating a plan's funding target attainment percentage. A plan might have a credit balance, for example, if in a prior year an employer made contributions at a level in excess of the minimum level required by law. Generally, the excess payments are counted as "credits" and may be applied in future years toward the minimum level of contributions a plan sponsor is required by law to make to the plan in those years.

At-Risk Status

If a plan's funding target attainment percentage for the prior plan year is below a specified legal threshold, the plan is considered under law to be in "at-risk" status. "At-risk" plans are required to use actuarial assumptions that result in a higher value of plan liabilities and, consequently, require more funding by the employer. For example, plans in "at-risk" status are required to assume that all workers eligible to retire in the next 10 years will do so as soon as they can, and that they will take their distribution in whatever form would create the highest cost to the plan, without regard to whether those workers actually do so. The Plan has been determined to be in "at-risk" status in 2012. The increased liabilities to the Plan as a result of being in "at-risk" status are reflected in the At-Risk Liabilities row in the chart above.

Fair Market Value of Assets

Asset values in the chart above are actuarial values, not market values. Market values tend to show a clearer picture of a plan's funded status as of a given point in time. However, because market values can fluctuate daily based on factors in the marketplace, such as changes in the stock market, pension law allows plans to use actuarial values for funding purposes. While actuarial values fluctuate less than market values, they are estimates. As of December 31, 2012, the fair market value of the Plan's assets was \$25,231,463. This includes \$469,983 applied to the 2012 plan year, but received after the end of the plan year. As of December 31, 2012, the Plan's liabilities were \$40,850,389.

Participant Information

The total number of participants in the plan as of the Plan's valuation date was 877. Of this number, 9 were active participants, 444 were retired or separated from service and receiving benefits, and 424 were retired or separated from service and entitled to future benefits.

Funding & Investment Policies

The law requires that every pension plan have a procedure for establishing a funding policy to carry out the plan objectives. A funding policy relates to the level of contributions needed to pay for promised benefits. The Plan's funding policy is to contribute at least the minimum required cash contribution.

Once money is contributed to the Plan, the money is invested by plan officials called fiduciaries. Specific investments are made in accordance with the Plan's investment policy. Generally speaking, an investment policy is a written statement that provides the fiduciaries who are responsible for plan investments with guidelines or general instructions concerning various types or categories of investment management decisions. The Plan's investment policy can be found in Attachment I at the end of this document.

In accordance with the Plan's investment policy, the Plan's assets were allocated among the following categories of investments, as of the end of the Plan Year. These allocations are percentages of total assets:

Asset Allocations	PFG Assets	Non-PFG Assets	Percentage
1. Interest-bearing cash	\$0		
2. U.S. Government securities	\$0		
3. Corporate debt instruments (other than employer securities):			
Preferred	\$0		
All other	\$0		
4. Corporate stocks (other than employer securities):			
Preferred	\$0		
Common	\$0		
5. Partnership/joint venture interests	\$0		
6. Real estate (other than employer real property)	\$0		
7. Loans (other than to participants)	\$0		
8. Participant loans	\$0		
9. Value of interest in common/collective trusts	\$0		
10. Value of interest in pooled separate accounts	\$4,208,496		
11. Value of interest in master trust investment accounts	\$0		
12. Value of interest in 103-12 investment entities	\$0		
13. Value of interest in registered investment companies (e.g., mutual funds)	\$3,674,968		
14. Value of funds held in insurance co. general account (unallocated contracts)	\$0		
15. Employer-related investments:			
Employer Securities	\$0		
Employer real property	\$0		
16. Buildings and other property used in plan operation	\$0		
17. Other	\$0		

For information about the plan's investment in any of the following types of investments as described in the chart above – common/collective trusts, pooled separate accounts, master trust investment accounts, or 103-12 investment entities – contact Quality Distribution, Inc. at 4041 Park Oaks Blvd, Ste 200, Tampa, FL 33610-9524, (813)569-7355.

Right to Request a Copy of the Annual Report

A pension plan is required to file with the US Department of Labor an annual report (i.e., Form 5500) containing financial and other information about the plan. Copies of the annual report are available from the US Department of Labor, Employee Benefits Security Administration's Public Disclosure Room at 200 Constitution Avenue, NW, Room N-1513, Washington, DC 20210, or by calling 202.693.8673. Or you may obtain a copy of the Plan's annual report by making a written request to the plan administrator.

Summary of Rules Governing Termination of Single-Employer Plans

Employers can end a pension plan through a process called "plan termination." There are two ways an employer can terminate its pension plan. The employer can end the plan in a "standard termination" but only after showing the PBGC that the plan has enough money to pay all benefits owed to participants. The plan must either purchase an annuity from an insurance company (which will provide you with lifetime benefits when you retire) or, if your plan allows, issue one lump-sum payment that covers your entire benefit. Before purchasing your annuity, your plan administrator must give you advance notice that identifies the insurance company (or companies) that your employer may select to provide the annuity. The PBGC's guarantee ends when your employer purchases your annuity or gives you the lump sum payment.

If the plan is not fully-funded, the employer may apply for a "distress termination" if the employer is in financial distress. To do so, however, the employer must prove to a bankruptcy court or to the PBGC that the employer cannot remain in business unless the plan is terminated. If the application is granted, the PBGC will take over the plan as trustee and pay plan benefits, up to the legal limits, using plan assets and PBGC guarantee funds. Under certain circumstances, the PBGC may take action on its own to end a pension plan. Most terminations initiated by the PBGC occur when the PBGC determines that plan termination is needed to protect the interests of plan participants or of the PBGC insurance program. The PBGC can do so if, for example, a plan does not have enough money to pay benefits currently due.

Benefit Payments Guaranteed by the PBGC

If a single-employer pension plan terminates without enough money to pay all benefits, the PBGC will take over the plan and pay pension benefits through its insurance program. Most participants and beneficiaries receive all of the pension benefits they would have received under their plan, but some people may lose certain benefits that are not guaranteed. The PBGC pays pension benefits up to certain maximum limits. The maximum guaranteed benefit is \$4,789.77 per month, or \$57,477.24 per year, payable in the form of a straight life annuity, for a 65-year-old person in a plan that terminates in 2013. The maximum benefit may be reduced for an individual who is younger than age 65 if this benefit is allowed under the Plan. The maximum benefit will also be reduced when a benefit is provided to a survivor of a plan participant. The PBGC guarantees "basic benefits" earned before a plan is terminated, which includes the following guarantees that may apply based on benefits available under the Plan:

- pension benefits at normal retirement age;
- most early retirement benefits;
- annuity benefits for survivors of plan participants; and
- disability benefits for a disability that occurred before the date the plan terminated.

The PBGC does not guarantee certain types of benefits that may apply based on benefits available under the Plan:

- The PBGC does not guarantee benefits for which you do not have a vested right when a plan terminates, usually because you have not worked enough years for the company.
- The PBGC does not guarantee benefits for which you have not met all age, service, or other requirements at the time the plan terminates.
- Benefit increases and new benefits that have been in place for less than one year are not guaranteed. Those that have been in place for less than five years are only partly guaranteed.
- Early retirement payments that are greater than payments at normal retirement age may not be guaranteed. For example, a supplemental benefit that stops when you become eligible for Social Security may not be guaranteed.
- Benefits other than pension benefits, such as health insurance, life insurance, death benefits, vacation pay, or severance pay, are not guaranteed.
- The PBGC generally does not pay lump sums exceeding \$5,000.

Even if certain benefits are not guaranteed, participants and beneficiaries still may receive some of those benefits from the PBGC depending on how much money the terminated plan has and how much the PBGC collects from the employer.

Where to Get More Information

For more information about this notice, you may contact the plan sponsor Quality Distribution, Inc. at 4041 Park Oaks Blvd, Ste 200, Tampa, FL 33610-9524, (813)569-7355. For identification purposes, the official plan number is 2 and the plan sponsor's employer identification number or "EIN" is 59-3239073. For more information about the PBGC and benefit guarantees, go to PBGC's website, www.pbgc.gov, or call PBGC toll-free at 1-800-400-7242 (TTY/TDD users may call the Federal relay service toll free at 1-800-877-8339 and ask to be connected to 1-800-400-7242).

MAP-21 SUPPLEMENT TO ANNUAL FUNDING NOTICE OF

Retirement Plan For Employees Of Chemical Leaman Corp And Affiliated Corp (Plan) for
Plan Year Beginning January 1, 2012 and Ending December 31, 2012 (Plan Year)

This is a temporary supplement to your annual funding notice. It is required by a new federal law named Moving Ahead for Progress in the 21st Century Act (MAP-21). MAP-21 changed how pension plans calculate their liabilities. The purpose of this supplement is to show you the effect of these changes. Prior to MAP-21, pension plans determined their liabilities using a two-year average of interest rates. Now pension plans also must take into account a 25-year average of interest rates. This means that MAP-21 interest rates likely will be higher and plan liabilities lower than they were under prior law. As a result, your employer may contribute less money to the plan at a time when market interest rates are at or near historical lows.

The "MAP-21 Information Table" shows how the MAP-21 interest rates affect the Plan's: (1) Funding Target Attainment Percentage, (2) Funding Shortfall, and (3) Minimum Required Contribution. The funding target attainment percentage of a plan is a measure of how well the plan is funded on a particular date. The funding shortfall of a plan is the amount by which liabilities exceed net plan assets. The minimum required contribution is the amount of money an employer is required by law to contribute to a plan in a given year. The following table shows this information determined with and without the MAP-21 rates to illustrate the effect of MAP-21. The information is provided for the Plan Year and for each of the two preceding plan years, if applicable.

MAP-21 INFORMATION TABLE						
	2012		2011		2010	
	With MAP-21 Interest Rates	Without MAP-21 Interest Rates	With MAP-21 Interest Rates	Without MAP-21 Interest Rates	With MAP-21 Interest Rates	Without MAP-21 Interest Rates
Funding Target Attainment Percentage	79.32%	68.27%	N/A	67.42%	N/A	75.76%
Funding Shortfall	\$6,479,584	\$11,368,572	N/A	\$10,852,302	N/A	\$7,791,404
Minimum Required Contribution	\$2,088,813	\$2,811,487	N/A	\$2,430,972	N/A	\$1,759,803

Attachment I

The Plan's Investment Policy is below:

Asset Class	Sub-Asset Class	Global Allocation	Sub-Allocation Range
Equity		60%	30% - 75%
	Large Cap Equity		20% - 60%
	Mid Cap Equity		0% - 15%
	Small Cap Equity		0% - 15%
Non - U.S. Equity		0%	0% - 25%
	International		0% - 25%
	Emerging		0% - 15%
Fixed Income		40%	30% - 70%
Commodities			0% - 15%
Hedge Funds			0% - 25%
Private Equity			0% - 25%
Private Real Estate			0% - 25%
Cash		0%	0% - 15%
Alternative Investments		0%	0% - 25%