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

2010

This Form is Open to Public Inspection

Part I Annual Report Identification Information

For calendar plan year 2010 or fiscal plan year beginning 01/01/2010 and ending 12/31/2010

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
R & M 401(K) PLAN

1b Three-digit plan number (PN) ▶ 001

1c Effective date of plan 10/01/2005

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

3720 RIVER ROAD
FRANKLIN PARK, IL 60131

2b Employer Identification Number (EIN) 81-0592101

2c Sponsor's telephone number 847-616-1080

2d Business code (see instructions) 484110

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.	09/08/2011	JERRY MAY
	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")
R & M FREIGHT INC.

3720 RIVER ROAD
FRANKLIN PARK, IL 60131

3b Administrator's EIN
81-0592101

3c Administrator's telephone number
847-616-1080

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**	276
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**	252
b	Retired or separated participants receiving benefits	**6b**	0
c	Other retired or separated participants entitled to future benefits	**6c**	18
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	270
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	0
f	Total. Add lines **6d** and **6e**	**6f**	270
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	82
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	26
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 3D 3H

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.**	**2010** **This Form is Open to Public Inspection.**

For calendar plan year 2010 or fiscal plan year beginning 01/01/2010 and ending 12/31/2010

A Name of plan
R & M 401(K) PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
R & M FREIGHT INC.

D Employer Identification Number (EIN)
81-0592101

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

CAPITAL RESEARCH & MANAGEMENT CO.

95-1411037

(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)

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95-1411037

(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 52 60 62 25 49 72 37	RECORDKEEPER	12	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

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(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 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

2010

This Form is Open to Public Inspection

For calendar plan year 2010 or fiscal plan year beginning 01/01/2010 and ending 12/31/2010

A Name of plan
R & M 401(K) PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
R & M FREIGHT INC.

D Employer Identification Number (EIN)
81-0592101

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	0	0
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	0	0
(2) Participant contributions	1b(2)	0	0
(3) Other	1b(3)	0	0
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	63595	93506
(2) U.S. Government securities	1c(2)	0	0
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)	0	0
(B) All other	1c(3)(B)	0	0
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)	0	0
(B) Common	1c(4)(B)	0	0
(5) Partnership/joint venture interests	1c(5)	0	0
(6) Real estate (other than employer real property)	1c(6)	0	0
(7) Loans (other than to participants)	1c(7)	0	0
(8) Participant loans	1c(8)	0	8045
(9) Value of interest in common/collective trusts	1c(9)	0	0
(10) Value of interest in pooled separate accounts	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)	0	0
(12) Value of interest in 103-12 investment entities	1c(12)	0	0
(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)	352735	1088411
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)	0	0

			(a) Beginning of Year	(b) End of Year
1d	Employer-related investments:			
	(1) Employer securities	1d(1)	0	0
	(2) Employer real property	1d(2)	0	0
e	Buildings and other property used in plan operation	1e	0	0
f	Total assets (add all amounts in lines 1a through 1e)	1f	416330	1189962
	Liabilities			
g	Benefit claims payable	1g	0	0
h	Operating payables	1h		
i	Acquisition indebtedness	1i	0	0
j	Other liabilities	1j	0	0
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	416330	1189962

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)	0	
	(B) Participants	2a(1)(B)	119000	
	(C) Others (including rollovers)	2a(1)(C)	0	
	(2) Noncash contributions	2a(2)	0	
	(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		119000
b	**Earnings on investments:**			
	(1) Interest:			
	(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	0	
	(B) U.S. Government securities	2b(1)(B)	0	
	(C) Corporate debt instruments	2b(1)(C)	0	
	(D) Loans (other than to participants)	2b(1)(D)	0	
	(E) Participant loans	2b(1)(E)	183	
	(F) Other	2b(1)(F)	0	
	(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		183
	(2) Dividends: **(A)** Preferred stock	2b(2)(A)	0	
	(B) Common stock	2b(2)(B)	0	
	(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	21265	
	(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		21265
	(3) Rents	2b(3)		0
	(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)	0	
	(B) Aggregate carrying amount (see instructions)	2b(4)(B)	0	
	(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	2b(4)(C)		0

		(a) Amount	(b) Total
2b (5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)	0	
(B) Other	2b(5)(B)	0	
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		0
(6) Net investment gain (loss) from common/collective trusts	2b(6)		0
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		0
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		0
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		0
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		61376
c Other income	2c		0
d Total income. Add all **income** amounts in column (b) and enter total	2d		201824
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	16561	
(2) To insurance carriers for the provision of benefits	2e(2)	0	
(3) Other	2e(3)	0	
(4) Total benefit payments. Add lines 2e(1) through (3)	2e(4)		16561
f Corrective distributions (see instructions)	2f		0
g Certain deemed distributions of participant loans (see instructions)	2g		0
h Interest expense	2h		0
i Administrative expenses: (1) Professional fees	2i(1)	0	
(2) Contract administrator fees	2i(2)	12	
(3) Investment advisory and management fees	2i(3)	0	
(4) Other	2i(4)	0	
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		12
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		16573
Net Income and Reconciliation			
k Net income (loss). Subtract line 2j from line 2d	2k		185251
l Transfers of assets:			
(1) To this plan	2l(1)		588381
(2) From this plan	2l(2)		0

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: HUGH ELLIOTT, CPA - DUGAN & LOPATKA (2) EIN: 36-2886485

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		300000
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

2010

This Form is Open to Public Inspection.

For calendar plan year 2010 or fiscal plan year beginning 01/01/2010 and ending 12/31/2010

A Name of plan
R & M 401(K) PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
R & M FREIGHT INC.

D Employer Identification Number (EIN)
81-0592101

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): 20-3691658

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):

R & M 401(k) PLAN

FINANCIAL STATEMENTS
AS OF DECEMBER 31, 2010 AND 2009

TOGETHER WITH AUDITOR'S REPORT

Dugan & Lopatka

Certified Public Accountants & Consultants
A Professional Corporation
104 East Roosevelt Road
Wheaton, Illinois 60187
(630) 665-4440
Fax (630) 665-5030
www.duganlopatka.com
e-mail: info@duganlopatka.com

Michael J. Dugan
Jerry L. Lopatka
Mark F. Schultz
Peter J. Zich
Leo M. Misdom

T. Brett Flickinger
Karen M. Olson
Hugh E. Elliott
James P. Hofner

Gwen S. Henry

INDEPENDENT AUDITOR'S REPORT

To the Trustees of the
R & M 401(k) Plan:

We were engaged to audit the accompanying statement of net assets available for benefits of the R & M 401(k) Plan (the Plan) as of December 31, 2010 and 2009, and the related statement of changes in net assets available for benefits for the year ended December 31, 2010 and the supplemental schedule, Schedule H, Line 4i, Schedule of Assets Held (At End of Year) for the year ended December 31, 2010. 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 4, which was certified by Capital Bank and Trust Company, the trustee of the Plan, except for comparing the 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 a certification from the trustee as of and for the years ended December 31, 2010 and 2009, that the information provided to the advisory committee 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 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.

Dugan & Lopatka

DUGAN & LOPATKA

Wheaton, Illinois
July 22, 2011

AFFILIATE
INPACT
INTERNATIONAL NETWORK OF
PROFESSIONAL ACCOUNTANTS

EXHIBIT 1

R & M 401(k) PLAN
STATEMENT OF NET ASSETS AVAILABLE FOR BENEFITS
DECEMBER 31, 2010 AND 2009

	2010	2009
ASSETS:		
Investments at fair value -		
Mutual funds	$ 1,088,411	$ 352,735
Money market funds	93,506	63,595
Net investments	1,181,917	416,330
Participant loans	8,045	-
Total assets	1,189,962	416,330
LIABILITIES	-	-
NET ASSETS AVAILABLE FOR BENEFITS	$ 1,189,962	$ 416,330

The accompanying notes are an integral part of this statement.

EXHIBIT 2

R & M 401(k) PLAN
STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
FOR THE YEAR ENDED DECEMBER 31, 2010

ADDITIONS TO NET ASSETS ATTRIBUTED TO:	
Investment income -	
Dividends	$ 21,265
Net appreciation in fair value of investments	61,376
Loan interest income	183
Total investment income	82,824
Contributions -	
Employees	119,000
Merger from Jeff's Fast Freight 401(k) plan	588,381
Total additions	790,205
DEDUCTIONS FROM NET ASSETS ATTRIBUTABLE TO:	
Distributions to participants	16,561
Fees	12
Total deductions	16,573
Net increase in net assets available	773,632
NET ASSETS AVAILABLE FOR BENEFITS:	
Beginning of year	416,330
End of year	$ 1,189,962

The accompanying notes are an integral part of this statement.

R & M 401(k) PLAN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2010 AND 2009

(1) DESCRIPTION OF PLAN:

The following description of R & M (the Company) 401(k) Plan (the Plan) provides only general information. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

The financial statements were available to be issued on July 22, 2011, with subsequent events being evaluated through this date.

General -

The Plan is a defined contribution plan covering all full-time employees of the Company who are at least twenty-one (21) years of age and have completed six months of service. Employees with the Company as of October, 2005 were automatically enrolled, regardless of the requirements. In addition, the Plan has participant directed investment opinions which currently allow a choice from different funds. The Plan is subject to the provisions of the Employee Retirement Income Security Act (ERISA).

Contributions -

Participants may contribute a minimum of 1% up to 100% of their pretax annual compensation, as defined by the Plan. Participants who have attained age 50 before the end of the Plan year are eligible to make catch-up contributions. Participants may also contribute amounts representing distributions from other qualified defined contribution or defined benefit plans. The Company has the option of making an annual discretionary matching contribution as determined by the Company. For the years ended December 31, 2010 and 2009, the Company determined that there would be no matching contributions.

Participants direct the investment of their contributions into various investment options offered by the Plan. The Plan currently offers fourteen (14) mutual funds and one (1) cash management account as investment options for participants.

Participant Accounts -

Each participant's account is credited with the participant's elective and, if applicable, rollover contributions and allocations of a) the Company's discretionary contributions and b) Plan earnings and 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 account.

Vesting -

Participants are immediately vested in their contributions, plus actual earnings thereon. Vesting in the Company's contribution portion of their accounts is based on years of continuous service. A participant is 100% vested after six years of credit service.

(1) DESCRIPTION OF PLAN: (Continued)

Forfeited Accounts -

Forfeited balances of terminated participants' non-vested accounts are used to reduce employer contributions and/or administrative expenses. At December 31, 2010 and 2009, forfeited non-vested accounts totaled $-0- and $3, respectively. Forfeitures were not used to reduce employer contributions and/or administrative expenses during the years ended December 31, 2010 and 2009.

Payment of Benefits -

All distributions from the Plan will be made in one lump-sum payment in cash or in property. If the vested benefit exceeds $5,000, the distribution can only be made with the participant's consent. If the vested benefit does not exceed $5,000, then the benefit is automatically distributed in a single lump-sum payment.

(2) SUMMARY OF ACCOUNTING POLICIES:

Basis of Accounting -

The financial statements of the Plan are prepared under the accrual method of accounting.

Estimates -

The preparation of financial statements in conformity with generally accepted accounting principles requires the Plan administrator to make estimates and assumptions that affect certain reported amounts and disclosures. Accordingly, actual results may differ from those estimates.

Payment of Benefits -

Benefits are recorded when paid.

Administrative Expenses -

Certain administrative functions are performed by officers or employees of the Company. No such officer or employee receives compensation from the Plan. Certain other administrative expenses are paid by the Company. Administrative expenses totaling $12 were paid by the Plan during the year ended December 31, 2010.

(3) PLAN TERMINATION:

Although it has not expressed any intent to do so, the Company has the right under the Plan to terminate the Plan subject to the provisions set forth in ERISA. In the event of Plan termination, participants will become 100% vested in their accounts.

(4) INVESTMENTS:

Appreciation or depreciation in the market value of an investment held both at the beginning and end of the year is equal to the difference between the market value at the beginning and end of the year. Appreciation or depreciation in the market value of an investment acquired during the year and held at the end of the year is equal to the difference between the cost and the market value of the investment at the end of the year.

Gain or loss recognized from the disposition of an investment held at the beginning of the year is equal to the difference between the market value of the disposed asset at the beginning of the year and the proceeds from disposition. Gain or loss realized from the disposition of an investment acquired during the year is equal to the difference between the cost and the proceeds from disposition.

The Plan's investments were made up of participant accounts that were invested with Capital Bank and Trust Company for the years ended December 31, 2010 and 2009. The following table presents the fair market value of those investments that represent 5% or more of the Plan's net assets:

	2010	2009
American Funds AMCAP Fund R2	$ N/A	$ 25,322
American Funds Europacific Growth Fund R2	60,998	42,923
American Funds Growth Fund of America R2	140,951	34,378
AIM Structured Core Fund Investors	N/A	32,864
Federated Kaufmann Fund A	N/A	27,200
Perkins Mid Cap Value S	N/A	29,019
American Funds Capital World Growth & Income Fund R2	123,666	34,170
American Funds Fundamental Investors R2	125,955	N/A
American Funds Invest Co of America Fund R2	N/A	41,475
Janus Balanced R	224,752	N/A
American Funds High Income Trust Fund R2	N/A	28,840
American Funds Short-term Bond F	109,987	N/A
Pimco Total Return Fund - R	84,248	49,515
American Funds Money Market Fund R2	93,506	63,595

The Plan's investments (including investments bought, sold and held during the year) appreciated in value by $82,641 for the year ended December 31, 2010 as follows:

Mutual Funds	$ 82,641
Money Market Funds	-
	$ 82,641

(5) FAIR VALUE MEASUREMENTS:

The Accounting Standards Codification establishes a framework for measuring fair value. That framework provides a fair 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 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 include:

- quoted prices for similar assets or liabilities in active markets;
- quoted prices for identical or similar assets or liabilities in inactive markets;
- inputs other than quoted prices that are observable for the asset or liability;
- inputs that are derived principally from or corroborated by observable market data by correlation or other means.

If the asset or liability has a specified (contractual) term, the level 2 input must be observable for substantially the full term of the asset or liability.

Level 3:

Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

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 the methodologies used at December 31, 2010 and 2009.

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

Money Market Funds: Valued at the net asset value (NAV) of shares held by the Plan at year end.

(5) 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 fair 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 table sets forth by level, within the fair value hierarchy, the Plan's assets at fair value as of December 31, 2010 and 2009:

	Assets at Fair Value as of December 31, 2010			
	Level 1	Level 2	Level 3	Total
Mutual funds -				
Growth funds	$ 308,248	$ -	$ -	$ 308,248
Growth and income funds	303,747	-	-	303,747
Balanced funds	224,752	-	-	224,752
Bond funds	251,664	-	-	251,664
Total mutual funds	1,088,411	-	-	1,088,411
Money Market Funds	93,506	-	-	93,506
Total assets at fair value	$ 1,181,917	$ -	$ -	$ 1,181,917

	Assets at Fair Value as of December 31, 2009			
	Level 1	Level 2	Level 3	Total
Mutual funds -				
Growth funds	$ 191,706	$ -	$ -	$ 191,706
Growth and income funds	75,645	-	-	75,645
Balanced funds	7,029	-	-	7,029
Bond funds	78,355	-	-	78,355
Total mutual funds	352,735	-	-	352,735
Money Market Funds	63,595	-	-	63,595
Total assets at fair value	$ 416,330	$ -	$ -	$ 416,330

(6) INCOME TAXES:

The Plan is a proto-type plan and obtained its latest determination letter on May 28, 2002 in which the Internal Revenue Service (IRS) stated that the Plan, as then designed, was in compliance with the applicable requirements of the Internal Revenue Code (IRC). Although the Plan has been amended since receiving the determination letter, the Plan's tax counsel believes that the Plan is designed and is currently being operated in compliance with the applicable requirements of the IRC.

(6) INCOME TAXES: (Continued)

Accounting principles generally accepted in the United States of America require Plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the IRS. The Plan administrator has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2010, there are no uncertain positions or expected to be taken that would require recognition of a liability (or asset) or disclosure in the financial statements. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress.

(7) 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 statement of net assets available for benefits.

(8) PARTY-IN-INTEREST TRANSACTIONS:

As of December 31, 2010 and 2009, $727,873 and $277,732, respectively, of the Plan's investments are shares of mutual funds accounts or guaranteed interest accounts offered by American Funds, a subsidiary of Capital Bank and Trust Company. As Capital Bank and Trust Company is the Trustee of the Plan, these investments qualify as party-in-interest investments. Fees paid by the Plan to Capital Bank and Trust Company for investment and recordkeeping were $12 and $-0-, respectively, for the years ended December 31, 2010 and 2009.

Certain employees of the Company that provide administrative services for the Plan are not reimbursed for their services from the Plan.

(9) PLAN MERGER:

On August 2, 2010, Jeff's Fast Freight 401(k) Plan was merged into the R & M 401(k) Plan. Prior to the merger, the plans covered eligible employees at R&M Freight, Inc. and its subsidiary, Jeff's Fast Freight. The transferred net assets have been recognized in the accounts of the R & M 401(k) Plan as of August 2, 2010 at their balances as previously carried in the accounts of Jeff's Fast Freight 401(k) Plan. Prior to the merger, Jeff's Fast Freight 401(k) Plan allowed for participant loans. Therefore, the outstanding loan balance was transferred to the R & M 401(k) Plan. As of August 2, 2010, the combined plan does not allow loans to participants. The changes in net assets of the combined plans are included in the accompanying statement of changes in net assets available for benefits from August 2, 2010. A summary of the transferred net assets follows:

Investments, at fair value	$ 579,969
Participant loans	8,412
	$ 588,381

Schedule 1

R & M 401(k) PLAN
#81-0592101, PLAN #001
SCHEDULE OF ASSETS HELD (AT END OF YEAR)
SCHEDULE H, LINE 4i
DECEMBER 31, 2010

(a)	(b) Identity of issue, borrower, lessor or similar party	(c) Description of investment	(d) Cost	(e) Current value
		Mutual Funds:		
*	Capital Bank and Trust	American Funds Europacific Growth Fund R2	$ -	$ 60,998
*	Capital Bank and Trust	American Funds Growth Fund of America R2	-	140,951
*	Capital Bank and Trust	American Funds Small Cap World Fund R2	-	18,684
	Capital Bank and Trust	Columbia Acorn USA Fund Z	-	5,781
	Capital Bank and Trust	Federated Kaufmann Fund A	-	39,783
	Capital Bank and Trust	Perkins Mid Cap Value S	-	42,051
*	Capital Bank and Trust	American Funds Capital World Growth & Income R2	-	123,666
*	Capital Bank and Trust	American Funds Fundamental Investors R2	-	125,955
*	Capital Bank and Trust	American Funds Invest Co. of America R2	-	54,076
*	Capital Bank and Trust	American Funds Washington Mutual R2	-	50
	Capital Bank and Trust	Janus Balanced R	-	224,752
*	Capital Bank and Trust	American Funds Short-term Bond F	-	109,987
	Capital Bank and Trust	American Century High Yield Fund R	-	57,429
	Capital Bank and Trust	Pimco Total Return Fund - R	-	84,248
				$1,088,411
		Interest-bearing cash account:		
*	Capital Bank and Trust	American Funds Money Market Fund R2		$ 93,506
*	Participant loans	Interest rate of 5.25% maturing June 15, 2018		$ 8,045

Notes:
(a) *Represents party-in-interest.
(d) Cost basis is not required for participant directed accounts.

R & M 401(k) PLAN

FINANCIAL STATEMENTS
AS OF DECEMBER 31, 2010 AND 2009

TOGETHER WITH AUDITOR'S REPORT

Dugan & Lopatka

Certified Public Accountants & Consultants
A Professional Corporation
104 East Roosevelt Road
Wheaton, Illinois 60187
(630) 665-4440
Fax (630) 665-5030
www.duganlopatka.com
e-mail: info@duganlopatka.com

Michael J. Dugan
Jerry L. Lopatka
Mark F. Schultz
Peter J. Zich
Leo M. Misdom

T. Brett Flickinger
Karen M. Olson
Hugh E. Elliott
James P. Hofner

Gwen S. Henry

INDEPENDENT AUDITOR'S REPORT

To the Trustees of the
R & M 401(k) Plan:

We were engaged to audit the accompanying statement of net assets available for benefits of the R & M 401(k) Plan (the Plan) as of December 31, 2010 and 2009, and the related statement of changes in net assets available for benefits for the year ended December 31, 2010 and the supplemental schedule, Schedule H, Line 4i, Schedule of Assets Held (At End of Year) for the year ended December 31, 2010. 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 4, which was certified by Capital Bank and Trust Company, the trustee of the Plan, except for comparing the 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 a certification from the trustee as of and for the years ended December 31, 2010 and 2009, that the information provided to the advisory committee 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 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.

Dugan & Lopatka

DUGAN & LOPATKA

Wheaton, Illinois
July 22, 2011

AFFILIATE
INPACT
INTERNATIONAL NETWORK OF
PROFESSIONAL ACCOUNTANTS

EXHIBIT 1

R & M 401(k) PLAN
STATEMENT OF NET ASSETS AVAILABLE FOR BENEFITS
DECEMBER 31, 2010 AND 2009

	2010	2009
ASSETS:		
Investments at fair value -		
Mutual funds	$ 1,088,411	$ 352,735
Money market funds	93,506	63,595
Net investments	1,181,917	416,330
Participant loans	8,045	-
Total assets	1,189,962	416,330
LIABILITIES	-	-
NET ASSETS AVAILABLE FOR BENEFITS	$ 1,189,962	$ 416,330

The accompanying notes are an integral part of this statement.

EXHIBIT 2

R & M 401(k) PLAN
STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
FOR THE YEAR ENDED DECEMBER 31, 2010

ADDITIONS TO NET ASSETS ATTRIBUTED TO:	
Investment income -	
Dividends	$ 21,265
Net appreciation in fair value of investments	61,376
Loan interest income	183
Total investment income	82,824
Contributions -	
Employees	119,000
Merger from Jeff's Fast Freight 401(k) plan	588,381
Total additions	790,205
DEDUCTIONS FROM NET ASSETS ATTRIBUTABLE TO:	
Distributions to participants	16,561
Fees	12
Total deductions	16,573
Net increase in net assets available	773,632
NET ASSETS AVAILABLE FOR BENEFITS:	
Beginning of year	416,330
End of year	$ 1,189,962

The accompanying notes are an integral part of this statement.

R & M 401(k) PLAN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2010 AND 2009

(1) DESCRIPTION OF PLAN:

The following description of R & M (the Company) 401(k) Plan (the Plan) provides only general information. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

The financial statements were available to be issued on July 22, 2011, with subsequent events being evaluated through this date.

General -

The Plan is a defined contribution plan covering all full-time employees of the Company who are at least twenty-one (21) years of age and have completed six months of service. Employees with the Company as of October, 2005 were automatically enrolled, regardless of the requirements. In addition, the Plan has participant directed investment opinions which currently allow a choice from different funds. The Plan is subject to the provisions of the Employee Retirement Income Security Act (ERISA).

Contributions -

Participants may contribute a minimum of 1% up to 100% of their pretax annual compensation, as defined by the Plan. Participants who have attained age 50 before the end of the Plan year are eligible to make catch-up contributions. Participants may also contribute amounts representing distributions from other qualified defined contribution or defined benefit plans. The Company has the option of making an annual discretionary matching contribution as determined by the Company. For the years ended December 31, 2010 and 2009, the Company determined that there would be no matching contributions.

Participants direct the investment of their contributions into various investment options offered by the Plan. The Plan currently offers fourteen (14) mutual funds and one (1) cash management account as investment options for participants.

Participant Accounts -

Each participant's account is credited with the participant's elective and, if applicable, rollover contributions and allocations of a) the Company's discretionary contributions and b) Plan earnings and 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 account.

Vesting -

Participants are immediately vested in their contributions, plus actual earnings thereon. Vesting in the Company's contribution portion of their accounts is based on years of continuous service. A participant is 100% vested after six years of credit service.

(1) DESCRIPTION OF PLAN: (Continued)

Forfeited Accounts -

Forfeited balances of terminated participants' non-vested accounts are used to reduce employer contributions and/or administrative expenses. At December 31, 2010 and 2009, forfeited non-vested accounts totaled $-0- and $3, respectively. Forfeitures were not used to reduce employer contributions and/or administrative expenses during the years ended December 31, 2010 and 2009.

Payment of Benefits -

All distributions from the Plan will be made in one lump-sum payment in cash or in property. If the vested benefit exceeds $5,000, the distribution can only be made with the participant's consent. If the vested benefit does not exceed $5,000, then the benefit is automatically distributed in a single lump-sum payment.

(2) SUMMARY OF ACCOUNTING POLICIES:

Basis of Accounting -

The financial statements of the Plan are prepared under the accrual method of accounting.

Estimates -

The preparation of financial statements in conformity with generally accepted accounting principles requires the Plan administrator to make estimates and assumptions that affect certain reported amounts and disclosures. Accordingly, actual results may differ from those estimates.

Payment of Benefits -

Benefits are recorded when paid.

Administrative Expenses -

Certain administrative functions are performed by officers or employees of the Company. No such officer or employee receives compensation from the Plan. Certain other administrative expenses are paid by the Company. Administrative expenses totaling $12 were paid by the Plan during the year ended December 31, 2010.

(3) PLAN TERMINATION:

Although it has not expressed any intent to do so, the Company has the right under the Plan to terminate the Plan subject to the provisions set forth in ERISA. In the event of Plan termination, participants will become 100% vested in their accounts.

(4) INVESTMENTS:

Appreciation or depreciation in the market value of an investment held both at the beginning and end of the year is equal to the difference between the market value at the beginning and end of the year. Appreciation or depreciation in the market value of an investment acquired during the year and held at the end of the year is equal to the difference between the cost and the market value of the investment at the end of the year.

Gain or loss recognized from the disposition of an investment held at the beginning of the year is equal to the difference between the market value of the disposed asset at the beginning of the year and the proceeds from disposition. Gain or loss realized from the disposition of an investment acquired during the year is equal to the difference between the cost and the proceeds from disposition.

The Plan's investments were made up of participant accounts that were invested with Capital Bank and Trust Company for the years ended December 31, 2010 and 2009. The following table presents the fair market value of those investments that represent 5% or more of the Plan's net assets:

	2010	2009
American Funds AMCAP Fund R2	$ N/A	$ 25,322
American Funds Europacific Growth Fund R2	60,998	42,923
American Funds Growth Fund of America R2	140,951	34,378
AIM Structured Core Fund Investors	N/A	32,864
Federated Kaufmann Fund A	N/A	27,200
Perkins Mid Cap Value S	N/A	29,019
American Funds Capital World Growth & Income Fund R2	123,666	34,170
American Funds Fundamental Investors R2	125,955	N/A
American Funds Invest Co of America Fund R2	N/A	41,475
Janus Balanced R	224,752	N/A
American Funds High Income Trust Fund R2	N/A	28,840
American Funds Short-term Bond F	109,987	N/A
Pimco Total Return Fund - R	84,248	49,515
American Funds Money Market Fund R2	93,506	63,595

The Plan's investments (including investments bought, sold and held during the year) appreciated in value by $82,641 for the year ended December 31, 2010 as follows:

Mutual Funds	$ 82,641
Money Market Funds	-
	$ 82,641

(5) FAIR VALUE MEASUREMENTS:

The Accounting Standards Codification establishes a framework for measuring fair value. That framework provides a fair 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 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 include:

- quoted prices for similar assets or liabilities in active markets;
- quoted prices for identical or similar assets or liabilities in inactive markets;
- inputs other than quoted prices that are observable for the asset or liability;
- inputs that are derived principally from or corroborated by observable market data by correlation or other means.

If the asset or liability has a specified (contractual) term, the level 2 input must be observable for substantially the full term of the asset or liability.

Level 3:

Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

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 the methodologies used at December 31, 2010 and 2009.

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

Money Market Funds: Valued at the net asset value (NAV) of shares held by the Plan at year end.

(5) 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 fair 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 table sets forth by level, within the fair value hierarchy, the Plan's assets at fair value as of December 31, 2010 and 2009:

	Assets at Fair Value as of December 31, 2010			
	Level 1	Level 2	Level 3	Total
Mutual funds -				
Growth funds	$ 308,248	$ -	$ -	$ 308,248
Growth and income funds	303,747	-	-	303,747
Balanced funds	224,752	-	-	224,752
Bond funds	251,664	-	-	251,664
Total mutual funds	1,088,411	-	-	1,088,411
Money Market Funds	93,506	-	-	93,506
Total assets at fair value	$ 1,181,917	$ -	$ -	$ 1,181,917

	Assets at Fair Value as of December 31, 2009			
	Level 1	Level 2	Level 3	Total
Mutual funds -				
Growth funds	$ 191,706	$ -	$ -	$ 191,706
Growth and income funds	75,645	-	-	75,645
Balanced funds	7,029	-	-	7,029
Bond funds	78,355	-	-	78,355
Total mutual funds	352,735	-	-	352,735
Money Market Funds	63,595	-	-	63,595
Total assets at fair value	$ 416,330	$ -	$ -	$ 416,330

(6) INCOME TAXES:

The Plan is a proto-type plan and obtained its latest determination letter on May 28, 2002 in which the Internal Revenue Service (IRS) stated that the Plan, as then designed, was in compliance with the applicable requirements of the Internal Revenue Code (IRC). Although the Plan has been amended since receiving the determination letter, the Plan's tax counsel believes that the Plan is designed and is currently being operated in compliance with the applicable requirements of the IRC.

(6) INCOME TAXES: (Continued)

Accounting principles generally accepted in the United States of America require Plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the IRS. The Plan administrator has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2010, there are no uncertain positions or expected to be taken that would require recognition of a liability (or asset) or disclosure in the financial statements. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress.

(7) 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 statement of net assets available for benefits.

(8) PARTY-IN-INTEREST TRANSACTIONS:

As of December 31, 2010 and 2009, $727,873 and $277,732, respectively, of the Plan's investments are shares of mutual funds accounts or guaranteed interest accounts offered by American Funds, a subsidiary of Capital Bank and Trust Company. As Capital Bank and Trust Company is the Trustee of the Plan, these investments qualify as party-in-interest investments. Fees paid by the Plan to Capital Bank and Trust Company for investment and recordkeeping were $12 and $-0-, respectively, for the years ended December 31, 2010 and 2009.

Certain employees of the Company that provide administrative services for the Plan are not reimbursed for their services from the Plan.

(9) PLAN MERGER:

On August 2, 2010, Jeff's Fast Freight 401(k) Plan was merged into the R & M 401(k) Plan. Prior to the merger, the plans covered eligible employees at R&M Freight, Inc. and its subsidiary, Jeff's Fast Freight. The transferred net assets have been recognized in the accounts of the R & M 401(k) Plan as of August 2, 2010 at their balances as previously carried in the accounts of Jeff's Fast Freight 401(k) Plan. Prior to the merger, Jeff's Fast Freight 401(k) Plan allowed for participant loans. Therefore, the outstanding loan balance was transferred to the R & M 401(k) Plan. As of August 2, 2010, the combined plan does not allow loans to participants. The changes in net assets of the combined plans are included in the accompanying statement of changes in net assets available for benefits from August 2, 2010. A summary of the transferred net assets follows:

Investments, at fair value	$ 579,969
Participant loans	8,412
	$ 588,381

Schedule 1

R & M 401(k) PLAN
#81-0592101, PLAN #001
SCHEDULE OF ASSETS HELD (AT END OF YEAR)
SCHEDULE H, LINE 4i
DECEMBER 31, 2010

(a)	(b) Identity of issue, borrower, lessor or similar party	(c) Description of investment	(d) Cost	(e) Current value
		Mutual Funds:		
*	Capital Bank and Trust	American Funds Europacific Growth Fund R2	$ -	$ 60,998
*	Capital Bank and Trust	American Funds Growth Fund of America R2	-	140,951
*	Capital Bank and Trust	American Funds Small Cap World Fund R2	-	18,684
	Capital Bank and Trust	Columbia Acorn USA Fund Z	-	5,781
	Capital Bank and Trust	Federated Kaufmann Fund A	-	39,783
	Capital Bank and Trust	Perkins Mid Cap Value S	-	42,051
*	Capital Bank and Trust	American Funds Capital World Growth & Income R2	-	123,666
*	Capital Bank and Trust	American Funds Fundamental Investors R2	-	125,955
*	Capital Bank and Trust	American Funds Invest Co. of America R2	-	54,076
*	Capital Bank and Trust	American Funds Washington Mutual R2	-	50
	Capital Bank and Trust	Janus Balanced R	-	224,752
*	Capital Bank and Trust	American Funds Short-term Bond F	-	109,987
	Capital Bank and Trust	American Century High Yield Fund R	-	57,429
	Capital Bank and Trust	Pimco Total Return Fund - R	-	84,248
				$1,088,411
		Interest-bearing cash account:		
*	Capital Bank and Trust	American Funds Money Market Fund R2		$ 93,506
*	Participant loans	Interest rate of 5.25% maturing June 15, 2018		$ 8,045

Notes:
(a) *Represents party-in-interest.
(d) Cost basis is not required for participant directed accounts.

Attachment to 2010 Form 5500
Schedule H, line 4i - Schedule of Assets (Held at End of Year)

Plan Name R & M 401(K) PLAN **EIN:** 81-0592101
Plan Sponsor's Name R & M FREIGHT INC. **PN:** 001

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value.	(d) Cost	(e) Current value
	AMERICAN FUNDS EUROPACIFIC GROWTH F	N/A	57,912	60,998
	AMERICAN FUNDS GROWTH FUND OF AMERI	N/A	127,201	140,951
	AMERICAN FUNDS SMALLCAP WORLD FUND	N/A	16,515	18,684
	COLUMBIA ACORN USA FUND - Z	N/A	5,027	5,781
	FEDERATED KAUFMANN FUND A	N/A	36,255	39,783
	PERKINS MID CAP VALUE S	N/A	32,197	42,051
	AMERICAN FUNDS CAPITAL WORLD GR AN	N/A	118,013	123,666

Attachment to 2010 Form 5500
Schedule H, line 4i - Schedule of Assets (Held at End of Year)

Plan Name _____ **EIN:** _____
Plan Sponsor's Name _____ **PN:** _____

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value.	(d) Cost	(e) Current value
	AMERICAN FUNDS FUNDAMENTAL INVESTOR	N/A	111,714	125,954
	AMERICAN FUNDS INVEST CO OF AMERICA	N/A	56,233	54,076
	AMERICAN FUNDS WASHINGTON MUTUAL FU	N/A	46	50
	JANUS BALANCED FUND R	N/A	221,092	224,752
	AMERICAN FUNDS ST BOND OF AMER R2	N/A	110,533	109,987
	AMERICAN CENTURY HIGH-YIELD R	N/A	55,741	57,429
	PIMCO TOTAL RETURN FUND - R	N/A	85,566	84,248

Attachment to 2010 Form 5500
Schedule H, line 4i - Schedule of Assets (Held at End of Year)

Plan Name _____ **EIN:** _____
Plan Sponsor's Name _____ **PN:** _____

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value.	(d) Cost	(e) Current value
	AMERICAN FUNDS MONEY MARKET FUND R2	N/A	93,503	93,503
	PARTICIPANT LOANS	Interest Rate - 5.250-5.250 Maturity Date - VARIOUS	8,045	8,045
	FORFEITURES	N/A	3	3