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;
- [ ] 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
FLEETPRIDE CORPORATION 401(K) RETIREMENT SAVINGS PLAN

1b Three-digit plan number (PN) ▶ 002

1c Effective date of plan 09/01/1984

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

8708 TECHNOLOGY FOREST DRIVE
SUITE 125
THE WOODLANDS, TX 77381

8708 TECHNOLOGY FOREST DRIVE
SUITE 125
THE WOODLANDS, TX 77381

2b Employer Identification Number (EIN)
63-0681070

2c Sponsor's telephone number
832-585-0555

2d Business code (see instructions)
441300

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.	10/18/2010	MARK ESSELMAN
	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")

FLEETPRIDE CORPORATION

8708 TECHNOLOGY FOREST DRIVE
SUITE 125
THE WOODLANDS, TX 77381

3b Administrator's EIN
63-0681070

3c Administrator's telephone number
832-585-0555

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**	2790
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**	2440
b	Retired or separated participants receiving benefits	**6b**	19
c	Other retired or separated participants entitled to future benefits	**6c**	245
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	2704
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	6
f	Total. Add lines **6d** and **6e**	**6f**	2710
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	1343
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	0
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:
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)		**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
FLEETPRIDE CORPORATION 401(K) RETIREMENT SAVINGS PLAN

B Three-digit plan number (PN) ▶ 002

C Plan sponsor's name as shown on line 2a of Form 5500
FLEETPRIDE CORPORATION

D Employer Identification Number (EIN)
63-0681070

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).. . . . . [X] 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

FIDELITY INV. INST. OPS. CO.

04-2647786

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

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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 65 37 60	RECORDKEEPER	42286	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
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(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.
FKLN SMMIDCAP GRTH A - FRANKLIN TEM 94-3167260	0.35%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(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.
PERKINS MID CP VAL J - JANUS SERVIC 43-1804048	0.33%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(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.
RS PARTNERS A - BOSTON FINANCIAL DA 04-2526037	0.55%

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
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(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.
WFA SM CAP VAL INV - BOSTON FINANCI 04-2526037	0.35%

(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

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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 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
FLEETPRIDE CORPORATION 401(K) RETIREMENT SAVINGS PLAN

B Three-digit plan number (PN) ▶ 002

C Plan sponsor's name as shown on line 2a of Form 5500
FLEETPRIDE CORPORATION

D Employer Identification Number (EIN)
63-0681070

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)	469601	0
(2) Participant contributions	1b(2)	252483	0
(3) Other	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	9382897	9892451
(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)	2128011	2556060
(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)	32766777	41363252
(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	44999769	53811763
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	44999769	53811763

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)	353220	
(B) Participants	2a(1)(B)	2655575	
(C) Others (including rollovers)	2a(1)(C)	297102	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		3305897
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	65300	
(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)	123478	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		188778
(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)	741642	
(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		741642
(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)		9271923
c Other income	2c		
d Total income. Add all **income** amounts in column (b) and enter total	2d		13508240
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	4626759	
(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)		4626759
f Corrective distributions (see instructions)	2f		4792
g Certain deemed distributions of participant loans (see instructions)	2g		22330
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)	42365	
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		42365
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		4696246
Net Income and Reconciliation			
k Net income (loss). Subtract line 2j from line 2d	2k		8811994
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: WARREN AVERETT KIMBROUGH & MARINO (2) EIN: 63-1239864

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	
e	Was this plan covered by a fidelity bond?	4e	X		1000000
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
FLEETPRIDE CORPORATION 401(K) RETIREMENT SAVINGS PLAN

B Three-digit plan number (PN) ▶ 002

C Plan sponsor's name as shown on line 2a of Form 5500
FLEETPRIDE CORPORATION

D Employer Identification Number (EIN)
63-0681070

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):

FLEETPRIDE CORPORATION
401(k) RETIREMENT SAVINGS PLAN

2009 AUDIT RESULTS
AND COMMUNICATIONS

REPORT TO THE ADMINISTRATIVE COMMITTEE

DECEMBER 31, 2009

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WARREN, AVERETT, KIMBROUGH & MARINO, LLC

CERTIFIED PUBLIC ACCOUNTANTS
BUSINESS & FINANCIAL CONSULTANTS

October 5, 2010

The Administrative Committee
FleetPride Corporation 401(k) Retirement Savings Plan
The Woodlands, Texas

We are pleased to present the results of our audit of the 2009 financial statements and supplemental schedule of FleetPride Corporation 401(k) Retirement Savings Plan.

This report to the Administrative Committee summarizes our audit, the scope of our engagement, and the report issued.

The audit is designed to express a disclaimer opinion on the 2009 financial statements. We considered the Plan's current and emerging business needs, along with an assessment of risks that could materially affect the financial statements, and aligned our audit procedures accordingly. We conducted the audit with objectivity and independence. We received the full support and assistance of FleetPride Corporation 401(k) Retirement Savings Plan's personnel.

The disclosures in the financial statements are neutral, clear, and consistent. Certain financial statement disclosures are particularly sensitive because of their significance to the financial statement users.

This report is intended solely for the information and use of plan management, and is not intended to be and should not be used by anyone other than these specified parties.

We appreciate the opportunity to present this material to you.

Sincerely,

Warren, Averett, Kimbrough & Marino, LLC

Birmingham, Alabama

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FLEETPRIDE CORPORATION
401(k) RETIREMENT SAVINGS PLAN
2009 AUDIT RESULTS
AND COMMUNICATIONS

REQUIRED COMMUNICATIONS

We have completed a DOL limited-scope audit of the financial statements of FleetPride Corporation 401(k) Retirement Savings Plan (the Plan) for the year ended December 31, 2009, and have issued our report thereon dated October 5, 2010. 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 C and Note D to those financial statements. Because of the significance of the information that we did not audit, we are unable to, and have not, expressed an opinion on those financial statements and supplemental schedule as a whole.

Area	Comments
Our Responsibility under U.S. Generally Accepted Auditing Standards (GAAS) As stated in our engagement letter dated August 13, 2010, as described by professional standards, our responsibility is to conduct our audit in accordance with U.S. generally accepted auditing standards except that, as part of the scope limitation discussed in the first paragraph, we did not perform any auditing procedures with respect to information prepared and certified by Principal Life Insurance Company, the custodian, in accordance with DOL Regulation 2520.103-5, other than comparing the information with the related information included in the financial statements and supplemental schedule. Because of the significance of the information that we did not audit, we have not expressed an opinion on the financial statements and schedule taken as a whole. The form and content of the information certified to by the custodian, was audited by us in accordance with U.S. generally accepted auditing standards, and was subjected to the tests of the accounting records and other procedures we considered necessary to enable us to express an opinion that they are presented in compliance with the DOL's Rules and Regulations for Reporting and Disclosure under ERISA. Our audit of the financial statements does not relieve you or management of your responsibilities.	We have issued a disclaimer opinion on the Plan's financial statements for the year ended December 31, 2009. As part of our audit, we considered the internal control of the Plan. Such considerations were solely for the purpose of determining our audit procedures and not to provide any assurance concerning such internal control. See Appendix A.

REQUIRED COMMUNICATIONS - Continued

Area	Comments
Significant Accounting Policies Management is responsible for the selection and use of appropriate policies. In accordance with the terms of our engagement letter, we will advise management about the appropriateness of accounting policies and their application.	The significant accounting policies used by the Plan are described in Note B to the financial statements. No new accounting policies were adopted and the application of existing policies was not changed during 2009. We noted no transactions entered into by the Plan during the year that were both significant and unusual, and of which, under professional standards, we are required to inform you, or transactions for which there is a lack of authoritative guidance or consensus.
Management's Judgments and Accounting Estimates Management's judgments and accounting estimates are an integral part of the financial statements prepared by management and are based on management's knowledge and experience about past and current events and assumptions about future events. Certain accounting estimates are particularly sensitive because of their significance to the financial statements and because of the possibility that future events affecting them may differ significantly from those expected.	In our judgment, based on procedures performed during our audit, the Plan's accounting policies and estimates have been followed consistently and appear reasonable.
Audit Adjustments For purposes of this letter, professional standards define an audit adjustment as a proposed correction of the financial statements that, in our judgment, may not have been detected except through our auditing procedures. An audit adjustment may or may not indicate matters that could have a significant effect on the Plan's financial reporting process (that is, cause future financial statements to be materially misstated).	In our judgment, none of the adjustments we proposed, whether recorded or unrecorded by the Plan, either individually or in the aggregate, indicate matters that could have a significant effect on the Plan's financial reporting process. See Appendix B for adjusting journal entries.

REQUIRED COMMUNICATIONS - Continued

Area	Comments
Disagreements with Management For purposes of this letter, professional standards define a disagreement with management as a matter, whether or not resolved to our satisfaction, concerning a financial accounting, reporting, or auditing matter that could be significant to the financial statements or the auditors' report.	We are pleased to report that no such disagreements arose during the course of our audit.
Consultation with Other Accountants In some cases, management may decide to consult with other accountants about auditing and accounting matters, similar to obtaining a "second opinion" on certain situations. If a consultation involves application of an accounting principle to the Plan's financial statements or a determination of the type of auditors' opinion that may be expressed on those statements, our professional standards require the consulting accountant to check with us to determine that the consultant has all the relevant facts.	To our knowledge, there were no such consultations with other accountants.
Management Representations We will inform you of any representations made by management in relation to our audit of financial statements.	We have requested certain representations from management that are included in the management representation letter dated October 5, 2010. See Appendix C.
Issues Discussed with Management Prior to commencement of Annual Audit We generally discuss a variety of matters, including the application of accounting principles and auditing standards, with management each year prior to commencement of the audit.	These discussions occurred in the normal course of our professional relationship, and our responses were not a condition to our retention.

REQUIRED COMMUNICATIONS - Continued

Area	Comments
Planned Scope and Timing of the Audit We will communicate to you the planned scope and timing of the audit.	We performed the audit according to the planned scope and timing previously communicated to you management during the planning stages of the audit. We spent more time in areas we consider to have a higher risk of material misstatement, whether due to fraud or error.
Difficulties Encountered in Performing the Audit We will inform plan management of any serious difficulties encountered in dealing with management related to the performance of the audit. This may include, among other things, unreasonable delays by management in permitting the commencement of the audit or in providing needed information, and whether the timetable set by management was unreasonable under the circumstances. Other matters that may be encountered include the unavailability of client personnel and the failure of client personnel to complete client prepared schedules on a timely basis.	We encountered no difficulties in dealing with management in performing and completing our audit.

FLEETPRIDE CORPORATION
401(k) RETIREMENT SAVINGS PLAN
2009 AUDIT RESULTS
AND COMMUNICATIONS

APPENDIX A - INTERNAL CONTROL RECOMMENDATIONS

October 5, 2010

The Administrative Committee
FleetPride Corporation 401(k) Retirement Savings Plan
The Woodlands, Texas

Except as discussed in the following paragraph, in planning and performing our audit of the financial statements of FleetPride Corporation 401(k) Retirement Savings Plan (the Plan) as of December 31, 2009 and 2008, and for the year ended December 31, 2009, in accordance with auditing standards generally accepted in the United States of America, we considered the Plan's internal control over financial reporting as a basis for designing our auditing procedures for the purpose of issuing our report on the financial statements, but not for the purpose of expressing an opinion on the effectiveness of the Plan's internal control. Accordingly, we do not express an opinion on the effectiveness of the Plan's internal control.

We were engaged to perform a Department of Labor limited-scope audit of those financial statements 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. Our audit did not include all of the procedures required by U.S. generally accepted auditing standards and did not include a consideration of internal control relating to the information summarized in Note C to those financial statements. Because of the significance of the information that we did not audit, we were unable to, and did not, express an opinion on those financial statements.

A deficiency in internal control exists when the design or operation of a control does not allow management or employees, in the normal course of performing their assigned functions, to prevent or detect and correct misstatements on a timely basis. A material weakness is a deficiency, or combination of deficiencies in internal control, such that there is a possibility that a material misstatement of the Plan's financial statements will not be prevented or detected and corrected on a timely basis.

Our consideration of internal control was for the limited purpose described in the first two paragraphs and was not designed to identify all deficiencies in internal control that might be deficiencies, significant deficiencies or material weaknesses and, therefore, there can be no assurance that all such deficiencies have been identified. However, we noted no deficiencies in internal control that we consider to be material weaknesses as defined above.

The following item is not considered to be a significant deficiency or material weakness, but is an item to consider for the Plan.

IRS Determination Letter

We would like to respectfully inform the Plan that the IRS has required, through Revenue Procedure 2007-44, that Individually Designed Plans submit applications for determination letters once every five years. During the course of our audit, we observed that the most current IRS Determination Letter obtained by the Plan is dated November 5, 2001. In light of this new requirement and the date of the current Determination Letter, we suggest that the Plan apply for a new IRS Determination Letter.

This communication is intended solely for the information and use of Plan management and others within the organization. This information is not intended to be and should not be used by anyone other than these specified parties.

Warren, Averett, Kimbrough & Marino, LLC

Birmingham, Alabama

APPENDIX B - ADJUSTING JOURNAL ENTRIES

Adjusting Journal Entries JE # 1			
Reverse PY ER and EE receivable			
400-200	Employer Contributions	469,601.00	
401-200	Employee Contributions	252,483.00	
110-200	Employer Contribution Receivable		469,601.00
110-201	Participant Contributions Receivable		252,483.00
Total		**722,084.00**	**722,084.00**

FLEETPRIDE CORPORATION
401(k) RETIREMENT SAVINGS PLAN
2009 AUDIT RESULTS
AND COMMUNICATIONS

APPENDIX C - MANAGEMENT REPRESENTATION LETTER

8708 Technology Forest Place, Suite 125
The Woodlands, TX 77381-1182
832-592-9980 • 832-592-9970 Fax

John M. Mosunic
Chief Financial Officer
john.mosunic@fleetpride.com

October 5, 2010

Warren, Averett, Kimbrough and Marino, LLC
2500 Acton Road
Birmingham, Alabama 35243

We are providing this letter in connection with your audits of the financial statements and supplemental schedule of FleetPride Corporation 401(k) Retirement Savings Plan (the Plan) as of December 31, 2009 and 2008, and for the years then ended. As permitted by 29 CFR 2520.103-8 of the Department of Labor's (DOL) Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 (ERISA), we have instructed you not to perform any auditing procedures with respect to information prepared and certified to by Fidelity Management Trust Company, the trustee, in accordance with 29 CFR 2520.103-5, except for comparing the information with the related information included in the financial statements and supplemental schedule. Because of the significance of the information which you did not audit, we understand that you will not express an opinion on the financial statements and schedule taken as a whole.

We are responsible for the fair presentation in the Plan's financial statements of net assets available for benefits and changes in net assets available for benefits in conformity with U.S. generally accepted accounting principles and for the fair presentation of the accompanying supplemental schedule in conformity with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. We are also responsible for adopting sound accounting policies, establishing and maintaining internal control, and preventing and detecting fraud.

Certain representations in this letter are described as being limited to matters that are material. Items are considered material if they involve an omission or misstatement of accounting information that, in light of surrounding circumstances, makes it probable that the judgment of a reasonable person relying on the information would be changed or influenced by the omission or misstatement. An omission or misstatement that is monetarily small in amount could be considered material as a result of qualitative factors.

We confirm, to the best of our knowledge and belief, the following representations made to you during your audits.

1. The financial statements and related footnotes are fairly presented in conformity with U.S. generally accepted accounting principles, and the notes include all disclosures required by laws and regulations to which the Plan is subject, including the DOL Rules and Regulations for Reporting and Disclosure under ERISA.

2. We have made available to you all-
   a. Financial records and related data.
   b. Plan instruments, trust agreements, insurance contracts, or investment contracts and amendments to such documents entered into during the year, including amendments to comply with applicable laws.
   c. Minutes of meetings of the board of directors for the period under audit or summaries of actions of recent meetings for which minutes have not been prepared. There were no meetings held from June 21, 2010 through the date of the audit report which affected the Plan's financial statements.

3. There has been no communications from regulatory agencies concerning noncompliance with or deficiencies in financial reporting practices that could have a material effect on the financial statements in the event of noncompliance.

4. We acknowledge our responsibility for the design and implementation of programs and controls to prevent and detect fraud.

5. We have no knowledge of any fraud or suspected fraud affecting the plan involving-
   a. Management,
   b. Employees who have significant roles in internal control, or
   c. Others where the fraud could have a material effect on the financial statements.

6. We have no knowledge of any allegations of fraud or suspected fraud affecting the Plan received in communications from employees, former employees, participants, regulators, beneficiaries, service providers, third-party administrators, or others.

7. We have no-
    a. Plans or intentions that may materially affect the carrying value or classification of assets and liabilities.
    b. Intentions to terminate the Plan.

8. The following have been properly recorded or disclosed in the financial statements:
    a. Related-party transactions, including transactions with parties-in-interest, as defined in ERISA section 3(14) and regulations thereunder, including sales, purchases, loans, transfers, leasing arrangements, and guarantees, and amounts receivable from or payable to related parties.
    b. Guarantees whether written or oral under which the Plan is contingently liable to a bank or other lending institution.
    c. All significant estimates and material concentrations known to management that are to be disclosed in accordance with AICPA Statement of Position 94-6, Disclosure of Certain Significant Risks and Uncertainties. We understand that the significant estimates covered by this disclosure are estimates at the date of the statement of net assets that are reasonably possible of changing materially within the next year. Concentrations refer to the nature and type of investments held by the Plan, or markets for which events could occur which would significantly disrupt normal finances within the next year.
    d. Amendments to the Plan instrument, if any.

9. There are no-

    a. Violations or possible violations of laws or regulations (including ERISA, DOL, and IRS regulations) whose effects should be considered for disclosure in the financial statements or as a basis for recording a loss contingency.
    b. We are not aware of any pending or threatened litigation, claims, or assessments or unasserted claims or assessments that are required to be accrued or disclosed in the financial statements in accordance with *FASB Accounting Standards Codification 450, Contingencies* (formerly *Statement of Financial Accounting Standards No. 5),* and the Plan has not consulted a lawyer concerning litigation, claims, or assessments.
    c. Other liabilities or gain or loss contingencies that are required to be accrued or disclosed by *FASB Accounting Standards Codification 450, Contingencies* (formerly *Statement of Financial Accounting Standards No.* 5).
    d. Material transactions that have not been properly recorded in the accounting records underlying the financial statements.

e. Other matters (e.g., breach of fiduciary responsibilities, nonexempt transactions, loans or leases in default, events reportable to the Pension Benefit Guaranty Corporation (PBGC), or events that may jeopardize the tax status) that legal counsel have advised us that must be disclosed.

f. Uncorrected financial statement misstatements that are material, both individually and in the aggregate, to the financial statements taken as a whole.

10. The Plan has complied with all aspects of debt and other contractual agreements that would have a material effect on the financial statements in the event of noncompliance.

11. The methods and significant assumptions used to estimate fair values of financial instruments are as follows:

    a. Investments are stated at fair value, as determined by Fidelity Management Trust Company (the trustee). Investments in registered investment companies are valued at quoted market prices, which represent the net asset value of shares held by the Plan at year end. Participant loans are valued at their outstanding balances, which approximate fair value.

12. Financial instruments with concentrations of credit risk have been properly recorded or disclosed in the financial statements.

13. All required filings of plan documents with the appropriate agencies have been made.

14. The Plan is qualified under the appropriate section of the Internal Revenue Code and we intend to continue it as a qualified plan. The plan sponsor has operated the Plan in a manner that did not jeopardize this tax status. Required nondiscrimination testing related to Code Section 401(k) and 401(m) arrangements, as applicable, have been completed for the Plan, and any excess deferrals or contributions have been disposed of in accordance with regulations

15. The Plan has complied with the Department of Labor's regulations concerning the timely remittance of participant contributions to trusts containing assets for the Plan.

16. The Plan has complied with the fidelity bonding requirements of ERISA.

17. The Plan has satisfactory title to all owned assets which are recorded at fair value, and all liens, encumbrances, or security interest requiring disclosure in the financial statements have been properly disclosed.

18. There are no-
    a. Non-exempt party-in-interest transactions (as defined in ERISA section 3(14) and regulations under the section) that were not disclosed in the supplemental schedules or financial statements.
    b. Investments or loans in default or considered to be uncollectible that were not disclosed in the supplemental schedules.
    c. Reportable transactions (as defined in ERISA section 103(b)(3)(H) and regulations under that section) that were not disclosed in the supplemental schedules.

19. We have apprised you of all communications, whether written or oral, with regulatory agencies concerning the operation of the Plan.

20. There have been no amendments to the Plan subsequent to year end except for the items discussed in Note J of the notes to the financial statements.

21. Other than as made known to you and disclosed in the notes to the financial statements, no events have occurred subsequent to the date of the Plan's financial statements and through the date of this letter that would require adjustment to or disclosure in the aforementioned financial statements.

22. Administrative expenses paid by the Plan sponsor on behalf of the Plan will not be reimbursed by the Plan.

Signature: _____ Date: 10/15/10
Mark Esselman, VP, Human Recourses

Signature: _____ Date: 10/15/10
John Mosunic, Chief Financial Officer

Signature: _____ Date: 10/15/10
John Wallis, Chief Accounting Officer

FLEETPRIDE CORPORATION
401(k) RETIREMENT SAVINGS PLAN

FINANCIAL STATEMENTS AND
SUPPLEMENTAL SCHEDULE

DECEMBER 31, 2009 AND 2008

FleetPride Corporation 401(k) Retirement Savings Plan

Financial Statements and Supplemental Schedule

Years Ended December 31, 2009 and 2008

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WARREN, AVERETT, KIMBROUGH & MARINO, LLC

CERTIFIED PUBLIC ACCOUNTANTS
BUSINESS & FINANCIAL CONSULTANTS

INDEPENDENT AUDITORS' REPORT

October 5, 2010

The Administrative Committee
FleetPride Corporation 401(k) Retirement Savings Plan
The Woodlands, Texas

We were engaged to audit the financial statements and supplemental schedule of FleetPride Corporation 401(k) Retirement Savings Plan as of December 31, 2009 and 2008, and for the years then ended, as listed in the accompanying table of contents. These financial statements and supplemental schedule 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 C, which was certified by Fidelity Management Trust Company, the trustee of the Plan, except for comparing such information with the related information included in the financial statements and supplemental schedule. 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 certifications from the trustee as of December 31, 2009 and 2008, and for the years then ended, that the information provided to the plan administrator by the trustee is complete and accurate.

Because of the significance of the information that we did not audit, we are unable to, and do not, express an opinion on the accompanying financial statements and supplemental schedule taken as a whole. The form and content of the information included in the financial statements and supplemental schedule, other than that derived from the investment 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.

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FleetPride Corporation 401(k) Retirement Savings Plan

Statements of Net Assets Available for Benefits

	December 31	
	2009	**2008**
ASSETS		
Investments, at fair value (see Note C and Note D)	**$ 53,811,764**	$ 44,277,686
Contributions receivable:		
Employer	-	469,601
Participant	-	252,483
Total assets	**53,811,764**	44,999,770
Net assets available for benefits	**$ 53,811,764**	$ 44,999,770

See accompanying notes to financial statements.

FleetPride Corporation 401(k) Retirement Savings Plan

Statements of Changes in Net Assets Available for Benefits

	Years Ended December 31	
	2009	**2008**
Additions		
Interest and dividends	**$ 930,419**	$ 1,715,182
Contributions:		
Employer	**353,220**	2,020,706
Participants	**2,655,575**	3,535,058
Rollovers	**297,102**	274,432
Total additions	**4,236,316**	7,545,378
Deductions from net assets attributed to		
Benefits paid to participants	**4,653,881**	4,145,895
Administrative expenses (see Note B)	**42,365**	41,051
Total deductions	**4,696,246**	4,186,946
Transfer in (the Keller Plan - see Note I)	**–**	1,893,037
Net appreciation (depreciation) in fair value of investments (see Note C)	**9,271,924**	(20,403,099)
Net increase (decrease) in net assets available for benefits	**8,811,994**	(15,151,630)
Net assets available for benefits at beginning of year	**44,999,770**	60,151,400
Net assets available for benefits at end of year	**$ 53,811,764**	$ 44,999,770

See accompanying notes to financial statements.

Note A - Description of the Plan

The following description of FleetPride Corporation 401(k) Retirement Savings Plan (the Plan) provides only general information. Participants should refer to the Plan Agreement or the Summary Plan Description for a more complete description of the Plan's provisions.

General

The Plan is a defined-contribution plan covering substantially all employees of FleetPride Corporation (the Company) who are 21 years of age and have completed one hour of service. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

Contributions

Participants may elect to contribute up to 25% of their pretax compensation subject to limitations of the Internal Revenue Code (IRC). Participants may also contribute amounts representing distributions from other qualified benefit plans. Participants who have attained the age of 50 by the end of the Plan year shall be eligible to make catch-up contributions. Upon enrollment in the Plan, a participant may direct contributions to any of the investment options offered by the Plan. Participants may change their investment options daily. Prior to February 23, 2009, the Company made a safe harbor match contribution equal to 100% of the first 3% and 50% of the next 2% of the employee's compensation that a participant contributes to the Plan. Effective February 23, 2009, the Company suspended the safe harbor match. Additional amounts may be contributed at the Company's option. No discretionary contributions were made in 2009 or 2008.

Participant Accounts

Each participant's account is credited with the participant's contributions and allocations of the Company's contributions and the Plan's earnings, and is charged with an allocation of administrative expenses. Allocations are based on participant earnings or account balances, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested balance.

Vesting

Participants are immediately vested in their contributions and the Company's contributions made after January 1, 2000, plus actual earnings thereon.

Note A - Description of the Plan - Continued

Participant Loans
Loans are available to participants of the Plan at the discretion of the plan administrator. Loans may not exceed the lesser of $50,000 or 50% of the vested account balance. Loan terms range from one to five years or up to twenty years for the purchase of a primary residence. The loans are secured by the balance in the participant's account and bear interest at a fixed rate established at the time of the loan. Principal and interest are paid ratably through weekly or biweekly payroll deductions.

Payment of Benefits
On termination of service, a participant may receive a lump-sum amount equal to the vested value of his or her account or, upon death, disability or retirement, elect to receive annual installment payments over a fixed period if the account balance is greater than $1,000.

Distributions are also permitted for financial hardship (as defined by Internal Revenue Service regulations), attainment of age 59 ½ or later or through a qualified loan. The distributions may not exceed the amounts required to meet the heavy and immediate financial need created by the hardship.

Forfeited Amounts
Forfeited balances of terminated participants' nonvested accounts are used to reduce future Company contributions. The forfeited balances as of December 31, 2009 and 2008, were $83,662 and $79,705, respectively.

Plan Amendments
Effective January 1, 2009, the Plan was amended to allow for the suspension of safe harbor matching contributions under the Plan and to provide for discretionary matching contributions to be made under the Plan, as determined by the Board of Directors on a year-to-year basis. Safe harbor matching was suspended on February 23, 2009.

Effective April 15, 2009, the Plan was amended to limit the number of loans participants can have outstanding under the Plan at any time. Each participant shall have no more than two loans outstanding under the Plan at any time, including loans transferred to the Plan from prior plans or loans transferred or rolled over the Plan from another qualified plan.

Note A - Description of the Plan - Continued

Effective August 20, 2009, the Plan was amended to bring it into compliance with certain regulatory and statutory changes to the laws related to qualified retirement plans.

Administrative Expenses
The Plan pays administrative expenses to the extent that they are not paid by the Company.

Note B - Summary of Accounting Policies

Basis of Presentation
The financial statements of the Plan have been prepared on the accrual basis of accounting in conformity with generally accepted accounting principles.

New Accounting Guidance
On July 1, 2009, the Financial Accounting Standards Board (FASB) released the Accounting Standards Codification (ASC). The ASC became the single source of authoritative nongovernmental generally accepted accounting principles (GAAP) and is effective for periods ending after September 15, 2009. All existing accounting standards documents were superseded, and any other literature not included in the ASC is considered nonauthoritative. The adoption of the ASC did not have any impact on the Plan's financial condition, as the ASC did not change existing GAAP. The adoption of the ASC changes the approach of referencing authoritative literature by topic rather than by type of standard. Accordingly, references to former FASB positions, statements, interpretations, opinions, bulletins or other pronouncements in the Plan's notes to financial statements are now presented as references to the corresponding topic in the ASC.

Use of Estimates
The preparation of financial statements in conformity with accounting principles generally accepted in the United States requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and changes therein, and disclosure of contingent assets and liabilities. Actual results could differ from those estimates.

Note B - Summary of Significant Accounting Policies - Continued

Investment Valuation and Income Recognition
Investments are stated at fair value, as determined by Fidelity Management Trust Company (the trustee). Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See Note D for discussion of fair value measurements.

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. Net appreciation (depreciation) includes the Plan's gains and losses on investments bought and sold, as well as held during the year.

Payment of Benefits
Benefits are recorded when paid.

Uncertain Tax Positions
On January 1, 2009, the Plan adopted the provisions of the ASC relating to uncertainty in income taxes. The guidance requires entities, including retirement plans, to assess their uncertain tax positions for the likelihood they would be overturned upon Internal Revenue Service (IRS) examination. In accordance with this guidance, the Plan has determined that it does not have any positions at December 31, 2009, that it would be unable to substantiate. Prior to implementation, disclosure requirements were governed by the guidance for contingencies.

The Plan has filed Form 5500, which is the annual return for employee benefit plans, for all years through December 31, 2008. Years December 31, 2006, and subsequent remain subject to audit by taxing authorities.

Subsequent Events
The Plan has evaluated subsequent events through October 5, 2010.

Note C - Investment Information

All investment information disclosed in the accompanying financial statements and supplemental schedule, including investments held at December 31, 2009 and 2008, and net appreciation (depreciation) in fair value of investments and interest and dividends for the years ended December 31, 2009 and 2008, was obtained or derived from information provided to the plan administrator and certified as complete and accurate by Fidelity Management Trust Company, the trustee.

During 2009 and 2008, the Plan's investments (including gains and losses on investments bought and sold, as well as held during the year) appreciated (depreciated) in fair value as determined by quoted market prices as follows:

	Years Ended December 31	
	2009	2008
Registered investment companies	$ 9,271,924	($20,403,099)

Substantially all of the Plan's investments are in the registered investment companies managed by Fidelity Management Trust Company. The following presents investments that represent 5% or more of the Plan's net assets at December 31:

	2009	2008
Fidelity Balanced Fund	$ 3,427,090	$ 2,913,806
Fidelity Blue Chip Growth Fund	3,418,121	2,541,203
Fidelity Diversified International Fund	5,336,031	4,250,357
Fidelity Equity-Income Fund	4,123,408	3,753,059
Fidelity Intermediate Bond Fund	3,776,441	3,284,997
Fidelity Retirement Money Market Portfolio Fund	9,892,451	9,382,897
Fidelity Freedom 2020 Fund	2,963,226	-
Spartan US Equity Index Fund	4,155,480	3,586,118

Note D - Fair Value Measurements

FASB ASC Topic 820, *Fair Value Measurements and Disclosures*, provides a framework for measuring fair value. That framework defines fair value as the exchange price that would be received for an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy under FASB ASC Topic 820 are described as follows:

Level 1 - Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the Plan has the ability to access.

Level 2 - Inputs to the valuation methodology are other than quoted prices in active markets, which are either directly or indirectly observable as of the reporting date, and fair value can be determined through the use of models or other valuation methodologies.

Level 3 - Inputs to the valuation methodology are unobservable and significant to the fair value measurement where there is little or no market activity for the asset or liability, and the reporting entity makes estimates and assumptions related to the pricing of the asset or liability including assumptions regarding risk.

The asset or liability's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Valuation techniques used need to maximize the use of observable inputs and minimize the use of unobservable inputs.

Following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in methodologies used at December 31, 2009.

Mutual funds: Valued at the net asset value (NAV) of shares held by the Plan at year end.

Participant loans: Valued at amortized cost, which approximates fair value.

Note D - Fair Value Measurements - Continued

The preceding methods described may produce a fair value calculation that may not be indicative of net realizable value or reflective of future values. Furthermore, although the Plan believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

The following tables set forth by level, within the fair value hierarchy, the Plan's assets at fair value as of December 31, 2009 and 2008:

	Fair Value	Quoted Prices in Active Markets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Mutual funds:				
Large U.S. equity	$ 27,296,047	$ 27,296,047	$ -	$ -
Small/mid U.S. equity	3,838,710	3,838,710	-	-
Fixed income	3,776,441	3,776,441	-	-
International equity	6,452,055	6,452,055	-	-
International fixed income	9,892,451	-	9,892,451	-
Total mutual funds	51,255,704	41,363,253	9,892,451	-
Participant loans	2,556,060	-	-	2,556,060
Total Assets	$ 53,811,764	$ 41,363,253	$ 9,892,451	$ 2,556,060

	Fair Value	Quoted Prices in Active Markets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Mutual funds	$ 42,149,675	$ 32,766,778	$ 9,382,897	$ -
Participant loans	2,128,011	-	-	2,128,011
Total Assets	$ 44,277,686	$ 32,766,778	$ 9,382,897	$ 2,128,011

Note D - Fair Value Measurements - Continued

In addition to quoted market prices in active markets, valuation techniques for Level 3 inputs included participant loans based upon stated interest rates, payment history, collateralization and default rates of participant loans held by the Plan.

The following table sets forth a summary of changes in the fair value of the Plan's Level 3 assets for the years ended December 31, 2009 and 2008:

	Loans to Participants
Beginning balance - January 1, 2008	$ 1,918,923
Purchases, sales, issuances and settlements (net)	209,088
Ending balance – December 31, 2008	$ 2,128,011
Purchases, sales, issuances and settlements (net)	428,049
Ending balance - December 31, 2009	$ 2,556,060

Note E - Related Party Transactions

Certain Plan investments are shares of money market funds and mutual funds managed by Fidelity Management Trust Company, the trustee as defined by the Plan and, therefore, these transactions qualify as party-in-interest transactions.

Note F - Plan Termination

Although it has not expressed any intent to do so, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event of Plan termination, all participants' accounts will become 100% vested in their Company contributions.

Note G – Income Tax Status

The Internal Revenue Service has determined and informed the Company by a letter dated November 5, 2001, that the Plan and related trust are designed in accordance with applicable sections of the IRC as of that date. Although the Plan has been amended since receiving the determination letter, the plan administrator believes the Plan is designed and is currently being operated in compliance with the applicable requirements of the IRC.

Note H - Risks 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 statements of net assets available for benefits.

Note I – Transfer of Assets

On April 28, 2008, Keller Truck Parts, Inc. was acquired by FleetPride Corporation. On June 26, 2008, the Keller Truck Parts, Inc. 401(k) Retirement Plan (the Keller Plan) was merged with and into the Plan. The Plan was amended to preserve certain in-service distribution options with respect to the account balances transferred from the Keller Plan.

Note J - Subsequent Events

Effective March 3, 2010, the Plan was amended to convert to a Volume Submitter Plan.

Effective August 2, 2010, the Plan was amended to allow for auto enrollment of participants. All employees hired subsequent to August 1, 2010 are automatically enrolled in the Plan unless the participant affirmatively elects otherwise.

SUPPLEMENTAL SCHEDULE

FleetPride Corporation 401(k) Retirement Savings Plan

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

EIN: 63-0681070 Plan Number: 002

December 31, 2009

Identity of Issue, Borrower, Lessor or Similar Party	Description of Investment	Current Value
Fidelity Mangement Trust Company	Franklin Small-Mid Cap Growth Fund Class A*	$ 1,116,024
	Fidelity Fund*	1,297,192
	Fidelity Equity-Income Fund*	4,123,408
	Fidelity Growth Company Fund*	1,762,965
	Fidelity Intermediate Bond Fund*	3,776,441
	Fidelity OTC Portfolio Fund*	2,282,238
	Fidelity Balanced Fund*	3,427,090
	Fidelity Blue Chip Growth Fund*	3,418,121
	Fidelity Low-Priced Stock Fund*	1,225,218
	Fidelity Growth Strategies Fund*	130,987
	Fidelity Diversified International Fund*	5,336,031
	Fidelity Freedom Income Fund*	431,531
	Fidelity Freedom 2000 Fund*	562,933
	Fidelity Freedom 2010 Fund*	1,577,090
	Fidelity Freedom 2020 Fund*	2,963,226
	Fidelity Freedom 2030 Fund*	1,007,799
	Fidelity Retirement Money Market Portfolio Fund*	9,892,451
	Fidelity Freedom 2040 Fund*	286,974
	Spartan US Equity Index Fund	4,155,480
	Wells Fargo Advantage Small Cap Value Investors Fund	672,257
	Perkins Mid Cap Value Investors Fund	1,473,146
	RS Partners Fund Class A	337,102
Participant loans	Varying maturities with interest rates of 3.25% to 11.0%*	2,556,060
		$ 53,811,764

* Indicates party in interest to the Plan.

Cost column has not been presented as this information is not applicable.

See independent auditors' report.