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UNITED STATES DISTRICT COURT
EASTERN DISTRICT OF WISCONSIN
MILWAUKEE DIVISION

**ROADRUNNER TRANSPORTATION
SYSTEMS, INC. SECURITIES LITIGATION**

PROOF OF CLAIM AND RELEASE

I. GENERAL INSTRUCTIONS

1. To recover as an Authorized Claimant based on your claims in the action entitled *In re Roadrunner Transportation Systems, Inc. Securities Litigation*, Case No.: 17-cv-144 (E.D. Wis.) (the "Action"), you must complete and, on page 6 hereof, sign this Proof of Claim form. If you fail to submit a properly completed and addressed Proof of Claim form, your claim may be rejected and you may be precluded from any recovery from the Net Settlement Fund created in connection with the Settlement of the Action.
2. Submission of this Proof of Claim form, however, does not assure that you will share in the Net Settlement Fund.
3. YOU MUST MAIL YOUR COMPLETED AND SIGNED PROOF OF CLAIM FORM POSTMARKED NO LATER THAN NOVEMBER 7, 2019, ADDRESSED AS FOLLOWS:

Roadrunner Transportation Systems, Inc. Securities Litigation
P.O. Box 58549
Philadelphia, PA 19102-8549

4. If you are NOT a Class Member (as defined in the Notice of (i) Pendency of Class Action, Certification of Settlement Class, and Proposed Settlement; (ii) Settlement Fairness Hearing; and (iii) Motion for an Award of Attorneys' Fees and Reimbursement of Litigation Expenses (the "Notice") that accompanies this Proof of Claim), DO NOT submit a Proof of Claim form.
5. If you are a Class Member and have not requested exclusion, you will be bound by the terms of the Settlement and any judgment entered in the Action, WHETHER OR NOT YOU SUBMIT A PROOF OF CLAIM FORM.

II. DEFINITIONS

Capitalized terms not defined in this Proof of Claim have the same meaning as defined in the Notice that accompanies this form.

III. CLAIMANT IDENTIFICATION

1. If you purchased or otherwise acquired Roadrunner Transportation Systems, Inc. ("Roadrunner") publicly traded common stock on the open market and held the certificate(s) in your name, you are the beneficial purchaser as well as the record purchaser. If, however, you purchased the common stock but the certificate(s) were registered in the name of a third party, such as a nominee or brokerage firm, you are the beneficial purchaser and the third party is the record purchaser.
2. Use Part I of this form entitled "Claimant Identification" to identify each purchaser of record ("nominee"), if different from the beneficial purchaser of Roadrunner common stock which form the basis of this claim. THIS CLAIM MUST BE FILED BY THE ACTUAL BENEFICIAL PURCHASER OR PURCHASERS, OR THE LEGAL REPRESENTATIVE OF SUCH PURCHASER OR PURCHASERS OF THE COMMON STOCK UPON WHICH THIS CLAIM IS BASED.



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NOTE: Separate Proofs of Claim should be submitted for each separate legal entity (for example, a claim from joint owners should not include separate transactions of just one of the joint owners, and an individual should not combine his or her IRA transactions with transactions made solely in the individual's name). Conversely, a single Proof of Claim should be submitted on behalf of one legal entity including all transactions made by that entity, no matter how many separate accounts that entity has (for example, a corporation with multiple brokerage accounts should include all transactions made in Roadrunner common stock during the Class Period on one Proof of Claim, no matter how many accounts the transactions were made in). All joint purchasers must sign this claim. Executors, administrators, guardians, conservators and trustees must complete and sign this claim on behalf of Persons represented by them and proof of their authority must accompany this claim and their titles or capacities must be stated. The Social Security (or taxpayer identification) number and telephone number of the beneficial owner may be used in verifying the claim. Failure to provide the foregoing information could delay verification of your claim or result in rejection of the claim.

IV. CLAIM FORM

1. Use Part II of this form entitled "Schedule of Transactions in Roadrunner Publicly Traded Common Stock" to supply all required details of your transaction(s) in such common stock. If you need more space or additional schedules, attach separate sheets giving all of the required information in substantially the same form. Sign and print or type your name on each additional sheet.
2. On the schedules, provide all of the requested information with respect to all of your purchases and all of your sales or other dispositions of Roadrunner publicly traded common stock which took place at any time from March 14, 2013 through January 30, 2018, inclusive, whether such transactions resulted in a profit or a loss. Failure to report all such transactions may result in the rejection of your claim.
3. List each transaction separately and in chronological order, by trade date, beginning with the earliest. You must accurately provide the month, day and year of each transaction you list.
4. Broker confirmations or other documentation of your transactions in Roadrunner publicly traded common stock must be attached to your claim. Failure to provide this documentation could delay verification of your claim or result in rejection of your claim.
5. A purchase or sale of Roadrunner publicly traded common stock shall be deemed to have occurred on the "contract" or "trade" date as opposed to the "settlement" or "payment" date; please provide only "contract" or "trade" dates in your claim.
6. NOTICE REGARDING ELECTRONIC FILES: Certain claimants with large numbers of transactions or on behalf of 10 or more different accounts may request, or may be requested, to submit information regarding their transactions in electronic files. All Claimants MUST submit a manually signed paper Proof of Claim form whether or not they also submit electronic copies. If you wish to file your claim electronically, you must call the Claims Administrator toll-free at 1-888-665-1124, send an e-mail to claimsadministrator@heffler.com and reference Roadrunner Transportation Systems, Inc. Securities Litigation in the subject line, or visit the website for this Settlement at www.roadrunnersettlement.com to obtain the required file layout. No electronic files will be considered to have been properly submitted unless the Claims Administrator issues an additional email after processing the claim that contains your claim numbers and respective account information. Do not assume that your file has been processed until you receive this email. If you do not receive such an email within 10 business days of your submission, you should contact the Claims Administrator to inquire about the status of your filing.



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7. A Proof of Claim received by the Claims Administrator shall be deemed to have been submitted when posted, if mailed by November 7, 2019 and if a postmark is indicated on the envelope and it is mailed first class, and addressed in accordance with the above instructions. In all other cases, a Proof of Claim shall be deemed to have been submitted when actually received by the Claims Administrator.
8. You should be aware that it will take a significant amount of time to process fully all of the Proofs of Claim and to administer the Settlement. This work will be completed as promptly as time permits, given the need to investigate and tabulate each Proof of Claim. Please notify the Claims Administrator of any change of address.

ACCURATE CLAIMS PROCESSING TAKES A SIGNIFICANT AMOUNT OF TIME.

THANK YOU FOR YOUR PATIENCE.



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**MUST BE
POSTMARKED OR
RECEIVED
NO LATER THAN
November 7, 2019**

*In re Roadrunner Transportation Systems, Inc.
Securities Litigation*

For Office Use Only

PROOF OF CLAIM AND RELEASE

Use Blue or Black Ink Only

PART I. CLAIMANT IDENTIFICATION - Complete either Section A or B and then proceed to Section C. Please type or print.

A. Complete this Section ONLY if the Beneficial Owner is an individual, joint, UGMA, UTMA or IRA account. Otherwise, proceed to Section B.

Last Name (Beneficial Owner)	MI	First Name (Beneficial Owner)
<input type="text"/>	<input type="text"/>	<input type="text"/>
Last Name (Joint Beneficial Owner, if applicable)	MI	First Name (Joint Beneficial Owner)
<input type="text"/>	<input type="text"/>	<input type="text"/>
Name of IRA Custodian, if applicable		
<input type="text"/>		
If this account is an UGMA, UTMA or IRA, please include "UGMA", "UTMA", or "IRA" in the "Last Name" box above (e.g., Jones IRA).		

B. Complete this Section ONLY if the Beneficial Owner is an Entity; i.e., corporation, trust, estate, etc. Then, proceed to Section C.

Entity Name	<input type="text"/>
Name of Representative (Executor, administrator, trustee, corporate officer, etc.)	<input type="text"/>

C. Account/Mailing Information:

Street Address:	<input type="text"/>							
Street Address:	<input type="text"/>							
City:	<input type="text"/>	State:	<input type="text"/>	Zip Code:	<input type="text"/>	-	<input type="text"/>	
Foreign Province:	<input type="text"/>	Foreign Postal Code:	<input type="text"/>					
Foreign Country:	<input type="text"/>							
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>					
Area Code Telephone No. (day)	<input type="text"/>	Area Code Telephone No. (evening)	<input type="text"/>					
Account Number:	<input type="text"/>							
Email:	<input type="text"/>							
Check Appropriate Box:	<input type="checkbox"/> Individual	<input type="checkbox"/> Corporation	<input type="checkbox"/> Joint Owners	<input type="checkbox"/> IRA	<input type="checkbox"/> Trust	<input type="checkbox"/> Other _____		
<input type="text"/>	-	<input type="text"/>	-	<input type="text"/>	OR	<input type="text"/>	-	<input type="text"/>
Social Security Number (for individuals)	<input type="text"/>	Employer Identification Number (for estates, trusts, corporations, etc.)	<input type="text"/>					



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PART II: SCHEDULE OF TRANSACTIONS IN ROADRUNNER PUBLICLY TRADED COMMON STOCK

ROADRUNNER PUBLICLY TRADED COMMON STOCK – CUSIP No. 76973Q105 ONLY

YOU MUST SUBMIT DOCUMENTATION SUPPORTING THE INFORMATION BELOW.

COMMON STOCK BEGINNING HOLDINGS

1. Number of shares of Roadrunner publicly traded common stock held at the close of trading on March 13, 2013:
(If none, write “zero” or “0”; if other than zero, must be documented)

Number of Shares

COMMON STOCK PURCHASES OR OTHER ACQUISITIONS

2. List (in chronological order) all purchases or other acquisitions of Roadrunner publicly traded common stock made between March 14, 2013 and the close of trading on January 30, 2018, inclusive (must be documented).

	Date(s) of Purchase (List Chronologically) <u>Month/Day/Year</u>	Number of Shares of Common Stock <u>Shares Purchased</u>	Purchase or Acquisition Price Per Share <u>Common Stock</u>	Total Purchase or Acquisition Amount (including commissions, taxes and fees)	Purchased or Acquired on the Open Market		Check Box if result of an Option Exercised/ <u>Assigned</u>
					<u>Yes</u>	<u>No</u>	
1.)	□□/□□/□□	□□□□□□□□	\$□□□.□□□	\$□□□□□□□□.□□	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2.)	□□/□□/□□	□□□□□□□□	\$□□□.□□□	\$□□□□□□□□.□□	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3.)	□□/□□/□□	□□□□□□□□	\$□□□.□□□	\$□□□□□□□□.□□	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4.)	□□/□□/□□	□□□□□□□□	\$□□□.□□□	\$□□□□□□□□.□□	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

COMMON STOCK SALES

3. List (in chronological order) all sales of Roadrunner publicly traded common stock made between March 14, 2013 and the close of trading on January 30, 2018, inclusive (must be documented).

	Date(s) of Sale (List Chronologically) <u>Month/Day/Year</u>	Number of Shares of Common Stock <u>Shares Sold</u>	Sale Price Per Share of <u>Common Stock</u>	Total Sale Amount (net of commissions, taxes and fees)	Sold on the Open Market		Check Box if result of an Option Exercised/ <u>Assigned</u>
					<u>Yes</u>	<u>No</u>	
1.)	□□/□□/□□	□□□□□□□□	\$□□□.□□□	\$□□□□□□□□.□□	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2.)	□□/□□/□□	□□□□□□□□	\$□□□.□□□	\$□□□□□□□□.□□	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3.)	□□/□□/□□	□□□□□□□□	\$□□□.□□□	\$□□□□□□□□.□□	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4.)	□□/□□/□□	□□□□□□□□	\$□□□.□□□	\$□□□□□□□□.□□	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

IF ANY OF THE TRANSACTIONS LISTED IN THIS CLAIM FORM RELATE TO SHORT SALES, PLEASE CHECK THIS BOX AND MARK THE APPROPRIATE TRANSACTION(S) LISTED.

IF YOU NEED ADDITIONAL SPACE TO LIST YOUR TRANSACTIONS, PHOTOCOPY THIS PAGE AND NUMBER EACH SHEET, PRINT YOUR NAME AND SOCIAL SECURITY OR TAXPAYER IDENTIFICATION NUMBER AT THE TOP OF EACH ADDITIONAL SHEET.



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COMMON STOCK ENDING HOLDINGS

4. Number of shares of Roadrunner publicly traded common stock held at the close of trading on January 30, 2018 (If none, write "zero" or "0"; if other than zero, must be documented)

Number of Shares

SALES DURING 90 DAY LOOK BACK PERIOD:

5. Separately list each and every sale of Roadrunner publicly traded common stock made between January 31, 2018 through April 30, 2018, inclusive, and provide the following information (must be documented)

Table with 7 columns: Date(s) of Sale, Number of Shares, Sale Price, Total Sale Amount, Sold on the Open Market, and Check Box. Rows 1-4 for sales between Jan 31 and Apr 30, 2018.

COMMON STOCK ENDING HOLDINGS

6. Number of shares of Roadrunner publicly traded common stock held at the close of trading on April 30, 2018 (If none, write "zero" or "0"; if other than zero, must be documented)

Number of Shares

7. Separately list each and every sale of Roadrunner publicly traded common stock made after April 30, 2018 through the date of filing your claim and provide the following information (must be documented)

Table with 7 columns: Date(s) of Sale, Number of Shares, Sale Price, Total Sale Amount, Sold on the Open Market, and Check Box. Rows 1-4 for sales after April 30, 2018.



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V. SUBMISSION TO JURISDICTION OF COURT AND ACKNOWLEDGMENTS

I (We) submit this Proof of Claim form under the terms of the Plan of Allocation of Net Settlement Fund described in the Notice. I (We) also submit to the jurisdiction of the United States District Court for the Eastern District of Wisconsin (the "Court"), with respect to my (our) claim as a Settlement Class Member(s) and for purposes of enforcing the releases set forth herein. I (We) further acknowledge that I (we) will be bound by the terms of any judgment entered in connection with the Settlement in the Action, including the releases set forth therein. I (We) agree to furnish additional information to the Claims Administrator to support this claim, such as additional documentation for transactions in Roadrunner publicly traded common stock, if required to do so. I (We) have not submitted any other claim covering the same purchases, acquisitions or sales of Roadrunner publicly traded common stock during the Settlement Class Period and know of no other person having done so on my (our) behalf.

VI. RELEASES AND WARRANTIES

1. I (We) hereby acknowledge full and complete satisfaction of, and do hereby fully, finally, and forever settle, release, and discharge with prejudice the Settled Claims as to each and all of the Released Parties (as these terms are defined in the accompanying Notice).

2. I (We) hereby acknowledge that I (we) will not be entitled to receive recovery in any other action against any of the Released Parties based on or arising out of the Settled Claims (as these terms are defined in the accompanying Notice).

3. I (We) hereby warrant and represent that I am (we are) a Settlement Class Member as defined in the Notice, and that I (we) believe I am (we are) eligible to receive a distribution from the Net Settlement Fund under the terms and conditions of the Plan of Allocation, as set forth in the Notice.

4. I (We) hereby warrant and represent that I (we) have included information about all of my (our) transactions in Roadrunner publicly traded common stock which occurred during the Settlement Class Period March 14, 2013 and January 30, 2018, inclusive, and any sales of Roadrunner common stock purchased during the Class Period and sold on or prior to the close of trading on January 30, 2018, as well as the number of shares of Roadrunner publicly traded common stock held by me (us) at the opening of trading on March 14, 2013 and the close of trading on January 30, 2018.

5. I (WE) UNDERSTAND AND INTEND THAT THE SIGNATURE BELOW REGARDING CERTAIN INFORMATION FOR THE INTERNAL REVENUE SERVICE CONCERNING BACKUP WITHHOLDING ALSO SERVES AS THE SIGNATURE VERIFYING THE INFORMATION AND REPRESENTATIONS IN THIS PROOF OF CLAIM.



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6. This release shall be of no force or effect unless and until the Court approves the Settlement and it becomes effective on the Effective Date.

7. I (We) hereby warrant and represent that I (we) have not assigned or transferred or purported to assign or transfer, voluntarily or involuntarily, any matter released pursuant to this release or any other part or portion thereof.

VII. CERTIFICATION

Enter TIN on the appropriate line.

- For individuals, this is your Social Security Number (“SSN”).
- However, for a resident alien, sole proprietor, or disregarded entity, see Part I of W-9 instructions. (See www.irs.gov/pub/irs-pdf/fw9.pdf)
- For sole proprietors, you must show your individual name, but you may also enter your business or “doing business as” name. You may enter either your SSN or your Employer Identification Number (“EIN”).
- For other entities, it is your EIN.

Name: _____

Business Name/Disregarded Entity Name, if different from above:

Social Security No. (for individuals)

or

Employer Identification Number

□□□ - □□ - □□□□

OR

□□ - □□□□□□□□

If you are exempt from backup withholding, enter your current TIN above and write “exempt” on the following line:





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UNDER THE PENALTY OF PERJURY, I (WE) CERTIFY THAT:

1. The number shown on this form is my current TIN; and

2. I (We) certify that I am (we are) NOT subject to backup withholding under the provisions of Section 3406(a)(1)(C) of the Internal Revenue Code because: (a) I am (we are) exempt from backup withholding; or (b) I (we) have not been notified by the Internal Revenue Service that I am (we are) subject to backup withholding as a result of a failure to report all interest or dividends; or (c) the Internal Revenue Service has notified me (us) that I am (we are) no longer subject to backup withholding.

NOTE: If you have been notified by the Internal Revenue Service that you are subject to backup withholding, please strike out the language that you are not subject to backup withholding in the certification above.

The Internal Revenue Service does not require your consent to any provision other than the certification required to avoid backup withholding.

I (We) declare under penalty of perjury under the laws of the United States of America that all of the foregoing information supplied on this Proof of Claim by the undersigned is true and correct.

Executed this ____ day of _____, 2019 in _____, _____

(City)

(State/Country)

Signature of Claimant

(Type or print name of Claimant)

Signature of Joint Claimant, if any

(Type or print name of Joint Claimant, if any)

Signature of person signing on behalf of Claimant

(Type or print name of person signing on behalf of Claimant)

Capacity of person signing on behalf of Claimant, if other than an individual (e.g., Administrator, Executor, Trustee, President, Custodian, Power of Attorney, etc.)



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Reminder Checklist:

1. Please sign the above release and declaration. If this Proof of Claim is submitted on behalf of joint claimants, then both claimants must sign.
2. Remember to attach supporting documentation, if available. **DO NOT USE HIGHLIGHTER ON YOUR SUPPORT DOCUMENTATION.**
3. Do NOT send original stock certificates or original brokerage statements.
4. Keep a copy of your claim form for your records.
5. The Claims Administrator will acknowledge receipt of your Proof of Claim by mail, within 45 days. Your claim is not deemed filed until you receive an acknowledgment postcard. If you do not receive an acknowledgment postcard within 45 days, please call the Claims Administrator toll free at 1-888-665-1124.
6. If you move after submitting this Proof of Claim, please notify the Claims Administrator of the change in your address.