
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
FORM 10-Q**

- ☒ **QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**
For the Quarterly Period Ended March 31, 2013
- ☐ **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: 000-23189

C.H. ROBINSON WORLDWIDE, INC.
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

41-1883630
(I.R.S. Employer
Identification No.)

14701 Charlson Road, Eden Prairie, Minnesota
(Address of principal executive offices)

55347-5088
(Zip Code)

952-937-8500

Registrant's telephone number, including area code

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 and posted on its corporate website, if any, every Interactive Data File required to be submitted and posted 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 and post such files). Yes ☒ No ☐

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

Large accelerated filer	<input checked="" type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/>	Smaller reporting company	<input type="checkbox"/>

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

As of May 2, 2013, the number of shares outstanding of the registrant's Common Stock, par value \$.10 per share, was 160,559,398.

C.H. ROBINSON WORLDWIDE, INC.
TABLE OF CONTENTS

PART I. Financial Information

Item 1.	Financial Statements (Unaudited)	3
	Condensed Consolidated Balance Sheets as of March 31, 2013 and December 31, 2012	3
	Condensed Consolidated Statements of Operations and Comprehensive Income for the Three Months Ended March 31, 2013 and 2012	4
	Condensed Consolidated Statements of Cash Flows for the Three Months Ended March 31, 2013 and 2012	5
	Notes to Condensed Consolidated Financial Statements	6
Item 2.	Management's Discussion and Analysis of Financial Condition and Results of Operations	12
Item 3.	Quantitative and Qualitative Disclosures About Market Risk	18
Item 4.	Controls and Procedures	19

PART II. Other Information

Item 1.	Legal Proceedings	20
Item 1A.	Risk Factors	20
Item 2.	Unregistered Sales of Equity Securities and Use of Proceeds	20
Item 3.	Defaults on Senior Securities	20
Item 4.	Mine Safety Disclosures	20
Item 5.	Other Information	21
Item 6.	Exhibits	21

PART I - FINANCIAL INFORMATION
ITEM 1. FINANCIAL STATEMENTS

C.H. ROBINSON WORLDWIDE, INC.
Condensed Consolidated Balance Sheets
(unaudited)

<u>(In thousands, except per share data)</u>	March 31, 2013	December 31, 2012
ASSETS		
Current assets:		
Cash and cash equivalents	\$ 159,900	\$ 210,019
Receivables, net of allowance for doubtful accounts of \$35,363 and \$34,560	1,469,826	1,412,136
Deferred tax asset	9,465	11,780
Prepaid expenses and other	51,388	38,355
Total current assets	1,690,579	1,672,290
Property and equipment, net	150,896	149,851
Goodwill	825,201	822,215
Other intangible assets, net	132,248	137,411
Other assets	31,636	22,458
Total assets	\$ 2,830,560	\$ 2,804,225
LIABILITIES AND STOCKHOLDERS' INVESTMENT		
Current liabilities:		
Accounts payable	\$ 701,770	\$ 639,460
Outstanding checks	56,959	68,016
Accrued expenses:		
Compensation and profit-sharing contribution	52,400	103,343
Income taxes	9,964	121,581
Other accrued liabilities	37,705	46,171
Current portion of debt	390,629	253,646
Total current liabilities	1,249,427	1,232,217
Noncurrent income taxes payable	20,402	20,590
Deferred tax liabilities	70,101	45,113
Other long term liabilities	945	1,933
Total liabilities	1,340,875	1,299,853
Stockholders' investment:		
Preferred stock, \$.10 par value, 20,000 shares authorized; no shares issued or outstanding	—	—
Common stock, \$.10 par value, 480,000 shares authorized; 178,676 and 178,695 shares issued, 160,565 and 161,327 outstanding	16,057	16,133
Additional paid-in capital	292,629	303,479
Retained earnings	2,265,084	2,218,229
Accumulated other comprehensive loss	(11,574)	(9,345)
Treasury stock at cost (18,111 and 17,368 shares)	(1,072,511)	(1,024,124)
Total stockholders' investment	1,489,685	1,504,372
Total liabilities and stockholders' investment	\$ 2,830,560	\$ 2,804,225

See accompanying notes to the condensed consolidated financial statements.

C.H. ROBINSON WORLDWIDE, INC.
Condensed Consolidated Statements Of Operations and Comprehensive Income
(unaudited)

<u>(In thousands, except per share data)</u>	Three Months Ended March 31,	
	2013	2012
Revenues:		
Transportation	\$ 2,603,182	\$ 2,176,797
Sourcing	387,852	359,730
Payment Services	3,233	15,587
Total revenues	2,994,267	2,552,114
Costs and expenses:		
Purchased transportation and related services	2,181,930	1,809,581
Purchased products sourced for resale	356,006	327,787
Purchased payment services	609	—
Personnel expenses	212,645	183,438
Selling, general, and administrative expenses	74,371	61,763
Total costs and expenses	2,825,561	2,382,569
Income from operations	168,706	169,545
Investment and other (expense) income	(60)	214
Income before provision for income taxes	168,646	169,759
Provision for income taxes	65,303	63,259
Net income	103,343	106,500
Other comprehensive (loss) income	(2,229)	227
Comprehensive income	\$ 101,114	\$ 106,727
Basic net income per share	\$ 0.64	\$ 0.65
Diluted net income per share	\$ 0.64	\$ 0.65
Basic weighted average shares outstanding	160,637	162,693
Dilutive effect of outstanding stock awards	53	330
Diluted weighted average shares outstanding	160,690	163,023

See accompanying notes to the condensed consolidated financial statements.

C.H. ROBINSON WORLDWIDE, INC
Condensed Consolidated Statements of Cash Flows
(unaudited)

<u>(In thousands)</u>	Three months ended March 31,	
	2013	2012
OPERATING ACTIVITIES		
Net income	\$ 103,343	\$ 106,500
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	13,807	8,417
Provision for doubtful accounts	2,293	4,846
Stock-based compensation	5,115	9,766
Deferred income taxes	27,303	4,152
Loss on sale/disposal of assets	35	18
Other long-term liabilities	5	192
Changes in operating elements, net of effects of acquisitions:		
Receivables	(74,267)	(60,588)
Prepaid expenses and other	(12,158)	800
Accounts payable and outstanding checks	51,238	43,138
Accrued compensation and profit-sharing contribution	(49,920)	(69,664)
Accrued income taxes	(111,805)	37,936
Other accrued liabilities	(13,039)	(8,429)
Net cash (used for) provided by operating activities	(58,050)	77,084
INVESTING ACTIVITIES		
Purchases of property and equipment	(8,745)	(9,888)
Purchases and development of software	(1,432)	(3,932)
Other	43	4
Net cash used for investing activities	(10,134)	(13,816)
FINANCING ACTIVITIES		
Proceeds from stock issued for employee benefit plans	7,403	7,628
Stock tendered for payment of withholding taxes	(46,933)	(7,129)
Payment of contingent purchase price	(927)	(11,613)
Repurchase of common stock	(44,980)	(65,490)
Cash dividends	(56,473)	(54,725)
Excess tax benefit on stock-based compensation	23,554	5,999
Proceeds from short-term borrowings	1,008,000	—
Payments on short-term borrowings	(871,017)	—
Net cash provided by (used for) financing activities	18,627	(125,330)
Effect of exchange rates on cash	(562)	(242)
Net decrease in cash and cash equivalents	(50,119)	(62,304)
Cash and cash equivalents, beginning of period	210,019	373,669
Cash and cash equivalents, end of period	\$ 159,900	\$ 311,365

See accompanying notes to the condensed consolidated financial statements.

C.H. ROBINSON WORLDWIDE, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

NOTE 1: GENERAL

Basis of Presentation - C.H. Robinson Worldwide, Inc. and our subsidiaries (“the company,” “we,” “us,” or “our”) are a global provider of transportation services and logistics solutions through a network of 276 branch offices operating in North America, Europe, Asia, South America, and Australia. The consolidated financial statements include the accounts of C.H. Robinson Worldwide, Inc. and our majority owned and controlled subsidiaries. Our minority interests in subsidiaries are not significant. All intercompany transactions and balances have been eliminated in the consolidated financial statements.

The condensed consolidated financial statements, which are unaudited, have been prepared pursuant to the rules and regulations of the Securities and Exchange Commission (“SEC”). In our opinion, these financial statements include all adjustments (consisting only of normal recurring adjustments) necessary for a fair presentation of the financial statements for the interim periods presented. Interim results are not necessarily indicative of results for a full year.

Consistent with SEC rules and regulations, we have condensed or omitted certain information and footnote disclosures normally included in financial statements prepared in accordance with accounting principles generally accepted in the United States. You should read the condensed consolidated financial statements and related notes in conjunction with the consolidated financial statements and notes in our Annual Report on Form 10-K for the year ended December 31, 2012.

NOTE 2: GOODWILL AND OTHER INTANGIBLE ASSETS

The change in the carrying amount of goodwill is as follows (in thousands):

Balance, December 31, 2012	\$	822,215
Phoenix Acquisition - measurement period adjustment		3,732
Foreign currency translation		(746)
Balance, March 31, 2013	\$	825,201

A summary of our other intangible assets, with finite lives, which include primarily customer relationships and non-competition agreements, is as follows (in thousands):

	March 31, 2013	December 31, 2012
Gross	\$ 149,644	\$ 149,644
Accumulated amortization	(19,271)	(14,108)
Net	\$ 130,373	\$ 135,536

Other intangible assets, with indefinite lives, are as follows (in thousands):

	March 31, 2013	December 31, 2012
Trademarks	\$ 1,875	\$ 1,875

Amortization expense for other intangible assets was (in thousands):

	Three months ended March 31, 2013	2012
Amortization expense	\$ 5,047	\$ 842

Intangible assets at March 31, 2013 will be amortized over the next eight years, and that expense is as follows (in thousands):

Remainder of 2013	\$	14,995
2014		18,719
2015		16,939
2016		16,922
2017		16,827
Thereafter		45,971
Total	\$	130,373

NOTE 3: FAIR VALUE MEASUREMENT

Accounting guidance on fair value measurements for certain financial assets and liabilities requires that assets and liabilities carried at fair value be classified and disclosed in one of the following three categories:

- 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 hierarchy is determined based on the lowest level of input that is significant to the fair value measurement.

The following table presents information as of December 31, 2012, about our financial assets and liabilities that are measured at fair value on a recurring basis, according to the valuation techniques we used to determine their fair values (in thousands).

	Level 1	Level 2	Level 3	Total Fair Value
December 31, 2012				
Contingent purchase price related to acquisitions	—	—	922	922
Total liabilities at fair value	\$ —	\$ —	\$ 922	\$ 922

In measuring the fair value of the contingent payment liability, we used an income approach that considers the expected future earnings of the acquired businesses and the resulting contingent payments, discounted at a risk-adjusted rate.

The table below sets forth a reconciliation of our beginning and ending Level 3 financial liability balance (in thousands). We had no Level 3 liabilities as of March 31, 2013.

	Three months ended March 31,	
	2013	2012
Balance, beginning of period	\$ 922	\$ 13,070
Payments of contingent purchase price	(927)	(11,613)
Total unrealized losses included in earnings	5	(192)
Balance, end of period	\$ —	\$ 1,265

NOTE 4. FINANCING ARRANGEMENTS

On October 29, 2012, we entered into a senior unsecured revolving credit facility for up to \$500 million with a \$500 million accordion feature (the "Credit Agreement"), with a syndicate of financial institutions led by U. S. Bank. The purpose of this facility was to partially fund the acquisition of Phoenix International Freight Services, Ltd. ("Phoenix") and will allow us to continue to fund working capital, capital expenditures, dividends, and share repurchases. The Credit Agreement expires on October 29, 2017.

As of March 31, 2013, we had \$390.0 million in borrowings outstanding under the Credit Agreement which is classified as a current liability on the consolidated balance sheet. We consider these borrowings to be a Level 2 financial liability and therefore, the recorded amount of borrowings outstanding approximates fair value because of the short maturity period of the debt.

Borrowings under the Credit Agreement generally bear interest at a variable rate equal to (i) LIBOR plus 1.00% , or (ii) the base rate (which is the highest of (a) the administrative agent's prime rate, (b) the federal funds rate plus 0.50% , or (c) the sum of 1.00% plus one-month LIBOR plus a specified margin). In addition, there is a commitment fee on the average daily undrawn sated amount under each letter of credit issued under the facility. The weighted average interest rate incurred on borrowings during the quarter ended March 31, 2013 was approximately 1.3% and at March 31, 2013 was approximately 1.2% .

The Credit Agreement contains various restrictions and covenants. Among other requirements, we may not permit our leverage ratio, as of the end of each of our fiscal quarters, of (i) Consolidated Funded Indebtedness to (ii) Consolidated Total Capitalization, to be greater than 0.65 to 1.00 . We were in compliance with the debt covenants as of March 31, 2013.

The Credit Agreement also contains customary events of default. If an event of default under the Credit Agreement occurs and is continuing, then the administrative agent may declare any outstanding obligations under the Credit Agreement to be immediately due and payable. In addition, if we become the subject of voluntary or involuntary proceedings under any bankruptcy, insolvency or similar law, then any outstanding obligations under the Credit Agreement will automatically become immediately due and payable.

NOTE 5: INCOME TAXES

C.H. Robinson Worldwide, Inc. and its 80 percent (or more) owned U.S. subsidiaries file a consolidated federal income tax return. We file unitary or separate state returns based on state filing requirements. With few exceptions, we are no longer subject to audits of U.S. federal, state and local, or non-U.S. income tax returns before 2006.

Our effective tax rate for the three months ended March 31, 2013 and 2012 were 38.7% and 37.3% , respectively. The effective income tax rate for both periods is greater than the statutory federal income tax rate primarily due to state income taxes, net of federal benefit.

NOTE 6: STOCK AWARD PLANS

Stock-based compensation cost is measured at the grant date based on the value of the award and is recognized as expense as it vests. A summary of our total compensation expense recognized in our consolidated statements of operations and comprehensive income for stock-based compensation is as follows (in thousands):

	Three months ended March 31,	
	2013	2012
Stock options	\$ 301	\$ 502
Stock awards	3,902	8,298
Company expense on ESPP discount	912	966
Total stock based compensation expense	\$ 5,115	\$ 9,766

Our 1997 Omnibus Stock Plan allows us to grant certain stock awards, including stock options at fair market value and restricted shares and units, to our key employees and outside directors. A maximum of 28,000,000 shares can be granted under this plan; approximately 3,619,013 shares were available for stock awards as of March 31, 2013 . Awards that expire or are canceled without delivery of shares generally become available for issuance under the plans. We plan to submit a new equity incentive plan for shareholder approval at our Annual Meeting of Stockholders on May 9, 2013.

Stock Options - We have awarded performance-based stock options to certain key employees. These options are subject to certain vesting requirements over a five -year period, based on the company's earnings growth. Any options remaining unvested at the end of the five-year vesting period are forfeited to the company. Although participants can exercise options via a stock swap exercise, we do not issue reloads (restoration options) on the grants from 2011 and 2012.

The fair value of these options is established based on the market price on the date of grant, discounted for post-vesting holding restrictions, calculated using the Black-Scholes option pricing model. Changes in measured stock price volatility and interest rates are the primary reasons for changes in the discount. These grants are being expensed based on the terms of the awards. As

of March 31, 2013, unrecognized compensation expense related to stock options was \$25.8 million. The amount of future expense to be recognized will be based on the company's earnings growth and certain other conditions.

Restricted Stock Awards - We have awarded performance-based restricted shares and restricted units to certain key employees and non-employee directors. These restricted shares and restricted units are subject to certain vesting requirements over a five-year period, based on the company's earnings growth. The awards also contain restrictions on the awardees' ability to sell or transfer vested shares or units for a specified period of time. The fair value of these shares is established based on the market price on the date of grant, discounted for post-vesting holding restrictions. The discounts have varied from 12 percent to 22 percent and are calculated using the Black-Scholes option pricing model - protective put method. Changes in measured stock price volatility and interest rates are the primary reasons for changes in the discount. These grants are being expensed based on the terms of the awards.

We have also awarded restricted shares and units to certain key employees that vest primarily based on their continued employment. The value of these awards is established by the market price on the date of the grant and is being expensed over the vesting period of the award.

We have also issued to certain key employees and non-employee directors restricted units which are fully vested upon issuance. These shares and units contain restrictions on the awardees' ability to sell or transfer vested shares or units for a specified period of time. The fair value of these shares is established using the same method discussed above. These grants have been expensed during the year they were earned.

As of March 31, 2013, there is unrecognized compensation expense of \$141.7 million related to previously granted restricted shares and units. The amount of future expense to be recognized will be based on the company's earnings growth and certain other conditions.

Employee Stock Purchase Plan - Our 1997 Employee Stock Purchase Plan allows our employees to contribute up to \$10,000 of their annual cash compensation to purchase company stock. Purchase price is determined using the closing price on the last day of the quarter discounted by 15 percent. Shares are vested immediately. The following is a summary of the employee stock purchase plan activity (dollar amounts in thousands):

Three months ended March 31, 2013					
Shares purchased by employees		Aggregate cost to employees		Expense recognized by the company	
102,244	\$	5,168	\$	912	

NOTE 7: LITIGATION

We are not subject to any pending or threatened litigation other than routine litigation arising in the ordinary course of our business operations, including eight contingent auto liability cases. For such legal proceedings, we have accrued an amount that reflects the aggregate liability deemed probable and estimable, but this amount is not material to our consolidated financial position, results of operations, or cash flows. Because of the preliminary nature of many of these proceedings, the difficulty in ascertaining the applicable facts relating to many of these proceedings, the inconsistent treatment of claims made in many of these proceedings, and the difficulty of predicting the settlement value of many of these proceedings, we are not able to estimate an amount or range of any reasonably possible additional losses. However, based upon our historical experience, the resolution of these proceedings is not expected to have a material effect on our consolidated financial position, results of operations, or cash flows.

NOTE 8: ACQUISITIONS AND DIVESTITURES

On November 1, 2012, we acquired all of the outstanding stock of Phoenix International Freight Services, Ltd. for the purpose of expanding our current market presence and service offerings in international freight forwarding. Total purchase consideration was \$676.4 million, net of estimated post-closing cash and working capital adjustments, in accordance with the purchase agreement. The acquisition price was financed with \$60.2 million in newly-issued common stock (representing 1.1 million shares), borrowings under the revolving credit facility of approximately \$173.0 million discussed in Note 4, and the remainder with cash on-hand.

The following is a preliminary summary of the allocation of purchase consideration to the estimated fair value of net assets for the acquisition of Phoenix (in thousands):

Cash and cash equivalents	\$	75,372
Receivables		125,595
Other current assets		8,929
Property and equipment		12,160
Identifiable intangible assets		130,000
Goodwill		451,609
Other noncurrent assets		15,596
Total assets	\$	819,261
Accounts payable	\$	(45,367)
Accrued expenses		(14,340)
Other liabilities		(83,155)
Estimated net assets acquired	\$	676,399

Identifiable intangible assets and estimated useful lives are as follows (dollars in thousands):

		Estimated Life (years)
Customer relationships	\$ 129,800	8
Noncompete agreements	200	5
Total identifiable intangible assets	\$ 130,000	

The Phoenix goodwill is a result of acquiring and retaining the Phoenix existing workforce and expected synergies from integrating their business into C.H. Robinson. The goodwill will not be deductible for tax purposes. Purchase accounting is considered preliminary, subject to revision, mainly with respect to certain working capital accounts, taxes, and goodwill, as final information was not available as of March 31, 2013. We do not expect any revisions to the preliminary allocation of purchase price to have a material impact on our consolidated financial statements.

The measurement period adjustments during the first quarter of 2013 to the previously recorded opening balances relate primarily to changes in the allocation of purchase consideration to certain accounts based on continued resolution of certain working capital adjustments with the selling shareholders. The adjustments in first quarter of 2013 resulted in a \$1.5 million increase in receivables, a \$3.7 million increase in goodwill, and a \$10.6 million increase in other assets. The measurement period adjustments were recorded prospectively as they are not considered material to the consolidated financial statements at December 31, 2012.

On an unaudited pro forma basis, assuming the Phoenix acquisition had closed January 1, 2011, the combined results of C.H. Robinson and Phoenix would have resulted in revenues of \$11.2 billion for the year ended December 31, 2011, and \$12.1 billion for the year ended December 31, 2012, operating income of \$729.6 million and \$707.4 million, and net income of \$445.8 million and \$610.7 million during those same periods, respectively.

The 2012 pro forma financial information includes adjustments for additional amortization expense on identifiable intangible assets of \$13.6 million and incremental interest expense of \$2.2 million, eliminating non-recurring transactional professional fees of \$18.5 million and contractual changes in compensation of \$6.5 million, and tax effect impact of \$6.9 million based on our consolidated effective tax rate.

The 2011 pro forma financial information includes adjustments for additional amortization expense on identifiable intangible assets of \$16.3 million and incremental interest expense of \$2.6 million, eliminating non-recurring contractual changes in compensation related expenses of \$4.1 million, and tax effect impact of \$1.8 million based on our consolidated effective tax rate.

For the quarter ended March 31, 2012, on an unaudited pro forma basis, assuming the Phoenix acquisition had closed on January 1, 2011, the combined results of C.H. Robinson and Phoenix would have resulted in revenues of \$2.2 billion, operating

income of \$173.9 million , and net income of \$107.7 million . The first quarter 2012 pro forma financial information includes adjustments including additional amortization expense on identifiable intangible assets of \$4.1 million and incremental interest expense of \$0.7 million , and tax effect impact of \$1.3 million based on our consolidated effective tax rate.

The pro forma consolidated financial information was prepared for comparative purposes only and includes certain adjustments, as noted above. The adjustments are estimates based on currently available information and actual amounts may have differed materially from these estimates. They do not reflect the effect of costs or synergies that would have been expected to result from the integration of the acquisition. The pro forma information does not purport to be indicative of the results of operations that actually would have resulted had the acquisition occurred at the beginning of each period presented or of future results of the consolidated entity. The results of operations and financial condition of Phoenix has been included in our consolidated financial statements since the acquisition date of November 1, 2012.

On October 16, 2012, we sold substantially all of the operations of our subsidiary, T-Chek Systems, Inc. ("T-Chek"), which represented a majority of our Payment Services business, to Electronic Funds Source, LLC ("EFS") for \$302.5 million in cash, subject to post-closing adjustments. EFS acquired the assets and assumed certain liabilities of T-Chek.

For the quarter ended March 31, 2012, on an unaudited pro forma basis, assuming the T-Chek divestiture had closed on January 1, 2011, the results of C.H. Robinson excluding T-Chek would have resulted in revenues of \$2.5 billion , operating income of \$163.9 million , and net income of \$103.0 million .

We recorded a gain on the sale of the assets and liabilities of approximately \$281.6 million during the fourth quarter of 2012. In conjunction with the sale, we entered into two ten-year agreements with EFS: a money transfer services agreement and a MasterCard services agreement. These agreements for ongoing activities between us and EFS are expected to result in significant continuing cash outflows. Consequently, the sale of T-Chek's assets and liabilities did not result in the operating results of T-Chek being accounted for as a discontinued operation.

On October 1, 2012, we acquired all of the outstanding stock of the operating subsidiaries of Apreo Logistics S.A. ("Apreo"), a leading freight forwarder based in Warsaw, Poland, for the purpose of expanding our current market presence and service offerings in Europe. The total purchase price of Apreo was approximately \$26.5 million , which was paid in cash and is subject to post-closing adjustments. We recorded \$17.4 million of goodwill and other intangible assets related to this acquisition. The goodwill will not be deductible for tax purposes. The results of operations and financial condition of Apreo have been included in our consolidated financial statements since its acquisition date. The results of our operations for 2012 were not materially impacted by this acquisition.

NOTE 9: CHANGES IN ACCUMULATED OTHER COMPREHENSIVE LOSS

Accumulated other comprehensive loss is included in the Stockholders' investment on our condensed consolidated balance sheet. The recorded balance, net of taxes, at March 31 , 2013 and December 31, 2012 was \$11.6 million and \$9.3 million , respectively. Accumulated other comprehensive loss is comprised solely of foreign currency translation adjustment at March 31, 2013 and December 31, 2012.

In February 2013, the Financial Accounting Standards Board issued guidance on the reporting of amounts reclassified out of accumulated other comprehensive income (loss). This guidance requires an entity to report the effect of significant reclassifications out of accumulated other comprehensive income on the respective line items in net income if the amount being reclassified is required to be reclassified in its entirety to net income. Entities may present this information either on the face of the statement where net income is presented or in the notes. This guidance was effective for the Company on January 1, 2013, and is to be applied prospectively. The guidance required additional disclosures, however it did not impact our results of operations, financial position or cash flows. During the quarter ended March 31, 2013, no amounts of accumulated other comprehensive loss were reclassified into net income.

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

You should read the following discussion of our financial condition and results of operations in conjunction with our condensed consolidated financial statements and related notes.

FORWARD-LOOKING INFORMATION

Our quarterly report on Form 10-Q, including this discussion and analysis of our financial condition and results of operations and our disclosures about market risk, contains certain “forward-looking statements”. These statements represent our expectations, beliefs, intentions, or strategies concerning future events that, by their nature, involve risks and uncertainties. Forward looking statements include, among others, statements about our future performance, the continuation of historical trends, the sufficiency of our sources of capital for future needs, the effects of acquisitions or dispositions, the expected impact of recently issued accounting pronouncements, and the outcome or effects of litigation. Risks that could cause actual results to differ materially from our current expectations include changes in economic conditions; changes in market demand and pressures on the pricing for our services; competition and growth rates within the third party logistics industry; freight levels and increasing costs and availability of truck capacity or alternative means of transporting freight; changes in relationships with existing contracted truck, rail, ocean, and air carriers; changes in our customer base due to possible consolidation among our customers; our ability to successfully integrate the operations of acquired companies with our historic operations; risks associated with litigation, including contingent auto liability and insurance coverage; risks associated with operations outside of the U.S.; risks associated with the potential impacts of changes in government regulations; risks associated with the produce industry, including food safety and contamination issues; fuel price increases or shortages; the impact of war on the economy; and other risks and uncertainties detailed in our Annual and Quarterly Reports. Therefore, actual results may differ materially from our expectations based on these and other risks and uncertainties, including those described in Item 1A. Risk Factors of our Annual Report on Form 10-K for the year ended December 31, 2012, filed with the Securities and Exchange Commission on March 31, 2013.

Any forward-looking statement speaks only as of the date on which such statement is made, and we undertake no obligation to update such statement to reflect events or circumstances arising after such date.

OVERVIEW

Our company. We are a global provider of transportation services and logistics solutions, operating through a network of branch offices in North America, Europe, Asia, South America, and Australia. As a third party logistics provider, we cultivate contractual relationships with a wide variety of transportation companies, and utilize those relationships to efficiently and cost effectively transport our customers' freight. We have contractual relationships with approximately 56,000 transportation companies, including motor carriers, railroads (primarily intermodal service providers), air freight, and ocean carriers. Depending on the needs of our customer and their supply chain requirements, we select and hire the appropriate transportation for each shipment. Our model enables us to be flexible, provide solutions that optimize service for our customers, and minimize our asset utilization risk.

In addition to transportation and logistics services, we also offer fresh produce sourcing and fee-based payment services. Our Sourcing business is the buying, selling, and marketing of fresh produce. We purchase fresh produce through our network of produce suppliers and sell it to retail grocers and restaurant chains, produce wholesalers and foodservice providers. In some cases, we also arrange the transportation of the produce we sell through our relationships with specialized transportation companies. Those revenues are reported as Transportation revenues. Historically, our Payment Services business consisted primarily of our subsidiary T-Chek, which provided a variety of management and business intelligence services to motor carrier companies and to fuel distributors. On October 16, 2012, we sold substantially all of the assets and transferred certain liabilities of T-Chek to EFS. We expect to continue to generate Payment Services revenues of approximately \$3 million per quarter from the T-Chek cash advance option we offer our contracted carriers.

Our business model. We are primarily a service company. We add value and expertise in the procurement and execution of transportation and logistics, including sourcing of produce products for our customers. Our total revenues represent the total dollar value of services and goods we sell to our customers. Our net revenues are our total revenues less purchased transportation and related services, including contracted motor carrier, rail, ocean, air, and other costs, and the purchase price and services related to the products we source. Our net revenues are the primary indicator of our ability to source, add value, and sell services and products that are provided by third parties, and we consider them to be our primary performance measurement. Accordingly, the discussion of our results of operations below focuses on the changes in our net revenues.

We keep our business model as variable as possible to allow us to be flexible and adapt to changing economic and industry conditions. We sell transportation services and produce to our customers with varied pricing arrangements. Some prices are committed to for a period of time, subject to certain terms and conditions, and some prices are set on a spot market basis. We buy most of our truckload transportation capacity and produce on a spot market basis. Because of this, our net revenue per transaction tends to increase in times when there is excess supply and decrease in times when demand is strong relative to supply. We also keep our personnel and other operating expenses as variable as possible. Compensation is performance-oriented and, for most employees in the branch network, based on the profitability of their individual branch office.

In addition, we do not have pre-committed targets for headcount. Our personnel decisions are decentralized. Our branch managers determine the appropriate number of employees for their offices, within productivity guidelines, based on their branch's volume of business. This helps keep our personnel expense as variable as possible with the business.

Our branch network. Our branch network is a competitive advantage. Building local customer and contract carrier relationships has been an important part of our success, and our worldwide network of offices supports our core strategy of serving customers locally, nationally, and globally. Our branch offices help us penetrate local markets, provide face-to-face service when needed, and recruit contract carriers. Our branch network also gives us knowledge of local market conditions, which is important in the transportation industry because it is market driven and very dynamic.

In October 2012, we acquired all of the outstanding stock of the operating subsidiaries of Apreo Logistics S.A. ("Apreo"), a leading freight forwarder based in Warsaw, Poland. This acquisition enhances our truckload capabilities in Europe. In November 2012, we acquired all of the outstanding stock of Phoenix International Freight Services, Ltd. ("Phoenix"), an international freight forwarder based in Chicago, Illinois. Phoenix has a strong track record and diverse customer base in the international freight forwarding industry. This acquisition expanded our global forwarding network.

Our branches work together to complete transactions and collectively meet the needs of our customers. For large multi-location customers, we often coordinate our efforts in one branch and rely on multiple branch locations to deliver specific geographic or modal needs. As an example, approximately 43 percent of our truckload shipments are shared transactions between branches. Our methodology of providing services is very similar across all branches. The majority of our global network operates on a common technology platform that is used to match customer needs with supplier capabilities, to collaborate with other branch locations, and to utilize centralized support resources to complete all facets of the transaction.

Our people. Because we are a service company, our continued success is dependent on our ability to continue to hire and retain talented, productive people, and to properly align our headcount and personnel expense with our business. Our headcount grew by 215 employees during the first quarter of 2013. Branch employees act as a team in their sales efforts, customer service, and operations. A significant portion of many of our branch employees' compensation is performance-oriented, based on individual performance and the profitability of their branch. We believe this makes our employees more service-oriented and focused on driving growth and maximizing office productivity. All of our managers and certain other employees who have significant responsibilities are eligible to receive equity awards because we believe these awards are an effective tool for creating long-term ownership and alignment between employees and our shareholders. Generally, these awards vest over five-year periods and also include performance-based requirements. In 2012, we also issued restricted equity awards that vest evenly over five years, starting on December 31, 2013.

Our customers. In 2012, we worked with more than 42,000 active customers, up from approximately 37,000 in 2011. We work with a wide variety of companies, ranging in size from Fortune 100 companies to small family businesses, in many different industries. Our customer base is very diverse and unconcentrated. Our top 100 customers represented approximately 34 percent of our total revenues and approximately 29 percent of our net revenues. Our largest customer was approximately 3.4 percent of our total revenues and approximately 2.2 percent of our total net revenues.

Our contracted carriers. Our contracted carrier base includes motor carriers, railroads (primarily intermodal service providers), air freight, and ocean carriers. In 2012, our carrier base was approximately 56,000, up from approximately 53,000 in 2011. Motor carriers that had fewer than 100 tractors transported approximately 82 percent of our truckload shipments in 2012. In our Transportation business, no single contracted carrier represents more than approximately two percent of our contracted carrier capacity.

Our goals. Since we became a publicly-traded company in 1997, our long-term compounded annual growth goal has been 15 percent for net revenues, income from operations, and earnings per share. Although there have been periods where we have not achieved these goals, over the period since 1997 we have exceeded this compounded growth goal in all three categories. Our expectation is that over time, we will continue to achieve our long-term goal of 15 percent growth, but that we will have periods in which we exceed that goal and periods in which we fall short. We expect to reach our long-term growth primarily through internal growth but acquisitions that fit our growth criteria and culture may also augment our growth.

RESULTS OF OPERATIONS

The following table summarizes our total revenues by service line:

	Three months ended March 31,		
	2013	2012	% change
Transportation	\$ 2,603,182	\$ 2,176,797	19.6 %
Sourcing	387,852	359,730	7.8 %
Payment Services	3,233	15,587	(79.3)%
Total	<u>\$ 2,994,267</u>	<u>\$ 2,552,114</u>	<u>17.3 %</u>

The following table illustrates our net revenue margins by services and products:

	Three months ended March 31,	
	2013	2012
Transportation	16.2%	16.9%
Sourcing	8.2%	8.9%
Payment Services	81.2%	100.0%
Total	<u>15.2%</u>	<u>16.3%</u>

The following table summarizes our net revenues by service line:

	Three months ended March 31,		
	2013	2012	% change
Transportation			
Truck	\$ 268,604	\$ 263,582	1.9 %
LTL ⁽¹⁾	58,491	51,827	12.9 %
Intermodal	9,101	9,711	(6.3)%
Ocean	42,488	15,761	169.6 %
Air	16,768	8,873	89.0 %
Customs	8,606	3,400	153.1 %
Other Logistics Services	17,194	14,062	22.3 %
Total Transportation	<u>421,252</u>	<u>367,216</u>	<u>14.7 %</u>
Sourcing	31,846	31,943	(0.3)%
Payment Services	2,624	15,587	(83.2)%
Total	<u>\$ 455,722</u>	<u>\$ 414,746</u>	<u>9.9 %</u>

(1) Less-than-truckload ("LTL")

The following table represents certain statements of operations data, shown as percentages of our net revenues:

	Three months ended March 31,	
	2013	2012
Net revenues	100.0%	100.0%
Operating expenses:		
Personnel expenses	46.7%	44.2%
Other selling, general, and administrative expenses	16.3%	14.9%
Total operating expenses	63.0%	59.1%
Income from operations	37.0%	40.9%
Investment and other income	—%	0.1%
Income before provision for income taxes	37.0%	40.9%
Provision for income taxes	14.3%	15.3%
Net income	22.7%	25.7%

Three Months Ended March 31, 2013 Compared to Three Months Ended March 31, 2012

Total revenues and direct costs. Our consolidated total revenues increased 17.3 percent in the first quarter of 2013 compared to the first quarter of 2012. Total Transportation revenues increased 19.6 percent to \$2.60 billion in the first quarter of 2013 from \$2.18 billion in the first quarter of 2012. This increase was driven by higher volumes in many of our transportation modes and increased pricing to our customers, including the impacts of higher fuel costs. Total purchased transportation and related services increased 20.6 percent in the first quarter of 2013 to \$2.18 billion from \$1.81 billion in the first quarter of 2012. This increase was due to higher volumes in many of our transportation modes and higher transportation costs, including the impacts of higher fuel costs. Our Sourcing revenue increased 7.8 percent to \$387.9 million in the first quarter of 2013 from \$359.7 million in the first quarter of 2012. Purchased products sourced for resale increased 8.6 percent in the first quarter of 2013 to \$356.0 million from \$327.8 million in the first quarter of 2012. These increases were primarily due to higher case volumes. Our Payment Services revenue decreased 79.3 percent to \$3.2 million in the first quarter of 2013 from \$15.6 million in the first quarter of 2012. The decrease was due to the sale of substantially all of our Payment Services business, T-Chek, to Electronic Funds Source, LLC on October 16, 2012.

Net revenues. Total Transportation net revenues increased 14.7 percent to \$421.3 million in the first quarter of 2013 from \$367.2 million in the first quarter of 2012. Our Transportation net revenue margin decreased to 16.2 percent in the first quarter of 2013 from 16.9 percent in the first quarter of 2012 largely driven by higher transportation costs and higher fuel costs, partially offset by an increase in transportation rates charged to our customers. While our different pricing arrangements with customers and contract carriers make it very difficult to measure the precise impact, we believe that fuel costs essentially act as a pass-through in our truckload business. Therefore, in times of higher fuel prices, our net revenue margin percentage decreases, as it did in the first quarter of 2013.

Our truckload net revenues increased 1.9 percent to \$268.6 million in the first quarter of 2013 from \$263.6 million in the first quarter of 2012. Truckload volumes increased approximately nine percent in the first quarter of 2013. We estimate that our acquisition of Apreo Logistics S.A. (“Apreo”), which was completed in October 2012, contributed approximately four percent to our volume growth in the first quarter of 2013. The Apreo business has a large number of short haul shipments in Poland. Truckload net revenue margin decreased in the first quarter of 2013 compared to the first quarter of 2012, due primarily to increased cost of capacity and an increase in fuel prices, partially offset by increased rates charged to our customers. Excluding the estimated impact of the change in fuel, on average, our truckload rates increased approximately 1.5 percent in the first quarter of 2013. Our truckload transportation costs increased approximately 2.5 percent, excluding the estimated impacts of the change in fuel.

Our LTL net revenues increased 12.9 percent to \$58.5 million in the first quarter of 2013 from \$51.8 million in the first quarter of 2012. LTL shipment volumes increased approximately 12 percent in the first quarter of 2013 compared to the first quarter of 2012.

Our intermodal net revenue decreased 6.3 percent to \$9.1 million in the first quarter of 2013 from \$9.7 million in the first quarter of 2012, was largely due to decreased net revenue margin and volume declines. Our net revenue margin decline was due to a change in our mix of business and increased cost of capacity.

Our ocean transportation net revenues increased 169.6 percent to \$42.5 million in the first quarter of 2013 from \$15.8 million in the first quarter of 2012. The increase was primarily due to our acquisition of Phoenix in November 2012.

Our air transportation net revenues increased 89.0 percent to \$16.8 million in the first quarter of 2013 from \$8.9 million in the first quarter of 2012. The increase was primarily due to our acquisition of Phoenix.

Our customs net revenues increased 153.1 percent to \$8.6 million in the first quarter of 2013 from \$3.4 million in 2012. The increase was primarily due to our acquisition of Phoenix.

Other logistics services net revenues, which include transportation management services, warehousing, and small parcel, increased 22.3 percent to \$17.2 million in the first quarter of 2013 from \$14.1 million in the first quarter of 2012. This increase was primarily due to transaction increases in our transportation management services.

Sourcing net revenues decreased 0.3 percent to \$31.8 million in the first quarter of 2013 from \$31.9 million in the first quarter of 2012. This decrease was primarily due to decreased net revenue margin, partially offset by increased volumes. Our net revenue margin decreased to 8.2 percent in the first quarter of 2013 from 8.9 percent in the first quarter of 2012.

Payment Services net revenues decreased 83.2 percent to \$2.6 million in the first quarter of 2013 from \$15.6 million in the first quarter of 2012. Approximately \$12.8 million of this decrease is due to the divestiture of T-Chek on October 16, 2012.

Operating expenses. Operating expenses increased 17.1 percent to \$287.0 million in the first quarter of 2013 from \$245.2 million in the first quarter of 2012. Operating expenses as a percentage of net revenues increased to 63.0 percent in the first quarter of 2013 from 59.1 percent in the first quarter of 2012. During the first quarter of 2013, operating expenses grew faster than net revenues primarily as a result of the impact of Phoenix operations. Phoenix has a higher operating expense to net revenue ratio than C.H. Robinson has historically experienced.

For the first quarter, personnel expenses increased 15.9 percent to \$212.6 million in 2013 from \$183.4 million in 2012. This was due to an increase in our average headcount of approximately 31 percent, related primarily to the acquisitions of Phoenix and Apreo in the fourth quarter of 2012. We estimate that our average headcount, excluding acquisitions, increased approximately nine percent in the first quarter of 2013 compared to 2012. In addition, during the first quarter of 2013, there was additional payroll tax of approximately \$3 million related to the delivery of previously vested restricted equity awards. The personnel expense increase was partially offset by declines in incentive plans that are designed to keep expenses variable with changes in net revenues and profitability. The increase in personnel expenses was also partially offset by the divestiture of T-Chek in October 2012.

For the first quarter, other selling, general, and administrative expenses increased 20.4 percent to \$74.4 million in 2013 from \$61.8 million in 2012. This increase was driven primarily by Phoenix operations, partially offset by the divestiture of T-Chek. For the first quarter, acquisition amortization expense increased to \$5.0 million in 2013 from \$0.8 million in 2012. This increase was driven by the amortization of the definite-lived intangible assets recorded in connection with the acquisition of Phoenix.

Income from operations. Income from operations decreased 0.5 percent to \$168.7 million in the first quarter of 2013 from \$169.5 million in the first quarter of 2012. This includes a decrease of approximately \$5.7 million related to the divestiture of T-Chek and also reflects an increase in operating expenses. The decrease in income from operations was partially offset by an increase in net revenues. Income from operations as a percentage of net revenues decreased to 37.0 percent in the first quarter of 2013 from 40.9 percent in the first quarter of 2012.

Investment and other (expense) income. Investment and other (expense) income decreased to a loss of \$0.1 million in the first quarter of 2013 compared to income of \$0.2 million in the first quarter of 2012. The change is due primarily to the interest expense related to the borrowings on our credit facility.

Provision for income taxes. Our effective income tax rate was 38.7 percent for the first quarter of 2013 and 37.3 percent for the first quarter of 2012. The effective income tax rate for both periods is greater than the statutory federal income tax rate primarily due to state income taxes, net of federal benefit.

Net income. Net income decreased 3.0 percent to \$103.3 million in the first quarter of 2013 from \$106.5 million in the first quarter of 2012. Basic and diluted net income per share decreased 1.5 percent to \$0.64 from \$0.65 .

LIQUIDITY AND CAPITAL RESOURCES

We have historically generated substantial cash from operations, which has enabled us to fund our growth while paying cash dividends and repurchasing stock. In 2012, we entered into a senior unsecured revolving credit facility to partially fund the acquisition of Phoenix. We also expect to use this credit facility to assist us in continuing to fund working capital, capital expenditures, dividends, and share repurchases. Cash and cash equivalents totaled \$159.9 million and \$210.0 million as of March 31, 2013 and December 31, 2012. Cash and cash equivalents held outside the United States totaled \$88.6 million and \$103.3 million as of March 31, 2013 and December 31, 2012. Working capital at March 31, 2013 and December 31, 2012 was \$441.2 million and \$440.1 million.

We prioritize our investments to grow the business, as we require some working capital and a relatively small amount of capital expenditures to grow. We are continually looking for acquisitions to redeploy our cash, but those acquisitions must fit our culture and enhance our growth opportunities. We continue to invest our cash with a focus on principal preservation. Our current interest-bearing cash and cash equivalents consist primarily of cash holdings and municipal money market funds. Our investment income related to cash and cash equivalents is down compared to last year due to the changes in the overall market yields of high-quality, short-term investments.

Cash flow from operating activities. We used \$58.1 million and generated \$77.1 million of cash flow from operations during the three months ended March 31, 2013 and 2012. During the first quarter of 2013, our cash flow from operations decreased 175.3 percent compared to a 3.0 percent decrease in net income. During the first quarter of 2013, we used \$111.8 million to fund the payment of income taxes, primarily related to the gain recognized on the divestiture of T-Chek.

Cash used for investing activities. We used \$10.1 million and \$13.8 million of cash in the first quarter of 2013 and 2012 for investing activities. This was primarily for investments in information technology equipment to support our operating systems, including the purchase and development of software. These information technology investments are intended to improve efficiencies and help grow the business.

Cash used for financing activities. We generated \$18.6 million and used \$125.3 million of cash flow for financing activities in the first quarter of 2013 and 2012.

In the first quarter of 2013, we had net borrowings of \$137.0 million. On October 29, 2012, we entered into a senior unsecured revolving credit facility for up to \$500 million with a \$500 million accordion feature, of which \$390.0 million was outstanding as of March 31, 2013. The purpose of this facility was to partially fund the acquisition of Phoenix and will assist us in continuing to fund working capital, capital expenditures, dividends, and share repurchases. Advances under the facility carry an interest rate based on our total funded debt to total capitalization, as measured at the end of each quarter, and are based on a spread over LIBOR for outstanding balances. In addition, there is a commitment fee on the average daily undrawn stated amount under each letter of credit issued under the facility. We were in compliance with all of the credit facility's debt covenants as of March 31, 2013.

We used \$56.5 million and \$54.7 million to pay cash dividends in the first quarter of 2013 and 2012. The increase in 2013 was due to an increase in our quarterly dividend rate to \$0.35 in 2013 from \$0.33 per share in 2012, partially offset by a decrease in outstanding shares.

We used \$46.9 million and \$7.1 million to acquire shares from employees to pay their withholding taxes resulting from the delivery of restricted equity in the first quarter of 2013 and 2012.

We used \$45.0 million and \$65.5 million on share repurchases in the first quarter of 2013 and 2012. The decrease in 2013 was due to a 20 percent decrease from the number of shares repurchased in 2012 and an 11 percent decrease in the average price per share repurchased. We are currently purchasing shares under the 2012 authorization of 10,000,000 shares. As of March 31, 2013, there were 9,955,888 shares remaining under this authorization. The number of shares we repurchase, if any, during future periods will vary based on our cash position, potential uses of our cash, and market conditions.

Assuming no change in our current business plan, management believes that our available cash, together with expected future cash generated from operations, and the amount available under our credit facility will be sufficient to satisfy our anticipated needs for working capital, capital expenditures, and cash dividends in future periods. We also believe we could obtain funds under lines of credit on short notice, if needed.

CRITICAL ACCOUNTING POLICIES AND ESTIMATES

Our condensed consolidated financial statements include accounts of the company and all majority-owned subsidiaries. The preparation of financial statements in conformity with accounting principles generally accepted in the United States requires management to make estimates and assumptions. In certain circumstances, those estimates and assumptions can affect amounts reported in the accompanying condensed consolidated financial statements and related footnotes. In preparing our financial statements, we have made our best estimates and judgments of certain amounts included in the financial statements, giving due consideration to materiality. We do not believe there is a great likelihood that materially different amounts would be reported related to the accounting policies described below. However, application of these accounting policies involves the exercise of judgment and use of assumptions as to future uncertainties and, as a result, actual results could differ from these estimates. Note 1 of the Notes to Consolidated Financial Statements in our Annual Report on Form 10-K for the year ended December 31, 2012, includes a summary of the significant accounting policies and methods used in the preparation of our consolidated financial statements. The following is a brief discussion of our critical accounting policies and estimates.

Revenue recognition. Total revenues consist of the total dollar value of goods and services purchased from us by customers. Net revenues are total revenues less the direct costs of transportation, products, and handling. We act principally as the service provider for these transactions and recognize revenue as these services are rendered or goods are delivered. At that time, our obligations to the transactions are completed and collection of receivables is reasonably assured. Most transactions in our Transportation and Sourcing businesses are recorded at the gross amount we charge our customers for the service we provide and goods we sell. In these transactions, we are the primary obligor, we have credit risk, we have discretion to select the supplier, and we have latitude in pricing decisions.

Additionally, in our Sourcing business, we take loss of inventory risk during shipment and have general inventory risk. Certain transactions in customs brokerage and transportation management are recorded at the net amount we charge our customers for the service we provide because many of the factors stated above are not present.

Valuations for accounts receivable. Our allowance for doubtful accounts is calculated based upon the aging of our receivables, our historical experience of uncollectible accounts, and any specific customer collection issues that we have identified. The allowance of \$35.4 million as of March 31, 2013 increased compared to the allowance of \$34.6 million as of December 31, 2012. This increase was primarily due to growth in our accounts receivable balance. We believe that the recorded allowance is sufficient and appropriate based on our customer aging trends, the exposures we have identified, and our historical loss experience.

Goodwill. We manage and report our operations as one operating segment. Our branches represent a series of components that are aggregated for the purpose of evaluating goodwill for impairment on an enterprise-wide basis. The fair value of the enterprise-wide reporting unit substantially exceeds the book value; therefore we have determined that there is no indication of goodwill impairment as of March 31, 2013.

Stock-based compensation. The fair value of each share-based payment award is established on the date of grant. For grants of restricted shares and restricted units, the fair value is established based on the market price on the date of the grant, discounted for post-vesting holding restrictions. The discounts have varied from 12 percent to 22 percent and are calculated using the Black-Scholes option pricing model. Changes in the measured stock price volatility and interest rates are the primary reason for changes in the discount. For grants of options, we use the Black-Scholes option pricing model to estimate the fair value of share-based payment awards. The determination of the fair value of share-based awards is affected by our stock price and a number of assumptions, including expected volatility, expected life, risk-free interest rate, and expected dividends.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

We had \$159.9 million of cash and investments on March 31, 2013, consisting entirely of cash and cash equivalents. Although these investments are subject to the credit risk of the issuer, we manage our investment portfolio to limit our exposure to any one issuer. Substantially all of the cash equivalents are in demand accounts with financial institutions. The primary market risks associated with these investments are liquidity risks.

We are a party to a credit agreement with various lenders consisting of a \$500 million revolving loan facility. Interest accrues on the revolving loan at variable rates based on LIBOR or "prime" plus the applicable add-on percentage as defined. At March 31, 2013, there was \$390.0 million outstanding on the revolving loan.

A hypothetical 100-basis-point change in the interest rate would not have a material effect on our earnings. We do not use derivative financial instruments to manage interest rate risk or to speculate on future changes in interest rates. A rise in interest rates could negatively affect the fair value of our investments. Market risk arising from changes in foreign currency exchange rates are not material due to the size of our international operations.

ITEM 4. CONTROLS AND PROCEDURES

(a) Evaluation of disclosure controls and procedures.

Under the supervision and with the participation of our management, including our Chief Executive Officer and Chief Financial Officer, we evaluated the effectiveness of the design and operation of our disclosure controls and procedures (as defined in Rule 13a-15(e) under the Securities Exchange Act of 1934 (the "Exchange Act"). Based upon that evaluation, the Chief Executive Officer and Chief Financial Officer concluded that, as of the end of the period covered by this report, our disclosure controls and procedures were effective.

(b) Changes in internal controls over financial reporting.

There were no changes that occurred during the most recent fiscal quarter that have materially affected, or are reasonably likely to materially affect the company's internal control over financial reporting.

As previously announced, we acquired Apreo and Phoenix during the fourth quarter of 2012. We have not fully evaluated any changes in internal control over financial reporting associated with these acquisitions and therefore any material changes that may result from these acquisitions have not been disclosed in this report. We intend to disclose all material changes resulting from these acquisitions within or prior to the time of our first annual assessment of internal control over financial reporting that is required to include these entities.

The results reported in this quarterly report include those of Apreo and Phoenix.

PART II - OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS

We are not subject to any pending or threatened litigation other than routine litigation arising in the ordinary course of our business operations. For such legal proceedings, we have accrued an amount that reflects the aggregate liability deemed probable and estimable, but this amount is not material to our consolidated financial position, results of operations or cash flows. Because of the preliminary nature of many of these proceedings, the difficulty in ascertaining the applicable facts relating to many of these proceedings, the inconsistent treatment of claims made in many of these proceedings and the difficulty of predicting the settlement value of many of these proceedings, we are not able to estimate an amount or range of any reasonably possible additional losses. However, based upon our historical experience, the resolution of these proceedings is not expected to have a material effect on our consolidated financial position, results of operations, or cash flows.

ITEM 1A. Risk Factors

In addition to the other information set forth in this report, you should carefully consider the factors discussed in Part I, "Item 1A. Risk Factors" in our Annual Report on Form 10-K for the year ended December 31, 2012, which could materially affect our business, financial condition or future results. The risks described in our Annual Report on Form 10-K are not the only risks facing our company. Additional risks and uncertainties not currently known to us or that we currently deem to be immaterial also may materially adversely affect our business, financial condition, and/or operating results.

ITEM 2. Unregistered Sales of Equity Securities and Use of Proceeds

The following table provides information about purchases by the company during the quarter ended March, 31, 2013 of shares of the Company's common stock.

	Total Number of Shares (or Units) Purchased ⁽¹⁾	Average Price Paid Per Share (or Unit)	Total Number of Shares (or Units) Purchased as Part of Publicly Announced Plans or Programs	Maximum Number of Shares (or Units) That May Yet Be Purchased Under the Plans or Programs ⁽²⁾
January 1, 2013—January 31, 2013	698,454	\$ 66.06	—	10,827,443
February 1, 2013—February 28, 2013	347,890	58.06	355,897	10,471,546
March 1, 2013—March 31, 2013	517,248	58.13	515,658	9,955,888
First quarter 2013	1,563,592	\$ 61.66	871,555	9,955,888

(1) The total number of shares purchased includes shares purchased under the authorizations described below, and shares reacquired from employees as swaps for the cost of stock options, or shares surrendered to satisfy minimum statutory tax obligations under our stock incentive plans.

(2) In August 2012, the Board of Directors authorized management to repurchase an additional 10,000,000 shares of our common stock. As of March 31, 2013, there were 9,955,888 shares remaining under the 2012 authorization. During the first quarter of 2013, we repurchased the remaining 827,443 shares that were remaining under the 2009 authorization.

ITEM 3. Defaults on Senior Securities

None

ITEM 4. MINE SAFETY DISCLOSURES

Not applicable.

ITEM 5. Other Information

None

ITEM 6. Exhibits

Exhibits filed with this report:

- 31.1 Certification of the Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
- 31.2 Certification of the Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
- 32.1 Certification of the Chief Executive Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
- 32.2 Certification of the Chief Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
- 101 Financial statements from the Quarterly Report on Form 10-Q of the Company for the period ended March 31, 2013, formatted in XBRL

SIGNATURES

Pursuant to the requirements 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 on May 9, 2013.

C.H. ROBINSONSON WORLDWIDE, INC.

By: /s/ John P. Wiehoff
John P. Wiehoff
Chief Executive Officer

By: /s/ Chad M. Lindbloom
Chad M. Lindbloom
Chief Financial Officer (principal accounting officer)

Certifications

I, John P. Wiehoff, certify that:

1. I have reviewed this quarterly report on Form 10-Q of C.H. Robinson Worldwide, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, 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;
 - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

May 9, 2013

Signature /s/ John P. Wiehoff
Name: John P. Wiehoff
Title: Chief Executive Officer

Certifications

I, Chad M. Lindbloom, certify that:

1. I have reviewed this quarterly report on Form 10-Q of C.H. Robinson Worldwide, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, 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;
 - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

May 9, 2013

Signature	<u>/s/ Chad M. Lindbloom</u>
Name:	Chad M. Lindbloom
Title:	Chief Financial Officer

**CERTIFICATION PURSUANT TO
18 U.S.C. §1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the Quarterly Report of C.H. Robinson Worldwide, Inc. (the "Company") on Form 10-Q for the period ended March 31, 2013 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, John P. Wiehoff, Chief Executive Officer of the Company, certify, pursuant to 18 U.S.C. §1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

1. The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ John P. Wiehoff

John P. Wiehoff
Chief Executive Officer

May 9, 2013

**CERTIFICATION PURSUANT TO
18 U.S.C. §1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the Quarterly Report of C.H. Robinson Worldwide, Inc. (the “Company”) on Form 10-Q for the period ended March 31, 2013 as filed with the Securities and Exchange Commission on the date hereof (the “Report”), I, Chad M. Lindbloom, Chief Financial Officer of the Company, certify, pursuant to 18 U.S.C. §1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

1. The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ Chad M. Lindbloom

Chad M. Lindbloom
Chief Financial Officer

May 9, 2013