



**DASEKE®**

THE ART OF MOVING INDUSTRIES | 2018 ANNUAL REPORT





## THE ART OF MOVING INDUSTRIES

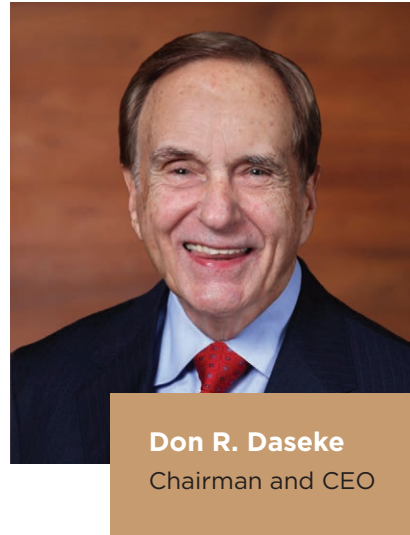
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As the largest flatbed and specialized transportation company in North America, what we do every day goes far beyond moving materials and equipment from Point A to Point B. For our longtime customers, Daseke is a trusted partner, a creative problem solver and a forward-thinking leader with the experience and integrity to move industries.

### Forward-Looking Statements

This Annual Report on Form 10-K contains “forward-looking statements” within the meaning of the Private Securities Litigation Reform Act of 1995. Forward-looking statements may be identified by the use of words such as “may,” “will,” “continue,” “forecast,” “intend,” “seek,” “target,” “anticipate,” “believe,” “expect,” “estimate,” “plan,” “outlook,” “should,” “could,” “would,” “predict,” “potential,” and “project” the negative of these terms, or other comparable terminology and similar expressions that predict or indicate future events or trends or that are not statements of historical matters. Projected financial information are forward-looking statements. Forward-looking statements, including those with respect to revenues, earnings, performance, strategies, prospects and other aspects of Daseke’s business, are based on current expectations, estimates, projections or assumptions that are subject to risks and uncertainties, many of which are beyond our control. A number of factors could cause actual results or outcomes to differ materially from those indicated by such forward-looking statements. These factors include, but are not limited to, general economic risks such as downturns in customers’ business cycles and disruptions in capital and credit markets, driver shortages and increases in driver compensation or owner-operator contracted rates, loss of senior management or key operating personnel, Daseke’s ability to recognize the anticipated benefits of recent acquisitions, Daseke’s ability to identify and execute future acquisitions successfully, seasonality and the impact of weather and other catastrophic events, fluctuations in the price or availability of diesel fuel, increased prices for, or decreases in the availability of, new revenue equipment and decreases in the value of used revenue equipment, Daseke’s ability to generate sufficient cash to service all of its indebtedness, restrictions in Daseke’s existing and future debt agreements, increases in interest rates, the impact of governmental regulations and other governmental actions related to Daseke and its operations, litigation and governmental proceedings, and insurance and claims expenses. Accordingly, forward-looking statements should not be relied upon as representing Daseke’s views as of any date subsequent to the last day of the period to which this document relates, and Daseke does not undertake any obligation to update forward-looking statements to reflect events or circumstances after the date as of when they were made, whether as a result of new information, future events or otherwise, except as may be required under applicable securities laws. You should not place undue reliance on these forward-looking statements. For additional information regarding known material factors that could cause actual results to differ from those expressed in forward-looking statements, please see Daseke’s filings with the Securities and Exchange Commission, available at [www.sec.gov](http://www.sec.gov), including Daseke’s Current Report on Form 10-K and filed with the SEC on March 16, 2019, particularly the section “Risk Factors,” and our Form 10-K/A on April 29, 2019. Daseke has a long history of, and intends to continue, acquiring strategic and complementary flatbed and specialized trucking companies. Negotiations with potential target companies are an integral part of the Company’s operations. These negotiations and discussions can be in varying stages from infancy to very mature. Therefore, investors should assume the Company is always evaluating, negotiating and performing diligence on potential acquisitions.





**To Our Shareholders,**

*Culminating with our 10-year anniversary, 2018 was yet another record year for Daseke — encompassing notable accomplishments, organic growth and strategic acquisitions. I'm also proud of the progress we've already made in 2019 to shift our momentum to capitalize on the scale of Daseke.*

Over the course of 2018, we expanded our business, achieving record revenues of \$1.6 billion and an adjusted EBITDA of \$174.3 million. On an organic basis, we produced double digit growth in 2018. We continue to shift our revenue mix to asset light, effectively creating a more nimble organization with lower capital expenditure requirements in the future.

In 2018, we completed several strategic acquisitions and shifted to focus on how to best capitalize on our scale. We implemented several initiatives in 2018 designed to take advantage of our consolidated purchasing power, manage our fleet more effectively and invest in new equipment. We're confident these operational enhancements will bolster free cash flow in 2019, allowing us to reduce leverage and set the stage for long-term organic growth.

We recently added two key executives who will play a critical role in our future success. We welcomed Chief Operating Officer Chris Easter and Chief Financial Officer Bharat Mahajan. Together, they add a depth and breadth of experience to the company that will carry us toward the fulfillment of our goals. I will continue to focus on the big-picture strategy — and Bharat Mahajan will lead our financial strategy, while Chris Easter concentrates on maximizing the

performance of our trucking operations. President Scott Wheeler will take the lead on further developing our brokerage business and implementing key initiatives. We're confident that their leadership will further strengthen our position as an industry leader.

As we focus on organic growth, we will continue to uphold the principles that have made us the flatbed and specialized carrier of choice for some of the world's most respected industrial shippers: continuous improvement, trusted long-term relationships with our customers and, most importantly, delivering on our promises.

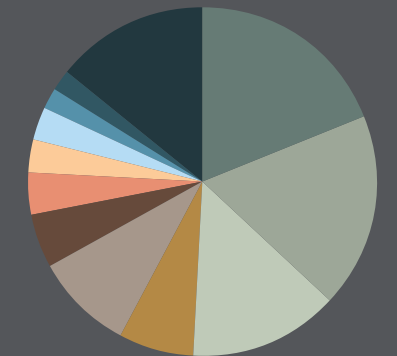
As always, we thank you for your support of Daseke and the role we play in moving North America's industrial economy. We believe the future is bright for our company, and the potential is enormous. We are building Daseke for the long term, and we thank you for being part of this journey.

Sincerely,

**Don R. Daseke**  
Chairman and CEO

**Industries Moved**

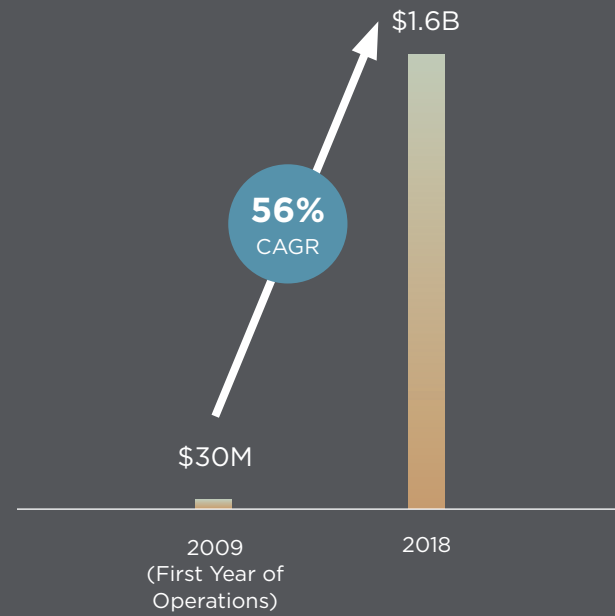
Revenue Mix by End-Market (Acquisition-Adjusted 2018) <sup>(1)</sup>



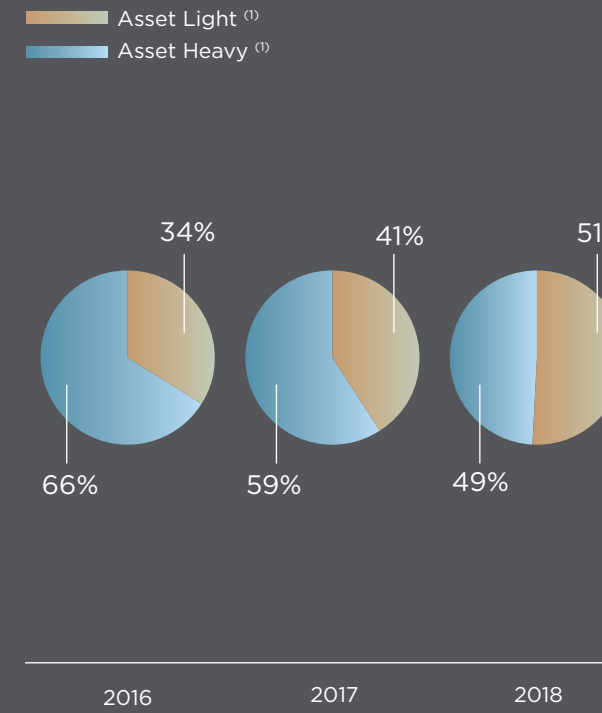
(1) Acquisition-Adjusted Revenue give effect to all Daseke's acquisitions completed as though those acquisitions were completed on the first date of the applicable measurement period.

# 2018 FINANCIAL HIGHLIGHTS

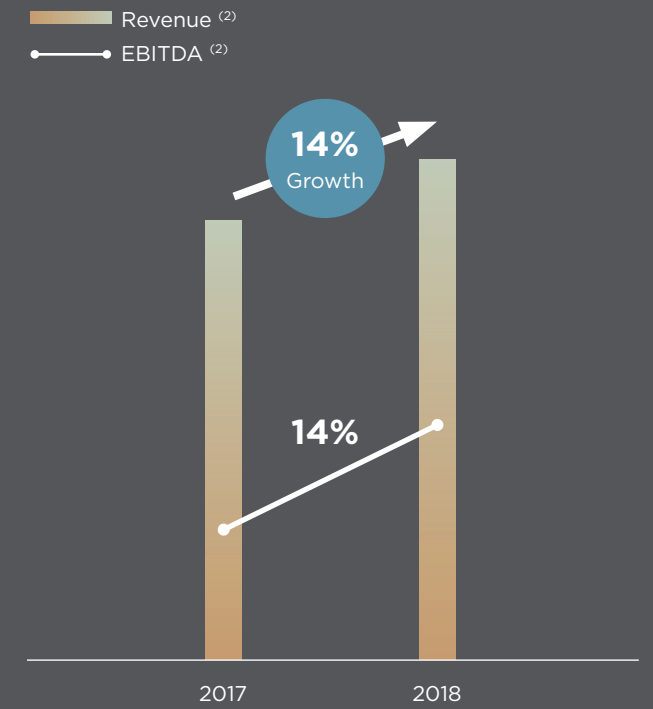
## Revenue Growth



## Asset-Light Evolution



## Organic Growth



(1) Asset Light — Total of owner operator freight revenue, brokerage and logistics revenue divided by the revenue excluding fuel surcharge.  
 Asset Heavy — Total company freight revenue excluding any company fuel surcharge as a percentage of revenue excluding fuel surcharge.  
 (2) Acquisition-Adjusted Revenue and Acquisition-Adjusted EBITDA give effect to all Daseke's acquisitions completed as though those acquisitions were completed on the first date of the applicable measurement period.

## The Daseke Brands





# HEAVY EQUIPMENT & MACHINERY

9%  
OF OUR  
REVENUE MIX

With more than 6,000 trucks and 13,000 flatbed and specialized trailers in service and ready to go in 49 U.S. states as well as Canada and Mexico, the Daseke family of companies is flexible and scalable.

## #1 flatbed and specialized carrier

— Transport Topics, *CCJ Top 250*, *Fleet Owner's Inaugural For-Hire 500*

### The art of moving opportunity

As the nation's premier specialized heavy haul carrier, Daseke's Lone Star Transportation company is accustomed to oversized challenges. In 2018, Lone Star took on an assignment with the kind of twists and turns that few transporters would attempt: moving load after load of heavy equipment through the Appalachian Mountains.

Longtime customer Williams Energy had planned a natural gas field in Moundsville, West Virginia, for several years — a project that would bring new economic opportunities to the small community. Lone Star had the equipment for the field in storage in Oklahoma, awaiting completion of the plan and permits. Once the call came, Lone Star faced a 133-load, two-month transport consisting of two phases: taking the loads from Oklahoma to a staging area in over-the-road rigs, then moving the equipment to trucks able to traverse the final leg of the journey, where the loads — including a demethanizer and other heavy loads in excess of 200' long and 18' wide — were required to be pre-staged and re-transported for assembly in a predefined sequence.

The success of this project depended on having experienced drivers and the right equipment to navigate the heavy equipment through winding mountain roads — and Lone Star brought the added benefits of good relationships with the states of Ohio, West Virginia and Pennsylvania; a reputation for delivering on promises and putting the safety of the motoring public first; and a stable of partner companies within Daseke to help with the smaller loads.

Lone Star's professionalism in executing this move was a source of pride for those involved. Perhaps more importantly, the team's expertise made it possible for the customer to become a catalyst for industry in the local market. That's an accomplishment that goes far beyond the scope of any one project.





# METALS

**19%**  
OF OUR  
REVENUE MIX

Daseke implements the latest technology in our internal network of more than 6,000 trucks. Our commitment is to stay up-to-date and provide a safe and reliable trucking experience while maximizing efficiency.

## Technology for the long haul



### The art of moving high-demand markets

High demand for flatbed transportation is a two-sided coin, as 2018 demonstrated. While the year was one of the best freight seasons in many years, the number of available trucks was not sufficient to keep pace with delivery requirements. For The Boyd Companies, the logistics of allocating overcapacity while optimizing contract rates was challenging in the short term, especially for customers

accustomed to receiving dedicated service on demand. Boyd approached the challenge by maintaining the same focus as always: building partnerships rooted in long-term, mutual trust.

In a robust market, carriers face the prospect of charging more for hauls because flatbed contractors are in the driver's seat — able to demand top rates from shippers competing over the best drivers to keep freight moving. Fortunately, Boyd has years of

experience navigating the ups and downs of economic cycles as well as state-of-the-art technology to help address the logistical challenges of overcapacity. Affiliation with Daseke brings added benefits to customers, including exceptional insurance that demonstrates confidence in the performance of drivers.

Experience also earns customer trust, allowing honest communications with our clients about costs and competition and leverage to reach a creative way to

balance the needs of all involved. Boyd's solution puts the emphasis on consistency: Customers agree to pay the same rate year-round, but the overall rise in costs is less than it would be for spot delivery.

The level of demand that 2018 produced is not the norm, yet Boyd remains focused on solutions that work for customers, contractors and employees year after year.





# RENEWABLES & ENERGY

18%  
OF OUR  
REVENUE MIX

**Fastest-growing truckload carrier and fastest-growing trucking company overall**

— JOC.com

A combination of acquisitions, territorial expansion and strong freight demand helped Daseke rise to the top to be the fastest-growing trucking company in North America.

## The art of moving drilling rigs

Drilling for oil has been essential to the U.S. economy since the 1800s, and the evolution of drilling equipment and technology has kept pace with demand for the black gold. Oil exploration is a huge enterprise that requires the delivery and assembly of oil rigs and equipment before the drilling process can even begin. In 2018, oil and gas companies continued to rely on Daseke's Aveda Transportation & Energy Services to handle every detail.

Getting a rig from one place to another is not as straightforward as it may seem. In the Permian Basin and Midland region, for example, congestion and infrastructure challenges have slowed production significantly despite increased interest in the area. The roads are not built to handle the volume and scale of loads required by Permian fields; a typical

drilling site setup requires more than 100 loads, many of which include oversized cargo.

As always, Aveda applied its knowledge and experience to find alternate routes to complete deliveries. And whenever logistics change, having the right employees and specialized equipment for the task is essential. Aveda ensures that drivers are available even if the delivery schedule shifts, maintaining a culture of operational precision that keeps the customer's production numbers moving while supporting the driver's well-being.

Unexpected challenges can arise despite careful planning, but Aveda finds lessons even then, using the group's Performance Optimization Process as a framework for continual improvement. Commitment to the art of moving American industry is a promise to never stop learning.



# BUILDING MATERIALS

14%  
OF OUR  
REVENUE MIX

Daseke operating companies have earned praise for innovative programs to attract and retain drivers, including generous compensation, incentives and benefits programs, and guaranteed pay packages. Investing in people is part of Daseke's success.

## Celebrating people-focused innovations

— CCJ magazine

### The art of moving durable components

Parking garages aren't simply places to park cars during business hours or special events — they're feats of engineering that require meticulous construction methods, durable building materials and a well-orchestrated transportation strategy. That's why Metromont Materials Corporation entrusted Daseke's J. Grady Randolph (JGR) with the complex task of moving the parts into place for a large parking structure for the HCA Healthcare home office in Nashville, Tennessee.

To move the 2,500 loads of prestressed concrete from Metromont's facility to the building site, JGR not only had to draw upon its large fleet of specialty trailers — the team also had to carefully coordinate the necessary permits, as well as the painstaking logistics of delivering each piece in the correct sequence to be unloaded and assembled by a third-party provider.

Since the building is in a heavily populated metropolitan area, the team worked closely with the permitting department to ensure that the transportation team was properly authorized and prepared to keep deliveries on schedule while observing restrictions that prevented the moving of materials between 7-9 a.m. or 4-6 p.m. And, of course, they also had the challenge of navigating city streets designed for commuter vehicles, not 60'x126' loads.

At an average of 25 loads per day and an estimated 100 working days to deliver the job, the HCA Healthcare project moved steadily toward completion. And, while parking garages make up a great deal of business for JGR, the team also delivers prestressed concrete components for warehouses, data centers and other large-scale projects throughout the Southeast — durable, essential structures that keep American industries moving forward.





## The art of moving the defense supply chain

When national security is at stake, America depends on the Department of Defense to protect our freedom. But who does the Department of Defense depend on to get the materials they need to outfit the United States military? Private transportation, including the Daseke Roadmaster Group's Tri-State Motor Transit Company.

As the largest and oldest munitions transporter in the country, Tri-State specializes in AA&E — arms, ammunition and explosives — for military fighter training and defense contractors. This highly sensitive cargo requires top-level security, safety and scheduling, with on-time delivery. Every military delivery uses a team of two drivers who rotate to ensure that the transport is not subject to prolonged or unsecured stops. AA&E teams are the most experienced and highly credentialed drivers in the industry, which allows them to haul all types of high security and high value freight for a variety of government and commercial shippers.

Freight demand was high in 2018, and Tri-State's awareness of security threats, both cyber and physical, highlighted the need for trusted, qualified carriers. Tri-State met these critical challenges with seamless delivery — every time.



## Shipper's Choice Award

— *Canadian Shipper magazine*

For two years in a row, we have received the Shipper's Choice Award in the less-than-truckload division, measured by performance, including on-time performance, quality, information technology, pricing, service, leadership, value-added services and sustainable transportation practices.

**HIGH SECURITY CARGO**

**7%**  
OF OUR  
REVENUE MIX



## The art of moving a holiday icon

The start of the holiday season in the United States is marked by the official lighting of the U.S. Capitol Christmas Tree. As team members of Central Oregon Truck Company (COTC) learned, the seamless removal and transport of “The People’s Tree” from Oregon to Washington was the real holiday miracle — made possible by meticulous planning and the help of strong partnerships across the country.

The 2018 tree came from Willamette Valley National Forest, one of 10 trees selected by the Capitol arborist and Choose Outdoors as Capitol Christmas Tree candidates. The logistical challenges were numerous, starting with the all-day task of getting the tree out of the woods. A crane held the tree as it was enclosed in a protective cradle, including a plexiglass side for viewing the decorated tree — and an attached water bladder to ensure proper hydration for the long trip.

COTC selected 15 senior drivers from the company’s Elite Team to drive the Kenworth W990 and tree along the hairpin turns of the Oregon Trail, with 30 whistle-stops for parades, bands and other festivities to celebrate the journey. Tight security surrounded every aspect of the project, and a law enforcement escort kept the tree and drivers safe along the way. Sister company Lone Star Transportation used Google Earth to digitally compute the space for parking and passage at each stop, accounting for road closures due to blizzards, flooding and other weather hazards. The project certainly was not a typical one for COTC, but it serves as a highly visible example of the company’s commitment to safe, on-time transport.

## COTC named 2018 Overall Best Fleet to Drive For in the small-fleet category

— Truckload Carriers Association and CarriersEdge

Daseke companies are no strangers to winning prestigious awards, whether that be from shippers, for safety or for driver culture. Our collective success is built around our drivers. They are our core.



LUMBER

5%  
OF OUR  
REVENUE MIX



## BOARD OF DIRECTORS



*Row one from left to right:* Don R. Daseke, Daniel J. Hennessy, Brian Bonner, Kevin M. Charlton, Ron Gafford, Chuck Serriani

*Row two from left to right:* Jonathan Shepko, Mark Sinclair, Kim Warmbier, R. Scott Wheeler, Ena Williams

**Don R. Daseke**  
Chairman and CEO

**Daniel J. Hennessy** <sup>(2\*, 3)</sup>  
Vice Chairman,  
Independent Director

**Brian Bonner** <sup>(1, 2)</sup>  
Independent Director

**Kevin M. Charlton** <sup>(3\*)</sup>  
Independent Director

**Ron Gafford** <sup>(2, 3)</sup>  
Independent Director

**Chuck Serriani** <sup>(1)</sup>  
Independent Director

**Jonathan Shepko** <sup>(1)</sup>  
Independent Director

**Mark Sinclair** <sup>(1\*)</sup>  
Independent Director

**Kim Warmbier** <sup>(3)</sup>  
Independent Director

**R. Scott Wheeler**  
Director and President

**Ena Williams** <sup>(2)</sup>  
Independent Director

### Board Committees

- (1) Audit Committee
- (2) Corporate Governance and Nominating Committee
- (3) Compensation Committee
- \* Committee Chair

As of June 2019

## MANAGEMENT



*Row one from left to right:* Don R. Daseke, R. Scott Wheeler, Chris Easter, Bharat Mahajan, Derek Blount, Matt Cacace

*Row two from left to right:* Amanda Hemker, Greg Hirsch, John Michell, Angie Moss, Soumit Roy

**Don R. Daseke**  
Chairman and CEO

**R. Scott Wheeler**  
Director and President

**Chris Easter**  
Chief Operating Officer

**Bharat Mahajan**  
Chief Financial Officer

**Derek Blount**  
Senior Vice President

**Matt Cacace**  
Senior Vice President  
Business Systems

**Amanda Hemker**  
Vice President and  
Corporate Controller

**Greg Hirsch**  
Senior Vice President

**John Michell**  
Vice President  
Capital Markets

**Angie Moss**  
Senior Vice President  
and Chief Accounting  
Officer

**Soumit Roy**  
General Counsel

As of June 2019



## OPERATING COMPANIES — LEADERSHIP



1	2	3	4	5	
6	7	8	9	10	11
12	13	14	15	16	17

**1. Dan Wirkkala**

Smokey Point Distributing

**2. Scott Hoppe**

E.W. Wylie

**3. Mark Randolph**

J. Grady Randolph

**4. Rick Williams**

Central Oregon Truck Company

**5. Chris Cooper**

The Boyd Companies

**6. Tex Robbins**

Lone Star Transportation

**7. Phil Byrd, Sr.**

Bulldog Hiway Express

**8. Chris Hornady**

Hornady Transportation

**9. Gary Coleman**

Big Freight Systems

**10. Lee Michaud**

Schilli Transportation

**11. Brett Sheets**

Steelman Transportation

**12. John Wilbur**

Roadmaster Group

**13. Gregg Stanley**

TSH & Co.

**14. Grant Mize**

Moore Freight Service

**15. Ronnie Witherspoon**

Aveda Transportation & Energy Services

**16. John Paul Phillips**

Builders Transportation Company

**17. Craig Stanley**

Daseke Logistics

As of June 2019

## DASEKE, INC.

15455 Dallas Parkway, Suite 550  
Addison, Texas 75001

To the Stockholders of Daseke, Inc.:

You are cordially invited to attend the 2019 annual meeting of stockholders (the “Annual Meeting”) of Daseke, Inc. (the “Company”) to be held on Tuesday, August 20, 2019 at 2:00 p.m., Central time, at the Addison Conference Centre, 15650 Addison Road, Addison, TX 75001 to consider and vote upon the following proposals:

1. To elect the three directors named in this proxy statement to serve as Class I directors on the Company’s Board of Directors (the “Board of Directors” or “Board”) until the 2022 annual meeting of stockholders or until their successors are elected and qualified;
2. To ratify the selection by our audit committee of Grant Thornton LLP to serve as our independent registered public accounting firm for the year ending December 31, 2019;
3. To approve, on an advisory basis, the executive compensation of our Named Executive Officers as described in “Compensation Discussion and Analysis” and related executive compensation tables;
4. To approve, on an advisory basis, the frequency for holding future advisory votes to approve the compensation of our Named Executive Officers (every 1, 2 or 3 years); and
5. Such other matters as may properly come before the Annual Meeting or any adjournment(s) or postponement(s) thereof.

The Annual Meeting will be held at the Addison Conference Centre, 15650 Addison Road, Addison, TX 75001. The Board has fixed the close of business on Monday, June 24, 2019 as the record date (the “Record Date”) for the determination of stockholders entitled to notice of, and to vote at, the Annual Meeting or any postponement or adjournment thereof. Accordingly, only stockholders of record at the close of business on the Record Date are entitled to notice of, and shall be entitled to vote at, the Annual Meeting or any postponement or adjournment thereof.

**Your vote is important.** You are requested to carefully read the proxy statement and accompanying Notice of Annual Meeting for a more complete statement of matters to be considered at the Annual Meeting.

By Order of the Board of Directors,  
/s/ DON R. DASEKE

Don R. Daseke  
Chairman and CEO

*This proxy statement is dated July 11, 2019 and is being made available beginning on July 11, 2019.*

**Important Notice Regarding the Availability of Proxy Materials for the 2019 Annual Meeting of Stockholders to Be Held on**

Tuesday, August 20, 2019 at 2:00 p.m., Central time at the Addison Conference Centre, 15650 Addison Road, Addison, TX 75001

**IMPORTANT**

Whether or not you expect to attend the Annual Meeting, you are respectfully requested by the Board of Directors to sign, date and return the enclosed proxy card promptly, or follow the instructions contained in the proxy card or voting instruction form provided to you to vote via telephone or online. If you grant a proxy, you may revoke it at any time prior to the Annual Meeting or vote during the Annual Meeting, as discussed in more detail in the proxy statement.

**PLEASE NOTE:** If your shares are held by a broker, bank, broker-dealer, custodian or other similar organization (also known as shares held in “street name”), your broker, bank, broker-dealer, custodian, or other holder cannot vote your shares in the election of directors unless you provide them with instructions, as discussed in more detail in the proxy statement.



## DASEKE, INC.

15455 Dallas Parkway, Suite 550  
Addison, Texas 75001

### NOTICE OF 2019 ANNUAL MEETING OF STOCKHOLDERS TO BE HELD AUGUST 20, 2019

To the Stockholders of Daseke, Inc.:

NOTICE IS HEREBY GIVEN that the 2019 annual meeting of stockholders (the “Annual Meeting”) of Daseke, Inc., a Delaware corporation (the “Company”), will be held on Tuesday, August 20, 2019 at 2:00 p.m., Central time, at the Addison Conference Centre, 15650 Addison Road, Addison, TX 75001 to consider and vote upon the following proposals:

1. To elect the three directors named in this proxy statement to serve as Class I directors on the Company’s Board of Directors (the “Board of Directors” or “Board”) until the 2022 annual meeting of stockholders or until their successors are elected and qualified;
2. To ratify the selection by our audit committee of Grant Thornton LLP to serve as our independent registered public accounting firm for the year ending December 31, 2019;
3. To approve, on an advisory basis, the executive compensation of our Named Executive Officers as described in “Compensation Discussion and Analysis” and related executive compensation tables;
4. To approve, on an advisory basis, the frequency for holding future advisory votes to approve the compensation of our Named Executive Officers (every 1, 2 or 3 years); and
5. Such other matters as may properly come before the Annual Meeting or any adjournment(s) or postponement(s) thereof.

The meeting will be held at the Addison Conference Centre, 15650 Addison Road, Addison, TX 75001. Only stockholders of record of the Company as of the close of business on Monday, June 24, 2019 (the “Record Date”) are entitled to notice of, and to vote at, the Annual Meeting or any adjournment or postponement thereof. Each share of common stock entitles the holder thereof to one vote.

Your vote is important. Proxy voting permits stockholders unable to attend the Annual Meeting to vote their shares through a proxy. By appointing a proxy, your shares will be represented and voted in accordance with your instructions. You can vote your shares by completing and returning your proxy card, or submit your proxy by telephone or over the Internet (if those options are available to you) in accordance with the instructions on the enclosed proxy card or voting instruction form, as discussed in greater detail in this proxy statement. Proxy cards that are signed and returned, but do not include voting instructions, will be voted by the proxy holders as recommended by the Board of Directors. You can change your voting instructions or revoke your proxy at any time prior to the Annual Meeting by following the instructions included in this proxy statement and on the proxy card or voting instruction form.

Even if you plan to attend the Annual Meeting, it is strongly recommended you vote your shares before the Annual Meeting date to ensure that your shares will be represented at the Annual Meeting if you are unable to attend. You are urged to review carefully the information contained in the enclosed proxy statement prior to deciding how to vote your shares. You may also access our proxy materials at the following website: <http://www.cstproxy.com/daseke/2019>.

By Order of the Board of Directors,  
/s/ DON R. DASEKE

Don R. Daseke  
*Chairman and CEO*

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## **DASEKE, INC.**

15455 Dallas Parkway, Suite 550  
Addison, Texas 75001

### **PROXY STATEMENT**

#### **2019 ANNUAL MEETING OF STOCKHOLDERS**

To be held on Tuesday, August 20, 2019, at 2:00 p.m., Central time

held at the Addison Conference Centre, 15650 Addison Road, Addison, TX 75001

#### **QUESTIONS AND ANSWERS ABOUT THESE PROXY MATERIALS**

##### **Why did you send me this proxy statement?**

This proxy statement and the enclosed proxy card are being sent to you in connection with the solicitation of proxies by the Board of Directors (the “Board of Directors” or “Board”) of Daseke, Inc., a Delaware corporation (the “Company,” “we,” “us,” and “our”), for use at the 2019 annual meeting of stockholders (the “Annual Meeting”) to be held on Tuesday, August 20, 2019 at 2:00 p.m., Central time, at the Addison Conference Centre, 15650 Addison Road, Addison, TX 75001, or at any adjournments or postponements thereof. This proxy statement summarizes the information that you need to make an informed decision on the proposals to be considered at the Annual Meeting. This proxy statement and the enclosed proxy card were made available to the Company’s stockholders beginning on July 11, 2019.

##### **What is included in these materials?**

These materials include:

This Proxy Statement for the Annual Meeting and the Company’s Annual Report on Form 10-K for the year ended December 31, 2018, as filed with the Securities and Exchange Commission (the “SEC”) on March 8, 2019.

##### **What proposals will be addressed at the Annual Meeting?**

Stockholders will be asked to consider the following proposals at the Annual Meeting:

1. To elect the three directors named in this proxy statement to serve as Class I directors on the Board until the 2022 annual meeting of stockholders or until their successors are elected and qualified;
2. To ratify the selection by our audit committee of Grant Thornton LLP (“Grant Thornton”) to serve as our independent registered public accounting firm for the year ending December 31, 2019;
3. To approve, on an advisory basis, the executive compensation of our Named Executive Officers as described in “Compensation Discussion and Analysis” and related executive compensation tables (“say-on-pay”); and
4. To approve, on an advisory basis, the frequency for holding future advisory votes to approve the compensation of our Named Executive Officers (every 1, 2 or 3 years) (“say-on-frequency”).

We will also consider any other business that properly comes before the Annual Meeting, although we are not currently aware of any business to be acted upon at the Annual Meeting other than the matters discussed in this proxy statement.

The three directors nominated to serve as Class I directors have agreed to serve if elected, and we have no reason to believe that any nominee will be unable or unwilling to serve. If any nominee is

unable or unexpectedly declines to serve as a director, the Board may designate another nominee to fill the vacancy, and the proxy will be voted for that substitute nominee.

##### **How does the Board of Directors recommend that I vote?**

Our Board of Directors unanimously recommends that stockholders vote “**FOR**” each nominee for director, “**FOR**” the ratification of the selection of Grant Thornton as our independent registered public accounting firm, “**FOR**” the approval, on an advisory basis, of the Company’s executive compensation, and for a frequency of “**one year**” for the advisory votes to approve the Company’s executive compensation.

##### **Who may vote during the Annual Meeting?**

Stockholders who owned shares of the Company’s common stock, par value \$0.01 per share, as of the close of business on June 24, 2019 (the “Record Date”) are entitled to vote during the Annual Meeting.

##### **How many votes must be present to hold the Annual Meeting?**

On the Record Date, there were 64,580,103 shares of the Company’s common stock outstanding and entitled to vote. In order for us to conduct the Annual Meeting, a majority of our outstanding shares of common stock entitled to vote during the Annual Meeting must be present at the beginning of the Annual Meeting. This is referred to as a quorum. Consequently, 32,290,052 shares of common stock must be present at the beginning of the Annual Meeting to constitute a quorum.

Your shares are counted as present at the Annual Meeting if you were a stockholder as of the Record Date and (a) you attend the Annual Meeting, (b) you vote (either by mail, telephone or online) in advance of the Annual Meeting (even if you abstain from voting on either proposal or both proposals) or at the Annual Meeting, or (c) your shares are registered in the name of a bank or brokerage firm and you do not provide voting instructions and such bank or broker casts a vote on the ratification of the selection of Grant Thornton to serve as our independent registered public accounting firm (as discussed further below).

##### **How many votes do I have?**

Each share of common stock is entitled to one vote on each matter that comes before the Annual Meeting. Information about the stock holdings of our directors and executive officers is contained in the section of this Proxy Statement entitled “Security Ownership of Certain Beneficial Owners and Management.”

##### **What is the proxy card?**

If you complete the proxy card and mail it in the envelope provided (or otherwise submit your proxy by telephone or over the internet as described below), you will appoint Don Daseke, the Chairman and CEO, and R. Scott Wheeler, a director, President, each to act as your proxy at the Annual Meeting. By completing and returning the proxy card, you are authorizing Messrs. Daseke and Wheeler to vote your shares during the Annual Meeting in accordance with your instructions on the proxy card. This way, your shares will be voted whether or not you attend the Annual Meeting. Even if you plan to attend the Annual Meeting, it is strongly recommended that you complete and return your proxy card or vote via telephone or online before the Annual Meeting date in case your plans change. Proxies will extend to, and be voted at, any adjournment(s) or postponement(s) of the Annual Meeting. Alternatively, you can vote your shares during the Annual Meeting.



If any other matter properly comes before the Annual Meeting, or at any adjournment(s) or postponement(s) of the Annual Meeting, that is not on the proxy card, the proxy holders mentioned above and on the proxy card will vote your shares, under your proxy, in accordance with the recommendations of our Board or, in the absence of a Board decision, in their best judgment. The form of proxy accompanying this proxy statement confers discretionary authority upon the named proxy holders with respect to amendments or variations to the matters identified in the accompanying Notice of Annual Meeting and with respect to any other matters which may properly come before the Annual Meeting. We know of no other matters to be acted upon at this year's Annual Meeting, and the deadlines for stockholders to submit proposals for this year's Annual Meeting have passed.

**What is the difference between a stockholder of record and a beneficial owner of shares held in street name?**

*Stockholder of Record.* If your shares are registered directly in your name with the Company's transfer agent, Continental Stock Transfer & Trust Company, you are considered the stockholder of record with respect to those shares, and the proxy materials were sent directly to you by the Company.

*Beneficial Owner of Shares Held in Street Name.* If your shares are held in an account at a broker, bank, broker-dealer, custodian or other similar organization, then you are the beneficial owner of shares held in "street name," and the proxy materials were forwarded to you by that organization. The organization holding your account is considered the stockholder of record for purposes of voting during the Annual Meeting. As a beneficial owner, you have the right to instruct that organization on how to vote the shares held in your account, but you must follow the instructions that organization has provided to you in order to vote or attend the Annual Meeting. Those instructions are contained in a "vote instruction form" provided to you.

**If I am a stockholder of record of the Company's shares, how do I vote?**

There are three ways to vote:

- *During the Annual Meeting.* If you are a stockholder of record, you may vote during the Annual Meeting by following the instructions provided at the Annual Meeting.
- *By Mail.* If you are a stockholder of record, you may vote by proxy by filling out the proxy card and sending it back in the envelope provided. If you wish to vote by proxy, you must (i) complete the enclosed form, called a "proxy card," and mail it in the envelope provided or (ii) submit your proxy by telephone or over the Internet in accordance with the instructions on the enclosed proxy card.
- *Via Telephone/Online Prior to the Annual Meeting.* If you are a stockholder of record, you may vote in advance of the Annual Meeting by telephone by calling 866-894-0536 and following the instructions, or online at <http://www.cstproxyvote.com>. If you choose to vote online in advance of the Annual Meeting, have your proxy card in hand when you access the website and follow the instructions.

Stockholders who have questions or need assistance in completing or submitting their proxy cards should contact our President, R. Scott Wheeler, at 972-248-0412.

**If I am a beneficial owner of shares held in street name, how do I vote?**

There are three ways to vote:

- *During the Annual Meeting.* If you are a beneficial owner, you will need to follow the instructions on the voting instruction form provided to you in order to attend and vote during the Annual Meeting.

- *By Mail.* You may vote by filling out the vote instruction form and sending it back in the envelope provided by your broker, bank, broker-dealer, custodian or other similar organization that holds your shares.
- *Via Telephone/Online Prior to the Annual Meeting.* You may vote by submitting your vote by telephone or online if those options are made available to you by your broker, bank, broker-dealer, custodian or other similar organization in accordance with the instructions on the voting instruction form provided to you. Although most banks, brokers and other nominees offer these voting alternatives, availability and specific procedures vary.

**Will my shares be voted if I do not provide my proxy?**

If you hold your shares directly in your own name, they will not be voted if you do not provide a proxy (either voting by telephone or online, or by filling out a proxy card). Proxy cards that are signed and returned, but do not include voting instructions, will be voted by the proxy holders as recommended by the Board of Directors.

If you are a beneficial owner, your shares may be voted under certain circumstances if they are held in the name of a brokerage firm. Brokerage firms generally have the authority to vote shares absent instructions from their customers on certain "routine" matters, including the ratification of the selection of the independent registered public accounting firm. At the Annual Meeting, absent your voting instructions, your shares may only be voted by your brokerage firm on the ratification of the selection of the independent registered public accounting firm.

Brokers are prohibited from exercising discretionary authority on non-routine matters. The election of directors, "say-on-pay" and "say-on-frequency" are considered non-routine matters, and therefore brokers cannot exercise discretionary authority regarding those proposals for beneficial owners who have not returned instructions to the brokers. When brokers cannot exercise discretionary authority and do not receive instructions from beneficial owners, this results in "broker non-votes", which are still counted for purposes of determining quorum, but which do not impact the outcome of any of the proposals in this proxy statement.

**What vote is required to elect directors?**

You may vote "for" or withhold your vote for each nominee for director. Directors are elected by a plurality of the votes cast at the Annual Meeting. Abstentions will have no direct effect on this proposal, assuming that a quorum is present. Broker non-votes will have no legal effect on the proposal. There are no cumulative voting rights for director elections.

**What vote is required to ratify the selection by our audit committee of Grant Thornton as our independent registered public accounting firm?**

You may vote "for" or "against" the proposal to ratify the selection of Grant Thornton as our independent registered public accounting firm, or you may "abstain." Approval of the proposal to ratify the selection of Grant Thornton as our independent registered public accounting firm requires the affirmative vote of the majority of the shares present in person or by proxy and entitled to vote on the matter at the Annual Meeting. Cast abstentions will have the effect of a vote "against" the proposal, assuming that a quorum is present.



**What vote is required to approve, on an advisory basis, the executive compensation of our Named Executive Officers as described in “Compensation Discussion and Analysis” and related executive compensation tables (“say-on-pay”)?**

You may vote “for” or “against” the proposal to approve “say-on-pay,” or you may “abstain.” Approval of “say-on-pay” requires the affirmative vote of the majority of the shares present in person or by proxy and entitled to vote on the matter at the Annual Meeting. Cast abstentions will have the effect of a vote “against” the proposal, assuming that a quorum is present. Broker non-votes will have no legal effect on the proposal. Although this advisory vote to approve the Company’s executive compensation is non-binding, the compensation committee will carefully assess the voting results.

**What vote is required to approve, on an advisory basis, the frequency for holding future advisory votes to approve the compensation of our Named Executive Officers (every 1, 2 or 3 years) (“say-on-frequency”)?**

You may vote for a frequency of every “one year,” “two years” or “three years” for the Company to hold “say-on-pay” votes, or you may “abstain.” The frequency receiving the affirmative vote of the majority of the shares present in person or by proxy and entitled to vote on the matter at the Annual Meeting will be deemed to be the recommendation of the stockholders. If no frequency receives such majority support, the frequency that receives the most votes will be deemed to be the recommendation of the stockholders. Broker non-votes will have no legal effect on the proposal. Although this advisory vote to approve the frequency of “say-on-pay” is non-binding, the compensation committee will carefully assess the voting results.

**Can I change my vote after I have voted?**

You may revoke your proxy and change your vote at any time before the final vote at the Annual Meeting. You may vote again by signing and returning a new proxy card or vote instruction form with a later date or by submitting a later vote electronically or via phone (if those options are available to you), or, if you are a stockholder of record, by attending the Annual Meeting and voting at the Annual Meeting. Attending the Annual Meeting will not automatically revoke your proxy unless you vote again during the Annual Meeting or specifically request that your prior proxy be revoked by delivering to the Company’s General Counsel at 15455 Dallas Parkway, Suite 550, Addison, Texas 75001, a written notice of revocation prior to the Annual Meeting.

Please note, however, that if your shares are held of record by a broker, bank, broker-dealer, custodian or other similar organization, you must instruct your broker, bank, broker-dealer, custodian or other similar organization that you wish to change your vote by following the procedures on the voting instruction form provided to you by such representative.

**How can I attend the Annual Meeting?**

If you were a stockholder as of the Record Date, you can attend the Annual Meeting at the Addison Conference Centre, 15650 Addison Road, Addison, TX 75001, and you can submit questions and, if you are a stockholder of record, vote by following the instructions to be provided at the Annual Meeting. If you were a beneficial owner as of the Record Date, you will need to bring proof of ownership as of the Record Date, such as a broker statement, to attend the Annual Meeting, and you will need to obtain a legal proxy from the holder of record to vote at the Annual Meeting.

**What happens if I do not indicate how to vote my proxy?**

If you sign your proxy card without providing further instructions, your shares will be voted “FOR” all the director nominees, “FOR” the ratification of the selection of the independent registered public accounting firm at our Annual Meeting, “FOR” the approval, on an advisory basis, of the Company’s

executive compensation, and for a frequency of “one year” for the advisory votes to approve the Company’s executive compensation.

**Is my vote kept confidential?**

Proxies, ballots and voting tabulations identifying stockholders are kept confidential to the extent possible and will not be disclosed except as may be necessary to meet legal requirements.

**Where do I find the voting results of the Annual Meeting?**

We will announce preliminary voting results at the Annual Meeting. The final voting results will be tallied by the inspector of election and published in the Company’s Current Report on Form 8-K, which the Company is required to file with the SEC within four business days following the Annual Meeting.

**Who bears the cost of soliciting proxies?**

The Company will bear the cost of soliciting proxies in the accompanying form and will reimburse brokerage firms and others for expenses involved in forwarding proxy materials to beneficial owners or soliciting their execution. In addition to solicitations by mail, the Company, through its directors and officers, may solicit proxies in person, by telephone or by electronic means. Such directors and officers will not receive any special remuneration for these efforts.

**Do dissenting stockholders have appraisal rights?**

Neither Delaware law nor our second amended and restated certificate of incorporation provide for appraisal or other similar rights for dissenting stockholders in connection with any of the proposals to be voted upon at the Annual Meeting. Accordingly, our stockholders will have no right to dissent and obtain payment for their shares.

**Who can help answer my questions?**

You can contact our General Counsel, Soumit Roy by sending a letter to Mr. Roy at the offices of the Company at 15455 Dallas Parkway, Suite 550, Addison, Texas 75001 with any questions about the proposals described in this proxy statement or how to execute your vote.



**BOARD OF DIRECTORS**

**Class I Directors: Nominees for Election at the 2019 Annual Meeting**

<u>Name</u>	<u>Position</u>	<u>Age</u>	<u>Year Served Since</u>
Don R. Daseke . .	Chairman of the Board of Directors and Chief Executive Officer	79	2008
Daniel J. Hennessy	Vice Chairman, Independent Director	61	2017
Mark Sinclair . . . .	Independent Director	70	2017

**Don R. Daseke** has been Chief Executive Officer and Chairman of the Board of Directors of Daseke, Inc. since he founded the company (formerly named Walden Smokey Point, Inc.) in November 2008. Mr. Daseke has served as the President and sole director on the board of directors of The Walden Group for more than 30 years. Mr. Daseke also has served as the chairman of the board of directors of both Liquid Motors, Inc. and East Teak Fine Hardwoods, Inc. since June 2005 and March 2006, respectively. Mr. Daseke has been active in the non-profit sector throughout his career, having served in leadership roles for a number of non-profit institutions, including the WaterTower Theatre, DePauw University, the Dallas Chapter of the World Presidents Organization and the Dallas Arboretum and Botanical Society. Additionally, Mr. Daseke currently serves on the Advisory Council for the Cattle Barons Ball in Dallas, Texas. From 2005 to 2009, Mr. Daseke was a Commissioner on the Planning and Zoning Commission for Addison, Texas, and in May 2009, he was elected to a two-year term on the Addison Town Council. Mr. Daseke served as Mayor Pro Tempore of Addison, Texas in 2010. Mr. Daseke was the Regional Winner of the Ernst & Young Entrepreneur of the Year Award in 2014. Mr. Daseke received his B.A. from DePauw University, an M.B.A. from the University of Chicago, Graduate School of Business, and the Presidents Program in Leadership from the Harvard Business School. Mr. Daseke is a Certified Public Accountant (retired). Because Mr. Daseke has served as a chief executive officer and a member of the board of directors of a number of companies and has significant experience in the transportation and logistics industry, Mr. Daseke is well-qualified to serve on our Board.

**Daniel J. Hennessy** has served as a member of the Board of Directors of Daseke, Inc. since 2017 and is the founder and managing member of Hennessy Capital LLC and the Chairman and CEO of Hennessy Capital Acquisition Corp. IV (NASDAQ: HCACU) a Special Purpose Acquisition Company which he formed and which went public in March of 2019. Mr. Hennessy was also the Chairman and CEO of Hennessy ‘s first three SPACs: Hennessy Capital Acquisition Corp. I, which merged with School Bus Holdings Inc. in February 2015 and is now known as Blue Bird Corporation (NASDAQ: BLBD), and Hennessy Capital Acquisition Corp. II, which merged with Daseke, Inc. in February 2017 and Hennessy Capital Acquisition Corp. III which merged with NRC Group Holdings (NYSE: NRCG) in October, 2018. Mr. Hennessy now serves as Vice Chairman of the Company and an Independent Director at NRC Group Holdings. Mr. Hennessy was also a Partner at CHS Capital LLC (f/k/a Code Hennessy & Simons LLC) a middle market private equity investment firm he co-founded in 1988 and led its investments in industrial, infrastructure and energy businesses. Prior to forming CHS, Mr. Hennessy was employed by Citicorp from 1984 to 1988 as head of the Midwest Region for Citicorp Mezzanine Investments and Vice President and Team Leader with Citicorp Leveraged Capital Group. He began his career in 1981 in the oil and gas lending group at Continental Illinois National Bank (now Bank of America) where he was a Banking Officer. Mr. Hennessy holds a B.A. degree, magna cum laude, from Boston College and an M.B.A. from the University of Michigan Ross School of Business. We believe his background and skill set make Mr. Hennessy well-suited to serve as a member of our Board of Directors.

**Mark Sinclair** was appointed to the Board of Directors of Daseke, Inc. effective as of January 1, 2017. At the end of 2017, Mr. Sinclair completed a 46 year career in public accounting with over 38 years at Ernst & Young (EY) where he served as an Audit Partner, as Partner in Charge of Human Resources and Partner in Charge of the Strategic Growth Markets Practice in North Texas. After retirement from EY, Mr. Sinclair served 8 years as a Partner at Whitley Penn LLP, a Texas regional accounting firm. Mr. Sinclair primarily served and advised high growth public and venture/private equity backed companies from early stage to multi-billion dollar revenue companies, often with global operations, in a wide variety of industries including technology, manufacturing, service and mining. He worked closely with management and reported to the Boards of his clients with a heavy focus on the governance aspects of internal controls and overall enterprise risk management. Mr. Sinclair is currently Chairman of the Board of the Institute for Excellence in Corporate Governance at the University of Texas at Dallas. He is also on the Board of the National Association of Corporate Directors (NACD), North Texas Chapter and has achieved the NACD Board Leadership Fellow designation. Mr. Sinclair is a Certified Public Accountant and a Certified Management Accountant. Mr. Sinclair qualifies as a “financial expert” for the audit committee under SEC guidelines. We believe his background and skill set, including his strong financial and accounting background, make Mr. Sinclair well-qualified to serve on our Board.

**Class II Directors: Serving Terms Expiring at the 2020 Annual Meeting**

<u>Name</u>	<u>Position</u>	<u>Age</u>	<u>Year Served Since</u>
Brian Bonner . . . . .	Independent Director	62	2015
Ron Gafford . . . . .	Independent Director	69	2015
Charles “Chuck” F. Serianni . . . . .	Independent Director	57	2019
Jonathan Shepko . . . . .	Independent Director	41	2017

**Brian Bonner** has served as a member of the Board of Directors of Daseke, Inc. since February 2015. Mr. Bonner served as Vice President and Chief Information Officer of Texas Instruments, a publicly traded company, from January 2000 to May 2014. In this role, Mr. Bonner managed the business and technology aspects of IT operations. Prior to being appointed Chief Information Officer, Mr. Bonner served Texas Instruments for over 33 years in a number of strategic leadership roles and positions in general management, mass marketing and global product management. Mr. Bonner served as a member on the board of directors of Copper Mobile from June 2012 through October 2015 and is currently an advisory board member for Southern Methodist University’s Computer & Electrical Engineering Department. Mr. Bonner also served as an advisory board member for Gemini Israel Funds from June 2004 to May 2015. Mr. Bonner holds an M.B.A. in Marketing and Finance from the Fuqua School of Business at Duke University, an MSEE and BSEE from the University of Michigan, and a B.A. in Physics from Kalamazoo College. He received the Minority & Women Business Development Award from Texas Instruments, the Transformational CIO Award from HMG Strategies and the Most Innovative User of Technology from Information Week Magazine. Mr. Bonner has significant experience serving as an executive officer and in other leadership positions in a large public company setting, including 14 years as chief information officer, and he has more than three years of experience serving on the board of directors of a private technology company. He has extensive experience in management, finance, operations and marketing. We believe his background and skill set make Mr. Bonner well-suited to serve as a member of our Board of Directors.

**Ron Gafford** has served as a member of the Board of Directors of Daseke, Inc. since February 2015. From November 2012 to October 2014, Mr. Gafford served as a consultant to the chief executive officer and the board of directors of Austin Industries, Inc., a U.S.-based construction company. Prior to that, Mr. Gafford served Austin Industries, Inc. as president from March 1996 to November 2012, as chief executive officer from March 2001 to November 2012 and as chairman from March 2008 to



November 2012. Mr. Gafford earned his B.S. from Texas A&M University in 1972 and completed the Advanced Management Program at Harvard University School of Business in 1987. Mr. Gafford brings more than 40 years of professional experience in the construction industry. He has significant experience serving in leadership positions in a large company setting, including 11 years as chief executive officer. He has extensive experience in management, finance and operations. We believe his background and skill set make Mr. Gafford well-suited to serve as a member of our Board of Directors.

**Charles “Chuck” F. Serianni** has been the Executive Vice President, Chief Financial Officer of Republic Services, Inc., a national provider of recycling and non-hazardous waste management services, since August 2014. Prior to that role, Mr. Serianni served as Vice President and Contoller, West Region of Republic Services from July 2013 to August 2014. He also served as Assistant Contoller and progressed to Senior Vice President, Chief Accounting Officer of Republic Services during the period from June 1998 to July 2013 and as Accounting Operations Director of Republic Services, Inc. (Auto Nation) from 1997 to 1998. Prior to his work with Republic Services, Mr. Serianni served as Accounting Operations Director for Sunglass Hut International, Inc. and as a Manager, Accounting and Auditing Services for Deloitte & Touche LLP, an international accounting firm. Mr. Serianni holds a bachelor’s degree in Accounting and Finance from the University of Dayton and he is a member of the American Institute of Certified Public Accountants. Mr. Serianni brings to our Board extensive financial expertise overseeing financial analysis and planning, accounting, treasury, investor relations, internal audit and tax functions. Mr. Serianni also brings experience in overseeing the strategic development of complex corporations, as well as experience overseeing effective cyber and technology systems and protocols. Mr. Serianni was identified as a potential board candidate through industry contacts.

**Jonathan Shepko** was appointed to the Board of Directors of Daseke, Inc., effective as of February 2017. Mr. Shepko is a Co-founder and Managing Partner of Stonehollow Capital Partners, which makes direct equity investments in private companies across the United States. Prior to founding Stonehollow in January 2019, from 2014 to 2018, Mr. Shepko served as a Managing Partner of EF Capital Management, LP, the investment arm of a substantial single-family office, which largely focused on direct equity and direct debt investments, in both public and private companies, across the United States. During his tenure with EF Capital, Mr. Shepko served in various Board and management capacities of the firm’s portfolio investments. Prior to founding EF Capital, Mr. Shepko was a Managing Director with Ares Management (~\$100B AUM), where he focused on originating and structuring debt financings in the energy industry. From 2009 until 2014, Mr. Shepko co-headed, and served as Managing Director of, CLG Energy Finance (an affiliate of Beal Bank), which focused on providing senior-stretch and uni-tranche facilities to the energy and infrastructure industries. Prior to forming CLG Energy Finance, Mr. Shepko was a Vice President with EnCap Investments, LP, where his responsibilities included originating, structuring and managing private equity investments in the oil and gas sector, while also serving on the boards of several of these companies. Collectively, Mr. Shepko has underwritten and managed nearly \$2 billion in direct equity and debt financings, spanning multiple industries, including investments in high-growth, as well as mature companies. Mr. Shepko graduated magna cum laude with a degree in Finance from Texas A&M University. We believe his background and skill set make Mr. Shepko well-suited to serve as a member of our Board of Directors.

**Class III Directors: Serving Terms Expiring at the 2021 Annual Meeting**

<u>Name</u>	<u>Position</u>	<u>Age</u>	<u>Year Served Since</u>
Kevin M. Charlton . . . . .	Independent Director	53	2017
Kimberly Warmbier . . . . .	Independent Director	57	2019
R. Scott Wheeler . . . . .	Director, President	62	2016
Ena Williams . . . . .	Independent Director	50	2019

**Kevin M. Charlton** has served as a member of the Board of Directors and Chairman of the Compensation Committee of Daseke, Inc. since 2017. He is the former President and COO of Hennessy Capital II, which merged with Daseke in February 2017. He held similar positions in both Hennessy Capital I, which merged with School Bus Holdings Inc. in February 2015 and is now known as Blue Bird Corporation (NASDAQ: BLBD), and of Hennessy Capital III, which merged with NRCG Group Holdings in October 2018 (NYSE: NRCG). He is currently the co-Chairman of NewHold Enterprises, a holding company focused on industrial consolidations. Mr. Charlton is currently on the Board of Spirit Realty Capital (NYSE: SRC), and private companies AllWaste Holdings and Macro Energy. From 2009 to 2013, Mr. Charlton was a Managing Director in the Principal Transactions Group of Macquarie Capital (USA) Inc., and led a team that oversaw its existing portfolio of North American investments. Prior to joining Macquarie Capital (USA) Inc., Mr. Charlton worked as Managing Director at Investcorp International, JPMorganChase, McKinsey & Company and as a contractor in the Astrophysics Division at NASA Headquarters. He received a Masters in Business Administration with honors from the Kellogg School of Management at Northwestern University, a Master’s of Science in Aerospace Engineering with Distinction from the University of Michigan, and a Bachelors of Science in Engineering Cum Laude from Princeton University. We believe his background and skill set make Mr. Charlton well-suited to serve as a member of our Board of Directors.

**Kimberly Warmbier** has been the Executive Vice President and Chief Human Resources Officer at Sabre Corporation, a travel technology company since July 2018. Prior to this role, she was the President and Owner of Impact Through People Consulting firm from January 2018 to June 2018 until being hired by Sabre after several months of consulting for the company. Prior to her work at Sabre, Ms. Warmbier served as the Executive Vice President and Chief Human Resources Officer at Dean Foods Company, a food and beverage company, from May 2012 to December 2017. Prior to her role at Dean Foods, Ms. Warmbier served as the Senior Vice President of Human Resources at J. C. Penney Company, Inc., an international department store chain, from November 2009 to December 2011, prior to which Ms. Warmbier served as the Chief People Officer of the Sales business units of PepsiCo, Inc., a multinational snack and beverage corporation. She worked in progressive leadership positions at PepsiCo from 1988 to 2009. Ms. Warmbier has served as a member on the board of directors of North Texas Food Bank and Girls Scouts of Northeast Texas and has served as an advisory board member for the school of Labor and Employment Relations at the University of Illinois Labor and the School of Business at Illinois State University. Ms. Warmbier holds a master’s degree in Labor and Employment Relations from the University of Illinois at Urbana-Champaign and a bachelor’s degree in Business-Accounting from Illinois State University. Ms. Warmbier brings to our Board over 30 years of experience serving as an executive officer and in other leadership positions in large public company settings, including 10 years as chief human resources officer and extensive experience in transformational leadership, talent management, retail, operations and supply chain. Ms. Warmbier was identified as a potential board candidate by one of our independent directors.

**R. Scott Wheeler** has served as the President of Daseke, Inc. since January 2018 and a member of the Board of Directors of Daseke, Inc. since December 2016. Previously, he served as the Chief Financial Officer and Executive Vice President of Daseke, Inc. from February 2015 to January 2018. Prior to this, beginning in August 2012, Mr. Wheeler served as Daseke’s Senior Vice President and Corporate Chief Financial Officer. From 2008 to 2012, Mr. Wheeler served as Chief Financial Officer of OneSource Virtual, Inc., and from 2003 to 2008, Mr. Wheeler was the Managing Director of VCFO, a chief financial officer and controller focused consulting firm focused on high growth companies. From 1998 to 2002, Mr. Wheeler served as Chief Financial Officer of Malibu Entertainment Worldwide, a publicly-traded location-based entertainment company. Mr. Wheeler currently sits on the Board of Directors of EVO Transportation & Energy Services, (OTC Pink: EVOA), an alternative fuel services company and emerging transportation operator and the Advisory Board of the College of Business at Texas A&M University-Commerce, where he also serves as an Adjunct Professor of Finance. Mr. Wheeler was Mayor of Addison, Texas from 1999 to 2005 and served on the Advisory Board of



BBVA Compass Bank Dallas from 1994 to 2008. Mr. Wheeler earned his undergraduate degree from Texas A&M University-Commerce in 1980 and was named a Distinguished Alumnus in 2018. He earned his M.B.A. from Southern Methodist University in 1985. Because of his years of experience in finance, including his 18 years as chief financial officer of the companies noted above, and his knowledge of management and operations, Mr. Wheeler is well-qualified to serve on our Board.

**Ena Williams** has been the Chief Executive Officer and member of the board of directors of National HME, Inc., a technology enabled hospice medical equipment provider, since January 2019, prior to which, she served as the Senior Vice President and Head of International of 7-Eleven, Inc., a global chain of convenience stores, from January 2015 to February 2018. Previous to that role, Ms. Williams served as the Senior Vice President, West Region Operations of 7-Eleven from April 2011 to January 2015, and the Vice President, Southwest Division of 7-Eleven from July 2008 to April 2011. Ms. Williams held a number of positions in the operations, retail and planning departments of Mobil Oil Corporation and ExxonMobil Corporation, multinational oil and gas corporations, from 1991 to 2008. Ms. Williams holds a master's degree in Business Administration from The Wharton School of the University of Pennsylvania and a bachelor's degree in Economics and African-American Studies from the University of Virginia. Ms. Williams brings to our Board deep experience managing P&L, executing strategic initiatives and providing data-driven analysis at large corporations across multiple industries with a focus on efficient operations and people leadership. Ms. Williams was identified as a potential board candidate by one of our independent directors.

## CORPORATE GOVERNANCE

### Number and Terms of Office of Officers and Director

Our Board of Directors is divided into three classes with only one class of directors being elected in each year and each class serving a three-year term. The term of office of our Class I directors, consisting of Messrs. Daseke, Hennessy and Sinclair will expire at this Annual Meeting. The term of office of our Class II directors, consisting of Messrs. Bonner, Gafford, Serianni and Shepko will expire at the next annual meeting of stockholders.

### Director Independence

The Board has determined that each of Messrs. Hennessy, Bonner, Charlton, Gafford, Serianni, Shepko and Sinclair and Meses. Warmbier and Williams are independent within the meaning of Nasdaq Rule 5605(a)(2) and, to the extent applicable, that they qualify as independent directors according to the rules and regulations of the SEC and Nasdaq with respect to their respective committee memberships. In assessing the independence of these individuals, the Board considered all factors set forth in each director's biography, as set forth above.

There are no family relationships among any directors or officers.

### Committee Membership, Meetings and Attendance

The table below shows the current chair and membership of the Board and each standing Board committee, the independence status of each Board member and the number of Board and Board committee meetings held during 2018.

<u>Director</u>	<u>Independent</u>	<u>Audit Committee</u>	<u>Corporate Governance and Nominating Committee</u>	<u>Compensation Committee</u>
<b>Don R. Daseke*</b>				
Daniel J. Hennessy	✓		C	✓
Mark Sinclair+	✓	C		
Brian Bonner	✓	✓	✓	
Ron Gafford	✓		✓	✓
Charles "Chuck" F. Serianni+ **	✓	✓		
Jonathan Shepko	✓	✓		
Kevin M. Charlton	✓			C
Kimberly Warmbier**	✓			✓
R. Scott Wheeler				
Ena Williams**	✓		✓	
<b>Number of 2018 Meetings</b>	7	8	4	6

C Chair

✓ Member

\* Chair of the Board

+ Financial Expert

\*\* Joined the Board in 2019



We currently have the following standing committees: the audit committee, the corporate governance and nominating committee, and the compensation committee. Each of the standing committees of the Board of Directors is comprised entirely of independent directors, and was comprised of entirely independent directors throughout 2018.

During the fiscal year ended December 31, 2018, the Board of Directors held approximately 4 general meetings and 3 special meetings. The audit committee met 8 times during 2018, the compensation committee met 6 times during 2018, and the nominating and governance committee met 4 times during 2018. Each incumbent director then serving attended at least 75% of the meetings of the Board of Directors and the respective committees on which he served during 2018.

We encourage all of our directors to attend our annual meetings of stockholders, and, with the exception of one, all of our directors attended the 2018 Annual Meeting.

The independent directors of the Board of Directors met in executive session during 2018. Mr. Hennessy presides at the meetings of the independent directors of the Board.

#### *Audit Committee*

We have a separately-designated standing audit committee established in accordance with Section 3(a)(58)(A) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and the NASDAQ Listing Standards. In addition, a written charter for the audit committee has been adopted, as discussed below.

During 2018, Messrs. Bonnor, Shepko and Sinclair served as members of our audit committee. Mr. Serianni joined the audit committee when he joined the Board in early 2019. Mr. Sinclair served as chairman of the audit committee. Messrs. Bonnor, Serianni, Shepko and Sinclair has been determined to be independent for the purposes of audit committee service and has been determined to be financially literate. The Board of Directors determined that each of Messrs. Serianni and Sinclair qualifies as an "audit committee financial expert" as defined in applicable SEC rules.

The audit committee charter effective during 2018 details the principal functions of the audit committee, including:

- the appointment, compensation, retention, replacement, and oversight of the work of the independent auditors and any other independent registered public accounting firm engaged by us;
- pre-approving all audit and non-audit services to be provided by the independent auditors or any other registered public accounting firm engaged by us, and establishing pre-approval policies and procedures;
- reviewing and discussing with the independent auditors all relationships the auditors have with us in order to evaluate their continued independence;
- setting clear hiring policies for employees or former employees of the independent auditors;
- setting clear policies for audit partner rotation in compliance with applicable laws and regulations;
- obtaining and reviewing a report, at least annually, from the independent auditors describing (i) the independent auditor's internal quality-control procedures and (ii) any material issues raised by the most recent internal quality-control review, or peer review, of the audit firm, or by any inquiry or investigation by governmental or professional authorities, within the preceding five years respecting one or more independent audits carried out by the firm and any steps taken to deal with such issues;

- reviewing and approving any related party transaction required to be disclosed pursuant to Item 404 of Regulation S-K promulgated by the SEC prior to us entering into such transaction;
- reviewing with management, its enterprise risk management process and the adequacy of internal controls systems; and reviewing with management, the independent auditors, and our legal advisors, as appropriate, any legal, regulatory or compliance matters, including any correspondence with regulators or government agencies and any employee complaints or published reports that raise material issues regarding our financial statements or accounting policies and any significant changes in accounting standards or rules promulgated by the Financial Accounting Standards Board, the SEC or other regulatory authorities.

A copy of this audit committee charter is available on our website at <https://investor.daseke.com/corporate-governance/governance-documents/default.aspx> and free of charge from the Company by writing to the Company's General Counsel, 15455 Dallas Parkway, Suite 550, Addison, Texas 75001.

#### *Compensation Committee*

During 2018, the members of our compensation committee were Messrs. Charlton, Gafford and Hennessy. Ms. Warmbier joined the compensation committee when she joined the Board in early 2019. Mr. Charlton served as chairman of the compensation committee. Messrs. Charlton, Gafford and Hennessy and Ms. Warmbier have been determined to be independent for the purposes of compensation committee service.

The compensation committee charter effective during 2018 details the principal functions of the compensation committee, including:

- reviewing and approving on an annual basis the corporate goals and objectives relevant to our Chief Executive Officer's compensation, evaluating our Chief Executive Officer's performance in light of such goals and objectives and determining and approving the remuneration (if any) of our Chief Executive Officer based on such evaluation;
- reviewing and approving the compensation of all of our other executive officers;
- reviewing our executive compensation policies and plans;
- implementing and administering our incentive compensation equity-based remuneration plans;
- assisting management in complying with our proxy statement and annual report disclosure requirements;
- approving all special perquisites, special cash payments and other special compensation and benefit arrangements for our executive officers and employees;
- producing a report on executive compensation to be included in our annual proxy statement; and
- reviewing, evaluating and recommending changes, if appropriate, to the remuneration for directors.

The charter also provides that the compensation committee may, in its sole discretion, retain or obtain the advice of a compensation consultant, legal counsel or other adviser and will be directly responsible for the appointment, compensation and oversight of the work of any such adviser. However, before engaging or receiving advice from a compensation consultant, external legal counsel or any other adviser, the compensation committee will consider the independence of each such adviser, including the factors required by NASDAQ and the SEC.

For 2018, the compensation committee engaged the compensation consulting firm Aon Hewitt ("Aon plc") as its independent outside compensation consultant. All executive compensation services



provided by Aon plc were conducted under the direction or authority of the compensation committee. Neither Aon plc nor any of its affiliates maintains any other direct or indirect business relationships with the Company. As requested by the compensation committee, in 2018, Aon plc's services to the compensation committee consisted of compensation consulting services which included general involvement and support in compensation related matters, including assessment of the Company's long-term incentive compensation program, as well as reports and market trends and regulatory and other technical developments that may affect our executive compensation programs.

Our Chief Executive Officer plays an important advisory role in the compensation-setting process of the other executive officers, including our named executive officers ("NEOs"). Our Chief Executive Officer evaluates the performance of the other executive officers and makes recommendations to the compensation committee concerning performance objectives and salary and bonus levels for the other executive officers, including the NEOs. The compensation committee annually discusses the recommendations with the Chief Executive Officer. The compensation committee may, in its sole discretion, approve, in whole or in part, the recommendations of the Chief Executive Officer.

A copy of this compensation committee charter is available on our website at <https://investor.daseke.com/corporate-governance/governance-documents/default.aspx> and free of charge from the Company by writing to the Company's General Counsel, 15455 Dallas Parkway, Suite 550, Addison, Texas 75001.

#### *Corporate Governance and Nominating Committee*

During 2018, the members of our corporate governance and nominating committee were Messrs. Bonner, Gafford and Hennessy. Ms. Williams joined the corporate governance and nominating committee when she joined the Board in early 2019. Messrs. Bonner, Gafford and Hennessy and Ms. Williams have been determined to be independent for the purposes of committee service. Mr. Hennessy served as the chairman of the nominating and governance committee.

The nominating and governance committee charter effective during 2018 details the principal functions of the nominating and governance committee, including:

- advising the Board and make recommendations regarding appropriate corporate governance practices and assist the Board in implementing those practices;
- assisting the Board by identifying individuals qualified to become members of the Board, consistent with the criteria approved of by the Board, and recommending director nominees to the Board for election at the annual meetings of stockholders or for appointment to fill vacancies on the Board;
- advising the Board about the appropriate composition of the Board and its committees; and
- leading the Board in the annual performance evaluation of the Board and its committees, and of management.

A copy of this corporate governance and nominating committee charter is available on our website at <https://investor.daseke.com/corporate-governance/governance-documents/default.aspx> and free of charge from the Company by writing to the Company's General, 15455 Dallas Parkway, Suite 550, Addison, Texas 75001.

The Board of Directors will consider director candidates recommended for nomination by our stockholders during such times as they are seeking proposed nominees to stand for election at the next annual meeting of stockholders (or, if applicable, a special meeting of stockholders). Our stockholders that wish to nominate a director for election to the Board should follow the procedures set forth in our bylaws.

We have not formally established any specific, minimum qualifications that must be met or skills that are necessary for directors to possess. In general, in identifying and evaluating nominees for director, the Board of Directors considers educational background; diversity, including diversity of professional experience; knowledge of our business; integrity; professional reputation; independence; wisdom; and the ability to represent the best interests of our stockholders.

#### **Audit Committee Report\***

Our audit committee has reviewed and discussed our audited financial statements with management, as well as management's assessment of the effectiveness of our Company's internal controls over financial reporting, and has discussed with our independent registered public accounting firm their evaluation of our Company's internal control over financial reporting as well as the matters required to be discussed by the applicable rules and standards promulgated by the Public Company Accounting Oversight Board (the "PCAOB"). Additionally, our audit committee has received the written disclosures and the letter from our independent registered public accounting firm, as required by the applicable requirements of the PCAOB, and has discussed with the independent registered public accounting firm the independent registered public accounting firm's independence. Based upon such review and discussions, our audit committee recommended to the Board that the audited financial statements be included in our Annual Report on Form 10-K, as filed with the SEC on March 8, 2019 for the year ended December 31, 2018.

Submitted by:

Audit Committee of the Board of Directors

Brian Bonner  
Jonathan Shepko  
Mark Sinclair

- \* The information contained in this Audit Committee Report shall not be deemed to be "soliciting material" or "filed" or incorporated by reference in future filings with the SEC, or subject to the liabilities of Section 18 of the Exchange Act, except to the extent that the Company specifically requests that the information be treated as soliciting material or specifically incorporates it by reference into a document filed under the Securities Act of 1933, as amended (the "Securities Act") or the Exchange Act.

#### **Board Leadership Structure and Role in Risk Oversight**

Our Board of Directors recognizes that the leadership structure and combination or separation of the Chief Executive Officer and Chairman roles is driven by the needs of the Company at any point in time. As a result, no policy exists requiring combination or separation of leadership roles and our governing documents do not mandate a particular structure. This has allowed our Board of Directors the flexibility to establish the most appropriate structure for the Company at any given time.

Currently, our Chief Executive Officer is also our Chairman. The Board believes that, at this time, having a combined Chief Executive Officer and Chairman is the appropriate leadership structure for our company. In making this determination, the Board considered, among other matters, Mr. Daseke's experience in leading businesses, and believes that his experience and knowledge allow him to serve as both Chairman and Chief Executive Officer. In addition, the Board believes that such structure promotes clearer leadership and direction for the Company and allows for a single, focused chain of command to execute our strategic initiatives and business plans.

The Board, directed by the Audit Committee, is actively involved in overseeing our risk management processes. The Board focuses on our general risk management strategy and ensures that



appropriate risk mitigation strategies are implemented by management. Further, operational and strategic presentations by management to the Board include consideration of the challenges and risks of our businesses, and the Board and management actively engage in discussion on these topics. In addition, each of the Board's committees considers risk within its area of responsibility.

#### **Compensation Committee Interlocks and Insider Participation**

None of our executive officers currently serves, nor served at any time during 2018, as a member of the board of directors or compensation committee of any entity that has one or more executive officers serving on our Board of Directors.

#### **Section 16(a) Beneficial Ownership Reporting Compliance**

Section 16(a) of the Exchange Act, as amended, requires our officers, directors and persons who beneficially own more than ten percent of our common stock to file reports of ownership and changes in ownership with the SEC. These reporting persons are also required to furnish us with copies of all Section 16(a) forms they file. Based solely upon a review of such forms, we believe that during the year ended December 31, 2018 there were no delinquent filers, except that Mr. Sinclair filed a Form 4 on May 10, 2018 that was required to be filed by March 8, 2018 and a Form 4 on December 7, 2018 that was required to be filed by December 6, 2018.

#### **Communication with Directors**

The Board of Directors recommends that stockholders initiate communications with the Board, the Chairman, or any Board committee by writing to the Company's General Counsel. This process assists the Board in reviewing and responding to stockholder communications. The Board has instructed the General Counsel to review correspondence directed to the Board and, at the General Counsel's discretion, to forward items that he deems to be appropriate for the Board's consideration.

#### **Corporate Governance Guidelines**

Our Board has adopted *Corporate Governance Guidelines* to further its goal of providing effective governance of our business and affairs for the long-term benefit of our stockholders. A copy of the *Corporate Governance Guidelines* is available free of charge on the *Investors* section of our website at <http://www.daseke.com>. The Corporate Governance and Nominating Committee is responsible for periodically reviewing the *Corporate Governance Guidelines* and recommending changes as appropriate to ensure the effective functioning of our Board and corporate governance.

#### **Code of Ethics**

We have adopted a code of ethics that applies to our officers and directors. We have filed copies of our code of ethics, our audit committee charter and our compensation committee charter as exhibits to our registration statement in connection with the initial public offering; these documents are also available on our website. You may review these documents by accessing our public filings at the SEC's web site at [www.sec.gov](http://www.sec.gov). In addition, a copy of the code of ethics will be provided without charge upon request to us. We intend to satisfy the disclosure requirement under Item 5.05 of Form 8-K relating to amendments to or waivers from any provision of the code of ethics applicable to such persons by posting such information on our website.

#### **Compensation Committee Report**

The Compensation Committee of the Board of Directors of Daseke, Inc. has reviewed and discussed with management the Compensation Discussion and Analysis and the executive compensation disclosures (as required by Item 402 of Regulation S-K of the U.S. Securities and Exchange

Commission) contained in this Proxy Statement for the Annual Meeting of Stockholders to be held on August 20, 2019.

Based on that review and discussion, the Compensation Committee recommended to the Board of Directors that the Compensation Discussion and Analysis and the executive compensation disclosures be included in this Proxy Statement and that the information contained in this report be incorporated by reference into the Daseke, Inc. Annual Report on Form 10-K for the year ended December 31, 2018.

Submitted by:

Compensation Committee of the Board of  
Directors

Kevin M. Charlton  
Ronald Gafford  
Danial J. Hennessy



**COMPENSATION DISCUSSION AND ANALYSIS**

This Compensation Discussion and Analysis provides information about our rationale and policies with regard to the compensation of the executive officers who are our “Named Executive Officers” or “NEOs” for 2018 and is intended to provide investors with the material information necessary for understanding our compensation policies and decisions regarding our Named Executive Officers as well as providing context for the tabular disclosure provided in the executive compensation tables below. Our Named Executive Officers are our principal executive officer, anyone who served as our principal financial officer and our other executive officers other than our principal executive officer and those who served as our principal financial officer.

For 2018, our NEOs were:

Name	Principal Position
Don R. Daseke . . . . .	Chief Executive Officer
Bharat Mahajan . . . . .	Chief Financial Officer(1)
R. Scott Wheeler . . . . .	President and Former Chief Financial Officer(2)
Angie Moss . . . . .	Chief Accounting Officer

- (1) Mr. Mahajan was appointed to be our Chief Financial Officer effective as of September 6, 2018.
- (2) In addition to serving as our President, Mr. Wheeler also served as our Chief Financial Officer until September 6, 2018.

**Compensation Overview**

Our executive compensation program is designed to attract and retain individuals with the background and skills necessary to successfully execute our strategy in a demanding environment, to motivate those individuals to reach near-term and long-term goals in a way that aligns their interest with that of our stockholders, and to reward success in reaching such goals. We use three primary elements of compensation to fulfill that design—base salary, cash bonus, and long-term equity incentive awards. Cash bonuses and equity incentives (as opposed to base salary) represent the performance-driven elements of our compensation program. They are also flexible in application and can be tailored to meet our objectives. The determination of each individuals’ cash bonuses reflects our belief as to the NEOs’ relative contribution to achieving or exceeding annual goals, and the determination of specific individuals’ long-term incentive awards, which for 2018 were time-based stock option awards, is based on their expected long-term contributions.

We provide a basic benefits package generally to all employees, including our NEOs, which includes a company-sponsored 401(k) plan and health, disability and life insurance.

**Elements of 2018 Compensation**

We strive to recruit individuals who will support the Company’s mission and values. To accomplish this overarching goal, the Company’s executive compensation philosophy aims to properly motivate management with an easy-to-comprehend compensation package that seeks to provide the NEOs with

base salaries, annual cash bonuses, and long-term equity-based compensation awards. Our NEOs also receive certain retirement, health, welfare, and additional benefits as described below.

Compensation Elements	Characteristics	Primary Objective
Base salary	Fixed annual cash compensation. Salaries may be increased from time to time by the Compensation Committee based on our NEOs’ responsibilities and performance.	Recognize performance of job responsibilities and attract and retain talented employees.
Cash bonuses	Performance-based annual cash incentive (paid pursuant to the NEOs’ employment agreements except as otherwise noted below).	Encourage focus on near-term performance goals and reward achievement of those goals.
Long-term equity incentives	Equity-based compensation awards. For 2018 long-term equity incentive awards consisted of stock options that are subject to a 5-year vesting period. The exercise price of the options is equal to or greater than the fair market value of a share of common stock on the date of grant.	Emphasize our long-term growth, encourage stockholder value creation, retain talented employees, and align executive interests with stockholder interests.
Retirement savings 401(k) plan	Qualified 401(k) retirement plan benefits are available for our NEOs and all other full-time employees.	Provide an opportunity for tax-efficient savings.
Health and welfare benefits	Health and welfare benefits are available to our NEOs and other full-time employees.	Provide benefits to meet the health and welfare needs of our employees and their families.

**Compensation Best Practices**

The Company maintains compensation arrangements intended to optimize returns to stockholders and include best practice features. We have listed below some of the more significant best practices



that we have adopted and the practices we have avoided, which we believe promote responsible pay and governance principles and alignment with stockholder interests.

What We Do	What We Do Not Do
<ul style="list-style-type: none"> <li>• Determine annual incentive compensation based on our assessment of Company performance</li> <li>• Utilize an independent compensation consultant</li> <li>• Perform an annual compensation risk assessment</li> <li>• Utilize a balanced approach to compensation, which combines fixed and variable, short-term and long-term, and cash and equity</li> <li>• Maintain a competitive compensation package designed to attract, motivate and retain and reward experienced and talented executive officers</li> </ul>	<ul style="list-style-type: none"> <li>• Provide excessive severance agreements to executives</li> <li>• Allow directors or officers to pledge and/or hedge Company stock</li> <li>• Provide excessive perquisites to our executives</li> <li>• Utilize compensation practices that involve excessive or unnecessary risk-taking</li> <li>• Allow directors or officers to engage in speculative trading of Company stock</li> </ul>

#### Process for Determining Executive Compensation

The compensation committee has overall responsibility for approving and evaluating the director and officer compensation plans, policies and programs of the Company. The compensation committee uses several different tools and resources in reviewing elements of executive compensation and making compensation decisions, including our compensation consultant noted below. These decisions, however, are not purely formulaic and the compensation committee exercises judgment and discretion as appropriate, as described further below. The compensation committee considers input from our CEO in making determinations regarding our executive compensation program and the individual compensation of each executive officer, other than our CEO. Our CEO and management also provide information to the compensation committee regarding the performance of the Company for the determination of annual bonuses. The compensation committee makes the final determination of NEO compensation. Our CEO makes no recommendations regarding, and does not participate in discussions about, his own compensation.

The compensation committee retained a compensation consultant to assist the committee in assessing and determining executive compensation for 2018. The compensation committee retained Aon plc to assist the committee in assessing and determining executive compensation for 2018. Aon plc provided detailed information regarding peer comparisons for NEO compensation, market comparisons for NEO compensation, and compensation bands (25<sup>th</sup> percentile, 50<sup>th</sup> percentile, and 75<sup>th</sup> percentile) for NEO compensation. The compensation committee took into account the information provided by Aon plc to determine executive compensation for 2018.

On an annual basis, the compensation committee reviews and discusses compensation data for our CEO and our other NEOs as compared to compensation data for similarly situated executive officers at peer companies selected by the compensation committee. The compensation committee selects peer companies that are similar in size (as measured by revenues and EBITDA) and have similar lines of business to the Company (i.e., transportation and logistics companies) and/or have experienced significant growth over multiple years (i.e., high-growth industrial companies). The Committee believes the comparator group is appropriate because it reflects the company's market for executive talent and customers, is aligned with the company's scope of operations and complexity, and is consistent with the

company's high-growth trajectory. The peer group changes from time to time as a result of fluctuations in company size, changes in the business lines of our peers, acquisitions, developments in the transportation and logistics and high-growth industrial industries, and other factors.

The peer group used by the Board in benchmarking 2018 compensation decisions consisted of the following companies: Werner Enterprises, Inc., Roadrunner Transportation Systems, Inc., Atlas Air Worldwide Holdings, Inc., Echo Global Logistics, Inc., Saia, Inc., Universal Logistics Holdings, Inc., Knight-Swift Transportation Holdings Inc., Forward Air Corporation, Air Transport Services Group, Inc., Marten Transport, Ltd., Covenant Transportation Group, Inc., Heartland Express, Inc., Spirit Airlines, Inc., The Middleby Corporation, The Greenbrier Companies, Inc., Aerojet Rocketdyne Holdings, Inc., NCI Building Systems, Inc., Heico Corporation, Allegiant Travel Company, Patrick Industries, Inc., Apogee Enterprises, Inc., Argon, Inc., NN, Inc., Lydall, Inc., Astronics Corporation, and Trex Company, Inc.

#### 2018 Compensation Decisions

The Board, based on the applicable NEO's employment agreement, has approved the following bonus applicable in 2018 (i) Don R. Daseke will receive an annual cash bonus of \$75,000; (ii) Bharat Mahajan will receive an annual cash bonus of \$131,250, (iii) R. Scott Wheeler will receive an annual cash bonus of \$175,000; and (iv) Angie Moss will receive an annual cash bonus of \$75,000. The Compensation Committee and the Board took into account the Company's performance and the performance of each NEO in the determination their bonus.

#### Executive Compensation

##### Agreements with our Executive Officers

The Company has entered into employment agreements with each of Don R. Daseke, Bharat Mahajan, R. Scott Wheeler and Angie J. Moss. These four individuals are our NEOs for 2018. The Company only presents four NEOs because we did not have any other executive officers in 2018. The Company will present five NEOs for 2019. The employment agreements provide for compensatory payments and benefits upon certain termination events, including termination events following a change of control. In addition, the employment agreements provide for limited termination and change of control protections in connection with certain awards granted pursuant to our 2017 Omnibus Incentive Plan (the "Plan"). These provisions allow our NEOs to more objectively manage the Company and serve as a recruiting and retention tool. We do not have any arrangements that provide for payments to executives solely upon the occurrence of a change of control (i.e., single-trigger arrangements). Pursuant to their employment agreements, the NEOs are subject to certain post-termination restrictions, including confidentiality, non-competition, and non-solicitation obligations.

For a description of the terms of the employment agreements with each of our NEOs, please see the section below entitled "Narrative to Summary Compensation Table and Grants of Plan-Based Awards Table." For a more complete description of our obligations under the employment agreements in the event of a termination of employment or change of control, please see the section below entitled "Potential Payments Upon Termination or Change in Control."



### Summary Compensation Table

The following table sets forth information for the fiscal years ended December 31, 2018, 2017 and 2016 concerning compensation of our named executive officers.

Name and principal position	Year	Salary (\$)	Bonus (\$)(1)	Option awards (\$)(2)	Nonequity incentive plan compensation	All other compensation (\$)(3)	Total (\$)
Don Daseke . . . . .	2018	550,000	120,000	—	—	—	670,000
—Chief Executive Officer	2017	533,333	120,000	566,800	—	—	1,220,133
	2016	450,000	—	—	—	—	450,000
Bharat Mahajan(4) . . . . .	2018	147,042	—	236,910	—	56,035	439,987
—Chief Financial Officer							
R. Scott Wheeler(5) . . . . .	2018	450,000	120,000	—	—	10,050	580,050
—President and Former Chief Financial Officer	2017	430,128	220,000	436,000	—	10,388	1,096,516
	2016	325,000	—	—	—	10,600	335,600
Angie Moss . . . . .	2018	300,000	75,000	—	—	11,000	386,000
—Chief Accounting Officer	2017	294,167	115,000	261,000	—	10,377	680,544
	2016	265,000	—	—	—	8,883	273,883

- (1) For 2018, amounts in the bonus column were paid pursuant to the terms of the applicable NEO's employment agreement, as described above under the heading "Compensation Decision and Analysis 2018." For 2017, the amounts with respect to Mr. Wheeler and Ms. Moss also include transaction bonuses of \$100,000 and \$40,000, respectively.
- (2) Reflects the aggregate grant date fair value of stock options granted to our NEOs, calculated in accordance with FASB ASC Topic 718, disregarding estimated forfeitures. For additional information regarding the assumptions underlying this calculation, please see Note 14 to our consolidated financial statements, which is included in our Annual Report on Form 10-K for the fiscal year ended December 31, 2018. See the section of our Compensation Discussion and Analysis above entitled "Elements of 2018 Compensation" and the "Grants of Plan-Based Awards Table" below for additional information regarding these awards.
- (3) For Mr. Wheeler and Ms. Moss reflects employer matching contributions to the Company's defined contribution retirement plan. For Mr. Mahajan, includes reimbursement for expenses related to his commencement of employment including: \$28,895 for travel, \$14,381 for hotel, and \$12,759 for cell phone, internet and US Visa fees and legal expenses
- (4) Mr. Mahajan was appointed to be our Chief Financial Officer effective as of September 6, 2018.
- (5) In addition to serving as our President, Mr. Wheeler served as our Chief Financial Officer until September 6, 2018.

### Grants of Plan-Based Awards Table

Name	Grant Date	All Other Stock Awards: Number of Shares of Stock (#)	All Other Option Awards: Number of Securities Underlying Options (#)	Exercise or Base Price of Option Awards (\$/Sh)	Grant Date Fair Value of Stock and Option Awards(1)
Don Daseke . . . . .	—	—	—	—	—
Bharat Mahajan . . . . .	10/1/2018(2)	—	70,000	8.02	\$238,910
R. Scott Wheeler . . . . .	—	—	—	—	—
Angie Moss . . . . .	—	—	—	—	—

- (1) Amounts in this column represent the grant date fair value of each equity award granted to our NEOs in 2018 computed in accordance with FASB ASC 718. For additional information regarding the assumptions underlying this calculation, please see Note 14 to our consolidated financial statements, which is included in our Annual Report on Form 10-K for the fiscal year ended December 31, 2018. For additional information regarding the awards reported in this table, please see the section of our Compensation Discussion and Analysis above entitled "Elements of 2018 Compensation".
- (2) These options vest and become exercisable in 20% installments on each of the first five anniversaries of the date of grant.

### Narrative to Summary Compensation Table and Grants of Plan-Based Awards Table

We have entered into employment agreements with each of our NEOs. The employment agreements of Mr. Daseke and Mr. Wheeler each had an initial five-year term, but were amended effective as of August 30, 2018 to provide for a term ending on June 30, 2023. The employment agreements of Mr. Mahajan and Ms. Moss have initial five-year and three-year terms, respectively. The employment agreements provide that these terms will be automatically extended for successive one-year periods unless either party provides written notice of termination at least 60 days prior to the date the then-current employment term would otherwise end. The employment agreements provide for annual salaries of at least \$550,000, \$400,000, \$450,000, and \$300,000 for each of Mr. Daseke, Mr. Mahajan, Mr. Wheeler and Ms. Moss, respectively, and target annual cash bonus opportunities of at least \$150,000, \$225,000, \$350,000 and \$150,000, respectively, with the ability to be greater than or less than the target amount based upon the attainment of performance goals and milestones determined by the compensation committee. The NEOs are able to participate in the same incentive compensation and benefit plans in which other senior executives of the Company are eligible to participate.

Pursuant to the terms of each employment agreement, each NEO is entitled to severance payments in certain limited circumstances. Severance benefits to be provided under the employment agreements are described in more detail below in the section titled "Potential Payments Upon Termination or Change in Control."

Each of the employment agreements between each NEO and the Company contains a "clawback" provision that enables the Company to recoup any amounts paid to an executive as an annual bonus or incentive compensation under his or her employment agreement if so required by applicable law, any applicable securities exchange listing standards or any clawback policy adopted by the Company. If amounts payable to such executive under his or her employment agreement or otherwise exceed the amount allowed under Section 280G of the Code for such executive (thereby subjecting the executive to an excise tax), then such payments due to the executive officer under the employment agreement will either (i) be reduced (but not below zero) so that the aggregate present value of the payments and benefits received by the executive is \$1.00 less than the amount which would otherwise cause the



executive to incur an excise tax under Section 4999 of the Code or (ii) be paid in full, whichever produces the better net after-tax position to the executive.

#### Outstanding Equity Awards At Fiscal Year-End Table

The following table reflects information regarding outstanding equity-based awards held by our NEOs as of December 31, 2018.

Name	Option awards			Option expiration date
	Number of securities underlying unexercised options (#) exercisable	Number of securities underlying unexercised options (#) unexercisable(1)	Option exercise price (\$)	
Don Daseke	26,000	104,000	9.98	2/27/2027
Bharat Mahajan	0	70,000	8.02	10/1/2028
R. Scott Wheeler	20,000	80,000	9.98	2/27/2027
Angie Moss	12,000	48,000	9.98	2/27/2027

(1) The option awards for Messrs. Daseke and Wheeler and Ms. Moss reported in these columns are subject to time-based vesting conditions, pursuant to which 20% of the options become exercisable on each of the first five anniversaries of the date of grant (February 27, 2017). The option awards for Mr. Mahajan reported in these columns will become exercisable in 20% increments on each of the first five anniversaries of the date of grant (October 1, 2018). The treatment of these awards upon certain termination and change in control events is described under “Potential Payments Upon a Termination or Change in Control” below.

#### Potential Payments Upon Termination or Change in Control

##### Employment Agreements

As described above in the section entitled “Narrative to Summary Compensation Table and Grants of Plan-Based Awards Table,” we have entered into employment agreements with each of our NEOs. The following summarizes the impact of certain termination events or the occurrence of a “change of control” on each NEO’s entitlement to severance and other benefits under these employment agreements.

If the employment of Messrs. Daseke, Mahajan and Wheeler or Ms. Moss is terminated by the Company for cause or by the executive without good reason, such executive will be entitled to receive (i) all accrued salary through the date of termination and (ii) any post-employment benefits due under the terms and conditions of the Company’s benefits plans. The executive will not be entitled to any additional amounts or benefits as the result of a termination of employment for cause or by the executive without good reason.

During the initial three years of employment under the employment agreements of Messrs. Daseke, Mahajan and Wheeler, the executive may only be terminated by the Company for cause. If the employment of Messrs. Daseke, Mahajan and Wheeler or Ms. Moss is terminated by the Company without cause (after the three year anniversary of the effective date of the agreement for Messrs. Daseke, Mahajan and Wheeler) or by the executive for good reason (including a voluntary resignation following notice from the Company of non-renewal), such executive will be entitled to receive (i) an amount equal to one and one-half times (two times for Mr. Mahajan and one times for Ms. Moss) his or her base salary in effect immediately prior to the date of termination of his or her employment, (ii) an amount equal to one and one-half times (two times for Mr. Mahajan and one times for Ms. Moss) his or her target annual bonus (or actual bonus for Mr. Mahajan) for the year

preceding the year in which termination occurs, (iii) accelerated vesting of (A) outstanding unvested time-based equity which would have otherwise become vested in the calendar year of the executive’s termination had the executive’s employment under the employment agreement continued through the end of such calendar year and (B) unless otherwise provided in an applicable award agreement, the service condition relating to outstanding unvested performance-based equity pro-rated for the applicable performance period during which the executive would have been employed had the executive’s employment under the employment agreement continued through the end of the calendar year of the executive’s termination (but the vesting of such performance-based awards shall remain subject to the applicable performance conditions) and (iv) reimbursements equal to the difference between monthly amounts owed by the executive to continue coverage for the executive and his or her eligible dependents under the Company’s group health plans pursuant to the Consolidated Omnibus Reconciliation Act of 1985, as amended (“COBRA”), and the contribution amount owed by similarly situated employees for the same or similar healthcare coverage, if the executive timely and properly elects COBRA coverage and until the earlier of the date such executive is no longer eligible for COBRA coverage, receives such coverage under another employer’s group health plan or 18 months (12 months for Mr. Mahajan and Ms. Moss) following the date of termination (“COBRA Payments”). Payments made to the executive under this paragraph will be made in installments over a period of 18 months (24 months for Mr. Mahajan and 12 months for Ms. Moss), subject to the earlier payment of certain of such installments as provided in the employment agreements to ensure such payments are not considered nonqualified deferred compensation under certain provisions of the Internal Revenue Code of 1986, as amended (the “Code”). Additionally, for Mr. Mahajan, the employment agreement provides for a supplemental severance payment if his employment is terminated without cause or for good reason prior to the date on which Mr. Mahajan obtains permanent resident status in the United States. The supplemental severance payment will be equal to the taxable gain, if any, incurred by him in connection with the sale of his residence in the Dallas-Ft. Worth metropolitan area multiplied by the highest marginal United States individual federal income tax rate in effect as of such date; provided, however, that the maximum amount of the supplemental severance payment will be \$75,000.

If the employment of Messrs. Daseke, Mahajan and Wheeler or Ms. Moss is terminated by the Company due to the executive’s death or disability, such executive will be entitled to receive (i) all accrued salary through the date of termination, (ii) an amount equal to the executive’s prorated target annual bonus, (iii) accelerated equity award vesting (under the same terms described above for termination without cause or for good reason), (iv) COBRA Payments, and (v) any post-employment benefits due under the terms and conditions of the Company’s benefit plans. The executive will not be entitled to any additional amounts or benefits as the result of a termination of employment due to death or disability.

Messrs. Daseke, Mahajan and Wheeler’s and Ms. Moss’s eligibility and entitlement, if any, to each severance payment and any other payment and benefit described above is subject to the execution and non-revocation of a customary release of claims agreement by such executive. Each such executive is also subject to general confidentiality obligations in his or her employment agreement as well as non-compete and non-solicitation restrictions for a period of 18 months (24 months for Mr. Mahajan and 12 months for Ms. Moss).

Under the employment agreements, “good reason” generally means the occurrence of any of the following, without the applicable employee’s consent: (i) relocation of the geographic location of an executive’s principal place of employment by more than 50 miles; (ii) a material diminution in the executive’s position, responsibilities or duties or the assignment of the executive to a position, responsibilities or duties of a materially lesser status or degree of responsibility than his or her position, responsibilities or duties; (iii) any material breach by the Company of any provision of the executive’s employment agreement; or (iv) non-renewal by the Company of the then-existing initial term or renewal term of the executive’s employment agreement; provided, however, that for Mr. Mahajan, a



material diminution in duties and non-renewal by the Company of a renewal term of his employment agreement will not constitute “good reason.”

Under the employment agreements, “cause” generally means (i) the commission by the executive of fraud, breach of fiduciary duty, theft, or embezzlement against the Company, its subsidiaries, affiliates or customers; (ii) the executive’s willful refusal without proper legal cause to faithfully and diligently perform his or her duties; (iii) the breach of the confidentiality, non-competition, non-solicitation and intellectual property provisions in the executive’s employment agreement or the material breach of any other written agreement between the executive and one or more members of affiliated entities including the Company and its direct and indirect subsidiaries; (iv) the executive’s conviction of, or plea of guilty or *nobo contendere* to, a felony (or state law equivalent) or any crime involving moral turpitude; (v) willful misconduct or gross negligence by the executive in the performance of duties to the Company that has or could reasonably be expected to have a material adverse effect on the Company; or (vi) the executive’s material breach and violation of the Company’s written policies pertaining to sexual harassment, discrimination or insider trading; provided, however, that for Mr. Mahajan, “cause” also means his failure to establish a residence in the Dallas-Ft. Worth metropolitan area prior to August 15, 2019.

#### Stock Options

Pursuant to the terms of the Plan, the Amended and Management Stock Ownership Program and the award agreements underlying the awards held by our NEOs, upon a “change in control,” all unvested options will become exercisable as of the date of the change in control unless a replacement award is granted by the resulting entity.

Under the Plan, “change in control” generally means the occurrence of any of the following events: (i) acquisition of beneficial ownership of more than 50% of the combined voting power of securities entitled to vote in the election of members of the Board, (ii) individuals who serve as members of the Board as of the effective date of the Plan (or members of the Board whose election or nomination to the Board was approved by a vote of the current directors of the Board) ceasing to constitute the majority of the Board, (iii) consummation of a reorganization, merger or consolidation or sale of all or substantially all of the assets of the Company unless (A) the Company’s pre-transaction stockholders hold at least 50% of the voting power of the resulting entity, (B) no person owns more than 50% of the common stock of the resulting entity and (C) at least a majority of the board of directors of the resulting entity is composed of members of the Company’s pre-transaction Board, or (iv) approval by the Company’s stockholders of a complete liquidation or dissolution of the Company.

The foregoing description is not intended to be a comprehensive summary of the employment agreements and is qualified in its entirety by reference to such agreements, which are on file with, or will subsequently be filed with, the SEC. The following table sets forth the payments and benefits that would be received by each NEO in the event a termination of employment or a change in control of the Company had occurred on December 31, 2018, over and above any payments or benefits he

otherwise would already have been entitled to or vested in on such date under any employment contract or other plan of the Company.

Name	Termination of Employment by the Company Without Cause or by Executive for Good Reason (\$)	Termination of Employment by Death or Disability (\$)	Termination of Employment by the Company Without Cause or by Executive for Good Reason following Change in Control (\$)	Termination of Employment by the Company for Cause or by Executive Without Good Reason (\$)	Change in Control (\$)
<b>Don Daseke</b>					
<i>Cash Payments</i> . . . . .	1,050,000(1)	150,000(2)	1,050,000(1)	—	—
<i>Accelerated Equity</i> (3) . . . . .	—	—	—	—	—
<i>Reimbursement of COBRA</i>					
<i>Premiums</i> (4) . . . . .	4,695	4,695	4,695	—	—
<b>Total</b> . . . . .	1,054,695	154,695	1,054,695	—	—
<b>Bharat Mahajan</b>					
<i>Cash Payments</i> . . . . .	875,000(1)	225,000(2)	875,000(1)	—	—
<i>Accelerated Equity</i> (3) . . . . .	—	—	—	—	—
<i>Reimbursement of COBRA</i>					
<i>Premiums</i> (4) . . . . .	6,107	6,107	6,107	—	—
<b>Total</b> . . . . .	881,107	231,107	881,107	—	—
<b>R. Scott Wheeler</b>					
<i>Cash Payments</i> . . . . .	1,200,000(1)	350,000(2)	1,200,000(1)	—	—
<i>Accelerated Equity</i> (3) . . . . .	—	—	—	—	—
<i>Reimbursement of COBRA</i>					
<i>Premiums</i> (4) . . . . .	8,618	8,618	8,618	—	—
<b>Total</b> . . . . .	1,208,618	358,618	1,208,618	—	—
<b>Angie Moss</b>					
<i>Cash Payments</i> . . . . .	375,000(1)	75,000(2)	375,000(1)	—	—
<i>Accelerated Equity</i> (3) . . . . .	—	—	—	—	—
<i>Reimbursement of COBRA</i>					
<i>Premiums</i> (4) . . . . .	3,331	3,331	3,331	—	—
<b>Total</b> . . . . .	378,331	78,331	378,331	—	—

- (1) Represents the sum of 1.5 times for Messrs. Daseke and Wheeler, and 1.0 times for Ms. Moss, the sum of such individual’s base salary and 2018 target annual bonus. For Mr. Mahajan, represents the sum of 2.0 times his base salary and 1.0 times his supplemental severance payment, which is calculated at the maximum possible amount for purposes of this table.
- (2) Represents the applicable executive’s 2018 target annual bonus.
- (3) The closing price of a share of the Company’s common stock on December 31, 2018 was \$3.68, which is less than the exercise price of options that would become exercisable upon termination of employment or a change in control. As such, no value is included here for the acceleration of the options.
- (4) Represents the sum of the COBRA reimbursement amounts for a period of 18 months for Messrs. Daseke and Wheeler and 12 months for Mr. Mahajan and Ms. Moss, which is the longest period of time that each executive would be entitled to the COBRA reimbursement pursuant to the terms of the applicable employment agreement. The COBRA reimbursement amount is based on 2019 premiums, which are assumed for purposes of this table to remain the same for the full COBRA reimbursement period.



## DIRECTOR COMPENSATION

### Annual Cash Compensation

Our directors who also serve as employees of the Company do not receive additional compensation for their services as directors. Directors who are not also employees receive an annual retainer in the amount of \$75,000 and, as applicable, an annual fee for serving as the chair of the audit committee in the amount of \$15,000, as the chair of the compensation committee in the amount of \$10,000 and as the chair of the corporate governance and nominating committee in the amount of \$10,000. The annual retainer and committee fees are paid quarterly.

For 2019, the annual cash compensation package for non-employee directors will not change.

### Equity Compensation

In addition to annual cash compensation described above, in 2018 our non-employee directors received an annual grant of 5,252 restricted stock units worth \$50,000, which generally vest on July 1, 2019, the first anniversary of the date of grant.

The following table presents information regarding compensation earned by the non-employee directors for their board service during the year ended December 31, 2018.

Name	Fees earned or paid in cash (\$)(1)	Stock awards\$(2)	Option awards (\$)(3)	Nonequity incentive plan compensation	Nonqualified deferred compensation earnings	All other compensation	Total (\$)
Daniel J. Hennessy . . . . .	85,000	52,152	—	—	—	—	137,152
Brian Bonner . . . . .	75,000	52,152	—	—	—	—	127,152
Kevin M. Charlton . . . . .	85,000	52,152	—	—	—	—	137,152
Ronald Gafford . . . . .	75,000	52,152	—	—	—	—	127,152
Jonathan Shepko . . . . .	75,000	52,152	—	—	—	—	127,152
Mark Sinclair . . . . .	90,000	52,152	—	—	—	—	142,152

(1) Represents (i) annual directors' fees of \$75,000 for all non-employee directors; (ii) for Mr. Hennessy, an annual fee of \$10,000 for chairing the Corporate Governance and Nominating Committee; (iii) for Mr. Charlton, an annual fee of \$10,000 for chairing the Compensation Committee; and (iv) for Mr. Sinclair, an annual fee of \$15,000 for chairing the Audit Committee.

(2) Represents the aggregate grant date fair value, computed in accordance with FASB ASC Topic 718, of restricted stock units granted to non-employee directors during fiscal year 2018. For additional information regarding the assumptions underlying this calculation, please see Note 14 to our consolidated financial statements for the fiscal year ended December 31, 2018, included in our Annual Report on Form 10-K. As of December 31, 2018, each non-employee director held 5,252 outstanding restricted stock units, which generally vest on July 1, 2019, the first anniversary of the date of grant.

(3) As of December 31, 2018, with the exception of Mr. Sinclair, each non-employee director held 25,000 outstanding options, 5,000 of which became exercisable on February 27, 2018, with the remainder becoming exercisable in equal installments on each of February 27, 2019, 2020, 2021 and 2022. As of December 31, 2018, Mr. Sinclair, held 20,000 outstanding options exercisable in equal installments on each of February 27, 2019, 2020, 2021 and 2022.

In addition, our non-employee directors are reimbursed for all out-of-pocket expenses incurred in connection with attending Board or committee meetings. Each director is indemnified for his or her actions associated with being a director to the fullest extent permitted under Delaware law.

## Process for Determining Non-Employee Director Compensation

The compensation committee conducts an annual review of director compensation and benefits, including cash, equity-based awards and other compensation. In determining non-employee director compensation, the Board will consider whether a director's independence may be jeopardized if: (i) director compensation and perquisites exceed market levels for similarly-situated companies, (ii) the Company makes substantial charitable contributions to organizations with which a director is affiliated, (iii) the Company enters into consulting contracts with (or provides other indirect forms of compensation to) a director or an organization with which the director is affiliated, and/or (iv) the director has some other business relationship with the Company or its executives that might compromise their independence.

In determining non-employee director compensation, the compensation committee seeks advice from the independent compensation consultants who are retained by the Board to, among other functions, analyze compensation and develop initial recommendations as to the amount and form of compensation to be paid to the Company's non-employee directors, including pay mix. After the Board's review of this information with the compensation consultant, the compensation committee recommended that the Board approve the 2018 compensation package, and the Board approved the compensation package for 2018.

### Equity Compensation Plan Information

Plan category	Number of securities to be issued upon exercise of outstanding options, warrants and rights (a)	Weighted-average exercise price of outstanding options, warrants and rights (b)	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a)) (c)
<i>Equity compensation plans approved by security holders(1)</i> . . . . .	19,934,002	\$11.22	1,153,640
<i>Equity compensation plans not approved by security holders</i> . . . . .	N/A	N/A	N/A
<i>Total</i> . . . . .	19,934,002	\$11.22	1,153,640

(1) On February 27, 2017, the Company and Hennessy's common stockholders approved the 2017 Omnibus Incentive Plan, whereby the Company may grant awards of stock options, stock appreciation rights, restricted stock, restricted stock units, other stock-based awards and performance awards. Under the Plan, the Company is authorized to issue up to 4.5 million shares of common stock.

(2) The weighted average exercise price does not take into account shares issuable upon vesting of outstanding restricted stock units.



## SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

The following table sets forth information regarding the beneficial ownership of our common stock as of June 24, 2019 based on information filed with the SEC or obtained from the persons named below, with respect to the beneficial ownership of shares of our common stock, by:

- each person known by us to be the beneficial owner of more than 5% of our outstanding shares of common stock;
- each of our executive officers and directors (including our nominees) that beneficially owns shares of our common stock; and
- all our executive officers and directors as a group.

Unless otherwise indicated, we believe that all persons named in the table have sole voting and investment power with respect to all shares of common stock beneficially owned by them.

Name and Address of Beneficial Owner(1)	Number of Shares Beneficially Owned	Approximate Percentage of Outstanding Common Stock
Don R. Daseke(2)	18,001,769	27.88%
Daniel J. Hennessy	646,250	1.00%
Mark Sinclair	20,252	0.03%
Brian Bonner	61,625	0.10%
Ron Gafford	83,750	0.13%
Chuck F. Serianni	0	0.00%
Jonathan Shepko	15,526	0.02%
Kevin M. Charlton	144,076	0.22%
Kimberly Warmbier	0	0.00%
R. Scott Wheeler	166,825	0.26%
Ena Williams	0	0%
Bharat Mahajan	16,033	0.02%
Christopher Easter	0	0.00%
Angie Moss	32,366	0.05%
All directors and executive officers as a group (14 individuals)	19,188,472	29.71%
Zazove Associates, LLC(3)	4,526,650	7.01%
Osterweis Capital Management, Inc.(4)	4,347,850	6.73%
BlackRock, Inc.(5)	3,213,698	4.98%
Lyons Capital, LLC(6)	3,250,000	5.03%

- (1) Unless otherwise noted, the business address of each of the following entities or individuals is 15455 Dallas Parkway, Suite 550, Addison, Texas 75001.
- (2) The shares reported in the above table also include shares held of record by Barbara Daseke, his spouse, by The Walden Group, Inc., an entity of which Mr. Daseke is the President and majority stockholder and by Walden Management Co. Pension, an entity of which Mr. Daseke is the sole trustee. Mr. Daseke disclaims beneficial ownership of the shares held of record by Ms. Daseke, The Walden Group, Inc., and Walden Management Co. Pension except to the extent of his pecuniary interest therein. The Walden Group owns 16,337,314 common shares in Daseke, Inc. Walden Management Co. Pension owns 76,000 common shares in Daseke, Inc.

- (3) Comprised of approximately 4,526,650 shares of Common Stock, which includes shares from the deemed exercise of 4,428,325 warrants. Information is based on a Schedule 13G/A filed with the SEC on February 25, 2019 by (i) Zazove Associates, LLC, (ii) Zazove Associates, Inc., and (iii) Gene T. Pretti. Business Address: 1001 Tahoe Blvd., Incline Village, NV 89451.
- (4) Comprised of approximately 4,347,850 shares of Common Stock issuable upon conversion of 500,000 shares of Series A Convertible Preferred Stock, convertible at the rate of 8.6957 shares of Common Stock per 1 share of Series A Convertible Preferred Stock. Information is based on a Schedule 13G/A filed with the SEC on February 14, 2019 by (i) Osterweis Capital Management, Inc., (ii) Osterweis Capital Management, LLC, (iii) John S. Osterweis, and (iv) Carl P. Kaufman. Business Address: One Maritime Plaza, Suite 800, San Francisco, CA 94111.
- (5) Comprised of approximately 3,213,698 shares of Common Stock. Information is based on a Schedule 13G/A filed with the SEC on February 11, 2019 by BlackRock, Inc. Business Address: 55 East 52nd Street New York, NY 10055.
- (6) Comprised of approximately 3,250,000 shares of Common Stock. Information is based on a Schedule 13G/A filed with the SEC on February 27, 2019 by (i) Lyons Capital, LLC, (ii) The Lyons Community Property Trust, dated June 15, 1979, and (iii) Phillip N. Lyons. Business Address of Lyons Capital, LLC and The Lyons Community Property Trust: 5000 Birch Street, Suite 5500, Newport Beach, CA 92660. Business Address of Phillip N. Lyons 36 Harbor Island, Newport Beach, CA 92660.

## CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS

In May 2015, Hennessy Capital Partners II LLC (“Hennessy LLC”) purchased 5,031,250 founder shares for an aggregate purchase price of \$25,000, or approximately \$0.005 per share. The number of founder shares issued was determined based on the expectation that such founder shares would represent 20.0% of the outstanding shares upon completion of the initial public offering of Hennessy Capital. In May 2015, Hennessy LLC transferred 50,000 founder shares to each of Messrs. Bell, Sullivan, Burns and Shea, the former independent directors, 35,000 to Mr. Petruska, the former Executive Vice President, Chief Financial Officer and Secretary, 200,000 to Mr. Charlton, the former President and Chief Operating Officer, and a current director of the Company, and 5,000 to Charles B. Lowrey II, an advisor to the Company. The 5,031,250 shares held by the Company’s initial stockholders prior to the exercise of the over-allotment option included 656,250 shares subject to forfeiture to the extent that the underwriters’ over-allotment option was not exercised in full. Since the underwriters did not exercise the over-allotment option in full, Hennessy LLC forfeited 41,273 of its founder shares, which were canceled by the Company.

Hennessy LLC purchased 15,080,756 private placement warrants for a purchase price of \$0.50 per warrant, or \$7,540,378 in the aggregate, in private placement transactions that occurred simultaneously with the closing of the initial public offering and the closing of the over-allotment option for the initial public offering. Each private placement warrant entitles the holder to purchase one-half of one share of the common stock at \$5.75 per share. Warrants may be exercised only for a whole number of shares of common stock. The private placement warrants (including the common stock issuable upon exercise of the private placement warrants) could not, subject to certain limited exceptions, be transferred, assigned or sold by it until 30 days after the completion of the merger transaction.

In connection with the merger transaction, Hennessy Capital entered into a registration rights agreement with respect to the founder shares and private placement warrants. The holders of these securities are entitled to make up to three demands, excluding short form registration demands, that the Company register such securities for sale under the Securities Act. In addition, these holders have



“piggy-back” registration rights to include such securities in other registration statements filed by us and rights to require us to register for resale such securities pursuant to Rule 415 under the Securities Act. The Company bears the costs and expenses of filing any such registration statements.

Upon consummation of the merger transaction, the following persons received the following number of shares of the Company’s common stock:

<u>Name</u>	<u>Number of Shares</u>
Don R. Daseke . . . . .	1,308,795
Barbara Daseke . . . . .	28,841
The Walden Group, Inc.(1) . . . . .	13,757,629
Brian J. Bonner . . . . .	43,261
Gafford Investments, Ltd. . . . .	57,682
Daseke Trucking Preferred, LP . . . . .	865,224
Lenox Hill Capital, LLC . . . . .	34,609
R. Scott Wheeler . . . . .	136,273
Angie J. Moss . . . . .	27,255

(1) The Walden Group, Inc., an entity of which Mr. Daseke is the President and majority stockholder. Mr. Daseke disclaims beneficial ownership of the shares held of record by Ms. Daseke and The Walden Group, Inc. except to the extent of his pecuniary interest therein.

On February 27, 2017, the Company entered into an amended and restated registration rights agreement with certain stockholders, including Don R. Daseke, The Walden Group, Inc., Brian J. Bonner, Gafford Investments, Ltd., Daseke Trucking Preferred, LP, Lenox Hill Capital, LLC, and R. Scott Wheeler.

On February 14, 2018, the Company and a certain stockholder, Kevin Charlton, entered into an underwriting agreement with Cowen and Company, LLC and Stifel, Nicolaus & Company, Incorporated as representatives of the several underwriters named therein, in connection with an underwritten public offering of the Company’s common stock. The selling stockholder received approximately \$0.8 million of net proceeds from this offering, before expenses. We received approximately \$84.6 million of net proceeds from this offering, before expenses.

The Company has entered into indemnification agreements with each of its directors and executive officers.

Our audit committee must review and approve any related person transaction we propose to enter into in which the amount involved exceeds \$120,000. The audit committee charter details the policies and procedures relating to transactions that may present actual, potential or perceived conflicts of interest and may raise questions as to whether such transactions are consistent with the best interest of the Company and its stockholders. A summary of such policies and procedures is set forth below.

Any potential related party transaction that is brought to the audit committee’s attention will be analyzed by the audit committee, in consultation with outside counsel or members of management, as appropriate, to determine whether the transaction or relationship does, in fact, constitute a related party transaction. At its meetings, the audit committee will be provided with the details of each new, existing or proposed related party transaction, including the terms of the transaction, the business purpose of the transaction and the benefits to us and to the relevant related party.

In determining whether to approve a related party transaction, the audit committee must consider, among other factors, the following factors to the extent relevant:

- whether the terms of the transaction are fair to us and on the same basis as would apply if the transaction did not involve a related party;
- whether there are business reasons for us to enter into the transaction;
- whether the transaction would impair the independence of an outside director;
- whether the transaction would present an improper conflict of interest for any director or executive officer taking into account the size of the transaction, the overall financial position of the director, executive officer or related party, the direct or indirect nature of the director’s, executive officer’s or related party’s interest in the transaction and the ongoing nature of any proposed relationship, and any other factors the Audit Committee deems relevant; and
- any pre-existing contractual obligations.

Any member of the audit committee who has an interest in the transaction under discussion must abstain from voting on the approval of the transaction, but may, if so requested by the chairman of the audit committee, participate in some or all of the audit committee’s discussions of the transaction. Upon completion of its review of the transaction, the audit committee may determine to permit or to prohibit the transaction.



**PROPOSALS TO BE CONSIDERED BY STOCKHOLDERS**

**PROPOSAL ONE—ELECTION OF THREE CLASS I DIRECTORS**

Our second amended and restated certificate of incorporation provides for a Board of Directors classified into three classes as nearly equal in number as possible, whose terms of office expire in successive years. Our Board of Directors now consists of eleven directors as set forth above in the section entitled “Board of Directors and Corporate Governance”.

Messrs. Daseke, Hennessy and Sinclair are nominated for election at this Annual Meeting of stockholders, as directors in Class I, to hold office until the annual meeting of stockholders in 2022, or until their successors are chosen and qualified.

Unless you indicate otherwise, shares represented by executed proxies in the form enclosed will be voted for the election as directors of each nominee unless any such nominee shall be unavailable, in which case such shares will be voted for a substitute nominee designated by the Board of Directors. We have no reason to believe that any of the nominees will be unavailable or, if elected, will decline to serve.

**Nominee Biographies**

For biographies of each nominee to serve as a Class I directors, please see the section entitled “Board of Directors and Corporate Governance”.

**Required Vote**

The three nominees receiving the highest number of affirmative votes shall be elected as directors. You may withhold votes from any or all nominees.

**Recommendation**

**Our Board of Directors recommends a vote “FOR” the election to the Board of Directors of each of the abovementioned nominees.**

**PROPOSAL TWO—RATIFICATION OF APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

We are asking the stockholders to ratify the Audit Committee’s selection of Grant Thornton as our independent registered public accounting firm for the fiscal year ending December 31, 2019. The Audit Committee is directly responsible for appointing the Company’s independent registered public accounting firm. The Audit Committee is not bound by the outcome of this vote. However, if the stockholders do not ratify the selection of Grant Thornton as our independent registered public accounting firm for the fiscal year ending December 31, 2019, our Audit Committee intends to reconsider the selection of Grant Thornton as our independent registered public accounting firm going forward. A representative of Grant Thornton is expected to be present at the Annual Meeting. The representative will have an opportunity to make a statement if he/she desires to do so and will be available to answer appropriate questions from stockholders.

**Principal Accounting Fees and Services**

The following is a summary of fees paid to Grant Thornton LLP (“Grant Thornton”) for audit, audit related and tax fees for the years ended December 31, 2017 and December 31, 2018.

*Audit Fees.* Audit fees consist of fees billed for professional services rendered for the audit of our year-end financial statements and services provided in connection with regulatory filings and includes interim procedures, quarterly reviews and audit fees, as well as attendance at audit committee meetings.

*Audit-Related Fees.* Audit-related services consist of fees billed for assurance and related services that are reasonably related to performance of the audit or review of our financial statements and are not reported under “Audit Fees.” These services include attest services that are not required by statute or regulation and consultations concerning financial accounting and reporting standards.

*Tax Fees.* Tax fees consist of fees billed for tax return preparation and tax planning and advice.

	<u>2017 Fees</u>	<u>2018 Fees</u>
Audit Services . . . . .	\$ 906,264	\$2,322,778
Audit-Related Services(1) . . . . .	427,331	42,100
Tax Services . . . . .	495,444	767,374
All Other Services . . . . .	—	—
Total . . . . .	<u>\$1,829,039</u>	<u>\$3,132,252</u>

(1) Audit-related services are comprised of registration statements, proxy statements, S-X 3-05 interim reviews and accounting consultation in 2017 and audit of a benefit plan in 2017 and 2018.

The audit committee determined that the services provided by Grant Thornton were compatible with Grant Thornton’s independence as the independent registered public accounting firm during 2017 and 2018.

**Pre-Approval Policy**

Since the formation of our audit committee, and on a going-forward basis, the audit committee has and will pre-approve all auditing services and permitted non-audit services to be performed for us by our auditors, including the fees and terms thereof (subject to the de minimis exceptions for non-audit services described in the Exchange Act which are approved by the audit committee prior to the completion of the audit).

**Vote Required**

The ratification of the appointment of Grant Thornton requires the vote of a majority of the shares present in person or by proxy and entitled to vote on the matter at the Annual Meeting. Cast abstentions will have the effect of a vote “against” the proposal, assuming that a quorum is present.

**Recommendation**

**Our Board of Directors recommends a vote “FOR” the ratification of the selection by the Audit Committee of Grant Thornton as our independent registered public accounting firm.**

**PROPOSAL THREE—ADVISORY VOTE TO APPROVE EXECUTIVE COMPENSATION**

We are asking stockholders to approve, on an advisory basis, the compensation of our Named Executive Officers as disclosed in “Compensation Discussion and Analysis” and the related executive compensation tables. The Board recognizes that executive compensation is an important matter for stockholders. We believe that our executive compensation program is effective and strongly aligned with the long-term interests of our stockholders, and that the total compensation packages provided to the Named Executive Officers are reasonable in the aggregate. As you consider this proposal, we urge you to read “Compensation Discussion and Analysis” and the related executive compensation tables and disclosures, including those regarding the responsibilities and duties of the compensation committee. Unless the Board modifies its policy on the frequency of holding “say-on-pay” advisory votes, the next “say-on-pay” advisory vote will occur in 2020.



### **Vote Required**

Approval of “say-on-pay” requires the affirmative vote of the majority of the shares present in person or by proxy and entitled to vote on the matter at the Annual Meeting. Cast abstentions will have the effect of a vote “against” the proposal, assuming that a quorum is present. Broker non-votes will have no legal effect on the proposal. Although this advisory vote to approve our executive compensation is non-binding, the compensation committee will carefully assess the voting results.

### **Recommendation**

**Our Board of Directors recommends a vote “FOR” the approval, on an advisory basis, of the Company’s executive compensation.**

### **PROPOSAL FOUR—ADVISORY VOTE TO APPROVE THE FREQUENCY OF AN ADVISORY VOTE EXECUTIVE COMPENSATION**

The Exchange Act enables our stockholders to indicate how frequently we should seek an advisory vote on the approval of the compensation of the Named Executive Officers, as disclosed pursuant to the SEC’s compensation disclosure rules, such as Proposal Three included in this proxy statement. By voting on this Proposal Four stockholders may indicate whether the advisory vote should occur every year, every two years or every three years. Stockholders may also abstain. After careful consideration of this Proposal Four, the Board has determined that an advisory vote on executive compensation that occurs each year is the most appropriate alternative for the Company, and therefore the Board recommends that you support a frequency period of every year for the advisory vote on executive compensation. The vote with regard to Proposal Four, will determine the schedule on which future “say-on pay” proposals like Proposal Three are presented to stockholders.

### **Vote Required**

The frequency receiving the affirmative vote of the majority of the shares present in person or by proxy and entitled to vote on the matter at the Annual Meeting will be deemed to be the recommendation of the stockholders. If no frequency receives such majority support, the frequency that receives the most votes will be deemed to be the recommendation of the stockholders. Broker non-votes will have no legal effect on the proposal. Although this advisory vote to approve the frequency of “say-on-pay” is non-binding, the compensation committee will carefully assess the voting results.

### **Recommendation**

**Our Board of Directors recommends for a frequency of “one year” for the advisory votes to approve the Company’s executive compensation.**

### **OTHER MATTERS**

#### **Submission of Stockholder Proposals for the 2020 Annual Meeting**

For any proposal to be considered for inclusion in our proxy statement and form of proxy for submission to the stockholders at our 2020 Annual Meeting of Stockholders, it must be submitted in writing and comply with the requirements of Rule 14a-8 of the Exchange Act. Generally, such proposals are due 120 days before the anniversary of the date we release our proxy materials for the prior year, however, if the date of the annual meeting has been changed by more than 30 days from the date of the previous year’s meeting, then the deadline is a reasonable time before we begin to print and send our proxy materials. We currently expect to hold our 2020 Annual Meeting of Stockholders within 30 days of May 20, 2020. Therefore, we have determined that Rule 14a-8 stockholder proposals

must be received by the Company at its offices at 15455 Dallas Parkway, Suite 550, Addison, Texas 75001, no later than the close of business on December 12, 2019 unless otherwise announced by the Company prior to the 2020 Annual Meeting.

In addition, our bylaws provide notice procedures for stockholders to nominate a person as a director and to propose business to be considered by stockholders at a meeting. Notice of a nomination or proposal must be delivered to us not less than 90 days and not more than 120 days prior to the date for the preceding year’s annual meeting of stockholders. In the event that the annual meeting is called for a date that is not within 45 days before or after such anniversary date, notice by the stockholder to be timely must be so received no earlier than the opening of business on the 120<sup>th</sup> day before the meeting and not later than the later of (x) the close of business on the 90<sup>th</sup> day before the meeting or (y) the close of business on the 10<sup>th</sup> day following the day on which public announcement of the date of the annual meeting is first made by us. Currently, we expect to hold our 2020 Annual Meeting of Stockholders within 30 days of May 20, 2020. Accordingly, for our 2020 Annual Meeting, assuming that we do not issue a public announcement changing the date of the meeting, notice of a nomination or proposal must be delivered to us no later than the close of business on February 20, 2020 and no earlier than the close of business on January 21, 2020. Nominations and proposals also must satisfy other requirements set forth in the bylaws. The Chairman of the Board may refuse to acknowledge the introduction of any stockholder proposal not made in compliance with the foregoing procedures or the procedures set forth in the bylaws.

### **Householding Information**

Unless we have received contrary instructions, we may send a single copy of this proxy statement to any household at which two or more stockholders reside if we believe the stockholders are members of the same family. This process, known as “householding,” reduces the volume of duplicate information received at any one household and helps to reduce our expenses. However, if stockholders prefer to receive multiple sets of our disclosure documents at the same address this year or in future years, the stockholders should follow the instructions described below. Similarly, if an address is shared with another stockholder and together both of the stockholders would like to receive only a single set of our disclosure documents, the stockholders should follow these instructions:

- If the shares are registered in the name of the stockholder, the stockholder should contact us at our offices at 15455 Dallas Parkway, Suite 550, Addison, Texas 75001, to inform us of his or her request; or
- If a broker, bank, broker-dealer, custodian or other similar organization holds the shares, the stockholder should contact that representative directly.

### **Where You Can Find More Information**

We file annual and quarterly reports and other reports and information with the Securities and Exchange Commission. These reports and other information can be inspected and copied at, and copies of these materials can be obtained at prescribed rates from, the Public Reference Section of the Securities and Exchange Commission, 100 F Street, NE, Washington, D.C. 20549. We distribute to our stockholders annual reports containing financial statements audited by our independent registered public accounting firm and, upon request, quarterly reports for the first three quarters of each fiscal year containing unaudited financial information. In addition, the reports and other information are filed through Electronic Data Gathering, Analysis and Retrieval (known as “EDGAR”) system and are publicly available on the Securities and Exchange Commission’s website, located at <http://www.sec.gov>. *We will provide without charge to you, upon written or oral request, a copy of our annual report and the reports and other information filed with the Securities and Exchange Commission.* In addition, we provide

information regarding our corporate governance and financial and stock information on our corporate website at <https://www.daseke.com/>.

Any requests for copies of information, reports or other filings with the Securities and Exchange Commission should be directed to:

Soumit Roy, General Counsel  
Daseke, Inc.  
15455 Dallas Parkway, Suite 550  
Addison, Texas 75001

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

**Form 10-K**

(Mark One)  
 **Annual Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 for the fiscal year ended December 31, 2018.**  
 **Transition Report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 for the transition period from \_\_\_\_\_ to \_\_\_\_\_.**

Commission File Number: 001-37509

**DASEKE, INC.**

*(Exact name of registrant as specified in its charter)*

**Delaware**  
*(State or other jurisdiction of incorporation or organization)*

**47-3913221**  
*(I.R.S. Employer Identification No.)*

**15455 Dallas Parkway, Suite 550**  
**Addison, Texas**  
*(Address of principal executive offices)*

**75001**  
*(Zip Code)*

**Registrant's telephone number, including area code**  
**(972) 248-0412**

**Securities registered pursuant to Section 12(b) of the Act:**

<u>Title of each class</u>	<u>Name of each exchange on which registered</u>
Common stock, \$0.01 par value	The NASDAQ Capital Market

**Securities registered pursuant to Section 12(g) of the Act: None**

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes  No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Exchange Act. Yes  No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes  No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (§232.405 of this chapter) is not contained herein, and will not be contained, to the best of the registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer  Accelerated filer  Non-accelerated filer  Smaller reporting company  Emerging growth company   
(Do not check if a smaller reporting company)

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).  
Yes  No

The aggregate market value of voting and non-voting common stock held by non-affiliates of the registrant, computed by reference to the last sales price as reported on the NASDAQ Capital Market as of June 30, 2018, the last business day of the registrant's most recently completed second fiscal quarter, was \$431,568,246.

64,469,672 shares of common stock were outstanding as of March 6, 2019.

**DOCUMENTS INCORPORATED BY REFERENCE**

The registrant intends to file an amendment on Form 10-K/A not later than 120 days after the close of the fiscal year ended December 31, 2018. Portions of such amendment will be incorporated by reference into Part III, Items 10-14 of this Annual Report on Form 10-K.



**DASEKE, INC.**  
**2018 ANNUAL REPORT ON FORM 10-K**  
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**CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS**

This Annual Report on Form 10-K (this Form 10-K) may contain forward-looking statements (within the meaning of the Private Securities Litigation Reform Act of 1995) with respect to the financial condition, results of operations, plans, objectives, future performance and business of Daseke, Inc. (Daseke or the Company). Statements preceded by, followed by or that include words such as “may,” “will,” “expect,” “anticipate,” “continue,” “estimate,” “project,” “believe,” “plan,” “should,” “could,” “would,” “goals” or similar expressions are intended to identify some of the forward-looking statements. All statements, other than statements of historical fact, are forward-looking statements. Forward-looking statements may include statements about the Company’s goals; the Company’s business strategy; the Company’s financial strategy, liquidity and capital required for its business strategy and plans; the Company’s competition and government regulations; general economic conditions; and the Company’s future operating results.

Forward-looking statements are based on the Company’s management’s current expectations and assumptions about future events and are based on currently available information as to the outcome and timing of future events. As such, forward-looking statements involve risks and uncertainties, most of which are difficult to predict and many of which are beyond the Company’s control. These risks include, but are not limited to, general economic and business risks, driver shortages and increases in driver compensation or owner-operator contracted rates, loss of senior management or key operating personnel, the Company’s ability to recognize the anticipated benefits of recent acquisitions, the Company’s ability to identify and execute future acquisitions successfully, seasonality and the impact of weather and other catastrophic events, fluctuations in the price or availability of diesel fuel, increased prices for, or decreases in the availability of, new revenue equipment and decreases in the value of used revenue equipment, the Company’s ability to generate sufficient cash to service all of its indebtedness, restrictions in the Company’s existing and future debt agreements, increases in interest rates, changes in existing laws or regulations, including environmental and worker health and safety laws and regulations and those relating to tax rates or taxes in general, the impact of governmental regulations and other governmental actions related to the Company and its operations, litigation and governmental proceedings, and insurance and claims expenses. Other factors described herein, or factors that are unknown or unpredictable, could also have a material adverse effect on future results. See “Item 1A. Risk Factors,” “Item 7. Management’s Discussion and Analysis of Financial Condition and Results of Operations” and “Item 7A. Quantitative and Qualitative Disclosures About Market Risk” for a description of various factors that could cause actual results to differ materially from those contemplated by forward-looking statements.

Forward-looking statements speak only as of the date on which such statements are made. The Company undertakes no obligation to update any forward-looking statements for any reason, whether as a result of new information, future events or otherwise, except as required by federal securities law. Accordingly, readers are cautioned not to place undue reliance on the forward-looking statements.

**WHERE YOU CAN FIND MORE INFORMATION**

The Company files annual, quarterly and current reports, proxy statements and other information with the Securities and Exchange Commission (the SEC). The Company’s SEC filings are available to the public through the Internet at the SEC’s website at <http://www.sec.gov>.

The Company also makes available free of charge on its Internet website at <http://investor.daseke.com> all of the documents that the Company files with the SEC as soon as reasonably practicable after it electronically files those documents with the SEC. Information contained on the Company’s website is not incorporated by reference into and does not otherwise form a part of this Form 10-K.

## **PART I**

### ***Item 1. Business***

#### Overview

Daseke, Inc. is a leading provider of transportation and logistics solutions focused exclusively on flatbed and specialized freight. The Company is the largest flatbed and specialized logistics carrier,<sup>1</sup> and is among the top 10 truckload carriers,<sup>2</sup> in North America. From 2009 to 2018, the Company has grown revenue from \$30 million to \$1,613 million at a compound annual growth rate (CAGR) of 56%. The Company's predecessor was incorporated in Delaware in 2008.

Daseke believes that it provides one of the most comprehensive transportation and logistics solutions offerings in the open-deck industry. The Company delivers a diverse offering of transportation and logistics solutions to approximately 5,900 customers across the continental United States, Canada and Mexico. In 2018, Daseke's company and owner-operator drivers drove approximately 463 million miles.

The Company has two reportable segments: Flatbed Solutions and Specialized Solutions. The Flatbed Solutions segment focuses on delivering transportation and logistics solutions that principally require the use of flatbed and retractable-sided transportation equipment, and the Specialized Solutions segment focuses on delivering transportation and logistics solutions that principally include super heavy haul, high-value customized, over-dimensional, commercial glass and high-security cargo solutions. The Flatbed Solutions segment generated approximately 41% of total revenue in 2018, and the Specialized Solutions segment generated approximately 59% of total revenue in 2018. As of December 31, 2018, the Flatbed Solutions segment operated 2,963 tractors and 5,141 trailers, and the Specialized Solutions segment operated 3,181 tractors and 8,683 trailers.

Both of the Company's reportable segments operate highly flexible business models comprised of company-owned tractors and asset-light operations (which consist of owner-operator transportation, freight brokerage and logistics). The Company's asset-based operations have the benefit of providing shippers with certainty of delivery and continuity of operations. Alternatively, the Company's asset-light operations offer flexibility and scalability to meet customers' dynamic needs and have lower capital expenditure requirements and fixed costs. In 2018, approximately 49% of the Company's freight, logistics and brokerage revenue was derived from company-owned equipment and approximately 51% was derived from asset-light services.

#### Business Combination

On February 27, 2017, a wholly-owned subsidiary of Hennessy Capital Acquisition Corp. II, a special purpose acquisition company with no operations (Hennessy), merged with and into Daseke, Inc., with Daseke, Inc. surviving as a direct wholly-owned subsidiary of Hennessy (the Business Combination), in accordance with the Agreement and Plan of Merger, dated December 22, 2016 (the Merger Agreement), by and among Hennessy, HCAC Merger Sub, Inc., Daseke, Inc. and Don R. Daseke, solely in his capacity as the Stockholder Representative (as defined therein). Subsequent to the closing of the Business Combination, Daseke, Inc. changed its name to "Daseke Companies, Inc." and Hennessy Capital changed its name to "Daseke, Inc." Unless expressly stated otherwise, references to the Company or Daseke refers to Daseke, Inc. and its wholly-owned subsidiaries, Hennessy refers to the registrant prior to the closing of the Business Combination, and Private Daseke refers to Daseke, Inc. and its subsidiaries prior to the closing of the Business Combination. See Note 3 of Notes to Consolidated Financial Statements for more information regarding the Business Combination.

<sup>1</sup> CCJ Top 250, 2018 Rank (Flatbed/Specialized/Heavy Haul).

<sup>2</sup> Logistics Management Magazine 2017

#### Acquisitions

Daseke is a leading consolidator of the flatbed and specialized freight market in North America, having successfully acquired more than 20 companies since beginning operations in 2009. The Company maintains a pipeline of potential acquisition candidates and discussions with potential target companies as part of the Company's day-to-day operations.

In 2018, the Company's acquisitions included the following:

- On June 6, 2018, the Company acquired all of the outstanding common shares of Aveda Transportation and Energy Services Inc., a corporation existing under the laws of the Province of Alberta, Canada (Aveda), for total consideration of \$118.7 million, consisting of \$27.3 million in cash, 1,612,979 shares of Daseke common stock valued at \$15.4 million, the payoff of \$54.8 million of outstanding debt, and contingent consideration of \$21.2 million. Aveda transports equipment required for the exploration, development and production of petroleum resources in the United States and Canada, expanding the Specialized Segment.
- On August 1, 2018, the Company acquired all of the outstanding shares of Builders Transportation Co., LLC (Builders) based in Memphis, Tennessee for total consideration of \$36.3 million, consisting of \$30.0 million in cash, 399,530 shares of Daseke common stock valued at \$3.4 million and the assumption by the Company of \$2.9 million of long-term debt. Builders transports metals and building materials, expanding the Flatbed Segment.
- On July 1 and August 1, 2018, the Company closed two acquisitions to acquire 100% of the outstanding shares of the target entities for aggregate consideration of \$31.6 million, consisting of \$20.1 million in cash and 95,859 shares of Daseke common stock valued at \$0.9 million. Additionally, the Company assumed approximately \$10.6 million of debt and capital lease obligations. These two acquisitions expanded operations in the northwest United States and Canada, in the Flatbed and Specialized Segments.

#### Industry and Competition

The transportation and logistics market is one of the largest industries in the United States. The flatbed and specialized (open-deck) freight market currently represents approximately 10% of the more than 1.5 million population of trucks used in the broader transportation and logistics market. Open-deck freight is defined as loads secured atop trailer decks without sides or a roof and is generally both complex and time-sensitive, which separates it from traditional dry-van freight. The open-deck industry is focused on different customers with different freight requirements than traditional dry-van and requires highly trained drivers and specialized equipment with the ability to handle uniquely shaped and overweight cargo. Specialized loads often require specific expertise to address the additional administrative paperwork, proper licenses and hauling permits, extensive coordination with local officials and escort vehicles.

Open-deck routes are frequently more irregular than dry-van routes due to the nature of the freight. Open-deck lanes stretch across the country, with particular density around corridors of significant lumber, steel and machinery production, notably in the Southeast, Midwest, Texas and West Coast regions of the United States.

The open-deck industry is highly competitive and fragmented. The Company competes primarily with other flatbed carriers and to a lesser extent, logistics companies, as well as railroads. The Company competes with other motor carriers for the services of drivers, independent contractors and management employees and with logistics companies for the services of third-party capacity providers and management employees. The Company believes that the principal differentiating factors in its business, relative to competition, are scale, North American footprint of operations, service, efficiency, pricing, the availability and configuration of equipment that satisfies customers' needs, and its ability to provide comprehensive transportation solutions to customers.



## Customers

The Company's customers, many of whom are Fortune 500 companies, rely on it to transport mission-critical loads, making it an integral part of their supply chains. As of December 31, 2018, the Company has approximately 5,900 customers. The Company's ability to dependably transport high-value, complex and time-sensitive loads as well as provide the value-added logistics services required to plan, transport and deliver loads has resulted in longstanding and established customer relationships. In 2018 and 2017 customer relationships with our top ten customers, based on revenue, span more than 20 years on average at the Company's operating divisions.

The Company's customers represent a broad and attractive range of end markets. Examples of the freight the Company regularly transports include aircraft parts, manufacturing equipment, structural steel, pressure vessels, wind turbine blades, heavy machinery (construction, mining and agricultural), commercial glass, high security cargo, arms, ammunition and explosives (AA&E), lumber and building and construction materials. Because the Company's customers are generally in the industrial and manufacturing sector, as is typical for open-deck services providers, the Company is not subject to the same consumer-driven demand as dry-van trucking companies, whose freight typically includes consumer goods and whose volume can peak during the holiday season.

In 2018, the Company's Flatbed Solutions segment provided transportation and logistics solutions to approximately 3,000 customers, and the Company's Specialized Solutions segment provided unique, value-added transportation and logistics solutions to approximately 2,900 customers. See Note 17 of the Company's audited consolidated financial statements included elsewhere in this Form 10-K for information on its two reportable segments.

A material portion of the Company's revenue is generated from its major customers, the loss of one or more of which could have a material adverse effect on its business. In 2018 and 2017, the Company's top ten customers accounted for approximately 29% and 31%, respectively, of its revenue; however, in 2018 and 2017, no single customer represented more than 5% and 6%, respectively, of the Company's revenue. In 2018 and 2017, no customer of the Flatbed Solutions segment or the Specialized Solutions segment accounted for 10% or more of the Company's consolidated total revenue.

## Revenue Equipment

As of December 31, 2018, the Company operated 3,882 company-owned tractors. The Company also had under contract 2,262 tractors owned and operated by independent contractors as of December 31, 2018. The Company also operated 13,824 trailers as of December 31, 2018. Growth of its tractor and trailer fleet is determined by market conditions and its experience and expectations regarding equipment utilization and driver recruitment and retention. In acquiring revenue equipment (tractors, trailers and trailer accessories), the Company considers a number of factors, including economy, price, rate, economic environment, technology, warranty terms, manufacturer support, driver comfort and resale value. The Company maintains strong relationships with its equipment vendors and the financial flexibility to react as market conditions dictate. The Company's acquisitions have provided a significant increase in its tractor and trailer fleets.

## Employees and Independent Contractors

As of December 31, 2018, there were approximately 5,829 full-time employees in the Company's total employee headcount of 5,930, which includes approximately 3,669 drivers. The Company is not a party to any collective bargaining agreements.

The Company also contracts with owner-operator drivers to provide and operate tractors, which provide additional revenue equipment capacity. Independent contractors own or lease their own tractors and are responsible for all associated expenses, including financing costs, fuel, maintenance, insurance and highway use taxes. As of December 31, 2018, the Company had 2,262 independent contractors, who accounted for approximately 42% of total miles in 2018.

The Company's strategy for both company and owner-operator drivers is to (i) use safe and experienced drivers (the majority of driver positions hired require twelve months of over-the-road experience); (ii) promote retention with positive working conditions and a competitive compensation package in the case of company drivers and contracted rates in the

case of owner-operator drivers; and (iii) minimize safety problems through careful screening, mandatory drug testing, continuous training, electronic logging system and rewards for accident-free driving. The Company also seeks to minimize turnover of company drivers by providing highly attractive tractors and focusing on providing upgraded nationwide facilities. As a result, at least one of the Company's operating companies has been named to the Truckload Carriers Association's 20 Best Fleets to Drive For® in North America each year since 2010, and the Company has achieved driver retention rates that it believes are superior to the trucking industry average.

## Safety and Risk Management

The Company takes pride in its safety-focused culture and conducts mandatory intensive orientation for all of its drivers. The U.S. Department of Transportation (DOT) requires that the Company perform drug and alcohol testing that meets DOT regulations, and its safety program includes pre-employment, random and post-accident drug testing and all other testing required by the DOT. The Company also equips its company tractors with critical-event recorders to help continually train drivers and widely deploys truck-mounted cameras, so that the Company can prevent or reduce the severity of accidents and claims.

The primary safety-related risks associated with the Company's business include damage to cargo hauled, physical damage to company equipment, damage to buildings and personal property, third-party personal injury and property damage and workers' compensation. The Company regularly reviews insurance limits and retentions. The Company's historic and current retention, in the majority of instances, is \$0.5 million. In addition, the Company has secured excess liability coverage of up to \$100.0 million per occurrence.

To the extent under dispatch and in furtherance of the Company's business, its owner-operators are covered by the Company's liability coverage. However, each such owner-operator is responsible for physical damage to his or her own equipment, occupational accident coverage, liability exposure while the truck is used for non-company purposes, and, in the case of fleet operators, any applicable workers' compensation requirements for their employees.

## Fuel

The Company actively manages its fuel purchasing network in an effort to maintain adequate fuel supplies and reduce its fuel costs. The Company purchases its fuel through a network of retail truck stops with which it has negotiated volume purchasing discounts. The Company seeks to reduce its fuel costs by routing its drivers to truck stops with which the Company has negotiated volume purchase discounts when fuel prices at such stops are lower than the bulk rate paid for fuel at the Company's terminals. The Company stores fuel in aboveground and underground storage tanks at some of its facilities.

To help offset increases in fuel prices, the Company utilizes a fuel surcharge program designed to compensate the Company for fuel costs above a certain cost per gallon base. Generally, the Company receives fuel surcharges on the miles for which it is compensated by customers. In addition to its fuel surcharge program, the Company believes the most effective protection against fuel cost increases is to maintain a fuel-efficient fleet by incorporating fuel efficiency measures. The Company has not used derivatives as a hedge against higher fuel costs in the past but continues to evaluate this possibility.

## Seasonality

In the transportation industry, results of operations generally show a seasonal pattern. The Company's productivity decreases during the winter season because inclement weather impedes operations, end-user activity and some shippers reduce their shipments during winter. At the same time, operating expenses increase and fuel efficiency declines because of engine idling and harsh weather creating higher accident frequency, increased claims and higher equipment repair expenditures. The Company also may suffer from weather-related or other events such as tornadoes, hurricanes, blizzards, ice storms, floods, fires, earthquakes and explosions.

## Regulation

The Company's operations are regulated and licensed by various federal, provincial, state, local and foreign government agencies in the United States and Canada. In the United States, the Company and its drivers must comply with the safety and fitness regulations of the DOT and the agencies within the states that regulate transportation, including those regulations relating to drug- and alcohol-testing and hours-of-service. Weight and equipment dimensions also are subject to government regulations. The Company also may become subject to new or more restrictive regulations relating to fuel emissions, environmental protection, drivers' hours-of-service, driver eligibility requirements, on-board reporting of operations, collective bargaining, ergonomics and other matters affecting safety, insurance and operating methods. Other agencies, such as the U.S. Environmental Protection Agency (EPA), and the U.S. Department of Homeland Security (DHS), the U.S. Department of Defense (DOD) and the U.S. Department of Energy (DOE) also regulate the Company's equipment, operations, drivers and the environment. The Company conducts operations outside of the United States, and is subject to analogous governmental safety, fitness, weight and equipment regulations and environmental protection and operating standards, as well as the Foreign Corrupt Practices Act (FCPA), which generally prohibits United States companies and their intermediaries from making improper payments to foreign officials for the purpose of obtaining or retaining favorable treatment. For example, in Canada, Daseke must conduct its operations in various provinces pursuant to operating authority granted by the Ministries of Transportation and Communications in those provinces.

The DOT, through the Federal Motor Carrier Safety Administration (FMCSA), imposes safety and fitness regulations on the Company and its drivers, including rules that restrict driver hours-of-service. In December 2011, the FMCSA published its 2011 Hours-of-Service Final Rule (the 2011 Rule), requiring drivers to take 30-minute breaks after eight hours of consecutive driving and reducing the total number of hours a driver is permitted to work during each week from 82 to 70 hours. The 2011 Rule provided that a driver may restart calculation of the weekly time limits after taking 34 or more consecutive hours off duty, including two rest periods between 1:00 a.m. and 5:00 a.m.; these restrictions are referred to as the 2011 Restart Restrictions. These 2011 rule changes, including the 2011 Restart Restrictions, became effective on July 1, 2013. However, in December, 2014, Congress passed the 2015 Omnibus Appropriations bill, which was signed into law on December 16, 2014. Among other things, the legislation provided relief from the 2011 Restart Restrictions, reverting requirements back to those in effect before the 2011 Rule became effective, including the more straight forward 34-hour restart period, without need for two rest periods between 1:00 a.m. and 5:00 a.m.. In December, 2014, the FMCSA published a Notice of Suspension summarizing this suspension of enforcement of the 2011 Restart Restrictions.

The FMCSA has adopted a data-driven Compliance, Safety and Accountability (the CSA) program as its safety enforcement and compliance model. The CSA program holds motor carriers and drivers accountable for their role in safety by evaluating and ranking fleets and individual drivers on certain safety-related standards. The CSA program affects drivers because their safety performance and compliance impact their safety records and, while working for a carrier, will impact their carrier's safety record. The methodology for determining a carrier's DOT safety rating relies upon implementation of Behavioral Analysis and Safety Improvement Categories (BASIC) applicable to the on-road safety performance of the carrier's drivers and certain of those rating results are provided on the FMCSA's Carrier Safety Measurement System website. As a result, certain current and potential drivers may no longer be eligible to drive for the Company, the Company's fleet could be ranked poorly as compared to its peer firms, and the Company's safety rating could be adversely impacted. The occurrence of future deficiencies could affect driver recruiting and retention by causing high-quality drivers to seek employment (in the case of company drivers) or contracts (in the case of owner-operator drivers) with other carriers, or could cause the Company's customers to direct their business away from the Company and to carriers with better fleet safety rankings, either of which would adversely affect the Company's results of operations and productivity. Additionally, the Company may incur greater than expected expenses in its attempts to improve its scores as a result of such poor rankings. Those carriers and drivers identified under the CSA program as exhibiting poor BASIC scores are prioritized for interventions, such as warning letters and roadside investigations, either of which may adversely affect the Company's results of operations. To promote improvement in all CSA categories, including those both over and under the established scoring threshold, the Company has procedures in place to address areas where it has exceeded the thresholds and the Company continually reviews all safety-related policies, programs and procedures for their effectiveness and revises them, as necessary, to establish positive improvement. However, the Company cannot assure you these measures will be effective.

The methodology used to determine a carrier's safety rating could be changed by the FMCSA and, as a result, the Company's acceptable safety rating could be impaired. In particular, the FMCSA continues to utilize the three safety fitness rating scale—"satisfactory," "conditional," and "unsatisfactory"—to assess the safety fitness of motor carriers and the Company currently has a "satisfactory" FMCSA rating on 100% of its fleet. However, pursuant to a 2015 federal statutory mandate, the FMCSA commissioned the National Academy of Sciences (NAS) to conduct a study and report upon the CSA program and its underlying Safety Measurement System (SMS), which is the FMCSA's process for identifying patterns of non-compliance and issuing safety-fitness determinations for motor carriers. In June 2017, the NAS published a report on the subject providing specific recommendations and concluding, among other things, that the FMCSA should explore a more formal statistical model to replace the current SMS process. In June 2018, the FMCSA posted its response to the NAS study in a report to Congress, concluding, among other things, that it would develop and test a new model, the Item Response Theory (IRT), which would replace the SMS process currently used. The FMCSA was expected to commence small scale testing of the IRT model as early as September 2018, with full scale testing expected to occur in April 2019 and possible program roll-out expected to occur in late 2019 but the testing schedule has been delayed. The FMCSA's June 2018 response is under audit by the DOT Inspector General to assess consistency with the NAS recommendations, and the audit findings will guide the agency's actions and timing with respect to testing of the IRT model as a potential replacement for the SMS, in the event and to the extent that the FMCSA adopts the IRT model in replacement of the SMS or otherwise pursues rulemakings in the future that revise the methodology used to determine a carrier's safety rating in a manner that incorporates more stringent standards, then it is possible that the Company and other motor carriers could be adversely affected, as compared to consideration of the current standards. If the Company were to receive an unsatisfactory CSA score, whether under the current SMS process, the IRT model, should it be finalized, and adopted, or as a result of some other safety-fitness determination, it could adversely affect the Company's business as some of its existing customer contracts require a satisfactory DOT safety rating, and an unsatisfactory rating could negatively impact or restrict the Company's operations.

In the aftermath of the September 11, 2001 terrorist attacks, federal, state and municipal authorities implemented and continue to implement various security measures, including checkpoints and travel restrictions on large trucks. This could reduce the pool of qualified drivers, which could require the Company to increase driver compensation or owner-operator contracted rates, limit fleet growth or allow trucks to be non-productive. Consequently, it is possible that the Company may fail to meet the needs of customers or may incur increased expenses.

The FMCSA published a final rule in December 2015 mandating the use of Electronic Logging Devices (ELDs) for commercial motor vehicle drivers to measure their compliance with hours-of-service requirements by December 18, 2017. The 2015 ELD final rule generally applies to most motor carriers and drivers who are required to keep records of duty status, unless they qualify for an exception to the rule, and the rule also applies to drivers domiciled in Canada and Mexico. Under the 2015 final rule, motor carriers and drivers subject to the rule were required to use either an ELD or an automatic onboard recording device (AOBRD) compliant with existing regulations by December 18, 2017. However, the AOBRDs may only be used until December 16, 2019, provided those devices were put into use before December 18, 2017. Starting December 16, 2019, all carriers and drivers subject to the 2015 final rule must use ELDs. Commencing with the December 18, 2017 effective date, the Company and other motor carriers subject to the 2015 rule are required to use ELDs or AOBRDs in their operations.

The Company is subject to various environmental laws and regulations governing, among other matters, the operation of fuel storage tanks, release of emissions from its vehicles (including engine idling) and facilities, and adverse impacts to the environment, including to the soil, groundwater and surface water. The Company has implemented programs designed to monitor and address identified environmental risks. Historically, the Company's environmental compliance costs have not had a material adverse effect on its results of operations; however, there can be no assurance that such costs will not be material in the future or that such future compliance will not have a material adverse effect on the Company's business and operating results. Additionally, certain of the Company's operating companies are Charter Partners in the EPA's SmartWay Transport Partnership, a voluntary program promoting energy efficiency and air quality. If the Company fails to comply with applicable environmental laws or regulations, the Company could be subject to costs and liabilities. Those costs and liabilities may include the assessment of sanctions, including administrative, civil and criminal penalties, the imposition of investigatory, remedial or corrective action obligations, the occurrence of delays in permitting or



performance of projects and the issuance of orders enjoining performance of some or all of its operations in a particular area. The occurrence of any one or more of such developments could have a material adverse effect on the Company's business and operating results.

The Company maintains bulk fuel storage and fuel islands at some of its terminals. The Company also has vehicle maintenance operations at certain of its facilities. The Company's operations involve the risks of fuel spillage or seepage into the environment, discharge of contaminants, environmental and natural resource damage, and unauthorized hazardous material spills, releases or disposal actions, among others. Some of the Company's operations are at facilities where soil and groundwater contamination have occurred, and the Company or its predecessors have been responsible for remediating environmental contamination at some locations. In the past, the Company has also been responsible for the costs of cleanup of cargo and diesel fuel spills caused during its transportation operations, including as a result of traffic accidents or other events. If the Company is found to be responsible for such contamination or spills, the Company could be subject to costs and liabilities, including costs for remediation, environmental natural resource damages and penalties.

The EPA regulations limiting exhaust emissions became more restrictive in 2010. In 2010, a presidential executive memorandum was signed directing the National Highway Traffic Safety Administration (NHTSA) and the EPA to develop new, stricter fuel efficiency standards for, among other vehicles, heavy-duty trucks. In 2011, the NHTSA and the EPA adopted final Phase 1 rules that established the first-ever fuel economy and greenhouse gas standards for medium-and heavy-duty vehicles. These standards apply to certain combination tractors' model years 2014 to 2018 and require them to achieve an approximate 20 percent reduction in fuel consumption by model year 2018, which equates to approximately four gallons of fuel for every 100 miles traveled. Additionally, in October 2016, the EPA and NHTSA jointly published final Phase 2 standards for improving fuel efficiency and reducing greenhouse gas emissions from new on-road medium-and heavy-duty vehicles beginning for model year 2019 and extending through model year 2027. The Phase 2 standards build upon the Phase 1 standards, encouraging wider application of currently available technologies and the development of new and advanced cost-effective technologies through model year 2027. In addition, greenhouse gas emissions limits and fuel efficiency standards will be imposed on new trailers. The Company expects that these Phase 2 standards, if unchanged to make less stringent, will result in its incurrence of increased costs for acquiring new tractors and for additional parts and maintenance activities to retrofit its tractors with technology to achieve compliance with such standards. Such increased costs could adversely affect the Company's operating results and profitability, particularly if such costs are not offset by potential fuel savings. Additionally, in November 2018, the EPA announced the CTI, pursuant to which it plans to propose and finalize a rulemaking updating standards for nitrogen oxide emissions from highway heavy-duty trucks and engines. The EPA is expected to issue a proposed rulemaking to implement the CTI program in early 2020. The Company cannot predict, however, the extent to which its operations and productivity will be adversely impacted, by these or any other new fuel or emission restrictions.

Notwithstanding the federal standards, a number of states have mandated, and states may continue to individually mandate, additional emission-control requirements for equipment that could increase equipment or other costs for entire fleets. For instance, the California Air Resource Board also has adopted emission control regulations that will be applicable to all heavy-duty tractors that pull 53-foot or longer box-type trailers within the state of California. The tractors and trailers subject to these regulations must be either EPA Smart Way certified or equipped with low-rolling resistance tires and retrofitted with Smart Way-approved aerodynamic technologies. The Company currently purchases Smart Way certified equipment in its new tractor and trailer acquisitions. In order to reduce exhaust emissions, some states and municipalities have also begun to restrict the locations and amount of time where diesel-powered tractors may idle. These restrictions could force the Company to alter its drivers' behavior, purchase on-board power units that do not require the engine to idle or face a decrease in productivity.

Federal and state lawmakers also have implemented or proposed potential limits on greenhouse gas emissions under a variety of other climate-change initiatives. Compliance with such regulations may increase the cost of new tractors and trailers or require the Company to retrofit its equipment, and could impair equipment productivity and increase its operating expenses. These adverse effects, combined with the uncertainty as to the reliability of the newly designed diesel engines and the residual value of these vehicles, could materially increase the Company's operating expenses or otherwise adversely affect its operations.

Since 2013, any entity acting as a broker or a freight forwarder is required to obtain authority from the FMCSA, and is subject to a minimum \$75,000 financial security requirement. Several of the Company's subsidiaries are licensed by the FMCSA as a property broker and, therefore, they are obligated to satisfy this financial security requirement. This new requirement may limit entry of new brokers into the market or cause current brokers to exit the market. Such persons may seek agent relationships with companies such as the Company to avoid this increased cost. If they do not seek out agent relationships, the number of brokers in the industry could decrease.

**Item 1A. Risk Factors**

**RISK FACTORS**

*The following risk factors apply to the business and operations of the Company. These risk factors are not exhaustive, and investors are encouraged to perform their own investigation with respect to the business, financial condition and prospects of the Company. The Company may face additional risks and uncertainties that are not presently known to it, or that the Company currently deems immaterial, which may also impair its business. The following discussion should be read in conjunction with the financial statements and notes to the financial statements included elsewhere in this Form 10-K.*

***The Company's industry is affected by general economic and business risks that are largely beyond its control.***

The Company's industry is highly cyclical, and its business is dependent on a number of factors, many of which are beyond its control. The Company believes that some of the most significant of these factors are economic changes that affect supply and demand in transportation markets in general, such as:

- downturns in customers' business cycles;
- recessionary economic cycles;
- changes in customers' inventory levels and in the availability of funding for their working capital;
- commercial driver shortages and increases in driver compensation;
- industry compliance with a constantly changing regulatory environment;
- excess tractor capacity in comparison with shipping demand; and
- changes in government policies, tariffs and taxes.

The risks associated with these factors are heightened when the United States and/or global economy is weakened. Some of the principal risks during such times are as follows:

- the Company may experience low overall freight levels, which may impair its asset utilization, because its customers' demand for its services generally correlate with the strength of the United States and, to a lesser extent, global economy;
- certain of the Company's customers may face credit issues and cash flow problems, particularly if they encounter increased financing costs or decreased access to the capital markets, and such issues and problems may affect their ability to pay for the Company's services;
- freight patterns may change as supply chains are redesigned, resulting in an imbalance between the Company's capacity and the Company's customers' demands; and
- customers may bid out freight or select competitors that offer lower rates from among existing choices in an attempt to lower their costs, and the Company might be forced to lower its rates or lose freight.

The Company also is subject to cost increases outside of its control that could materially reduce its profitability if it is unable to increase its rates sufficiently. Such cost increases include, but are not limited to, increases in fuel prices, driver wages, owner-operator contracted rates, interest rates, taxes, tolls, license and registration fees, insurance, revenue equipment and healthcare for its employees.

The Company's suppliers' business levels also may be negatively affected by adverse economic conditions or financial

constraints, which could lead to disruptions in the supply and availability of equipment, parts and services critical to its operations. A significant interruption in the Company's normal supply chain could disrupt its operations, increase its costs and negatively impact its ability to serve its customers.

In addition, events outside the Company's control, such as strikes or other work stoppages at its facilities or at customer, port, border or other shipping locations, or actual or threatened armed conflicts or terrorist attacks, efforts to combat terrorism, military action against a foreign state or group located in a foreign state, or heightened security requirements could lead to reduced economic demand, reduced availability of credit or temporary closing of the shipping locations or United States borders. Such events or enhanced security measures in connection with such events could impair the Company's operating efficiency and productivity and result in higher operating costs.

***The Company's industry is highly competitive and fragmented, and its business and results of operations may suffer if it is unable to adequately address downward pricing and other competitive pressures.***

The Company competes with many open-deck carriers of varying sizes, including some that may have greater access to equipment, a wider range of services, greater capital resources, less indebtedness or other competitive advantages and including smaller, regional service providers that cover specific shipping lanes with specific customers or that offer niche services. The Company also competes, to a lesser extent, with some less-than-truckload carriers, railroads, and third-party logistics, brokerage, freight forwarding and other transportation companies. Numerous competitive factors could impair the Company's ability to maintain or improve its profitability. These factors include the following:

- many of the Company's competitors periodically reduce their freight rates to gain business, especially during times of reduced growth or a downturn in the economy, which may limit the Company's ability to maintain or increase freight rates, may require the Company to reduce its freight rates or may limit its ability to maintain or expand its business;
- some shippers have reduced or may reduce the number of carriers they use by selecting core carriers as approved service providers and in some instances the Company may not be selected;
- many customers periodically solicit bids from multiple carriers for their shipping needs, which may depress freight rates or result in a loss of business to competitors;
- the continuing trend toward consolidation in the trucking industry may result in more large carriers with greater financial resources and other competitive advantages, and the Company may have difficulty competing with them;
- advances in technology may require the Company to increase investments in order to remain competitive, and its customers may not be willing to accept higher freight rates to cover the cost of these investments;
- higher fuel prices and, in turn, higher fuel surcharges to the Company's customers may cause some of its customers to consider freight transportation alternatives, including rail transportation;
- competition from freight logistics and brokerage companies may negatively impact the Company's customer relationships and freight rates;
- the Company may have higher exposure to litigation risks as compared to smaller carriers; and
- smaller carriers may build economies of scale with procurement aggregation providers, which may improve the smaller carriers' abilities to compete with the Company.

***Driver shortages and increases in driver compensation or owner-operator contracted rates could adversely affect the Company's profitability and ability to maintain or grow its business.***

Driver shortages in the industry have required, and could continue to require, the Company to spend more money to attract



and retain company and owner-operator drivers. The Company's challenge with attracting and retaining qualified drivers primarily stems from intense market competition, which may subject it to increased payments for driver compensation and owner-operator contracted rates. Also, because of the intense competition for drivers, the Company may face difficulty maintaining or increasing its number of company and owner-operator drivers. Compliance and enforcement with initiatives included in the CSA program implemented by the FMCSA and regulations adopted by the DOT relating to driver time and safety and fitness could also reduce the availability of qualified drivers. In addition, like most in the Company's industry, the Company suffers from a high turnover rate of drivers, especially, with respect to company drivers, in the first 180 days of employment. The high turnover rate requires the Company to continually recruit a substantial number of drivers in order to operate existing revenue equipment. Further, with respect to owner-operator drivers, shortages can result from contractual terms or company policies that make contracting with the Company less desirable to certain owner-operator drivers. Due to the absence of long-term personal services contracts, owner-operators can quickly terminate their business relationships with the Company. If the Company is unable to continue to attract and retain a sufficient number of company and owner-operator drivers, it could be required to operate with fewer trucks and face difficulty meeting shipper demands or be forced to forego business that would otherwise be available to it, which developments could adversely affect its profitability and ability to maintain or grow its business.

***The loss of senior management or key operating personnel could adversely affect operations.***

The Company's success to date has depended, and will continue to depend, largely on the skills, efforts and motivation of Mr. Daseke, its Chairman and Chief Executive Officer, and on the other members of its senior management team, who generally have significant experience with the Company and within the transportation industry. Mr. Daseke, age 79, has been the Company's Chairman and Chief Executive Officer since its formation. The Company also depends on the continued service of key operating personnel. If for any reason the services of its key personnel, particularly Mr. Daseke, were to become unavailable, there could be a material adverse effect on its business, financial condition, results of operations, cash flows and prospects.

***A key component of the Company's strategy includes selectively pursuing strategic and complementary acquisitions; however, it may not be able to execute future acquisitions successfully.***

Historically, a key component of the Company's growth strategy has been to pursue acquisitions of strategic and complementary businesses. For example, from 2009 to the date hereof, the Company has acquired more than 20 businesses. While the Company's short-term strategy does not include any acquisitions, the Company expects to continue considering acquisitions in the future and expects that acquisitions will continue to be a key component of its long-term business plan going forward. Recent or future acquisitions may negatively impact its business, financial condition, results of operations, cash flows and prospects because:

- the Company may assume liabilities, including environmental liabilities, or be subject to risks beyond its estimates or what was disclosed to it;
- the acquisition could divert management's attention and other resources from the Company's existing business;
- to facilitate such acquisitions, the Company may incur or assume additional indebtedness or issue additional shares of stock; and
- the acquired company may require increases in working capital and capital expenditure investments to fund its growth.

Further, the companies that the Company acquires may not achieve anticipated revenue, earnings or cash flows, including as a result of the loss of any major customers or key employees, and the Company may be unable to fully realize all of the anticipated benefits and synergies from recent and future acquisitions.

Although the Company has an identified pipeline of medium-term acquisition targets as of the date hereof, the consummation of any acquisitions will be dependent on, among other things, the results of its due diligence and the

Company may not complete any acquisitions in its pipeline. The Company may not be able to acquire any additional companies at all or on terms favorable to it. Certain of the Company's larger, better capitalized competitors may seek to acquire some of the companies the Company may be interested in, and competition for acquisitions would likely increase acquisition prices and result in it having fewer acquisition opportunities.

***Seasonality and the impact of weather and other catastrophic events adversely affect the Company's operations and profitability.***

The Company's operations are affected by the winter season because inclement weather impedes operations and some shippers reduce their shipments during winter. At the same time, operating expenses increase due to, among other things, a decline in fuel efficiency because of engine idling and harsh weather that creates higher accident frequency, increased claims and higher equipment repair expenditures. The Company also may suffer from weather-related or other events, such as tornadoes, hurricanes, blizzards, ice storms, floods, fires, earthquakes and explosions, which may disrupt fuel supplies, increase fuel costs, disrupt freight shipments or routes, affect regional economies, destroy its assets or the assets of its customers or otherwise adversely affect the business or financial condition of its customers, any of which developments could adversely affect its results or make its results more volatile.

***The Company may be adversely affected by fluctuations in the price or availability of diesel fuel.***

Fuel is one of the Company's largest operating expenses. Diesel fuel prices fluctuate greatly due to factors beyond the Company's control, such as political events, price and supply decisions by oil producing countries and cartels, terrorist activities, environmental laws and regulations, armed conflicts, depreciation of the dollar against other currencies, world supply and demand imbalances or imposition of tariffs, and hurricanes and other natural or man-made disasters, each of which may lead to an increase in the cost of fuel. Such events may lead not only to increases in fuel prices, but also to fuel shortages and disruptions in the fuel supply chain. Because the Company's operations are dependent upon diesel fuel, significant diesel fuel cost increases, shortages or supply disruptions could materially and adversely affect its results of operations and financial condition. The Company has not used derivatives as a hedge against higher fuel costs in the past but continues to evaluate this possibility.

Increases in fuel costs, to the extent not offset by rate per mile increases or fuel surcharges, have an adverse effect on the Company's operations and profitability. The Company incurs certain fuel costs that cannot be recovered even with respect to customers with which it maintains fuel surcharge programs, such as those associated with empty miles or the time when its engines are idling. Because the Company's fuel surcharge recovery lags behind changes in fuel prices, its fuel surcharge recovery may not capture in any particular period the increased costs it pays for fuel, especially when prices are rising. Further, during periods of low freight volumes, shippers can use their negotiating leverage to impose less compensatory fuel surcharge policies. There can be no assurance that the Company's fuel surcharge program will be maintained indefinitely or will be sufficiently effective.

***Increased prices for, or decreases in the availability of, new revenue equipment and decreases in the value of used revenue equipment could adversely affect the Company's results of operations and cash flows.***

Investment in new equipment is a significant part of the Company's annual capital expenditures, and the Company requires an available supply of tractors and trailers from equipment manufacturers to operate and grow its business. In recent years, manufacturers have raised the prices of new revenue equipment significantly due to increased costs of materials and, in part, to offset their costs of compliance with new tractor engine and emission system design requirements mandated by the EPA and various state agencies, which are intended to reduce emissions. For example, more restrictive EPA engine and emissions system design requirements became effective for engines built on or after January 1, 2010. In 2011, the EPA and the NHTSA established Phase 1 of a national program to reduce greenhouse gas emissions and establish new fuel efficiency standards for medium- and heavy-duty vehicles beginning for model year 2014 and extending through model year 2018. In October 2016, the EPA and NHTSA jointly published final Phase 2 standards for improving fuel efficiency and reducing greenhouse gas emissions from new on-road medium- and heavy-duty vehicles beginning for model year 2019 and extending to model year 2027. The Phase 2 standards build upon the Phase 1 standards, encouraging wider application of currently available technologies and the development of new and advanced cost-effective technologies

through model year 2027. In addition, greenhouse gas emissions limits and fuel efficiency standards will be imposed on new trailers. Greenhouse gas emissions regulations are likely to affect equipment design and cost. More recently, in November 2018, the EPA announced the Cleaner Trucks Initiative (CTI), pursuant to which it plans to propose and finalize a rulemaking updating standards for nitrogen oxide emissions from highway heavy-duty trucks and engines. The EPA is expected to issue a proposed rulemaking to implement the CTI program in early 2020. Notwithstanding the federal standards, a number of states have mandated, and states may continue to individually mandate, additional emission-control requirements for equipment that could increase equipment or other costs for entire fleets. Further equipment price increases may result from these federal and state requirements. If new equipment prices increase more than anticipated, the Company could incur higher depreciation and rental expenses than anticipated. If the Company is unable to fully offset any such increases in expenses with freight rate increases and/or improved fuel economy, its results of operations and cash flows could be adversely affected.

The Company may face difficulty in purchasing new equipment due to decreased supply. From time to time, some original equipment manufacturers (OEM) of tractors and trailers may reduce their manufacturing output due to lower demand for their products in economic downturns or a shortage of component parts. Uncertainty as to future federal emission standards or possible future inconsistencies between federal and state emission standards may also serve to decrease such manufacturing output. Component suppliers may either reduce production or be unable to increase production to meet OEM demand, creating periodic difficulty for OEMs to react in a timely manner to increased demand for new equipment and/or increased demand for replacement components as economic conditions change. At times, market forces may create market situations in which demand outstrips supply. In those situations, the Company may face reduced supply levels and/or increased acquisition costs. An inability to continue to obtain an adequate supply of new tractors or trailers for its operations could have a material adverse effect on its business, results of operations and financial condition.

During prolonged periods of decreased tonnage levels, the Company and other trucking companies may make strategic fleet reductions, which could result in an increase in the supply of used equipment. When the supply exceeds the demand for used revenue equipment, the general market value of used revenue equipment decreases. Used equipment prices are also subject to substantial fluctuations based on availability of financing and commodity prices for scrap metal. A depressed market for used equipment could require the Company to trade its revenue equipment at depressed values or to record losses on disposal or an impairment of the carrying values of its revenue equipment that is not protected by residual value arrangements. Trades at depressed values and decreases in proceeds under equipment disposals and impairment of the carrying values of its revenue equipment could adversely affect its results of operations and financial condition.

***The Company may not be able to generate sufficient cash to service all of its indebtedness and may be forced to take other actions to satisfy its obligations under applicable debt instruments, which may not be successful.***

As of December 31, 2018, the Company had \$702.4 million of indebtedness outstanding. Its ability to make scheduled payments on or to refinance its indebtedness obligations depends on its financial condition and operating performance, which are subject to prevailing economic and competitive conditions and certain financial, business and other factors beyond its control. The Company may not be able to maintain a level of cash flows from operating activities sufficient to permit it to pay the principal, premium, if any, and interest on its indebtedness.

If the Company's cash flows and capital resources are insufficient to fund debt service obligations, the Company may be forced to reduce or delay investments and capital expenditures, sell assets, seek additional capital or restructure or refinance indebtedness. The Company's ability to restructure or refinance indebtedness will depend on the condition of the capital markets and its financial condition at such time. Any refinancing of indebtedness could be at higher interest rates and may require the Company to comply with more onerous covenants, which could further restrict business operations. The terms of existing or future debt instruments may restrict the Company from adopting some of these alternatives. In addition, any failure to make payments of interest and principal on outstanding indebtedness on a timely basis would likely result in a reduction of the Company's credit rating, which could harm its ability to incur additional indebtedness. In the absence of sufficient cash flows and capital resources, the Company could face substantial liquidity problems and might be required to dispose of material assets or operations to meet debt service and other obligations. However, the proceeds of any such disposition may not be adequate to meet any debt service obligations then due.

***The Company's credit facilities and the terms of the Series A Preferred Stock contain restrictive covenants that may impair the Company's ability to conduct business, and to maintain compliance with these covenants in the future, which could lead to default and acceleration under the credit facilities.***

The Company's credit facilities and terms of the Series A Preferred Stock contain operating covenants and financial covenants that limit management's discretion with respect to certain business matters. Among other things, these covenants, subject to certain limitations and exceptions, restrict the Company's ability to:

- incur additional indebtedness;
- change the nature of the business;
- merge or consolidate with, or acquire, another entity; and
- sell or otherwise dispose of assets.

In addition, the Company's credit facilities and certain of its other debt agreements require it to maintain certain financial ratios or to reduce its indebtedness if it is unable to comply with such ratios. These restrictions may also limit the Company's ability to obtain future financings to withstand a future downturn in its business or the economy in general, or to otherwise conduct necessary corporate activities. The Company may also be prevented from taking advantage of business opportunities that arise because of the limitations that its debt agreements impose on it.

A breach of any covenant in the Company's credit facilities or certain of its other debt agreements would result in a default thereunder after any applicable grace periods expire and, if not waived, could result in acceleration of amounts borrowed thereunder. Further, the Company's credit facilities and certain of its other debt agreements contain cross-default provisions, such that a default under one agreement would create a default under the other agreements. In the event of acceleration, the Company may not be able to make all of the required payments or borrow sufficient funds to refinance such indebtedness. Even if new financing were available at that time, it may not be on terms that are acceptable to the Company.

***The Company's leverage and debt service obligations may adversely affect its financial condition, results of operations, business prospects and ability to make payments on its debt obligations.***

As of December 31, 2018, the Company had \$702.4 million of indebtedness outstanding. The Company's level of indebtedness could adversely affect it in several ways, including the following:

- require the Company to dedicate a substantial portion of its cash flow from operations to service its existing debt, thereby reducing the cash available to finance its operations and other business activities;
- limit management's discretion in operating its business and its flexibility in planning for, or reacting to, changes in its business and the industry in which it operates;
- increase its vulnerability to downturns and adverse developments in its business and the economy generally;
- limit its ability to access the capital markets to raise capital on favorable terms or to obtain additional financing for working capital, capital expenditures or acquisitions or to refinance existing indebtedness;
- place restrictions on its ability to obtain additional financing, make investments, lease equipment, sell assets and engage in business combinations;
- make it more likely that a reduction in its borrowing base following a periodic redetermination could require it to repay a portion of its then-outstanding bank borrowings;



- make it vulnerable to increases in interest rates as indebtedness under the Company’s credit facilities may vary with prevailing interest rates;
- place it at a competitive disadvantage relative to competitors with lower levels of indebtedness in relation to their overall size or less restrictive terms governing their indebtedness; and
- make it more difficult for it to satisfy its obligations under its debt instruments and increase the risk that it may default on its debt obligations.

***The Company may incur substantial additional indebtedness, which could increase the risks it faces.***

While the Company’s credit facilities contain restrictions on the Company’s ability to incur additional indebtedness, such restrictions are subject to waiver and a number of significant qualifications and exceptions. Indebtedness incurred in compliance with these restrictions could be substantial. Additional leverage increases the risks described above under “—The Company’s leverage and debt service obligations may adversely affect its financial condition, results of operations, business prospects and ability to make payments on its debt obligations.” Furthermore, any increase in the Company’s level of indebtedness will have several important effects on its future operations, including, without limitation:

- it will have additional cash requirements in order to support the payment of interest on its outstanding indebtedness;
- increases in its outstanding indebtedness and leverage will increase its vulnerability to adverse changes in general economic and industry conditions, as well as to competitive pressure; and
- depending on the levels of its outstanding indebtedness, its ability to obtain additional financing for working capital, capital expenditures, general corporate and other purposes may be limited.

***The Company has significant ongoing capital expenditure requirements. If the Company is unable to obtain such capital on favorable terms or at all, it may not be able to execute on its business plans and its business, financial condition, results of operations, cash flows and prospects may be adversely affected.***

The Company’s business is capital intensive. Its capital expenditures focus primarily on revenue equipment replacement and, to a lesser extent, facilities, revenue equipment growth and investments in information technology. The Company also expects to devote substantial financial resources to grow its operations and fund its organic growth or acquisition activities. As a result of the Company’s funding requirements, it likely will need to sell additional equity or debt securities or seek additional financing through other arrangements to increase its cash resources. Any sale of additional equity or debt securities may result in dilution to its stockholders. Public or private financing may not be available in amounts or on terms acceptable to the Company, if at all.

If the Company is unable to obtain additional financing, it may be required to delay, reduce the scope of, or eliminate future acquisition activities or growth initiatives, which could adversely affect its business, financial condition and operating results. In such case, the Company may also operate its revenue equipment (including tractors and trailers) for longer periods, which would result in increased maintenance costs, which would in turn reduce its operating income.

***Increases in interest rates could adversely affect the Company’s business.***

The Company’s business and operating results can be harmed by factors such as the availability, terms of and cost of capital, increases in interest rates or a reduction in credit rating. These changes could cause the Company’s cost of doing business to increase and limit its ability to pursue organic growth or acquisition opportunities. For example, as of December 31, 2018, outstanding borrowings were approximately \$702.4 million, and a 1.0% increase in interest rates would result in an increase in annual interest expense of approximately \$7.0 million, assuming the \$702.4 million in debt was outstanding for the full year, before the effects of income taxes. Recent and continuing disruptions and volatility in the global financial markets may lead to a contraction in credit availability impacting its ability to finance its operations. The

Company requires continued access to capital. A significant reduction in cash flows from operations or the availability of credit could materially and adversely affect its ability to achieve its planned growth and operating results.

***The Company operates in a highly-regulated industry, and changes in existing laws or regulations, or liability under existing or future laws or regulations, could have a material adverse effect on its results of operations and profitability.***

The Company operates in the United States pursuant to operating authority granted by the DOT and in various Canadian provinces pursuant to operating authority granted by the Ministries of Transportation and Communications in such provinces. The Company, as well as its company and owner-operator drivers, must also comply with governmental regulations regarding safety, equipment, environmental protection and operating methods. Examples include regulation of equipment weight, equipment dimensions, fuel emissions, driver hours-of-service, driver eligibility requirements, on-board reporting of operations and ergonomics. The Company may become subject to new, or amendment of existing, laws and regulations, reinterpretation of legal requirements or increased governmental enforcement that may impose more restrictive regulations relating to such matters that may require changes in its operating practices, influence the demand for transportation services or require it to incur significant additional costs. Possible changes to laws and regulations include:

- increasingly stringent environmental laws and regulations, including changes intended to address NOx emissions as well as fuel efficiency and greenhouse gas emissions that are attributed to climate change;
- restrictions, taxes or other controls on emissions;
- regulation specific to the energy market and logistics providers to the industry;
- changes in the hours-of-service regulations, which govern the amount of time a driver may drive in any specific period;
- driver and vehicle ELD requirements;
- requirements leading to accelerated purchases of new trailers;
- mandatory limits on vehicle weight and size;
- driver hiring or retention restrictions;
- increased bonding or insurance requirements; and
- security requirements imposed by the DHS.

From time to time, various legislative proposals are introduced, including proposals to increase federal, state or local taxes, including taxes on motor fuels and emissions, which may increase the Company’s or its independent affiliates’ operating costs, require capital expenditures or adversely impact the recruitment of drivers.

Restrictions on greenhouse gas emissions or climate change laws or regulations could also affect the Company’s customers that use significant amounts of energy or burn fossil fuels in producing or delivering the products the Company carries, which, in turn, could adversely impact the demand for the Company’s services as well as its operations. Additionally, recent activism directed at shifting funding away from companies with energy-related assets could result in limitations or restrictions on certain sources of funding for the energy sector, which also could adversely impact the demand for the Company’s services and its operations. The Company also could lose revenue if its customers divert business from it because the Company has not complied with customer sustainability requirements. See “Item 1. Business - Regulation” for information regarding several proposed, pending and final regulations that could significantly impact the Company’s business and operations.

***Safety-related evaluations and rankings under the CSA program could adversely impact the Company's relationships with its customers and its ability to maintain or grow its fleet, each of which could have a material adverse effect on its results of operations and profitability.***

The CSA includes compliance and enforcement initiatives designed to monitor and improve commercial motor vehicle safety by measuring the safety record of both the motor carrier and the driver. These measurements are scored and used by the FMCSA to identify potential safety risks and to direct enforcement action. Certain measurements and scores collected by the CSA from transportation companies are available to the general public on the FMCSA's website.

The Company's CSA scores are dependent upon its safety and compliance experience, which could change at any time. In addition, the safety standards prescribed in the CSA program or the underlying methodology used by the FMCSA to determine a carrier's safety rating could change and, as a result, the Company's ability to maintain an acceptable score could be adversely impacted. For example, pursuant to a 2015 federal statutory mandate, the FMCSA commissioned the National Academy of Sciences (NAS) to conduct a study and report upon the CSA program and its underlying Safety Measurement System (SMS), which is the FMCSA's process for identifying patterns of non-compliance and issuing safety-fitness determinations for motor carriers. In June 2017, the NAS published a report on the subject providing specific recommendations and concluding, among other things, that the FMCSA should explore a more formal statistical model to replace the current SMS process. In June 2018, the FMCSA posted its response to the NAS study in a report to Congress, concluding, among other things, that it would develop and test a new model, the Item Response Theory (IRT), which would replace the SMS process currently used. The FMCSA was expected to commence small scale testing of the IRT model as early as September 2018, with full-scale testing expected to occur in April 2019 and possible program roll-out expected to occur in late 2019 but the testing schedule has been delayed. The FMCSA's June 2018 response is under audit by the DOT Inspector General to assess consistency with the NAS recommendations, and the audit findings will guide the agency's actions and timing with respect to testing of the IRT model as a potential replacement for the SMS. In the event and to the extent that the FMCSA adopts the IRT model in replacement of the SMS or otherwise pursues rulemakings in the future that revise the methodology used to determine a carrier's safety rating in a manner that incorporates more stringent standards, then it is possible that the Company and other motor carriers could be adversely affected, as compared to consideration of the current standards. If the Company receives an unacceptable CSA score, whether under the current SMS process, the IRT model, should it be finalized and adopted, or as a result of some other safety-fitness determination, its relationships with customers could be damaged, which could result in a loss of business.

Additionally, the requirements of CSA could shrink the industry's pool of drivers as those with unfavorable scores could leave the industry. As a result, the costs to attract, train and retain qualified drivers could increase. In addition, a shortage of qualified drivers could increase driver turnover, decrease asset utilization, limit growth and adversely impact the Company's results of operations and profitability.

***The Company is subject to environmental and worker health and safety laws and regulations that may expose it to significant costs and liabilities and have a material adverse effect on its results of operations, competitive position and financial condition.***

The Company is subject to stringent and comprehensive federal, state, provincial, local and foreign environmental and worker health and safety laws and regulations governing, among other matters, the operation of fuel storage tanks, release of emissions from its vehicles (including engine idling) and facilities, the health and safety of its workers in conducting operations, and adverse impacts to the environment. Under certain environmental laws, the Company could be subject to strict joint and several liability, without regard to fault or legality of conduct, for costs relating to contamination at facilities the Company owns or operates or previously owned or operated and at third-party sites where the Company disposed of waste, as well as costs associated with the clean-up of releases arising from accidents involving the Company's vehicles. The Company often operates in industrial areas, where truck terminals and other industrial activities are located, and where soil, groundwater or other forms of environmental contamination have occurred from historical or recent releases and for which the Company has incurred and may, in the future, incur remedial or other environmental liabilities. The Company also maintains aboveground and underground bulk fuel storage tanks and fueling islands at some of its facilities and vehicle maintenance operations at certain of its facilities. The Company's operations involve the risks of fuel spillage or seepage into the environment, environmental damage and unauthorized hazardous material spills, releases or disposal actions,

among others.

Increasing efforts to control air emissions, including greenhouse gases, may have an adverse effect on the Company. Federal and state lawmakers have implemented, and are considering, a variety of new climate-change initiatives and greenhouse gas regulations that could increase the cost of new tractors, impair productivity and increase the Company's operating expenses. For example, in 2011, the NHTSA and the EPA adopted final Phase 1 rules that established the first-ever fuel economy and greenhouse gas standards for medium- and heavy-duty vehicles, including certain combination tractors' model years 2014 to 2018 and, in October 2016, the EPA and NHTSA jointly published final Phase 2 standards for improving fuel efficiency and reducing greenhouse gas emissions from new on-road medium- and heavy-duty vehicles beginning for model year 2019 through model year 2027. In addition, greenhouse gas emissions limits and fuel efficiency standards will be imposed on new trailers. More recently, in November 2018, the EPA announced the CTI, pursuant to which it plans to propose and finalize a rulemaking updating standards for nitrogen oxide emissions from highway heavy-duty trucks and engines. The EPA is expected to issue a proposed rulemaking to implement the CTI program in early 2020.

Compliance with environmental laws and regulations may also increase the price of the Company's equipment and otherwise affect the economics of the Company's industry by requiring changes in operating practices or by influencing the demand for, or the costs of providing, transportation services. For example, regulations issued by the EPA and various state agencies that require progressive reductions in exhaust emissions from diesel engines have resulted in higher prices for tractors and diesel engines and increased operating and maintenance costs. Also, in order to reduce exhaust emissions, some states and municipalities have begun to restrict the locations and amount of time where diesel-powered tractors, such as the Company's, may idle. These restrictions could force the Company to alter its drivers' behavior, purchase on-board power units that do not require the engine to idle or face a decrease in productivity. The Company is also subject to potentially stringent rulemaking related to sustainability practices, including conservation of resources by decreasing fuel consumption. This increased focus on sustainability practices may result in new regulations and/or customer requirements that could adversely impact the Company's business.

If the Company has operational spills or accidents or if it is found to be in violation of, or otherwise liable under, environmental or worker health or safety laws or regulations, the Company could incur significant costs and liabilities. Those costs and liabilities may include the assessment of sanctions, including administrative, civil and criminal penalties, the imposition of investigatory, remedial or corrective action obligations, the occurrence of delays in permitting or performance of projects, and the issuance of orders enjoining performance of some or all of the Company's operations in a particular area. The occurrence of any one or more of these developments could have a material adverse effect on the Company's results of operations, competitive position and financial condition. Environmental and worker health and safety laws are becoming increasingly more stringent and there can be no assurances that compliance with, or liabilities under, existing or future environmental and worker health or safety laws or regulations will not have a material adverse effect on the Company's business, financial condition, results of operations, cash flows or prospects. See "Item 1. Business - Regulation" for information regarding several proposed, pending and final regulations that could significantly affect the Company's business and operations.

***The Company is subject to the risks of litigation and governmental proceedings, which could adversely affect its business.***

The Company is, and in the future may be, subject to legal and governmental proceedings and claims. The parties in such legal actions may seek amounts from the Company that may not be covered in whole or in part by insurance. Defending itself against such legal actions could result in significant costs and could require a substantial amount of time and effort by the Company's management team. The Company cannot predict the outcome of litigation or governmental proceedings to which it is a party or whether it will be subject to future legal actions. As a result, the potential costs associated with legal actions against the Company could adversely affect its business, financial condition, results of operations, cash flows or prospects.

***Insurance and claims expenses could significantly reduce the Company's profitability.***

The Company is exposed to claims related to auto liability, general liability, directors and officers liability, liability related



to cybersecurity attacks, cargo loss and damage, property damage, personal injury, workers' compensation, group health and group dental. The Company has insurance coverage with third-party insurance carriers, but it assumes a significant portion of the risk associated with these claims due to its self-insured retention (SIR) and deductibles, which can make its insurance and claims expense higher or more volatile. Additionally, the Company faces the risks of increasing premiums and collateral requirements and the risk of carriers or underwriters leaving the transportation sector, which may materially affect its insurance costs or make insurance more difficult to find, as well as increase its collateral requirements. The Company could experience increases in its insurance premiums in the future if it decides to increase its coverage or if its claims experience deteriorates. In addition, the Company is subject to changing conditions and pricing in the insurance marketplace and the Company cannot assure you that the cost or availability of various types of insurance may not change dramatically in the future. If the Company's insurance or claims expense increases, and the Company is unable to offset the increase with higher freight rates, its results of operations could be materially and adversely affected. The Company's results of operations may also be materially and adversely affected if it experiences a claim in excess of its coverage limits, a claim for which coverage is not provided or a claim that is covered but its insurance company fails to perform.

***The Company derives a material portion of its revenue from its major customers, the loss of one or more of which could have a material adverse effect on the Company's business.***

A material portion of the Company's revenue is generated from its major customers, the loss of one or more of which could have a material adverse effect on the Company's business. In 2018, 2017 and 2016, the Company's top ten customers, based on revenue, accounted for approximately 29%, 31% and 36%, respectively, of the Company's revenue, and the Company's largest customer accounted for approximately 5%, 6% and 8%, respectively, of its revenue. A material portion of the Company's freight is from customers in the building materials industry, and as such, the Company's results may be more susceptible to trends in construction cycles, which are affected by numerous factors, including rates of infrastructure spending, real estate equity values, interest rates and general economic conditions, than carriers that do not have this concentration.

Economic conditions and capital markets may adversely affect the Company's customers and their ability to remain solvent. The Company's customers' financial difficulties can negatively impact the Company's results of operations and financial condition and the Company's ability to comply with the covenants in its debt agreements, especially if they were to delay or default on payments to us. Generally, the Company does not have contractual relationships that guarantee any minimum volumes with customers, and the Company cannot assure you that customer relationships will continue as presently in effect. A reduction in, or termination of, the Company's services by one or more of its major customers could have a material adverse effect on the Company's business and operating results.

***Difficulty in obtaining goods and services from the Company's vendors and suppliers could adversely affect the Company's business.***

The Company is dependent upon its vendors and suppliers, including equipment manufacturers, for tractors, trailers and other products and materials. The Company believes that it has positive vendor and supplier relationships and are generally able to obtain favorable pricing and other terms from such parties. If the Company fails to maintain amenable relationships with its vendors and suppliers, or if its vendors and suppliers are unable to provide the products and materials the Company needs or undergo financial hardship, the Company could experience difficulty in obtaining needed goods and services, and subsequently, its business and operations could be adversely affected.

***The Company is subject to certain risks arising from doing business in Canada and Mexico.***

The Company provides trucking services in Canada in addition to the United States, and the Company also transports freight into and out of Mexico by transferring the Company's trailers to tractors operated by Mexican-based carriers with which the Company has contractual and long-standing relationships. As a result, the Company is subject to risks of doing business internationally, including fluctuations in foreign currencies, changes in the economic strength of Canada and Mexico, difficulties in enforcing contractual obligations and intellectual property rights through non-U.S. legal systems, burdens of complying with a wide variety of international and United States export and import laws, and social, political, and economic instability. In addition, if the Company is unable to maintain its Customs-Trade Partnership Against

Terrorism (C-TPAT) status, it may have significant border delays, which could cause its operations in Canada to be less efficient than those of competitor truckload carriers also operating in Canada that obtain or continue to maintain C-TPAT status, and the Company may face a loss of certain business due to customer requirements to deal only with C-TPAT participating carriers. As a C-TPAT participant, the Company's security measures are subject to periodic review by the United States Customs and Border Protection (CBP), and the Company is required to perform an annual security threat assessment of its international operations. If CBP determines the Company has failed to comply with its minimum security criteria for highway carriers and other evolving security standards recommended by the agency, the Company may be unable to maintain its C-TPAT status. The Company also faces additional risks associated with its foreign operations, including restrictive trade policies and imposition of duties, taxes or government royalties imposed by the Canadian or Mexican government, to the extent not preempted by the terms of North American Free Trade Agreement, or any other trade agreement between Mexico, Canada and the U.S. that may replace it.

Further, to the extent that the Company conducts operations outside of the United States, it is subject to the Foreign Corrupt Practices Act (FCPA), which generally prohibits United States companies and their intermediaries from making improper payments to foreign officials for the purpose of obtaining or retaining favorable treatment. If the Company is not in compliance with the FCPA, other anti-corruption laws or other laws governing the conduct of business with government entities (including local laws), it may be subject to criminal and civil penalties and other remedial measures, which could harm its reputation and have a material adverse impact on the Company's business, financial condition, results of operations, cash flows and prospects. Any investigation of any actual or alleged violations of such laws could also harm the Company's reputation or have a material adverse impact on its business, financial condition, results of operations, cash flows and prospects.

***The Company's contractual agreements with its owner-operators expose it to risks that it does not face with its company drivers.***

The Company relies, in part, upon independent contractor owner-operators to perform the services for which it contracts with customers. Approximately 31% of the Company's freight was carried by independent contractor owner-operators in 2018. The Company's reliance on independent contractor owner-operators creates numerous risks for the Company's business. For example, the Company provides financing to certain of its independent contractor owner-operators purchasing tractors from the Company. If owner-operators operating the tractors the Company financed default under or otherwise terminate the financing arrangement and the Company is unable to find a replacement owner-operator, the Company may incur losses on amounts owed to it with respect to the tractor in addition to any losses it may incur as a result of idling the tractor. Further, if the Company is unable to provide such financing in the future, due to liquidity constraints or other restrictions, the Company may experience a shortage of owner-operators available to it.

If the Company's independent contractor owner-operators fail to meet the Company's contractual obligations or otherwise fail to perform in a manner consistent with the Company's requirements, the Company may be required to utilize alternative service providers at potentially higher prices or with some degree of disruption of the services that the Company provides to customers. If the Company fails to deliver on time, if its contractual obligations are not otherwise met, or if the costs of its services increase, then the Company's profitability and customer relationships could be harmed.

The financial condition and operating costs of the Company's independent contractor owner-operators are affected by conditions and events that are beyond the Company's control and may also be beyond their control. Adverse changes in the financial condition of the Company's independent contractor owner-operators or increases in their equipment or operating costs could cause them to seek higher revenues or to cease their business relationships with the Company. The prices the Company charges its customers could be impacted by such issues, which may in turn limit pricing flexibility with customers, resulting in fewer customer contracts and decreasing the Company's revenues.

Independent contractor owner-operators typically use tractors, trailers and other equipment bearing the Company's trade names and trademarks. If one of the Company's independent contractor owner-operators is subject to negative publicity, it could reflect on the Company and have a material adverse effect on the Company's business, brand and financial performance. Under certain laws, the Company could also be subject to allegations of liability for the activities of its independent contractor owner-operators.

Owner-operators are third-party service providers, as compared to company drivers who are employed by the Company. As independent business owners, the Company's owner-operators may make business or personal decisions that conflict with the Company's best interests. For example, if a load is unprofitable, route distance is too far from home or personal scheduling conflicts arise, an owner-operator may deny loads of freight from time to time. In these circumstances, the Company must be able to timely deliver the freight in order to maintain relationships with customers.

***If the Company's owner-operators are deemed by regulators or judicial process to be employees, the Company's business and results of operations could be adversely affected.***

Tax and other regulatory authorities have in the past sought to assert that owner-operators in the trucking industry are employees rather than independent contractors. Taxing and other regulatory authorities and courts apply a variety of standards in their determination of independent contractor status. If the Company's owner-operators are determined to be its employees, it would incur additional exposure under federal and state tax, workers' compensation, unemployment benefits, labor, employment, and tort laws, including for prior periods, as well as potential liability for employee benefits and tax withholdings.

***The Company depends on third parties in its brokerage business, and service instability from these providers could increase the Company's operating costs or reduce its ability to offer brokerage services, which could adversely affect its revenue, results of operations and customer relationships.***

The Company's brokerage business is dependent upon the services of third-party capacity providers, including other truckload carriers. These third-party providers may seek other freight opportunities and may require increased compensation during times of improved freight demand or tight trucking capacity. The Company's inability to maintain positive relationships with, and secure the services of, these third parties, or increases in the prices the Company must pay to secure such services, could have an adverse effect on its revenue, results of operations and customer relationships. The Company's ability to secure the services of these third-party providers on competitive terms is subject to a number of risks, including the following, many of which are beyond the Company's control:

- equipment shortages in the transportation industry, particularly among contracted truckload carriers and railroads;
- interruptions in service or stoppages in transportation as a result of labor disputes, seaport strikes, network congestion, weather-related issues, acts of God or acts of terrorism;
- changes in regulations impacting transportation;
- increases in operating expenses for carriers, such as fuel costs, insurance premiums and licensing expenses, that result in a reduction in available carriers; and
- changes in transportation rates.

***The Company is dependent on computer and communications systems, and a systems failure or data breach could cause a significant disruption to its business.***

The Company's business depends on the efficient and uninterrupted operation of its computer and communications hardware systems and infrastructure, including operating and financial reporting systems. The Company's computer and communications system is critical in meeting customer expectations, effectively tracking, maintaining and operating the Company's equipment, directing and compensating the Company's employees, and interfacing with the Company's financial reporting system. The Company's financial reporting system receives, processes, controls and reports information for operating its business and for tabulation into its financial statements. The Company currently maintains its computer systems at multiple locations, including several of its offices and terminals and third-party data centers, along with computer equipment at each of its terminals. The Company's operations and those of its technology and communications service providers are vulnerable to interruption by fire, earthquake, power loss, telecommunications failure, terrorist

attacks, Internet failures, computer viruses, data breaches (including cyber-attacks or cyber intrusions over the Internet, malware and the like) and other events generally beyond its control. Although the Company believes that it has robust information security procedures and other safeguards in place, as cyber threats continue to evolve, it may be required to expend additional resources to continue to enhance its information security measures and investigate and remediate any information security vulnerabilities. A significant natural disaster or cyber-attack incident, including system failure, security breach, disruption by malware or other damage, could interrupt or delay the Company's operations, damage its reputation, cause a loss of customers, agents or third-party capacity providers, expose the Company to a risk of loss or litigation, or cause the Company to incur significant time and expense to remedy such an event, any of which could have a material adverse impact on its results of operations and financial position.

***The Company's business may be harmed by terrorist attacks, future wars or anti-terrorism measures.***

In the aftermath of the terrorist attacks of September 11, 2001, federal, state and municipal authorities have implemented and are implementing various security measures, including checkpoints and travel restrictions on large trucks and fingerprinting of drivers in connection with new hazardous materials endorsements on their licenses. Such existing measures and future measures may have significant costs associated with them which a motor carrier is forced to bear. Moreover, large trucks carrying large freight are potential terrorist targets, and the Company may be obligated to take measures, including possible capital expenditures intended to protect its trucks. In addition, the insurance premiums charged for some or all of the coverage currently maintained by the Company could continue to increase dramatically or such coverage could be unavailable in the future.

***If the Company's employees were to unionize, the Company's operating costs could increase and its ability to compete could be impaired.***

None of the Company's employees are currently represented under a collective bargaining agreement; however, the Company always faces the risk that its employees will try to unionize, and if its owner-operators were ever re-classified as employees, the magnitude of this risk would increase. Further, Congress or one or more states could approve legislation and/or the National Labor Relations Board (the NLRB) could render decisions or implement rule changes that could significantly affect the Company's business and its relationship with employees, including actions that could substantially liberalize the procedures for union organization. For example, in December 2014, the NLRB implemented a final rule amending the agency's representation-case proceedings that govern the procedures for union representation. Pursuant to this amendment, union elections can now be held within 10 to 21 days after the union requests a vote, which makes it easier for unions to successfully organize all employers, in all industries. In addition, the Company can offer no assurance that the Department of Labor will not adopt new regulations or interpret existing regulations in a manner that would favor the agenda of unions.

Any attempt to organize by the Company's employees could result in increased legal and other associated costs and divert management attention, and if the Company entered into a collective bargaining agreement, the terms could negatively affect its costs, efficiency and ability to generate acceptable returns on the affected operations. In particular, the unionization of the Company's employees could have a material adverse effect on its business, financial condition, results of operations, cash flows and prospects because:

- restrictive work rules could hamper the Company's efforts to improve and sustain operating efficiency and could impair the Company's service reputation and limit the Company's ability to provide next-day services;
- a strike or work stoppage could negatively impact the Company's profitability and could damage customer and employee relationships, and some shippers may limit their use of unionized trucking companies because of the threat of strikes and other work stoppages; and
- an election and bargaining process could divert management's time and attention from the Company's overall objectives and impose significant expenses.



***Higher health care costs and labor costs could adversely affect the Company's financial condition and results of operations.***

With the passage in 2010 of the United States Patient Protection and Affordable Care Act (the PPACA), the Company is required to provide health care benefits to all full-time employees that meet certain minimum requirements of coverage and affordability, or otherwise be subject to a payment per employee based on the affordability criteria set forth in the PPACA. Many of these requirements have been phased in over a period of time, with the majority of the most impactful provisions affecting the Company having begun in the second quarter of 2015. Additionally, some states and localities have passed state and local laws mandating the provision of certain levels of health benefits by some employers. The PPACA also requires individuals to obtain coverage or face individual penalties, so employees who are currently eligible but have elected not to participate in the Company's health care plans may ultimately find it more advantageous to do so. It is also possible that by making changes or failing to make changes in the health care plans the Company offers it will have difficulty attracting and retaining employees, including drivers. Finally, implementing the requirements of health care reform is likely to impose additional administrative costs. The costs and other effects of these new healthcare requirements may significantly increase the Company's health care coverage costs and could materially adversely affect its financial condition and results of operations.

***Changes to trade regulation, quotas, duties or tariffs, caused by changing U.S. and geopolitical environments or otherwise, may increase the Company's costs and materially adversely affect its business.***

Recent activity by the Trump administration has led to the imposition of tariffs on certain imported steel and aluminum as well as a broad range of other products imported into the United States. In response to the tariffs imposed by the United States, the European Union, Canada, Mexico and China have announced tariffs on U.S. goods and services. The implementation of these tariffs, as well as the imposition of additional tariffs or quotas or changes to certain trade agreements or retaliatory trade measures or tariffs implemented by other countries, could, among other things, increase the costs of the materials used by the Company's suppliers to produce new revenue equipment or increase the price of fuel. Such cost increases for the Company's revenue equipment suppliers might be passed on to the Company, and to the extent fuel prices increase, the Company may not be able to fully recover such increases through rate increases or the Company's fuel surcharge program, either of which could have a material adverse effect on the Company's business. Further, the continued threats of tariffs, trade restrictions, and trade barriers could have a generally disruptive impact on the domestic economy, including the Company's customers, and decrease demand for its services.

***The Company's total assets include goodwill and indefinite-lived intangibles. If the Company determines that these items have become impaired in the future, net income could be materially and adversely affected.***

As of December 31, 2018, the Company had recorded goodwill of \$258.4 million and indefinite-lived intangible assets of \$90.6 million. Goodwill represents the excess of cost over the fair market value of net assets acquired in business combinations. In accordance with Financial Accounting Standards Board Accounting Standards Codification, Topic 350, "Intangibles — Goodwill and Other," the Company tests goodwill and indefinite-lived intangible assets for potential impairment annually and between annual tests if an event occurs or circumstances change that would more likely than not reduce the fair value below its carrying amount. Any excess in carrying value over the estimated fair value is charged to the Company's results of operations. Further, the Company may never realize the full value of its intangible assets. Any future determination requiring the write-off of a significant portion of intangible assets could have an adverse effect on the Company's financial condition and results of operations. If there are changes to the methods used to allocate carrying values, if management's estimates of future operating results change, if there are changes in the identified reporting units or if there are changes to other significant assumptions, the estimated carrying values and the estimated fair value of the Company's goodwill and long-lived assets could change significantly, and could result in future non-cash impairment charges, which could materially impact its results of operations and financial condition for any such future period. In the fourth quarter of 2018, the Company recorded goodwill impairment of \$11.1 million related to one reporting unit. A sustained relatively low stock price may result in additional goodwill tests and potential impairment charges.

***The requirements of being a public company, including compliance with the reporting requirements of the Exchange Act and the requirements of the Sarbanes-Oxley Act, may strain the Company's resources, increase the Company's costs and distract management.***

As a public company, the Company must comply with new laws, regulations and requirements, certain corporate governance provisions of the Sarbanes-Oxley Act of 2002, related regulations of the SEC and the requirements of The NASDAQ Capital Market (NASDAQ), with which the Company was not required to comply as a private company. For example, the Company must:

- maintain a comprehensive compliance function;
- comply with rules promulgated by NASDAQ;
- prepare and distribute periodic public reports in compliance with obligations under the federal securities laws;
- establish new internal policies, such as those relating to insider trading; and
- involve and retain to a greater degree outside counsel and accountants in the above activities.

Complying with statutes, regulations and requirements relating to public companies occupies a significant amount of time of management and significantly increases the Company's costs and expenses, which could have a material adverse effect on the Company's business, financial condition, results of operations and cash flows. Furthermore, the Company's management may not be able to implement programs and policies to comply with such statutes, regulations and requirements in an effective and timely manner.

These costs and demands have become greater especially now that the Company is no longer an "emerging growth company" under the Jumpstart Our Business Startups (JOBS) Act enacted in April 2012. Because the Company is no longer an emerging growth company as of January 1, 2019, the Company is required to include an attestation report on internal control over financial reporting issued by the Company's independent registered public accounting firm. To achieve compliance with Section 404 of the Sarbanes-Oxley Act, the Company has been engaged in a process to document and evaluate its internal control over financial reporting, which is both costly and challenging. In this regard, the Company continues to dedicate internal resources to assess and document the adequacy of internal control over financial reporting, to take steps to improve control processes as appropriate, to validate through testing that controls are functioning as documented and to implement a continuous reporting and improvement process for internal control over financial reporting.

***The Company has identified material weaknesses in its internal control over financial reporting that, if not remediated, could result in material misstatements in the Company's financial statements, cause the Company to fail to meet its periodic reporting obligations, or adversely affect investor confidence.***

The Company has identified three material weaknesses in internal control over financial reporting in the 2018 fiscal year. A material weakness is a deficiency, or a combination of deficiencies, in internal control over financial reporting such that there is a reasonable possibility that a material misstatement of the Company's annual or interim financial statements will not be prevented or detected on a timely basis. As of December 31, 2018 three material weaknesses were identified relating to information technology general controls, review and approval of manual journal entries and the review and approval of payroll and revenue transactions. The Company concluded that deficiencies in the design and operating effectiveness over information technology general computer controls related to change management, user access and management's review of the completeness and accuracy of certain system-generated reports resulted in a material weakness. The Company also determined that deficiencies in controls to ensure that journal entries were properly reviewed and approved by an appropriate individual separate from the preparer of the journal entry resulted in a material weakness. Additionally, the Company concluded that at two operating companies deficiencies in review and approval of payrolls and at one of those operating companies, deficiencies in review and approval of revenue transactions resulted in a material weakness. The Company may not be able to complete its remediation, evaluation and testing in a timely fashion and its remediation efforts

may not be successful once completed.

If the remedial measures implemented are determined to be insufficient to address the Company's current material weaknesses or if additional material weaknesses are discovered or occur in the future, the Company's ability to record, process and report financial information accurately, and to prepare financial statements within the time periods specified by the rules and forms of the SEC, could be adversely affected, and could result in material misstatements to the Company's annual or interim financial statements. Ineffective internal controls could also cause investors to lose confidence in the Company's reported financial information, which could have a negative effect on the trading price of the Company's common stock.

The Company ceased to be an "emerging growth company" under the federal securities laws as of December 31, 2018. Because of this, the Company's registered public accounting firm is now required to express an opinion on the effectiveness of the Company's internal controls. Given the difficulties inherent in the design and operation of a system of internal controls over financial reporting, the Company can provide no assurance as to its, or its independent registered public accounting firms', future conclusions about the effectiveness of the Company's system of internal controls over financial reporting, and the Company may incur significant costs in its efforts to comply with Section 404 of the Sarbanes-Oxley Act on an ongoing basis. If, in the future, the Company is unable to confirm that its internal control over financial reporting is effective, or if the Company's registered public accounting firm is unable to express an opinion on the effectiveness of the Company's internal controls, the Company could be subject to additional regulatory scrutiny and lose investor confidence in the accuracy and completeness of its financial reports, which could have an adverse effect on the Company's business and would likely have a negative effect on the trading price of the Company's common stock.

***A small number of the Company's stockholders hold a substantial portion of its outstanding common stock.***

Mr. Daseke and his affiliates beneficially own approximately 28% of the Company's common stock as of December 31, 2018. In addition, Mr. Daseke serves as the Company's Chief Executive Officer and Chairman of the Board of Directors. Consequently, Mr. Daseke and his affiliates are able to strongly influence all matters that require approval by the Company's stockholders, including the election and removal of directors, changes to the Company's organizational documents and approval of acquisition offers and other significant corporate transactions. In addition, other members of the Company's board of directors and key management at the corporate level and at the Company's operating companies own more than an additional 13% of the Company's common stock as of December 31, 2018. This concentration of ownership will limit other stockholders' ability to influence corporate matters, and as a result, actions may be taken that you may not view as beneficial and may have the effect of delaying or preventing a change in control and might adversely affect the market price of the Company's common stock to the extent investors perceive a disadvantage in owning stock of a company with a controlling stockholder.

***The Company's charter designates the Court of Chancery of the State of Delaware as the sole and exclusive forum for certain types of actions and proceedings that may be initiated by its stockholders, which could limit its stockholders' ability to obtain a favorable judicial forum for disputes with the Company or its directors, officers, employees or agents.***

The Company's charter provides that, unless it consents in writing to the selection of an alternative forum, the Court of Chancery of the State of Delaware will, to the fullest extent permitted by applicable law, be the sole and exclusive forum for (i) any derivative action or proceeding brought on the Company's behalf, (ii) any action asserting a claim of breach of a fiduciary duty owed by any of the Company's directors, officers, employees or agents to us or the Company's stockholders, (iii) any action asserting a claim arising pursuant to any provision of Delaware General Corporation Law (DGCL) or the Company's charter or bylaws, or (iv) any action asserting a claim against the Company that is governed by the internal affairs doctrine, in each such case subject to such Court of Chancery having personal jurisdiction over the indispensable parties named as defendants therein. Any person or entity purchasing or otherwise acquiring any interest in shares of the Company's capital stock will be deemed to have notice of, and consented to, the provisions of the Company's charter described in the preceding sentence. This choice of forum provision may limit a stockholder's ability to bring a claim in a judicial forum that it finds favorable for disputes with the Company or its directors, officers, employees or agents, which may discourage such lawsuits against the Company and such persons. Alternatively, if a court were to find these provisions of the Company's charter inapplicable to, or unenforceable in respect of, one or more of the specified

types of actions or proceedings, the Company may incur additional costs associated with resolving such matters in other jurisdictions, which could adversely affect its business, financial condition or results of operations.

***Some provisions of the Company's governing documents and Delaware law may inhibit a takeover, which could limit the price investors might be willing to pay in the future for its common stock.***

Some provisions in the Company's charter and bylaws may have the effect of delaying, discouraging, or preventing an acquisition of the Company or a merger in which the Company is not the surviving company and may otherwise prevent or slow changes in the Company's board of directors and management. These provisions include:

- no cumulative voting in the election of directors, which limits the ability of minority stockholders to elect director candidates;
- the exclusive right of the Company's board of directors to elect a director to fill a vacancy created by the expansion of the board of directors or the resignation, death, or removal of a director with or without cause by stockholders, which prevents stockholders from being able to fill vacancies on the Company's board of directors;
- the ability of the Company's board of directors to determine whether to issue shares of the Company's preferred stock and to determine the price and other terms of those shares, including preferences and voting rights, without stockholder approval, which could be used to significantly dilute the ownership of a hostile acquirer;
- a prohibition on stockholder action by written consent, which forces stockholder action to be taken at an annual or special meeting of the Company's stockholders;
- the requirement that a special meeting of stockholders may be called only by the chairman of the board of directors, the chief executive officer, or the board of directors, which may delay the ability of the Company's stockholders to force consideration of a proposal or to take action, including the removal of directors;
- limiting the liability of, and providing indemnification to, the Company's directors and officers;
- controlling the procedures for the conduct and scheduling of stockholder meetings;
- providing for a staggered board, in which the members of the board of directors are divided into three classes to serve for a period of three years from the date of their respective appointment or election; and
- advance notice procedures that stockholders must comply with in order to nominate candidates to the Company's board of directors or to propose matters to be acted upon at a stockholders' meeting, which may discourage or deter a potential acquirer from conducting a solicitation of proxies to elect the acquirer's own slate of directors or otherwise attempting to obtain control of the Company.

These provisions, alone or together, could delay hostile takeovers and changes in control of the Company or changes in the Company's board of directors and management.

As a Delaware corporation, the Company is also subject to provisions of Delaware law, including Section 203 of the DGCL, which prohibits business combinations between us and one or more significant stockholders unless specified conditions are met. These provisions could discourage an acquisition of the Company or other change in control transaction, whether or not it is desired or beneficial to the Company's stockholders, and thereby negatively affect the price that investors might be willing to pay in the future for the Company's common stock. In addition, to the extent that these provisions discourage an acquisition of the Company or other change in control transaction, they could deprive stockholders of opportunities to realize takeover premiums for their shares of the Company's common stock.



***The Company does not currently pay dividends on its common stock.***

The Company does not currently intend to pay cash dividends on its common stock. Any future dividend payments are within the absolute discretion of the Company's board of directors and will depend on, among other things, its results of operations, working capital requirements, capital expenditure requirements, financial condition, level of indebtedness, contractual restrictions with respect to payment of dividends, business opportunities, anticipated cash needs, provisions of applicable law and other factors that the Company's board of directors may deem relevant. Additionally, legal and contractual restrictions in agreements governing the Company's Series A Preferred Stock and current indebtedness place certain restrictions on the Company's ability to pay cash dividends. Consequently, a stockholder's only opportunity to achieve a return on its investment in the Company will be if the stockholder sells its common stock at a price greater than the stockholder paid for it.

***An active trading market for the Company's common stock may not be sustained.***

Although the Company's common stock is listed on NASDAQ, there has been a limited public market for its common stock and a more active trading market for its common stock may not develop or be sustained. An absence of an active trading market could adversely affect the Company's stockholders' ability to sell its common stock in short time periods. Also, as a result of the limited public market for the Company's common stock, the Company's share price may experience significant volatility and may not necessarily reflect the value of the Company's expected performance. Furthermore, an inactive trading market may impair the Company's ability to raise capital by selling shares and may impair its ability to acquire other companies by using the Company's shares as consideration, which, in turn, could harm its business.

***If securities or industry analysts do not publish or cease publishing research or reports about the Company, its business, or its market, or if they change their recommendations regarding the Company's securities adversely, the price and trading volume of the Company's common stock could decline.***

The trading market for the Company's common stock will be influenced by the research and reports that industry or securities analysts may publish about the Company, its business, its market, or its competitors. If any of the analysts who cover the Company change their recommendation regarding the Company's common stock adversely, or provide more favorable relative recommendations about the Company's competitors, the price of the Company's common stock would likely decline. If any of the analysts who cover the Company were to cease coverage of the Company or fail to regularly publish reports on it, the Company could lose visibility in the financial markets, which could cause the price or trading volume of the Company's common stock to decline.

***Uncertainties in the interpretation and application of the Tax Cuts and Jobs Act of 2017 could materially affect the Company's tax obligations and effective tax rate.***

On December 22, 2017, the U.S. enacted comprehensive tax legislation, commonly referred to as the Tax Cuts and Jobs Act of 2017. The new law requires complex computations not previously required by U.S. tax law. As such, the application of accounting guidance for such items is currently uncertain. Further, compliance with the new law and the accounting for such provisions require preparation and analysis of information not previously required or regularly produced. In addition, the U.S. Department of Treasury has broad authority to issue regulations and interpretative guidance that may significantly impact how the Company will apply the law and impact its results of operations in future periods. Accordingly, while the Company has provided a provisional estimate on the effect of the new law in its accompanying audited financial statements, further regulatory or GAAP accounting guidance for the law, or further analysis on the application of the law, and refinement of the Company's initial estimates and calculations could materially change its current provisional estimates, which could in turn materially affect its tax obligations and effective tax rate. There are also likely to be significant future impacts that these tax reforms will have on the Company's future financial results and its business strategies. In addition, there is a risk that states or foreign jurisdictions may amend their tax laws in response to these tax reforms, which could have a material impact on the Company's future results.

***Item 1B: Unresolved Staff Comments***

There are no unresolved comments from the Commission staff required to be disclosed in this Annual Report on Form 10-K.

***Item 2. Properties***

Daseke's headquarters office, which is leased, is located in a multi-tenant office building in Addison, Texas. The Company has 105 locations in North America, 27 of which are owned and 78 of which are leased. Daseke's terminals may include general and executive offices, customer service, sales/marketing, fuel and/or maintenance, parking and warehousing facilities. Daseke believes that substantially all of its property and equipment is in good condition and its buildings and improvements have sufficient capacity to meet current needs. From time to time, Daseke invests in additional facilities to meet the needs of its business as it pursues additional growth.

The following tables provide information regarding terminals and certain other locations owned or leased by Daseke:

Location	FLATBED SOLUTIONS							
	Description of Activities at Location							
	Owned	Leased	Customer Service	Sales/Marketing	Fuel	Maintenance	Admin	Warehouse
Birmingham, Alabama	✓	✓	✓	✓	✓	✓		
Chickasaw, Alabama		✓					✓	
Cincinnati, Ohio	✓				✓	✓		
Clarksville, Tennessee		✓	✓					
Clayton, Alabama	✓		✓	✓	✓		✓	
Cofield, North Carolina	✓	✓	✓					
Des Moines, Iowa	✓							
Dravosburg, Pennsylvania		✓				✓		
Effingham, Illinois		✓					✓	
Greenville, Mississippi	✓		✓					
Grenada, California		✓					✓	
Houston, Texas		✓	✓				✓	
Kennesaw, Georgia		✓	✓					
Lanesville, Indiana		✓	✓				✓	
Laredo, Texas		✓	✓	✓			✓	
Memphis, Tennessee		✓	✓	✓		✓	✓	
Monroeville, Alabama	✓		✓	✓			✓	
Nashville, Tennessee		✓	✓	✓		✓	✓	
Pawleys Island, South Carolina		✓		✓				
Redmond, Oregon	✓	✓	✓	✓	✓	✓		
Springfield, Oregon		✓	✓	✓		✓	✓	
Tuscaloosa, Alabama		✓	✓	✓	✓	✓	✓	
Whites Creek, Tennessee		✓					✓	

**SPECIALIZED SOLUTIONS**

Location	Description of Activities at Location							
	Owned	Leased	Customer Service	Sales/Marketing	Fuel	Maintenance	Admin	Warehouse
Abilene, Texas		✓					✓	
Angleton, Texas		✓	✓	✓				
Arlington, Washington	✓		✓	✓		✓	✓	
Berwick, Pennsylvania		✓				✓		✓
Bloomfield, Indiana		✓					✓	
Bossier City, Louisiana		✓	✓	✓				
Calgary, Alberta		✓					✓	
Carthage, Missouri		✓				✓		
Catlettsburg, Kentucky		✓	✓				✓	
Church Hill, Tennessee		✓	✓	✓		✓	✓	
Clairmont, Alberta		✓	✓	✓		✓	✓	
Conyers, Georgia		✓	✓	✓			✓	
Corpus Christi, Texas		✓	✓	✓				
Delphi, Indiana		✓				✓		
Denver, Colorado		✓					✓	
Duenweg, Missouri	✓		✓	✓		✓		
East Camden, Arkansas		✓	✓					
Evansville, Indiana		✓	✓					✓
Fargo, North Dakota		✓	✓	✓		✓	✓	
Fort Worth, Texas		✓	✓	✓			✓	
Gaffney, South Carolina	✓				✓	✓	✓	
Gainesville, Texas	✓					✓	✓	
Garden City, Georgia		✓	✓			✓		
Glendale, Arizona		✓					✓	
Greer, South Carolina		✓	✓	✓		✓	✓	
Griffin, Georgia		✓	✓					✓
Hamburg, Pennsylvania		✓	✓					✓
Hampton, Georgia		✓				✓		
Hiram, Georgia		✓	✓					
Houston, Texas	✓		✓	✓		✓		
Humble, Texas		✓	✓	✓		✓		
Innisfil, Ontario		✓	✓				✓	
Joplin, Missouri	✓		✓	✓		✓	✓	
Kansas City, Missouri		✓	✓	✓			✓	✓
Kiowa, Oklahoma	✓		✓					
Lafayette, Indiana		✓	✓	✓			✓	✓
Laredo, Texas	✓		✓	✓		✓		
League City, Texas		✓	✓	✓				
Leduc, Alberta		✓	✓			✓	✓	
Louden, Tennessee		✓	✓			✓		
Marshall, Texas		✓				✓	✓	
Maxton, North Carolina		✓				✓		
Mediapolis, Iowa	✓					✓		
Memphis, Tennessee		✓	✓	✓				
Midland, Texas		✓				✓	✓	
Milan, Tennessee		✓	✓				✓	
Mineral Wells, Texas	✓		✓	✓		✓	✓	
Mobile, Alabama		✓					✓	
Mount Vernon, Indiana	✓					✓		
Murray, Utah		✓					✓	
North Charleston, South Carolina		✓	✓	✓		✓	✓	

**SPECIALIZED SOLUTIONS**

Location	Description of Activities at Location							
	Owned	Leased	Customer Service	Sales/Marketing	Fuel	Maintenance	Admin	Warehouse
Oden, Indiana	✓		✓				✓	
Odessa, Texas	✓		✓	✓				
Oklahoma City, Oklahoma		✓	✓	✓		✓	✓	
Peoria, Arizona		✓				✓		
Pharr, Texas		✓	✓	✓				
Plattsburg, New York		✓					✓	
Pleasanton, Texas		✓	✓	✓		✓	✓	
Pomona, California		✓	✓					
Port Wentworth, Georgia		✓	✓	✓			✓	
Prichard, Alabama		✓	✓	✓			✓	
Remington, Indiana	✓	✓	✓	✓	✓	✓	✓	✓
Richmond, Kentucky		✓				✓	✓	
Richmond, Virginia		✓	✓				✓	
Saginaw, Texas		✓	✓	✓		✓	✓	
Sanford, North Carolina	✓		✓	✓		✓		
Savannah, Georgia		✓	✓					
Seguin, Texas		✓	✓	✓				
Shoals, Indiana	✓					✓		
South Bend, Indiana	✓					✓		
Springfield, Missouri		✓	✓	✓	✓	✓		
Steinbach, Manitoba, Canada		✓	✓				✓	
Sweetwater, Texas	✓		✓	✓				
Temple, Texas		✓				✓		
Toledo, Ohio		✓	✓					✓
Tulsa, Oklahoma	✓		✓	✓				✓
Tumwater, Washington		✓				✓		
Westlake Village, California		✓					✓	
West Melbourne, Florida		✓					✓	✓
Wichita, Kansas		✓	✓					✓
Willston, North Dakota		✓	✓	✓		✓	✓	
Winnipeg, Manitoba, Canada		✓	✓			✓		✓

In addition to the locations listed above, Daseke owns parcels of vacant land and leases or owns several non-operating facilities in various locations around the United States. Daseke also maintains various drop yards throughout the United States and Canada.



**Item 3. Legal Proceedings**

The Company is involved in litigation and claims primarily arising in the normal course of business, which include claims for personal injury, employment-related, or property damage incurred in relation to the transportation of freight. The Company’s insurance program for liability, physical damage, cargo damage and workers’ compensation involves self-insurance with varying risk retention levels. Claims in excess of these risk retention levels are covered by insurance in amounts that management considers to be adequate. Based on its knowledge of the facts and, in certain cases, advice of outside counsel, the Company believes the resolution of claims and pending litigation, will not have a material adverse effect on it, taking into account existing reserves.

**Item 4. Mine Safety Disclosures**

None.

**Part II**

**Item 5. Market for Registrant’s Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities**

Daseke’s common stock and warrants trade on NASDAQ under the symbols “DKSE” and “DSKEW,” respectively. As of March 6, 2019, there were 94 stockholders of record of its common stock.

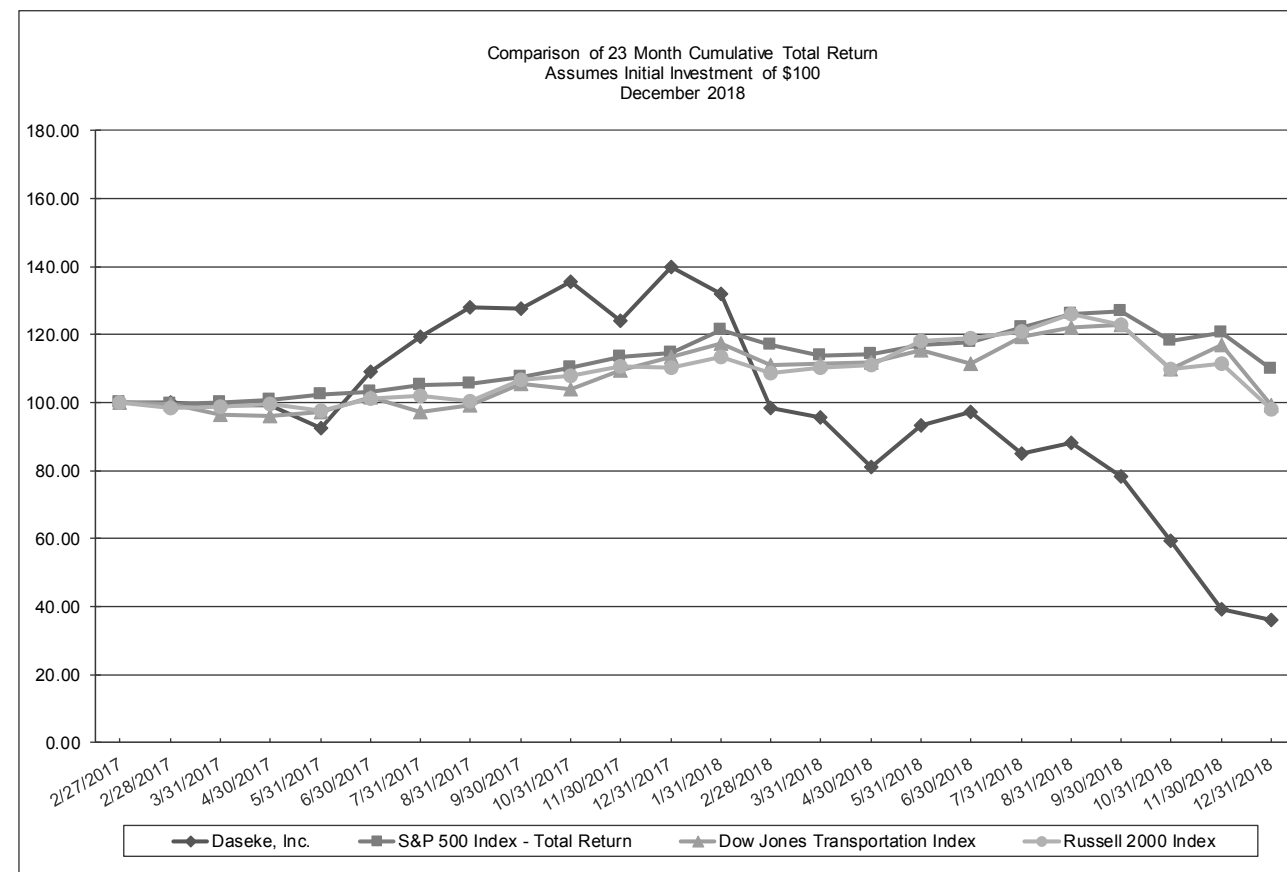
Dividends

The Company has not paid any cash dividends on its common stock. It is the present intention of the Company to retain any earnings for use in its business operations and, accordingly, the Company does not anticipate declaring any dividends in the foreseeable future. The payment of cash dividends on its common stock in the future will be dependent upon the Company’s revenues and earnings, if any, capital requirements, debt covenants and general financial condition. The payment of any cash dividends will be within the discretion of the Company’s board of directors at such time. In addition, the Company’s credit facilities (as described in Note 10 of Notes to Consolidated Financial Statements) restricts the Company’s ability to pay dividends, subject to certain negotiated exceptions.

Stock Performance Graph

*The following is not “soliciting material,” shall not be deemed “filed” for purposes of Section 18 of the Exchange Act or incorporated by reference into any of our other filings under the Exchange Act or the Securities Act, except to the extent we specifically incorporate it by reference into such filing.*

The graph assumes that \$100 was invested on February 27, 2017, in the Company’s common stock, in the S&P 500 Index – Total Return, the Dow Jones Transportation Index and the Russell 2000 Index, and that all dividends were reinvested. The stock price performance on the following graph are required by the SEC and are not necessarily intended to forecast or be indicative of future stock price performance.



The closing price of our common stock on December 31, 2018, the last day of our 2018 fiscal year, was \$3.68 per share.

Company/Index	2/27/2017	12/31/2017	12/31/2018
DSKE	\$ 100.00	\$ 139.82	\$ 36.10
S&P 500 Index – Total Return	\$ 100.00	\$ 114.70	\$ 109.68
Dow Jones Transportation Index	\$ 100.00	\$ 113.33	\$ 99.37
Russell 2000 Index	\$ 100.00	\$ 110.34	\$ 98.19

**Item 6. Selected Financial Data**

The following selected historical consolidated financial information is provided to assist with the analysis of the Company's financial performance. The table below provides the Company's revenue, net income (loss), Adjusted EBITDA, net cash provided by operating activities and free cash flow for the years ended December 31, 2018, 2017, 2016, 2015 and 2014 on a historical basis.

(Dollars in thousands)	Year Ended December 31,				
	2018	2017	2016	2015	2014
Total revenue	\$ 1,613,082	\$ 846,304	\$ 651,802	\$ 678,845	\$ 542,711
Net income (loss)	(5,187)	26,996	(12,279)	3,263	1,300
Net cash provided by operating activities	105,263	45,764	66,415	85,084	48,423
Adjusted EBITDA <sup>(1)</sup>	174,314	91,904	88,240	97,304	70,346
Free cash flow <sup>(1)</sup>	\$ 65,208	\$ 31,745	\$ 68,213	\$ 80,868	\$ 45,561

(1) Adjusted EBITDA and free cash flow are not recognized measures under GAAP. For a definition of Adjusted EBITDA and free cash flow and a reconciliation of Adjusted EBITDA to net income (loss) and free cash flow to net cash provided by operating activities, see "Management's Discussion and Analysis of Financial Condition and Results of Operations and Quantitative and Qualitative Disclosures About Market Risk—Non-GAAP Financial Measures" below.

The following table sets forth selected historical consolidated financial and other data as of and for the years ended December 31, 2018, 2017, 2016, 2015 and 2014. The historical results presented below and above are not necessarily indicative of the results to be expected for any future period and should be read in conjunction with "Management's Discussion and Analysis of Financial Condition and Results of Operations and Quantitative and Qualitative Disclosures About Market Risk" below and Daseke's audited consolidated financial statements and the related notes appearing elsewhere in this Form 10-K.

(Dollars in thousands, except share and per share data)	Year Ended December 31,				
	2018	2017	2016	2015	2014
<b>Consolidated statement of operations data:</b>					
Total revenue	\$ 1,613,082	\$ 846,304	\$ 651,802	\$ 678,845	\$ 542,711
Operating expenses:					
Salaries, wages and employee benefits	407,429	249,996	197,789	178,703	132,205
Fuel	141,097	93,749	66,865	70,296	88,031
Operations and maintenance	181,534	118,390	96,100	98,734	59,274
Purchased freight	588,603	225,254	154,054	181,985	150,654
Taxes and licenses	17,174	11,055	9,222	9,228	7,304
Insurance and claims	45,826	23,962	19,114	19,655	15,446
Depreciation and amortization	131,082	76,863	67,500	63,573	48,575
(Gain) loss on disposition of revenue property and equipment	(3,236)	(700)	(116)	(2,184)	934
Impairment	13,890	—	2,005	—	1,838
Other operating expenses	67,772	40,720	28,636	27,847	19,631
Total operating expenses	1,591,171	839,289	641,169	647,837	523,892
Income from operations	21,911	7,015	10,633	31,008	18,819
Interest expense	45,505	29,556	23,124	20,602	15,978
Other expense (income)	(2,485)	2,745	(375)	(320)	(243)
Total other expense	43,020	32,301	22,749	20,282	15,735
Income (loss) before provision for income taxes	(21,109)	(25,286)	(12,116)	10,726	3,084
Provision (benefit) for income taxes	(15,922)	(52,282)	163	7,463	1,784
Net income (loss)	\$ (5,187)	\$ 26,996	\$ (12,279)	\$ 3,263	\$ 1,300
Dividends declared per Series A convertible preferred share	\$ 7.63	\$ 6.40	\$ —	\$ —	\$ —
Dividends declared per Series B convertible preferred share	\$ —	\$ 12.50	\$ 18.75	\$ 75.00	\$ 75.00
Net income (loss) available to common stockholders	\$ (10,143)	\$ 22,032	\$ (17,049)	\$ (1,473)	\$ 272
Basic net income (loss) per common share	\$ (0.16)	\$ 0.59	\$ (0.81)	\$ (0.07)	\$ 0.07
Diluted net income (loss) per common share	\$ (0.16)	\$ 0.56	\$ (0.81)	\$ (0.07)	\$ 0.06
Basic weighted average common shares outstanding	61,654,820	37,592,549	20,980,961	20,980,961	19,407,162
Diluted weighted average common shares outstanding	61,654,820	39,593,701	20,980,961	20,980,961	20,228,937
<b>Consolidated balance sheet data (at end of period):</b>					
Cash	\$ 45,974	\$ 90,679	\$ 3,695	\$ 4,886	\$ 2,406
Property and equipment, net	\$ 572,719	\$ 429,639	\$ 318,747	\$ 354,535	\$ 303,515
Total assets	\$ 1,390,868	\$ 1,125,668	\$ 570,235	\$ 627,607	\$ 509,922
Current liabilities	\$ 193,859	\$ 108,068	\$ 92,398	\$ 109,669	\$ 89,224
Working capital <sup>(1)</sup>	\$ 131,752	\$ 111,020	\$ 36,282	\$ 42,538	\$ 41,401
Long-term debt and other long-term liabilities	\$ 750,011	\$ 666,367	\$ 374,774	\$ 397,888	\$ 313,583
Total stockholders' equity	\$ 446,998	\$ 351,233	\$ 103,063	\$ 120,050	\$ 107,115
<b>Other financial data (unaudited):</b>					
Adjusted EBITDA <sup>(2)</sup>	\$ 174,314	\$ 91,904	\$ 88,240	\$ 97,304	\$ 70,346
Adjusted EBITDAR <sup>(2)</sup>	\$ 194,834	\$ 108,769	\$ 101,177	\$ 106,261	\$ 76,641
Adjusted EBITDA Margin <sup>(2)</sup>	10.8 %	10.9 %	13.5 %	14.3 %	13.0 %
Free cash flow <sup>(2)</sup>	\$ 65,208	\$ 31,745	\$ 68,213	\$ 80,868	\$ 45,561
Operating ratio	98.6 %	99.2 %	98.4 %	95.4 %	96.5 %
Adjusted operating ratio <sup>(2)</sup>	95.7 %	97.3 %	95.6 %	93.0 %	93.4 %
<b>Operating statistics (unaudited):</b>					
Total miles	462,511,830	290,749,395	246,989,374	230,923,639	192,226,156
Company-operated tractors, as of year-end	3,882	3,218	2,304	2,267	1,878
Owner-operated tractors, as of year-end	2,262	2,056	609	702	735
Number of trailers, as of year-end	13,824	11,237	6,347	5,977	5,515
Company-operated tractors, average for the year	3,485	2,644	2,279	2,054	997
Owner-operated tractors, average for the year	2,177	888	667	700	293
Total tractors, average for the year	5,662	3,532	2,946	2,754	1,290



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- (1) Working capital is defined as current assets (excluding cash) less current liabilities (excluding the current portion of long-term debt).
  - (2) Adjusted EBITDA, Adjusted EBITDAR, Adjusted EBITDA Margin, free cash flow and adjusted operating ratio are not recognized measures under GAAP. For a definition of Adjusted EBITDA, Adjusted EBITDAR, Adjusted EBITDA Margin, free cash flow and adjusted operating ratio, a reconciliation of Adjusted EBITDA and Adjusted EBITDAR to net income (loss), a reconciliation of adjusted operating ratio to operating ratio, and a reconciliation of free cash flow to net cash provided by operating activities, see “Management’s Discussion and Analysis of Financial Condition and Results of Operations and Quantitative and Qualitative Disclosures About Market Risk—Non-GAAP Financial Measures” below.

## ***Item 7. Management’s Discussion and Analysis of Financial Condition and Results of Operations***

The following discussion and analysis should be read in conjunction with the Company’s audited consolidated financial statements and the related notes appearing elsewhere in this Form 10-K. The following discussion contains forward-looking statements that reflect future plans, estimates, beliefs and expected performance. The forward-looking statements are dependent upon events, risks and uncertainties that may be outside the Company’s control. The Company’s actual results could differ materially from those discussed in these forward-looking statements. See “Cautionary Note Regarding Forward-Looking Statements” above.

### ***Introduction***

The Company is a leading provider and consolidator of transportation and logistics solutions focused exclusively on flatbed and specialized (open-deck) freight in North America. The transportation and logistics market is one of the largest industries in the United States. The flatbed and specialized freight market currently represents approximately 10% of the more than 1.5 million population of trucks used in the broader transportation and logistics market.

The Company believes it provides one of the most comprehensive transportation and logistics solution offerings in the open-deck industry. The Company delivers a diverse offering of transportation and logistics solutions to approximately 5,900 customers across the continental United States, Canada and Mexico through two reportable segments: Flatbed Solutions and Specialized Solutions. The Flatbed Solutions segment focuses on delivering transportation and logistics solutions that principally require the use of flatbed and retractable-sided transportation equipment, and the Specialized Solutions segment focuses on delivering transportation and logistics solutions that require the use of specialized trailering transportation equipment. The Flatbed Solutions segment and Specialized Solutions segment generated approximately 41% and 59%, respectively, of revenue in 2018.

Since beginning operations in 2009, the Company has established a track record of growing its business both organically and through strategic and complementary acquisitions, having successfully completed the acquisition of more than 20 operating companies during such period. In 2018, the Company generated revenue of approximately \$1.6 billion, compared to \$30 million in 2009 (its first year of operation), reflecting a CAGR of approximately 56%.

Both of the Company’s reportable segments operate highly flexible business models comprised of company-owned tractors and trailers and asset-light operations (which consist of owner-operator transportation, freight brokerage and logistics). The Company’s asset-based operations have the benefit of providing shippers with certainty of delivery and continuity of operations. Alternatively, the Company’s asset-light operations offer flexibility and scalability to meet customers’ dynamic needs and have lower capital expenditure requirements and fixed costs. Approximately 49% of 2018 freight, logistics and brokerage revenue was derived from company-owned equipment and approximately 51% was derived from asset-light services.

### ***Business Combination and Other Recent Developments***

On February 27, 2017, Hennessy consummated the merger of Hennessy’s wholly-owned subsidiary with and into Private Daseke, with Private Daseke surviving as a direct wholly-owned subsidiary of Hennessy. The aggregate consideration received by Private Daseke stockholders upon closing was \$266.7 million, consisting of newly issued shares of common stock at a value of \$10.00 per share. The Merger Agreement contains an earn-out provision through which Private Daseke stockholders could receive up to 15 million additional shares of common stock (with up to 5 million shares payable annually with respect to 2017, 2018 and 2019 performance). Daseke met the earn-out provision for the year ended December 31, 2017 and 5 million shares were issued to the Private Daseke stockholders in the second quarter of 2018. In 2018, Daseke did not meet the earn-out provision and no shares were issued. See Note 3 of Notes to Consolidated Financial Statements for more information regarding the Business Combination.

On June 6, 2018, the Company acquired all of the outstanding common shares of Aveda Transportation and Energy Services Inc., a corporation existing under the laws of the Province of Alberta, Canada (Aveda), for total consideration of \$118.7 million, consisting of \$27.3 million in cash, 1,612,979 shares of Daseke common stock valued at \$15.4 million,

the payoff of \$54.8 million of outstanding debt, and contingent consideration of \$21.2 million. Aveda transports equipment required for the exploration, development and production of petroleum resources in the United States and Canada, expanding the Specialized Segment.

On August 1, 2018, the Company acquired all of the outstanding shares of Builders Transportation Co., LLC (Builders) based in Memphis, Tennessee for total consideration of \$36.3 million, consisting of \$30.0 million in cash, 399,530 shares of Daseke common stock valued at \$3.4 million and the assumption by the Company of \$2.9 million of long-term debt. Builders transports metals and building materials, expanding the Flatbed Segment.

On July 1 and August 1, 2018, the Company closed two acquisitions to acquire 100% of the outstanding shares of the target entities for aggregate consideration of \$31.6 million, consisting of \$20.1 million in cash and 95,859 shares of Daseke common stock valued at \$0.9 million. Additionally, the Company assumed approximately \$10.6 million of debt and capital lease obligations. These two acquisitions expanded operations in the northwest United States and Canada, in the Flatbed and Specialized Segments.

#### How the Company Evaluates Its Operations

The Company uses a number of primary indicators to monitor its revenue and expense performance and efficiency, including Adjusted EBITDA, Adjusted EBITDAR, free cash flow and adjusted operating ratio, and its key drivers of revenue quality, growth, expense control and operating efficiency. Adjusted EBITDA, Adjusted EBITDAR, free cash flow and adjusted operating ratio are not recognized measures under GAAP and should not be considered alternatives to, or more meaningful than, net income (loss), cash flows from operating activities, operating income, operating ratio, operating margin or any other measure derived in accordance with GAAP. See “Non-GAAP Financial Measures” for more information on the Company’s use of these non-GAAP measures, as well as a description of the computation and reconciliation of the Company’s Adjusted EBITDA and Adjusted EBITDAR to net income (loss), free cash flow to net cash provided by operating activities, and adjusted operating ratio to operating ratio.

#### Revenue

The Company records four types of revenue: freight, brokerage, logistics and fuel surcharge. Freight revenue is generated by hauling freight for the Company’s customers using its trucks or its owner-operators’ equipment. Generally, the Company’s customers pay for its services based on the number of miles in the most direct route between pick-up and delivery locations and other ancillary services the Company provides. Freight revenue is the product of the number of revenue-generating miles driven and the rate per mile the Company receives from customers plus accessorial charges, such as loading and unloading freight for its customers, cargo protection, fees for detaining its equipment or fees for route planning and supervision. Freight revenue is affected by fluctuations in North American economic activity as well as changes in specific customer demand, the level of capacity in the industry and driver availability.

The Company’s brokerage revenue is generated by its use of third-party carriers when it needs capacity to move its customers’ loads. The main factor that affects brokerage revenue is the availability of the Company’s drivers and owner-operators (and hence the need for third-party carriers) and the rate for the load. Brokerage revenue is also affected by fluctuations in North American economic activity as well as changes in the level of capacity in the industry and driver availability.

Logistics revenue is generated from a range of services, including value-added warehousing, loading and unloading, vehicle maintenance and repair, preparation and packaging, fuel management, and other fleet management solutions. Logistics revenue is primarily driven by specific customer requirements for additional services and may fluctuate depending on customers’ utilization of these services due to changes in cargo specifications, delivery staging and fluctuations in North American economic activity.

Fuel surcharges are designed to compensate the Company for fuel costs above a certain cost per gallon base. Generally, the Company receives fuel surcharges on the miles for which it is compensated by customers. However, the Company continues to have exposure to increasing fuel costs related to empty miles, fuel efficiency due to engine idle time and other

factors and to the extent the surcharge paid by the customer is insufficient. The main factors that affect fuel surcharge revenue are the price of diesel fuel and the number of loaded miles. In general, a declining energy and fuel price environment, such as in 2015 and most of 2016, negatively affects the Company’s fuel surcharge revenues, and conversely, an environment with rising fuel and energy prices benefits its fuel surcharge revenues. Although the Company’s surcharge programs vary by customer, they typically involve a computation based on the change in national or regional fuel prices. The Company’s fuel surcharges are billed on a lagging basis, meaning it typically bills customers in the current week based on a previous week’s applicable index. Therefore, in times of increasing fuel prices, the Company does not recover as much as it is currently paying for fuel. In periods of declining prices, the opposite is true. Also, its fuel surcharge programs typically require a specified minimum change in fuel cost to prompt a change in fuel surcharge revenue. Therefore, many of these programs have a time lag between when fuel costs change and when the change is reflected in fuel surcharge revenue.

#### Expenses

The Company’s most significant expenses vary with miles traveled and include driver wages, services purchased from owner-operators and other transportation providers (which are recorded on the “Purchased freight” line of the Company’s consolidated statements of operations) and fuel. Although driver-related expenses vary with miles traveled, the Company currently expects that its expenses relating to driver wages will increase in the near-term, with or without changes in total miles, due to expected increases in average driver wages paid per mile in the general trucking industry. The expected increases in driver wages per mile are due to current market conditions caused by a shortage of qualified drivers in the industry when compared to current demand.

Maintenance and tire expenses and cost of insurance and claims generally vary with the miles the Company travels but also have a controllable component based on safety improvements, fleet age, efficiency and other factors. The Company’s primary fixed costs are depreciation of long-term assets (such as tractors, trailers and terminals), interest expense, rent and non-driver compensation.

The Company’s fuel surcharge programs help to offset increases in fuel prices but typically do not offset empty miles, idle time and out of route miles driven. As discussed above under “Revenue”, its fuel surcharge programs have a time lag between when fuel costs change and when the change is reflected in fuel surcharge revenue. Due to this time lag, the Company’s fuel expense, net of fuel surcharge, negatively impacts its operating income during periods of sharply rising fuel costs and positively impacts its operating income during periods of falling fuel costs. In general, due to the fuel surcharge programs, its operating income is less negatively affected by an environment with higher, stable fuel prices than an environment with lower fuel prices. In addition to its fuel surcharge programs, the Company believes the most effective protection against fuel cost increases is to maintain a fuel-efficient fleet by incorporating fuel efficiency measures. Also, the Company has arrangements with some of its significant fuel suppliers to buy the majority of its fuel at contracted pricing schedules that fluctuate with the market price of diesel fuel. The Company has not used derivatives as a hedge against higher fuel costs in the past but continues to evaluate this possibility.

#### Operating Income

Differences in the mix of drivers and assets between the segments impact the proportion of operating income as a percentage of revenue. The Flatbed Solutions segment has proportionately higher operating income as a percentage of revenue when compared to the Specialized Solutions segment because certain operating expenses in the Specialized Solutions segment are proportionately greater. For example, the Specialized Solutions segment drivers, who typically are required to have a higher level of training and expertise, generally receive a higher driver pay per total mile than Flatbed Solutions segment drivers. In addition, the Flatbed Solutions segment utilizes a larger percentage of owner-operators as opposed to Company drivers, which results in purchased freight expense being a more significant expense for this segment. The larger percentage of Company drivers in the Specialized Solutions segment also results in a greater percentage of fuel expense and operations and maintenance expense relative to our Flatbed Solutions segment, each of which is impacted by the miles per gallon realized with company equipment and the number of miles driven by Company drivers. Similarly, the



Specialized Solutions segment had higher depreciation and amortization expense primarily due to the increase in company-owned vehicles.

#### Factors Affecting the Comparability of the Company's Financial Results

##### Acquisitions

The comparability of the Company's results of operations among the periods presented is impacted by the acquisitions listed below. Also, as a result of the below acquisitions, the Company's historical results of operations may not be comparable or indicative of future results.

##### Flatbed Solutions Acquisitions

- Builders Acquisition – Effective August 1, 2018, the Company acquired 100% of the outstanding equity interests of Builders, to expand its presence in the steel and construction materials markets.
- Leavitt's Acquisition – Effective August 1, 2018, a Company subsidiary acquired 100% of the outstanding equity interests of Leavitt's Freight Service (Leavitt's), to strengthen its operations in Central Oregon and expand its capabilities to the lumber industry.
- Tennessee Steel Haulers Acquisition – Effective December 1, 2017, the Company acquired 100% of the outstanding equity interests of TSH & Co. to expand its presence on the East Coast and in the Southeastern United States in both the steel and building materials industries.

The Company refers to the 2018 and 2017 acquisitions described above collectively as the "Flatbed Solutions Acquisitions."

##### Specialized Solutions Acquisitions

- Kelsey Trail Acquisition – Effective July 1, 2018, a Company subsidiary acquired 100% of the outstanding equity interests of Kelsey Trail, to strengthen and grow its operations in Canada.
- Aveda Acquisition – Effective June 6, 2018, the Company acquired 100% of the outstanding equity interests of Aveda, to expand its capabilities to include the specialized transportation of equipment required for the exploration, development and production of petroleum resources in the United States and Canada.
- Belmont Acquisition – Effective December 29, 2017, a Company subsidiary acquired 100% of the outstanding equity interests of Belmont, as a dedicated glass hauler that will complement the Company's existing glass hauling capabilities.
- Moore Freight Services Acquisition – Effective December 1, 2017, the Company acquired 100% of the outstanding equity interests of Moore Freight Services to expand its capabilities as a commercial sheet glass carrier.
- Roadmaster Group Acquisition – Effective December 1, 2017, the Company acquired 100% of the outstanding equity interests of Roadmaster Group to expand its capabilities as a market leader in high security cargo.
- R&R Acquisition – Effective September 1, 2017, the Company acquired 100% of the outstanding stock of R&R, to expand its capabilities to include government and commercial arms, ammunitions and explosives.

- Steelman Acquisition – Effective July 1, 2017, the Company acquired 100% of the outstanding stock of Steelman, to expand its presence in the Midwestern United States and in flatbed, power sports and heavy haul industries.
- Schilli Acquisition – Effective May 1, 2017, the Company acquired 100% of the outstanding stock of Schilli, to expand its industrial warehousing capabilities and its presence in the Midwestern United States.
- Big Freight Acquisition - Effective May 1, 2017, the Company acquired 100% of the outstanding stock of Big Freight, to expand its presence into Canada and the power sports industry.

The Company refers to the 2018 and 2017 acquisitions described above collectively as the "Specialized Solutions Acquisitions."

The Company refers to the Flatbed Solutions Acquisitions and Specialized Solutions Acquisitions described above collectively as the "Recent Acquisitions."

##### The Business Combination

The Company's historical results of operations may not be comparable or indicative of results after the consummation of the Business Combination as a result of the following:

- Decreased Leverage. For the year ended December 31, 2016, the Company's pro forma interest expense would have been approximately \$3.4 million lower than its historical interest expense.
- Public Company Expenses. The Company incurred direct, incremental general and administrative expense as a result of being a publicly traded company, including, but not limited to, costs associated with annual and quarterly reports to stockholders, tax return preparation, independent auditor fees, investor relations activities, registrar and transfer agent fees, incremental director and officer liability insurance costs and independent director compensation. These direct expenses totaled approximately \$5.5 million.
- Transaction Costs. For the years ended December 31, 2017 and 2016, the Company expensed \$2.0 million and \$3.5 million, respectively, of transaction costs related to the Business Combination.
- Deferred Financing Fees. During the first quarter of 2017, the Company expensed \$3.9 million of unamortized deferred financing fees associated with debt refinanced in conjunction with the Business Combination. There were no such expenses for the years ended December 31, 2018 and 2016.

##### Daseke Fleet Services

In May 2018, the Company launched Daseke Fleet Services (DFS) as a new department to support the Company's growing scale by leveraging areas such as purchasing, equipment optimization and maintenance to improve cost efficiencies in ways that support both the Company's operating companies and overall organic growth.

DFS focuses on lifecycle management of revenue equipment including maximization of national purchasing power, enhanced maintenance programs, strategic disposition of assets, and high-level warranty management. The formation of DFS is expected to reduce operating expenses which will improve the Company's operating income, operating ratio and margins.

Results of Operations

*Year Ended December 31, 2018 Compared to Year Ended December 31, 2017*

The following table sets forth items derived from the Company's consolidated statements of operations for the years ended December 31, 2018 and 2017 in dollars and as a percentage of total revenue and the increase or decrease in the dollar amounts of those items.

(Dollars in thousands)	Year Ended December 31,				Increase (Decrease)	
	2018		2017		\$	%
	\$	%	\$	%	\$	%
<b>REVENUE:</b>						
Freight	\$ 1,162,193	72.0	\$ 632,764	74.8	\$ 529,429	83.7
Brokerage	266,437	16.5	120,943	14.3	145,494	120.3
Logistics	42,764	2.7	22,074	2.6	20,690	93.7
Fuel surcharge	141,688	8.8	70,523	8.3	71,165	100.9
<b>Total revenue</b>	<b>1,613,082</b>	<b>100.0</b>	<b>846,304</b>	<b>100.0</b>	<b>766,778</b>	<b>90.6</b>
<b>OPERATING EXPENSES:</b>						
Salaries, wages and employee benefits	407,429	25.3	249,996	29.5	157,433	63.0
Fuel	141,097	8.7	93,749	11.1	47,348	50.5
Operations and maintenance	181,534	11.3	118,390	14.0	63,144	53.3
Communications	3,334	0.2	2,145	0.3	1,189	55.4
Purchased freight	588,603	36.5	225,254	26.6	363,349	161.3
Administrative expenses	58,385	3.6	33,233	3.9	25,152	75.7
Sales and marketing	3,369	0.2	1,965	0.2	1,404	71.5
Taxes and licenses	17,174	1.1	11,055	1.3	6,119	55.4
Insurance and claims	45,826	2.8	23,962	2.8	21,864	91.2
Acquisition-related transaction expenses	2,684	0.2	3,377	0.4	(693)	(20.5)
Depreciation and amortization	131,082	8.1	76,863	9.1	54,219	70.5
Gain on disposition of revenue property and equipment	(3,236)	(0.2)	(700)	(0.1)	(2,536)	362.3
Impairment	13,890	0.9	—	*	13,890	*
<b>Total operating expenses</b>	<b>1,591,171</b>	<b>98.6</b>	<b>839,289</b>	<b>99.2</b>	<b>751,882</b>	<b>89.6</b>
<i>Operating ratio</i>	<i>98.6%</i>		<i>99.2%</i>			
<i>Adjusted operating ratio<sup>(1)</sup></i>	<i>95.7%</i>		<i>97.3%</i>			
<b>INCOME FROM OPERATIONS</b>	<b>21,911</b>	<b>1.4</b>	<b>7,015</b>	<b>0.8</b>	<b>14,896</b>	<b>212.3</b>
<b>Other (income) expense:</b>						
Interest income	(1,323)	(0.1)	(398)	(0.0)	(925)	232.4
Interest expense	45,505	2.8	29,556	3.5	15,949	54.0
Write-off of unamortized deferred financing fees	—	*	3,883	0.5	(3,883)	(100.0)
Other	(1,162)	(0.1)	(740)	(0.1)	(422)	57.0
<b>Total other expense</b>	<b>43,020</b>	<b>2.7</b>	<b>32,301</b>	<b>3.8</b>	<b>10,719</b>	<b>33.2</b>
<b>Income (loss) before income taxes</b>	<b>(21,109)</b>	<b>(1.3)</b>	<b>(25,286)</b>	<b>(3.0)</b>	<b>4,177</b>	<b>(16.5)</b>
Provision (benefit) for income taxes	(15,922)	(1.0)	(52,282)	(6.2)	36,360	(69.5)
<b>Net income (loss)</b>	<b>\$ (5,187)</b>	<b>(0.3)</b>	<b>\$ 26,996</b>	<b>3.2</b>	<b>\$ (32,183)</b>	<b>(119.2)</b>
<b>OPERATING STATISTICS:</b>						
Total miles	462,511,830		290,749,395		171,762,435	59.1
Company-operated tractors, as of year-end	3,882		3,218		664	20.6
Owner-operated tractors, as of year-end	2,262		2,056		206	10.0
Number of trailers, as of year-end	13,824		11,237		2,587	23.0
Company-operated tractors, average for the year	3,485		2,644		841	31.8
Owner-operated tractors, average for the year	2,177		888		1,289	145.2
Total tractors, average for the year	5,662		3,532		2,130	60.3

\* indicates not meaningful.

(1) Adjusted operating ratio is not a recognized measure under GAAP. For a definition of adjusted operating ratio and reconciliation of adjusted operating ratio to operating ratio, see "Non-GAAP Financial Measures" below.

The following table sets forth the Company's Flatbed Solutions segment's revenue, operating expenses, operating ratio, adjusted operating ratio and operating income for the years ended December 31, 2018 and 2017 in dollars and as a percentage of its Flatbed Solutions segment's total revenue and the increase or decrease in the dollar amounts of those items. The following table also sets forth certain operating statistics for the Company's Flatbed Solutions segment for the years ended December 31, 2018 and 2017.

FLATBED SOLUTIONS

(Dollars in thousands)	Year Ended December 31,				Increase (Decrease)	
	2018		2017		\$	%
	\$	%	\$	%	\$	%
<b>REVENUE<sup>(1)</sup>:</b>						
Freight	\$ 477,722	72.2	\$ 276,592	78.1	\$ 201,130	72.7
Brokerage	104,184	15.7	40,882	11.5	63,302	154.8
Logistics	2,987	0.5	192	0.1	2,795	*
Fuel surcharge	77,110	11.6	36,440	10.3	40,670	111.6
<b>Total revenue</b>	<b>662,003</b>	<b>100.0</b>	<b>354,106</b>	<b>100.0</b>	<b>307,897</b>	<b>87.0</b>
<b>OPERATING EXPENSES<sup>(1)</sup>:</b>						
Salaries, wages and employee benefits	122,134	18.4	96,860	27.4	25,274	26.1
Fuel	50,781	7.7	41,592	11.7	9,189	22.1
Operations and maintenance	48,415	7.3	36,524	10.3	11,891	32.6
Purchased freight	331,923	50.1	107,248	30.3	224,675	209.5
Depreciation and amortization	36,099	5.5	29,183	8.2	6,916	23.7
Other operating expenses	39,733	6.0	24,238	6.8	15,495	63.9
<b>Total operating expenses</b>	<b>629,085</b>	<b>95.0</b>	<b>335,645</b>	<b>94.8</b>	<b>293,440</b>	<b>87.4</b>
<i>Operating ratio</i>	<i>95.0%</i>		<i>94.8%</i>			
<i>Adjusted operating ratio<sup>(2)</sup></i>	<i>94.0%</i>		<i>93.8%</i>			
<b>INCOME FROM OPERATIONS</b>	<b>\$ 32,918</b>	<b>5.0</b>	<b>\$ 18,461</b>	<b>5.2</b>	<b>\$ 14,457</b>	<b>78.3</b>
<b>OPERATING STATISTICS:</b>						
Total miles	243,794,226		152,956,123		90,838,103	59.4
Company-operated tractors, as of year-end	1,371		1,155		216	18.7
Owner-operated tractors, as of year-end	1,592		1,392		200	14.4
Number of trailers, as of year-end	5,141		4,573		568	12.4
Company-operated tractors, average for the year	1,205		1,156		49	4.2
Owner-operated tractors, average for the year	1,543		535		1,008	188.4
Total tractors, average for the year	2,748		1,691		1,057	62.5

\* indicates not meaningful.

(1) Includes intersegment revenues and expenses, as applicable, which are eliminated in the Company's consolidated results.

(2) Adjusted operating ratio is not a recognized measure under GAAP. For a definition of adjusted operating ratio and reconciliation of adjusted operating ratio to operating ratio, see "Non-GAAP Financial Measures" below.



The following table sets forth the Company's Specialized Solutions segment's revenue, operating expenses, operating ratio, adjusted operating ratio and operating income for the years ended December 31, 2018 and 2017 in dollars and as a percentage of its Specialized Solutions segment's total revenue and the increase or decrease in the dollar amounts of those items. The following table also sets forth certain operating statistics for the Company's Specialized Solutions segment for the years ended December 31, 2018 and 2017.

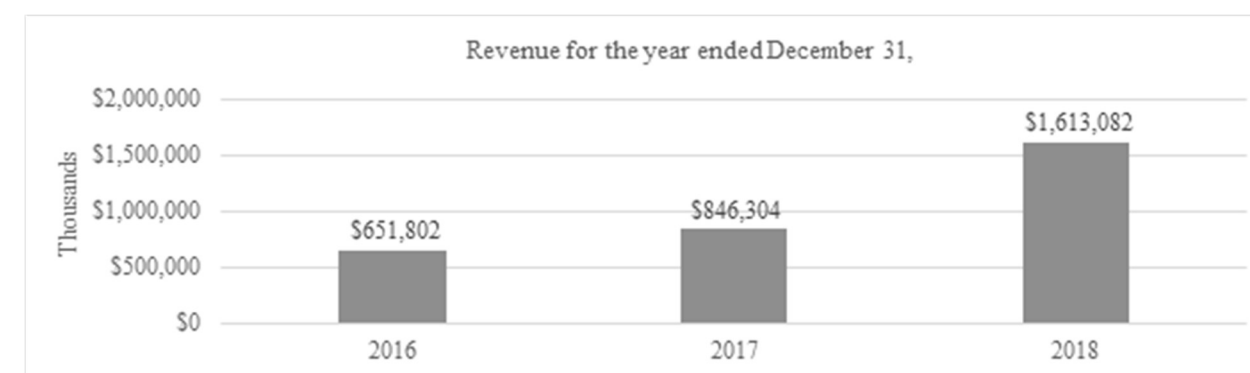
(Dollars in thousands)	SPECIALIZED SOLUTIONS					
	Year Ended December 31,				Increase (Decrease)	
	2018		2017			
	\$	%	\$	%	\$	%
<b>REVENUE<sup>(1)</sup>:</b>						
Freight	\$ 696,045	72.1	\$ 362,277	72.6	\$ 333,768	92.1
Brokerage	163,092	16.9	80,225	16.1	82,867	103.3
Logistics	39,927	4.1	21,940	4.4	17,987	82.0
Fuel surcharge	66,000	6.8	34,690	7.0	31,310	90.3
<b>Total revenue</b>	<b>965,064</b>	<b>100.0</b>	<b>499,132</b>	<b>100.0</b>	<b>465,932</b>	<b>93.3</b>
<b>OPERATING EXPENSES<sup>(1)</sup>:</b>						
Salaries, wages and employee benefits	277,591	28.8	145,004	29.1	132,587	91.4
Fuel	90,316	9.4	52,157	10.4	38,159	73.2
Operations and maintenance	132,487	13.7	80,728	16.2	51,759	64.1
Purchased freight	270,639	28.0	124,905	25.0	145,734	116.7
Depreciation and amortization	94,818	9.8	47,531	9.5	47,287	99.5
Impairment	13,890	1.4	—	*	13,890	*
Other operating expenses	62,272	6.5	33,462	6.7	28,810	86.1
<b>Total operating expenses</b>	<b>942,013</b>	<b>97.6</b>	<b>483,787</b>	<b>96.9</b>	<b>458,226</b>	<b>94.7</b>
Operating ratio	97.6%		96.9%			
Adjusted operating ratio <sup>(2)</sup>	93.4%		95.1%			
<b>INCOME FROM OPERATIONS</b>	<b>\$ 23,051</b>	<b>2.4</b>	<b>\$ 15,345</b>	<b>3.1</b>	<b>\$ 7,706</b>	<b>50.2</b>
<b>OPERATING STATISTICS:</b>						
Total miles	218,717,604		137,793,272		80,924,332	58.7
Company-operated tractors, as of year-end	2,511		2,063		448	21.7
Owner-operated tractors, as of year-end	670		664		6	0.9
Number of trailers, as of year-end	8,683		6,664		2,019	30.3
Company-operated tractors, average for the year	2,280		1,488		792	53.2
Owner-operated tractors, average for the year	634		353		281	79.6
Total tractors, average for the year	2,914		1,841		1,073	58.3

\* indicates not meaningful.

(1) Includes intersegment revenues and expenses, as applicable, which are eliminated in the Company's consolidated results.

(2) Adjusted operating ratio is not a recognized measure under GAAP. For a definition of adjusted operating ratio and reconciliation of adjusted operating ratio to operating ratio, see "Non-GAAP Financial Measures" below.

**Revenue.** Total revenue increased 90.6% to \$1,613.1 million for the year ended December 31, 2018 from \$846.3 million for the year ended December 31, 2017, primarily as a result of the Recent Acquisitions. The change in total revenue, excluding the effect of the Recent Acquisitions, was an increase of \$122.2 million, or 14.4%, due to increases in fuel surcharge, brokerage and freight revenue. Freight revenue, excluding the effect of the Recent Acquisitions, increased \$61.0 million, or 9.6%, from \$632.8 million for the year ended December 31, 2017 to \$693.8 million for the year ended December 31, 2018. Brokerage revenue, excluding the effect of the Recent Acquisitions, increased \$31.3 million, or 25.8%, from \$120.9 million for the year ended December 31, 2017 to \$152.2 million for the year ended December 31, 2018. The increases in freight and brokerage revenue were primarily a result of increases in rates, while miles driven decreased 4.0% when compared to the same period in 2017, excluding the effect of the Recent Acquisitions. Fuel surcharges, excluding the effect of the Recent Acquisitions, increased \$27.4 million, or 38.8%, from \$70.5 million for the year ended December 31, 2017 to \$97.9 million for the year ended December 31, 2018.



The Company's Flatbed Solutions segment's revenue was \$662.0 million for the year ended December 31, 2018 as compared to \$354.1 million for the year ended December 31, 2017, an increase of 87.0%, which was primarily the result of the Flatbed Solutions Acquisitions. The increase in revenue, excluding the effect of the Flatbed Solutions Acquisitions was 13.8%, or \$49.0 million, due to increases in freight revenue, brokerage revenue and fuel surcharge. Freight revenue, excluding the effect of the Flatbed Solutions Acquisitions, increased \$29.0 million, or 10.5%, from \$276.6 million for the year ended December 31, 2017 to \$305.6 million for the year ended December 31, 2018. Brokerage revenue, excluding the effect of the Recent Acquisitions, increased \$5.0 million, or 12.3%, from \$40.9 million for the year ended December 31, 2017 to \$45.9 million for the year ended December 31, 2018. The increases in freight and brokerage revenue were primarily a result of increases in rates, while miles driven decreased 5.3% when compared to the same period in 2017, excluding the effect of the Flatbed Solutions Acquisitions. Fuel surcharges, excluding the effect of the Flatbed Solutions Acquisitions, increased \$14.9 million, or 40.9%, from \$36.4 million for the year ended December 31, 2017 to \$51.3 million for the year ended December 31, 2018.

The Company's Specialized Solutions segment's revenue was \$965.1 million for the year ended December 31, 2018 as compared to \$499.1 million for the year ended December 31, 2017, an increase of 93.3%, which was primarily due to the Specialized Solutions Acquisitions. The increase in revenue, excluding the effect of the Specialized Solutions Acquisitions, was an increase of \$80.8 million, or 16.2%, due to increases in freight revenue, brokerage revenue and fuel surcharge. Freight revenue, excluding the effect of the Specialized Solutions Acquisitions, increased \$37.8 million, or 10.4%, from \$362.3 million for the year ended December 31, 2017 to \$400.1 million for the year ended December 31, 2018. Brokerage revenue, excluding the effect of the Specialized Solutions Acquisitions, increased \$27.0 million, or 33.7%, from \$80.2 million for the year ended December 31, 2017 to \$107.2 million. The increases in freight and brokerage revenue were primarily a result of increases in rates, while miles driven decreased 2.6% when compared to the same period in 2017, excluding the effect of the Specialized Solutions Acquisitions. Fuel surcharges, excluding the effect of the Specialized Solutions Acquisitions, increased \$13.4 million, or 38.6%, from \$34.7 million for the year ended December 31, 2017 to \$48.1 million for the year ended December 31, 2018.

In both segments, the increase in fuel surcharge revenue was the result of increases in fuel prices, which increased by 19.6% for the year ended December 31, 2018 when compared to the same period in 2017.

**Salaries, Wages and Employee Benefits.** Salaries, wages and employee benefits expense, which consists of compensation for all employees, is primarily affected by the number of miles driven by company drivers, the rate per mile paid to company drivers, employee benefits including, but not limited to, health care and workers' compensation, and to a lesser extent, the number of, and compensation and benefits paid to, non-driver employees. In general, the Specialized Solutions segment drivers receive a higher driver pay per total mile than Flatbed Solutions segment drivers due to the former requiring a higher level of training and expertise.

Salaries, wages and employee benefits expense increased 63.0% to \$407.4 million for the year ended December 31, 2018 from \$250.0 million for the year ended December 31, 2017, primarily due to the Recent Acquisitions. The increase in salaries, wages and employee benefits expense, excluding the effect of the Recent Acquisitions, was 7.3%, or \$18.4 million, and was primarily due to increased employee compensation, due to increases in average driver wages in the

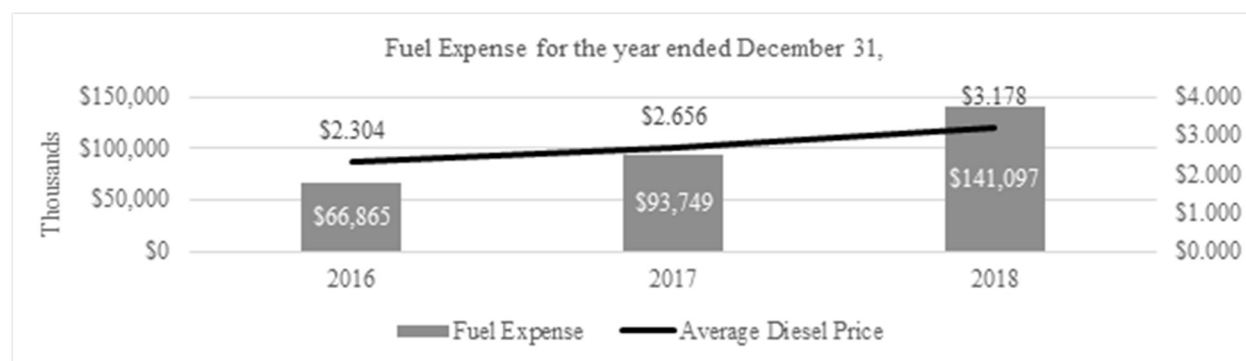
trucking industry and general inflation. This increase was offset by a decrease in employee health insurance cost as a result of cost savings obtained by changing insurance providers. Excluding the effect of the Recent Acquisitions, salaries, wages and employee benefits expense, as a percentage of consolidated revenue (excluding brokerage revenue), decreased 1.7% for the year ended December 31, 2018 as compared to the same period in 2017. This decrease is the result of higher utilization of owner-operators with a decrease in Company drivers for the year ended December 31, 2018 as compared to the same period in 2017. This change in the mix of drivers reduced salaries, wages and employee benefits expense and increased purchased freight expense (see Purchased Freight below).

The Company's Flatbed Solutions segment had a \$25.3 million, or 26.1%, increase in salaries, wages and employee benefits expense for the year ended December 31, 2018 compared to the year ended December 31, 2017, primarily as a result of the Flatbed Solutions Acquisitions, which resulted in a \$21.9 million increase. Excluding the effect of the Flatbed Solutions Acquisitions, salaries, wages and employee benefit expense increased 3.5% for the year ended December 31, 2018 as compared to the year ended December 31, 2017. The increase in employee compensation is primarily due to increases in average driver wages in the trucking industry and general inflation, partially offset by a decrease due to a reduction in employee health insurance and workers' compensation insurance costs as a result of cost savings obtained by changing insurance providers. Excluding the effect of the Flatbed Solutions Acquisitions, wages and employee benefits expense, as a percentage of Flatbed Solutions revenue (excluding brokerage revenue), decreased 2.9% for the year ended December 31, 2018 as compared to the same period in 2017. This decrease is the result of higher utilization of owner-operators with a decrease in Company drivers for the year ended December 31, 2018 as compared to the same period in 2017. This change in the mix of drivers reduced salaries, wages and employee benefits expense and increased purchased freight expense (see Purchased Freight below).

The Company's Specialized Solutions segment had a \$132.6 million, or 91.4%, increase in salaries, wages and employee benefits expense for the year ended December 31, 2018 compared to the year ended December 31, 2017, primarily as a result of the Specialized Solutions Acquisitions. This increase, excluding the effect of the Specialized Solutions Acquisitions, was 10.7%, or \$15.5 million, and was primarily due to increased employee compensation, due to increases in average driver wages in the trucking industry and general inflation. Excluding the effect of the Specialized Solutions Acquisitions, salaries, wages and employee benefits expense, as a percentage of Specialized Solutions revenue (excluding brokerage revenue), decreased less than 1% for the year ended December 31, 2018 as compared to the same period in 2017.

**Fuel.** Fuel expense consists primarily of diesel fuel expense for company-owned tractors and fuel taxes. The primary factors affecting fuel expense are the prices negotiated for diesel fuel, the miles per gallon realized with company equipment and the number of miles driven by company drivers.

Total fuel expense increased \$47.3 million, or 50.5%, to \$141.1 million for the year ended December 31, 2018 from \$93.7 million for the year ended December 31, 2017. This increase was primarily a result of higher fuel prices and the Recent Acquisitions. Excluding the effect of the Recent Acquisitions, fuel expense increased 13.3%, or \$12.5 million. The U.S. national average diesel fuel price, as published by the U.S. Department of Energy, was \$3.178 for the year ended December 31, 2018, compared to \$2.656 for the same periods in 2017, a 19.6% increase. Total miles driven, excluding the Recent Acquisitions, decreased 4.0% for the year ended December 31, 2018 as compared to the year ended December 31, 2017.



The Company's Flatbed Solutions segment's fuel expense increased 22.1% to \$50.8 million for the year ended December 31, 2018 from \$41.6 million for the year ended December 31, 2017, primarily as a result of higher fuel prices and the Flatbed Solutions Acquisitions. Excluding the effect of the Flatbed Solutions Acquisitions, fuel expense in the Flatbed Solutions segment increased 11.5% to \$46.4 million as a result of higher fuel prices. Total miles driven for the Flatbed Solutions segment, excluding the Flatbed Solutions Acquisitions, decreased 5.3% for the year ended December 31, 2018 as compared to the year ended December 31, 2017.

The Company's Specialized Solutions segment's fuel expense increased 73.2% to \$90.3 million for the year ended December 31, 2018 from \$52.2 million for the year ended December 31, 2017, primarily as a result of higher fuel prices and the Specialized Solutions Acquisitions. Excluding the effect of the Specialized Solutions Acquisitions, fuel expense in the Specialized Solutions segment increased 14.7% to \$59.8 million as a result of higher fuel prices. Total miles driven for the Specialized Solutions segment, excluding the Specialized Solutions Acquisitions, decreased 2.6% for the year ended December 31, 2018 as compared to the year ended December 31, 2017.

**Operations and Maintenance.** Operations and maintenance expense consists primarily of ordinary vehicle repairs and maintenance, costs associated with preparing tractors and trailers for sale or trade-in, driver recruiting, training and safety costs, permitting and pilot car fees and other general operations expenses. Operations and maintenance expense is primarily affected by the age of company-owned tractors and trailers, the number of miles driven in a period and driver turnover.

Operations and maintenance expense increased 53.3% to \$181.5 million for the year ended December 31, 2018 from \$118.4 million for the year ended December 31, 2017, primarily as a result of the Recent Acquisitions. After adjusting for the effect of the Recent Acquisitions, operations and maintenance expense increased 11.8% for the year ended December 31, 2018 as compared to the year ended December 31, 2017. Excluding the effect of the Recent Acquisitions, operations and maintenance expense, as a percentage of consolidated revenue (excluding brokerage revenue), decreased less than 1% for the year ended December 31, 2018 as compared to the same period in 2017. This decrease is the result of higher utilization of owner-operators with a decrease in Company drivers for the year ended December 31, 2018 as compared to the same period in 2017. This change in the mix of drivers reduced operations and maintenance expense and increased purchased freight expense (see Purchased Freight below).

The Company's Flatbed Solutions segment's operations and maintenance expense increased \$11.9 million, or 32.6%, for the year ended December 31, 2018 as compared to the year ended December 31, 2017, primarily as a result of the Flatbed Solutions Acquisitions. Excluding the effect of the Flatbed Solutions Acquisitions, operations and maintenance expense increased \$4.4 million, or 12.1%, for the year ended December 31, 2018 as compared to the year ended December 31, 2017, primarily as a result of an increase in maintenance expense, due to normal replacement cycles of tractors and trailers, and increased tire replacement expense. These increases were partially offset by decreased tractor lease costs as the Flatbed Solutions segment's utilization of operating leases to finance tractor purchases decreased in 2018. Excluding the effect of the Flatbed Solutions Acquisitions, operations and maintenance expense, as a percentage of Flatbed Solutions revenue (excluding brokerage revenue), was a decrease of less than 1% for the year ended December 31, 2018 as compared to the same period in 2017.

The Company's Specialized Solutions segment's operations and maintenance expense increased \$51.8 million, or 64.1%, for the year ended December 31, 2018 as compared to the year ended December 31, 2017, primarily as a result of the Specialized Solutions Acquisitions. Excluding the effect of the Specialized Solutions Acquisitions, operations and maintenance expense increased \$10.0 million, or 12.4%, for the year ended December 31, 2018 as compared to the year ended December 31, 2017, primarily as a result of increased maintenance expense, due to normal replacement cycles of tractors and trailers and increased logistics activities. Excluding the effect of the Specialized Solutions Acquisitions, operations and maintenance expense, as a percentage of Specialized Solutions revenue (excluding brokerage revenue), decreased less than 1% for the year ended December 31, 2018 as compared to the same period in 2017. This decrease is the result of higher utilization of owner-operators with a decrease in Company drivers for the year ended December 31, 2018 as compared to the same period in 2017. This change in the mix of drivers reduced operations and maintenance expense and increased purchased freight expense (see Purchased Freight below).



*Purchased Freight.* Purchased freight expense consists of the payments to owner-operators, including fuel surcharge reimbursements, and payments to third-party capacity providers that haul loads brokered to them. Purchased freight expense generally takes into account changes in diesel fuel prices, resulting in lower payments during periods of declining fuel prices.

Total purchased freight expense increased 161.3% from \$225.3 million for the year ended December 31, 2017 to \$588.6 million for the year ended December 31, 2018, primarily as a result of the Recent Acquisitions. Excluding the effect of the Recent Acquisitions on purchased freight expense, total purchased freight expense increased 21.8% to \$274.3 million for the year ended December 31, 2018. Purchased freight expense from owner-operators, excluding the Recent Acquisitions, increased 22.7% from \$131.8 million for the year ended December 31, 2017 to \$161.7 million for the year ended December 31, 2018, primarily as a result of higher rates and increases in fuel surcharge reimbursements made to owner-operators as a result of higher fuel prices. Purchased freight expense from third-party capacity providers, excluding the Recent Acquisitions, increased 23.7% from \$87.8 million for the year ended December 31, 2017 to \$108.6 million for the year ended December 31, 2018, primarily as a result of increased utilization of third-party capacity providers. Excluding the effect of the Recent Acquisitions, purchased freight expense, as a percentage of consolidated revenue, increased 1.7% for the year ended December 31, 2018 as compared to the same period in 2017 as a result of higher utilization of owner-operators and third-party capacity providers.

The Company's Flatbed Solutions segment's purchased freight expense increased 209.5% to \$331.9 million for the year ended December 31, 2018 from \$107.2 million for the year ended December 31, 2017, primarily as a result of the Flatbed Solutions Acquisitions, which resulted in a \$194.1 million increase to purchased freight expense. Excluding the effect of the Flatbed Solutions Acquisitions, the Company's Flatbed Solutions segment's purchased freight expense increased 28.5% to \$137.8 million for the year ended December 31, 2018 as compared to the year ended December 31, 2017, primarily due to increases in the utilization of owner-operators and third-party capacity providers in the Company's Flatbed Solutions segment. Purchased freight expense from owner-operators, excluding the Flatbed Solutions Acquisitions, increased 35.4% to \$102.0 million for the year ended December 31, 2018 from \$75.3 million for the year ended December 31, 2017, primarily as a result of higher rates and increases in fuel surcharge reimbursements made to owner-operators as a result of higher fuel prices. Purchased freight expense from third-party capacity providers, excluding the Flatbed Solutions Acquisitions, increased 11.5% to \$31.6 million for the year ended December 31, 2018 from \$28.4 million for the year ended December 31, 2017, primarily as a result of increased utilization of third-party capacity providers. Excluding the effect of the Flatbed Solutions Acquisitions, purchased freight expense, as a percentage of Flatbed Solutions revenue, increased 3.9% for the year ended December 31, 2018 as compared to the same period in 2017 from higher utilization of owner-operators and third-party capacity providers.

The Company's Specialized Solutions segment's purchased freight expense increased 116.7% to \$270.6 million for the year ended December 31, 2018 from \$124.9 million for the year ended December 31, 2017, primarily as a result of the Specialized Solutions Acquisitions. Excluding the effect of the Specialized Solutions Acquisitions on purchased freight expense, total purchased freight expense increased 21.0% to \$151.1 million for the year ended December 31, 2018. Purchased freight expense from owner-operators, excluding the Specialized Solutions Acquisitions, increased 5.8% from \$56.5 million for the year ended December 31, 2017 to \$59.7 million for the year ended December 31, 2018, primarily as a result of higher rates and increases in fuel surcharge reimbursements made to owner-operators as a result of higher fuel prices. Purchased freight expense from third-party capacity providers, excluding the Specialized Solutions Acquisitions, increased 29.6% from \$59.3 million for the year ended December 31, 2017 to \$76.9 million for the year ended December 31, 2018, primarily as a result of increased utilization of third-party capacity providers. Excluding the effect of the Specialized Solutions Acquisitions, purchased freight expense, as a percentage of Specialized Solutions revenue, increased 1.0% for the year ended December 31, 2018 as compared to the same period in 2017 from higher utilization of owner-operators and third-party capacity providers.

*Depreciation and Amortization.* Depreciation and amortization expense consists primarily of depreciation for company-owned tractors and trailers or amortization of those financed with capital leases. The primary factors affecting these expense items include the size and age of company-owned tractors and trailers and the cost of new equipment.

Depreciation and amortization expense increased 70.5% to \$131.1 million, including \$16.6 million of intangible assets amortization, for the year ended December 31, 2018 from \$76.9 million for the year ended December 31, 2017, as a result of the Recent Acquisitions. After adjusting for the effect of the Recent Acquisitions, depreciation and amortization expense was relatively flat for the year ended December 31, 2018 as compared to the year ended December 31, 2017.

The Company's Flatbed Solutions segment's depreciation and amortization expense increased 23.7% to \$36.1 million, including \$6.2 million of intangible assets amortization, for the year ended December 31, 2018 as compared to the year ended December 31, 2017. Excluding the Flatbed Solutions Acquisitions, depreciation and amortization expense for the year ended December 31, 2018 decreased 2.9% primarily as a result of a 4.4% reduction in company-owned tractors and a 8.2% reduction in trailers, as compared to the same periods in 2017.

The Company's Specialized Solutions segment's depreciation and amortization expense increased 99.5% to \$94.8 million, including \$10.5 million of intangible assets amortization, for the year ended December 31, 2018 as compared to the year ended December 31, 2017 as a result of the Specialized Solutions Acquisitions. After adjusting for the effect of the Specialized Solutions Acquisitions, depreciation and amortization expense decreased 1.2% for the year ended December 31, 2018 as compared to the year ended December 31, 2017, primarily as a result of a 1.8% decrease in company-owned tractors and a 0.8% decrease in trailers, as compared to the same periods in 2017.

*Taxes and Licenses.* Operating taxes and licenses expense primarily represents the costs of taxes and licenses associated with the Company's fleet of equipment and will vary according to the size of its equipment fleet. Taxes and license expense increased from \$11.1 million for the year ended December 31, 2017 to \$17.2 million for the year ended December 31, 2018. Excluding the effect of the Recent Acquisitions, operating taxes and license expense, as a percentage of revenue, was 1.3% and 1.3% for the year ended December 31, 2018 and 2017, respectively.

*Insurance and Claims.* Insurance and claims expense consists of insurance premiums and the accruals the Company makes for estimated payments and expenses for claims for bodily injury, property damage, cargo damage and other casualty events. The primary factors affecting the Company's insurance and claims expense are seasonality (the Company typically experiences higher accident frequency in winter months), the frequency and severity of accidents, trends in the development factors used in its accruals and developments in large, prior-year claims. The frequency of accidents tends to increase with the miles the Company travels. Insurance and claims expense increased 91.2% to \$45.8 million for the year ended December 31, 2018 from \$24.0 million for the year ended December 31, 2017, primarily as a result of the Recent Acquisitions. Excluding the effect of the Recent Acquisitions, insurance and claims, as a percentage of revenue, increased from 2.8% for the year ended December 31, 2017 to 3.6% for the year ended December 31, 2018 primarily due to increases in claims accruals and liability premiums.

*Impairment.* In June 2018, the Company recorded an impairment charge of \$2.8 million related to the trade names category of intangible assets. The trade name was impaired as a result of the reorganization and merger of two of the Company's operating companies. In December 2018, the Company recorded an impairment charge of \$11.1 million as a result of the carrying value of one operating segment exceeding its estimated fair value. During 2017, the Company had no charges relating to impairment of intangible assets or goodwill.

*Operating Income.* Operating income increased 212.3% to \$21.9 million, or 1.4% of revenue, for the year ended December 31, 2018 from \$7.0 million, or 0.8% of revenue, for the year ended December 31, 2017, primarily as a result of revenue growth resulting from the Recent Acquisitions, offset by operating expenses related to services purchased from owner-operators and third-party capacity providers, salaries and wages, fuel expense, maintenance expense and depreciation and amortization. Excluding the impact of the Recent Acquisitions, operating income increased \$2.3 million or 32.6%. Excluding the effect of the Recent Acquisitions, operating income as a percentage of revenue was 1.0%.

The Company's Flatbed Solutions segment's operating income was \$32.9 million, or 5.0% of revenue, for the year ended December 31, 2018 and \$18.5 million, or 5.2% of revenue, for the year ended December 31, 2017, an increase of 78.3%, primarily as a result of revenue growth resulting from the Flatbed Solutions Acquisitions, offset by operating expenses related to services purchased from owner-operators and third-party capacity providers and salaries and wages. Excluding

the Flatbed Solutions Acquisitions, the segment's operating income increased \$2.5 million or 13.8%. Excluding the impact of the Flatbed Solutions Acquisitions, operating income as a percentage of revenue was 5.2%.

The Company's Specialized Solutions segment's operating income was \$23.1 million, or 2.4% of revenue, for the year ended December 31, 2018 and \$15.3 million, or 3.1% of revenue, for the year ended December 31, 2017, an increase of 50.2%, primarily as a result of an increase in the segment's utilization of Company drivers and the resulting increase in salaries and wages, fuel expense, maintenance expense, services purchased from owner-operators and third-party capacity providers and depreciation and amortization, offset by revenue growth resulting from the Specialized Solutions Acquisitions. Excluding the Specialized Solutions Acquisitions, the segment's operating income increased \$7.0 million or 45.7%. Excluding the impact of the Specialized Solutions Acquisitions, operating income as a percentage of revenue was 3.9%.

**Interest Expense.** Interest expense consists of cash interest, non-cash paid-in-kind interest, amortization of related issuance costs and fees and prepayment penalties. Interest expense increased 54.0% to \$45.5 million for the year ended December 31, 2018 from \$29.6 million for the year ended December 31, 2017. This increase was primarily attributable to an increase in amortization of debt issuance costs, debt balances and interest rates on the Term Loan facility.

**Income Tax.** Benefit from income taxes decreased from \$52.3 million for the year ended December 31, 2017 to \$15.9 million for the year ended December 31, 2018. The decrease is primarily the result of a one-time tax benefit due to the change in the Federal tax rate from 35% to 21% on net deferred tax liabilities as a result of the enactment of the TCJA as of December 31, 2017. For the year ended December 31, 2018, final valuations of intangible assets related to the 2017 acquisitions resulted in recognized deferred tax liabilities, which were then remeasured at the TCJA rates resulting in the recognition of an approximately \$12.6 million deferred tax benefit during the year ended December 31, 2018. The effective tax rate was 75.4% for the year ended December 31, 2018, compared to 206.8% for the year ended December 31, 2017. The effective income tax rate varies from the federal statutory rate primarily due to the impact of the TCJA, and to a lesser extent, state income taxes and the impact of nondeductible permanent differences, including driver per diems and transaction expenses.

*Year Ended December 31, 2017 Compared to Year Ended December 31, 2016*

The following table sets forth items derived from the Company's consolidated statements of operations for the years ended December 31, 2017 and 2016 in dollars and as a percentage of total revenue and the increase or decrease in the dollar amounts of those items.

	Year Ended December 31,				Increase (Decrease)	
	2017		2016		\$	%
(Dollars in thousands)	\$	%	\$	%	\$	%
<b>REVENUE:</b>						
Freight	\$ 632,764	74.8	\$ 517,861	79.5	\$ 114,903	22.2
Brokerage	120,943	14.3	87,410	13.4	33,533	38.4
Logistics	22,074	2.6	—	*	22,074	*
Fuel surcharge	70,523	8.3	46,531	7.1	23,992	51.6
<b>Total revenue</b>	<b>846,304</b>	<b>100.0</b>	<b>651,802</b>	<b>100.0</b>	<b>194,502</b>	<b>29.8</b>
<b>OPERATING EXPENSES:</b>						
Salaries, wages and employee benefits	249,996	29.5	197,789	30.3	52,207	26.4
Fuel	93,749	11.1	66,865	10.3	26,884	40.2
Operations and maintenance	118,390	14.0	96,100	14.7	22,290	23.2
Communications	2,145	0.3	1,618	0.2	527	32.6
Purchased freight	225,254	26.6	154,054	23.6	71,200	46.2
Administrative expenses	33,233	3.9	25,250	3.9	7,983	31.6
Sales and marketing	1,965	0.2	1,743	0.3	222	12.7
Taxes and licenses	11,055	1.3	9,222	1.4	1,833	19.9
Insurance and claims	23,962	2.8	19,114	2.9	4,848	25.4
Acquisition-related transaction expenses	3,377	0.4	25	*	3,352	*
Depreciation and amortization	76,863	9.1	67,500	10.4	9,363	13.9
Gain on disposition of revenue property and equipment	(700)	(0.1)	(116)	*	(584)	503.4
Impairment	—	*	2,005	0.3	(2,005)	(100.0)
<b>Total operating expenses</b>	<b>839,289</b>	<b>99.2</b>	<b>641,169</b>	<b>98.4</b>	<b>198,120</b>	<b>30.9</b>
Operating ratio	99.2%		98.4%			
Adjusted operating ratio <sup>(1)</sup>	97.3%		95.6%			
<b>INCOME FROM OPERATIONS</b>	<b>7,015</b>	<b>0.8</b>	<b>10,633</b>	<b>1.6</b>	<b>(3,618)</b>	<b>(34.0)</b>
<b>Other (income) expense:</b>						
Interest income	(398)	*	(44)	*	(354)	*
Interest expense	29,556	3.5	23,124	3.5	6,432	27.8
Write-off of unamortized deferred financing fees	3,883	0.5	—	*	3,883	*
Other	(740)	*	(331)	(0.1)	(409)	123.6
<b>Total other expense, net</b>	<b>32,301</b>	<b>3.8</b>	<b>22,749</b>	<b>3.5</b>	<b>9,552</b>	<b>42.0</b>
<b>Income (loss) before income taxes</b>	<b>(25,286)</b>	<b>(3.0)</b>	<b>(12,116)</b>	<b>(1.9)</b>	<b>(13,170)</b>	<b>108.7</b>
Provision for income taxes	(52,282)	(6.2)	163	*	(52,445)	(32,174.8)
<b>Net income (loss)</b>	<b>\$ 26,996</b>	<b>3.2</b>	<b>\$ (12,279)</b>	<b>(1.9)</b>	<b>\$ 39,275</b>	<b>(319.9)</b>
<b>OPERATING STATISTICS:</b>						
Total miles	290,749,395		246,989,374		43,760,021	17.7
Company-operated tractors, as of year-end	3,218		2,304		914	39.7
Owner-operated tractors, as of year-end	2,056		609		1,447	237.6
Number of trailers, as of year-end	11,237		6,347		4,890	77.0
Company-operated tractors, average for the year	2,644		2,279		365	16.0
Owner-operated tractors, average for the year	888		667		221	33.1
<b>Total tractors, average for the year</b>	<b>3,532</b>		<b>2,946</b>		<b>586</b>	<b>19.9</b>

\* indicates not meaningful.

(1) Adjusted operating ratio is not a recognized measure under GAAP. For a definition of adjusted operating ratio and reconciliation of adjusted operating ratio to operating ratio, see "Non-GAAP Financial Measures" below.

The following table sets forth the Company's Flatbed Solutions segment's revenue, operating expenses, operating ratio, adjusted operating ratio and operating income for the years ended December 31, 2017 and 2016 in dollars and as a percentage of its Flatbed Solutions segment's total revenue and the increase or decrease in the dollar amounts of those items. The following table also sets forth certain operating statistics for the Company's Flatbed Solutions segment for the years ended December 31, 2017 and 2016.

<u>FLATBED SOLUTIONS</u>						
<u>(Dollars in thousands)</u>	<u>Year Ended December 31,</u>				<u>Increase (Decrease)</u>	
	<u>2017</u>		<u>2016</u>		<u>Increase (Decrease)</u>	
	<u>\$</u>	<u>%</u>	<u>\$</u>	<u>%</u>	<u>\$</u>	<u>%</u>
<b>REVENUE<sup>(1)</sup>:</b>						
Freight	\$ 276,592	78.1	\$ 253,824	81.8	\$ 22,768	9.0
Brokerage	40,882	11.5	29,745	9.6	11,137	37.4
Logistics	192	0.1	—	*	192	*
Fuel surcharge	36,440	10.3	26,871	8.7	9,569	35.6
<b>Total revenue</b>	<b>354,106</b>	<b>100.0</b>	<b>310,440</b>	<b>100.0</b>	<b>43,666</b>	<b>14.1</b>
<b>OPERATING EXPENSES<sup>(1)</sup>:</b>						
Salaries, wages and employee benefits	96,860	27.4	93,818	30.2	3,042	3.2
Fuel	41,592	11.7	36,503	11.8	5,089	13.9
Operations and maintenance	36,524	10.3	32,845	10.6	3,679	11.2
Purchased freight	107,248	30.3	77,563	25.0	29,685	38.3
Depreciation and amortization	29,183	8.2	30,445	9.8	(1,262)	(4.1)
Other operating expenses	24,238	6.8	23,623	7.6	615	2.6
<b>Total operating expenses</b>	<b>335,645</b>	<b>94.8</b>	<b>294,797</b>	<b>95.0</b>	<b>40,848</b>	<b>13.9</b>
Operating ratio	94.8%		95.0%			
Adjusted operating ratio <sup>(2)</sup>	93.8%		93.4%			
<b>INCOME FROM OPERATIONS</b>	<b>\$ 18,461</b>	<b>5.2</b>	<b>\$ 15,643</b>	<b>5.0</b>	<b>\$ 2,818</b>	<b>18.0</b>
<b>OPERATING STATISTICS:</b>						
Total miles	152,956,123		149,284,755		3,671,368	2.5
Company-operated tractors, as of year-end	1,155		1,203		(48)	(4.0)
Owner-operated tractors, as of year-end	1,392		390		1,002	256.9
Number of trailers, as of year-end	4,573		2,943		1,630	55.4
Company-operated tractors, average for the year	1,156		1,182		(26)	(2.2)
Owner-operated tractors, average for the year	535		430		105	24.4
Total tractors, average for the year	1,691		1,612		79	4.9

\* indicates not meaningful.

(1) Includes intersegment revenues and expenses, as applicable, which are eliminated in the Company's consolidated results.

(2) Adjusted operating ratio is not a recognized measure under GAAP. For a definition of adjusted operating ratio and reconciliation of adjusted operating ratio to operating ratio, see "Non-GAAP Financial Measures" below.

The following table sets forth the Company's Specialized Solutions segment's revenue, operating expenses, operating ratio, adjusted operating ratio and operating income for the years ended December 31, 2017 and 2016 in dollars and as a percentage of its Specialized Solutions segment's total revenue and the increase or decrease in the dollar amounts of those items. The following table also sets forth certain operating statistics for the Company's Specialized Solutions segment for the years ended December 31, 2017 and 2016.

<u>SPECIALIZED SOLUTIONS</u>						
<u>(Dollars in thousands)</u>	<u>Year Ended December 31,</u>				<u>Increase (Decrease)</u>	
	<u>2017</u>		<u>2016</u>		<u>Increase (Decrease)</u>	
	<u>\$</u>	<u>%</u>	<u>\$</u>	<u>%</u>	<u>\$</u>	<u>%</u>
<b>REVENUE<sup>(1)</sup>:</b>						
Freight	\$ 362,277	72.6	\$ 268,121	77.5	\$ 94,156	35.1
Brokerage	80,225	16.1	57,791	16.7	22,434	38.8
Logistics	21,940	4.4	—	*	21,940	*
Fuel surcharge	34,690	7.0	20,086	5.8	14,604	72.7
<b>Total revenue</b>	<b>499,132</b>	<b>100.0</b>	<b>345,998</b>	<b>100.0</b>	<b>153,134</b>	<b>44.3</b>
<b>OPERATING EXPENSES<sup>(1)</sup>:</b>						
Salaries, wages and employee benefits	145,004	29.1	97,100	28.1	47,904	49.3
Fuel	52,157	10.4	30,362	8.8	21,795	71.8
Operations and maintenance	80,728	16.2	62,336	18.0	18,392	29.5
Purchased freight	124,905	25.0	81,126	23.4	43,779	54.0
Depreciation and amortization	47,531	9.5	36,899	10.7	10,632	28.8
Impairment	—	*	2,005	0.6	(2,005)	(100.0)
Other operating expenses	33,462	6.7	19,892	5.7	13,570	68.2
<b>Total operating expenses</b>	<b>483,787</b>	<b>96.9</b>	<b>329,720</b>	<b>95.3</b>	<b>154,067</b>	<b>46.7</b>
Operating ratio	96.9%		95.3%			
Adjusted operating ratio <sup>(2)</sup>	95.1%		93.1%			
<b>INCOME FROM OPERATIONS</b>	<b>\$ 15,345</b>	<b>3.1</b>	<b>\$ 16,278</b>	<b>4.7</b>	<b>\$ (933)</b>	<b>(5.7)</b>
<b>OPERATING STATISTICS:</b>						
Total miles	137,793,272		97,704,619		40,088,653	41.0
Company-operated tractors, as of year-end	2,063		1,101		962	87.4
Owner-operated tractors, as of year-end	664		219		445	203.2
Number of trailers, as of year-end	6,664		3,404		3,260	95.8
Company-operated tractors, average for the year	1,488		1,097		391	35.6
Owner-operated tractors, average for the year	353		236		117	49.6
Total tractors, average for the year	1,841		1,333		508	38.1

\* indicates not meaningful.

(1) Includes intersegment revenues and expenses, as applicable, which are eliminated in the Company's consolidated results.

(2) Adjusted operating ratio is not a recognized measure under GAAP. For a definition of adjusted operating ratio and reconciliation of adjusted operating ratio to operating ratio, see "Non-GAAP Financial Measures" below.

**Revenue.** Total revenue increased 29.8% to \$846.3 million for the year ended December 31, 2017 from \$651.8 million for the year ended December 31, 2016, primarily as a result of the Recent Acquisitions. The change in total revenue, excluding the effect of the Recent Acquisitions, was an increase of \$40.5 million, or 6.2%, due to increases in fuel surcharge, brokerage and freight revenue. Fuel surcharge revenue, excluding the effect of the Recent Acquisitions, increased 29.8% to \$60.4 million for the year ended December 31, 2017 from \$46.5 million for the year ended December 31, 2016 due to higher fuel prices. Brokerage revenue, excluding the effect of the Recent Acquisitions, increased 10.0% to \$96.1 million for the year ended December 31, 2017 from \$87.4 million for the year ended December 31, 2016 due to less capacity. Freight revenue, excluding the effect of the Recent Acquisitions, increased 3.5% to \$535.8 million for the year ended December 31, 2017 from \$517.9 million for the year ended December 31, 2016 due to higher rates.

The Company's Flatbed Solutions segment's revenue was \$354.1 million for the year ended December 31, 2017 and \$310.4 million for the year ended December 31, 2016, an increase of 14.1%, partially as a result of the TSH & Co.



Acquisition. The increase in revenue, excluding the effect of the TSH & Co. Acquisition, was 8.8%, or \$27.4 million. This increase was primarily the result of increases in rates and fuel surcharges, which produced increases of \$12.4 million, or 4.9%, in freight revenue, and \$7.9 million, or 29.6%, in fuel surcharge revenue. Additionally, brokerage revenues increased \$7.1 million, or 23.8%, for the year ended December 31, 2017 as compared to the year ended December 31, 2016 due to less capacity.

The Company's Specialized Solutions segment's revenue was \$499.1 million for the year ended December 31, 2017 and \$346.0 million for the year ended December 31, 2016, an increase of 44.3%, primarily as a result of the Specialized Solutions Acquisitions. The increase in revenue, excluding the effect of the Specialized Solutions Acquisitions, was \$15.3 million, or 4.4%, primarily due to increases in fuel surcharges and rates. Fuel surcharges, excluding the effect of the Specialized Solutions Acquisitions, increased 30.3% to \$26.2 million for the year ended December 31, 2017 from \$20.1 million for the same period in 2016. Freight revenue, excluding the effect of the Specialized Solutions Acquisitions, increased 2.8% for the year ended December 31, 2017 compared to the same period in 2016 and brokerage revenue, excluding the effect of the Specialized Solutions Acquisitions, increased by 2.9% for the year ended December 31, 2017 compared to the same period in 2016.

In both segments, excluding the effects of acquisitions, the increase in fuel surcharge revenue was the result of increases in fuel prices which commenced in the fourth quarter of 2016 and continued through the end of 2017, with only a less than 1% decrease in fuel prices in the second quarter of 2017.

*Salaries, Wages and Employee Benefits.* Salaries, wages and employee benefits expense, which consists of compensation for all employees, is primarily affected by the number of miles driven by company drivers, the rate per mile paid to company drivers, employee benefits including, but not limited to, health care and workers' compensation, and to a lesser extent, the number of, and compensation and benefits paid to, non-driver employees. In general, the Specialized Solutions segment drivers receive a higher driver pay per total mile than Flatbed Solutions segment drivers due to the former requiring a higher level of training and expertise.

Salaries, wages and employee benefits expense increased 26.4% to \$250.0 million for the year ended December 31, 2017 from \$197.8 million for the year ended December 31, 2016, primarily as a result of the Recent Acquisitions. The increase in salaries, wages and employee benefits expense, excluding the effect of the Recent Acquisitions, was 5.4%, or \$10.7 million, and was primarily due to increased employee compensation, workers' compensation premiums, and stock-based compensation, partially offset by a decrease in workers' compensation claims.

The Company's Flatbed Solutions segment had a \$3.0 million, or 3.2%, increase in salaries, wages and employee benefits expense for the year ended December 31, 2017 compared to the year ended December 31, 2016, partially as a result of the TSH & Co. Acquisition, which resulted in a \$1.3 million increase. Excluding the effect of the TSH & Co. Acquisition, salaries, wages and employee benefit expense increased 1.8%, or \$1.7 million, primarily due to increased employee compensation, workers' compensation premiums, and stock-based compensation, offset by decreases in workers' compensation claims and employee benefits.

The Company's Specialized Solutions segment had a \$47.9 million, or 49.3%, increase in salaries, wages and employee benefits expense for the year ended December 31, 2017 compared to the year ended December 31, 2016, primarily as a result of the Specialized Solutions Acquisitions. This increase, excluding the effect of the Specialized Solutions Acquisitions, was 7.9%, or \$7.7 million, and was primarily due to increased employee compensation, employee benefits, workers' compensation premiums, and stock-based compensation.

*Fuel.* Fuel expense consists primarily of diesel fuel expense for company-owned tractors and fuel taxes. The primary factors affecting fuel expense are the cost of diesel fuel, the miles per gallon realized with company equipment and the number of miles driven by company drivers.

Total fuel expense increased \$26.8 million, or 40.2%, to \$93.7 million for the year ended December 31, 2017 from \$66.9 million for the year ended December 31, 2016. This increase was primarily a result of the Recent Acquisitions and higher fuel prices. Excluding the effect of the Recent Acquisitions, fuel expense increased 15.9% or \$10.7 million. The United

States national average diesel fuel price, as published by the United States Department of Energy, was \$2.656 for the year ended December 31, 2017, compared to \$2.304 for the year ended December 31, 2016, a 15.3% increase.

The Company's Flatbed Solutions segment's fuel expense increased 13.9% to \$41.6 million for the year ended December 31, 2017 from \$36.5 million for the year ended December 31, 2016 primarily as a result of higher fuel prices. The TSH & Co. Acquisition did not materially impact fuel expense for the year ended December 31, 2017.

The Company's Specialized Solutions segment's fuel expense increased 71.8% to \$52.2 million for the year ended December 31, 2017 from \$30.4 million for the year ended December 31, 2016, primarily as the result of the Specialized Solutions Acquisitions and higher fuel prices. Excluding the effect of the Specialized Solutions Acquisitions, fuel expense in the Specialized Solutions segment increased 18.4% to \$36.0 million as a result of higher fuel prices.

*Operations and Maintenance.* Operations and maintenance expense consists primarily of ordinary vehicle repairs and maintenance, costs associated with preparing tractors and trailers for sale or trade-in, driver recruiting, training and safety costs, permitting and pilot car fees and other general operations expenses. Operations and maintenance expense is primarily affected by the age of company-owned tractors and trailers, the number of miles driven in a period and driver turnover.

Operations and maintenance expense increased 23.2% to \$118.4 million for the year ended December 31, 2017 from \$96.1 million for the year ended December 31, 2016, primarily as a result of the Recent Acquisitions. Excluding the effect of the Recent Acquisitions, operating and maintenance expense increased \$6.8 million, or 7.1%, for the year ended December 31, 2017 as compared to the year ended December 31, 2016, primarily as a result of higher pilot car expenses for alternative energy projects and other over-dimension loads, increased tractor lease costs as the Company's utilization of operating leases to finance tractor purchases increased in 2017, increased tire replacements, offset by a decrease in in-house maintenance.

The Company's Flatbed Solutions segment's operations and maintenance expense increased \$3.7 million, or 11.2%, for the year ended December 31, 2017 as compared to the year ended December 31, 2016, primarily as a result of increased tire replacements, road maintenance, securements, tolls, training and tractor lease costs as the Company's utilization of operating leases to finance tractor purchases increased in 2017. The TSH & Co. Acquisition accounted for only \$0.3 million of the increase in operations and maintenance expense for the year ended December 31, 2017 as compared to the year ended December 31, 2016.

The Company's Specialized Solutions segment's operations and maintenance expense increased \$18.4 million, or 29.5%, for the year ended December 31, 2017 as compared to the year ended December 31, 2016, primarily as a result of the Specialized Solutions Acquisitions. Excluding the effect of the Specialized Solutions Acquisitions, operations and maintenance expense increased \$3.2 million, or 5.1%, for the year ended December 31, 2017 as compared to the year ended December 31, 2016, primarily as a result of increased tractor lease costs as the Company's utilization of operating leases to finance tractor purchases increased in 2017 and higher pilot car expenses for alternative energy projects and other over-dimension loads, offset by decreases in in-house maintenance, road maintenance, and shop supplies costs.

*Purchased Freight.* Purchased freight expense consists of the payments to owner-operators, including fuel surcharge reimbursements, and payments to third-party capacity providers that haul loads brokered to them. Purchased freight expense generally takes into account changes in diesel fuel prices, resulting in lower payments during periods of declining fuel prices.

Total purchased freight expense increased 46.2% from \$154.1 million during the year ended December 31, 2016 to \$225.3 million during the year ended December 31, 2017, primarily as a result of the Recent Acquisitions. Excluding the effect of the Recent Acquisitions on purchased freight expense, total purchased freight expense increased 11.3% to \$171.5 million for the year ended December 31, 2017. Purchased freight expense from owner-operators, excluding the Recent Acquisitions, increased 11.0% from \$89.0 million during the year ended December 31, 2016 to \$98.8 million during the year ended December 31, 2017, primarily as a result of increases in fuel surcharge reimbursements made to owner-operators as a result of higher fuel prices. Purchased freight expense from third-party capacity providers, excluding the

Recent Acquisitions, increased 13.6% from \$62.0 million during the year ended December 31, 2016 to \$70.5 million during the year ended December 31, 2017, primarily as a result of the increase in rates on brokered loads.

The Company's Flatbed Solutions segment's purchased freight expense increased 38.3% to \$107.2 million for the year ended December 31, 2017 from \$77.6 million for the year ended December 31, 2016, partially as a result of the TSH & Co. Acquisition, which resulted in a \$13.3 million increase to purchased freight expense. Excluding the effect of the TSH & Co. Acquisition, the Company's Flatbed Solutions segment's purchased freight expense increased 21.1% to \$93.9 million for the year ended December 31, 2017 as compared to the year ended December 31, 2016, primarily due to increases in total loads requiring higher utilization of owner-operators and third-party capacity providers in the Company's Flatbed Solutions segment. Purchased freight expense from owner-operators, excluding the TSH & Co. Acquisition, increased 15.2% to \$66.0 million for the year ended December 31, 2017 from \$57.3 million for the year ended December 31, 2016. Purchased freight expense from third-party capacity providers, excluding the TSH & Co. Acquisition, increased 41.4% from \$17.8 million during the year ended December 31, 2016 to \$25.1 million during the year ended December 31, 2017, primarily as a result of the increase in brokered loads in the Company's Flatbed Solutions segment.

The Company's Specialized Solutions segment's purchased freight expense increased 54.0% to \$124.9 million during the year ended December 31, 2017 from \$81.1 million during the year ended December 31, 2016, as a result of the Specialized Solutions Acquisitions. Excluding the effect of the Specialized Solutions Acquisitions on purchased freight expense, total purchased freight expense increased 4.1% to \$84.4 million for the year ended December 31, 2017. Purchased freight expense from owner-operators, excluding the Specialized Solutions Acquisitions, increased 3.4% to \$32.8 million for the year ended December 31, 2017 from \$31.7 million for the year ended December 31, 2016. Purchased freight expense from third-party capacity providers, excluding the Specialized Solutions Acquisitions, increased 2.4% from \$44.3 million during the year ended December 31, 2016 to \$45.3 million during the year ended December 31, 2017, primarily as a result of increased in brokered loads in the Company's Specialized Solutions segment.

*Depreciation and Amortization.* Depreciation and amortization expense consists primarily of depreciation for company-owned tractors and trailers or amortization of those financed with capital leases. The primary factors affecting these expense items include the size and age of company-owned tractors and trailers and the cost of new equipment.

Depreciation and amortization expense increased 13.9% to \$76.9 million, including \$6.7 million of intangible assets amortization, during the year ended December 31, 2017 from \$67.5 million during the year ended December 31, 2016, as a result of the Recent Acquisitions. After adjusting for the effect of the Recent Acquisitions, depreciation and amortization expense decreased 5.4%, primarily as a result of an increasing shift in utilization of operating leases to finance capital expenditures.

The Company's Flatbed Solutions segment had a 4.1% decrease to \$29.2 million, including \$1.7 million of intangible assets amortization, in depreciation and amortization expense for the year ended December 31, 2017 as compared to the year ended December 31, 2016. Excluding the TSH & Co. Acquisition, depreciation and amortization expense during the year ended December 31, 2017 decreased 4.4% primarily as a result of a 4.0% reduction in company-owned tractors and a 3.0% reduction in trailers, respectively, as compared to the year ended December 31, 2016.

The Company's Specialized Solutions segment had a 28.8% increase to \$47.5 million, including \$4.9 million of intangible assets amortization, in depreciation and amortization expense for the year ended December 31, 2017 as compared to the year ended December 31, 2016 as a result of the Specialized Solutions Acquisitions. After adjusting for the effect of the Specialized Solutions Acquisitions, depreciation and amortization expense decreased 6.1% for the year ended December 31, 2017 as compared to the year ended December 31, 2016, primarily as a result of an increasing shift in utilization of operating leases to finance capital expenditures.

*Taxes and Licenses.* Operating taxes and licenses expense primarily represents the costs of taxes and licenses associated with the Company's fleet of equipment and will vary according to the size of its equipment fleet. Taxes and licenses expense increased from \$9.2 million for the year ended December 31, 2016 to \$11.1 million for the year ended December 31, 2017. Excluding the effect of the Recent Acquisitions, operating taxes and licenses expense, as a percentage of revenue, was 1.3% for the year ended December 31, 2017 as compared to 1.4% for the year ended December 31, 2016.

*Insurance and Claims.* Insurance and claims expense consists of insurance premiums and the accruals the Company makes for estimated payments and expenses for claims for bodily injury, property damage, cargo damage and other casualty events. The primary factors affecting the Company's insurance and claims expense are seasonality (the Company typically experiences higher accident frequency in winter months), the frequency and severity of accidents, trends in the development factors used in its accruals and developments in large, prior-year claims. The frequency of accidents tends to increase with the miles the Company travels. Insurance and claims expense increased 25.4% to \$24.0 million during the year ended December 31, 2017 from \$19.1 million during the year ended December 31, 2016, primarily as a result of the Recent Acquisitions. Excluding the effect of the Recent Acquisitions, insurance and claims increased 2.8%, or \$0.5 million. This increase can be primarily attributed to an increase in insurance premium rates, partially offset by a marginal decrease in total miles of 0.6% excluding miles from the Recent Acquisitions.

*Impairment.* During 2017, the Company had no charges relating to impairment of revenue equipment or goodwill. In 2016, certain long-lived assets in the Specialized Solutions segment were written down with a charge of \$1.6 million due to a decline in market value on select tractors with defective diesel particulate filter systems. The charge was necessary to reduce the carrying value of this revenue equipment to the price expected to be received upon sale of the assets to a third party. Also in 2016, the carrying value of one subsidiary exceeded its estimated fair value. Accordingly, a non-cash, non-tax deductible goodwill impairment charge of \$0.4 million was recognized during the fourth quarter of 2016.

*Operating Income.* Operating income decreased 34.0% to \$7.0 million, or 0.8% of revenue, for the year ended December 31, 2017 from \$10.6 million, or 1.6% of revenue, for the year ended December 31, 2016, primarily as a result of revenue growth resulting from the Recent Acquisitions, offset by operating expenses related to services purchased from owner-operators and third-party capacity providers, salaries and wages, fuel expense, maintenance expense and depreciation and amortization. Excluding the effect of the Recent Acquisitions, operating income decreased \$3.1 million or 29.1%. Excluding the effect of the Recent Acquisitions, operating income as a percentage of revenue was 1.1%.

The Company's Flatbed Solutions segment's operating income was \$18.5 million, or 5.2% of revenue, for the year ended December 31, 2017 and \$15.6 million, or 5.0% of revenue, for the year ended December 31, 2016, an increase of 18.0%, primarily as a result of revenue growth resulting from the Flatbed Solutions Acquisitions, offset by operating expenses related to services purchased from owner-operators and third-party capacity providers and salaries and wages. Excluding the effect of the Flatbed Solutions Acquisitions, the segment's operating income increased \$2.6 million or 16.4%. Excluding the effect of the Flatbed Solutions Acquisitions, operating income as a percentage of revenue was 5.4%.

The Company's Specialized Solutions segment's operating income was \$15.3 million, or 3.1% of revenue, for the year ended December 31, 2017 and \$16.3 million, or 4.7% of revenue, for the year ended December 31, 2016, a decrease of 5.7%, primarily as a result of an increase in salaries and wages, fuel expense, maintenance expense, services purchased from owner-operators and third-party capacity providers and depreciation and amortization, offset by revenue growth resulting from the Specialized Solutions Acquisitions. Excluding the effect of the Specialized Solutions Acquisitions, the segment's operating income decreased \$0.2 million or 1.0%. Excluding the impact of the Specialized Solutions Acquisitions, operating income as a percentage of revenue was 4.5%.

*Interest Expense.* Interest expense consists of cash interest, non-cash paid-in-kind interest, amortization of related issuance costs and fees and prepayment penalties. Interest expense increased 27.8% to \$29.5 million during the year ended December 31, 2017 from \$23.1 million during the year ended December 31, 2016. This increase was primarily attributable to an increase in amortization of debt issuance costs and higher interest rates on the Term Loan Facility as compared to debt outstanding in 2016 under the Senior Term Loan and Equipment Term Loans.

*Income Tax.* Provision for income taxes decreased from \$0.2 million for the year ended December 31, 2016 to a tax benefit of \$52.3 million for the year ended December 31, 2017. The decrease is primarily the result of a one-time tax benefit due to the change in the Federal tax rate from 35% to 21% on net deferred tax liabilities as a result of the enactment of the TCJA. The effective tax rate was 206.8% for the year ended December 31, 2017, compared to (1.3)% for the year ended December 31, 2016. The effective income tax rate varies from the federal statutory rate primarily due to the impact of the TCJA, and to a lesser extent, state income taxes and the impact of nondeductible permanent differences, including

driver per diems, transaction expenses and cumulative change in the state tax rate applied to the beginning net deferred tax liabilities balance.

Non-GAAP Financial Measures

*Adjusted EBITDA, Adjusted EBITDAR and Free Cash Flow*

*Adjusted EBITDA, Adjusted EBITDAR and free cash flow are not recognized measures under GAAP. The Company uses these non-GAAP measures as supplements to its GAAP results in evaluating certain aspects of its business, as described below.*

The Company defines Adjusted EBITDA as net income (loss) plus (i) depreciation and amortization, (ii) interest expense, including other fees and charges associated with indebtedness, net of interest income, (iii) income taxes, (iv) acquisition-related transaction expenses (including due diligence costs, legal, accounting and other advisory fees and costs, retention and severance payments and financing fees and expenses), (v) non-cash impairment, (vi) losses (gains) on sales of defective revenue equipment out of the normal replacement cycle, (vii) impairment related to defective revenue equipment sold out of the normal replacement cycle, (viii) initial public offering-related expenses (which offering Private Daseke withdrew at the end of 2015), (ix) expenses related to the Business Combination and related transactions, (x) non-cash stock and equity-compensation expense, and (xi) accounting charges resulting from accounting for the possible earn-out pursuant to the Business Combination. The Company defines Adjusted EBITDAR as Adjusted EBITDA plus tractor operating lease charges.

The Company's board of directors and executive management team use Adjusted EBITDA as a key measure of its performance and for business planning. Adjusted EBITDA assists them in comparing its operating performance over various reporting periods on a consistent basis because they remove from the Company's operating results the impact of items that, in their opinion, do not reflect the Company's core operating performance. The Company's method of computing Adjusted EBITDA is substantially consistent with that used in its debt covenants and also is routinely reviewed by its management for that purpose.

Adjusted EBITDAR is used as a means of understanding one aspect of earnings before the impact of certain financing transactions by allowing the Company to compare its results of operations against its peers without regard to its or its peers' financing method or capital structure. Specifically, Adjusted EBITDAR is used to view operating results before lease charges as these charges can vary widely among trucking companies due to differences in the way that trucking companies finance their fleet acquisitions.

The Company believes its presentation of Adjusted EBITDA and Adjusted EBITDAR is useful because they provide investors and industry analysts the same information that the Company uses internally for purposes of assessing its core operating performance. However, Adjusted EBITDA and Adjusted EBITDAR are not substitutes for, or more meaningful than, net income (loss), cash flows from operating activities, operating income or any other measure prescribed by GAAP, and there are limitations to using non-GAAP measures such as Adjusted EBITDA and Adjusted EBITDAR. Certain items excluded from Adjusted EBITDA and Adjusted EBITDAR are significant components in understanding and assessing a company's financial performance, such as a company's cost of capital, tax structure and the historic costs of depreciable assets. In particular, Adjusted EBITDAR is a valuation metric and should not be viewed as a measure of overall performance because it excludes tractor operating lease charges, which is a normal, recurring cash operating expense that is necessary to operate our business. For the foregoing reason, Adjusted EBITDAR has significant limitations which affect its use as an indicator of our profitability. Accordingly, you are cautioned not to place undue reliance on this information. Additionally, other companies in its industry may define Adjusted EBITDA and Adjusted EBITDAR differently than the Company does, and as a result, it may be difficult to use Adjusted EBITDA, Adjusted EBITDAR or similarly named non-GAAP measures that other companies may use to compare the performance of those companies to its performance. Because of these limitations, Adjusted EBITDA and Adjusted EBITDAR should not be considered measures of the income generated by the Company's business or discretionary cash available to it to invest in the growth of its business. The Company's management compensates for these limitations by relying primarily on the Company's GAAP results and using Adjusted EBITDA and Adjusted EBITDAR supplementally.

The Company defines free cash flow as net cash provided by operating activities less purchases of property and equipment, plus proceeds from sale of property and equipment. The Company's board of directors and executive management team use free cash flow to assess the Company's liquidity and ability to repay maturing debt, fund operations and make additional investments. The Company believes free cash flow provides useful information to investors because it is an important indicator of the Company's liquidity, including its ability to reduce net debt, make strategic investments, pay dividends to common shareholders and repurchase stock. The Company's measure of free cash flow may not be directly comparable to similar measures reported by other companies. Furthermore, free cash flow is not a substitute for, or more meaningful than, net cash provided by operating activities nor any other measure prescribed by GAAP, and there are limitations to using non-GAAP measures such as free cash flow. Accordingly, free cash flow should not be considered a measure of the income generated by the Company's business or discretionary cash available to it to invest in the growth of its business. The Company's management compensates for these limitations by relying primarily on the Company's GAAP results and using free cash flow supplementally.

A reconciliation of Adjusted EBITDA and Adjusted EBITDAR to net income (loss) for the years ended December 31, 2018, 2017 and 2016 is as follows:

(Dollars in thousands)	Year Ended December 31,		
	2018	2017	2016
Net income (loss)	\$ (5,187)	\$ 26,996	\$ (12,279)
Depreciation and amortization	131,082	76,863	67,500
Interest income	(1,323)	(398)	(44)
Interest expense	45,505	29,556	23,124
Write-off of unamortized deferred financing fees	—	3,883	—
Income tax provision (benefit)	(15,922)	(52,282)	163
Acquisition-related transaction expenses	2,684	3,377	296
Impairment	13,890	—	2,005
Stock-based compensation expense	3,585	1,875	—
Withdrawn initial public offering-related expenses	—	—	3,051
Net losses on sales of defective revenue equipment out of the normal replacement cycle	—	—	718
Impairment on sales of defective revenue equipment out of the normal replacement cycle	—	—	190
Expenses related to the Business Combination and related transactions	—	2,034	3,516
Tractor operating lease charges	20,520	16,865	12,937
<b>Adjusted EBITDAR</b>	<b>\$ 194,834</b>	<b>\$ 108,769</b>	<b>\$ 101,177</b>
Less tractor operating lease charges	(20,520)	(16,865)	(12,937)
<b>Adjusted EBITDA</b>	<b>\$ 174,314</b>	<b>\$ 91,904</b>	<b>\$ 88,240</b>

A reconciliation of free cash flow to cash flows from operating activities for the years ended December 31, 2018, 2017 and 2016 is as follows:

(Dollars in thousands)	Year Ended December 31,		
	2018	2017	2016
<b>Net cash provided by operating activities</b>	<b>\$ 105,263</b>	<b>\$ 45,764</b>	<b>\$ 66,415</b>
Purchases of property and equipment	(66,414)	(19,792)	(4,108)
Proceeds from sale of property and equipment	26,359	5,773	5,906
<b>Free cash flow</b>	<b>\$ 65,208</b>	<b>\$ 31,745</b>	<b>\$ 68,213</b>

*Adjusted Operating Ratio*

Adjusted operating ratio is not a recognized measure under GAAP. The Company uses adjusted operating ratio as a supplement to its GAAP results in evaluating certain aspects of its business, as described below. The Company defines adjusted operating ratio as (a) total operating expenses (i) less fuel surcharges, acquisition-related transaction expenses, non-cash impairment charges and initial public offering-related expenses (which offering Private Daseke withdrew at the end of 2015) and (ii) further adjusted for the net impact of the step-up in basis resulting from acquisitions (such as increased depreciation and amortization expense), as a percentage of (b) total revenue excluding fuel surcharge revenue.



The Company's board of directors and executive management team view adjusted operating ratio, and its key drivers of revenue quality, growth, expense control and operating efficiency, as a very important measure of the Company's performance. The Company believes fuel surcharge is often volatile and eliminating the impact of this source of revenue (by eliminating fuel surcharge from revenue and by netting fuel surcharge against fuel expense) affords a more consistent basis for comparing its results of operations between periods. The Company also believes excluding acquisition-related transaction expenses, additional depreciation and amortization expenses as a result of acquisitions, non-cash impairment and withdrawn initial public offering-related expenses enhances the comparability of its performance between periods.

The Company believes its presentation of adjusted operating ratio is useful because it provides investors and industry analysts the same information that it uses internally for purposes of assessing its core operating profitability. However, adjusted operating ratio is not a substitute for, or more meaningful than, operating ratio, operating margin or any other measure derived solely from GAAP measures, and there are limitations to using non-GAAP measures such as adjusted operating ratio. Although the Company believes that adjusted operating ratio can make an evaluation of its operating performance more consistent because it removes items that, in its opinion, do not reflect its core operations, other companies in its industry may define adjusted operating ratio differently than it does. As a result, it may be difficult to use adjusted operating ratio or similarly named non-GAAP measures that other companies may use to compare the performance of those companies to the Company's performance. The Company's management compensates for these limitations by relying primarily on its GAAP results and using adjusted operating ratio supplementally.

A reconciliation of operating ratio to adjusted operating ratio for each of the years ended December 31, 2018, 2017 and 2016 is as follows:

(Dollars in thousands)	Year Ended December 31,		
	2018	2017	2016
Revenue (excluding fuel surcharge revenue)	\$ 1,471,394	\$ 775,781	\$ 605,271
Fuel surcharge revenue	141,688	70,523	46,531
<b>Revenue</b>	<b>1,613,082</b>	<b>846,304</b>	<b>651,802</b>
Salaries, wages and employee benefits	407,429	249,996	197,789
Fuel	141,097	93,749	66,865
Operations and maintenance	181,534	118,390	96,100
Purchased freight	588,603	225,254	154,054
Depreciation and amortization	131,082	76,863	67,500
Impairment	13,890	—	2,005
Other operating expenses	127,536	75,037	56,856
<b>Operating expenses</b>	<b>1,591,171</b>	<b>839,289</b>	<b>641,169</b>
<b>Operating ratio<sup>(1)</sup></b>	<b>98.6%</b>	<b>99.2%</b>	<b>98.4%</b>
Fuel surcharge	141,688	70,523	46,531
Acquisition-related transaction expenses	2,684	3,377	25
Impairment	13,890	—	2,005
Withdrawn initial public offering-related expenses	—	—	3,051
Expenses related to the Business Combination and related transactions	—	2,034	3,516
Net impact of step-up in basis of acquired assets	24,095	8,356	7,389
<b>Adjusted operating expenses</b>	<b>\$ 1,408,814</b>	<b>\$ 754,999</b>	<b>\$ 578,652</b>
<b>Adjusted operating ratio<sup>(2)</sup></b>	<b>95.7%</b>	<b>97.3%</b>	<b>95.6%</b>

(1) Operating ratio is defined as (a) total operating expenses as a percentage of (b) total revenue.

(2) Adjusted operating ratio is defined as (a) total operating expenses (i) less fuel surcharges, acquisition-related transaction expenses, non-cash impairment charges and expenses related to the Business Combination and related transactions and (ii) further adjusted for the net impact of the step-up in basis resulting from acquisitions (such as increased depreciation and amortization expense), as a percentage of (b) total revenue excluding fuel surcharge revenue.

A reconciliation of the Company's Flatbed Solutions segment's operating ratio to adjusted operating ratio for the years ended December 31, 2018, 2017 and 2016 is as follows:

#### FLATBED SOLUTIONS

(Dollars in thousands)	Year Ended December 31,		
	2018	2017	2016
Revenue (excluding fuel surcharge revenue) <sup>(1)</sup>	\$ 584,893	\$ 317,666	\$ 283,569
Fuel surcharge revenue	77,110	36,440	26,871
<b>Revenue</b>	<b>662,003</b>	<b>354,106</b>	<b>310,440</b>
Salaries, wages and employee benefits	122,134	96,860	93,818
Fuel	50,781	41,592	36,503
Operations and maintenance	48,415	36,524	32,845
Purchased freight	331,923	107,248	77,563
Depreciation and amortization	36,099	29,183	30,445
Other operating expenses	39,733	24,238	23,623
<b>Operating expenses</b>	<b>629,085</b>	<b>335,645</b>	<b>294,797</b>
<b>Operating ratio<sup>(1)</sup></b>	<b>95.0%</b>	<b>94.8%</b>	<b>95.0%</b>
Fuel surcharge	77,110	36,440	26,871
Net impact of step-up in basis of acquired assets	1,994	1,091	3,169
<b>Adjusted operating expenses</b>	<b>\$ 549,981</b>	<b>\$ 298,114</b>	<b>\$ 264,757</b>
<b>Adjusted operating ratio</b>	<b>94.0%</b>	<b>93.8%</b>	<b>93.4%</b>

(1) Includes intersegment revenues and expenses, as applicable, which are eliminated in the Company's consolidated results.

A reconciliation of the Company's Specialized Solutions segment's operating ratio to adjusted operating ratio for the years ended December 31, 2018, 2017 and 2016 is as follows:

#### SPECIALIZED SOLUTIONS

(Dollars in thousands)	Year Ended December 31,		
	2018	2017	2016
Revenue (excluding fuel surcharge revenue) <sup>(1)</sup>	\$ 899,064	\$ 464,442	\$ 325,912
Fuel surcharge	66,000	34,690	20,086
<b>Revenue</b>	<b>965,064</b>	<b>499,132</b>	<b>345,998</b>
Salaries, wages and employee benefits	277,591	145,004	97,100
Fuel	90,316	52,157	30,362
Operations and maintenance	132,487	80,728	62,336
Purchased freight	270,639	124,905	81,126
Depreciation and amortization	94,818	47,531	36,899
Impairment	13,890	—	2,005
Other operating expenses	62,272	33,462	19,892
<b>Operating expenses</b>	<b>942,013</b>	<b>483,787</b>	<b>329,720</b>
<b>Operating ratio<sup>(1)</sup></b>	<b>97.6%</b>	<b>96.9%</b>	<b>95.3%</b>
Fuel surcharge	66,000	34,690	20,086
Impairment	13,890	—	2,005
Net impact of step-up in basis of acquired assets	22,101	7,265	4,220
<b>Adjusted operating expenses</b>	<b>\$ 840,022</b>	<b>\$ 441,832</b>	<b>\$ 303,409</b>
<b>Adjusted operating ratio</b>	<b>93.4%</b>	<b>95.1%</b>	<b>93.1%</b>

(1) Includes intersegment revenues and expenses, as applicable, which are eliminated in the Company's consolidated results.

Liquidity and Capital Resources and Capital Requirements

Overview

The Company's business requires substantial amounts of cash to cover operating expenses as well as to fund items such as cash capital expenditures on its fleet and other assets, working capital changes, principal and interest payments on debt obligations, letters of credit to support insurance requirements and tax payments. The Company made net cash capital expenditures of approximately \$40.1 million for 2018.

The Company's primary sources of liquidity have been provided by operations, issuances of capital stock and borrowings under its credit facilities. In February 2018, the Company completed an underwritten public offering of 8,625,000 shares of the Company's common stock for its own account. After deducting underwriting discounts and commissions and offering expenses payable by the Company, the Company received approximately \$84.4 million of net proceeds from the offering, which the Company has been using for general corporate purposes, which may include, among other things, working capital, capital expenditures, debt repayment or refinancing, and support the Company's acquisition strategy.

The Company has from time to time considered the possibility of a private offering of debt securities, which may be secured or unsecured, which would not be registered under the Securities Act of 1933, as amended (the "Securities Act"), and which would be offered only to qualified institutional buyers pursuant to Rule 144A under the Securities Act and to persons outside the United States pursuant to Regulation S under the Securities Act. The proceeds of such an offering may be used for general corporate purposes, including the repayment of all or a portion of the Company's term loan credit facility, repayment of outstanding balances on the ABL facility and to support the Company's acquisition strategy. Also, in connection with such offering, the Company's credit facilities may be amended or refinanced. There can be no assurance that the Company will conduct or complete such a debt offering.

The Company had the following sources of liquidity available as of December 31, 2018 and December 31, 2017.

(Dollars in thousands)	December 31,	
	2018	2017
Cash .....	\$ 45,974	\$ 90,679
Availability under revolving line of credit .....	87,768	55,500
Total .....	<u>\$ 133,742</u>	<u>\$ 146,179</u>

Cash decreased by \$44.7 million during the year ended December 31, 2018 as compared to the year ended December 31, 2017. This decrease primarily resulted from net debt repayments and cash paid in acquisitions, offset by proceeds from the sale of common stock. For the year ended December 31, 2018, the Company completed acquisitions with cash of \$131.7 million (\$135.1 million cash paid, less \$3.4 million cash acquired). See Note 4 of Notes to the Consolidated Financial Statements for more information. On February 20, 2018, the Company raised \$84.4 million from an offering of 8,625,000 shares of its common stock. See Note 13 of Notes to the Consolidated Financial Statements for more information.

As of December 31, 2018, the Company has (i) a \$500.0 million senior secured term loan credit facility, consisting of a \$250.0 million term loan, a \$150 million tack-on loan and \$100.0 million of term loans funded under a delayed draw term loan facility, and (ii) an asset-based senior secured revolving credit facility with an aggregate maximum credit amount equal to \$100.0 million (subject to availability under a borrowing base). The delayed draw term loans were used to support the Company's acquisition activities. See Note 10 of Notes to Consolidated Financial Statements for more information regarding the Term Loan Facility, the ABL Facility, the Senior Term Loan and the Line of Credit.

The Company believes it can finance its expected cash needs, including debt repayment, in the short-term with cash flows from operations and borrowings available under the ABL Facility. The Company expects that the ABL Facility will provide sufficient credit availability to support its ongoing operations, fund its new debt service requirements, capital expenditures, and working capital needs. Over the long-term, the Company will continue to have significant capital

requirements, and expects to devote substantial financial resources to grow its operations and fund its acquisition activities. As a result of these funding requirements, the Company likely will need to sell additional equity or debt securities or seek additional financing through additional borrowings, lease financing or equity capital, though it is not likely that the Company will issue any equity securities in the near term. The availability of financing or equity capital will depend upon the Company's financial condition and results of operations as well as prevailing market conditions. If such additional borrowings, lease financing or equity capital is not available at the time it needs to incur such expenditures, the Company may be required to extend the maturity of then outstanding indebtedness, rely on alternative financing arrangements or engage in asset sales.

Cash Flows

The Company's summary statements of cash flows information for the years ended December 31, 2018, 2017 and 2016 are set forth in the table below:

(Dollars in thousands)	Year Ended December 31,		
	2018	2017	2016
Net cash provided by operating activities .....	\$ 105,263	\$ 45,764	\$ 66,415
Net cash provided by (used in) investing activities .....	\$ (171,771)	\$ (293,853)	\$ 1,798
Net cash provided by (used in) financing activities .....	\$ 20,911	\$ 335,141	\$ (69,404)

*Operating Activities.* Cash provided by the Company's operating activities consists of net income or loss adjusted for certain non-cash items, including depreciation and amortization, deferred interest, gain/loss on disposal of property and equipment, deferred income taxes, deferred gain and interest recognized on sales-type leases, stock-based compensation, bad debt expense and the effect of changes in working capital and other activities.

Cash provided by operating activities was \$105.3 million during the year ended December 31, 2018 and consisted of \$5.2 million of net loss plus \$126.3 million of non-cash items, consisting primarily of depreciation, amortization, deferred taxes impairment of goodwill and intangible assets, and stock-based compensation, less \$15.9 million of net cash used for working capital and other activities. Cash used for working capital and other activities during the year ended December 31, 2018 primarily reflect a \$33.2 million increase in accounts receivable and a \$4.2 million increase in prepaid expenses and other current assets, offset by \$14.7 million in payments received on sales-type leases and a \$6.8 million increase in accounts payable and accrued expenses. Cash provided by operating activities was \$45.8 million during the year ended December 31, 2017 and consisted of \$27.0 million of net income plus \$29.3 million of non-cash items, consisting primarily of depreciation and amortization and the write-off of \$3.9 million of deferred financing fees, less \$10.5 million of net cash used by working capital and other activities. Cash used for working capital and other activities during the year ended December 31, 2017 primarily reflect a \$15.3 million increase in accounts receivable and a \$3.4 million increase in prepaid expenses and other current assets, offset by \$5.8 million in payments received on sales-type leases and a \$1.9 million increase in accounts payable and accrued expenses.

The \$59.5 million increase in cash provided by operating activities during the year ended December 31, 2018 as compared with the year ended December 31, 2017 was primarily the result of a \$44.2 million increase in depreciation, a \$9.9 million increase in amortization of intangible assets, a \$33.6 million decrease in tax benefits primarily due to re-measurements of deferred tax liabilities using the TCJA rates, and the recognition of a \$13.9 million goodwill and intangible impairment. These amounts were offset by a \$5.4 million increase in net cash used for working capital and other activities, and \$3.9 million for the write-off of deferred financing fees during the year ended December 31, 2017 which did not occur during the year ended December 31, 2018.

The \$20.6 million decrease in cash provided by operating activities during the year ended December 31, 2017 as compared with the year ended December 31, 2016 was the result of a \$42.0 million decrease of non-cash items, primarily from a one-time tax benefit due to the change in the Federal tax rate from 35% to 21% on net deferred tax liabilities as a result of the enactment of the Tax Cuts and Jobs Act in December 2017. Other factors for the decrease in cash provided by operating activities include the \$10.5 million of net cash used by working capital and other activities during the year ended December

31, 2017 as compared to \$7.4 million of net cash provided by working capital and other activities during the year ended December 31, 2016, offset by a \$39.3 million increase in net income.

*Investing Activities.* Cash used by investing activities decreased \$122.1 million during the year ended December 31, 2018 as compared to the year ended December 31, 2017, primarily due to a decrease of \$148.1 million paid for the Recent Acquisitions, net of cash acquired. Excluding the Recent Acquisitions, cash used in investing activities increased \$26.0 million for the year ended December 31, 2018 as compared to the year ended December 31, 2017 due to increases in net purchases of revenue equipment.

Cash used by investing activities increased \$295.6 million during the year ended December 31, 2017 as compared to the year ended December 31, 2016, primarily due to \$279.8 million paid for the Recent Acquisitions, net of cash acquired. Excluding the Recent Acquisitions, cash used in investing activities increased \$15.8 million for the year ended December 31, 2017 as compared to the year ended December 31, 2016 due to increases in net purchases of revenue equipment.

Total capital expenditures for the year ended December 31, 2018 and 2017 are shown below:

<u>(Dollars in thousands)</u>	<u>Year Ended December 31,</u>	
	<u>2018</u>	<u>2017</u>
Revenue equipment (tractors, trailers and trailer accessories) . . . . .	\$ 50,955	\$ 16,884
Buildings and building improvements . . . . .	9,346	677
Other . . . . .	6,113	2,231
Total cash capital expenditures . . . . .	66,414	19,792
Less: Proceeds from sales of property and equipment . . . . .	26,359	5,773
Net cash capital expenditures . . . . .	40,055	14,019
Revenue equipment (tractors, trailers and trailer accessories) . . . . .	89,547	21,383
Other . . . . .	325	514
Total financed capital expenditures . . . . .	89,872	21,897
Total capital expenditures, less proceeds . . . . .	\$ 129,927	\$ 35,916

The following tables provide details on the cash and noncash components of gross capital expenditures for the Company's reportable segments for the years ended December 31, 2018 and 2017 (in thousands):

<u>(Dollars in thousands)</u>	<u>Flatbed Solutions Segment</u>	<u>Specialized Solutions Segment</u>	<u>Corporate/ Eliminations</u>	<u>Consolidated Total</u>
<b>Year Ended December 31, 2018</b>				
Cash flows from investing activities				
Purchases of property and equipment . . . . .	\$ 6,721	\$ 57,608	\$ 2,085	\$ 66,414
Proceeds from sale of property and equipment . . . . .	(9,448)	(16,911)	—	(26,359)
Noncash investing and financing activities				
Property and equipment acquired with debt or capital lease obligations . . . . .	31,460	58,412	—	89,872
Total capital expenditures, less proceeds . . . . .	\$ 28,733	\$ 99,109	\$ 2,085	\$ 129,927
<b>Year Ended December 31, 2017</b>				
Cash flows from investing activities				
Purchases of property and equipment . . . . .	\$ 3,609	\$ 15,583	\$ 600	\$ 19,792
Proceeds from sale of property and equipment . . . . .	(725)	(5,048)	—	(5,773)
Noncash investing and financing activities				
Property and equipment acquired with debt or capital lease obligations . . . . .	4,795	17,102	—	21,897
Total capital expenditures, less proceeds . . . . .	\$ 7,679	\$ 27,637	\$ 600	\$ 35,916

*Financing Activities.* Cash flows from financing activities decreased from \$335.1 million provided by financing activities for the year ended December 31, 2017 to \$20.9 million provided by financing activities for the year ended December 31, 2018, primarily as a result of the recapitalization and refinancing of outstanding long-term debt in conjunction with the Business Combination in 2017. Other decreases were primarily a result of net debt repayments and stock dividends. Cash flows from financing activities for the year ended December 31, 2018 included \$4.6 million net repayments on the line of credit, net repayments of \$52.5 million of long-term debt and \$5.0 million paid for Series A Preferred Stock dividends. These amounts were offset by \$84.4 million of net proceeds from the February 2018 offering of common stock.

Cash flows from financing activities increased from \$69.4 million used in financing activities for the year ended December 31, 2016 to \$335.1 million provided by financing activities for the year ended December 31, 2017. This increase was primarily a result of a recapitalization and refinancing of outstanding long-term debt in conjunction with the Business Combination. The recapitalization included \$64.6 million of proceeds upon issuance of common stock and \$65.0 million of proceeds upon issuance of Series A Preferred Stock, partially offset by \$36.2 million in repurchases of common stock. Cash inflows from the recapitalization and proceeds from a new \$250.0 million term loan (discussed under Material Debt below) were utilized in part for repayments of \$66.7 million in subordinated debt, principal repayments of \$239.5 million in long-term debt and \$19.2 million in financing fees. Excluding cash flows from the Business Combination, cash flows from financing activities included \$2.3 million net repayments on the line of credit, \$12.3 million from advances on long term debt, \$100.0 million advance on the delayed draw term loan facility, \$150.0 million from a tack-on loan to the term loan facility, \$6.2 million Series A and Series B Preferred Stock dividends and proceeds of \$63.6 million for the September 2017 issuance of common stock.



## Material Debt

### Overview

As of December 31, 2018, the Company had the following material debt:

- the Term Loan Facility and the ABL Facility;
- secured equipment loans and capital lease agreements; and
- bank mortgage secured by real estate

The amounts outstanding under such agreements and other debt instruments were as follows as of December 31, 2018 and 2017:

<u>(Dollars in thousands)</u>	<u>December 31,</u>	
	<u>2018</u>	<u>2017</u>
Revolving line of credit	\$ —	\$ 4,561
Term loan facility	493,478	498,462
Mortgages	3,900	3,669
Equipment term loans and capital leases	205,036	128,315
Total long-term debt and capital leases	702,414	635,007
Less: current portion	(63,535)	(43,056)
Long-term debt and capital leases, less current portion	<u>\$ 638,879</u>	<u>\$ 591,951</u>

On February 27, 2017, in conjunction with the Closing, the Company entered into the New Credit Facilities, a portion of the borrowings of which were used to pay off the Old PNC Term Loan, the Old Revolving Credit Facility, the Main Street Loan, the PCP Subordinated Notes, the LST Subordinated Notes, the Davenport Subordinated Note and the Bulldog Subordinated Note.

See Note 10 of Notes to Consolidated Financial Statements included herein for information regarding the Company's material debt.

### Off-Balance Sheet Arrangements

The Company's financial condition, results of operations, liquidity, capital expenditures and capital resources are not materially affected by off-balance sheet transactions. The Company had stand-by letters of credit in the amount of \$14.2 million and \$13.7 million at December 31, 2018 and 2017, respectively. The letters of credit provide collateral primarily for liability insurance claims. Also, the Company leases certain revenue equipment, terminals and office building facilities under non-cancelable operating leases. The Company's rent expense under these leases for the years ended December 31, 2018, 2017 and 2016 was approximately \$35.3 million, \$23.8 million and \$16.0 million, respectively.

At December 31, 2018, there were 17,520,329 shares of common stock issuable upon exercise of outstanding warrants at a strike price of \$11.50 per share.

## Contractual Obligations

The table below summarizes the Company's contractual obligations as of December 31, 2018:

<u>(Dollars in thousands)</u>	<u>Payments Due By Period</u>				<u>Total</u>
	<u>Less Than 1 Year</u>	<u>1-3 Years</u>	<u>3-5 Years</u>	<u>More Than 5 Years</u>	
Long-term debt obligations, including interest <sup>(1)</sup>	\$ 102,288	\$ 162,158	\$ 139,225	\$ 526,176	\$ 929,847
Capital lease obligations <sup>(2)</sup>	5,669	8,890	5,267	834	20,660
Operating lease obligations <sup>(3)</sup>	31,452	39,420	18,469	22,968	112,309
Purchase obligations <sup>(4)</sup>	—	—	—	—	—
Total contractual obligations	<u>\$ 139,409</u>	<u>\$ 210,468</u>	<u>\$ 162,961</u>	<u>\$ 549,978</u>	<u>\$ 1,062,816</u>

(1) Includes interest obligations on long-term debt and excludes fees. For variable rate debt, the interest rate in effect as of December 31, 2018 was utilized. The table assumes long-term debt is held to maturity. As discussed above under "Material Debt—Overview," certain of the Company's long-term debt obligations were repaid, and the Company has entered into the New Credit Facilities in conjunction with the Closing on February 27, 2017.

(2) Capital lease obligations relate primarily to revenue equipment.

(3) Represents future monthly rental payment obligations, which include an interest element, under operating leases for tractors, trailers, facilities and real estate. Substantially all lease agreements for revenue equipment have fixed payment terms based on the passage of time. The tractor lease agreements generally stipulate maximum miles and provide for mileage penalties for excess miles. These leases generally run for a period of three to five years for tractors and five to seven years for trailers.

(4) Represents purchase obligations for fuel.

### Inflation

Inflation can have an impact on the Company's operating costs. A prolonged period of inflation could cause interest rates, fuel, wages and other costs to increase, which would adversely affect the Company's results of operations unless freight rates correspondingly increase. The Company attempts to limit the effects of inflation through increases in freight rates, certain cost control efforts and limiting the effects of fuel prices through fuel surcharges and measures intended to reduce the consumption of fuel. Over the past three years, the effect of inflation has been minor.

### Seasonality

In the transportation industry, results of operations generally show a seasonal pattern. The Company's productivity decreases during the winter season because inclement weather impedes operations, end-users reduce their activity and certain shippers reduce their shipments during winter. At the same time, operating expenses increase and fuel efficiency declines because of engine idling and harsh weather creating higher accident frequency, increased claims and higher equipment repair expenditures. The Company also may suffer from weather-related or other events such as tornadoes, hurricanes, blizzards, ice storms, floods, fires, earthquakes and explosions. These events may disrupt fuel supplies, increase fuel costs, disrupt freight shipments or routes, affect regional economies, destroy the Company's assets or adversely affect the business or financial condition of its customers, any of which could adversely affect results or make results more volatile.

### Critical Accounting Policies

The preparation of the Company's consolidated financial statements in conformity with GAAP requires it to make estimates and assumptions that impact the amounts reported in its consolidated financial statements and accompanying notes. Therefore, the reported amounts of assets, liabilities, revenue, expenses, and associated disclosures of contingent assets and liabilities are affected by these estimates and assumptions. The Company evaluates these estimates and assumptions on an ongoing basis, utilizing historical experience, consultation with experts and other methods considered reasonable in the particular circumstances. Nevertheless, actual results may differ significantly from these estimates and assumptions, and it is possible that materially different amounts will be reported using differing estimates or assumptions.

The Company considers critical accounting policies to be those that require it to make more significant judgments and estimates when preparing financial statements. The Company's critical accounting policies include the following:

#### *Revenue Recognition*

The Company recognizes revenue and related costs over time when the Company satisfies its performance obligation(s) transferring goods or services to the customer and the customer obtains control. With respect to freight, brokerage, logistics and fuel surcharge revenue, these conditions are met, and the Company recognizes freight, brokerage and fuel surcharge revenue, over time and logistics revenue, as the services are provided.

The Company regularly engages third-party capacity providers to haul loads brokered to them when it needs additional capacity. The Company is primarily responsible for fulfilling the promise to provide load transportation services, and has discretion in setting prices, along with the risk to fulfill the contract to the customer. Based upon this evaluation, the Company has determined that it is the principal and therefore, records gross revenues and expenses for brokerage services. Accordingly, all such revenue billed to customers is classified as brokerage revenue, and all corresponding payments to carriers for transportation services arranged by the Company in connection with brokerage and intermodal activities and to independent contractor providers of revenue equipment are classified as purchased freight.

The Company's revenue and related costs are recognized over time when the Company satisfies its performance obligation(s) transferring goods or services to the customer and the customer obtains control. While there may be master service agreements with Company customers, a contract is not established until the customer specifically requests the Company's services and the Company accepts.

The Company evaluates each contract for distinct performance obligations. In the Company's business, a typical performance obligation is the transportation of a load including any highly interrelated ancillary services.

The Company predominantly estimates the standalone selling price of its services based upon observable evidence, market conditions and other relevant inputs. The Company allocates the total transaction price to each distinct performance obligation based upon the relative standalone selling prices.

The Company's customers simultaneously receive and consume the benefits of the Company's contracts; therefore revenue is recognized over time. This is a faithful depiction of the satisfaction of the performance obligation, as the customer does not need to re-perform the transportation services the Company has provided to date.

Generally, the Company's customers are billed upon delivery of the freight or monthly and remit payment according to the approved payment terms.

#### *Goodwill and Intangible Assets*

Goodwill and other intangible assets result from business acquisitions. The Company accounts for business acquisitions by assigning the purchase price to tangible and intangible assets and liabilities. Assets acquired and liabilities assumed are recorded at their fair values and the excess of the purchase price over amounts assigned is recorded as goodwill.

Goodwill is tested for impairment at least annually (or more frequently if impairment indicators arise) for each reporting unit by applying either a qualitative or quantitative analysis in accordance with the authoritative accounting guidance on goodwill. The Company first assesses qualitative factors to evaluate whether it is more likely than not that the fair value of a reporting unit is less than its carrying amount as the basis for determining whether it is necessary to perform a quantitative goodwill impairment test. The Company may bypass the qualitative assessment for any reporting unit in any period and proceed directly with the quantitative analysis. The quantitative analysis compares the fair value of the reporting unit with its carrying amount. The Company estimates the fair value of a reporting unit using discounted expected future cash flows. The Company's annual assessment is conducted as of October 1 of each year. Prior to 2017, the annual assessment was conducted as of November 1, but was changed during 2017 to better align with the Company's reporting periods. The change in testing date does not delay, accelerate or avoid an impairment charge. The Company determined

that it is impractical to objectively determine projected cash flows and related valuation estimates that would have been used as of October 1 for periods prior to October 1, 2017 without the use of hindsight. As such, the Company prospectively applied the change in the annual goodwill impairment assessment date beginning October 1, 2017. During the fourth quarter of 2018, management performed goodwill impairment testing on its reporting units, which resulted in goodwill impairment for one reporting unit of \$11.1 million. Management does not believe that any of the goodwill balances in its reporting units are currently at significant risk of impairment; however, of the \$258.4 million of goodwill on the Company's consolidated balance sheet as of December 31, 2018, approximately \$154.6 million is recorded in reporting units for which the estimated fair value exceeded the carrying value by less than 20% in the most recent quantitative test.

Other intangible assets recorded consist of indefinite lived trade names and definite lived non-competition agreements and customer relationships. These intangible assets are stated at estimated fair value at the time of acquisition less accumulated amortization. Amortization is recorded using the straight-line method over the following estimated useful lives: (i) non-competition agreements: two to five years and (ii) customer relationships: 10 to 15 years. The Company evaluates its definite lived intangible assets for impairment when current facts or circumstances indicate that the carrying value of the assets to be held and used may not be recoverable. Indefinite-lived intangible assets are tested for impairment annually by applying a fair value based analysis in accordance with the authoritative accounting guidance for such assets.

#### *Income Taxes*

Income taxes are accounted for using an asset and liability approach that requires the recognition of deferred tax assets and liabilities for the expected future tax consequences of temporary differences between the consolidated financial statement and tax basis of assets and liabilities at the applicable enacted tax rates.

The Company adheres to the provisions of Financial Accounting Standards Board (FASB) Accounting Standards Codification (ASC) 740-10, *Income Taxes*, relating to accounting for uncertain tax positions. The Company recognizes the tax benefit from uncertain tax positions only if it is more likely than not that the tax positions will be sustained on examination by the tax authorities, based on the technical merits of the position. The tax benefit is measured based on the largest benefit that has a greater than 50% likelihood of being realized upon ultimate settlement.

#### *Accrued Insurance and Claims*

The Company uses a combination of purchased insurance and self-insurance programs, and beginning in December 2017, with the acquisition of the Roadmaster Group (see Note 3 to the consolidated financial statements), a captive group insurance company. The insurance provides for the cost of vehicle liability, cargo loss, damage, general liability, property, workers' compensation claims and employee medical benefits. Self-insurance accruals relate primarily to vehicle liability, cargo damage, workers' compensation and employee medical claims.

The measurement and classification of self-insured costs requires the consideration of historical cost experience, demographic and severity factors, and judgments about the current and expected levels of cost per claim and retention levels. These methods provide estimates of the liability associated with claims incurred as of the balance sheet date, including claims not reported. The Company believes these methods are appropriate for measuring these highly judgmental self-insurance accruals. However, the use of any estimation method is sensitive to the assumptions and factors described above, based on the magnitude of claims and the length of time from the date the claim is incurred to ultimate settlement. Accordingly, changes in these assumptions and factors can materially affect actual costs paid to settle the claims and those amounts may be different than estimates.

#### *Stock-Based Compensation*

Awards of equity instruments issued to employees and directors are accounted for under the fair value method of accounting and recognized in the consolidated statements of operations and comprehensive income (loss). Compensation

cost is measured for all stock-based awards at fair value on the date of grant and recognized using the straight-line method over the service period over which the awards are expected to vest.

Fair value of all time-vested options as of the date of grant is estimated using the Black-Scholes option valuation model, which was developed for use in estimating the fair value of traded options that have no vesting restrictions and are fully transferable. Option valuation models require the input of highly subjective assumptions, including the expected stock price volatility. Since the Company does not have a sufficient history of exercise behavior, expected term is calculated using the assumption that the options will be exercised ratably from the date of vesting to the end of the contractual term for each vesting tranche of awards. The risk-free interest rate is based on the United States Treasury yield curve for the period of the expected term of the stock option. Expected volatility is calculated using an index of publicly traded peer companies.

Fair values of nonvested stock awards (restricted stock units) are equal to the market value of the common stock on the date of the award with compensation costs amortized over the vesting period of the award.

#### Recently Issued Accounting Pronouncements

In August 2018, the Financial Accounting Standards Board (FASB) issued Accounting Standards Updated (ASU) 2018-15, Intangibles – Goodwill and Other – Internal-Use Software (Subtopic 350-40). ASU 2018-15 aligns the requirements for capitalizing implementation costs incurred in a hosting arrangement (Cloud-based) that is a service contract with the requirements for capitalizing implementation costs incurred to develop or obtain internal-use software. ASU 2018-15 will become effective for annual periods beginning after December 15, 2019 and interim periods within those periods, with early adoption permitted. ASU 2018-15 can be applied either retrospectively or prospectively to all implementation costs incurred after the date of adoption. The Company has elected to early adopt ASU 2018-15 on a prospective basis and has capitalized relevant software implementation costs of approximately \$2.0 million as of December 31, 2018.

In March 2018, the FASB issued ASU 2018-05, Income Taxes (Topic 740). ASU 2018-05 provides amendments to SEC paragraphs pursuant to SEC Staff Accounting Bulletin (SAB) No. 118 related to the Tax Cuts and Jobs Act (TCJA) that became effective January 2018. The Company adopted the disclosure requirements of SAB 118 as of December 31, 2017, which were included in the Company's Annual Report on Form 10-K filed March 16, 2018 and as described in SAB 118 carried forward through December 31, 2018.

In July 2017, the FASB issued ASU 2017-11, Earnings per Share (Topic 260), Distinguishing Liabilities from Equity (Topic 480) and Topic 815. ASU 2017-11 provides guidance on accounting for financial instruments with down round features and clarifies the deferral of certain provisions in Topic 480. ASU 2017-11 will become effective for annual periods beginning after December 15, 2018 and interim periods within those periods. The Company is currently evaluating the impact of adopting this guidance.

In May 2017, the FASB issued ASU 2017-09, Compensation – Stock Compensation (Topic 718). ASU 2017-09 provides guidance about which changes to the terms or conditions of a share-based payment award requires the application of modification accounting. Modification accounting will apply unless the fair value of the modified award is the same as the original award, the vesting conditions of the modified award are the same as the original award and the classification of the modified award as an equity instrument or liability instrument is the same as the original award. ASU 2017-09 became effective for annual periods beginning after December 15, 2017 and interim periods within those periods. The Company adopted this pronouncement on January 1, 2018 which did not have a material impact on its consolidated results of operations, financial condition, cash flows, or financial statement disclosures as there were no changes to the terms or conditions of the Company's share-based payment awards during the year ended December 31, 2018.

In August 2016, the FASB issued ASU 2016-15, Statement of Cash Flows (Topic 230). ASU 2016-15 provides new guidance intended to reduce diversity in practice in how certain cash receipts and payments are classified in the statement of cash flows, including debt prepayment or extinguishment costs, the settlement of contingent liabilities arising from a business combination, proceeds from insurance settlements, and distributions from certain equity method investees. ASU

2016-15 became effective for fiscal years beginning after December 15, 2017 and interim periods within fiscal years. The Company adopted this pronouncement on January 1, 2018 which did not impact its consolidated statement of cash flows.

In June 2016, the FASB issued ASU No. 2016-13, Accounting for Credit Losses (Topic 326). ASU 2016-13 requires the use of an "expected loss" model on certain types of financial instruments. ASU 2016-13 is effective for fiscal years, and interim periods within those years, beginning after December 15, 2019, with early adoption permitted. The Company is currently evaluating the impact of adopting this guidance.

In February 2016, the FASB issued ASU 2016-02, Leases, followed by additional accounting standards updates that provided additional practical expedients and policy elections options (collectively, Accounting Standards Codification Topic 842, (ASC 842)). ASC 842 amends various aspects of existing guidance for leases and requires the recognition of assets and liabilities arising from a lease for both financing and operating leases, along with additional qualitative and quantitative disclosures. The main difference between previous GAAP and the amended standard is the recognition of lease assets and lease liabilities of lessees on the balance sheet for those leases classified as operating leases under previous GAAP. ASC 842 is effective for annual periods beginning after December 15, 2018, and interim periods within those annual periods. The Company will adopt ASC 842 using the modified retrospective method and elect the option to not apply ASC 842 to comparative periods. The Company also elected the following practical expedients:

- not to apply the recognition requirements to leases with terms of twelve months or less,
- carryforward previous conclusions related to current lease classification under the current lease accounting standard to lease classification for these existing leases under ASC 842,
- to combine lease and non-lease components for certain asset classes, and
- to apply the portfolio approach in determination of the incremental borrowing rate.

The adoption of ASC 842 will result in increasing assets and liabilities with right-of-use assets and related liabilities on the Company's consolidated balance sheets. Right-of-use assets the Company expects to record on the balance sheet include primarily trucking facilities and terminals and revenue equipment leases, all classified as operating leases. The impact to the Company's consolidated statements of operations and cash flows are not expected to be material. The Company has compiled and analyzed its contracts and identified its full lease population and is still in the process of populating its leasing software and implementing new controls associated with the standard.

#### ***Item 7A. Quantitative and Qualitative Disclosures About Market Risk***

The Company has interest rate exposure arising from the credit facilities and other financing agreements, which have variable interest rates. These variable interest rates are impacted by changes in short-term interest rates. In conjunction with the Business Combination, in February 2017, the Company's interest rate swap was terminated. Assuming the current level of borrowings, a hypothetical one-percentage point increase in interest rates would increase the Company's annual interest expense by \$5.0 million. As of December 31, 2018 and December 31, 2017, the Company had outstanding approximately \$497.3 million and \$509.4 million, respectively, of variable rate borrowings that were not subject to interest rate swaps.

The Company has commodity exposure with respect to fuel used in company-owned and leased tractors. Increases in fuel prices will raise the Company's operating costs, even after applying fuel surcharge revenue. Historically, the Company has been able to recover a majority of fuel price increases from its customers in the form of fuel surcharges. The Company cannot predict the extent or speed of potential changes in fuel price levels in the future, the degree to which the lag effect of fuel surcharge programs will impact it as a result of the timing and magnitude of such changes, or the extent to which effective fuel surcharges can be maintained and collected to offset such increases. The Company generally has not used derivative financial instruments to hedge its fuel price exposure in the past, but continues to evaluate this possibility.

#### ***Item 8. Financial Statements and Supplementary Data***

The information called for by Item 8 is found in a separate section of this Form 10-K starting on pages F-1. See the "Index



to Financial Statements” on page F-1.

#### ***Item 9. Changes in and Disagreements with Accountants on Accounting and Financial Disclosure***

None.

#### ***Item 9A. Controls and Procedures***

##### Disclosure Controls and Procedures

The Company maintains disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under The Securities Exchange Act of 1934, as amended (the “Exchange Act”)), which are designed to ensure that information required to be disclosed by the Company in reports that it files or submits under the Exchange Act, including this Report, are recorded, processed, summarized and reported within the time periods specified in the SEC’s rules and forms. These disclosure controls and procedures include controls and procedures designed to ensure that information required to be disclosed by the Company under the Exchange Act is accumulated and communicated to the Company’s management, including its principal executive officer (“CEO”) and principal financial officer (“CFO”), as appropriate to allow timely decisions regarding required disclosure. The Company’s management, including the Company’s CEO and CFO, conducted an evaluation of the effectiveness of the Company’s disclosure controls and procedures as of the end of the period covered by this Report and, based on that evaluation, the CEO and CFO concluded that certain of the Company’s disclosure controls and procedures were not effective as of December 31, 2018 because of the material weaknesses in our internal control over financial reporting described below.

##### Management’s Report on Internal Control over Financial Reporting

The Company’s management is responsible for establishing and maintaining adequate internal control over financial reporting (“ICFR”), as such term is defined in Exchange Act Rules 13a-15(f) and 15d-15(f). Under the supervision and with the participation of our management, including our principal executive officer and principal financial officer, we conducted an evaluation of the effectiveness of our internal control over financial reporting as of December 31, 2018, based on the criteria established in Internal Control – Integrated Framework (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). Based on this evaluation, management has concluded that we did not maintain effective internal control over financial reporting as of December 31, 2018, due to the material weaknesses identified below.

A material weakness is a deficiency, or combination of deficiencies, in internal control over financial reporting, such that there is a reasonable possibility that a material misstatement of the Company’s annual or interim financial statements will not be prevented or detected on a timely basis. We did not design and maintain effective information technology general computer controls related to program change management and user access and management’s review of the completeness and accuracy of certain system-generated reports. Additionally, we did not maintain effective controls at certain of our operating companies related to the review and approval of manual journal entries, the review and approval of payroll and the review and approval of revenue transactions. Specifically, we did not maintain controls to ensure (i) that journal entries were properly reviewed and approved by an appropriate individual separate from the preparer of such journal entry, (ii) that, at two of our operating companies payrolls were properly reviewed and approved and at one of these operating companies, that revenue transactions were properly reviewed and approved. These material weaknesses did not result in any material misstatements of the Company’s financial statements or disclosures for the quarter or year ended December 31, 2018.

Management has excluded from its assessment of the Company’s ICFR as of December 31, 2018, the ICFR of Aveda Transportation and Energy Services Inc., Builders Transportation Co., LLC, Kelsey-Trail Trucking Ltd., and Leavitts Freight Service, Inc., each wholly-owned subsidiaries of the Company, because they were acquired by the Company in purchase business combinations during 2018. The excluded operating companies represent approximately 16% of consolidated total assets and 10% of consolidated net revenues as of and for the year ended December 31, 2018.

Grant Thornton LLP, the independent registered public accounting firm that audited the consolidated financial statements of the Company included in this Annual Report on Form 10-K, has issued an attestation report on the effectiveness of the Company’s internal control over financial reporting as of December 31, 2018. The report is included in this Item under the heading Report of Independent Registered Public Accounting Firm.

##### Management Remediation Initiatives as of December 31, 2018

Management of the Company and the Board take internal controls and integrity of the Company’s financial statements seriously and believe that the remediation steps described below are essential to maintaining a strong internal controls environment. Management believes that progress has been made during the quarter ended December 31, 2018, and through the date of this report, to remediate the underlying causes of the material weaknesses in internal control over financial reporting and is taking the following remediation steps:

##### *Material weakness related to ineffective information technology general controls (ITGCs)*

The remediation actions include: (i) discussing the issues with the impacted personnel, including operating company leadership and IT personnel; (ii) developing a training program addressing ITGCs and policies, including educating control owners concerning the principles and requirements of each control, with a focus on those related to user access and change management over IT systems impacting financial reporting; (iii) developing and maintaining documentation underlying ITGCs to promote knowledge transfer upon personnel and function changes; and (iv) implementing an IT management review and testing plan to monitor ITGCs with a specific focus on systems supporting our financial reporting processes.

##### *Material weaknesses related to the review and approval of manual journal entries and payroll and revenue transactions*

The remediation actions include: (i) developing and implementing a training program and discussing the issues with the impacted personnel, including operating company leadership and business control owners; (ii) assessing the Company’s Evidence of Internal Control policies and procedures and revising policies and procedures as needed to provide necessary guidance to the operating companies; (iii) evaluating whether further enhancements are needed to the design of corporate/operating company business process controls; and (iv) augmenting the existing in-house SOX Compliance department to help oversee the control development, control testing and remediation process.

##### Changes in Internal Control over Financial Reporting

##### *Remediation of Material Weakness as of June 30, 2018*

As previously disclosed in the second quarter 10-Q, a material weakness related to identifying and recording deferred tax liabilities on the final amounts allocated to intangible assets acquired in business combinations was identified during the quarter ended June 30, 2018. We have determined that this material weakness has been fully remediated as of December 31, 2018.

The remediation steps we have taken include:

- Reviewed our income tax processes and controls and enhanced the overall design and procedures performed upon the completion of final purchase accounting related to intangible assets in calculating the deferred tax liability for purchase accounting on an interim and annual basis.
- Re-designed our management review controls and enhanced the precision of review around the key income tax areas relating to finalizing purchase accounting.

As of December 31, 2018, the remedial measures described above have been satisfactorily implemented and we have had sufficient time to test the operating effectiveness of such remedial measures. We maintained internal control over financial reporting related to identifying and recording deferred tax liabilities on the final amounts allocated to intangible assets acquired in business combinations, and as such, the material weakness identified in the Company’s internal control over

financial reporting related to identifying and recording deferred tax liabilities on the final amounts allocated to intangible assets acquired in business combinations has been remediated.

Except as described above, there were no changes in our internal control over financial reporting (as defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act) that occurred during the Company's most recently completed quarter ended December 31, 2018 that have materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting.

## REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

Board of Directors and Stockholders  
Daseke, Inc.

### Opinion on internal control over financial reporting

We have audited the internal control over financial reporting of Daseke, Inc. (a Delaware corporation) and subsidiaries (the "Company") as of December 31, 2018, based on criteria established in the 2013 *Internal Control—Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission ("COSO"). In our opinion, because of the effect of the material weaknesses described in the following paragraphs on the achievement of the objectives of the control criteria, the Company has not maintained effective internal control over financial reporting as of December 31, 2018, based on criteria established in the 2013 *Internal Control—Integrated Framework* issued by COSO.

A material weakness is a deficiency, or combination of control deficiencies, in internal control over financial reporting, such that there is a reasonable possibility that a material misstatement of the company's annual or interim financial statements will not be prevented or detected on a timely basis. The following material weaknesses have been identified and included in management's assessment:

- Deficiencies in the design and operating effectiveness of information technology controls related to user access and program change management and management review controls related to the completeness and accuracy of certain system-generated reports.
- Certain of the Company's operating companies did not maintain effective internal controls over the review and approval of manual journal entries.
- Deficiencies in business process controls were identified at two of the Company's operating companies related to the review and approval of payroll, and in one of these operating companies also related to review and approval of revenue transactions.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) ("PCAOB"), the consolidated financial statements of the Company as of and for the year ended December 31, 2018. The material weaknesses identified above were considered in determining the nature, timing, and extent of audit tests applied in our audit of the 2018 consolidated financial statements, and this report does not affect our report dated March 8, 2019, which expressed an unqualified opinion on those financial statements.

### Basis for opinion

The Company's management is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting, included in the accompanying Management's Report on Internal Control over Financial Reporting ("Management's Report"). Our responsibility is to express an opinion on the Company's internal control over financial reporting based on our audit. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audit in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, testing and evaluating the design and operating effectiveness of internal control based on the assessed risk, and performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

Our audit of, and opinion on, the Company's internal control over financial reporting does not include the internal control over financial reporting of Aveda Transportation and Energy Services, Inc., Builders Transportation Co., LLC, Leavitt's Freight Service, Inc., and Kelsey-Trail Trucking Ltd., wholly-owned subsidiaries (collectively, the "Acquired Entities"),

whose financial statements reflect total assets and revenues constituting 16 and 10 percent, respectively, of the related consolidated financial statement amounts as of and for the year ended December 31, 2018. As indicated in Management's Report, the Acquired Entities were acquired during 2018. Management's assertion on the effectiveness of the Company's internal control over financial reporting excluded internal control over financial reporting of the Acquired Entities.

**Definition and limitations of internal control over financial reporting**

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

**Other information**

We do not express an opinion or any other form of assurance on management's statements referring to the remediation actions and plans that were implemented subsequent to December 31, 2018.

/s/ GRANT THORNTON LLP

Dallas, Texas  
March 8, 2019

**Item 9B. Other Information**

None.



### **Part III**

#### ***Item 10. Directors, Executive Officers and Corporate Governance***

The information called for by this Item will be contained in the Company's amendment on Form 10-K/A to be filed not later than 120 days after the close of the fiscal year ended December 31, 2018.

#### ***Item 11. Executive Compensation***

The information called for by this Item will be contained in the Company's amendment on Form 10-K/A to be filed not later than 120 days after the close of the fiscal year ended December 31, 2018.

#### ***Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters***

The information called for by this Item will be contained in the Company's amendment on Form 10-K/A to be filed not later than 120 days after the close of the fiscal year ended December 31, 2018.

#### ***Item 13. Certain Relationships and Related Party Transactions, and Director Independence***

The information called for by this Item will be contained in the Company's amendment on Form 10-K/A to be filed not later than 120 days after the close of the fiscal year ended December 31, 2018.

#### ***Item 14. Principal Accountant Fees and Services***

The information called for by this Item will be contained in the Company's amendment on Form 10-K/A to be filed not later than 120 days after the close of the fiscal year ended December 31, 2018.

### **Part IV**

#### ***Item 15. Exhibits and Consolidated Financial Statement Schedules***

##### ***(a)(1) Financial Statements***

The financial statements included in Item 8. Financial Statements and Supplementary Data above are filed as part of this Form 10-K.

##### ***(2) Financial Statement Schedules***

There are no financial statement schedules filed as part of this Form 10-K, since the required information is included in the Consolidated Financial Statements, including the notes thereto, or the circumstances requiring inclusion of such schedules are not present.

##### ***(3) Exhibits:***

<b><u>Exhibit No.</u></b>	<b><u>Exhibit</u></b>
2.1§†	Merger Agreement, dated as of December 22, 2016, by and among Hennessy Capital Acquisition Corp. II, HCAC Merger Sub, Inc., Daseke, Inc. and Don R. Daseke, solely in his capacity as the Stockholder Representative (incorporated by reference to Exhibit 2.1 to the Current Report on Form 8-K filed by the registrant on December 29, 2016).
2.2§†	Purchase and Sale Agreement by and among Daseke, Inc., Daseke TRS LLC, and Thomas R. Schilli, dated May 1, 2017 (incorporated by reference to Exhibit 2.1 to the Quarterly Report on Form 10-Q filed by the registrant on August 9, 2017).
2.3§†	Purchase and Sale Agreement, dated December 1, 2017, by and among Daseke, Inc., Daseke MFS LLC, Daniel R. Moore, Judith N. Moore, Randall K. Moore, Tiffani M. Swalley, John D. Moore and V. Jean Nichols (incorporated by reference to Exhibit 2.3 to the Annual Report on Form 10-K for the fiscal year ended December 31, 2017).
2.4§†	Purchase and Sale Agreement, dated December 1, 2017, by and among Daseke, Inc., Daseke RM LLC and Lyons Capital, LLC (incorporated by reference to Exhibit 2.4 to the Annual Report on Form 10-K for the fiscal year ended December 31, 2017).
2.5§†	Purchase and Sale Agreement, dated December 1, 2017, by and among Daseke, Inc., Daseke Companies, Inc., Daseke TSH LLC, Sidney T. Stanley 2007 Family Irrevocable Gift Trust, Sidney Stanley, Craig Stanley, Gregg Stanley, Sara Beth Sheehan, the Craig T. Stanley 2012 GST-Exempt Family Trust, Gregg F. Stanley 2012 GST-Exempt Family Trust and Sara Beth Sheehan 2012 GST-Exempt Family Trust (incorporated by reference to Exhibit 2.5 to the Annual Report on Form 10-K for the fiscal year ended December 31, 2017).
2.6	Arrangement Agreement, dated April 13, 2018, by and among the registrant, Daseke Companies, Inc., Aveda Transportation and Energy Services Inc., 1277119 Alberta Ltd., Rodan Transport (U.S.A.) Ltd. and 2111943 Alberta Ltd (incorporated by reference to Exhibit 2.1 to the Current Report on Form 8-K filed by the registrant on April 18, 2018).
3.1	Second Amended and Restated Certificate of Incorporation (incorporated by reference to Exhibit 3.1 to the Current Report on Form 8-K filed by the registrant on March 3, 2017).

<b>Exhibit No.</b>	<b>Exhibit</b>
3.2	By-Laws of Daseke, Inc., as last amended and effective May 22, 2018 (incorporated by reference to Exhibit 3.1 to the Current Report on Form 8-K filed by the registrant on May 25, 2018).
3.3	Certificate of Designations, Preferences, Rights and Limitations of 7.625% Series A Convertible Cumulative Preferred Stock (incorporated by reference to Exhibit 3.2 to the registrant's Current Report on Form 8-K filed by the registrant on March 3, 2017).
4.1	Specimen stock certificate for the registrant's common stock (incorporated by reference to Exhibit 4.1 to the registrant's Current Report on Form 8-K filed by the registrant on March 3, 2017).
4.2	Specimen stock certificate for the registrant's 7.625% Series A Convertible Preferred Stock (incorporated by reference to Exhibit 4.2 to the registrant's Current Report on Form 8-K filed by the registrant on March 3, 2017).
4.3	Specimen warrant certificate (incorporated by reference to Exhibit 4.3 to the registrant's Current Report on Form 8-K filed by the registrant on March 3, 2017).
4.4	Warrant Agreement, dated July 22, 2015, between Continental Stock Transfer & Trust Company and the registrant (incorporated by reference to Exhibit 4.1 to the registrant's Current Report on Form 8-K filed by the registrant on July 28, 2015).
4.5	Sponsor Warrants Purchase Agreement, dated May 11, 2015, among the registrant and Hennessy Capital Partners II LLC (incorporated by reference to Exhibit 10.6 to the Registration Statement on Form S-1 (No. 333-205152) filed by the registrant on June 22, 2015).
4.6	Form of Backstop and Subscription Agreement by and among the registrant, Hennessy Capital Partners II LLC and the investor(s) party thereto (incorporated by reference to Exhibit 10.1 to the Current Report on Form 8-K filed by the registrant on December 29, 2016).
4.7	Amended and Restated Registration Rights Agreement, dated as of February 27, 2017, by and among the registrant, Daseke Companies, Inc. (f/k/a Daseke, Inc.), Hennessy Capital Partners II LLC, and certain security holders of the registrant party thereto (incorporated by reference to Exhibit 4.1 of the registrant's Current Report on Form 8-K filed by the registrant on March 3, 2017).
4.8	Form of Lock-Up Agreement (incorporated by reference to Exhibit 10.7 to the registrant's Current Report on Form 8-K filed by the registrant on December 29, 2016).
4.9	Form of Subscription Agreement for 7.625% Series A Convertible Cumulative Preferred Stock by and among the registrant and the investor(s) party thereto (incorporated by reference to Exhibit 10.2 to the Current Report on Form 8-K filed by the registrant on December 29, 2016).
4.10	Securities Subscription Agreement by and among the registrant and the Hennessy Capital Partners II LLC (incorporated by reference to Exhibit 10.5 to the Registration Statement on Form S-1 filed by the registrant on June 22, 2015).
4.11	Sponsor Share Forfeiture Agreement, dated December 22, 2016, by and among the registrant, HCAC Merger Sub, Inc., Daseke, Inc., and Don R. Daseke, solely in his capacity as the Stockholder Representative (incorporated by reference to Exhibit 10.5 to the Current Report on Form 8-K filed by the registrant on December 29, 2016).

<b>Exhibit No.</b>	<b>Exhibit</b>
10.1	Term Loan Agreement, dated as of February 27, 2017, among the registrant, HCAC Merger Sub, Inc. (which merged with and into Daseke, Inc., which changed its name to Daseke Companies, Inc.), as borrower, certain financial institutions from time to time party thereto, as lenders, Credit Suisse AG, Cayman Islands Branch, as administrative agent, and Credit Suisse Securities (USA) LLC, UBS Securities LLC, and PNC Capital Markets LLC, as joint lead arrangers and joint bookrunners (incorporated by reference to Exhibit 10.1 to the Current Report on Form 8-K filed by the registrant on March 3, 2017).
10.2	Amendment No. 1 to Term Loan Agreement, dated as of August 16, 2017, among Daseke Companies, Inc., Daseke, Inc., Credit Suisse AG, Cayman Islands Branch, as administrative agent and collateral agent, and the lenders party thereto (incorporated by reference to Exhibit 10.1 to the Current Report filed by the registrant on Form 8-K on August 22, 2017).
10.3	Incremental and Refinancing Amendment (Amendment No. 2 to the Term Loan Agreement), dated as of November 28, 2017, among the registrant, Daseke Companies, Inc. and certain of its subsidiaries, Credit Suisse AG, Cayman Islands Branch, as administrative agent and collateral agent, and the lenders party thereto (incorporated by reference to Exhibit 10.3 to the registrant's Annual Report on Form 10-K for the fiscal year ended December 31, 2017).
10.4	Fifth Amended and Restated Revolving Credit and Security Agreement, dated February 27, 2017, among the registrant, HCAC Merger Sub, Inc. (which merged with and into Daseke, Inc., which changed its name to Daseke Companies, Inc.) and certain of its subsidiaries party thereto, PNC Bank, National Association, as lender and agent, and certain financial institutions, as lenders, from time to time party thereto (incorporated by reference to Exhibit 10.2 to the registrant's Current Report on Form 8-K filed on March 3, 2017).
10.5	First Amendment to Fifth Amended and Restated Revolving Credit and Security Agreement, dated August 31, 2017, by and among the registrant, Daseke Companies, Inc., and certain of its subsidiaries party thereto and PNC Bank, National Association, as agent, and the lenders party thereto (incorporated by reference to Exhibit 10.2 to the registrant's Quarterly Report on Form 10-Q filed on November 9, 2017).
10.6	Second Amendment to Fifth Amended and Restated Revolving Credit and Security Agreement, dated November 28, 2017, by and among the registrant, Daseke Companies, Inc. and certain of its subsidiaries party thereto, PNC Bank, National Association, as agent, and the lenders party thereto (incorporated by reference to Exhibit 10.6 to the Annual Report on Form 10-K for the fiscal year ended December 31, 2017).
10.7	Third Amendment to Fifth Amended and Restated Revolving Credit and Security Agreement, dated June 15, 2018, by and among the registrant, Daseke Companies, Inc., each of its subsidiaries party thereto as borrowers, PNC Bank National Association, as agent, and the lenders party thereto (incorporated by reference to Exhibit 10.1 to the registrant's Quarterly Report on Form 10-Q filed on August 9, 2018).
10.8+	Employment Agreement, dated February 27, 2017, by and between the registrant and Don R. Daseke (incorporated by reference to Exhibit 10.3 to the Current Report on Form 8-K filed by the registrant on March 3, 2017).
10.9+	Amendment to the Employment Agreement, dated August 30, 2018, by and between the registrant and Don R. Daseke (incorporated by reference to Exhibit 10.1 to the Current Report on Form 8-K filed by the registrant on August 30, 2018).

<b>Exhibit No.</b>	<b>Exhibit</b>
10.10+	Employment Agreement, dated February 27, 2017, by and between the registrant and R. Scott Wheeler (incorporated by reference to Exhibit 10.4 to the Current Report on Form 8-K filed by the registrant on March 3, 2017).
10.11+	Amendment to the Employment Agreement, dated August 30, 2018, by and between the registrant and R. Scott Wheeler (incorporated by reference to Exhibit 10.2 to the Current Report on Form 8-K filed by the registrant on August 30, 2018).
10.12*+	Second amendment to the Employment Agreement, dated August 30, 2018, by and between the registrant and R. Scott Wheeler.
10.13+	Employment Agreement, dated February 27, 2017, by and between the registrant and Angie J. Moss (incorporated by reference to Exhibit 10.5 to the Current Report on Form 8-K filed by the registrant on March 3, 2017).
10.14+	Employment Agreement, effective September 6, 2018, by and between the registrant and Bharat Mahajan (incorporated by reference to Exhibit 10.2 to the Quarterly Report on Form 10-Q filed by the registrant on August 9, 2018).
10.15*+	Employment Agreement, effective January 16, 2019, by and between the registrant and Christopher R. Easter.
10.16+	Form of Indemnification Agreement between the registrant and each of its directors and executive officers (incorporated by reference to Exhibit 10.6 to the Current Report on Form 8-K filed by the registrant on March 3, 2017).
10.17+	Daseke, Inc. 2017 Omnibus Incentive Plan (incorporated by reference to Exhibit 10.13 to the Current Report on Form 8-K filed by the registrant on March 3, 2017).
10.18+	Daseke, Inc. 2017 Omnibus Incentive Plan, as amended and restated on May 26, 2017, effective as of February 27, 2017 (incorporated by reference to Exhibit 4.3 to the registrant's Registration Statement on Form S-8 filed on May 31, 2017 (File No. 333-218386)).
10.19+	Daseke, Inc. 2017 Management Stock Ownership Program (incorporated by reference to Exhibit 10.10 to the Current Report on Form 8-K filed by the registrant on March 3, 2017).
10.20+	Daseke, Inc. 2017 Management Stock Ownership Program for Selected Management (incorporated by reference to Exhibit 4.5 to the registrant's Registration Statement on Form S-8 filed on May 31, 2017 (File No. 333-218386)).
10.21+	Daseke, Inc. 2017 Stock Ownership Program for Employees (incorporated by reference to Exhibit 4.4 to the registrant's Registration Statement on Form S-8 filed on May 31, 2017 (File No. 333-218386)).
10.22+	Daseke, Inc. 2017 Stock Ownership Program for Truck Driver Employees (incorporated by reference to Exhibit 4.6 to the registrant's Registration Statement on Form S-8 filed on May 31, 2017 (File No. 333-218386)).

<b>Exhibit No.</b>	<b>Exhibit</b>
10.23+	Daseke, Inc. Form of Restricted Stock Unit Award Agreement (Canadian Employee) (incorporated by reference to Exhibit 4.10 to the registrant's Registration Statement on Form S-8 filed on May 31, 2017 (File No. 333-218386)).
10.24+	Daseke, Inc. Form of Non-Qualified Stock Option Award Agreement (Canadian Employee) (incorporated by reference to Exhibit 4.11 to the registrant's Registration Statement on Form S-8 filed on May 31, 2017 (File No. 333-218386)).
10.25+	Form of Restricted Stock Unit Award Agreement of the registrant (incorporated by reference to Exhibit 10.7 to the registrant's Current Report on Form 8-K filed on March 3, 2017).
10.26+	Form of Non-Qualified Stock Option Award Agreement of the registrant (incorporated by reference to Exhibit 10.8 to the registrant's Current Report on Form 8-K filed on March 3, 2017).
10.27+	Form of Non-Qualified Stock Option Award Agreement for Non-Employee Directors of the registrant (incorporated by reference to Exhibit 10.9 to the registrant's Current Report on Form 8-K filed on March 3, 2017).
10.28	Voting and Support Agreement, dated as of December 22, 2016, by and among Daseke, Inc., Hennessy Capital Partners II LLC and the other initial stockholders of Hennessy Capital Acquisition Corp. II set forth therein (incorporated by reference to Exhibit 10.3 to the Current Report on Form 8-K filed by the registrant on December 29, 2016).
10.29	Letter Agreement, dated as of December 22, 2016, by and among Hennessy Capital Acquisition Corp. II, Daseke, Inc., The Walden Group, Inc. Prudential Capital Partners IV, L.P., Prudential Capital Partners Management Fund IV, L.P., Prudential Capital Partners (Parallel Fund) IV, L.P., Main Street Capital Corporation, Main Street Capital II, LP and Main Street Mezzanine Fund, LP (incorporated by reference to Exhibit 10.4 to the Current Report on Form 8-K filed by the registrant on December 29, 2016).
10.30	Commitment Letter, dated as of December 22, 2016 by and among Hennessy Capital Acquisition Corp. II and Credit Suisse Securities (USA) LLC, Credit Suisse AG, Cayman Islands Branch, UBS AG, Stamford Branch and UBS Securities LLC (incorporated by reference to Exhibit 10.8 to the Current Report on Form 8-K filed by the registrant on December 29, 2016).
21.1*	List of subsidiaries.
23.1*	Consent of Independent Registered Public Accounting Firm
31.1*	Chief Executive Officer certification under Section 302 of Sarbanes-Oxley Act of 2002.
31.2*	Chief Financial Officer certification under Section 302 of Sarbanes-Oxley Act of 2002.
32.1**	Chief Executive Officer certification under Section 906 of Sarbanes-Oxley Act of 2002.
32.2**	Chief Financial Officer certification under Section 906 of Sarbanes-Oxley Act of 2002.
101.INS*	XBRL Instance Document.
101.SCH*	XBRL Taxonomy Extension Schema Document.



Exhibit No.	Exhibit
101.CAL*	XBRL Taxonomy Extension Calculation Linkbase Document.
101.DEF*	XBRL Taxonomy Extension Definition Linkbase Document.
101.LAB*	XBRL Taxonomy Extension Label Linkbase Document.
101.PRE*	XBRL Taxonomy Extension Presentation Linkbase Document.

\* Filed herewith.

\*\* Furnished herewith.

+ Management contract or compensatory plan or arrangement.

§ Schedules and similar attachments have been omitted pursuant to Item 601(b)(2) of Regulation S-K. Daseke, Inc. hereby undertakes to furnish supplementally copies of any of the omitted schedules and attachments upon request by the United States Securities and Exchange Commission (the SEC); provided, however, that Daseke, Inc. may request confidential treatment pursuant to Rule 24b-2 (Rule 24b-2) of the Securities Exchange Act of 1934, as amended, for any schedules and attachments so furnished.

† Confidential information has been omitted from this Exhibit and has been filed separately with the SEC pursuant to a confidential treatment request under Rule 24b-2.

**Item 16. Form 10-K Summary**

None.

**SIGNATURES**

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

**DASEKE, INC.**  
(Registrant)

Date: March 8, 2019

By: /s/ Bharat Mahajan  
Bharat Mahajan  
Chief Financial Officer  
(Principal Financial Officer)

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on March 8, 2019, behalf of the registrant and in the capacities indicated.

<u>/s/ Don R. Daseke</u> Don R. Daseke	Chairman of the Board of Directors and Chief Executive Officer (Principal Executive Officer)
<u>/s/ R. Scott Wheeler</u> R. Scott Wheeler	President and Director
<u>/s/ Bharat Mahajan</u> Bharat Mahajan	Chief Financial Officer (Principal Financial Officer)
<u>/s/ Angie J. Moss</u> Angie J. Moss	Senior Vice President and Chief Accounting Officer (Principal Accounting Officer)
<u>/s/ Daniel J. Hennessy</u> Daniel J. Hennessy	Director
<u>/s/ Brian Bonner</u> Brian Bonner	Director
<u>/s/ Kevin M. Charlton</u> Kevin M. Charlton	Director
<u>/s/ Ron Gafford</u> Ron Gafford	Director
<u>/s/ Mark Sinclair</u> Mark Sinclair	Director
<u>/s/ Jonathan Shepko</u> Jonathan Shepko	Director

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

Board of Directors and Stockholders  
Daseke, Inc.

**Opinion on the financial statements**

We have audited the accompanying consolidated balance sheets of Daseke, Inc. (a Delaware corporation) and subsidiaries (the "Company") as of December 31, 2018 and 2017, the related consolidated statements of operations and comprehensive income (loss), changes in stockholders' equity, and cash flows for each of the three years in the period ended December 31, 2018, and the related notes (collectively referred to as the "financial statements"). In our opinion, the financial statements present fairly, in all material respects, the financial position of the Company as of December 31, 2018 and 2017, and the results of its operations and its cash flows for each of the three years in the period ended December 31, 2018, in conformity with accounting principles generally accepted in the United States of America.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) ("PCAOB"), the Company's internal control over financial reporting as of December 31, 2018, based on criteria established in the 2013 *Internal Control—Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission ("COSO"), and our report dated March 8, 2019 expressed an adverse opinion.

**Change in accounting principle**

As discussed in Note 2 to the consolidated financial statements, the Company has changed its method of accounting for revenue from contracts with customers due to the adoption of the new revenue standard. The Company adopted the new revenue standard using the modified retrospective method.

**Basis for opinion**

These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on the Company's financial statements based on our audits. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement, whether due to error or fraud. Our audits included performing procedures to assess the risks of material misstatement of the financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the financial statements. We believe that our audits provide a reasonable basis for our opinion.

/s/ GRANT THORNTON LLP

We have served as the Company's auditor since 2013.

Dallas, Texas  
March 8, 2019

**DASEKE, INC. AND SUBSIDIARIES**  
**CONSOLIDATED BALANCE SHEETS**  
**(In thousands, except share and per share data)**

	<b>December 31,</b>	
	<b>2018</b>	<b>2017</b>
<b>ASSETS</b>		
Current assets:		
Cash and cash equivalents	\$ 45,974	\$ 90,679
Accounts receivable, net	209,206	127,368
Drivers' advances and other receivables	5,461	4,792
Current portion of net investment in sales-type leases	16,213	10,979
Parts supplies	4,914	4,653
Prepaid and other current assets	26,282	28,240
Total current assets	<u>308,050</u>	<u>266,711</u>
Property and equipment, net	572,719	429,639
Intangible assets, net	208,791	93,120
Goodwill	258,365	302,702
Other long-term assets	42,943	33,496
Total assets	<u>\$ 1,390,868</u>	<u>\$ 1,125,668</u>
<b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>		
Current liabilities:		
Accounts payable	\$ 22,160	\$ 12,488
Accrued expenses and other liabilities	46,542	25,876
Accrued payroll, benefits and related taxes	21,698	14,004
Accrued insurance and claims	18,059	12,644
Current portion of long-term debt	63,535	43,056
Other current liabilities	21,865	—
Total current liabilities	<u>193,859</u>	<u>108,068</u>
Line of credit	—	4,561
Long-term debt, net of current portion	622,650	569,740
Deferred tax liabilities	126,830	90,434
Other long-term liabilities	531	1,632
Total liabilities	<u>943,870</u>	<u>774,435</u>
Commitments and contingencies (Note 16)		
Stockholders' equity:		
Series A convertible preferred stock, \$0.0001 par value; 10,000,000 shares authorized; 650,000 shares issued with liquidation preference of \$65,000 at December 31, 2018 and 2017, respectively	65,000	65,000
Common stock (par value \$0.0001 per share); 250,000,000 shares authorized, 64,455,174 and 48,712,288 shares issued and outstanding at December 31, 2018 and 2017, respectively	6	5
Additional paid-in-capital	433,867	277,931
Retained earnings (accumulated deficit)	(51,005)	7,338
Accumulated other comprehensive income (loss)	(870)	959
Total stockholders' equity	<u>446,998</u>	<u>351,233</u>
Total liabilities and stockholders' equity	<u>\$ 1,390,868</u>	<u>\$ 1,125,668</u>

*The accompanying notes are an integral part of the consolidated financial statements.*

**DASEKE, INC. AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENTS OF OPERATIONS AND COMPREHENSIVE INCOME (LOSS)**  
(In thousands, except share and per share data)

	Years Ended December 31,		
	2018	2017	2016
Revenues:			
Freight	\$ 1,162,193	\$ 632,764	\$ 517,861
Brokerage	266,437	120,943	87,410
Logistics	42,764	22,074	—
Fuel surcharge	141,688	70,523	46,531
Total revenue	1,613,082	846,304	651,802
Operating expenses:			
Salaries, wages and employee benefits	407,429	249,996	197,789
Fuel	141,097	93,749	66,865
Operations and maintenance	181,534	118,390	96,100
Communications	3,334	2,145	1,618
Purchased freight	588,603	225,254	154,054
Administrative expenses	58,385	33,233	25,250
Sales and marketing	3,369	1,965	1,743
Taxes and licenses	17,174	11,055	9,222
Insurance and claims	45,826	23,962	19,114
Acquisition-related transaction expenses	2,684	3,377	25
Depreciation and amortization	131,082	76,863	67,500
Gain on disposition of revenue property and equipment	(3,236)	(700)	(116)
Impairment	13,890	—	2,005
Total operating expenses	1,591,171	839,289	641,169
Income from operations	21,911	7,015	10,633
Other expense (income):			
Interest income	(1,323)	(398)	(44)
Interest expense	45,505	29,556	23,124
Write-off of unamortized deferred financing fees	—	3,883	—
Other	(1,162)	(740)	(331)
Total other expense	43,020	32,301	22,749
Income (loss) before provision (benefit) for income taxes	(21,109)	(25,286)	(12,116)
Provision (benefit) for income taxes	(15,922)	(52,282)	163
Net income (loss)	(5,187)	26,996	(12,279)
Other comprehensive income:			
Unrealized income on interest rate swaps	—	52	62
Foreign currency translation adjustments, net of tax expense (benefit) of \$(487) and \$517, respectively	(1,829)	959	—
Comprehensive income (loss)	(7,016)	28,007	(12,217)
Net income (loss)	(5,187)	26,996	(12,279)
Less dividends to Series A convertible preferred stockholders	(4,956)	(4,158)	—
Less dividends to Series B convertible preferred stockholders	—	(806)	(4,770)
Net income (loss) attributable to common stockholders	\$ (10,143)	\$ 22,032	\$ (17,049)
Net income (loss) per common share:			
Basic	\$ (0.16)	\$ 0.59	\$ (0.81)
Diluted	\$ (0.16)	\$ 0.56	\$ (0.81)
Weighted-average common shares outstanding:			
Basic	61,654,820	37,592,549	20,980,961
Diluted	61,654,820	39,593,701	20,980,961
Dividends declared per Series A convertible preferred share	\$ 7.63	\$ 6.40	\$ —
Dividends declared per Series B convertible preferred share	\$ —	\$ 12.50	\$ 18.75

The accompanying notes are an integral part of the consolidated financial statements.

**DASEKE, INC. AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENTS OF CHANGES IN STOCKHOLDERS' EQUITY**  
Years Ended December 31, 2018, 2017 and 2016  
(In thousands, except share data)

	Series A Convertible Preferred Stock		Series B Convertible Preferred Stock		Common Stock			Additional Paid-In Capital	Retained Earnings (Accumulated Deficit)	Accumulated Other Comprehensive Income (Loss)	Total
	Shares	Amount	Shares	Value	Shares	Value	Par Value				
Balance at January 1, 2016	—	—	64,500	\$ 1	20,980,961	\$ 2	—	2,355	(114)	\$ 120,050	
Unrealized gain on interest rate swaps	—	—	—	—	—	—	—	(4,770)	62	62	
Series B convertible preferred stock dividend	—	—	—	—	—	—	—	(12,279)	—	(12,279)	
Net loss	—	—	—	—	—	—	—	(14,694)	(52)	103,063	
Balance at December 31, 2016	—	—	64,500	1	20,980,961	2	—	(806)	52	52	
Income on interest rate swaps	—	—	—	—	—	—	—	—	—	(806)	
Series B convertible preferred stock dividend	—	—	—	—	—	—	—	—	—	—	
Repurchase of common shares	—	—	—	—	(3,616,781)	(1)	(36,167)	—	—	(36,168)	
Conversion of Series B convertible preferred stock to common shares	—	—	(64,500)	(1)	9,301,150	1	—	—	—	—	
Shares assumed by legal acquirer	—	—	—	—	11,050,630	1	83,639	—	—	83,640	
Settlement of legal acquirer transaction costs	—	—	—	—	—	—	(19,063)	—	—	(19,063)	
Issuance of Series A convertible preferred stock	650,000	65,000	—	—	—	—	—	—	—	65,000	
Issuance of common stock	—	—	—	—	10,996,328	2	127,301	—	—	127,303	
Effect of reverse acquisition on deferred taxes	—	—	—	—	—	—	2,540	—	—	2,540	
Series A convertible preferred stock dividend	—	—	—	—	—	—	—	(4,158)	—	(4,158)	
Stock-based compensation expense	—	—	—	—	—	—	1,875	—	—	1,875	
Foreign currency translation adjustments	—	—	—	—	—	—	—	—	959	959	
Net income	—	—	—	—	—	—	—	26,996	—	26,996	
Balance at December 31, 2017	650,000	65,000	—	—	48,712,288	5	277,931	7,338	959	351,233	
Exercise of stock options	—	—	—	—	5,000	—	50	—	—	50	
Exercise of warrants	—	—	—	—	2	—	—	—	—	—	
Vesting of restricted stock units	—	—	—	—	84,516	—	(409)	—	—	(409)	
Series A convertible preferred stock dividend	—	—	—	—	—	—	—	(4,956)	—	(4,956)	
Stock-based compensation expense	—	—	—	—	—	—	3,585	—	—	3,585	
Issuance of common stock	—	—	—	—	10,653,368	1	104,510	—	—	104,511	
Issuance of earnout shares	—	—	—	—	5,000,000	—	48,200	(48,200)	—	—	
Foreign currency translation adjustments	—	—	—	—	—	—	—	—	(1,829)	(1,829)	
Net loss	—	—	—	—	—	—	—	(5,187)	—	(5,187)	
Balance at December 31, 2018	650,000	\$ 65,000	—	\$ —	64,455,174	\$ 6	\$ 433,867	\$ (51,005)	\$ (870)	\$ 446,998	

The accompanying notes are an integral part of the consolidated financial statements.



**DASEKE, INC. AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENTS OF CASH FLOWS**  
(In thousands)

	Years Ended December 31,		
	2018	2017	2016
<b>Cash flows from operating activities</b>			
Net income (loss)	\$ (5,187)	\$ 26,996	\$ (12,279)
Adjustments to reconcile net income (loss) to net cash provided by operating activities			
Depreciation	114,439	70,168	61,499
Amortization of intangible assets	16,643	6,695	6,001
Amortization of deferred financing fees	2,951	1,777	1,347
Write-off of deferred financing fees	—	3,883	—
Stock-based compensation expense	3,585	1,875	—
Deferred taxes	(19,836)	(53,394)	(349)
Bad debt expense	1,097	235	612
Non-cash interest expense	—	92	1,078
Gain on disposition of property and equipment	(3,236)	(699)	(116)
Gain on disposition of building	(780)	—	—
Deferred gain recognized on sales-type leases	(2,403)	(1,362)	(751)
Impairment	13,890	—	2,005
Changes in operating assets and liabilities			
Accounts receivable	(33,176)	(15,294)	8,660
Drivers' advances and other receivables	26	519	(405)
Payments received on sales-type leases	14,723	5,761	3,653
Prepaid and other current assets	(4,240)	(3,437)	6,352
Accounts payable	(8,889)	283	(1,034)
Accrued expenses and other liabilities	15,656	1,666	(9,858)
Net cash provided by operating activities	<u>105,263</u>	<u>45,764</u>	<u>66,415</u>
<b>Cash flows from investing activities</b>			
Purchase of property and equipment	(66,414)	(19,792)	(4,108)
Proceeds from sale of property and equipment	26,359	5,773	5,906
Cash paid in acquisitions, net of cash acquired	(131,716)	(279,834)	—
Net cash provided by (used in) investing activities	<u>(171,771)</u>	<u>(293,853)</u>	<u>1,798</u>
<b>Cash flows from financing activities:</b>			
Advances on line of credit	1,101,197	754,635	702,846
Repayments on line of credit	(1,105,759)	(756,932)	(706,724)
Principal payments on and payoff of long-term debt	(58,593)	(239,506)	(72,987)
Proceeds from Term Loan Facility	—	500,000	—
Proceeds from long-term debt	6,105	12,301	14,188
Deferred financing fees	(1,530)	(19,193)	(1,889)
Pay off of subordinated debt	—	(66,715)	—
Proceeds from issuance of common stock	84,397	127,893	—
Repurchase of common stock	—	(36,168)	—
Issuance of Series A convertible preferred stock	—	65,000	—
Exercise of options	50	—	—
Series A convertible preferred stock dividends	(4,956)	(4,158)	—
Series B convertible preferred stock dividends	—	(2,016)	(4,838)
Net cash provided by (used in) financing activities	<u>20,911</u>	<u>335,141</u>	<u>(69,404)</u>
Effect of exchange rates on cash and cash equivalents	892	(68)	—
Net increase (decrease) in cash and cash equivalents	(44,705)	86,984	(1,191)
Cash and cash equivalents – beginning of year	90,679	3,695	4,886
Cash and cash equivalents – end of year	<u>\$ 45,974</u>	<u>\$ 90,679</u>	<u>\$ 3,695</u>

*The accompanying notes are an integral part of the consolidated financial statements.*

**DASEKE, INC. AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENTS OF CASH FLOWS – (Continued)**  
(In thousands)

	Years Ended December 31,		
	2018	2017	2016
<b>Supplemental disclosure of cash flow information</b>			
Cash paid for interest	\$ 42,663	\$ 28,676	\$ 20,523
Cash paid for income taxes	<u>2,357</u>	<u>1,078</u>	<u>1,010</u>
<b>Noncash investing and financing activities</b>			
Property and equipment acquired with debt or capital lease obligations	89,551	21,897	33,467
Accrued capital expenditures	321	—	—
Property and equipment sold for notes receivable	786	555	452
Property and equipment transferred to sales-type lease	9,437	7,053	6,240
Assets held for sale returned to property and equipment	—	—	351
Sales-type lease returns to property and equipment	1,322	818	1,830
Sales-type lease assets acquired with debt or capital lease obligations	9,873	4	538
Sales-type lease assets sold for notes receivable	57,600	28,405	20,934
Sales-type lease returns to sales-type lease assets	32,913	19,720	16,784
Common stock issued in acquisitions	19,706	63,987	—
Issuance of earnout share	48,200	—	—
Accrued series B convertible preferred dividends	—	—	1,209
BHE Subordinated Notes forgiven to fund pension plan liability	<u>\$ —</u>	<u>\$ —</u>	<u>\$ 1,709</u>

*The accompanying notes are an integral part of the consolidated financial statements.*

DASEKE, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

NOTE 1 – NATURE OF OPERATIONS AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Nature of Operations

The registrant was originally formed in April 2015 as a special purpose acquisition company (SPAC) under the name Hennessy Capital Acquisition Corp. II (Hennessy). As a SPAC, Hennessy had no operations and its purpose was to go public with the intention of merging with or acquiring an operating company with the proceeds of the SPAC's initial public offering (the IPO).

On February 27, 2017, Hennessy consummated the Business Combination (as defined and described in Note 3) with Daseke, Inc. Upon consummation of the Business Combination, Daseke, Inc. changed its name to Daseke Companies, Inc. and Hennessy changed its name to Daseke, Inc.

Daseke, Inc. was formed in December 2008 and began operations on January 1, 2009. Daseke is engaged in full service open-deck trucking that specializes primarily in flatbed truckload and heavy haul transportation of specialized items throughout the United States, Canada and Mexico. The Company also provides logistical planning and warehousing services to customers. The Company is subject to regulation by the Department of Transportation and various state regulatory authorities, the Department of Defense and the Department of Energy in the United States. Additionally, the Company is also subject to regulations by the Ministries of Transportation and Communications and various provinces regulatory authorities in Canada.

Unless expressly stated otherwise, references to the Company or Daseke refers to Daseke, Inc. and its wholly owned subsidiaries, Hennessy refers to the registrant prior to the closing of the Business Combination, and Private Daseke refers to Daseke, Inc. and its subsidiaries prior to the closing of the Business Combination.

Principles of Consolidation

The consolidated financial statements include the accounts of Daseke, Inc. and its wholly owned subsidiaries. All significant intercompany balances and transactions have been eliminated in consolidation.

Use of Estimates

The preparation of the consolidated financial statements in accordance with accounting principles generally accepted in the United States of America (GAAP) requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the consolidated financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

Accounts Receivable

The Company grants credit to its customers for substantially all of its sales. Accounts receivable are carried at original invoice amount less an estimate for doubtful accounts. The Company establishes an allowance for doubtful accounts based on a periodic review of its outstanding receivables and consideration of historical experience. Accounts receivable are written off when deemed uncollectible and recoveries of trade accounts receivable previously written off are recorded as income when received. Accounts receivable are unsecured and the Company does not charge interest on outstanding receivables.

DASEKE, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Changes in the allowance for doubtful accounts is as follows (in thousands):

	Year Ended December 31,	
	2018	2017
Beginning balance . . . . .	\$ 212	\$ 321
Provision, charged to expense . . . . .	1,097	235
Write-off, less recoveries . . . . .	(154)	(344)
Ending balance . . . . .	\$ 1,155	\$ 212

Cash and Cash Equivalents

Cash equivalents are defined as short-term investments that have an original maturity of three months or less at the date of purchase and are readily convertible into cash. The Company maintains cash in several banks and, at times, the balances may exceed federally insured limits. The Company does not believe it is exposed to any material credit risk on cash. The Company has a money market account as of December 31, 2018 and 2017.

Sales-Type Leases

The Company leases revenue equipment to certain of its owner-operators and accounts for these transactions as sales-type leases. These leases have terms of 30 to 72 months and are collateralized by a security interest in the related revenue equipment. A minimum lease receivable is recorded, net of unearned interest income and deferred gain on sale of the equipment. The gain is recognized as payments are collected, rather than in the period the lease is recorded due to the uncertainty of collection.

Parts Supplies

Parts supplies consists of parts, replacement tires, and miscellaneous supplies and are valued at the lower of cost or market with cost determined principally on the first-in, first out method. Tires on new revenue equipment are capitalized as a component of the related equipment cost when the tractor or trailer is placed in service. Replacement tires are expensed when placed on the tractor or trailer.

Property and Equipment

Property and equipment are stated at cost less accumulated depreciation, and are depreciated to estimated salvage value using the straight-line method over the estimated useful lives of the related assets as follows:

Buildings and building improvements . . . . .	10 – 40 years
Leasehold improvements . . . . .	5 – 20 years
Revenue equipment – tractors, trailers and accessories . . . . .	5 – 15 years
Vehicles . . . . .	5 – 7 years
Furniture and fixtures . . . . .	5 – 7 years
Office, computer equipment and capitalized software development . . . . .	3 – 5 years

The Company periodically evaluates the carrying value of long-lived assets for recoverability. The carrying value of a long-lived asset is considered impaired if its future undiscounted cash flows is less than its carrying value.

In 2016, the carrying value of assets held for sale, consisting primarily of tractors, was reduced by \$1.6 million due to a change in the estimated fair value less costs to sell. This adjustment to fair value is included in impairment on the consolidated statements of operations and comprehensive income (loss).

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Goodwill and Intangible Assets

Goodwill and other intangible assets result from business acquisitions. The Company accounts for business acquisitions by assigning the purchase price to tangible and intangible assets and liabilities. Assets acquired and liabilities assumed are recorded at their fair values and the excess of the purchase price over amounts assigned is recorded as goodwill.

Goodwill is tested for impairment at least annually (or more frequently if impairment indicators arise) for each reporting unit by applying either a qualitative or quantitative analysis in accordance with the authoritative accounting guidance on goodwill. The Company first assesses qualitative factors to evaluate whether it is more likely than not that the fair value of a reporting unit is less than its carrying amount as the basis for determining whether it is necessary to perform a quantitative goodwill impairment test. The Company may bypass the qualitative assessment for any reporting unit in any period and proceed directly with the quantitative analysis. The quantitative analysis compares the fair value of the reporting unit with its carrying amount. The Company estimates the fair value of a reporting unit using a combination of discounted expected future cash flows (income approach) and guideline public companies method (market approach). The Company's annual assessment is conducted as of October 1 of each year. Prior to 2017, the annual assessment was conducted as of November 1, but was changed during 2017 to better align with the Company's reporting periods. The change in testing date does not delay, accelerate or avoid an impairment charge. The Company determined that it is impractical to objectively determine projected cash flows and related valuation estimates that would have been used as of October 1 for periods prior to October 1, 2017 without the use of hindsight. As such, the Company prospectively applied the change in the annual goodwill impairment assessment date beginning October 1, 2017.

During the preparation of the annual goodwill impairment analysis in the fourth quarter of 2018, the Company identified a triggering event caused by the decline of the Company's stock price from \$8.20 per share at October 1, 2018 to \$3.68 per share at December 31, 2018. Because of the significant decline in its stock price, the Company updated the annual impairment analysis as of December 31, 2018. The result of the goodwill impairment analyses prepared in the fourth quarter was a non-cash, non-tax deductible goodwill impairment charge of \$11.1 million as the carrying value of one of the Company's reporting units exceeded its estimated fair value. In 2016, the carrying value of one subsidiary exceeded its estimated fair value. Accordingly, a non-cash, non-tax deductible goodwill impairment charge of \$0.4 million was recognized for the year ended December 31, 2016. The impairment charges are included in impairment on the consolidated statements of operations and comprehensive income (loss). There was no goodwill impairment identified for the year ended December 31, 2017.

Other intangible assets recorded consist of indefinite lived trade names and definite lived non-competition agreements and customer relationships. These intangible assets are stated at estimated fair value at the time of acquisition less accumulated amortization. Amortization is recorded using the straight-line method over the following estimated useful lives:

Customer relationships . . . . .	10 – 15 years
Non-competition agreements . . . . .	2 – 5 years

The Company evaluates its definite lived intangible assets for impairment when current facts or circumstances indicate that the carrying value of the assets to be held and used may not be recoverable. Indefinite-lived intangible assets are tested for impairment annually applying a fair value based analysis in accordance with the authoritative accounting guidance for such assets. In June 2018, the Company recorded an impairment charge of \$2.8 million related to the trade names category of intangible assets. The trade name was impaired as a result of the reorganization and merger of two of the Company's operating companies. No indicators of impairment for indefinite-lived intangible assets were identified for the years ended December 31, 2017 and 2016.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Revenue and Expense Recognition

The Company's revenue and related costs are recognized when the Company satisfies its performance obligation(s) transferring goods or services to the customer and the customer obtains control. With respect to freight, brokerage, logistics and fuel surcharge revenue, these conditions are met, and the Company recognizes freight, brokerage and fuel surcharge revenue, over time, and logistics revenue, as the services are provided. While there may be master service agreements with Company customers, a contract is not established until the customer specifically requests the Company's services and the Company accepts.

The Company evaluates each contract for distinct performance obligations. In the Company's business, a typical performance obligation is the transportation of a load including any highly interrelated ancillary services.

The Company predominantly estimates the standalone selling price of its services based upon observable evidence, market conditions and other relevant inputs. The Company allocates the total transaction price to each distinct performance obligation based upon the relative standalone selling prices.

The Company's customers simultaneously receive and consume the benefits of the Company's contracts; therefore revenue is recognized over time. This is a faithful depiction of the satisfaction of the performance obligation, as the customer does not need to re-perform the transportation services the Company has provided to date.

Generally, the Company's customers are billed upon delivery of the freight or monthly and remit payment according to the approved payment terms.

Brokerage Revenue

The Company regularly engages third-party capacity providers to haul loads brokered to them when it needs additional capacity. The Company is primarily responsible for fulfilling the promise to provide load transportation services, and has discretion in setting prices, along with the risk to fulfill the contract to the customer. Based upon this evaluation, the Company has determined that it is the principal and therefore, records gross revenues and expenses for brokerage services.

Logistics Revenue

In addition to freight revenue, the Company also recognizes logistics revenue as a separate revenue stream. Logistics revenue is generated from a range of services, including value-added warehousing, loading and unloading, vehicle maintenance and repair, preparation and packaging, fuel management, and other fleet management solutions. The Company recognizes logistics revenue as services are completed.

Advertising

Advertising costs are expensed as incurred and were insignificant for the years ended December 31, 2018, 2017 and 2016.

Sales Taxes

Taxes collected from customers and remitted to governmental authorities are presented in revenues in the consolidated statements of operations and comprehensive income (loss) on a net basis.



DASEKE, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Income Taxes

Income taxes are accounted for using an asset and liability approach that requires the recognition of deferred tax assets and liabilities for the expected future tax consequences of temporary differences between the consolidated financial statement and tax basis of assets and liabilities at the applicable enacted tax rates.

The Company recognizes the tax benefit from uncertain tax positions only if it is more likely than not that the tax positions will be sustained on examination by the tax authorities, based on the technical merits of the position. The tax benefit is measured based on the largest benefit that has a greater than 50% likelihood of being realized upon ultimate settlement. The Company recognizes interest and penalties related to income tax matters in income tax expense within the statements of operations and comprehensive income (loss). The Company had no uncertain tax positions as of December 31, 2018 and 2017. The Company is no longer subject to United States federal income tax examinations by tax authorities for years before 2015. The Company is no longer subject to state income tax examinations by tax authorities for years before 2014.

Concentrations of Credit Risk

Financial instruments that potentially subject the Company to credit risk include accounts receivable. No customer represented greater than 7% of trade accounts receivable as of December 31, 2018 and 2017. No customer represented 10% or more of total revenue for the years ended December 31, 2018, 2017 and 2016.

Deferred Financing Fees

In conjunction with obtaining long-term debt, the Company incurred financing costs which are being amortized using the straight line method, which approximates the effective interest rate method, over the terms of the obligations. As of December 31, 2018 and 2017, the balance of deferred finance charges was \$16.2 million and \$17.7 million, respectively, which is included as a reduction of long-term debt, net of current portion in the consolidated balance sheets. Amortization expense for the years ended December 31, 2018, 2017 and 2016 totaled \$3.0 million, \$1.8 million and \$1.3 million, respectively, which is included in interest expense. In February 2017, in conjunction with new term loan financing, as amended, discussed in Note 10, the Company incurred deferred financing costs of \$14.2 million and an additional \$4.8 million in November 2017 related to the tack-on loan. Unamortized deferred financing fees totaling \$3.9 million were expensed as a result of the new term loan financing.

Fair Value Measurements

The Company follows the accounting guidance for fair value measurements of financial assets and financial liabilities and for fair value measurements of nonfinancial items that are recognized or disclosed at fair value in the financial statements on a recurring basis. Fair value guidance defines fair value as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. It also establishes a framework for measuring fair value and expands disclosures about fair value measurements. The three levels of the fair value framework are as follows:

- Level 1* – Quoted market prices in active markets for identical assets or liabilities.
- Level 2* – Observable market-based inputs or unobservable inputs that are corroborated by market data.
- Level 3* – Unobservable inputs reflecting the reporting entity’s own assumptions or external inputs from inactive markets.

A financial asset or liability’s classification within the framework is determined based on the lowest level of input that is significant to the fair value measurement.

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The fair value of the Company’s interest rate swaps is determined using cash flow computer models with unobservable inputs, therefore the liability for interest rate swaps is classified within Level 3 of the fair value framework. In conjunction with the Business Combination discussed in Note 3, the Company’s lone interest rate swap was terminated. The table below is a summary of the changes in the fair value of this liability for the year ended December 31, 2017 (in thousands):

	<u>2017</u>
Balance, beginning of year . . . . .	\$ (52)
Change in fair value . . . . .	<u>52</u>
Balance, end of year . . . . .	<u>\$ —</u>

The Company may be required, on a non-recurring basis, to adjust the carrying value of the Company’s property and equipment, intangible assets, goodwill and contingent consideration. When necessary, these valuations are determined by the Company using Level 3 inputs. These assets are subject to fair value adjustments in certain circumstances, such as when there is evidence that impairment may exist.

The Company valued contingent consideration for acquisition related earn-outs (see Note 4 for details) using Level 3 inputs. The tables below are a summary of the changes in the fair value of the earn-out liability for the years ended December 31, 2018 and 2017 (in thousands):

	<u>2018</u>	<u>2017</u>
Balance, beginning of year . . . . .	\$ 800	\$ 1,140
Fair value of earn-out liability for acquisition . . . . .	21,165	—
Change in fair value . . . . .	<u>(100)</u>	<u>(340)</u>
Balance, end of year . . . . .	<u>\$ 21,865</u>	<u>\$ 800</u>

Fair Value of Financial Instruments

The Company’s financial instruments consist of cash, accounts receivable, accounts payable and accrued expenses, interest rate swaps, the line of credit and long-term debt. The carrying value of these financial instruments approximates fair value based on the liquidity of these financial instruments, their short-term nature or variable interest rates.

Stock-Based Compensation

Awards of equity instruments issued to employees and directors are accounted for under the fair value method of accounting and recognized in the consolidated statements of operations and comprehensive income (loss). Compensation cost is measured for all stock-based awards at fair value on the date of grant and recognized using the straight-line method over the service period over which the awards are expected to vest.

Fair value of all time-vested options as of the date of grant is estimated using the Black-Scholes option valuation model, which was developed for use in estimating the fair value of traded options that have no vesting restrictions and are fully transferable. Option valuation models require the input of highly subjective assumptions, including the expected stock price volatility. Since the Company does not have a sufficient history of exercise behavior, expected term is calculated using the assumption that the options will be exercised ratably from the date of vesting to the end of the contractual term for each vesting tranche of awards. The risk-free interest rate is based on the United States Treasury yield curve for the period of the expected term of the stock option. Expected volatility is calculated using an index of publicly traded peer companies.

Fair values of nonvested stock awards (restricted stock units) are equal to the market value of the common stock on the date of the award with compensation costs amortized over the vesting period of the award.

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Accrued Insurance and Claims

The Company uses a combination of purchased insurance and self-insurance programs and beginning in December 2017, with the acquisition of the Roadmaster Group (see Note 4), a captive group insurance company. The insurance provides for the cost of vehicle liability, cargo loss, damage, general liability, property, workers' compensation claims and employee medical benefits. Self-insurance accruals relate primarily to vehicle liability, cargo damage, workers' compensation and employee medical claims.

The measurement and classification of self-insured costs requires the consideration of historical cost experience, demographic and severity factors, and judgments about the current and expected levels of cost per claim and retention levels. These methods provide estimates of the liability associated with claims incurred as of the balance sheet date, including claims not reported. The Company believes these methods are appropriate for measuring these highly judgmental self-insurance accruals. However, the use of any estimation method is sensitive to the assumptions and factors described above, based on the magnitude of claims and the length of time from the date the claim is incurred to ultimate settlement. Accordingly, changes in these assumptions and factors can materially affect actual costs paid to settle the claims and those amounts may be different than estimates.

Segment Reporting

The Company determines its operating segments based on the information utilized by the chief operating decision maker to allocate resources and assess performance. Based on this information, the Company has determined it has 16 operating segments as of December 31, 2018, 15 operating segments as of December 31, 2017 and 8 operating segments as of December 31, 2016 that are aggregated into two reportable segments: Flatbed Solutions segment focuses on delivering transportation and logistics solutions that principally require the use of flatbed and retractable-sided transportation equipment, and Specialized Solutions segment focuses on delivering transportation and logistics solutions that require the use of specialized trailering transportation equipment.

Earnings (Loss) Per Share

Basic earnings (loss) per common share is calculated by dividing net income (loss) attributable to common stockholders by the weighted average number of shares of common stock outstanding during the period. Diluted earnings (loss) per share reflect the potential dilution of earnings per share that could occur if securities or other contracts to issue common stock were exercised or converted into common stock or resulted in the issuance of common stock that then shared in the Company's earnings (loss).

For the years ended December 31, 2018 and 2017, shares of the Company's 7.625% Series A Convertible Cumulative Preferred Stock (Series A Preferred Stock) and outstanding stock options were not included in the computation of diluted earnings (loss) per share as their effects were anti-dilutive. Additionally, for the years ended December 31, 2018 and 2017, there was no dilutive effect from the Merger Agreement earn-out provision (see Note 3) or the outstanding warrants to purchase shares of the Company's common stock (the common stock purchase warrants). For the year ended December 31, 2017, shares of Private Daseke's Series B Convertible Preferred Stock (Series B Preferred Stock) were not included in the computation of diluted loss per share as their effects were anti-dilutive. See Note 18 for the effects of non-vested restricted stock units on basic and diluted earnings per share under the two-class method.

Common Stock Purchase Warrants

The Company accounts for the issuance of common stock purchase warrants in connection with equity offerings in accordance with the provisions of the Accounting Standards Codification (ASC) 815, Derivatives and Hedging (ASC 815). The Company classifies as equity any contracts that (i) require physical settlement or net-share settlement or (ii) gives the

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Company a choice of net-cash settlement or settlement in its own shares (physical settlement or net-share settlement). The Company classifies as assets or liabilities any contracts that (i) require net-cash settlement (including a requirement to net-cash settle the contract if an event occurs and if that event is outside the control of the Company) or (ii) gives the counterparty a choice of net-cash settlement or settlement in shares (physical settlement or net-share settlement). See Note 13 for additional details on the common stock purchase warrants.

The Company assessed the classification of its common stock purchase warrants and determined that such instruments meet the criteria for equity classification at the time of issuance.

Foreign Currency Gains and Losses

The local currency is the functional currency for the Company's operations in Canada. For these operations, assets and liabilities are translated at the rates of exchange on the consolidated balance sheet date, while income and expense items are translated at average rates of exchange during the period. The resulting gains or losses arising from the translation of accounts from the functional currency into U.S. dollars are included as a separate component of stockholders' equity in accumulated other comprehensive income (loss) until a partial or complete liquidation of the Company's net investment in the foreign operation.

From time to time, the Company's foreign operations may enter into transactions that are denominated in a currency other than their functional currency. These transactions are initially recorded in the functional currency of the operating company based on the applicable exchange rate in effect on the date of the transaction. Monthly, these transactions are remeasured to an equivalent amount of the functional currency based on the applicable exchange rate in effect on the remeasurement date. Any adjustment required to remeasure a transaction to the equivalent amount of functional currency is recorded in the consolidated statements of operations of the foreign operating company as a component of foreign exchange gain or loss.

Assets Held for Sale

Assets held for sale is comprised of revenue equipment in the Company's lease purchase program and is recorded as a component of prepaid and other current assets on the consolidated balance sheets. Assets held for sale at December 31, 2018 and 2017, totaled \$3.6 million and \$9.9 million, respectively. Assets held for sale totaled \$2.7 million and \$7.0 million for the Flatbed Solutions segment as of December 31, 2018 and 2017, respectively. Assets held for sale totaled \$0.9 and \$2.9 million for the Specialized Solutions segment as of December 31, 2018 and 2017, respectively.

Assets held for sale are not subject to depreciation, and are recorded at the lower of depreciated carrying value or fair market value less selling costs. The Company expects to sell these assets in its lease purchase program within twelve months of being classified as assets held for sale. Any gains (losses) from the sale of these assets is recognized as a deferred gain in the consolidated balance sheets in current portion of net investment in sales-type leases and other long-term assets.

New Accounting Pronouncements

In August 2018, the Financial Accounting Standards Board (FASB) issued Accounting Standards Updated (ASU) 2018-15, Intangibles – Goodwill and Other – Internal-Use Software (Subtopic 350-40). ASU 2018-15 aligns the requirements for capitalizing implementation costs incurred in a hosting arrangement (Cloud-based) that is a service contract with the requirements for capitalizing implementation costs incurred to develop or obtain internal-use software. ASU 2018-15 will become effective for annual periods beginning after December 15, 2019 and interim periods within those periods, with early adoption permitted. ASU 2018-15 can be applied either retrospectively or prospectively to all implementation costs incurred after the date of adoption. The Company has elected to early adopt ASU 2018-15 on a prospective basis and has capitalized relevant software implementation costs of approximately \$2.0 million as of December 31, 2018.

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

In March 2018, the FASB issued ASU 2018-05, Income Taxes (Topic 740). ASU 2018-05 provides amendments to SEC paragraphs pursuant to SEC Staff Accounting Bulletin (SAB) No. 118 related to the Tax Cuts and Jobs Act (TCJA) that became effective January 2018. The Company adopted the disclosure requirements of SAB 118 as of December 31, 2017, which were included in the Company's Annual Report on Form 10-K filed March 16, 2018 and as described in SAB 118 carried forward through December 31, 2018.

In July 2017, the FASB issued ASU 2017-11, Earnings per Share (Topic 260), Distinguishing Liabilities from Equity (Topic 480) and Topic 815. ASU 2017-11 provides guidance on accounting for financial instruments with down round features and clarifies the deferral of certain provisions in Topic 480. ASU 2017-11 will become effective for annual periods beginning after December 15, 2018 and interim periods within those periods. The Company does not expect the adoption to have a material impact on the consolidated financial statements.

In May 2017, the FASB issued ASU 2017-09, Compensation – Stock Compensation (Topic 718). ASU 2017-09 provides guidance about which changes to the terms or conditions of a share-based payment award requires the application of modification accounting. Modification accounting will apply unless the fair value of the modified award is the same as the original award, the vesting conditions of the modified award are the same as the original award and the classification of the modified award as an equity instrument or liability instrument is the same as the original award. ASU 2017-09 became effective for annual periods beginning after December 15, 2017 and interim periods within those periods. The Company adopted this pronouncement on January 1, 2018 which did not have a material impact on its consolidated results of operations, financial condition, cash flows, or financial statement disclosures as there were no changes to the terms or conditions of the Company's share-based payment awards during year ended December 31, 2018.

In August 2016, the FASB issued ASU 2016-15, Statement of Cash Flows (Topic 230). ASU 2016-15 provides new guidance intended to reduce diversity in practice in how certain cash receipts and payments are classified in the statement of cash flows, including debt prepayment or extinguishment costs, the settlement of contingent liabilities arising from a business combination, proceeds from insurance settlements, and distributions from certain equity method investees. ASU 2016-15 became effective for fiscal years beginning after December 15, 2017 and interim periods within fiscal years. The Company adopted this pronouncement on January 1, 2018 which did not impact its consolidated statement of cash flows.

In June 2016, the FASB issued ASU No. 2016-13, Accounting for Credit Losses (Topic 326). ASU 2016-13 requires the use of an "expected loss" model on certain types of financial instruments. ASU 2016-13 is effective for fiscal years, and interim periods within those years, beginning after December 15, 2019, with early adoption permitted. The Company is currently evaluating the impact of adopting this guidance.

In February 2016, the FASB issued ASU 2016-02, Leases, followed by additional accounting standards updates that provided additional practical expedients and policy elections options (collectively, Accounting Standards Codification Topic 842, (ASC 842)). ASC 842 amends various aspects of existing guidance for leases and requires the recognition of assets and liabilities arising from a lease for both financing and operating leases, along with additional qualitative and quantitative disclosures. The main difference between previous GAAP and the amended standard is the recognition of lease assets and lease liabilities of lessees on the balance sheet for those leases classified as operating leases under previous GAAP. ASC 842 is effective for annual periods beginning after December 15, 2018, and interim periods within those annual periods. The Company will adopt ASC 842 using the modified retrospective method and elect the option to not apply ASC 842 to comparative periods. The Company also elected the following practical expedients:

- not to apply the recognition requirements to leases with terms of twelve months or less,
- carryforward previous conclusions related to current lease classification under the current lease accounting standard to lease classification for these existing leases under ASC 842,
- to combine lease and non-lease components for certain asset classes, and
- to apply the portfolio approach in determination of the incremental borrowing rate.

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

The adoption of ASC 842 will result in increasing assets and liabilities with right-of-use assets and related liabilities on the Company's consolidated balance sheets. Right-of-use assets the Company expects to record on the balance sheet include primarily trucking facilities and terminals and revenue equipment leases, all classified as operating leases. The impact to the Company's consolidated statements of operations and cash flows are not expected to be material. The Company has compiled and analyzed its contracts and identified its full lease population and is still in the process of populating its leasing software and implementing new controls associated with the standard.

**NOTE 2 – REVENUE RECOGNITION**Adoption of New Accounting Standard

The Company has evaluated its current accounting practices to the requirements of ASU No. 2014-09, Revenue from Contracts with Customers (Topic 606) and related amendments. This evaluation included an assessment of representative contracts from each of the Company's revenue streams. The Company was recognizing revenue upon completion of transportation or other services. By nature, the Company's services are short in duration, typically representing less than one week to completion, therefore the Company has determined that the difference between recognizing revenue upon completion and over time is minimal to its business.

The adoption of this standard did not have a material impact on the Company's financial position, results of operations or cash flows; however, there have been additions and modifications to its existing financial disclosures. While the overall revenue, systems and controls were minimally impacted by the new standard, the underlying recognition methodology has changed. Under the new standard, the Company now recognizes revenue over time as its customers are simultaneously receiving and consuming the benefits of its services, primarily based upon the output method of miles driven. The primary difference for the Company's business, although currently immaterial, is the recognition of revenue for in-transit services at the end of each reporting period.

The Company adopted this guidance as of January 1, 2018, utilizing the modified retrospective method and the practical expedient that applies to all contracts that were not completed at the date of adoption. The Company determined the differences between recognition methods was minimal; thus no opening adjustment was deemed necessary to retained earnings. The comparative information was not restated and continues to be presented under the accounting standards in effect for those periods. The Company does not anticipate any material changes to the costs of obtaining or fulfilling a contract, or corporate taxes.

Disclosure Designations

The Company has designated the following preference and practical expedients:

- Not disclose remaining performance obligations when the expected performance obligation duration is one year or less. The vast majority of the Company's services transfer control within a month of the inception of the contract with select specialized loads taking several months to allow for increased planning and permitting.
- Recognize the incremental costs of obtaining or fulfilling a contract as an expense when incurred, as the amortization period of a potential asset would be recognized in one year or less.
- Exclude taxes collected on behalf of government authorities from the Company's measurement of transaction prices. Tax amounts are not included within net income or cost of sales.

Disaggregation of Revenue

The Company's income and segment disclosures have been reviewed to ensure revenues are properly disaggregated in accordance with the new guidance as displayed in the table below:



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	Flatbed Solutions Segment	Specialized Solutions Segment	Corporate/ Eliminations	Consolidated Total
Year Ended December 31, 2018				
Freight	\$ 477,722	\$ 696,045	\$ (11,574)	\$ 1,162,193
Brokerage	104,184	163,092	(839)	266,437
Logistics	2,987	39,927	(150)	42,764
Fuel surcharge	77,110	66,000	(1,422)	141,688
Total revenue	<u>\$ 662,003</u>	<u>\$ 965,064</u>	<u>\$ (13,985)</u>	<u>\$ 1,613,082</u>
Year Ended December 31, 2017				
Freight	\$ 276,592	\$ 362,276	\$ (6,104)	\$ 632,764
Brokerage	40,882	80,225	(164)	120,943
Logistics	192	21,940	(58)	22,074
Fuel surcharge	36,440	34,691	(608)	70,523
Total revenue	<u>\$ 354,106</u>	<u>\$ 499,132</u>	<u>\$ (6,934)</u>	<u>\$ 846,304</u>

Significant Judgments

Under ASC 606, significant judgments are required in order to identify contracts with customers and estimate transaction prices. Additional judgments are required for the identification of distinct performance obligations, the estimation of standalone selling prices and the allocation of the transaction price by relative standalone selling prices.

**NOTE 3 – BUSINESS COMBINATION**

On February 27, 2017, Hennessy consummated the merger of Hennessy’s wholly-owned subsidiary with and into Daseke, Inc., with Daseke, Inc. surviving as a direct wholly-owned subsidiary of Hennessy (the Business Combination) pursuant to the Agreement and Plan of Merger, dated December 22, 2016 (the Merger Agreement). The aggregate consideration received by Private Daseke stockholders upon closing was \$266.7 million, consisting of newly issued shares of common stock at a value of \$10.00 per share. The Merger Agreement contains an earn-out provision through which Private Daseke stockholders could receive up to 15 million additional shares of common stock (with up to 5 million shares payable annually with respect to 2017, 2018 and 2019 performance). The full 15 million shares are only payable if (i) the annualized Adjusted EBITDA (giving effect to acquisitions and as defined in the Merger Agreement) for 2017, 2018 and 2019 is at least \$140.0 million, \$170.0 million and \$200.0 million, respectively, and (ii) the closing share price of the Company’s common stock is at least \$12.00, \$14.00 and \$16.00 for any 20 trading days in a consecutive 30 trading day period in 2017, 2018 and 2019, respectively. For each year, the 5 million earn-out shares will be prorated to the extent the annualized Adjusted EBITDA (giving effect to acquisitions and as defined in the Merger Agreement) exceeds 90% but represents less than 100%, of the applicable earn-out target. The Company met the earn-out provisions for the year ended December 31, 2017 and 5 million shares were issued to the Private Daseke stockholders in the second quarter of 2018.

Following the consummation of the Business Combination on February 27, 2017 (the Closing), there were 37,715,960 shares of common stock issued and outstanding, consisting of (i) 26,665,330 shares issued to Private Daseke stockholders pursuant to the Merger Agreement, (ii) 419,669 shares issued in a private placement that closed in conjunction with the Business Combination, (iii) 2,288,043 shares originally issued to Hennessy Capital Partners II LLC (the Sponsor) in a private placement that closed simultaneously with the consummation of the IPO, and (iv) 8,342,918 shares, following redemptions, which shares were originally issued in the IPO. In connection with the Business Combination, \$65.0 million of Series A Preferred Stock (650,000 shares) were issued in a private placement.

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In conjunction with the Closing, the Company entered into (i) a \$350.0 million term loan credit facility (the Term Loan Facility), which consists of a \$250.0 million term loan funded on the closing date of the Term Loan Facility and up to \$100.0 million of term loans to be funded from time to time under a delayed draw term loan facility, and (ii) an asset-based revolving credit facility (the ABL Facility), in an aggregate maximum credit amount equal to \$70.0 million (subject to availability under a borrowing base). See Note 10 for more information regarding the Term Loan Facility and the ABL Facility. Prior to the Closing, the Company had a credit facility consisting of a term loan and a revolving line of credit.

The following table is a summary of cash proceeds and utilization of proceeds in the Business Combination (in thousands):

Proceeds

Public share proceeds <sup>(1)</sup>	\$ 83,429
Issuance of Series A Preferred Stock	65,000
Term Loan Facility	250,000
Cash <sup>(2)</sup>	3,209
Total proceeds	<u>401,638</u>

Use of Proceeds

Repayment of Line of Credit <sup>(3)</sup>	16,717
Repayment of Senior Term Loan <sup>(4)</sup>	122,724
Repayment of equipment loans <sup>(5)</sup>	89,488
Repayment of subordinated debt <sup>(6)</sup>	67,460
Payment of deferred financing fees <sup>(7)</sup>	14,148
Repurchase Main Street and Prudential shares <sup>(8)</sup>	36,168
Hennessy transaction costs	19,063
Daseke transaction costs <sup>(9)</sup>	1,204
Total use of proceeds	<u>366,972</u>

Net cash received	<u>\$ 34,666</u>
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- (1) - 8,342,918 public shares outstanding valued at \$10.00 per share
- (2) - Daseke cash utilized for payment of deferred financing fees and transaction costs
- (3) - includes payment of \$59 accrued interest recognized in interest expense
- (4) - includes payment of \$422 accrued interest recognized in interest expense
- (5) - includes payment of \$731 accrued interest recognized in interest expense
- (6) - includes payment of \$745 accrued interest recognized in interest expense
- (7) - excludes \$81 paid subsequent to the Closing
- (8) - Hennessy repurchased Private Daseke shares held by Main Street Capital II, LP, Main Street Mezzanine Fund, L.P., Main Street Capital Corporation, Prudential Capital Partners IV, L.P., Prudential Capital Partners (Parallel Fund) IV, L.P. and Prudential Capital Partners Management Fund IV, L.P.
- (9) - \$0.8 million and \$0.4 million expensed in fourth quarter 2016 and first quarter 2017, respectively

The Business Combination was accounted for as a reverse merger in accordance with GAAP. Under this method of accounting, Hennessy is treated as the “acquired” company. This determination was primarily based on Private Daseke comprising the ongoing operations of the combined company, Private Daseke’s senior management comprising the senior management of the combined company, and Private Daseke stockholders having a majority of the voting power of the combined company. For accounting purposes, Private Daseke is deemed to be the accounting acquirer in the transaction and, consequently, the transaction is treated as a recapitalization of Private Daseke (i.e., a capital transaction involving the issuance of stock by Hennessy for the stock of Private Daseke). Accordingly, the consolidated assets, liabilities and results

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of operations of Private Daseke are the historical financial statements of the combined company, and Hennessy's assets, liabilities and results of operations are consolidated with Private Daseke beginning on the acquisition date.

In connection with the Closing, Daseke, Inc. changed its name to Daseke Companies, Inc. and Hennessy Capital Acquisition Corp. II changed its name to Daseke, Inc. Daseke, Inc.'s common stock and warrants began trading under the ticker symbols DSKE and DSKEW, respectively, on February 28, 2017.

**NOTE 4 – ACQUISITIONS**

The Company is a leading consolidator of the open-deck freight market in North America. From its inception in late 2008, the Company has successfully acquired 20 open-deck trucking companies. Negotiations and discussions with potential targets are an integral part of the Company's operations, and the Company may be in varying stages of the acquisition process, from infancy to very mature, at any point in time. To date, the primary reason for each acquisition was to add resources and services in geographic areas, customers and markets that the Company wants to serve, resulting in recognized goodwill.

For each acquisition, the aggregate purchase price was allocated to the major categories of assets acquired and liabilities assumed at estimated fair values as of the acquisition date, which were based, in part, upon outside preliminary appraisals for certain assets and subject to change when additional information concerning final asset and liability values is obtained. The final purchase price allocations may result in adjustments to certain assets and liabilities, including the residual amount allocated to goodwill.

**2018 Acquisitions**

The following is a summary of the allocation of the purchase price paid to the fair values of the net assets, net of cash acquired, of the Company's 2018 acquisitions (in thousands):

*(all amounts in U.S. dollars)*

	<u>Leavitt's</u>	<u>Builders</u>	<u>Kelsey Trail</u>	<u>Aveda</u>
Accounts receivable .....	\$ 1,968	\$ 8,347	\$ 2,320	\$ 37,255
Parts supplies .....	53	261	33	—
Prepaid and other current assets .....	384	1,509	382	2,516
Property and equipment .....	8,551	29,414	9,164	89,752
Goodwill .....	5,108	14,730	4,201	7,037
Intangible assets .....	3,600	10,600	1,550	15,001
Other long-term assets .....	—	536	—	—
Deferred tax liability .....	—	(9,202)	(3,635)	(5,950)
Accounts payable and other liabilities .....	(4,935)	(19,931)	(8,026)	(30,007)
Total .....	<u>\$ 14,729</u>	<u>\$ 36,264</u>	<u>\$ 5,989</u>	<u>\$ 115,604</u>

Leavitt's Freight Service

On August 1, 2018, the Company acquired 100% of the outstanding equity interests of Leavitt's Freight Service, Inc. (Leavitt's), based in Springfield, Oregon. Total consideration paid was \$14.9 million of cash, which was funded with cash on hand. The acquisition was treated as an asset purchase because Leavitt's was a qualified subchapter S-subsidary acquired directly from an S-corporation; therefore, the values assigned to the intangible assets and goodwill are deductible for tax purposes. Approximately \$0.3 million of transaction expenses were incurred in the acquisition, which will be deductible for tax purposes because the transaction qualified as an asset purchase. As of December 31, 2018, the valuation of identifiable intangible assets was completed resulting in a decrease of \$1.6 million to the provisional intangible assets recorded of \$5.2 million, with a corresponding increase to goodwill. The resulting intangible assets totaling \$3.6 million consist of trade name valued at \$1.8 million, non-compete agreements valued at \$0.5 million and customer relationships

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intangible of \$1.3 million. For the three months ended December 31, 2018, the change resulted in an insignificant decrease in amortization expense and accumulated amortization.

Builders Transportation

On August 1, 2018, the Company acquired 100% of the outstanding equity interests of Builders Transportation Co., LLC (Builders), based in Memphis, Tennessee. Total consideration paid was \$36.3 million, consisting of \$30.0 million in cash, 399,530 shares of Daseke common stock valued at \$3.4 million and the payoff of \$2.9 million of outstanding debt. The cash consideration was funded with cash on hand. The acquisition was a stock purchase; therefore, the values assigned to the intangible assets and goodwill are not deductible for tax purposes. Approximately \$0.2 million of transaction expenses were incurred in the acquisition, which are not deductible for tax purposes. As of December 31, 2018, the valuation of identifiable intangible assets was completed resulting in a decrease of \$2.5 million to the provisional intangible assets recorded of \$13.1 million, with a corresponding increase to goodwill. The resulting intangible assets totaling \$10.6 million consist of trade name valued at \$5.0 million, non-compete agreements valued at \$0.5 million and customer relationships intangible of \$5.1 million. For the three months ended December 31, 2018, the change resulted in an increase in amortization expense and accumulated amortization of \$0.2 million, of which \$0.1 million is related to the previous quarter. Additionally, goodwill and deferred tax liability were increased by \$0.4 million to recognize deferred taxes on the increase in amortizable identifiable intangible assets.

Kelsey Trail Trucking

On July 1, 2018, the Company acquired 100% of the outstanding equity interests of Kelsey Trail Trucking Ltd. (Kelsey Trail), based in Saskatoon, Saskatchewan province, Canada. Total consideration paid was \$6.2 million, consisting of \$5.3 million in cash and 95,859 shares of Daseke common stock valued at \$0.9 million. The cash consideration was funded with cash on hand. The acquisition was a stock purchase; therefore, the values assigned to the intangible assets and goodwill are not deductible for tax purposes. Approximately \$0.1 million of transaction expenses were incurred in the acquisition, which are not deductible for tax purposes. As of December 31, 2018, the valuation of identifiable intangible assets was completed resulting in a decrease of \$0.3 million to the provisional intangible assets recorded of \$1.9 million, with a corresponding increase to goodwill. The resulting intangible assets totaling \$1.6 million consist of trade name valued at \$1.5 million and non-compete agreements valued at \$0.1 million. For the three months ended December 31, 2018, the change resulted in an insignificant decrease in amortization expense and accumulated amortization. Additionally, goodwill and deferred tax liability were increased by \$2.5 million to adjust the beginning balance of deferred taxes.

Aveda Transportation and Energy Services

On June 6, 2018, the Company acquired all of the outstanding common shares of Aveda Transportation and Energy Services Inc., a corporation existing under the laws of the Province of Alberta, Canada (Aveda), pursuant to the Agreement and the Plan of Arrangement (the Agreement). Total consideration paid was \$118.7 million, consisting of \$27.3 million in cash, 1,612,979 shares of Daseke common stock valued at \$15.4 million, and the payoff of \$54.8 million of outstanding debt. The Company will also pay to the holders of Aveda common shares up to C\$0.45 in cash per Aveda common share, contingent on and based on Aveda's Company EBITDA (as defined in the Agreement) meeting certain thresholds set forth in the Agreement for the period beginning June 1, 2018 and ending on May 1, 2019 or with agreement of the parties, July 1, 2018 to June 30, 2019. The contingent consideration for this earn-out has been valued at an estimated \$21.2 million. The Aveda acquisition was a stock purchase; therefore, the value assigned to the intangible assets and goodwill are not deductible for tax purposes. Approximately \$1.1 million of transaction expenses were incurred in the acquisition, which are not deductible for tax purposes. As of December 31, 2018, the valuation of identifiable intangible assets was completed resulting in an increase of \$6.1 million to the provisional intangible assets recorded of \$9.0 million. The resulting intangible assets totaling \$15.0 million consist of trade name valued at \$6.3 million, non-compete agreements valued at \$1.5 million and customer relationships intangible of \$7.2 million. For the three months ended December 31, 2018, the change resulted

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in an insignificant increase in amortization expense and accumulated amortization. Additionally, goodwill and deferred tax liability were increased by \$0.7 million to recognize deferred taxes on the increase in amortizable identifiable intangible assets. Additionally, goodwill and deferred tax liability were increased by \$4.7 million to adjust the beginning balance of deferred taxes.

**2017 Acquisitions**

The following is a summary of the allocation of the purchase price paid to the fair values of the net assets, net of cash acquired, of the Company's 2017 acquisitions (in thousands):

(all amounts in U.S. dollars)

	Belmont	Moore Freight	Roadmaster Group	Tennessee Steel Haulers	R&R	Steelman	Schilli	Big Freight
Accounts receivable	\$ 240	\$ 4,456	\$ 9,806	\$ 20,207	\$ 5,129	\$ 4,383	\$ 8,616	\$ 4,914
Parts supplies	—	312	231	—	149	90	1,681	212
Prepaid and other current assets	107	301	1,097	5,870	1,515	2,295	2,548	287
Property and equipment	1,548	22,052	36,854	8,705	16,887	11,100	39,870	11,493
Goodwill	2,427	17,272	51,673	34,600	15,676	9,747	11,050	7,638
Intangible assets	1,760	30,400	22,900	49,850	11,010	6,620	6,000	4,210
Other long-term assets	—	114	670	19,049	156	5,013	915	121
Deferred tax liability	(1,300)	(13,848)	(10,036)	(32,632)	(8,922)	(4,811)	(15,424)	(4,792)
Accounts payable and other liabilities	(248)	(1,889)	(26,764)	(14,002)	(3,362)	(15,612)	(27,896)	(6,294)
Total	\$ 4,534	\$ 59,170	\$ 86,431	\$ 91,647	\$ 38,238	\$ 18,825	\$ 27,360	\$ 17,789

Belmont

On December 29, 2017, the Company acquired 100% of the outstanding equity interests of Belmont Enterprises, Inc. (Belmont) based in Olympia, Washington. Total consideration paid was \$4.6 million in cash funded through the Company's line of credit under the ABL Facility.

The acquisition was a stock purchase; therefore, the values assigned to the intangible assets and goodwill are not deductible for tax purposes. Transaction expenses incurred in the acquisition, which are not deductible for tax purposes, were immaterial. As of June 30, 2018, the valuation of identifiable intangible assets was completed resulting in assets totaling \$1.7 million, consisting of trade name valued at \$0.3 million, non-compete agreements valued at \$0.2 million and customer relationships intangible of \$1.2 million, with a corresponding decrease to goodwill. For the three months ended June 30, 2018, the change resulted in an increase in amortization expense and accumulated amortization of \$0.1 million, of which \$62,566 is related to the previous quarter. Additionally, goodwill and a corresponding deferred tax liability of \$0.6 million was recognized based on the rates in effect on the acquisition date. The deferred tax liability was re-measured using the TCJA rates, which resulted in the recognition of a \$0.4 million deferred tax benefit.

Moore Freight Services

On December 1, 2017, the Company acquired 100% of the outstanding equity interests of: (1) Moore Freight Service, Inc., (2) RT & L, LLC, (3) JD and Partners, LLC, (4) TM Transport and Leasing, LLC, and (5) Rand, LLC (collectively Moore Freight Services) based in Knoxville, Tennessee. Total consideration paid was \$59.1 million, consisting of \$35.1 million in cash and 145,129 shares of Daseke common stock valued at \$1.8 million and the repayment of \$22.2 million of long-term debt by the Company. The cash consideration was funded with cash on hand and the Term Loan Facility. The acquisition was a stock purchase; therefore, the values assigned to the intangible assets and goodwill are not deductible for tax purposes. Approximately \$0.6 million of transaction expenses were incurred in the acquisition, which are not deductible for tax purposes. As of June 30, 2018, the valuation of identifiable intangible assets was completed resulting in assets totaling \$30.4 million, consisting of trade name valued at \$3.2 million, non-compete agreements valued at \$3.5 million and customer relationships intangible of \$23.7 million, with a corresponding decrease to goodwill. For the three

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months ended June 30, 2018, the change resulted in an increase in amortization expense and accumulated amortization of \$1.5 million, of which \$0.9 million related to the previous quarter. Additionally, goodwill and a corresponding deferred tax liability of \$11.7 million was recognized based on the rates in effect on the acquisition date. The deferred tax liability was re-measured using the TCJA rates, which resulted in the recognition of a \$4.0 million deferred tax benefit. For the three months ended December 31, 2018, the beginning balance of the deferred tax liability related to net operating losses was reduced by \$0.5 million, based on the rates in effect on the acquisition date, with a corresponding decrease to goodwill. The deferred tax adjustment was re-measured using the TCJA rates, which resulted in the recognition of \$0.2 million deferred tax expense in the three months ended December 31, 2018.

Roadmaster Group

On December 1, 2017, the Company acquired 100% of the outstanding equity interests of Roadmaster Group, Inc. and subsidiaries, and Roadmaster Equipment Leasing, Inc. and all subsidiaries (collectively the Roadmaster Group) based in Phoenix, Arizona. Total consideration paid was \$86.9 million, consisting of \$37.5 million in cash, 3,114,247 shares of Daseke common stock valued at \$39.1 million and the repayment of \$10.3 million of long-term debt by the Company. The cash consideration was funded with cash on hand and the Term Loan Facility. The acquisition was a stock purchase; therefore, the values assigned to the intangible assets and goodwill are not deductible for tax purposes. Approximately \$0.6 million of transaction expenses were incurred in the acquisition, which are not deductible for tax purposes. As of June 30, 2018, the valuation of identifiable intangible assets was completed resulting in assets totaling \$22.9 million, consisting of trade name valued at \$12.7 million, non-compete agreements valued at \$2.9 million and customer relationships intangible of \$7.3 million, with a corresponding decrease to goodwill. For the three months ended June 30, 2018, the change resulted in an increase in amortization expense and accumulated amortization of \$0.6 million, of which \$0.3 million related to the previous quarter. Additionally, goodwill and a corresponding deferred tax liability of \$8.7 million was recognized based on the rates in effect on the acquisition date. The deferred tax liability was re-measured using the TCJA rates, which resulted in the recognition of a \$3.0 million deferred tax benefit. For the three months ended December 31, 2018, the beginning balance of the deferred tax liability related to net operating losses and fixed assets was reduced by \$9.4 million, based on the rates in effect on the acquisition date, with a corresponding decrease to goodwill. The deferred tax adjustment was re-measured at the TCJA rates, resulting in \$3.5 million of deferred tax expense in the three months ended December 31, 2018.

Tennessee Steel Haulers & Co.

On December 1, 2017, the Company acquired 100% of the outstanding equity interests of: (1) Tennessee Steel Haulers, Inc., (2) Alabama Carriers, Inc., and (3) Fleet Movers Inc. (collectively TSH & Co.) based in Nashville, Tennessee. Total consideration paid was \$91.9 million, consisting of \$74.9 million in cash and 972,680 shares of Daseke common stock valued at \$12.0 million and the repayment of \$5.0 million of long-term debt by the Company. The cash consideration was funded with cash on hand and the Term Loan Facility. The acquisition was a stock purchase; therefore, the values assigned to the intangible assets and goodwill are not deductible for tax purposes. Approximately \$0.5 million of transaction expenses were incurred in the acquisition, which are not deductible for tax purposes. As of June 30, 2018, the valuation of identifiable intangible assets was completed resulting in assets totaling \$49.8 million, consisting of trade name valued at \$21.5 million, non-compete agreements valued at \$12.4 million and customer relationships intangible of \$15.9 million, with a corresponding decrease to goodwill. For the three months ended June 30, 2018, the change resulted in an increase in amortization expense and accumulated amortization of \$2.1 million, of which \$1.2 million related to the previous quarter. Additionally, goodwill and a deferred tax liability of \$19.2 million was recognized based on the rates in effect on the acquisition date. The deferred tax liability was re-measured using the TCJA rates, which resulted in the recognition of a \$6.6 million deferred tax benefit. For the three months ended December 31, 2018, the beginning balance of the deferred tax liability related to certain deferred taxes was increased by \$5.9 million, based on the rate in effect on the acquisition date, with a corresponding increase to goodwill. The deferred tax adjustment was re-measured at the TCJA rates, resulting in \$1.6 million of deferred tax benefit in the three months ended December 31, 2018.



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R&R Trucking Holdings, LLC

On September 1, 2017, the Company acquired 100% of the outstanding stock of R&R Trucking Holdings, LLC (R&R), based in Duenweg, Missouri. Total consideration paid was \$38.4 million, consisting of \$24.6 million in cash and the assumption and repayment of \$13.8 million of long-term debt by the Company. The cash consideration was funded through a delayed draw on September 1, 2017 under the Term Loan Facility. The acquisition was a stock purchase; therefore, the values assigned to the intangible assets and goodwill are not deductible for tax purposes. Approximately \$0.6 million of transaction expenses were incurred in the acquisition, which are not deductible for tax purposes.

The Steelman Companies

On July 1, 2017, the Company acquired 100% of the outstanding stock of The Steelman Companies (Steeleman), based in Springfield, Missouri, for consideration of \$18.8 million, consisting of \$11.2 million in cash and 746,170 shares of Daseke common stock valued at \$7.6 million. The fair value of the 746,170 shares issued was determined based on the closing price of the stock on the acquisition close date. The cash consideration was funded through cash on hand. The acquisition was a stock purchase under GAAP. A Section 338(h)(10) election was filed for certain of the entities acquired, which will deem those acquisitions as an asset purchase for tax purposes; therefore, approximately \$14.9 million of the values assigned to the intangible assets and goodwill are expected to be deductible for tax purposes. Approximately \$0.3 million of transaction expenses were incurred in the acquisition, which are not deductible for tax purposes. As of June 30, 2018, the provisional amount of goodwill was increased by \$1.7 million with a corresponding increase to deferred tax liability. The deferred tax adjustment was re-measured at the TCJA rates, resulting in \$0.6 million of deferred tax expense in the three months ended December 31, 2018.

Schilli Transportation Services, Inc.

On May 1, 2017, the Company acquired 100% of the outstanding stock of Schilli Transportation Services, Inc. and certain of its affiliates (Schilli), based in Remington, Indiana. Total consideration paid was \$27.4 million, consisting of \$21.0 million in cash, 232,885 shares of Daseke common stock valued at \$2.3 million and the refinancing of \$4.0 million of long-term debt by the Company. The fair value of the 232,885 shares issued was determined based on the closing price of the stock on the acquisition close date. The cash consideration was funded through a delayed draw on May 1, 2017 under the Term Loan Facility. The acquisition was a stock purchase; therefore, the values assigned to the intangible assets and goodwill are not deductible for tax purposes. Approximately \$0.4 million of transaction expenses were incurred in the acquisition, which are not deductible for tax purposes. As of June 30, 2018, the provisional balance of goodwill was increased by \$2.8 million for fair value adjustments to assets as of the acquisition date with a decrease to receivables of \$0.9 million, held-for-sale assets of \$0.3 million and fixed assets of \$1.6 million. Additionally, the deferred tax liability was decreased by \$0.7 million, with a corresponding decrease to goodwill.

Big Freight Systems, Inc.

On May 1, 2017, the Company acquired 100% of the outstanding stock of Big Freight Systems, Inc. (Big Freight), based in Steinbach, Manitoba. Total consideration paid was \$16.7 million consisting of \$12.4 million in cash, 109,248 shares of Daseke common stock valued at \$1.1 million and the assumption of approximately \$3.2 million of outstanding debt by the Company. The fair value of the 109,248 shares issued was determined based on the closing price of the stock on the acquisition close date. Big Freight's purchase agreement also contains an earn-out for additional cash consideration to be paid on the excess of each of 2017, 2018 and 2019's earnings before interest, taxes, depreciation and amortization (EBITDA Amount) over 2016's EBITDA Amount (as defined in the purchase agreement), multiplied by 0.4. A contingent liability of \$1.1 million was included in the allocation of the purchase price for this earn-out. The cash consideration was funded through a delayed draw on May 1, 2017 under the Term Loan Facility and cash on hand. The acquisition was a stock purchase; therefore, the values assigned to the intangible assets and goodwill are not deductible for tax purposes. Approximately \$0.6 million of transaction expenses were incurred in the acquisition, which are not deductible for tax

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purposes. As of June 30, 2018, the provisional amount of goodwill was increased by \$0.6 million (net of a \$0.3 million foreign currency translation adjustment) with a corresponding increase to deferred tax liability.

For the year ended December 31, 2018, revenue and net loss of the acquired companies from their respective dates of acquisition was \$163.6 million and \$1.5 million, respectively. For the year ended December 31, 2017, revenue and net income of the acquired companies from their respective dates of acquisition was \$154.0 million and \$15.6 million, respectively. There were no acquisitions in 2016.

Supplemental Pro Forma Information (Unaudited)

The following supplemental pro forma financial information reflects the 2018 acquisitions as if they occurred on January 1, 2017. This pro forma financial information has been presented for illustrative purposes only and is not necessarily indicative of the operating results that would have been achieved had the pro forma events taken place on January 1, 2017. Further, the pro forma financial information does not purport to project the future operating results of the consolidated company.

	Year Ended December 31, (unaudited)	
	2018	2017
<i>(In millions, except per share amounts)</i>		
Pro forma revenue	\$ 1,747.4	\$ 1,144.2
Pro forma net income (loss)	\$ (5.7)	\$ 22.6
Pro forma net income (loss) per common share:		
Basic	\$ (0.09)	\$ 0.60
Diluted	\$ (0.09)	\$ 0.57

**NOTE 5 – PREPAID AND OTHER CURRENT ASSETS**

The components of prepaid expenses and other current assets are as follows as of December 31 (in thousands):

	2018	2017
Insurance	\$ 7,375	\$ 7,642
Licensing, permits and tolls	5,649	4,096
Other assets	4,411	2,409
Other prepaids	3,852	2,948
Assets held for sale	3,573	9,907
Highway and fuel taxes	1,422	1,238
Total	<u>\$ 26,282</u>	<u>\$ 28,240</u>

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NOTE 6 – GOODWILL AND INTANGIBLE ASSETS

Changes in the carrying amount of goodwill for the years ended December 31, 2018 and 2017 are as follows (in thousands):

	Flatbed	Specialized	Total
Goodwill balance at January 1, 2017	\$ 46,660	\$ 42,375	\$ 89,035
Goodwill acquired and adjustments to previously recorded goodwill (net)	59,206	153,849	213,055
Foreign currency translation adjustment	—	612	612
Goodwill balance at December 31, 2017	105,866	196,836	302,702
Impairment	—	(11,050)	(11,050)
Goodwill acquired and adjustments to previously recorded goodwill (net)	(4,368)	(27,752)	(32,120)
Foreign currency translation adjustment	—	(1,167)	(1,167)
Goodwill balance at December 31, 2018	<u>\$ 101,498</u>	<u>\$ 156,867</u>	<u>\$ 258,365</u>

Intangible assets consisted of the following at December 31, 2018 and 2017 (in thousands):

	As of December 31, 2018			As of December 31, 2017		
	Intangible Assets	Accumulated Amortization	Intangible Assets, net	Intangible Assets	Accumulated Amortization	Intangible Assets, net
Non-competition agreements	\$ 33,840	\$ (12,794)	\$ 21,046	\$ 12,230	\$ (5,765)	\$ 6,465
Customer relationships	130,876	(33,536)	97,340	69,090	(23,921)	45,169
Trade names	90,600	—	90,600	41,180	—	41,180
Foreign currency translation adjustment	(195)	—	(195)	306	—	306
Total intangible assets	<u>\$ 255,121</u>	<u>\$ (46,330)</u>	<u>\$ 208,791</u>	<u>\$ 122,806</u>	<u>\$ (29,686)</u>	<u>\$ 93,120</u>

As of December 31, 2018, non-competition agreements and customer relationships had weighted average remaining useful lives of 3.0 and 10.4 years, respectively. See Note 4 for more information on intangible assets acquired.

Amortization expense for intangible assets with definite lives was \$16.6 million, \$6.7 million and \$6.0 million for the years ended December 31, 2018, 2017 and 2016, respectively.

In June 2018, the Company recorded an impairment charge of \$2.8 million related to the trade names category of intangible assets related to the specialized segment. The trade name was impaired as a result of the reorganization and merger of two of the Company's operating companies.

Future estimated amortization expense is as follows (in thousands):

Year ending December 31,	Non-competition Agreements	Customer Relationships
2019	\$ 6,807	\$ 9,519
2020	5,426	9,519
2021	4,662	9,519
2022	3,928	9,519
2023	223	9,519
Thereafter	—	49,745
Total	<u>\$ 21,046</u>	<u>\$ 97,340</u>

DASEKE, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

NOTE 7 – PROPERTY AND EQUIPMENT

The components of property and equipment are as follows at December 31 (in thousands):

	2018	2017
Revenue equipment	\$ 733,954	\$ 544,876
Buildings and improvements	61,913	53,366
Furniture and fixtures, office and computer equipment and vehicles	36,553	20,805
	832,420	619,047
Accumulated depreciation	(259,701)	(189,408)
Total	<u>\$ 572,719</u>	<u>\$ 429,639</u>

Depreciation expense was \$114.4 million, \$70.2 million and \$61.5 million for the years ended December 31, 2018, 2017 and 2016, respectively.

NOTE 8 – SALES-TYPE LEASES

The components of the net investment in sales-type leases at December 31, 2018 and 2017 are as follows (in thousands):

	2018	2017
Minimum lease receivable	\$ 78,087	\$ 62,587
Deferred gain	(10,043)	(9,352)
Net minimum lease receivable	68,044	53,235
Unearned interest income	(12,285)	(10,432)
Net investment in sales-type leases	55,759	42,803
Current portion	(16,213)	(10,979)
	<u>\$ 39,546</u>	<u>\$ 31,824</u>

The long-term portion of sales-type leases is classified in other long-term assets on the consolidated balance sheets at December 31, 2018 and 2017.

Gain or loss on disposition of revenue equipment leased to owner-operators is included as a component of purchased freight in the consolidated statements of operations and comprehensive income (loss). For the years ended December 31, 2018, 2017 and 2016, the gain totaled approximately \$2.4 million, \$1.4 million and \$0.8 million, respectively.

Future minimum lease receipts are as follows (in thousands):

Year ending December 31,	Amount
2019	\$ 16,213
2020	14,535
2021	10,973
2022	11,195
2023	2,684
Thereafter	159
Total	<u>\$ 55,759</u>

DASEKE, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

NOTE 9 – ACCRUED EXPENSES AND OTHER LIABILITIES

The components of accrued expenses and other liabilities are as follows at December 31 (in thousands):

	2018	2017
Brokerage and escorts .....	\$ 12,587	\$ 6,264
Unvouchered payables .....	11,748	4,156
Owner operator deposits .....	9,270	8,431
Other accrued expenses .....	8,023	4,023
Sales and local taxes payable .....	3,259	954
Fuel and fuel taxes .....	1,197	1,508
Interest .....	458	540
	<u>\$ 46,542</u>	<u>\$ 25,876</u>

NOTE 10 – LONG-TERM DEBT

Long-term debt consists of the following at December 31 (in thousands):

	2018	2017
<u>Senior debt</u>		
Line of credit .....	\$ —	\$ 4,561
Term loan facility .....	493,478	498,462
Equipment term loans .....	190,708	126,227
Capital leases .....	18,228	5,757
	<u>702,414</u>	<u>635,007</u>
Less current portion .....	(63,535)	(43,056)
Less unamortized debt issuance costs .....	(16,229)	(17,650)
Long-term portion .....	<u>\$ 622,650</u>	<u>\$ 574,301</u>

Term Loan Facility

In conjunction with the close of the Business Combination on February 27, 2017, the Company entered into the \$350.0 million Term Loan Facility under a loan agreement with Credit Suisse AG, Cayman Islands Branch, as administrative agent, and the lenders party thereto. The Term Loan Facility consists of (i) a \$250.0 million term loan funded on the closing date of the Term Loan Facility (the Closing Date Term Loan); and (ii) up to \$100.0 million of term loans to be funded from time to time under a delayed draw feature available until February 27, 2018.

The size of the Term Loan Facility could increase from time to time pursuant to an uncommitted incremental facility in an aggregate amount for all such incremental loans and commitments up to the sum of (a) \$65.0 million, (b) an uncapped amount based on the maximum first lien, secured and total leverage ratio-based formulas depending upon the security and ranking of the relevant incremental facility and (c) the \$150.0 million tack-on loan incurred under the Term Loan Facility on November 28, 2017. The proceeds from the Closing Date Term Loan were used to partially refinance certain of the Company's capital leases, purchase money debt, equipment and real estate financings and to pay transaction costs associated with the Business Combination and refinance the Line of Credit and the Senior Term Loan.

The Term Loan Facility has a scheduled maturity date of February 27, 2024. Term loans under the Term Loan Facility are, at the Company's election from time to time, comprised of alternate base rate loans (an ABR Borrowing) or adjusted LIBOR loans (a Eurodollar Rate Borrowing), with the applicable margins of interest being an alternate base rate (subject to a 2.00% floor) plus 4.50% per annum through November 28, 2017, amended to 4.00% on that date for ABR Borrowings

DASEKE, INC. AND SUBSIDIARIES

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and LIBOR (subject to a 1.00% floor) plus 5.50% per annum through November 28, 2017, amended to 5.00% on that date for Eurodollar Rate Borrowings. At December 31, 2018, the average interest rate on the Term Loan Facility was 7.1%.

On August 16, 2017, the Company obtained an amendment of the Term Loan facility that increased the delayed draw incurrence condition relating to pro forma total leverage ratio to 4.25x from 3.5x, effective August 15, 2017 through the maturity of the delayed draw Term Loan Facility in February 2018, which enabled the Company to access \$60.5 million from the delayed draw Term Loan Facility.

On November 28, 2017, the Term Loan Facility was amended to provide for a \$150.0 million tack-on to the existing Term Loan Facility.

The Term Loan Facility is secured by all assets of the Company, except those assets collateralizing equipment and certain real estate lenders debt and subject to certain customary exceptions.

As amended, on August 16, 2017, the Term Loan Facility contains a financial covenant requiring the Company to maintain a consolidated total leverage ratio as of the last day of any fiscal quarter of less than or equal to 4.25 to 1.00, stepping down to 4.00 to 1.00 on March 31, 2019 and stepping down to 3.75 to 1.00 on March 31, 2021. Additionally, as amended, the Term Loan Facility contains a pro forma total leverage ratio of less than or equal to 4.25 to 1.00 for term loans funded from the delayed draw feature. The consolidated total leverage ratio is defined as the ratio of (i) consolidated total debt minus unrestricted cash and cash equivalents and cash and cash equivalents restricted in favor of the administrative agent and the lenders, to (ii) consolidated adjusted EBITDA for the trailing 12 month period (with customary add-backs permitted to consolidated adjusted EBITDA, including in respect of synergies and cost-savings reasonably identifiable and factually supportable that are anticipated to be realized in an aggregate amount not to exceed 25% of consolidated adjusted EBITDA and subject to other customary limitations).

The Term Loan Facility permits voluntarily prepayments of borrowings. In certain circumstances (subject to exceptions, exclusions and, in the case of excess cash flow, step-downs described below), the Company may also be required to make an offer to prepay the Term Loan Facility if it receives proceeds as a result of certain asset sales, debt issuances, casualty or similar events of loss, or if it has excess cash flow (defined as an annual amount calculated using a customary formula based on consolidated adjusted EBITDA, including, among other things, deductions for (i) the amount of certain voluntary prepayments of the Term Loan Facility and (ii) the amount of certain capital expenditures, acquisitions, investments and restricted payments). The percentage of excess cash flow that must be applied as a mandatory prepayment is 50% with respect to the initial excess cash flow period (the fiscal year ending on December 31, 2018) and will be 50%, 25% or 0% for future excess cash flow periods depending upon the first lien leverage ratio.

The Term Loan Facility contains (i) certain customary affirmative covenants that, among other things, require compliance with applicable laws, periodic financial reporting and notices of material events, payment of taxes and other obligations, maintenance of property and insurance, and provision of additional guarantees and collateral, and (ii) certain customary negative covenants that, among other things, restrict the incurrence of additional indebtedness, liens on property, sale and leaseback transactions, investments, mergers, consolidations, liquidations and dissolutions, asset sales, acquisitions, the payment of distributions, dividends, redemptions and repurchases of equity interests, transactions with affiliates, prepayments and redemptions of certain other indebtedness, burdensome agreements, holding company limitations, changes in fiscal year and modifications of organizational documents.

ABL Facility

Also, in conjunction with the Closing on February 27, 2017, the Company entered into a five-year, senior secured asset-based revolving line of credit (RLOC) with an aggregate maximum credit amount equal to \$70.0 million, amended on June 15, 2018 to \$100.0 million (subject to availability under a borrowing base equal to 85% of the Company's eligible accounts receivable, 80% of the Company's eligible unbilled accounts receivable and 50% of parts supplies (up to \$3.0



## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

million)) under a credit agreement with PNC Bank, National Association, as administrative agent and the lenders party thereto. As amended on June 15, 2018, the ABL Facility's maximum credit amount was increased by \$30.0 million pursuant to an uncommitted accordion. The ABL Facility also provides for the issuance of letters of credit subject to certain restrictions and a sublimit of \$20 million, as defined in the credit agreement. The ABL Facility matures on February 27, 2022. As of December 31, 2018, the Company had a net debit balance of \$14.1 million, \$12.2 million in letters of credit outstanding, and could incur approximately \$87.8 million of additional indebtedness under the ABL Facility.

Borrowings under the ABL Facility bear interest at rates based upon the Company's fixed charge coverage ratio and, at the Company's election from time to time, either a base rate plus an applicable margin or an adjusted LIBOR rate plus an applicable margin. Margins on the ABL Facility are adjusted, if necessary to the applicable rates set forth in the following table corresponding to the fixed charge coverage ratio for the trailing 12 month period on the last day of the most recently completed fiscal quarter.

<u>Fixed Charge Coverage Ratio</u>	<u>Base Rate Margins</u>	<u>LIBOR Rate Margins</u>
Less than 1.25 to 1.00 .....	2.25 %	3.25 %
Greater than or equal to 1.25 to 1.00, but less than 1.50 to 1.00 .....	1.75 %	2.75 %
Greater than or equal to 1.50 to 1.00, but less than 1.75 .....	1.25 %	2.25 %
Greater than or equal to 1.75 to 1.00 .....	0.75 %	1.75 %

The ABL Facility was amended on June 15, 2018, to adjust margins, if necessary, on the ABL Facility beginning in the fiscal quarter ended September 30, 2018, to the applicable rates set forth in the following table corresponding to the average RLOC Utilization for the trailing 12 month period on the last day of the most recently completed fiscal quarter. RLOC Utilization at a particular date shall mean an amount equal to (a)(i) outstanding amount of Revolving Advances plus (ii) the outstanding amount of the Swing Loans plus (iii) the aggregate Maximum Undrawn Amount of all outstanding Letters of Credit, divided by (b) Maximum Revolving Advance Amount.

<u>RLOC Utilization</u>	<u>Base Rate Margins</u>	<u>LIBOR Rate Margins</u>
Less than 33.3% .....	0.50 %	1.50 %
Greater than or equal to 33.3%, but less than 66.6% .....	0.75 %	1.75 %
Greater than or equal to 66.6% .....	1.00 %	2.00 %

At December 31, 2018, the interest rate on the ABL Facility was 6.00%.

The ABL Facility is secured by all of the Company's U.S.-based accounts receivable, parts supplies, cash and cash equivalents excluding proceeds of Term Loan Facility, securities and deposit accounts and other general assets not included in the Term Loan Facility collateral.

The ABL Facility contains (i) a financial covenant similar to the consolidated total leverage ratio required under the Term Loan Facility (but, as amended on August 31, 2017, in any event requiring a leverage ratio of less than or equal to 4.25 to 1.00 for the fiscal quarter, stepping down to 3.75 to 1.00 on March 31, 2021, in the same increments as the Term Loan Facility noted above) and (ii) during any period after a default or event of default or after excess availability falling below the greater of (x) \$15.0 million and (y) 20% of the maximum credit amount, continuing until such time as no default or event of default has existed and excess availability has exceeded such amounts for a period of 60 consecutive days, a financial covenant requiring the Company to maintain a minimum consolidated fixed charge coverage ratio of 1.00x, tested on a quarterly basis. The Company's fixed charge coverage ratio is defined as the ratio of (1) consolidated adjusted EBITDA minus unfinanced capital expenditures, cash taxes and cash dividends or distributions, to (2) the sum of all funded debt payments for the four quarter period then ending (with customary add-backs permitted to consolidated adjusted EBITDA).

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

The ABL Facility contains affirmative and negative covenants similar to those in the Term Loan Facility, together with such additional terms as are customary for a senior secured asset-based revolving credit facility.

As of December 31, 2018, the Company was in compliance with all covenants contained in the Term Loan and ABL Facilities.

Equipment Term Loans and Mortgages

As of December 31, 2018, the Company had term loans collateralized by equipment in the aggregate amount of \$190.7 million with 40 lenders (Equipment Term Loans). The Equipment Term Loans bear interest at rates ranging from 1.5% to 10.7%, require monthly payments of principal and interest and mature at various dates through January 2028. Certain of the Equipment Term Loans contain conditions, covenants, representations and warranties, events of default, and indemnification provisions applicable to the Company and certain of its subsidiaries that are customary for equipment financings, including, but not limited to, limitations on the incurrence of additional debt and the prepayment of existing indebtedness, certain payments (including dividends and other distributions to persons not party to its credit facility) and transfers of assets.

The Company had a construction loan with a balance of \$8.8 million incurred to finance the construction of a new headquarters and terminal in Arlington, Washington which was repaid in February 2017 in conjunction with the Business Combination. See Note 3 for additional details on the Business Combination. The construction loan was collateralized by such property and buildings. The initial principal amount on February 19, 2015 of \$7.8 million was increased on April 26, 2016 to \$8.8 million. The construction loan earned interest at 3.25% payable monthly.

As of December 31, 2018, the Company has a bank mortgage loan with a balance of \$3.9 million incurred to finance the construction of the headquarters and terminal in Redmond, Oregon. The mortgage loan is collateralized by such property and buildings. The mortgage is payable in monthly installments of \$15,776, including interest at 3.7% through November 2020.

The interest rate and monthly payments will be adjusted on November 1, 2020 to a rate of 2.5%, plus the three-year advance rate published by the Federal Home Loan Bank of Seattle in effect 45 days prior to November 1, 2020 (which will not be less than 3.7%). The bank mortgage loan matures November 1, 2023.

Real Estate Term Loan

In April 2016, the Company refinanced \$14.2 million of its Line of Credit with bank debt (Real Estate Term Loan) utilizing nine wholly-owned real estate assets which previously served as collateral on the PNC Term Loan. The Real Estate Term Loan was subordinate to the PNC Credit Agreement and Equipment Term Loans and was due in monthly installments of \$59,109 (based on 20 year amortization schedule), plus applicable interest at either (a) the Libor Rate (as defined in the loan agreement), plus a margin of 2.75%, or (b) the Default Rate (as defined in the loan agreement). The Company incurred debt issuance costs of \$0.4 million, which were being amortized to interest expense over five years using the straight-line method. In conjunction with the Business Combination, the Real Estate Term Loan was repaid and all unamortized debt issuance costs written off to interest expense. See Note 3 for additional details on the Business Combination.

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Capital Leases

The Company leases certain equipment under long-term capital lease agreements that expire on various dates through May 2025. As of December 31, 2018 and 2017, the book value of the property and equipment recorded under capital leases was \$16.6 million and \$7.0 million, net of accumulated depreciation of \$7.8 million and \$5.8 million, respectively. Depreciation expense related to property and equipment under capital lease was \$2.9 million, \$2.6 million and \$7.0 million for the years ended December 31, 2018, 2017 and 2016, respectively.

Main Street Capital Corporation

In 2013, Main Street Capital Corporation (Main Street) loaned the Company \$20.0 million under a senior subordinated secured term loan (the Main Street Loan). The Main Street Loan was subordinate to the PNC Credit Agreement and Equipment Term Loans. Interest payments were due monthly through maturity at the rate of 12% per annum. Paid-in kind (PIK) interest, at a rate of 2.5% per annum, could have been paid monthly or accrued and added to the principal balance quarterly, at the option of the Company. For the years ended December 31, 2017, \$0.1 million of accrued PIK interest was added to the principal balance. In conjunction with Business Combination, the Main Street Loan was repaid in February 2017. See Note 3 for additional details on the Business Combination.

Prudential Capital Partners

In 2013, the Company issued senior secured subordinated promissory notes in the initial aggregate principal amount of \$20.0 million (PCP Subordinated Notes) to Prudential Capital Partners IV, L.P., Prudential Capital Partners (Parallel Fund) IV, L.P. and Prudential Capital Partners Management Fund IV, L.P. (collectively, the PCP Investors) pursuant to the Securities Purchase Agreement, dated as of November 12, 2013, by and among the Company, certain of its subsidiaries and the PCP Investors. The PCP Subordinated Notes were subordinate to the PNC Credit Agreement and Equipment Term Loans. Interest payments were due monthly through maturity at the rate of 12% per annum. PIK interest, at a rate of 2.5% per annum, could have been paid monthly or accrued and added to the principal balance quarterly, at the option of the Company. For the years ended December 31, 2017, \$0.1 million of accrued PIK interest was added to the principal balance. In conjunction with Business Combination, the PCP Subordinated Notes were repaid in February 2017. See Note 3 for additional details on the Business Combination.

The Main Street Loan and the PCP Subordinated Notes (Subordinated Debt) were collateralized by all assets of the Company, except those assets collateralizing the Equipment Term Loans. The Main Street Loan and the PCP Subordinated Notes contained certain financial covenants, including a minimum fixed charge coverage ratio, a senior secured debt to consolidated EBITDA ratio and a funded debt to consolidated EBITDA ratio. Additionally, they contained negative covenants limiting, among other things, additional indebtedness, capital expenditures, transactions with affiliates, additional liens, sales of assets, dividends, investments and advances, prepayments of debt, mergers and acquisitions, and other matters customarily restricted in such agreements. The Main Street Loan and the PCP Subordinated Notes were subject to a make-whole payment of 5.0% of the prepayment amount if such prepayment was made before the third anniversary of the agreements.

LST Seller

As part of the consideration paid to the seller of Lone Star Transportation, LLC and affiliates (LST), Daseke Lone Star, Inc. (a subsidiary of the Company) issued \$22.0 million of subordinated notes (the LST Seller Notes). The LST Seller Notes bore interest at 10% payable monthly and were subordinate to the PNC Credit Agreement, Main Street Loan and PCP Subordinated Notes. In conjunction with the Business Combination, the LST Seller Notes were repaid in February 2017. See Note 3 for additional details on the Business Combination.

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DTR Sellers

As part of the consideration paid to the sellers of Davenport Transport & Rigging, LLC, LST issued \$1.0 million of subordinated notes (the DTR Seller Notes). The DTR Seller Notes bore interest at 5% payable monthly and were subordinate to the PNC Credit Agreement, Main Street Loan and PCP Subordinated Notes. In conjunction with Business Combination, the DTR Seller Notes were repaid in February 2017. See Note 3 for additional details on the Business Combination.

BHE Sellers

As part of the consideration paid to the sellers of Bulldog Hiway Express (BHE), the Company issued \$2.0 million of subordinated notes (the BHE Seller Notes). The BHE Seller Notes bore interest at 7% payable monthly. On December 19, 2016, a portion of the outstanding principal amount under the BHE Seller Notes was forgiven in exchange for the payment by the Company of certain pension liabilities of BHE. The BHE Seller Notes were subordinate to the PNC Credit Agreement and the Main Street Loan and the PCP Subordinated Notes. In conjunction with Business Combination, the BHE Seller Notes were repaid in February 2017. See Note 3 for additional details on the Business Combination.

Future principal payments on long-term debt are as follows (in thousands):

<u>Year ending December 31,</u>	<u>Term Loan Facility</u>	<u>Equipment Term Loans</u>	<u>Capital Leases</u>	<u>Total</u>
2019.....	\$ 4,985	\$ 53,703	\$ 5,669	\$ 64,357
2020.....	2,500	42,660	4,537	49,697
2021.....	2,500	34,952	4,354	41,806
2022.....	2,500	24,863	2,367	29,730
2023.....	2,500	21,486	2,899	26,885
Thereafter.....	<u>478,493</u>	<u>13,045</u>	834	<u>492,372</u>
Total minimum lease payments.....			20,660	
Loan amount attributable to interest.....			<u>(2,432)</u>	<u>(2,432)</u>
Total (Present value of minimum lease payments on capital leases).....	<u>\$ 493,478</u>	<u>\$ 190,709</u>	18,228	<u>\$ 702,415</u>
Less current portion.....			<u>(4,848)</u>	
Long-term capital leases.....			<u>\$ 13,380</u>	

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

NOTE 11 – INCOME TAXES

The components of the Company's United States and foreign provision for income taxes were as follows for the years ended December 31 (in thousands):

	2018	2017	2016
Current:			
Federal	\$ (46)	\$ (47)	\$ (70)
State	3,960	1,258	582
Total current taxes	3,914	1,211	512
Deferred:			
Federal	(10,918)	(51,388)	(1,139)
State	(7,423)	(1,863)	790
Foreign	(1,495)	(242)	—
Total deferred taxes	(19,836)	(53,493)	(349)
Provision (benefit) for income taxes	<u>\$ (15,922)</u>	<u>\$ (52,282)</u>	<u>\$ 163</u>

A reconciliation between the effective income tax rate and the United States statutory income tax rate for the years ended December 31, 2018, 2017 and 2016 is as follows (in thousands):

	2018	2017	2016
Income tax expense (benefit) at United States statutory income tax rate	\$ (4,443)	\$ (8,850)	\$ (4,241)
Federal income tax effects of:			
State income tax expense	(2,736)	(333)	370
Foreign taxes	—	(242)	—
Foreign tax rate differential	(293)	107	—
Per diem and other nondeductible expenses	4,100	3,198	3,434
Cumulative effect of change in effective tax rate	(12,611)	(46,068)	522
Tax credits	(46)	(47)	(70)
Other	107	(47)	148
Provision (benefit) for income taxes	<u>\$ (15,922)</u>	<u>\$ (52,282)</u>	<u>\$ 163</u>
Effective tax rate	<u>75.4 %</u>	<u>206.8 %</u>	<u>(1.3)%</u>

The decrease in the effective tax rate for the year ended December 31, 2018 compared to the year ended December 31, 2017 is primarily the result of a one-time tax benefit related to changes in future tax rates on net deferred tax liabilities as a result of the enactment of the Tax Cuts and Jobs Act (TCJA) in December 2017. The increase in the effective tax rate for the year ended December 31, 2017 compared to the year ended December 31, 2016 is primarily the result of a one-time tax benefit related to changes in future tax rates on net deferred tax liabilities as a result of the enactment of the TCJA in December 2017.

United States Tax Reform

On December 22, 2017, the United States government enacted the TCJA comprehensive tax reform legislation. Effective January 2018, the TCJA, among other things, reduces the marginal U.S. corporate income tax rate from 35% to 21%, limits the deductibility of interest expenses, limits the deduction for net operating losses, eliminates net operating loss carrybacks and modifies or eliminates many business deductions and credits. The TCJA also includes international provisions, which generally establish a territorial-style system for taxing foreign source income of domestic multinational corporations and imposes a mandatory one-time transition tax on undistributed international earnings.

Financial statement impacts include adjustments for, among other things, the remeasurement of deferred tax assets and liabilities. United States GAAP accounting for income taxes requires that the Company record the impacts of any tax law change on deferred income taxes in the quarter that the tax law change is enacted. The impact of the TCJA in the

DASEKE, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Company's earnings for the year ended December 31, 2018 was related to the 2017 Acquisitions which finalized purchase accounting in 2018. Accordingly, the Company was able to assess the impact of the TCJA and has recorded an income tax benefit for the reduction in net deferred income tax liabilities of approximately \$12.5 million due to the remeasurement of net United States deferred tax liabilities at the lower 21% United States federal corporate income tax rate. Additionally, the Company has completed its evaluation of stock compensation and 162(m) limitations and unremitted foreign earnings resulting in no adjustment.

The effects of temporary differences that give rise to significant elements of deferred tax assets and liabilities at December 31, 2018 and 2017 were as follows (in thousands):

	2018	2017
<b>Deferred tax assets</b>		
Accrued expenses	\$ 5,235	\$ 3,977
Vacation accrual	610	527
Accounts receivable	417	103
Net operating losses	31,694	11,199
Interest expense limitation	1,313	—
Deferred start-up costs	1,405	1,502
Stock based compensation	1,303	452
Sales-type leases	—	1,233
Foreign assets	1,714	—
Total deferred tax assets	<u>43,691</u>	<u>18,993</u>
<b>Deferred tax liabilities</b>		
Sales-type leases	(2,263)	—
Prepaid expenses	(4,061)	(2,700)
481(a) adjustment	(1,719)	(2,213)
Intangible assets	(44,056)	(17,246)
Property and equipment	(111,726)	(83,642)
Foreign liabilities	(6,696)	(3,626)
Total deferred tax liabilities	<u>(170,521)</u>	<u>(109,427)</u>
<b>Net deferred tax liability</b>	<u>\$ (126,830)</u>	<u>\$ (90,434)</u>

At December 31, 2018, the Company has U.S. federal and state net operating loss carry forwards of approximately \$113.5 million and \$64.1 million, respectively, which begin to expire in 2023.

The Company had no uncertain tax positions as of December 31, 2018 and 2017. The Company is no longer subject to United States federal income tax examinations by tax authorities for years before 2015, however, federal net operating loss carry forwards from years prior to 2015 remain subject to review and adjustment by tax authorities. The Company is no longer subject to state income tax examinations by tax authorities for years before 2014.

NOTE 12 – RELATED PARTY TRANSACTIONS

Related Party Debt

As described in Note 10, the Company issued Subordinated Debt to Main Street and PCP Investors. Both lenders were stockholders of the Company. For the years ended December 31, 2017 and 2016, Main Street received interest payments of \$0.5 million and \$2.6 million, respectively. Accrued interest was \$0.4 million as of December 31, 2016. For the years ended December 31, 2017 and 2016, PCP Investors received interest payments of \$0.5 million and \$2.6 million, respectively. Accrued interest was \$0.4 million as of December 31, 2016. In conjunction with the Business Combination,



## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

the Main Street Loan and the PCP Subordinated Notes were both repaid in February 2017. See Note 3 for additional details on the Business Combination.

As disclosed in Note 10, the LST seller received subordinated notes as partial consideration. Interest paid to the LST seller was \$0.4 and \$2.2 million for the year ended December 31, 2017 and 2016, respectively. In conjunction with the Business Combination, the LST Seller Notes were repaid in February 2017. See Note 3 for additional details on the Business Combination.

As disclosed in Note 10, the BHE Sellers received subordinated notes as partial consideration. Interest paid to the BHE sellers was \$0.1 million for the year ended December 31, 2016. Interest paid for the year ended December 31, 2017 was immaterial. In conjunction with Business Combination, the BHE Seller Notes were repaid in February 2017. See Note 3 for additional details on the Business Combination.

Related Party Leases

The Company leases certain office facilities, terminals and revenue equipment from entities owned or partially owned by stockholders or employees on month-to-month and long term operating leases. Total lease expense related to these leases was \$4.7 million, \$2.9 million and \$0.9 million for the years ended December 31, 2018, 2017 and 2016, respectively. Future minimum lease payments under non-cancelable related party operating leases are as follows (in thousands):

<u>Year ending December 31,</u>	<u>Revenue Equipment</u>	<u>Office and Terminals</u>
2019 .....	\$ 406	\$ 4,314
2020 .....	390	4,183
2021 .....	305	3,959
2022 .....	25	3,890
2023 .....	—	3,433
Thereafter .....	—	13,043
Total .....	<u>\$ 1,126</u>	<u>\$ 32,822</u>

Other Related Party Transactions

An employee and stockholder has a 1% investment in an entity that is also a Company vendor. Total amounts paid to this vendor for product and subscription purchases were approximately \$0.6 million, \$0.6 million and \$0.8 million for the years ended December 31, 2018, 2017 and 2016, respectively. Amounts due to the vendor as of December 31, 2018 and 2017 totaled approximately \$10,000 and \$10,000, respectively.

The Company does business with an entity in which two employees, who are also stockholders, are minority owners. Revenue received from this customer totaled approximately \$0.7 million, \$0.4 million and \$0.5 million for the years ended December 31, 2018, 2017 and 2016, respectively. Accounts receivable due from this entity totaled approximately \$51,000 and \$53,000 as of December 31, 2018 and 2017, respectively.

The Company sold equipment to an entity partially owned by an employee and stockholder for proceeds of \$1.0 million with a net book value of \$0.8 million, realizing a gain of \$0.2 million for the year ended December 31, 2018. There were no such transactions for the years ended December 31, 2017 and 2016.

Additionally, the Company does business with a carrier owned by a stockholder's spouse. Revenue received from this carrier totaled approximately \$0.1 and \$0.2 million for the years ended December 31, 2018 and 2017. There was no revenue received from this carrier for the year ended December 31, 2016. Accounts receivable due from this entity totaled approximately \$0.1 million as of December 31, 2018. There was no accounts receivable due as of December 31, 2017.

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

**NOTE 13 – STOCKHOLDERS' EQUITY**Common Stock

Common stock has voting rights – one vote for each share of common stock.

On September 19, 2017, the Company and certain stockholders of the Company (the Selling Stockholders) entered into an underwriting agreement (the Underwriting Agreement) with Stifel, Nicolaus & Company, Incorporated and Cowen and Company, LLC, as representatives of the several underwriters named therein (collectively, the Underwriters), in connection with an underwritten public offering (the Offering) of 5,292,000 shares of the Company's common stock, par value \$0.0001 per share, including 4,882,167 shares of common stock to be sold by the Company and 409,833 shares of common stock to be sold by the Selling Stockholders, at a price to the public of \$12.00 per share (\$11.34 per share net of underwriting discounts and commissions). Pursuant to the Underwriting Agreement, the Company granted the Underwriters a 30-day option to purchase up to an additional 793,800 shares of common stock, which was exercised in full on September 20, 2017 and closed simultaneously with the Offering on September 22, 2017. Net proceeds received by the Company from its sale of 5,675,967 shares of common stock were approximately \$63.6 million, after deducting underwriting discounts and commissions and estimated offering expenses payable by the Company. As described in the prospectus supplement, dated September 19, 2017, filed with the SEC on September 20, 2017, the Company used the net proceeds from the Offering for general corporate purposes, which may including, among other things, working capital, capital expenditures, debt repayment or refinancing or the financing of possible future acquisitions.

On February 14, 2018, the Company and one of the Company's stockholders entered into an underwriting agreement with Cowen and Company, LLC and Stifel, Nicolaus & Company, Incorporated, as representatives of the several underwriters named therein, in connection with an underwritten public offering of 7,500,000 shares of the Company's common stock, at a price to the public of \$10.60 per share. Pursuant to the underwriting agreement, the Company granted the underwriters a 30-day option to purchase up to an additional 1,125,000 shares of common stock, which was exercised in full on February 16, 2018 and closed simultaneously with the offering on February 20, 2018. Net proceeds received by the Company were approximately \$84.4 million, after deducting underwriting discounts and commissions and estimated offering expenses payable by the Company. The Company has used and intends to continue to use the net proceeds from the offering for general corporate purposes, including, among other things, working capital, capital expenditures, debt repayment or refinancing or the financing of possible future acquisitions.

On June 1, 2018, after having met the earnout provisions contained in the Merger Agreement, the Company issued 5,000,000 shares of the Company's common stock, par value \$0.0001 per share, pro rata among the Private Daseke Stockholders (Earnout Shares).

The Earnout Shares were issued in reliance upon an exemption from the registration requirements of the Securities Act of 1933, as amended (the Securities Act), pursuant to Section 4(a)(2) thereof, which exempts transactions by an issuer not involving any public offering on the basis that the securities were offered and sold in a non-public offering to "accredited investors" (as defined in Rule 501(a) of Regulation D under the Securities Act). Private Daseke engaged a purchaser representative to serve as the purchaser representative for two Private Daseke Stockholders who were not "accredited investors," which purchaser representative met all of the conditions set forth in Rule 501(i) of Regulation D, as required to comply with applicable federal securities laws in connection with the issuance of shares of the Company's common stock to these two Private Daseke Stockholders pursuant to the Merger Agreement.

On June 6, 2018, as part of the consideration paid for the Aveda acquisition, the Company issued 1,612,979 shares of Daseke common stock valued at \$15.4 million. See Note 4 for additional details about the Aveda acquisition.

On July 1, 2018, as part of the consideration paid for the Kelsey Trail acquisition, the Company issued 95,859 shares of Daseke common stock valued at \$0.9 million. See Note 4 for additional details about the Kelsey Trail acquisition.

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

On August 1, 2018, as part of the consideration paid for the Builders acquisition, the Company issued 399,530 shares of Daseke common stock valued at \$3.4 million. See Note 4 for additional details about the Builders acquisition.

As of December 31, 2018, the Company has approximately 1.5 million shares of common stock reserved for future issuances of stock options and restricted stock units under the Company's 2017 Omnibus Incentive Plan. See Note 14 for additional details about the Company's stock-based compensation plan.

Preferred Stock

At the Closing, the Company issued 650,000 shares of Series A Preferred Stock for cash of \$65.0 million. Proceeds from the sales were part of the consideration received as part of a recapitalization and reverse acquisition completed in the Business Combination. See Note 3 for additional details about the Business Combination. The par value of Series A Preferred Stock is \$0.0001 per share. Additional features of this preferred stock are as follows:

Under the Certificate of Designations, Preferences, Rights and Limitations of the Series A Preferred Stock (the Certificate of Designations), each share of Series A Preferred Stock will be convertible, at the holder's option at any time, initially into approximately 8.6957 shares of the Company's common stock (assuming a conversion price of approximately \$11.50 per share), subject to specified adjustments as set forth in the Certificate of Designations. If any holder elects to convert its Series A Preferred Stock after the seven-year anniversary of the issue date, if the then-current Conversion Price (as defined in the Certificate of Designations) exceeds the Weighted Average Price (as defined in the Certificate of Designations) for the common stock during any ten consecutive Trading Days (as defined in the Certificate of Designations), at its option by delivery of a Notice of Conversion in accordance with Section 8(b) of the Certificate of Designations no later than five business days following such tenth consecutive Trading Day, to convert any or all of such holder's shares of Series A Preferred Stock into, at the Company's sole discretion, either common stock, cash or a combination of common stock and cash; provided, that the Company shall provide such converting holder notice of its election within two Trading Days of receipt of the Notice of Conversion; provided further, that in the event the Company elects to issue common stock for all or a portion of such conversion, the Conversion Rate for such conversion (subject to the limitations set forth in Section 11 of the Certificate of Designations) shall mean the quotient of the Liquidation Preference (as defined in the Certificate of Designations) divided by the average Weighted Average Price for the common stock during the 20 consecutive Trading Days commencing on the Trading Day immediately following the Trading Day on which the Company provided such notice. If the Company does not elect a settlement method prior to the deadline set forth in the Certificate of Designations, the Company shall be deemed to have elected to settle the conversion entirely in common stock. Based on the assumed conversion rate, a total of 5,652,173 shares of Common Stock would be issuable upon conversion of all of the currently outstanding shares of Series A Preferred Stock.

On or after the third anniversary of the initial issuance date but prior to the fifth anniversary of the initial issuance date, the Company will have the right, at its option, to give notice of its election to cause all outstanding shares of the Series A Preferred Stock to be automatically converted into shares of the Company's common stock at the then-effective conversion rate, if the Weighted Average Price of Company's common stock equals or exceeds 140% of the then-current conversion price for at least 20 trading days (whether or not consecutive) in a period of 30 consecutive trading days. On or after the fifth anniversary of the initial issuance date but prior to the seventh anniversary of the initial issuance date, the Company will have the right, at its option, to give notice of its election to cause all outstanding shares of the Series A Preferred Stock to be automatically converted into shares of Company's common stock at the then-effective conversion rate, if the Weighted Average Price of Company's common stock equals or exceeds 115% of the then-current conversion price for at least 20 trading days (whether or not consecutive) in a period of 30 consecutive trading days. On or after the seventh anniversary of the initial issuance date, the Company will have the right, at its option, to give notice of its election to cause all outstanding shares of the Series A Preferred Stock to be automatically converted into shares of Company's common stock at the then-effective conversion rate, if the Weighted Average Price of Company's common stock equals or exceeds the then-current conversion price for at least 10 consecutive trading days. If the Company undergoes certain fundamental

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

changes (as more fully described in the Certificate of Designations but including, among other things, certain change-in-control transactions, recapitalizations, asset sales and liquidation events), each outstanding share of Series A Preferred Stock may, within 15 days following the effective date of such fundamental change and at the election of the holder, be converted into Company's common stock at a conversion rate (subject to certain adjustments) equal to (i) the greater of (A) the sum of the conversion rate on the effective date of such fundamental change plus the additional shares received by holders of Series A Preferred Stock following such fundamental change (as set forth in the Certificate of Designations) and (B) the quotient of (x) \$100.00, divided by (y) the greater of (1) the applicable holder stock price and (2) 66 2/3% of the closing sale price of the Company's common stock on the issue date plus (ii) the number of shares of Company's common stock that would be issued if any and all accumulated and unpaid dividends were paid in shares of Company's common stock.

The Series A Preferred Stock contains limitations that prevent the holders thereof from acquiring shares of the Company's common stock upon conversion that would result in (i) the number of shares beneficially owned by such holder and its affiliates exceeding 9.99% of the total number of shares of the Company's common stock then outstanding or (ii) the Series A Preferred Stock being converted into more than 19.99% of the shares of the Company's common stock outstanding on the initial issue date of the Series A Preferred Stock (subject to appropriate adjustment in the event of a stock split, stock dividend, combination or other similar recapitalization) without, in the latter instance, stockholder approval of such issuance.

Additional features of the Series A Preferred Stock are as follows:

- a. **Liquidation** – In the event of liquidation, holders of Series A Preferred Stock have preferential rights to liquidation payments over holders of common stock. Holders of Series A Preferred Stock shall be paid out of the assets of the Company at an amount equal to \$100 per share plus all accumulated and unpaid dividends.
- b. **Dividends** – Dividends on the Series A Preferred Stock are cumulative at the Dividend Rate. The "Dividend Rate" is the rate per annum of 7.625% per share of Series A Preferred Stock on the liquidation preference (\$100 per share). Dividends are payable quarterly in arrears in cash or, at the Company's election and subject to the receipt of the necessary shareholder approval (to the extent necessary), in shares of the Company's common stock. The Company's board of directors declared quarterly dividends of \$0.68 per share on April 24, 2017, and \$1.91 per share on July 18, 2017, which were both then paid on July 28, 2017. On October 17, 2017 the Company's board of directors declared a quarterly dividend of \$1.91 per share, which was paid on October 20, 2017. On November 19, 2017 the Company's board of directors declared a quarterly dividend of \$1.91 per share, which was paid on December 15, 2017. There were no accrued dividends as of December 31, 2017. On February 27, 2018 the Company's board of directors declared a quarterly dividend of \$1.91 per share, which was paid on March 15, 2018. On May 22, 2018, the Company's board of directors declared a second quarterly dividend of \$1.91 per share, which was paid on June 20, 2018. On August 21, 2018, the Company's board of directors declared a third quarterly dividend of \$1.91 per share, which was paid on September 14, 2018. On November 27, 2018, the Company's board of directors declared a fourth quarterly dividend of \$1.91 per share, which was paid on December 15, 2018. There were no accrued dividends as of December 31, 2018.
- c. **Voting rights** – Except as required by Delaware law, holders of the Series A Preferred Stock will have no voting rights except with respect to the approval of any material and adverse amendment to the Company's certificate of incorporation, and certain significant holders of Series A Preferred Stock may have approval rights with respect to certain key economic terms of the Series A Preferred Stock, as set forth in the Certificate of Designations.

On February 27, 2017, dividends declared on 64,500 shares of Series B Preferred Stock outstanding on December 31, 2016, as of October 13, 2016 and February 21, 2017 of \$18.75 and \$12.50 per share, respectively, were paid.

DASEKE, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

In February 2017, in connection with, and immediately prior to, the Closing, 64,500 shares of issued and outstanding Series B Preferred Stock were converted into 9,301,150 shares of Private Daseke's common stock. Private Daseke's board of directors had declared a quarterly dividend on the Series B Preferred Stock of \$12.50 per share on February 21, 2017, which was paid on February 27, 2017.

Warrants

At December 31, 2018, there were a total of 35,040,658 warrants outstanding to purchase 17,520,329 shares of the Company's common stock.

Hennessy has issued warrants to purchase its common stock which were originally issued as part of units in the IPO (the Public Warrants). There are 19,959,902 Public Warrants outstanding. Hennessy has also issued 15,080,756 warrants (the Private Placement Warrants) to Sponsor in a private placement that closed simultaneously with the consummation of the IPO.

Each warrant entitles the registered holder to purchase one-half of one share of the Company's common stock at a price of \$5.75 per one-half of one share (\$11.50 per whole share), subject to adjustment. The warrants may be exercised only for a whole number of shares of the Company's common stock. No fractional shares will be issued upon exercise of the warrants. The warrants will expire on February 27, 2022, five years after the completion of the Business Combination, or earlier upon redemption or liquidation. The Warrants are listed on the NASDAQ market under the symbol DSKEW.

The Company may call the Public Warrants for redemption at a price of \$0.01 per warrant if, and only if, the reported last sale price of the Company's common stock equals or exceeds \$24.00 per share for any 20 trading days within a 30-trading day period ending on the third trading day prior to the date the Company sends the notice of redemption to the Public Warrant holders.

**NOTE 14 – STOCK-BASED COMPENSATION**

On February 27, 2017, the Company and Hennessy's common stockholders approved the 2017 Omnibus Incentive Plan (the Plan), whereby the Company may grant awards of stock options, stock appreciation rights, restricted stock, restricted stock units, other stock-based awards and performance awards. Under the Plan, the Company is authorized to issue up to 4.5 million shares of common stock. All awards granted were authorized under the Plan.

Stock Options

The following table summarizes stock option grants under the Plan from February 27, 2017 through the year ended December 31, 2018:

Grantee Type	# of Options Granted	Issued and Outstanding	Vesting Period	Weighted Average Exercise Price	Weighted Average Grant Date Fair Value (in thousands)
Director Group	150,000	145,000	5 years	\$ 9.98	\$ 654
Employee Group	2,001,594	1,921,529	5 years	\$ 10.25	\$ 8,907
Total		<u>2,066,529</u>			

DASEKE, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

The Company's calculations of the fair value of stock options granted during the years ended December 31, 2018 and 2017 were made using the Black-Scholes option-pricing model. The fair value of the Company's stock option grants were estimated utilizing the following assumptions for the years ended December 31, 2018 and 2017:

	2018	2017
Weighted average expected life	6.5 years	6.5 years
Risk-free interest rates	2.28% to 3.00%	1.95% to 2.23%
Expected volatility	36.7% to 39.9%	40.1% to 40.6%
Expected dividend yield	0.00%	0.00%

Since the Company does not have a sufficient history of exercise behavior, expected term is calculated using the assumption that the options will be exercised ratably from the date of vesting to the end of the contractual term for each vesting tranche of awards. Risk-free interest rate is based on the U.S. Treasury yield curve for the period of the expected term of the stock option. Expected volatility is calculated using an index of publicly traded peer companies.

Stock Options

A summary of option activity under the Plan as of December 31, 2018 and changes during the year ended are as follows:

	Shares	Weighted Average Exercise Price	Weighted Average Contractual Terms (Years)	Aggregate Intrinsic Value (in thousands)
Outstanding as of January 1, 2017	—	\$ —	—	\$ —
Granted	1,664,995	10.36	10.0	341
Exercised	—	—	—	—
Forfeited	(9,000)	9.98	—	20
Outstanding as of December 31, 2017	1,655,995	10.36	9.3	6,505
Granted	491,095	9.81	10.0	36
Exercised	(5,000)	9.98	—	—
Forfeited	(75,561)	10.46	—	—
Outstanding as of December 31, 2018	<u>2,066,529</u>	\$ 10.23	8.5	\$ —
Exercisable as of December 31, 2017	—	\$ —	—	\$ —
Vested and expected to vest as of December 31, 2017	1,655,995	10.36	9.3	6,505
Exercisable as of December 31, 2018	323,737	10.39	8.3	—
Vested and expected to vest as of December 31, 2018	2,066,529	\$ 10.23	8.5	\$ —

The stock options' maximum contract term is ten years. The total weighted average fair value of options granted during the years ended December 31, 2018 and 2017 was \$2.1 million and \$7.5 million, respectively.

Restricted Stock Units

Restricted stock units are nontransferable until vested and the holders are entitled to receive dividends with respect to the non-vested units. Prior to vesting, the grantees of restricted stock units are not entitled to vote the shares. Restricted stock unit awards vest in equal annual increments over the vesting period.

DASEKE, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

The following table summarizes restricted stock unit grants under the Plan from June 1, 2017 through the year ended December 31, 2018:

Grantee Type	# of Restricted Stock Units Granted	Issued and Outstanding	Vesting Period	Grant Date Fair Value (in thousands)
Director Group .....	31,512	31,512	1 year	\$ 313
Employee Group .....	1,568,655	809,849	5 years	\$ 16,612
Total .....		841,361		

All stock-based compensation cost is measured at the grant date, based on the estimated fair value of the award, and is recognized on a straight-line basis as expense over the employees' requisite service period. Forfeitures will be recorded as a cumulative adjustment to stock-based compensation expense in the period forfeitures occur.

A summary of restricted stock unit awards activity under the Plan as of December 31, 2018 and changes during the year ended are as follows:

	Units	Weighted Average Grant Date Fair Value (Per Unit)
Non-vested as of January 1, 2017 .....	—	\$ —
Granted .....	1,008,868	9.99
Vested .....	—	—
Forfeited .....	(245,277)	10.01
Non-vested as of December 31, 2017 .....	763,591	9.98
Granted .....	592,015	11.57
Vested .....	(128,130)	9.86
Forfeited .....	(386,115)	11.43
Non-vested as of December 31, 2018 .....	841,361	\$ 10.44

Aggregate stock-based compensation charges, net of forfeitures, were \$3.6 million and \$1.9 million during the years ended December 31, 2018 and 2017, respectively. These expenses are included as a component of salaries, wages and employee benefits on the accompanying consolidated statements of operations and comprehensive income (loss). As of December 31, 2018, there was \$6.4 million and \$7.4 million of unrecognized stock-based compensation expense related to stock options and restricted stock units, respectively. This expense will be recognized over the weighted average periods of 3.6 years for stock options and 3.8 years for restricted stock units.

**NOTE 15 – DEFINED CONTRIBUTION PLAN**

On January 1, 2015, the Company established the Daseke, Inc. 401(k) Retirement Plan (Retirement Plan). The Retirement Plan is a defined contribution plan and intended to qualify under The Employee Retirement Income Security Act of 1974 (ERISA) provisions of 401(k). Under the safe harbor matching requirements, the Company had expenses of approximately \$3.7 million, \$2.4 million and \$2.2 million for the years ended December 31, 2018, 2017 and 2016, respectively. The Company sponsors defined contribution profit-sharing plans, including 401(k) provisions for substantially all employees of acquired companies whose plans have not been merged into the Retirement Plan at December 31, 2018. The Company provided matching contributions on some of these plans. Total contribution expenses under these plans were approximately \$389,000 and \$153,000 for the years ended December 31, 2018 and 2017. There were no such expenses for the year ended December 31, 2016.

DASEKE, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

**NOTE 16 – COMMITMENTS AND CONTINGENCIES**

Operating Leases

The Company leases certain office building facilities, terminal locations and revenue equipment under non-cancelable operating leases. Certain of the Company's operating lease agreements contain provisions for future rent increases, free rent periods or periods in which rent payments are reduced (abated). The total amount of rent payments due over the lease terms are charged to rent expense on the straight-line, undiscounted method over the lease terms. Rent expense under operating leases was \$35.3 million, \$23.8 million and \$16.0 million for the years ended December 31, 2018, 2017 and 2016, respectively. Future minimum lease payments under non-cancelable operating leases, including related party leases, are as follows (in thousands):

Year ending December 31,	Revenue Equipment	Office and Terminals
2019 .....	\$ 19,533	\$ 11,919
2020 .....	12,988	11,231
2021 .....	5,730	9,470
2022 .....	3,181	8,482
2023 .....	220	6,586
Thereafter .....	—	22,969
Total .....	\$ 41,652	\$ 70,657

Letters of Credit

The Company had outstanding letters of credit at December 31, 2018 totaling approximately \$14.2 million, including those disclosed in Note 10. These letters of credit cover primarily liability insurance claims.

Contingencies

The Company is involved in certain claims and pending litigation arising in the normal course of business. These proceedings primarily involve claims for personal injury or property damage incurred in the transportation of freight or for personnel matters. The Company maintains liability insurance to cover liabilities arising from these matters but is responsible to pay self-insurance and deductibles on such matters up to a certain threshold before the insurance is applied.

**NOTE 17 – REPORTABLE SEGMENTS**

The Company evaluates the performance of the segments primarily based on their respective revenues and operating income. Accordingly, interest expense and other non-operating items are not reported in segment results. In addition, the Company has disclosed a corporate segment, which is not an operating segment and includes acquisition transaction expenses, corporate salaries, interest expense and other corporate administrative expenses and intersegment eliminations.

The Company's operating segments also provide transportation and related services for one another. Such services are generally billed at cost, and no profit is earned. Such intersegment revenues and expenses are eliminated in the Company's consolidated results. Intersegment revenues and expenses totaled \$5.1 million, \$3.0 million and \$2.2 million for the Flatbed Solutions segment for the years ended December 31, 2018, 2017 and 2016, respectively. Intersegment revenues and expenses totaled \$8.9 million, \$3.9 million and \$2.4 million for the Specialized Solutions segment for the years ended December 31, 2018, 2017 and 2016, respectively.



DASEKE, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

The following table reflects certain financial data of the Company's reportable segments for the years ended December 31, 2018, 2017 and 2016 (in thousands):

	Flatbed Solutions Segment	Specialized Solutions Segment	Corporate/ Eliminations	Consolidated Totals
Year Ended December 31, 2018				
Total revenue	\$ 662,003	\$ 965,064	\$ (13,985)	\$ 1,613,082
Operating income (loss)	32,918	23,051	(34,058)	21,911
Depreciation	29,937	84,337	165	114,439
Amortization of intangible assets	6,162	10,481	—	16,643
Interest expense	8,588	11,281	25,636	45,505
Income (loss) before income tax	13,811	(7,081)	(27,839)	(21,109)
Total assets	464,836	884,189	41,843	1,390,868
Capital expenditures	38,181	116,020	2,085	156,286
Year Ended December 31, 2017				
Total revenue	\$ 354,106	\$ 499,132	\$ (6,934)	\$ 846,304
Operating income (loss)	18,461	15,345	(26,791)	7,015
Depreciation	27,436	42,583	149	70,168
Amortization of intangible assets	1,747	4,948	—	6,695
Interest expense	7,110	8,425	14,021	29,556
Income (loss) before income tax	(835)	(6,288)	(18,163)	(25,286)
Total assets	379,475	675,838	70,355	1,125,668
Capital expenditures	8,405	32,684	600	41,689
Year Ended December 31, 2016				
Total revenue	\$ 310,440	\$ 345,998	\$ (4,636)	\$ 651,802
Operating income (loss)	15,643	16,278	(21,288)	10,633
Depreciation	28,523	32,820	156	61,499
Amortization of intangible assets	1,922	4,079	—	6,001
Interest expense	5,953	6,440	10,731	23,124
Income (loss) before income tax	852	1,983	(14,951)	(12,116)
Total assets	283,370	282,156	4,709	570,235
Capital expenditures	18,427	21,926	215	40,568

NOTE 18 – EARNINGS PER SHARE

Basic earnings per common share is calculated by dividing net income available to common stockholders by the weighted average number of shares of common stock outstanding during the period. Diluted earnings per share reflect the potential dilution that could occur if securities or other contracts to issue common stock were exercised or converted into common stock or resulted in the issuance of common stock that then shared in the Company's earnings.

For the year ended December 31, 2018 and 2017, shares of the Company's 7.625% Series A Convertible Cumulative Preferred Stock (Series A Preferred Stock) were not included in the computation of diluted earnings per share as their effects were anti-dilutive. For the years ended December 31, 2016, shares of Private Daseke's Series B Convertible Preferred Stock (Series B Preferred Stock) were not included in the computation of diluted loss per share as their effects were anti-dilutive.

DASEKE, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

The following table reconciles basic weighted average common stock outstanding to diluted weighted average common stock outstanding:

(In thousands except per share data)	Year Ended December 31,		
	2018	2017	2016
Numerator			
Net income (loss)	\$ (5,187)	\$ 26,996	\$ (12,279)
Preferred stock dividends	(4,956)	(4,964)	(4,770)
Net income (loss) available to common stockholders	<u>\$ (10,143)</u>	<u>\$ 22,032</u>	<u>\$ (17,049)</u>
Denominator			
Basic weighted average common shares outstanding	61,654,820	37,592,549	20,980,961
Effect of dilutive securities:			
Equivalent shares issuable upon achievement of Merger Agreement earn-out provision	—	1,250,000	—
Equivalent shares issuable upon exercises of stock options	—	254,312	—
Equivalent shares of restricted stock units	—	496,840	—
Denominator for diluted earnings per share - adjusted weighted average shares and assumed conversions	<u>61,654,820</u>	<u>39,593,701</u>	<u>20,980,961</u>
Basic earnings (loss) per common share	<u>\$ (0.16)</u>	<u>\$ 0.59</u>	<u>\$ (0.81)</u>
Diluted earnings (loss) per common share	<u>\$ (0.16)</u>	<u>\$ 0.56</u>	<u>\$ (0.81)</u>

NOTE 19 – QUARTERLY RESULTS (UNAUDITED)

The following tables set forth certain unaudited consolidated quarterly financial data for each of the last eight quarters during our fiscal years ended December 31, 2018 and 2017. We have derived the information from unaudited Consolidated Financial Statements that, in the opinion of management, reflect all adjustments (consisting only of normal recurring adjustments, except as noted) necessary for a fair presentation of such quarterly information. The second quarter of 2018 includes an impairment charge of \$2.8 million related to the trade names category of intangible assets and a \$14.0 million deferred tax benefit to recognize deferred tax liabilities for valuations of intangible assets related to the December 2017 acquisitions, remeasured at the TCJA rate. The fourth quarter of 2018 includes an impairment charge of \$11.1 million related to one reporting unit's carrying value exceeding its estimated fair value. The fourth quarter of 2017 includes an adjustment for the cumulative effect of a change in the effective tax rate in compliance with the TCJA in the amount of \$46.1 million. The operating results for any quarter are not necessarily indicative of the results to be expected for any future period.

DASEKE, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

	2018 Quarter Ended			
	Mar. 31	June. 30	Sep. 30	Dec. 31
	(In thousands)			
Revenue:				
Freight	\$ 240,071	\$ 272,583	\$ 329,474	\$ 320,065
Brokerage	46,139	60,091	82,203	78,004
Logistics	10,717	8,891	11,656	11,500
Fuel surcharge	30,654	35,334	38,256	37,444
Total revenue	327,581	376,899	461,589	447,013
Operating expenses:				
Salaries, wages and employee benefits	82,344	90,614	114,776	119,695
Fuel	33,376	31,359	38,931	37,431
Operations and maintenance	34,563	40,465	51,494	55,012
Communications	699	807	920	908
Purchased freight	117,724	141,582	170,548	158,749
Administrative expense	12,137	13,077	16,075	17,096
Sales and marketing	636	651	1,007	1,075
Taxes and licenses	3,694	3,890	4,681	4,909
Insurance and claims	9,184	10,428	12,738	13,476
Acquisition transaction expenses	440	1,402	601	241
Depreciation and amortization	25,182	31,766	36,800	37,334
(Gain) loss on disposition of equipment	(155)	(490)	(899)	(1,692)
Impairment	—	2,840	—	11,050
Total operating expenses	319,824	368,391	447,672	455,284
Total other expense	8,936	9,569	11,066	13,449
Provision (benefit) for income taxes	(382)	(14,546)	670	(1,664)
Net income (loss)	(797)	13,485	2,181	(20,056)
Less dividends to preferred stockholders	(1,239)	(1,239)	(1,239)	(1,239)
Net income (loss) attributable to common stockholders	\$ (2,036)	\$ 12,246	\$ 942	\$ (21,295)
Net income (loss) per common share - Basic	\$ (0.04)	\$ 0.20	\$ 0.01	\$ (0.33)
Net income (loss) per common share - Diluted	\$ (0.04)	\$ 0.20	\$ 0.01	\$ (0.33)

DASEKE, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

	2017 Quarter Ended			
	Mar. 31	June. 30	Sep. 30	Dec. 31
	(In thousands)			
Revenue:				
Freight	\$ 125,555	\$ 149,654	\$ 171,245	\$ 186,310
Brokerage	20,869	28,656	34,198	37,220
Logistics	—	2,700	7,871	11,503
Fuel surcharge	14,010	16,313	18,008	22,192
Total revenue	160,434	197,323	231,322	257,225
Operating expenses:				
Salaries, wages and employee benefits	50,121	58,186	64,955	76,734
Fuel	19,223	20,466	24,734	29,326
Operations and maintenance	23,224	28,967	35,132	31,067
Communications	404	549	539	653
Purchased freight	37,586	49,760	61,598	76,310
Administrative expense	7,378	8,022	8,619	9,214
Sales and marketing	383	555	488	539
Taxes and licenses	2,281	2,611	2,963	3,200
Insurance and claims	4,123	5,042	6,351	8,446
Acquisition transaction expenses	445	1,037	773	1,122
Depreciation and amortization	16,315	17,638	19,805	23,105
(Gain) loss on disposition of equipment	(200)	26	(339)	(187)
Total operating expenses	161,283	192,859	225,618	259,529
Total other expense	9,667	6,387	8,516	7,731
Provision (benefit) for income taxes	(2,770)	2,184	(2,862)	(48,834)
Net income (loss)	(7,746)	(4,107)	50	38,799
Less dividends to preferred stockholders	(806)	(1,693)	(1,225)	(1,240)
Net loss available to common stockholders	\$ (8,552)	\$ (5,800)	\$ (1,175)	\$ 37,559
Net loss per common share - Basic	\$ (0.32)	\$ (0.15)	\$ (0.03)	\$ 0.82
Net loss per common share - Diluted	\$ (0.32)	\$ (0.15)	\$ (0.03)	\$ 0.62

## CORPORATE INFORMATION

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### Stock Exchange Listing

NASDAQ Capital Market: DSKE

### Corporate Headquarters

15455 Dallas Parkway, Suite 550  
Addison, TX 75001  
(972) 248-0412

For more information, please visit  
[www.daseke.com](http://www.daseke.com)

### Stock Transfer Agent and Registrar

Please direct general questions about shareholder accounts, stock certificates, transfer of shares or duplicate mailings to Daseke's transfer agent:

#### Continental Stock Transfer & Trust Company

1 State Street  
30th Floor  
New York, NY 10004  
(800) 509-5586  
Email: [cstmail@continentalstock.com](mailto:cstmail@continentalstock.com)

### Independent Auditor

Grant Thornton LLP

### Annual Meeting

The Annual Meeting of Shareholders will be held on August 20, 2019, at 2:00 p.m. CDT at 15650 Addison Road, Addison, TX 75001.

### Financial Information Requests

To receive additional copies of our Annual Report on Form 10-K as filed with the SEC or to obtain other Daseke information, please contact Investor Relations at [investorrelations@daseke.com](mailto:investorrelations@daseke.com).

### Annual Report on Form 10-K

Our Annual Report on Form 10-K, filed with the SEC is included herein, excluding all exhibits. We will send shareholders copies of the exhibits to our Annual Report on Form 10-K and any of our corporate governance documents, free of charge, upon request.

Note that these documents, along with further information about our company, board of directors, management team and contact details, are available on our website at [www.daseke.com](http://www.daseke.com).



15455 Dallas Parkway, Suite 550  
Addison, TX 75001  
[www.daseke.com](http://www.daseke.com)



