Form 5500

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Annual Return/Report of Employee Benefit Plan

This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), and 6058(a) of the Internal Revenue Code (the Code).

▶ **Complete all entries in accordance with the instructions to the Form 5500.**

OMB Nos. 1210-0110
1210-0089

2009

This Form is Open to Public Inspection

Part I Annual Report Identification Information

For calendar plan year 2009 or fiscal plan year beginning 01/01/2009 and ending 12/31/2009

A This return/report is for:
- [ ] a multiemployer plan;
- [ ] a multiple-employer plan; or
- [X] a single-employer plan;
- [ ] a DFE (specify) ____

B This return/report is:
- [ ] the first return/report;
- [ ] the final return/report;
- [X] an amended return/report;
- [ ] a short plan year return/report (less than 12 months).

C If the plan is a collectively-bargained plan, check here. . . . . ▶ [ ]

D Check box if filing under:
- [X] Form 5558;
- [ ] automatic extension;
- [ ] the DFVC program;
- [ ] special extension (enter description)

Part II Basic Plan Information—enter all requested information

1a Name of plan
CLEARFREIGHT 401K SAVINGS PLAN

1b Three-digit plan number (PN) ▶ 001

1c Effective date of plan 09/01/1993

2a Plan sponsor's name and address (employer, if for a single-employer plan) (Address should include room or suite no.)
CLEARFREIGHT, INC.

880 APOLLO ST. SUITE 101
EL SEGUNDO, CA 90245

880 APOLLO ST. SUITE 101
EL SEGUNDO, CA 90245

2b Employer Identification Number (EIN)
95-3313403

2c Sponsor's telephone number
310-726-0400

2d Business code (see instructions)
488990

Caution: A penalty for the late or incomplete filing of this return/report will be assessed unless reasonable cause is established.

Under penalties of perjury and other penalties set forth in the instructions, I declare that I have examined this return/report, including accompanying schedules, statements and attachments, as well as the electronic version of this return/report, and to the best of my knowledge and belief, it is true, correct, and complete.

SIGN HERE	Filed with authorized/valid electronic signature.	10/15/2010	PETER D VON GEUSAU
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

3a Plan administrator's name and address (if same as plan sponsor, enter "Same")

CLEARFREIGHT, INC.

880 APOLLO ST. SUITE 101
EL SEGUNDO, CA 90245

3b Administrator's EIN
95-3313403

3c Administrator's telephone number
310-726-0400

4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report:

a Sponsor's name

4b EIN

4c PN

5	Total number of participants at the beginning of the plan year	**5**	152
6	Number of participants as of the end of the plan year (welfare plans complete only lines **6a, 6b, 6c,** and **6d**).		
a	Active participants	**6a**	120
b	Retired or separated participants receiving benefits	**6b**	0
c	Other retired or separated participants entitled to future benefits	**6c**	35
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	155
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	0
f	Total. Add lines **6d** and **6e**	**6f**	155
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	125
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	8
7	Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	**7**	

8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristic Codes in the instructions:
2E 2F 2G 2J 2K 2T

b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristic Codes in the instructions:

9a Plan funding arrangement (check all that apply)

(1)	[ ]	Insurance
(2)	[ ]	Code section 412(e)(3) insurance contracts
(3)	[X]	Trust
(4)	[ ]	General assets of the sponsor

9b Plan benefit arrangement (check all that apply)

(1)	[ ]	Insurance
(2)	[ ]	Code section 412(e)(3) insurance contracts
(3)	[X]	Trust
(4)	[ ]	General assets of the sponsor

10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)

a Pension Schedules

(1)	[X]	**R** (Retirement Plan Information)
(2)	[ ]	**MB** (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary
(3)	[ ]	**SB** (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary

b General Schedules

(1)	[X]	**H** (Financial Information)
(2)	[ ]	**I** (Financial Information – Small Plan)
(3)	[ ]	**A** (Insurance Information)
(4)	[X]	**C** (Service Provider Information)
(5)	[ ]	**D** (DFE/Participating Plan Information)
(6)	[X]	**G** (Financial Transaction Schedules)

SCHEDULE C (Form 5500)	Service Provider Information	OMB No. 1210-0110
Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ **File as an attachment to Form 5500.**	**2009** **This Form is Open to Public Inspection.**

For calendar plan year 2009 or fiscal plan year beginning 01/01/2009 and ending 12/31/2009

A Name of plan
CLEARFREIGHT 401K SAVINGS PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
CLEARFREIGHT, INC.

D Employer Identification Number (EIN)
95-3313403

Part I Service Provider Information (see instructions)

You must complete this Part, in accordance with the instructions, to report the information required for **each person** who received, directly or indirectly, $5,000 or more in total compensation (i.e., money or anything else of monetary value) in connection with services rendered to the plan or the person's position with the plan during the plan year. If a person received **only** eligible indirect compensation for which the plan received the required disclosures, you are required to answer line 1 but are not required to include that person when completing the remainder of this Part.

1 Information on Persons Receiving Only Eligible Indirect Compensation

a Check "Yes" or "No" to indicate whether you are excluding a person from the remainder of this Part because they received only eligible indirect compensation for which the plan received the required disclosures (see instructions for definitions and conditions).. . . . . ☐ Yes ☒ No

b If you answered line 1a "Yes," enter the name and EIN or address of each person providing the required disclosures for the service providers who received only eligible indirect compensation. Complete as many entries as needed (see instructions).

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

(b) Enter name and EIN or address of person who provided you disclosure on eligible indirect compensation

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

2. Information on Other Service Providers Receiving Direct or Indirect Compensation. Except for those persons for whom you answered "yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, $5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

(a) Enter name and EIN or address (see instructions)

FIDELITY INVESTMENTS INSTITUTIONAL

04-2647786

(b) Service Code(s)	**(c)** Relationship to employer, employee organization, or person known to be a party-in-interest	**(d)** Enter direct compensation paid by the plan. If none, enter -0-.	**(e)** Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	**(f)** Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	**(g)** Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	**(h)** Did the service provider give you a formula instead of an amount or estimated amount?
64 37 65	RECORDKEEPER	1950	Yes [X] No [ ]	Yes [X] No [ ]	0	Yes [X] No [ ]

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	**(c)** Relationship to employer, employee organization, or person known to be a party-in-interest	**(d)** Enter direct compensation paid by the plan. If none, enter -0-.	**(e)** Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	**(f)** Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	**(g)** Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	**(h)** Did the service provider give you a formula instead of an amount or estimated amount?
			Yes [ ] No [ ]	Yes [ ] No [ ]		Yes [ ] No [ ]

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	**(c)** Relationship to employer, employee organization, or person known to be a party-in-interest	**(d)** Enter direct compensation paid by the plan. If none, enter -0-.	**(e)** Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	**(f)** Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	**(g)** Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	**(h)** Did the service provider give you a formula instead of an amount or estimated amount?
			Yes [ ] No [ ]	Yes [ ] No [ ]		Yes [ ] No [ ]

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	**(c)** Relationship to employer, employee organization, or person known to be a party-in-interest	**(d)** Enter direct compensation paid by the plan. If none, enter -0-.	**(e)** Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	**(f)** Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	**(g)** Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	**(h)** Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	**(c)** Relationship to employer, employee organization, or person known to be a party-in-interest	**(d)** Enter direct compensation paid by the plan. If none, enter -0-.	**(e)** Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	**(f)** Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	**(g)** Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	**(h)** Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	**(c)** Relationship to employer, employee organization, or person known to be a party-in-interest	**(d)** Enter direct compensation paid by the plan. If none, enter -0-.	**(e)** Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	**(f)** Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	**(g)** Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	**(h)** Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

Part I Service Provider Information (continued)

3 If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received $1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

Part II Service Providers Who Fail or Refuse to Provide Information

4 Provide, to the extent possible, the following information for each service provider who failed or refused to provide the information necessary to complete this Schedule.

(a) Enter name and EIN or address of service provider (see instructions)	**(b)** Nature of Service Code(s)	**(c)** Describe the information that the service provider failed or refused to provide

(a) Enter name and EIN or address of service provider (see instructions)	**(b)** Nature of Service Code(s)	**(c)** Describe the information that the service provider failed or refused to provide

(a) Enter name and EIN or address of service provider (see instructions)	**(b)** Nature of Service Code(s)	**(c)** Describe the information that the service provider failed or refused to provide

(a) Enter name and EIN or address of service provider (see instructions)	**(b)** Nature of Service Code(s)	**(c)** Describe the information that the service provider failed or refused to provide

(a) Enter name and EIN or address of service provider (see instructions)	**(b)** Nature of Service Code(s)	**(c)** Describe the information that the service provider failed or refused to provide

(a) Enter name and EIN or address of service provider (see instructions)	**(b)** Nature of Service Code(s)	**(c)** Describe the information that the service provider failed or refused to provide

Part III Termination Information on Accountants and Enrolled Actuaries (see instructions)

(complete as many entries as needed)

a Name:	**b** EIN:
c Position:	
d Address:	**e** Telephone:

Explanation:

a Name:	**b** EIN:
c Position:	
d Address:	**e** Telephone:

Explanation:

a Name:	**b** EIN:
c Position:	
d Address:	**e** Telephone:

Explanation:

a Name:	**b** EIN;
c Position:	
d Address:	**e** Telephone:

Explanation:

a Name:	**b** EIN;
c Position:	
d Address:	**e** Telephone:

Explanation:

SCHEDULE G (Form 5500)	Financial Transaction Schedules	OMB No. 1210-0110
Department of Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration	This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code). ▶ **File as an attachment to Form 5500.**	**2009** **This Form is Open to Public Inspection.**

For calendar plan year 2009 or fiscal plan year beginning 01/01/2009 and ending 12/31/2009

A Name of plan:
CLEARFREIGHT 401K SAVINGS PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
CLEARFREIGHT, INC.

D Employer Identification Number (EIN):
95-3313403

Part I Schedule of Loans or Fixed Income Obligations in Default or Classified as Uncollectible

Complete as many entries as needed to report all loans or fixed income obligations in default or classified as uncollectible. Check box (a) if obligor is known to be a party in interest. Attach Overdue Loan Explanation for each loan listed. See Instructions.

(a)	(b) Identity and address of obligor	(c) Detailed description of loan including dates of making and maturity, interest rate, the type and value of collateral, any renegotiation of the loan and the terms of the renegotiation, and other material items
☐		

	Amount received during reporting year			Amount overdue	
(d) Original amount of loan	(e) Principal	(f) Interest	(g) Unpaid balance at end of year	(h) Principal	(i) Interest

(a)	(b) Identity and address of obligor	(c) Detailed description of loan including dates of making and maturity, interest rate, the type and value of collateral, any renegotiation of the loan and the terms of the renegotiation, and other material items
☐		

	Amount received during reporting year			Amount overdue	
(d) Original amount of loan	(e) Principal	(f) Interest	(g) Unpaid balance at end of year	(h) Principal	(i) Interest

(a)	(b) Identity and address of obligor	(c) Detailed description of loan including dates of making and maturity, interest rate, the type and value of collateral, any renegotiation of the loan and the terms of the renegotiation, and other material items
☐		

	Amount received during reporting year			Amount overdue	
(d) Original amount of loan	(e) Principal	(f) Interest	(g) Unpaid balance at end of year	(h) Principal	(i) Interest

(a)	(b) Identity and address of obligor	(c) Detailed description of loan including dates of making and maturity, interest rate, the type and value of collateral, any renegotiation of the loan and the terms of the renegotiation, and other material items
☐		

	Amount received during reporting year			Amount overdue	
(d) Original amount of loan	(e) Principal	(f) Interest	(g) Unpaid balance at end of year	(h) Principal	(i) Interest

(a)	(b) Identity and address of obligor	(c) Detailed description of loan including dates of making and maturity, interest rate, the type and value of collateral, any renegotiation of the loan and the terms of the renegotiation, and other material items
☐		

	Amount received during reporting year			Amount overdue	
(d) Original amount of loan	(e) Principal	(f) Interest	(g) Unpaid balance at end of year	(h) Principal	(i) Interest

(a)	(b) Identity and address of obligor	(c) Detailed description of loan including dates of making and maturity, interest rate, the type and value of collateral, any renegotiation of the loan and the terms of the renegotiation, and other material items
☐		

	Amount received during reporting year			Amount overdue	
(d) Original amount of loan	(e) Principal	(f) Interest	(g) Unpaid balance at end of year	(h) Principal	(i) Interest

(a)	(b) Identity and address of obligor	(c) Detailed description of loan including dates of making and maturity, interest rate, the type and value of collateral, any renegotiation of the loan and the terms of the renegotiation, and other material items
☐		

	Amount received during reporting year			Amount overdue	
(d) Original amount of loan	(e) Principal	(f) Interest	(g) Unpaid balance at end of year	(h) Principal	(i) Interest

(a)	(b) Identity and address of obligor	(c) Detailed description of loan including dates of making and maturity, interest rate, the type and value of collateral, any renegotiation of the loan and the terms of the renegotiation, and other material items
☐		

	Amount received during reporting year			Amount overdue	
(d) Original amount of loan	(e) Principal	(f) Interest	(g) Unpaid balance at end of year	(h) Principal	(i) Interest

Part II Schedule of Leases in Default or Classified as Uncollectible

Complete as many entries as needed to report all leases in default or classified as uncollectible. Check box (a) if lessor or lessee is known to be a party in interest. Attach Overdue Lease Explanation for each lease listed. (See instructions)

(a)	(b) Identity of lessor/lessee	(c) Relationship to plan, employer, employee organization or other party-in-interest	(d) Terms and description (type of property, location and date it was purchased, terms regarding rent, taxes, insurance, repairs, expenses, renewal options, date property was leased)
☐			

(e) Original cost	(f) Current value at time of lease	(g) Gross rental receipts during the plan year	(h) Expenses paid during the plan year	(i) Net receipts	(j) Amount in arrears

(a)	(b) Identity of lessor/lessee	(c) Relationship to plan, employer, employee organization or other party-in-interest	(d) Terms and description (type of property, location and date it was purchased, terms regarding rent, taxes, insurance, repairs, expenses, renewal options, date property was leased)
☐			

(e) Original cost	(f) Current value at time of lease	(g) Gross rental receipts during the plan year	(h) Expenses paid during the plan year	(i) Net receipts	(j) Amount in arrears

(a)	(b) Identity of lessor/lessee	(c) Relationship to plan, employer, employee organization or other party-in-interest	(d) Terms and description (type of property, location and date it was purchased, terms regarding rent, taxes, insurance, repairs, expenses, renewal options, date property was leased)
☐			

(e) Original cost	(f) Current value at time of lease	(g) Gross rental receipts during the plan year	(h) Expenses paid during the plan year	(i) Net receipts	(j) Amount in arrears

(a)	(b) Identity of lessor/lessee	(c) Relationship to plan, employer, employee organization or other party-in-interest	(d) Terms and description (type of property, location and date it was purchased, terms regarding rent, taxes, insurance, repairs, expenses, renewal options, date property was leased)
☐			

(e) Original cost	(f) Current value at time of lease	(g) Gross rental receipts during the plan year	(h) Expenses paid during the plan year	(i) Net receipts	(j) Amount in arrears

(a)	(b) Identity of lessor/lessee	(c) Relationship to plan, employer, employee organization or other party-in-interest	(d) Terms and description (type of property, location and date it was purchased, terms regarding rent, taxes, insurance, repairs, expenses, renewal options, date property was leased)
☐			

(e) Original cost	(f) Current value at time of lease	(g) Gross rental receipts during the plan year	(h) Expenses paid during the plan year	(i) Net receipts	(j) Amount in arrears

(a)	(b) Identity of lessor/lessee	(c) Relationship to plan, employer, employee organization or other party-in-interest	(d) Terms and description (type of property, location and date it was purchased, terms regarding rent, taxes, insurance, repairs, expenses, renewal options, date property was leased)
☐			

(e) Original cost	(f) Current value at time of lease	(g) Gross rental receipts during the plan year	(h) Expenses paid during the plan year	(i) Net receipts	(j) Amount in arrears

Part III Nonexempt Transactions

Complete as many entries as needed to report all nonexempt transactions. **Caution:** If a nonexempt prohibited transaction occurred with respect to a disqualified person, file Form 5330 with the IRS to pay the excise tax on the transaction.

(a) Identity of party involved	(b) Relationship to plan, employer, or other party-in-interest	(c) Description of transaction including maturity date, rate of interest, collateral, par or maturity value	(d) Purchase price
CLEARFREIGHT, INC.	EMPLOYER	REPAYMENT OF PLAN CASH DEPOSITED TO CLEARFREIGHT BANK ACCOUNT IN ERROR	

(e) Selling price	(f) Lease rental	(g) Transaction expenses	(h) Cost of asset	(i) Current value of asset	(j) Net gain (or loss) on each transaction
			29506		

(a) Identity of party involved	(b) Relationship to plan, employer, or other party-in-interest	(c) Description of transactions including maturity date, rate of interest, collateral, par or maturity value	(d) Purchase price

(e) Selling price	(f) Lease rental	(g) Transaction expenses	(h) Cost of asset	(i) Current value of asset	(j) Net gain (or loss) on each transaction

(a) Identity of party involved	(b) Relationship to plan, employer, or other party-in-interest	(c) Description of transactions including maturity date, rate of interest, collateral, par or maturity value	(d) Purchase price

(e) Selling price	(f) Lease rental	(g) Transaction expenses	(h) Cost of asset	(i) Current value of asset	(j) Net gain (or loss) on each transaction

(a) Identity of party involved	(b) Relationship to plan, employer, or other party-in-interest	(c) Description of transactions including maturity date, rate of interest, collateral, par or maturity value	(d) Purchase price

(e) Selling price	(f) Lease rental	(g) Transaction expenses	(h) Cost of asset	(i) Current value of asset	(j) Net gain (or loss) on each transaction

(a) Identity of party involved	(b) Relationship to plan, employer, or other party-in-interest	(c) Description of transactions including maturity date, rate of interest, collateral, par or maturity value	(d) Purchase price

(e) Selling price	(f) Lease rental	(g) Transaction expenses	(h) Cost of asset	(i) Current value of asset	(j) Net gain (or loss) on each transaction

(a) Identity of party involved	(b) Relationship to plan, employer, or other party-in-interest	(c) Description of transactions including maturity date, rate of interest, collateral, par or maturity value	(d) Purchase price

(e) Selling price	(f) Lease rental	(g) Transaction expenses	(h) Cost of asset	(i) Current value of asset	(j) Net gain (or loss) on each transaction

SCHEDULE H (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Financial Information

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code).

▶ **File as an attachment to Form 5500.**

OMB No. 1210-0110

2009

This Form is Open to Public Inspection

For calendar plan year 2009 or fiscal plan year beginning 01/01/2009 and ending 12/31/2009

A Name of plan
CLEARFREIGHT 401K SAVINGS PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
CLEARFREIGHT, INC.

D Employer Identification Number (EIN)
95-3313403

Part I Asset and Liability Statement

1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. **Round off amounts to the nearest dollar.** MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)		
(2) Participant contributions	1b(2)		
(3) Other	1b(3)	28139	0
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	485404	644773
(2) U.S. Government securities	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)	201043	189184
(9) Value of interest in common/collective trusts	1c(9)		
(10) Value of interest in pooled separate accounts	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)		
(12) Value of interest in 103-12 investment entities	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)	3661488	4796621
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)		

			(a) Beginning of Year	(b) End of Year
1d	Employer-related investments:			
	(1) Employer securities	1d(1)		
	(2) Employer real property	1d(2)		
e	Buildings and other property used in plan operation	1e		
f	Total assets (add all amounts in lines 1a through 1e)	1f	4376074	5630578
	Liabilities			
g	Benefit claims payable	1g		
h	Operating payables	1h		
i	Acquisition indebtedness	1i		
j	Other liabilities	1j		
k	Total liabilities (add all amounts in lines 1g through1j)	1k	0	0
	Net Assets			
l	Net assets (subtract line 1k from line 1f)	1l	4376074	5630578

Part II Income and Expense Statement

2 Plan income, expenses, and changes in net assets for the year. Include all income and expenses of the plan, including any trust(s) or separately maintained fund(s) and any payments/receipts to/from insurance carriers. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 2a, 2b(1)(E), 2e, 2f, and 2g.

	Income		(a) Amount	(b) Total
a	**Contributions:**			
	(1) Received or receivable in cash from: **(A)** Employers	2a(1)(A)	110077	
	(B) Participants	2a(1)(B)	413203	
	(C) Others (including rollovers)	2a(1)(C)	6689	
	(2) Noncash contributions	2a(2)		
	(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		529969
b	**Earnings on investments:**			
	(1) Interest:			
	(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	7567	
	(B) U.S. Government securities	2b(1)(B)		
	(C) Corporate debt instruments	2b(1)(C)		
	(D) Loans (other than to participants)	2b(1)(D)		
	(E) Participant loans	2b(1)(E)	11532	
	(F) Other	2b(1)(F)		
	(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		19099
	(2) Dividends: **(A)** Preferred stock	2b(2)(A)		
	(B) Common stock	2b(2)(B)		
	(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	68749	
	(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		68749
	(3) Rents	2b(3)		
	(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)		
	(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
	(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	2b(4)(C)		

		(a) Amount	(b) Total
2b (5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)		
(B) Other	2b(5)(B)		
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		
(6) Net investment gain (loss) from common/collective trusts	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		1126502
c Other income	2c		
d Total income. Add all **income** amounts in column (b) and enter total	2d		1744319
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	467030	
(2) To insurance carriers for the provision of benefits	2e(2)		
(3) Other	2e(3)		
(4) Total benefit payments. Add lines 2e(1) through (3)	2e(4)		467030
f Corrective distributions (see instructions)	2f		20747
g Certain deemed distributions of participant loans (see instructions)	2g		
h Interest expense	2h		
i Administrative expenses: (1) Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)	2038	
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		2038
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		489815
Net Income and Reconciliation			
k Net income (loss). Subtract line 2j from line 2d	2k		1254504
l Transfers of assets:			
(1) To this plan	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

3 Complete lines 3a through 3c if the opinion of an independent qualified public accountant is attached to this Form 5500. Complete line 3d if an opinion is not attached.

a The attached opinion of an independent qualified public accountant for this plan is (see instructions):

(1) [ ] Unqualified (2) [ ] Qualified (3) [X] Disclaimer (4) [ ] Adverse

b Did the accountant perform a limited scope audit pursuant to 29 CFR 2520.103-8 and/or 103-12(d)? [X] Yes [ ] No

c Enter the name and EIN of the accountant (or accounting firm) below:

(1) Name: KAKIMOTO & NAGASHIMA (2) EIN: 56-2404069

d The opinion of an independent qualified public accountant is **not attached** because:

(1) [ ] This form is filed for a CCT, PSA, or MTIA. (2) [ ] It will be attached to the next Form 5500 pursuant to 29 CFR 2520.104-50.

Part IV Compliance Questions

4 CCTs and PSAs do not complete Part IV. MTIAs, 103-12 IEs, and GIAs do not complete 4a, 4e, 4f, 4g, 4h, 4k, 4m, 4n, or 5. 103-12 IEs also do not complete 4j and 4l. MTIAs also do not complete 4l.

During the plan year:

		Yes	No	Amount
a	Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.)	4a		X	
b	Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.)	4b		X	
c	Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)	4c		X	
d	Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)	4d	X		29506
e	Was this plan covered by a fidelity bond?	4e	X		500000
f	Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?	4f		X	
g	Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?	4g		X	
h	Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?	4h		X	
i	Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	4i	X		
j	Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)	4j		X	
k	Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?	4k		X	
l	Has the plan failed to provide any benefit when due under the plan?	4l		X	
m	If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	4m		X	
n	If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.	4n		X	

5a Has a resolution to terminate the plan been adopted during the plan year or any prior plan year? If yes, enter the amount of any plan assets that reverted to the employer this year ☐ **Yes** ☒ **No** **Amount:**

5b If, during this plan year, any assets or liabilities were transferred from this plan to another plan(s), identify the plan(s) to which assets or liabilities were transferred. (See instructions.)

5b(1) Name of plan(s)	**5b(2)** EIN(s)	**5b(3)** PN(s)

SCHEDULE R (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Retirement Plan Information

This schedule is required to be filed under section 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code).

▶ **File as an attachment to Form 5500.**

OMB No. 1210-0110

2009

This Form is Open to Public Inspection.

For calendar plan year 2009 or fiscal plan year beginning 01/01/2009 and ending 12/31/2009

A Name of plan
CLEARFREIGHT 401K SAVINGS PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
CLEARFREIGHT, INC.

D Employer Identification Number (EIN)
95-3313403

Part I Distributions

All references to distributions relate only to payments of benefits during the plan year.

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions **1** 0

2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits):

EIN(s): 04-6568107

Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.

3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year. **3**

Part II Funding Information (If the plan is not subject to the minimum funding requirements of section of 412 of the Internal Revenue Code or ERISA section 302, skip this Part)

4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)? ..... ☐ **Yes** ☐ **No** ☐ **N/A**

If the plan is a defined benefit plan, go to line 8.

5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. **Date:** Month _____ Day _____ Year _____

If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.

6 **a** Enter the minimum required contribution for this plan year **6a**

b Enter the amount contributed by the employer to the plan for this plan year **6b**

c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount) **6c**

If you completed line 6c, skip lines 8 and 9.

7 Will the minimum funding amount reported on line 6c be met by the funding deadline? ..... ☐ **Yes** ☐ **No** ☐ **N/A**

8 If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change? ..... ☐ **Yes** ☐ **No** ☐ **N/A**

Part III Amendments

9 If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box(es). If no, check the "No" box. ..... ☐ **Increase** ☐ **Decrease** ☐ **Both** ☐ **No**

Part IV ESOPs (see instructions). If this is not a plan described under Section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.

10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan? ..... ☐ **Yes** ☐ **No**

11 **a** Does the ESOP hold any preferred stock? ..... ☐ **Yes** ☐ **No**

b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.) ..... ☐ **Yes** ☐ **No**

12 Does the ESOP hold any stock that is not readily tradable on an established securities market? ..... ☐ **Yes** ☐ **No**

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

13 Enter the following information for each employer that contributed more than 5% of total contributions to the plan during the plan year (measured in dollars). See instructions. *Complete as many entries as needed to report all applicable employers.*

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

14 Enter the number of participants on whose behalf no contributions were made by an employer as an employer of the participant for:

a The current year	**14a**	
b The plan year immediately preceding the current plan year	**14b**	
c The second preceding plan year	**14c**	

15 Enter the ratio of the number of participants under the plan on whose behalf no employer had an obligation to make an employer contribution during the current plan year to:

a The corresponding number for the plan year immediately preceding the current plan year	**15a**	
b The corresponding number for the second preceding plan year	**15b**	

16 Information with respect to any employers who withdrew from the plan during the preceding plan year:

a Enter the number of employers who withdrew during the preceding plan year	**16a**	
b If item 16a is greater than 0, enter the aggregate amount of withdrawal liability assessed or estimated to be assessed against such withdrawn employers	**16b**	

17 If assets and liabilities from another plan have been transferred to or merged with this plan during the plan year, check box and see instructions regarding supplemental information to be included as an attachment. ☐

Part VI Additional Information for Single-Employer and Multiemployer Defined Benefit Pension Plans

18 If any liabilities to participants or their beneficiaries under the plan as of the end of the plan year consist (in whole or in part) of liabilities to such participants and beneficiaries under two or more pension plans as of immediately before such plan year, check box and see instructions regarding supplemental information to be included as an attachment ☐

19 If the total number of participants is 1,000 or more, complete items (a) through (c)

a Enter the percentage of plan assets held as:
Stock: _____% Investment-Grade Debt: _____% High-Yield Debt: _____% Real Estate: _____% Other: _____%

b Provide the average duration of the combined investment-grade and high-yield debt:
☐ 0-3 years ☐ 3-6 years ☐ 6-9 years ☐ 9-12 years ☐ 12-15 years ☐ 15-18 years ☐ 18-21 years ☐ 21 years or more

c What duration measure was used to calculate item 19(b)?
☐ Effective duration ☐ Macaulay duration ☐ Modified duration ☐ Other (specify):

CLEARFREIGHT 401K SAVINGS PLAN

Financial Statements

December 31, 2009 and 2008

(With Auditors' Report Thereon)

Kakimoto Nagashima LLP
Certified Public Accountants
Consultants

INDEPENDENT AUDITORS' REPORT

To the Plan Administrator of the
ClearFreight 401k Savings Plan
El Segundo, California

We were engaged to audit the accompanying statements of net assets available for plan benefits of the ClearFreight 401k Savings Plan as of December 31, 2009 and 2008, and the related statement of changes in net assets available for plan benefits for the year ended December 31, 2009, and the supplemental schedules of assets held at end of year, acquired and disposed of within year, and nonexempt transactions as of and for the year ended December 31, 2009. These financial statements and supplemental schedules are the responsibility of the Plan's management.

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 3, which was certified by Fidelity Management Trust Company, the trustee of the Plan, except for comparing the information with the related information included in the financial statements and supplemental schedules. We have been informed by the plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from the trustee as of and for the years ended December 31, 2009 and 2008, that the information provided to the plan administrator by the trustee is complete and accurate.

Because of the significance of the information in the Plan's financial statements and supplemental schedules that we did not audit, we are unable to, and do not, express an opinion on the accompanying financial statements and supplemental schedules taken as a whole. The form and content of the information included in the financial statements and supplemental schedules, other than that derived from the information certified by the trustee, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

Kakimoto & Nagashima LLP

October 8, 2010

21241 S. Western Ave. Suite 200 Torrance, CA 90501 • TEL 310 320 2700 • FAX 310 320 4630
www.knllp.com

CLEARFREIGHT 401K
SAVINGS PLAN

Statements of Net Assets Available For Plan Benefits

December 31, 2009 and 2008

ASSETS

	2009	2008
Investments, at fair value (notes 3 and 8):		
Mutual funds	$ 4,796,621	3,661,488
Money market fund	644,773	485,404
	5,441,394	4,146,892
Loans to participants	189,184	201,043
Other receivable (note 6)	-	28,139
Total investments	5,630,578	4,376,074
Receivables (note 7):		
Participant contributions	-	14,384
Employer contributions	-	4,280
Total receivables	-	18,664
Total assets	5,630,578	4,394,738

LIABILITIES

Excess contributions refund payable	33,187	33,578
Total liabilities	33,187	33,578
Net assets available for plan benefits	$ 5,597,391	4,361,160

See accompanying notes to financial statements.

CLEARFREIGHT 401K
SAVINGS PLAN

Statement of Changes in Net Assets Available For Plan Benefits

Year Ended December 31, 2009

	2009
Additions to net assets attributed to:	
Investment income (note 3):	
Net appreciation in fair value of investments	$ 1,126,502
Interest and dividend income	87,848
Total investment income	1,214,350
Contributions (note 7):	
Participants	399,210
Employer	105,797
Rollover	6,689
Total contributions	511,696
Total additions	1,726,046
Deductions to net assets attributed to:	
Benefits paid to participants	(487,777)
Administrative fees	(2,038)
Total deductions	(489,815)
Net increase in net assets available for plan benefits	1,236,231
Net assets available for plan benefits:	
Beginning of year	4,361,160
End of year	$ 5,597,391

See accompanying notes to financial statements.

CLEARFREIGHT 401K
SAVINGS PLAN

Notes to Financial Statements

December 31, 2009 and 2008

(1) Description of the Plan

The following description of the ClearFreight 401k Savings Plan (the "Plan") provides only general information. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

General – On September 1, 1993, Clearfreight Inc. (the "Company") established the Plan as a defined contribution and profit sharing retirement plan qualifying under section 401(k) of the Internal Revenue Code (IRC). The Plan covers eligible employees of the Company and is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

Eligibility – All employees of the Company who are not residents of Puerto Rico are eligible to participate in the Plan. The Plan's entry dates are on the first day of each Plan year and the first day of the fourth, seventh, and tenth months of each Plan year.

Contributions – Participants may elect to contribute up to a maximum of the lesser of 20% of eligible compensation or, as limited by Section 402(g) of the IRC, $16,500 in 2009. Eligible employees may also rollover distributions from eligible retirement plans pursuant to the terms of the Plan.

The Plan provides that participants who are projected to be age 50 or older by the end of the calendar year and who are making deferred contributions to the Plan may also make a catch-up contribution of up to $5,500 in 2009; catch-up contribution limits will be indexed annually for inflation after 2009 and will increase in $500 increments.

The Company will make non-discretionary matching contributions in an amount equal to 50% of the participant's pretax contributions. Non-discretionary matching contributions are subject to a maximum of 50% of 6% of the participant's eligible compensation contributed to the Plan; for highly compensated employees, the employer matching contribution is subject to a maximum of 50% of 3% of the participant's eligible compensation. The Company made matching contributions of $104,430 for the year ended December 31, 2009. The Company, at its discretion, may make an additional contribution. The amount will be allocated to eligible and active participants based upon the proportion of each participant's compensation in relation to the total compensation of the eligible and active participants for the current Plan year; no additional discretionary contributions were made for the year ended December 31, 2009.

Participant Accounts – Each participant's account is credited with the participant's contribution, and allocations of (a) the Company's contributions and (b) investment earnings and/or losses. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

(1) Description of the Plan (Continued)

Vesting – Participants in the Plan are fully vested in their contributions plus actual earnings thereon. Participants become vested in the Company's contributions and related investment earnings/appreciation based on years of service. Company matching contributions and related earnings/appreciation shall be vested in accordance with the following schedule:

Years of Service	Vested Percentage
Less than one	0%
One	33.33%
Two	66.66%
Three or more	100%

Investment Options – Investments are held and managed by Fidelity Management Trust Company ("FMTC") on behalf of the Plan pursuant to a nondiscretionary trust agreement. For the year ended December 31, 2009, the participants may elect to invest their accounts, subject to the limitations as defined by the Plan, in the following investment options, all of which are mutual funds unless otherwise noted:

a. Fidelity Contrafund – Seeks capital appreciation.
b. Fidelity Equity-Income Fund – Seeks reasonable income and capital appreciation.
c. Fidelity Value Fund – Seeks capital appreciation.
d. Fidelity Independence Fund – Seeks capital appreciation.
e. Fidelity Real Estate Investment Portfolio – Seeks above-average income and long-term capital growth.
f. Fidelity Blue Chip Growth Fund – Seeks growth of capital over the long term.
g. Fidelity Low-Priced Stock Fund – Seeks capital appreciation.
h. Fidelity Diversified International Fund – Seeks capital growth.
i. Fidelity Dividend Growth Fund – Seeks capital appreciation.
j. Fidelity Mid-Cap Stock Fund – Seeks long-term growth of capital.
k. Fidelity Small Cap Stock Fund – Seeks long-term growth of capital.
l. Fidelity Retirement Money Market Portfolio – Seeks high current income, preservation of capital, and liquidity from money market instruments.
m. Spartan U.S. Equity Index Fund – Seeks to provide investment results that correspond to the total return performance of common stocks publicly traded in the United States.
n. Fidelity U.S. Bond Index Fund – Seeks to provide investment results that correspond to the total return of the bonds in the Lehman Brothers Aggregate Bond Index.
o. Fidelity Freedom Income Fund – Seeks high current income and, as a secondary objective, capital appreciation.
p. Fidelity Freedom 2000 Fund – Seeks high total return.
q. Fidelity Freedom 2005 Fund – Seeks high total return.
r. Fidelity Freedom 2010 Fund – Seeks high total return.
s. Fidelity Freedom 2015 Fund – Seeks high total return.
t. Fidelity Freedom 2020 Fund – Seeks high total return.
u. Fidelity Freedom 2025 Fund – Seeks high total return.
v. Fidelity Freedom 2030 Fund – Seeks high total return.

(1) Description of the Plan (Continued)

Investment Options (Continued)

w. Fidelity Freedom 2035 Fund – Seeks high total return.
x. Fidelity Freedom 2040 Fund – Seeks high total return.
y. Fidelity Freedom 2050 Fund – Seeks high total return.

Forfeitures – Upon termination of employment, the non-vested portion of the participant's account will be forfeited. Forfeitures are retained in the Plan and used for payment of administrative fees or reduction of future employer contributions.

For the year December 31, 2009, forfeited accounts amounted to $5,746; $4,038 was used to reduce employer contributions for the year 2009.

Loans to Participants – Loans are available in the Plan. The minimum loan amount is $1,000. The maximum amount is the lesser of one half of the participant's vested account balance or $50,000, reduced by the highest outstanding loan balance in the account during the prior twelve-month period. All loans bear a reasonable rate of interest as determined by the plan administrator based on the prevailing interest rate charged by persons in the business of lending money for loans which would be made under similar circumstances. The participant is limited to two loans outstanding at any time. Loan payments are made through payroll deductions on at least a quarterly basis over a period of five years (ten years if the loan was used to purchase a principal residence). Up to 50% of the participant's vested account balance may be used as collateral for any loan.

Payment of Benefits – Withdrawals are permissible upon participant's reaching age 59½, termination of employment, death, disability, retirement or certain financial hardships. Vested benefits due to the participant or, in the event of death, to the participant's beneficiaries, will be paid in a lump sum, installments or in the form of a life annuity.

Plan Termination – Although it has not expressed any intent to do so, the Company has the right under the Plan to terminate, discontinue making contributions to, amend, or modify the Plan at any time. In the event of a termination of the Plan, all participants will become fully vested in their accounts and the Company will arrange for distribution of all participants' accounts to the participants in accordance with the Plan.

Non-Discrimination Testing for Employee Contributions – The Plan, as required by the IRC, performs annual tests comparing participant data for highly compensated participants with data for non-highly compensated participants to ensure that highly compensated participants are not disproportionately favored under the Plan. If the Plan initially fails the tests, it will refund the excess contributions in the amount necessary to pass the tests. Excess contributions in the amount of $33,187 were refunded to highly compensated participants during 2010, to bring the Plan into compliance for the year ended December 31, 2009. The amount of excess contributions refunded is recorded as a liability as of December 31, 2009.

(1) Description of the Plan (Continued)

Principal Mutual Holding Company Demutualization – In 2001, Principal Mutual Holding Company was converted from a mutual insurance holding company to a stock company. A prospectus was filed with the SEC in connection with the initial public offering (IPO) of the Principal Financial Group, Inc. common stock on August 29, 2001. The demutualization became effective upon the closing of the IPO on October 26, 2001.

As a result of the demutualization, membership interests of eligible policy and contract holders were exchanged for compensation, which could be in the form of stock, cash or policy credits. The compensation was distributed over a five day period beginning on December 10, 2001. The Plan elected to receive compensation in the form of Principal Financial Group, Inc. common stock which was included in other income during that year.

(2) Summary of Significant Accounting Policies

FASB Accounting Standards Codification – In June 2009, the Financial Accounting Standards Board ("FASB") approved the "FASB Accounting Standards Codification" ("ASC") as the single source of authoritative nongovernmental U.S. GAAP. The ASC does not change current U.S. GAAP, but is intended to simplify user access to all authoritative U.S. GAAP by providing all the authoritative literature related to a particular topic in one place. Financial statements issued for all interim and annual periods ending after September 15, 2009 will need to reference accounting guidance embodied in the ASC as opposed to referencing the previously authoritative pronouncements. The adoption of the ASC is not expected to have a material effect on the Company's financial statements.

Basis of Accounting – The Plan's financial statements have been prepared on the accrual basis of accounting.

Use of Estimates – The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires the plan administrator 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 financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

Risk and Uncertainties – The Plan invests in various investment securities. Investment securities are exposed to various risks such as interest rate, market, and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the statement of net assets available for plan benefits.

Valuation of Investments – Investments are stated in the accompanying statements of net assets for plan benefits at fair value. The Plan's investments in the shares of mutual funds are valued at quoted market prices, which represent the net asset value of shares held by the Plan at year end. The participant loans are valued at the outstanding principal balances which the plan administrator has estimated approximates fair value.

(2) Summary of Significant Accounting Policies (Continued)

Fair Value Measurements – On January 1, 2008, the Company adopted ASC 820, "Fair Value Measurements and Disclosures", for its financial assets and liabilities. Effective January 1, 2009, the Company adopted the provisions of ASC 820 related to nonfinancial assets and liabilities in accordance with ASC 820-10-65-1. ASC 820 establishes a framework for measuring fair value, expands on disclosures regarding certain fair value measurements and utilizes a valuation hierarchy which prioritizes the inputs used in measuring fair value. The adoption of ASC 820 did not have a material effect on the Company's results of operations or financial position.

In 2009 the FASB issued accounting standard updates which provided additional guidance for estimating fair value and additional disclosure requirements given certain situations including guidance for entities to use the net asset value of certain investments when determining fair value, provided certain criteria are met. The adoption of these provisions did not have a material impact on the Plan's financial statements.

Income Recognition – Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date.

Payment of Benefits – Benefits are recorded when paid.

Administrative Expenses – Clearfreight Inc. pays for all administrative expenses, with the exception of the set-up and annual fees for loans to participants which are deducted from the respective participants' funds.

Subsequent Events - ASC 855, "Subsequent Events", establishes general standards of accounting and disclosure for events that occur after the balance sheet date but before the financial statements are issued or are available to be issued. In addition, ASC 855-10-50-1 requires disclosure of the date through which an entity has evaluated subsequent events and the basis for that date and is effective for interim or annual periods ending after June 15, 2009. The Company has evaluated subsequent events through October 8, 2010, which is the date that the financial statements were available to be issued.

(3) Investments Certified by Trustee (Unaudited)

The following is a summary of the unaudited information included in the Plan's financial statements and supplemental schedules, that was prepared by FMTC, and furnished to the plan administrator. The plan administrator has obtained certification from the trustee that such information is complete and accurate.

(3) Investments Certified by Trustee (Unaudited) (Continued)

The following table presents the fair value of investments as certified by FMTC at December 31, 2009 and 2008:

	2009	2008
Participant directed investments:		
Mutual funds, at fair value:		
Fidelity Contrafund	$ 459,829*	414,275*
Fidelity Equity-Income Fund	57,936	58,288
Fidelity Value Fund	237,247	184,624
Fidelity Independence Fund	185,207	208,892
Fidelity Real Estate Investment Portfolio	180,454	207,040
Fidelity Blue Chip Growth Fund	141,864	87,068
Fidelity Low-Priced Stock Fund	309,742*	293,944*
Fidelity Diversified International Fund	529,877*	351,886*
Fidelity Dividend Growth Fund	288,190*	128,063
Fidelity Mid-Cap Stock Fund	390,973*	266,713*
Fidelity Small Cap Stock Fund	326,466*	117,421
Spartan U.S. Equity Index Fund	280,725*	236,094*
Fidelity U.S. Bond Index Fund	377,361*	398,924*
Fidelity Freedom Income Fund	26,641	10,492
Fidelity Freedom 2000 Fund	4,013	3,323
Fidelity Freedom 2005 Fund	985	1,880
Fidelity Freedom 2010 Fund	30,235	21,248
Fidelity Freedom 2015 Fund	21,242	3,249
Fidelity Freedom 2020 Fund	541,360*	388,004*
Fidelity Freedom 2025 Fund	20,483	8,033
Fidelity Freedom 2030 Fund	190,671	150,066
Fidelity Freedom 2035 Fund	16,806	7,860
Fidelity Freedom 2040 Fund	177,910	113,796
Fidelity Freedom 2050 Fund	404	305
	4,796,621	3,661,488
Money market fund, at fair value:		
Fidelity Retirement Money Market Portfolio	644,773*	485,404*
Loans to participants, at estimated fair value	189,184	201,043
	$ 5,630,578	4,347,935

* Represents 5% or more of the Plan's net assets

(3) Investments Certified by Trustee (Unaudited) (Continued)

The following table presents income from investment activities for the year ended December 31, 2009, as certified by FMTC:

Participant directed investments:	
Investment income:	
Net appreciation in investments	$ 1,126,502
Interest and dividend income	87,848
Total investment income	$ 1,214,350

Supplemental Schedules:

Schedule of Assets (Held At End of Year)
Schedule of Assets (Acquired and Disposed of Within Year)

(4) Income Tax Status

FMTC, the Plan's trustee, received a favorable IRS determination letter for their Prototype Plan on December 5, 2001 and as updated for plan amendments on June 13, 2003. On April 1, 2003, the Company adopted FMTC's Prototype 401(k) Plan conforming the operations of the Plan to the Prototype Plan, thereby allowing the Company to rely on FMTC's favorable IRS determination letter. Although the Plan has been amended since receiving the determination letter, the plan administrator believes that the Plan continues to qualify and is currently being operated in compliance with the applicable requirements of the Internal Revenue Code. Therefore, no provision for income taxes has been included in the Plan's financial statements.

(5) Related Party Transactions

FMTC manages all Plan investments. FMTC is the trustee as defined by the Plan and, therefore, these transactions qualify as party-in-interest transactions.

(6) Nonexempt Transaction

During 2008 it was determined that there was a nonexempt transaction relating to certain Plan cash deposited to the Company's bank account in error for the approximate amount of $23,351. The Company paid back this amount with lost earnings to the Plan in 2009.

(7) Reconciliation of Financial Statements to Form 5500

The following is a reconciliation of net assets available for plan benefits per the financial statements at December 31, 2009 and 2008 to the Form 5500:

	2009	2008
Net assets available for plan benefits per financial statements	$ 5,597,391	4,361,160
Refundable excess contributions	33,187	33,578
Contributions receivable per financial statement	-	(18,664)
Net assets available for plan benefits per Form 5500	$ 5,630,578	4,376,074

The following is a reconciliation of the increase (decrease) in net assets per the financial statements to net income per Form 5500 for the year ended December 31, 2009:

	2009
Increase in net assets per financial statements	$ 1,236,231
Refundable excess contributions	33,187
Contributions - accrual to cash basis adjustment	(14,914)
Net income per Form 5500	$ 1,254,504

(8) Fair Value Measurements

As noted above, ASC 820 utilizes a valuation hierarchy which prioritizes the inputs used in measuring fair value. The fair value valuation hierarchy consists of the following three levels:

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 that are not corroborated by market data

(8) Fair Value Measurements (Continued)

The following summarizes the financial assets and liabilities that are measured at fair value on a recurring basis at December 31, 2009 and 2008:

	Assets at Fair Value as of December 31, 2009			
	Total	Level 1	Level 2	Level 3
Investments in:				
Mutual funds	$ 4,796,621	$ 4,796,621	$ -	$ -
Money market fund	644,773	644,773	-	-
Loans to participants	189,184	-	-	189,184
	$ 5,630,578	$ 5,441,394	$ -	$ 189,184

	Assets at Fair Value as of December 31, 2008			
	Total	Level 1	Level 2	Level 3
Investments in:				
Mutual funds	$ 3,661,488	$ 3,661,488	$ -	$ -
Money market fund	485,404	485,404	-	-
Loans to participants	201,043	-	-	201,043
	$ 4,347,935	$ 4,146,892	$ -	$ 201,043

The changes in investments measured at fair value for which Level 3 inputs have been used to determine fair value are as follows:

	2009	2008
Balance, beginning of year	$ 201,043	117,309
Loan withdrawal	49,037	137,108
Loan principal repayment	(60,896)	(53,374)
Balance, end of year	$ 189,184	201,043

(9) Subsequent Event

Effective January 1, 2010, the 401(k) savings plan of Globerunners Inc. ("GRI", an affiliate of Clearfreight Inc.) was merged into the Plan; on the same date, the Plan's sponsor was changed to Sankyo Holdings Inc. ("SHI", the sole shareholder of Clearfreight Inc.) with a corresponding Plan name change to the "Sankyo Holdings Inc. 401(k) Plan". Two Clearfreight Inc. officers have been named as trustees of the Plan. In addition, the Hartford Financial Services Group ("Hartford") was appointed to perform custodial and record keeping duties for the Plan; all Plan assets held by FMTC and Principal Life Insurance Company (GRI's former trustee) were transferred to Hartford in February 2010. Eligible employees of Clearfreight Inc., SHI, GRI, and other affiliates can participate in the Plan.

SUPPLEMENTAL SCHEDULES PROVIDED PURSUANT TO
THE DEPARTMENT OF LABOR'S RULES AND REGULATIONS

CLEARFREIGHT 401K
SAVINGS PLAN
Employer Identification Number: 95-3313403
Three-digit Plan Number: 001

CLEARFREIGHT 401K
SAVINGS PLAN

Schedule H, Line 4i - Schedule of Assets (Held at End of Year)

Year Ended December 31, 2009

(a)	(b)	(c)		(e)
	Identity of Issue, Borrower, Lessor or Similar Party	Description of Investment, Including Maturity Date, Rate of Interest, Collateral, Par, or Maturity Value	Units	Current Value
		Mutual Funds:		
*	Fidelity Investments	Fidelity Contrafund **	7,890.002	$ 459,829
*	Fidelity Investments	Fidelity Equity-Income Fund **	1,480.229	57,936
*	Fidelity Investments	Fidelity Value Fund **	4,166.615	237,247
*	Fidelity Investments	Fidelity Independence Fund **	9,297.527	185,207
*	Fidelity Investments	Fidelity Real Estate Investment Portfolio **	8,951.107	180,454
*	Fidelity Investments	Fidelity Blue Chip Growth Fund **	3,738.173	141,864
*	Fidelity Investments	Fidelity Low-Priced Stock Fund **	9,697.617	309,742
*	Fidelity Investments	Fidelity Diversified International Fund **	18,924.169	529,877
*	Fidelity Investments	Fidelity Dividend Growth Fund **	12,175.329	288,190
*	Fidelity Investments	Fidelity Mid-Cap Stock Fund **	16,693.995	390,973
*	Fidelity Investments	Fidelity Small Cap Stock Fund **	20,480.899	326,466
*	Fidelity Investments	Spartan U.S. Equity Index Fund **	7,119.571	280,725
*	Fidelity Investments	Fidelity U.S. Bond Index Fund **	34,119.426	377,361
*	Fidelity Investments	Fidelity Freedom Income Fund **	2,480.541	26,641
*	Fidelity Investments	Fidelity Freedom 2000 Fund **	353.591	4,013
*	Fidelity Investments	Fidelity Freedom 2005 Fund **	98.256	985
*	Fidelity Investments	Fidelity Freedom 2010 Fund **	2,416.908	30,235
*	Fidelity Investments	Fidelity Freedom 2015 Fund **	2,038.610	21,242
*	Fidelity Investments	Fidelity Freedom 2020 Fund **	43,136.249	541,360
*	Fidelity Investments	Fidelity Freedom 2025 Fund **	1,971.413	20,483
*	Fidelity Investments	Fidelity Freedom 2030 Fund **	15,389.093	190,671
*	Fidelity Investments	Fidelity Freedom 2035 Fund **	1,637.979	16,806
*	Fidelity Investments	Fidelity Freedom 2040 Fund **	24,847.751	177,910
*	Fidelity Investments	Fidelity Freedom 2050 Fund **	48.352	404
		Money Market Fund:		
*	Fidelity Investments	Fidelity Retirement Money Market Portfolio **	644,772.810	644,773
*	Participant loans secured by participant accounts	Participant loans with annual interest rate of 6.25% and varying maturity dates		189,184
		Total assets held for investment		$ 5,630,578

* Party-in-interest
** Historical cost information is not required for participant directed investment funds

See accompanying notes to financial statements.

CLEARFREIGHT 401K
SAVINGS PLAN

Schedule H, line 4i - Schedule of Assets (Acquired and Disposed of Within Year)

Year Ended December 31, 2009

(a)	(b)	(c)	(d)
Identity of Issue, Borrower, Lessor, or Similar Party	Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par, or Maturity Value	Costs of Acquisitions	Proceeds of Dispositions
	No Transactions		

See accompanying notes to financial statements.

CLEARFREIGHT 401K
SAVINGS PLAN

Schedule G, Part III - Schedule of Nonexempt Transactions

Year Ended December 31, 2009

(a)	(b)	(c)	(d)	(e)	(f)	(g)	(h)	(i)	(j)
Identity of Party Involved	Relationship to Plan, Employer, or Other Party-In-Interest	Description of Transactions, Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	Purchase Price	Selling Price	Lease Rental	Expenses Incurred in Connection with Transaction	Cost of Asset	Current Value of Asset	Net Gain or (Loss) on Each Transaction
Clearfreight Inc.	Employer/ Plan Sponsor	Plan cash deposited to Clearfreight Inc. bank account in error.*	$ ----	$ ----	$ ----	$ ----	$ 29,506	$ ----	$ ----

*Amount of $29,506 including interest repaid to Plan in 2009.

See accompanying notes to financial statements.

CLEARFREIGHT 401K SAVINGS PLAN

Financial Statements

December 31, 2009 and 2008

(With Auditors' Report Thereon)

Kakimoto Nagashima LLP
Certified Public Accountants
Consultants

INDEPENDENT AUDITORS' REPORT

To the Plan Administrator of the
ClearFreight 401k Savings Plan
El Segundo, California

We were engaged to audit the accompanying statements of net assets available for plan benefits of the ClearFreight 401k Savings Plan as of December 31, 2009 and 2008, and the related statement of changes in net assets available for plan benefits for the year ended December 31, 2009, and the supplemental schedules of assets held at end of year, acquired and disposed of within year, and nonexempt transactions as of and for the year ended December 31, 2009. These financial statements and supplemental schedules are the responsibility of the Plan's management.

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 3, which was certified by Fidelity Management Trust Company, the trustee of the Plan, except for comparing the information with the related information included in the financial statements and supplemental schedules. We have been informed by the plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from the trustee as of and for the years ended December 31, 2009 and 2008, that the information provided to the plan administrator by the trustee is complete and accurate.

Because of the significance of the information in the Plan's financial statements and supplemental schedules that we did not audit, we are unable to, and do not, express an opinion on the accompanying financial statements and supplemental schedules taken as a whole. The form and content of the information included in the financial statements and supplemental schedules, other than that derived from the information certified by the trustee, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

Kakimoto & Nagashima LLP

October 8, 2010

21241 S. Western Ave. Suite 200 Torrance, CA 90501 • TEL 310 320 2700 • FAX 310 320 4630
www.knllp.com

CLEARFREIGHT 401K
SAVINGS PLAN

Statements of Net Assets Available For Plan Benefits

December 31, 2009 and 2008

ASSETS

	2009	2008
Investments, at fair value (notes 3 and 8):		
Mutual funds	$ 4,796,621	3,661,488
Money market fund	644,773	485,404
	5,441,394	4,146,892
Loans to participants	189,184	201,043
Other receivable (note 6)	-	28,139
Total investments	5,630,578	4,376,074
Receivables (note 7):		
Participant contributions	-	14,384
Employer contributions	-	4,280
Total receivables	-	18,664
Total assets	5,630,578	4,394,738

LIABILITIES

Excess contributions refund payable	33,187	33,578
Total liabilities	33,187	33,578
Net assets available for plan benefits	$ 5,597,391	4,361,160

See accompanying notes to financial statements.

CLEARFREIGHT 401K
SAVINGS PLAN

Statement of Changes in Net Assets Available For Plan Benefits

Year Ended December 31, 2009

	2009
Additions to net assets attributed to:	
Investment income (note 3):	
Net appreciation in fair value of investments	$ 1,126,502
Interest and dividend income	87,848
Total investment income	1,214,350
Contributions (note 7):	
Participants	399,210
Employer	105,797
Rollover	6,689
Total contributions	511,696
Total additions	1,726,046
Deductions to net assets attributed to:	
Benefits paid to participants	(487,777)
Administrative fees	(2,038)
Total deductions	(489,815)
Net increase in net assets available for plan benefits	1,236,231
Net assets available for plan benefits:	
Beginning of year	4,361,160
End of year	$ 5,597,391

See accompanying notes to financial statements.

CLEARFREIGHT 401K
SAVINGS PLAN

Notes to Financial Statements

December 31, 2009 and 2008

(1) Description of the Plan

The following description of the ClearFreight 401k Savings Plan (the "Plan") provides only general information. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

General – On September 1, 1993, Clearfreight Inc. (the "Company") established the Plan as a defined contribution and profit sharing retirement plan qualifying under section 401(k) of the Internal Revenue Code (IRC). The Plan covers eligible employees of the Company and is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

Eligibility – All employees of the Company who are not residents of Puerto Rico are eligible to participate in the Plan. The Plan's entry dates are on the first day of each Plan year and the first day of the fourth, seventh, and tenth months of each Plan year.

Contributions – Participants may elect to contribute up to a maximum of the lesser of 20% of eligible compensation or, as limited by Section 402(g) of the IRC, $16,500 in 2009. Eligible employees may also rollover distributions from eligible retirement plans pursuant to the terms of the Plan.

The Plan provides that participants who are projected to be age 50 or older by the end of the calendar year and who are making deferred contributions to the Plan may also make a catch-up contribution of up to $5,500 in 2009; catch-up contribution limits will be indexed annually for inflation after 2009 and will increase in $500 increments.

The Company will make non-discretionary matching contributions in an amount equal to 50% of the participant's pretax contributions. Non-discretionary matching contributions are subject to a maximum of 50% of 6% of the participant's eligible compensation contributed to the Plan; for highly compensated employees, the employer matching contribution is subject to a maximum of 50% of 3% of the participant's eligible compensation. The Company made matching contributions of $104,430 for the year ended December 31, 2009. The Company, at its discretion, may make an additional contribution. The amount will be allocated to eligible and active participants based upon the proportion of each participant's compensation in relation to the total compensation of the eligible and active participants for the current Plan year; no additional discretionary contributions were made for the year ended December 31, 2009.

Participant Accounts – Each participant's account is credited with the participant's contribution, and allocations of (a) the Company's contributions and (b) investment earnings and/or losses. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

(1) Description of the Plan (Continued)

Vesting – Participants in the Plan are fully vested in their contributions plus actual earnings thereon. Participants become vested in the Company's contributions and related investment earnings/appreciation based on years of service. Company matching contributions and related earnings/appreciation shall be vested in accordance with the following schedule:

Years of Service	Vested Percentage
Less than one	0%
One	33.33%
Two	66.66%
Three or more	100%

Investment Options – Investments are held and managed by Fidelity Management Trust Company ("FMTC") on behalf of the Plan pursuant to a nondiscretionary trust agreement. For the year ended December 31, 2009, the participants may elect to invest their accounts, subject to the limitations as defined by the Plan, in the following investment options, all of which are mutual funds unless otherwise noted:

a. Fidelity Contrafund – Seeks capital appreciation.
b. Fidelity Equity-Income Fund – Seeks reasonable income and capital appreciation.
c. Fidelity Value Fund – Seeks capital appreciation.
d. Fidelity Independence Fund – Seeks capital appreciation.
e. Fidelity Real Estate Investment Portfolio – Seeks above-average income and long-term capital growth.
f. Fidelity Blue Chip Growth Fund – Seeks growth of capital over the long term.
g. Fidelity Low-Priced Stock Fund – Seeks capital appreciation.
h. Fidelity Diversified International Fund – Seeks capital growth.
i. Fidelity Dividend Growth Fund – Seeks capital appreciation.
j. Fidelity Mid-Cap Stock Fund – Seeks long-term growth of capital.
k. Fidelity Small Cap Stock Fund – Seeks long-term growth of capital.
l. Fidelity Retirement Money Market Portfolio – Seeks high current income, preservation of capital, and liquidity from money market instruments.
m. Spartan U.S. Equity Index Fund – Seeks to provide investment results that correspond to the total return performance of common stocks publicly traded in the United States.
n. Fidelity U.S. Bond Index Fund – Seeks to provide investment results that correspond to the total return of the bonds in the Lehman Brothers Aggregate Bond Index.
o. Fidelity Freedom Income Fund – Seeks high current income and, as a secondary objective, capital appreciation.
p. Fidelity Freedom 2000 Fund – Seeks high total return.
q. Fidelity Freedom 2005 Fund – Seeks high total return.
r. Fidelity Freedom 2010 Fund – Seeks high total return.
s. Fidelity Freedom 2015 Fund – Seeks high total return.
t. Fidelity Freedom 2020 Fund – Seeks high total return.
u. Fidelity Freedom 2025 Fund – Seeks high total return.
v. Fidelity Freedom 2030 Fund – Seeks high total return.

(1) Description of the Plan (Continued)

Investment Options (Continued)

w. Fidelity Freedom 2035 Fund – Seeks high total return.
x. Fidelity Freedom 2040 Fund – Seeks high total return.
y. Fidelity Freedom 2050 Fund – Seeks high total return.

Forfeitures – Upon termination of employment, the non-vested portion of the participant's account will be forfeited. Forfeitures are retained in the Plan and used for payment of administrative fees or reduction of future employer contributions.

For the year December 31, 2009, forfeited accounts amounted to $5,746; $4,038 was used to reduce employer contributions for the year 2009.

Loans to Participants – Loans are available in the Plan. The minimum loan amount is $1,000. The maximum amount is the lesser of one half of the participant's vested account balance or $50,000, reduced by the highest outstanding loan balance in the account during the prior twelve-month period. All loans bear a reasonable rate of interest as determined by the plan administrator based on the prevailing interest rate charged by persons in the business of lending money for loans which would be made under similar circumstances. The participant is limited to two loans outstanding at any time. Loan payments are made through payroll deductions on at least a quarterly basis over a period of five years (ten years if the loan was used to purchase a principal residence). Up to 50% of the participant's vested account balance may be used as collateral for any loan.

Payment of Benefits – Withdrawals are permissible upon participant's reaching age 59½, termination of employment, death, disability, retirement or certain financial hardships. Vested benefits due to the participant or, in the event of death, to the participant's beneficiaries, will be paid in a lump sum, installments or in the form of a life annuity.

Plan Termination – Although it has not expressed any intent to do so, the Company has the right under the Plan to terminate, discontinue making contributions to, amend, or modify the Plan at any time. In the event of a termination of the Plan, all participants will become fully vested in their accounts and the Company will arrange for distribution of all participants' accounts to the participants in accordance with the Plan.

Non-Discrimination Testing for Employee Contributions – The Plan, as required by the IRC, performs annual tests comparing participant data for highly compensated participants with data for non-highly compensated participants to ensure that highly compensated participants are not disproportionately favored under the Plan. If the Plan initially fails the tests, it will refund the excess contributions in the amount necessary to pass the tests. Excess contributions in the amount of $33,187 were refunded to highly compensated participants during 2010, to bring the Plan into compliance for the year ended December 31, 2009. The amount of excess contributions refunded is recorded as a liability as of December 31, 2009.

(1) Description of the Plan (Continued)

Principal Mutual Holding Company Demutualization – In 2001, Principal Mutual Holding Company was converted from a mutual insurance holding company to a stock company. A prospectus was filed with the SEC in connection with the initial public offering (IPO) of the Principal Financial Group, Inc. common stock on August 29, 2001. The demutualization became effective upon the closing of the IPO on October 26, 2001.

As a result of the demutualization, membership interests of eligible policy and contract holders were exchanged for compensation, which could be in the form of stock, cash or policy credits. The compensation was distributed over a five day period beginning on December 10, 2001. The Plan elected to receive compensation in the form of Principal Financial Group, Inc. common stock which was included in other income during that year.

(2) Summary of Significant Accounting Policies

FASB Accounting Standards Codification – In June 2009, the Financial Accounting Standards Board ("FASB") approved the "FASB Accounting Standards Codification" ("ASC") as the single source of authoritative nongovernmental U.S. GAAP. The ASC does not change current U.S. GAAP, but is intended to simplify user access to all authoritative U.S. GAAP by providing all the authoritative literature related to a particular topic in one place. Financial statements issued for all interim and annual periods ending after September 15, 2009 will need to reference accounting guidance embodied in the ASC as opposed to referencing the previously authoritative pronouncements. The adoption of the ASC is not expected to have a material effect on the Company's financial statements.

Basis of Accounting – The Plan's financial statements have been prepared on the accrual basis of accounting.

Use of Estimates – The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires the plan administrator 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 financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

Risk and Uncertainties – The Plan invests in various investment securities. Investment securities are exposed to various risks such as interest rate, market, and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the statement of net assets available for plan benefits.

Valuation of Investments – Investments are stated in the accompanying statements of net assets for plan benefits at fair value. The Plan's investments in the shares of mutual funds are valued at quoted market prices, which represent the net asset value of shares held by the Plan at year end. The participant loans are valued at the outstanding principal balances which the plan administrator has estimated approximates fair value.

(2) Summary of Significant Accounting Policies (Continued)

Fair Value Measurements – On January 1, 2008, the Company adopted ASC 820, "Fair Value Measurements and Disclosures", for its financial assets and liabilities. Effective January 1, 2009, the Company adopted the provisions of ASC 820 related to nonfinancial assets and liabilities in accordance with ASC 820-10-65-1. ASC 820 establishes a framework for measuring fair value, expands on disclosures regarding certain fair value measurements and utilizes a valuation hierarchy which prioritizes the inputs used in measuring fair value. The adoption of ASC 820 did not have a material effect on the Company's results of operations or financial position.

In 2009 the FASB issued accounting standard updates which provided additional guidance for estimating fair value and additional disclosure requirements given certain situations including guidance for entities to use the net asset value of certain investments when determining fair value, provided certain criteria are met. The adoption of these provisions did not have a material impact on the Plan's financial statements.

Income Recognition – Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date.

Payment of Benefits – Benefits are recorded when paid.

Administrative Expenses – Clearfreight Inc. pays for all administrative expenses, with the exception of the set-up and annual fees for loans to participants which are deducted from the respective participants' funds.

Subsequent Events - ASC 855, "Subsequent Events", establishes general standards of accounting and disclosure for events that occur after the balance sheet date but before the financial statements are issued or are available to be issued. In addition, ASC 855-10-50-1 requires disclosure of the date through which an entity has evaluated subsequent events and the basis for that date and is effective for interim or annual periods ending after June 15, 2009. The Company has evaluated subsequent events through October 8, 2010, which is the date that the financial statements were available to be issued.

(3) Investments Certified by Trustee (Unaudited)

The following is a summary of the unaudited information included in the Plan's financial statements and supplemental schedules, that was prepared by FMTC, and furnished to the plan administrator. The plan administrator has obtained certification from the trustee that such information is complete and accurate.

(3) Investments Certified by Trustee (Unaudited) (Continued)

The following table presents the fair value of investments as certified by FMTC at December 31, 2009 and 2008:

	2009	2008
Participant directed investments:		
Mutual funds, at fair value:		
Fidelity Contrafund	$ 459,829*	414,275*
Fidelity Equity-Income Fund	57,936	58,288
Fidelity Value Fund	237,247	184,624
Fidelity Independence Fund	185,207	208,892
Fidelity Real Estate Investment Portfolio	180,454	207,040
Fidelity Blue Chip Growth Fund	141,864	87,068
Fidelity Low-Priced Stock Fund	309,742*	293,944*
Fidelity Diversified International Fund	529,877*	351,886*
Fidelity Dividend Growth Fund	288,190*	128,063
Fidelity Mid-Cap Stock Fund	390,973*	266,713*
Fidelity Small Cap Stock Fund	326,466*	117,421
Spartan U.S. Equity Index Fund	280,725*	236,094*
Fidelity U.S. Bond Index Fund	377,361*	398,924*
Fidelity Freedom Income Fund	26,641	10,492
Fidelity Freedom 2000 Fund	4,013	3,323
Fidelity Freedom 2005 Fund	985	1,880
Fidelity Freedom 2010 Fund	30,235	21,248
Fidelity Freedom 2015 Fund	21,242	3,249
Fidelity Freedom 2020 Fund	541,360*	388,004*
Fidelity Freedom 2025 Fund	20,483	8,033
Fidelity Freedom 2030 Fund	190,671	150,066
Fidelity Freedom 2035 Fund	16,806	7,860
Fidelity Freedom 2040 Fund	177,910	113,796
Fidelity Freedom 2050 Fund	404	305
	4,796,621	3,661,488
Money market fund, at fair value:		
Fidelity Retirement Money Market Portfolio	644,773*	485,404*
Loans to participants, at estimated fair value	189,184	201,043
	$ 5,630,578	4,347,935

* Represents 5% or more of the Plan's net assets

(3) Investments Certified by Trustee (Unaudited) (Continued)

The following table presents income from investment activities for the year ended December 31, 2009, as certified by FMTC:

Participant directed investments:	
Investment income:	
Net appreciation in investments	$ 1,126,502
Interest and dividend income	87,848
Total investment income	$ 1,214,350

Supplemental Schedules:

Schedule of Assets (Held At End of Year)
Schedule of Assets (Acquired and Disposed of Within Year)

(4) Income Tax Status

FMTC, the Plan's trustee, received a favorable IRS determination letter for their Prototype Plan on December 5, 2001 and as updated for plan amendments on June 13, 2003. On April 1, 2003, the Company adopted FMTC's Prototype 401(k) Plan conforming the operations of the Plan to the Prototype Plan, thereby allowing the Company to rely on FMTC's favorable IRS determination letter. Although the Plan has been amended since receiving the determination letter, the plan administrator believes that the Plan continues to qualify and is currently being operated in compliance with the applicable requirements of the Internal Revenue Code. Therefore, no provision for income taxes has been included in the Plan's financial statements.

(5) Related Party Transactions

FMTC manages all Plan investments. FMTC is the trustee as defined by the Plan and, therefore, these transactions qualify as party-in-interest transactions.

(6) Nonexempt Transaction

During 2008 it was determined that there was a nonexempt transaction relating to certain Plan cash deposited to the Company's bank account in error for the approximate amount of $23,351. The Company paid back this amount with lost earnings to the Plan in 2009.

(7) Reconciliation of Financial Statements to Form 5500

The following is a reconciliation of net assets available for plan benefits per the financial statements at December 31, 2009 and 2008 to the Form 5500:

	2009	2008
Net assets available for plan benefits per financial statements	$ 5,597,391	4,361,160
Refundable excess contributions	33,187	33,578
Contributions receivable per financial statement	-	(18,664)
Net assets available for plan benefits per Form 5500	$ 5,630,578	4,376,074

The following is a reconciliation of the increase (decrease) in net assets per the financial statements to net income per Form 5500 for the year ended December 31, 2009:

	2009
Increase in net assets per financial statements	$ 1,236,231
Refundable excess contributions	33,187
Contributions - accrual to cash basis adjustment	(14,914)
Net income per Form 5500	$ 1,254,504

(8) Fair Value Measurements

As noted above, ASC 820 utilizes a valuation hierarchy which prioritizes the inputs used in measuring fair value. The fair value valuation hierarchy consists of the following three levels:

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 that are not corroborated by market data

(8) Fair Value Measurements (Continued)

The following summarizes the financial assets and liabilities that are measured at fair value on a recurring basis at December 31, 2009 and 2008:

	Assets at Fair Value as of December 31, 2009			
	Total	Level 1	Level 2	Level 3
Investments in:				
Mutual funds	$ 4,796,621	$ 4,796,621	$ -	$ -
Money market fund	644,773	644,773	-	-
Loans to participants	189,184	-	-	189,184
	$ 5,630,578	$ 5,441,394	$ -	$ 189,184

	Assets at Fair Value as of December 31, 2008			
	Total	Level 1	Level 2	Level 3
Investments in:				
Mutual funds	$ 3,661,488	$ 3,661,488	$ -	$ -
Money market fund	485,404	485,404	-	-
Loans to participants	201,043	-	-	201,043
	$ 4,347,935	$ 4,146,892	$ -	$ 201,043

The changes in investments measured at fair value for which Level 3 inputs have been used to determine fair value are as follows:

	2009	2008
Balance, beginning of year	$ 201,043	117,309
Loan withdrawal	49,037	137,108
Loan principal repayment	(60,896)	(53,374)
Balance, end of year	$ 189,184	201,043

(9) Subsequent Event

Effective January 1, 2010, the 401(k) savings plan of Globerunners Inc. ("GRI", an affiliate of Clearfreight Inc.) was merged into the Plan; on the same date, the Plan's sponsor was changed to Sankyo Holdings Inc. ("SHI", the sole shareholder of Clearfreight Inc.) with a corresponding Plan name change to the "Sankyo Holdings Inc. 401(k) Plan". Two Clearfreight Inc. officers have been named as trustees of the Plan. In addition, the Hartford Financial Services Group ("Hartford") was appointed to perform custodial and record keeping duties for the Plan; all Plan assets held by FMTC and Principal Life Insurance Company (GRI's former trustee) were transferred to Hartford in February 2010. Eligible employees of Clearfreight Inc., SHI, GRI, and other affiliates can participate in the Plan.

SUPPLEMENTAL SCHEDULES PROVIDED PURSUANT TO
THE DEPARTMENT OF LABOR'S RULES AND REGULATIONS

CLEARFREIGHT 401K
SAVINGS PLAN
Employer Identification Number: 95-3313403
Three-digit Plan Number: 001

CLEARFREIGHT 401K
SAVINGS PLAN

Schedule H, Line 4i - Schedule of Assets (Held at End of Year)

Year Ended December 31, 2009

(a)	(b)	(c)		(e)
	Identity of Issue, Borrower, Lessor or Similar Party	Description of Investment, Including Maturity Date, Rate of Interest, Collateral, Par, or Maturity Value	Units	Current Value
		Mutual Funds:		
*	Fidelity Investments	Fidelity Contrafund **	7,890.002	$ 459,829
*	Fidelity Investments	Fidelity Equity-Income Fund **	1,480.229	57,936
*	Fidelity Investments	Fidelity Value Fund **	4,166.615	237,247
*	Fidelity Investments	Fidelity Independence Fund **	9,297.527	185,207
*	Fidelity Investments	Fidelity Real Estate Investment Portfolio **	8,951.107	180,454
*	Fidelity Investments	Fidelity Blue Chip Growth Fund **	3,738.173	141,864
*	Fidelity Investments	Fidelity Low-Priced Stock Fund **	9,697.617	309,742
*	Fidelity Investments	Fidelity Diversified International Fund **	18,924.169	529,877
*	Fidelity Investments	Fidelity Dividend Growth Fund **	12,175.329	288,190
*	Fidelity Investments	Fidelity Mid-Cap Stock Fund **	16,693.995	390,973
*	Fidelity Investments	Fidelity Small Cap Stock Fund **	20,480.899	326,466
*	Fidelity Investments	Spartan U.S. Equity Index Fund **	7,119.571	280,725
*	Fidelity Investments	Fidelity U.S. Bond Index Fund **	34,119.426	377,361
*	Fidelity Investments	Fidelity Freedom Income Fund **	2,480.541	26,641
*	Fidelity Investments	Fidelity Freedom 2000 Fund **	353.591	4,013
*	Fidelity Investments	Fidelity Freedom 2005 Fund **	98.256	985
*	Fidelity Investments	Fidelity Freedom 2010 Fund **	2,416.908	30,235
*	Fidelity Investments	Fidelity Freedom 2015 Fund **	2,038.610	21,242
*	Fidelity Investments	Fidelity Freedom 2020 Fund **	43,136.249	541,360
*	Fidelity Investments	Fidelity Freedom 2025 Fund **	1,971.413	20,483
*	Fidelity Investments	Fidelity Freedom 2030 Fund **	15,389.093	190,671
*	Fidelity Investments	Fidelity Freedom 2035 Fund **	1,637.979	16,806
*	Fidelity Investments	Fidelity Freedom 2040 Fund **	24,847.751	177,910
*	Fidelity Investments	Fidelity Freedom 2050 Fund **	48.352	404
		Money Market Fund:		
*	Fidelity Investments	Fidelity Retirement Money Market Portfolio **	644,772.810	644,773
*	Participant loans secured by participant accounts	Participant loans with annual interest rate of 6.25% and varying maturity dates		189,184
		Total assets held for investment		$ 5,630,578

* Party-in-interest
** Historical cost information is not required for participant directed investment funds

See accompanying notes to financial statements.

CLEARFREIGHT 401K
SAVINGS PLAN

Schedule H, line 4i - Schedule of Assets (Acquired and Disposed of Within Year)

Year Ended December 31, 2009

(a)	(b)	(c)	(d)
Identity of Issue, Borrower, Lessor, or Similar Party	Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par, or Maturity Value	Costs of Acquisitions	Proceeds of Dispositions
	No Transactions		

See accompanying notes to financial statements.

CLEARFREIGHT 401K
SAVINGS PLAN

Schedule G, Part III - Schedule of Nonexempt Transactions

Year Ended December 31, 2009

(a)	(b)	(c)	(d)	(e)	(f)	(g)	(h)	(i)	(j)
Identity of Party Involved	Relationship to Plan, Employer, or Other Party-In-Interest	Description of Transactions, Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	Purchase Price	Selling Price	Lease Rental	Expenses Incurred in Connection with Transaction	Cost of Asset	Current Value of Asset	Net Gain or (Loss) on Each Transaction
Clearfreight Inc.	Employer/ Plan Sponsor	Plan cash deposited to Clearfreight Inc. bank account in error.*	$ ----	$ ----	$ ----	$ ----	$ 29,506	$ ----	$ ----

*Amount of $29,506 including interest repaid to Plan in 2009.

See accompanying notes to financial statements.