

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). <p style="text-align: center;">▶ Complete all entries in accordance with the instructions to the Form 5500.</p>	OMB Nos. 1210-0110 1210-0089 <div style="text-align: center; font-size: 1.5em; font-weight: bold;">2010</div> This Form is Open to Public Inspection
---	--	--

Part I	Annual Report Identification Information
For calendar plan year 2010 or fiscal plan year beginning <u>01/01/2010</u> and ending <u>12/31/2010</u>	
A This return/report is for:	☐ a multiemployer plan; ☐ a multiple-employer plan; or ☒ 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:	☒ Form 5558; ☐ automatic extension; ☐ the DFVC program; ☐ special extension (enter description)

Part II	Basic Plan Information —enter all requested information				
1a Name of plan <u>ABF FREIGHT SYSTEM, INC. 401(K) SAVINGS PLAN</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 80%;">1b Three-digit plan number (PN) ▶</td> <td style="width: 20%; text-align: center;"><u>002</u></td> </tr> <tr> <td colspan="2">1c Effective date of plan <u>09/25/1995</u></td> </tr> </table>	1b Three-digit plan number (PN) ▶	<u>002</u>	1c Effective date of plan <u>09/25/1995</u>	
1b Three-digit plan number (PN) ▶	<u>002</u>				
1c Effective date of plan <u>09/25/1995</u>					
2a Plan sponsor's name and address (employer, if for a single-employer plan) (Address should include room or suite no.) <u>ABF FREIGHT SYSTEM, INC.</u> <u>P.O. BOX 10048</u> <u>FORT SMITH, AR 72917-0048</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td>2b Employer Identification Number (EIN) <u>71-0249444</u></td> </tr> <tr> <td>2c Sponsor's telephone number <u>479-785-6000</u></td> </tr> <tr> <td>2d Business code (see instructions) <u>484120</u></td> </tr> </table>	2b Employer Identification Number (EIN) <u>71-0249444</u>	2c Sponsor's telephone number <u>479-785-6000</u>	2d Business code (see instructions) <u>484120</u>	
2b Employer Identification Number (EIN) <u>71-0249444</u>					
2c Sponsor's telephone number <u>479-785-6000</u>					
2d Business code (see instructions) <u>484120</u>					
<u>3801 OLD GREENWOOD RD</u> <u>FORT SMITH, AR 72917-0048</u>					

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.	08/25/2011	J. LAVON MORTON
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature.	08/25/2011	J. LAVON MORTON
	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

For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500.

Form 5500 (2010)
v.092307.1

3a Plan administrator's name and address (if same as plan sponsor, enter "Same") ABF FREIGHT SYSTEM, INC. P.O. BOX 10048 FORT SMITH, AR 72917-0048	3b Administrator's EIN 71-0249444 3c Administrator's telephone number 479-785-6000
--	---

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	9236
---	----------	------

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	8623
b Retired or separated participants receiving benefits.....	6b	
c Other retired or separated participants entitled to future benefits.....	6c	358
d Subtotal. Add lines 6a , 6b , and 6c	6d	8981
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e	5
f Total. Add lines 6d and 6e	6f	8986
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....	6g	2743
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:
 2R 2G 2J 2E 2K 3H 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)	9b Plan benefit arrangement (check all that apply)
(1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor	(1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ 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) ☒ **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) ☒ **H** (Financial Information)
 (2) ☐ **I** (Financial Information – Small Plan)
 (3) ☐ **A** (Insurance Information)
 (4) ☒ **C** (Service Provider Information)
 (5) ☐ **D** (DFE/Participating Plan Information)
 (6) ☐ **G** (Financial Transaction Schedules)

SCHEDULE C (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Service Provider Information 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.	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 ABF FREIGHT SYSTEM, INC. 401(K) SAVINGS PLAN	B Three-digit plan number (PN) ▶	002
C Plan sponsor's name as shown on line 2a of Form 5500 ABF FREIGHT SYSTEM, INC.	D Employer Identification Number (EIN) 71-0249444	

Part I	Service Provider Information (see instructions)
---------------	--

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL
04-2647786

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

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

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

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

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

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

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

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

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

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

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

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

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

FIDELITY INVESTMENTS INSTITUTIONAL

04-2647786

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
64 37 65 71 38 15	RECORDKEEPER	41470	Yes ☒ No ☐	Yes ☒ No ☐	0	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 ☐

(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
<div style="display: flex; justify-content: space-between;"> <div style="width: 60%;"> <p>(d) Enter name and EIN (address) of source of indirect compensation</p> <p>ABF INTL EQUITY INV 330 W 9TH ST KANSAS CITY, MO 64106</p> </div> <div style="width: 40%;"> <p>(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.</p> <p>.40%</p> </div> </div>		
<div style="display: flex; justify-content: space-between;"> <div style="width: 60%;"> <p>(a) Enter service provider name as it appears on line 2</p> <p>FIDELITY INVESTMENTS INSTITUTIONAL</p> </div> <div style="width: 20%;"> <p>(b) Service Codes (see instructions)</p> <p style="text-align: center;">60</p> </div> <div style="width: 20%;"> <p>(c) Enter amount of indirect compensation</p> <p style="text-align: center;">0</p> </div> </div>		
<div style="display: flex; justify-content: space-between;"> <div style="width: 60%;"> <p>(d) Enter name and EIN (address) of source of indirect compensation</p> <p>BARON ASSET FUND</p> <p>43-1581814</p> </div> <div style="width: 40%;"> <p>(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.</p> <p>.40%</p> </div> </div>		
<div style="display: flex; justify-content: space-between;"> <div style="width: 60%;"> <p>(a) Enter service provider name as it appears on line 2</p> <p>FIDELITY INVESTMENTS INSTITUTIONAL</p> </div> <div style="width: 20%;"> <p>(b) Service Codes (see instructions)</p> <p style="text-align: center;">60</p> </div> <div style="width: 20%;"> <p>(c) Enter amount of indirect compensation</p> <p style="text-align: center;">0</p> </div> </div>		
<div style="display: flex; justify-content: space-between;"> <div style="width: 60%;"> <p>(d) Enter name and EIN (address) of source of indirect compensation</p> <p>CRM MID CAP VAL INST P.O. BOX 9793 PROVIDENCE, RI 02940</p> </div> <div style="width: 40%;"> <p>(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.</p> <p>.10%</p> </div> </div>		

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.
CRM SM CAP VAL INST P.O. BOX 9793 PROVIDENCE, RI 02940		.10%
<hr/>		
(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.
DODGE & COX STOCK 04-2526037		.10%
<hr/>		
(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 FLEX CAP GRTH A 94-3167260		.35%

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.	
HARBOR INTL INV 34-1953399	.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.	
PIMCO TOT RETURN ADM 04-2526037	.25%	
(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.	
TOCQUEVILLE GOLD FUND 40 W 57TH ST 19TH FLOOR NEW YORK, NY 10019	.40%	

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.
OAKMARK FUND 1 CHRIS WRIGHT, TWO NORTH LASALLE ST SUITE 500 CHICAGO, IL 60602	.35%	
(a) Enter service provider name as it appears on line 2		(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.
COLUMBIA VALUE AND RESTRUCTURING CL 1301 SW FIFTH AVE PORTLAND, OR 97201	.40%	
(a) Enter service provider name as it appears on line 2		(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.
FAIRHOME FUND 4400 BISCAYNE BLVD MIAMI, FL 33137		

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.	
THIRD AVE INTL VALUE INSTL CLASS 622 THIRD AVENUE 32 FLOOR NEW YORK, NY 10017	16.00	
(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.	
KINETICS SMALL CAP OPPORTUNITIES 777 E WISCONSIN AVE 4TH FLOOR MILWAUKEE, WI 53202	.40%	
(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.	
MATTHEWS ASIAN GROWTH AND INCOME FU 4 EMBARCADERO CENTER SUITE 550 SAN FRANCISCO, CA 94111	.40%	

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.
ROYCE LOW PRICE STOCK FD-SERVICE CL 745 FIFTH AVENUE SUITE 2400 NEW YORK, NY 10151		.40%
(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.
WILLIAM BLAIR SMALL CAP GRWTH CL N 301 BATTERY STREET, SUITE 400 SAN FRANCISCO, CA 94111		.40%
(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.
MATTHEWS CHINA DIV FUND INVESTOR CL 4 EMBARCADERO CENTER SUITE 550 SAN FRANCISCO, CA 94111		.40%

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.
KINETICS PARADIGM FUND 777 E WISCONSIN AVE 4TH FLOOR MILWAUKEE, WI 53202	.40%	
(a) Enter service provider name as it appears on line 2		(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.
THE WIRELESS FUND 333 ROUTE 46 WEST SUITE 204 MOUNTAIN LAKES, NJ 07046	.40%	
(a) Enter service provider name as it appears on line 2		(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.
ROYCE MICROCAP INVESTMENT CLASS 745 FIFTH AVENUE SUITE 2400 NEW YORK, NY 10151	16.00	

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.
FBR FOCUS FUND 1001 NINETEENTH STREET NORTH ARLINGTON, VA 22209	.40%

(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.
MATTHEWS ASIA SCIENCE & TECHNOLOGY 4 EMBARCADERO CENTER SUITE 550 SAN FRANCISCO, CA 94111	.40%

(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.
MATTHEWS ASIA PACIFIC FUND 4 EMBARCADERO CENTER SUITE 550 SAN FRANCISCO, CA 94111	.40%

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.
AKRE FOCUS FUND RETAIL 777 E WISCONSIN AVE 4TH FLOOR MILWAUKEE, WI 53202	.40%

(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.
THIRD AVENUE VALUE INSTL CLASS 622 THIRD AVENUE 32 FLOOR NEW YORK, NY 10017	16.00

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation

(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

Part III	Termination Information on Accountants and Enrolled Actuaries (see instructions) (complete as many entries as needed)
-----------------	---

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE 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 ABF FREIGHT SYSTEM, INC. 401(K) SAVINGS PLAN	B Three-digit plan number (PN)	002
C Plan sponsor's name as shown on line 2a of Form 5500 ABF FREIGHT SYSTEM, INC.	D Employer Identification Number (EIN) 71-0249444	

Part I	Asset and Liability Statement
---------------	--------------------------------------

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

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)		
(2) Participant contributions	1b(2)	196513	175364
(3) Other.....	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)		23823090
(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)	1535459	1578516
(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)	5690895	5799857
(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)	127146785	107623901
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)		
(15) Other	1c(15)	43862	35702

1d Employer-related investments:

		(a) Beginning of Year	(b) End of Year
(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	134613514	139036430

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 through 1j)	1k	0	0

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	134613514	139036430
---	-----------	-----------	-----------

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)		
(B) Participants	2a(1)(B)	11012426	
(C) Others (including rollovers)	2a(1)(C)	738051	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		11750477
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	5021	
(B) U.S. Government securities	2b(1)(B)		
(C) Corporate debt instruments	2b(1)(C)	490	
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)	375625	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		381136
(2) Dividends: (A) Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)	10855	
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	2477459	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		2488314
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)	1479442	
(B) Aggregate carrying amount (see instructions)	2b(4)(B)	1541763	
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		-62321

		(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)		0
(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)		11592155
c Other income.....	2c		
d Total income. Add all income amounts in column (b) and enter total.....	2d		26149761

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	21615985	
(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)		21615985
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions).....	2g		71864
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)	39249	
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		39249
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		21727098

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		4422663
l Transfers of assets:			
(1) To this plan.....	2l(1)		253
(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) ☐ Disclaimer (4) ☐ Adverse

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

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

(1) Name: **BKD, LLP**

(2) EIN: **44-0160260**

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.).....		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.).....		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.)		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.).....		X	
e Was this plan covered by a fidelity bond?.....	X		15000000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		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?		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?		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.).....	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.).....		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?.....		X	
l Has the plan failed to provide any benefit when due under the plan?		X	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.).....	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.	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 <u>ABF FREIGHT SYSTEM, INC. 401(K) SAVINGS PLAN</u>	B Three-digit plan number (PN) ▶ <u>002</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>ABF FREIGHT SYSTEM, INC.</u>	D Employer Identification Number (EIN) <u>71-0249444</u>

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	<u>0</u>
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): <u>04-3022712</u>		
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	<u>310</u>

Part II	Funding Information (If the plan is not subject to the minimum funding requirements of section 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

For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500.

Schedule R (Form 5500) 2010
v.092308.1

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):

- 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): _____

ABF Freight System, Inc. 401(k) Savings Plan

EIN 71-0249444 PN 002

Accountants' Report and Financial Statements

December 31, 2010 and 2009



ABF Freight System, Inc. 401(k) Savings Plan
December 31, 2010 and 2009

Contents

Independent Accountants' Report	1
--	----------

Financial Statements

Statements of Net Assets Available for Benefits.....	2
Statements of Changes in Net Assets Available for Benefits	3
Notes to Financial Statements	4

Supplemental Schedule

Schedule H, Line 4i – Schedule of Assets (Held at End of Year)	12
--	----

Independent Accountants' Report

Investment Committee and Plan Administrator
ABF Freight System, Inc. 401(k) Savings Plan
Fort Smith, Arkansas

We have audited the accompanying statements of net assets available for benefits of ABF Freight System, Inc. 401(k) Savings Plan as of December 31, 2010 and 2009, and the related statements of changes in net assets available for benefits for the years then ended. These financial statements are the responsibility of the Plan's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for benefits of ABF Freight System, Inc. 401(k) Savings Plan as of December 31, 2010, and 2009, and the changes in its net assets available for benefits for the years then ended in conformity with accounting principles generally accepted in the United States of America.

As discussed in *Note 3*, the Plan changed its method of accounting for notes receivable from participants.

The accompanying supplemental schedule is presented for the purpose of additional analysis and is not a required part of the basic financial statements, but is supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. This supplemental schedule is the responsibility of the Plan's management. The supplemental schedule has been subjected to the auditing procedures applied in the audits of the basic financial statements and, in our opinion, is fairly stated, in all material respects, in relation to the basic financial statements taken as a whole.

BKD, LLP

Fort Smith, Arkansas
July 29, 2011

Federal Employer Identification Number: 44-0160260

ABF Freight System, Inc. 401(k) Savings Plan

Statements of Net Assets Available for Benefits

December 31, 2010 and 2009

	<u>2010</u>	<u>2009</u>
Cash	\$ <u>23,823,090</u>	\$ <u>—</u>
Investments, At Fair Value		
Mutual funds	107,623,901	127,146,785
Common stock	1,578,516	1,535,459
Other	<u>35,702</u>	<u>43,862</u>
	<u>109,238,119</u>	<u>128,726,106</u>
Receivables		
Participants' contributions	175,364	196,513
Notes receivable from participants	<u>5,799,857</u>	<u>5,690,895</u>
	<u>5,975,221</u>	<u>5,887,408</u>
Net Assets Available for Benefits	\$ <u>139,036,430</u>	\$ <u>134,613,514</u>

ABF Freight System, Inc. 401(k) Savings Plan
Statements of Changes in Net Assets Available for Benefits
Years Ended December 31, 2010 and 2009

	<u>2010</u>	<u>2009</u>
Contributions		
Participants	\$ 11,012,426	\$ 10,920,715
Rollovers	<u>738,051</u>	<u>318,434</u>
Total contributions	<u>11,750,477</u>	<u>11,239,149</u>
Deductions		
Benefits paid directly to participants	21,687,849	12,492,089
Administrative expenses	<u>39,249</u>	<u>33,642</u>
Total deductions	<u>21,727,098</u>	<u>12,525,731</u>
Net Investment Income		
Net appreciation in fair value of investments	11,529,834	18,357,629
Interest and dividends	<u>2,493,825</u>	<u>2,315,945</u>
Net investment income	<u>14,023,659</u>	<u>20,673,574</u>
Interest Income on Notes Receivable from Participants	<u>375,625</u>	<u>416,022</u>
Net Increase Prior to Transfers	4,422,663	19,803,014
Transfer of Assets from Other Plan	<u>253</u>	<u>—</u>
Net Increase	4,422,916	19,803,014
Net Assets Available for Benefits, Beginning of Year	<u>134,613,514</u>	<u>114,810,500</u>
Net Assets Available for Benefits, End of Year	<u>\$ 139,036,430</u>	<u>\$ 134,613,514</u>

ABF Freight System, Inc. 401(k) Savings Plan

Notes to Financial Statements

December 31, 2010 and 2009

Note 1: Description of the Plan

The following description of the ABF Freight System, Inc. 401(k) Savings Plan (the "Plan") provides only general information. For a more complete description of the Plan's provisions, participants should refer to the Plan document and the *Summary Plan Description*, which are available from the Plan Administrator.

General

The Plan is a defined contribution plan covering employees of ABF Freight System, Inc. (the "Company") who are members of a collective bargaining unit and meet the eligibility requirements of the Plan. The Company is a subsidiary of Arkansas Best Corporation. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA"). The trustee and custodian of the Plan was Fidelity Management Trust Company for 2010 and 2009.

Contributions

The Plan does not provide for any contributions from the Company. For 2010 and 2009, the Plan allowed participants to contribute up to 75% of their annual compensation through salary deferral, subject to certain limitations. Employee rollover contributions are also permitted.

Participant Investment Account Options

Participants direct the investment of their contributions into various investment options offered by the Plan, including mutual funds and the Fidelity BrokerageLink® self-directed account, and may change the allocation daily. The Plan's investment committee may change the available investment options from time-to-time.

Participant Accounts

Each participant's account is credited with the participant's contributions and Plan investment returns and is charged with transaction processing and account administration fees.

Vesting

Participants are immediately vested in their contributions and related earnings.

Payment of Benefits

Upon termination of service, a participant is entitled to receive a lump-sum amount equal to the balance of the participant's account, which will be paid either as a direct rollover or directly to the participant.

ABF Freight System, Inc. 401(k) Savings Plan

Notes to Financial Statements

December 31, 2010 and 2009

Notes Receivable from Participants

Notes receivable from participants consist of participant loans. The Plan document includes provisions authorizing loans from the Plan to active eligible participants. Participants may borrow from their 401(k) account a minimum of \$1,000 up to a maximum calculated as the lesser of 50% of their account balance or \$50,000 reduced by the participant's highest loan balance in the preceding twelve-month period. The loans are secured by the balance in the participant's account and are repayable generally over a period not to exceed five years (except for loans for the purchase of a principal residence). Interest on the loans is determined by the Plan Administrator based on reasonable rates of interest at prevailing rates for loans of a similar nature. At December 31, 2010 and 2009, the interest rates on outstanding participant loans ranged from 5.25% to 8.00%.

Plan Termination

Although it has not expressed an intention to do so, the Company has the right under the Plan to terminate the Plan by action of the Board of Directors, subject to the provisions of ERISA.

Note 2: Summary of Significant Accounting Policies

Basis of Accounting

The accompanying financial statements are prepared on the accrual basis of accounting.

Use of Estimates

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

Notes Receivable from Participants

Notes receivable from participants are reported at their unpaid principal balance plus any accrued but unpaid interest. Delinquent loans that reach default status are charged off and accounted for as distributions based upon the terms of the Plan document.

Valuation of Investments and Income Recognition

Quoted market prices, if available, are used to value investments. Quoted prices for mutual funds are the net asset values (NAV) of shares held by the plan at the financial statement date. See *Note 5* for discussion of fair value measurements.

ABF Freight System, Inc. 401(k) Savings Plan

Notes to Financial Statements

December 31, 2010 and 2009

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 includes the Plan's gains and losses on investments bought and sold as well as held during the year.

Plan Tax Status

The Plan obtained its latest determination letter on July 2, 2003, in which the U.S. Internal Revenue Service (the "IRS") stated that the Plan and related trust, as then designed, were in compliance with the applicable requirements of the U.S. Internal Revenue Code and, therefore, not subject to income tax. The Plan has been amended since receiving the determination letter. However, the Plan Administrator believes that the Plan and related trust were designed and operated in compliance with the applicable requirements of the U.S. Internal Revenue Code as of and for the years ended December 31, 2010 and 2009. In accordance with the IRS timeline, the Company applied for a new determination letter prior to January 31, 2011. The Plan is generally no longer subject to U.S. federal, state and local income tax examinations by tax authorities for years before 2007.

Payment of Benefits

Benefit payments to participants are recorded upon distribution.

Administrative Expenses

All investment-related administrative charges are paid by the Plan as provided in the Plan document. All other expenses of maintaining the Plan are paid by the Company.

Life Insurance Policies

Prior to July 1, 1987, the Plan offered an option to invest in allocated life insurance contracts. The Plan has no liability under these life insurance contracts and the contracts' values are excluded from the assets of the Plan. Upon death of the participant, benefits are paid directly to the beneficiary. Any cash surrender value upon termination of a life insurance policy is paid directly to terminated participants or to the Plan for active participants.

Note 3: Change in Accounting Principle

During 2010, the Plan adopted the provisions of Accounting Standards Update 2010-25, *Reporting Loans to Participants by Defined Contribution Pension Plans* ("ASU 2010-25"). ASU 2010-25 requires loans to participants to be reported as Notes Receivable from Participants at unpaid principal plus accrued but unpaid interest, instead of being reported as part of Investments at fair value as they were under previous guidance. There was no change in Net Assets Available for Benefits or in the Net Increase in Net Assets Available for Benefits for 2010 or 2009 as a result of these reclassifications.

ABF Freight System, Inc. 401(k) Savings Plan

Notes to Financial Statements

December 31, 2010 and 2009

The following financial statement line items for fiscal years 2010 and 2009 were affected by the change in accounting principle.

Statement of Net Assets Available for Benefits			
	As Computed Under Previous Guidance	As Computed Under ASU 2010-25	Effect of Change
2010			
Investments	\$ 115,037,976	\$ 109,238,119	\$ (5,799,857)
Notes receivable from participants	—	5,799,857	5,799,857
	<u>\$ 115,037,976</u>	<u>\$ 115,037,976</u>	<u>\$ —</u>
	As Originally Reported	As Adjusted	Effect of Change
2009			
Investments	\$ 134,417,001	\$ 128,726,106	\$ (5,690,895)
Notes receivable from participants	—	5,690,895	5,690,895
	<u>\$ 134,417,001</u>	<u>\$ 134,417,001</u>	<u>\$ —</u>

Statement of Changes in Net Assets Available for Benefits			
	As Computed Under Previous Guidance	As Computed Under ASU 2010-25	Effect of Change
2010			
Interest and dividends	\$ 2,869,450	\$ 2,493,825	\$ (375,625)
Net investment income	14,399,284	14,023,659	(375,625)
Interest income from participant loans	—	375,625	375,625
	As Originally Reported	As Adjusted	Effect of Change
2009			
Interest and dividends	\$ 2,731,967	\$ 2,315,945	\$ (416,022)
Net investment income	21,089,596	20,673,574	(416,022)
Interest income from participant loans	—	416,022	416,022

ABF Freight System, Inc. 401(k) Savings Plan

Notes to Financial Statements

December 31, 2010 and 2009

Note 4: Investments

The Plan's investments, which are directed by participants into the various investment options, are held by Fidelity Management Trust Company. The fair value of the Plan's individual investments that represented 5% or more of net assets available for benefits as of December 31, 2010 and 2009 were as follows:

	2010	2009
Mutual funds		
Spartan 500 Index Fund	\$ 22,427,756	\$ 22,156,324
PIMCO Funds Total Return Fund	12,330,989	10,830,123
Dodge & Cox Stock Fund	11,685,579	11,579,298
Vanguard Target Retirement 2015 Fund	11,682,007	11,587,545
Fidelity Low Priced Stock Fund	9,362,468	8,407,528
Franklin Flex Cap Growth Fund	9,219,972	8,976,111
Fidelity Retirement Money Market Portfolio	—	27,388,459

During the years ended December 31, 2010 and 2009, the net appreciation in fair value of the Plan's investments (including gains and losses on investments bought, sold and held during the year) was as follows:

	2010	
	Net Appreciation in Fair Value During Year	Fair Value at December 31
Mutual funds	\$ 11,067,315	\$ 107,623,901
Common stock	449,366	1,578,516
Other	<u>13,153</u>	<u>35,702</u>
	<u>\$ 11,529,834</u>	<u>\$ 109,238,119</u>
	2009	
	Net Appreciation in Fair Value During Year	Fair Value at December 31
Mutual funds	\$ 16,859,898	\$ 127,146,785
Common stock	1,473,205	1,535,459
Other	<u>24,526</u>	<u>43,862</u>
	<u>\$ 18,357,629</u>	<u>\$ 128,726,106</u>

ABF Freight System, Inc. 401(k) Savings Plan

Notes to Financial Statements

December 31, 2010 and 2009

Interest and dividends realized on the Plan's investments for the years ended December 31, 2010 and 2009, were \$2,493,825 and \$2,315,945, respectively.

Note 5: Fair Value of Plan Assets

Financial Accounting Standards Board Accounting Standards Codification Topic 820, *Fair Value Measurements and Disclosures* ("ASC 820"), defines fair value as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. ASC 820 specifies a fair value hierarchy which prioritizes the inputs to valuation techniques used to measure fair value into three broad levels described as follows:

- Level 1** Quoted prices in active markets for identical assets or liabilities.
- Level 2** Observable inputs other than Level 1 prices, such as quoted prices for similar assets or liabilities in active markets; quoted prices for identical or similar assets and liabilities in markets that are not active; or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities.
- Level 3** Unobservable inputs that are supported by little or no market activity and that are significant to the fair value of the assets or liabilities.

Where quoted market prices are available in an active market, securities are classified within Level 1 of the valuation hierarchy. The Plan's investments classified as Level 1 include mutual funds, common stock and other investments measured at fair value as determined by quoted market prices in an active market.

The following table presents, for each of the fair value hierarchy levels, the fair value measurements of assets recognized in the accompanying statements of net assets available for benefits measured at fair value on a recurring basis at December 31, 2010 and 2009:

	Fair Value	2010 Fair Value Measurements Using		
		Level 1	Level 2	Level 3
Mutual funds				
Large cap	\$ 43,333,307	\$ 43,333,307	\$ —	\$ —
Blended	26,688,697	26,688,697	—	—
Bonds	16,391,014	16,391,014	—	—
Small/Mid cap	14,574,732	14,574,732	—	—
International	5,896,080	5,896,080	—	—
Other	389,064	389,064	—	—
Money market	351,007	351,007	—	—
Common stock	1,578,516	1,578,516	—	—
Other	<u>35,702</u>	<u>35,702</u>	<u>—</u>	<u>—</u>
Total	<u>\$ 109,238,119</u>	<u>\$ 109,238,119</u>	<u>\$ —</u>	<u>\$ —</u>

ABF Freight System, Inc. 401(k) Savings Plan

Notes to Financial Statements

December 31, 2010 and 2009

	Fair Value	2009 Fair Value Measurements Using		
		Level 1	Level 2	Level 3
Mutual funds				
Large cap	\$ 42,711,733	\$ 42,711,733	\$ —	\$ —
Money market	27,710,069	27,710,069	—	—
Blended	23,313,870	23,313,870	—	—
Bonds	14,865,108	14,865,108	—	—
Small/Mid cap	12,237,459	12,237,459	—	—
International	5,741,696	5,741,696	—	—
Other	566,850	566,850	—	—
Common stock	1,535,459	1,535,459	—	—
Other	<u>43,862</u>	<u>43,862</u>	<u>—</u>	<u>—</u>
Total	<u>\$ 128,726,106</u>	<u>\$ 128,726,106</u>	<u>\$ —</u>	<u>\$ —</u>

Note 6: Party-In-Interest Transactions

Party-in-interest transactions include those with fiduciaries or employees of the Plan, any person who provides services to the Plan, an employer whose employees are covered by the Plan, an employee organization whose members are covered by the Plan, a person who owns 50 percent or more of such an employer or employee association, or relatives of such persons.

Certain Plan investments are shares of mutual funds managed by Fidelity Investments, an affiliate of Fidelity Management Trust Company. Fidelity Management Trust Company was the trustee of the Plan and, therefore, these transactions qualify as party-in-interest. Transaction processing and account administration fees paid by participants to Fidelity Management Trust Company for 2010 and 2009 totaled \$39,249 and \$33,642, respectively.

Note 7: Significant Estimates and Concentrations

Economic Conditions

The recessionary economic environment in recent years has presented and may continue to present employee benefit plans with difficult circumstances and challenges, which in some cases have resulted and may continue to result in large and unanticipated declines in the fair value of investments. Given the volatility of current economic conditions, the values of assets recorded in the financial statements could change rapidly, resulting in material future changes in investment values that could impact the Plan.

ABF Freight System, Inc. 401(k) Savings Plan

Notes to Financial Statements

December 31, 2010 and 2009

Risks and Uncertainties

The Plan invests in various investment securities. Investment securities are exposed to 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 the participants' account balances and the amounts reported in the statements of net assets available for benefits.

Note 8: Subsequent Events

Subsequent events have been evaluated through July 29, 2011, which is the date the financial statements were available to be issued.

Effective January 1, 2011, the Plan changed its recordkeeper from Fidelity Investments Institutional Operations Company, Inc. to Diversified Investment Advisors, Inc. and changed its trustee and custodian from Fidelity Management Trust Company to State Street Corporation.

Effective January 1, 2011, a Roth 401(k) investment option was added to the Plan.

Supplemental Schedule

ABF Freight System, Inc. 401(k) Savings Plan
EIN 71-0249444 PN 002
Schedule H, Line 4l – Schedule of Assets (Held At End of Year)
December 31, 2010

Identity of Issuer (Issue, borrower, lessor or similar party)	Description of Investment	Current Value
Mutual Funds		
* Fidelity Management Trust Company	Spartan 500 Index Fund, 504,221 shares	\$ 22,427,756
Pacific Investment Management Company	PIMCO Funds Total Return Fund, 1,136,497 shares	12,330,989
Dodge & Cox Funds	Dodge & Cox Stock Fund, 108,441 shares	11,685,579
Vanguard Trust Company	Vanguard Target Retirement 2015 Fund, 940,580 shares	11,682,007
* Fidelity Management Trust Company	Fidelity Low Priced Stock Fund, 243,941 shares	9,362,468
Franklin Templeton Investments	Franklin Flex Cap Growth Fund, 191,286 shares	9,219,972
Vanguard Trust Company	Vanguard Target Retirement 2025 Fund, 519,380 shares	6,554,574
Vanguard Trust Company	Vanguard Total Bond Market Index Fund, 383,021 shares	4,060,025
Harbor Funds	Harbor International Fund, 63,481 shares	3,808,861
Vanguard Trust Company	Vanguard Target Retirement 2020 Fund, 110,343 shares	2,438,576
* Fidelity Management Trust Company	Spartan Extended Market Index Fund, 56,732 shares	2,165,466
* Fidelity Management Trust Company	Spartan International Index Fund, 59,347 shares	2,087,219
CRM, LLC	CRM Mid Cap Value Fund, 55,031 shares	1,577,744
Vanguard Trust Company	Vanguard Target Retirement 2035 Fund, 120,433 shares	1,576,467
CRM, LLC	CRM Small Cap Value Fund, 59,572 shares	1,469,054
Vanguard Trust Company	Vanguard Target Retirement 2010 Fund, 64,109 shares	1,430,283
Vanguard Trust Company	Vanguard Target Retirement Income Fund, 91,991 shares	1,037,661
Vanguard Trust Company	Vanguard Target Retirement 2045 Fund, 65,648 shares	886,255
Vanguard Trust Company	Vanguard Target Retirement 2030 Fund, 33,153 shares	718,759
Vanguard Trust Company	Vanguard Target Retirement 2005 Fund, 14,464 shares	169,663
Vanguard Trust Company	Vanguard Target Retirement 2040 Fund, 7,551 shares	162,349
Vanguard Trust Company	Vanguard Target Retirement 2050 Fund, 1,500 shares	32,103
BrokerageLink Self-Directed Accounts		
* Fidelity Brokerage Services, LLC		2,354,289
* Participant Loans	Various loans with interest rates of 5.25% - 8% with original maturities generally not exceeding 5 years	<u>5,799,857</u>
		<u>\$ 115,037,976</u>

* Indicates party-in-interest to the Plan.

ABF Freight System, Inc. 401(k) Savings Plan

EIN 71-0249444 PN 002

Accountants' Report and Financial Statements

December 31, 2010 and 2009



ABF Freight System, Inc. 401(k) Savings Plan
December 31, 2010 and 2009

Contents

Independent Accountants' Report	1
--	----------

Financial Statements

Statements of Net Assets Available for Benefits.....	2
Statements of Changes in Net Assets Available for Benefits	3
Notes to Financial Statements	4

Supplemental Schedule

Schedule H, Line 4i – Schedule of Assets (Held at End of Year)	12
--	----

Independent Accountants' Report

Investment Committee and Plan Administrator
ABF Freight System, Inc. 401(k) Savings Plan
Fort Smith, Arkansas

We have audited the accompanying statements of net assets available for benefits of ABF Freight System, Inc. 401(k) Savings Plan as of December 31, 2010 and 2009, and the related statements of changes in net assets available for benefits for the years then ended. These financial statements are the responsibility of the Plan's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for benefits of ABF Freight System, Inc. 401(k) Savings Plan as of December 31, 2010, and 2009, and the changes in its net assets available for benefits for the years then ended in conformity with accounting principles generally accepted in the United States of America.

As discussed in *Note 3*, the Plan changed its method of accounting for notes receivable from participants.

The accompanying supplemental schedule is presented for the purpose of additional analysis and is not a required part of the basic financial statements, but is supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. This supplemental schedule is the responsibility of the Plan's management. The supplemental schedule has been subjected to the auditing procedures applied in the audits of the basic financial statements and, in our opinion, is fairly stated, in all material respects, in relation to the basic financial statements taken as a whole.

BKD, LLP

Fort Smith, Arkansas
July 29, 2011

Federal Employer Identification Number: 44-0160260

ABF Freight System, Inc. 401(k) Savings Plan

Statements of Net Assets Available for Benefits

December 31, 2010 and 2009

	<u>2010</u>	<u>2009</u>
Cash	\$ <u>23,823,090</u>	\$ <u>—</u>
Investments, At Fair Value		
Mutual funds	107,623,901	127,146,785
Common stock	1,578,516	1,535,459
Other	<u>35,702</u>	<u>43,862</u>
	<u>109,238,119</u>	<u>128,726,106</u>
Receivables		
Participants' contributions	175,364	196,513
Notes receivable from participants	<u>5,799,857</u>	<u>5,690,895</u>
	<u>5,975,221</u>	<u>5,887,408</u>
Net Assets Available for Benefits	\$ <u>139,036,430</u>	\$ <u>134,613,514</u>

ABF Freight System, Inc. 401(k) Savings Plan
Statements of Changes in Net Assets Available for Benefits
Years Ended December 31, 2010 and 2009

	<u>2010</u>	<u>2009</u>
Contributions		
Participants	\$ 11,012,426	\$ 10,920,715
Rollovers	<u>738,051</u>	<u>318,434</u>
Total contributions	<u>11,750,477</u>	<u>11,239,149</u>
Deductions		
Benefits paid directly to participants	21,687,849	12,492,089
Administrative expenses	<u>39,249</u>	<u>33,642</u>
Total deductions	<u>21,727,098</u>	<u>12,525,731</u>
Net Investment Income		
Net appreciation in fair value of investments	11,529,834	18,357,629
Interest and dividends	<u>2,493,825</u>	<u>2,315,945</u>
Net investment income	<u>14,023,659</u>	<u>20,673,574</u>
Interest Income on Notes Receivable from Participants	<u>375,625</u>	<u>416,022</u>
Net Increase Prior to Transfers	4,422,663	19,803,014
Transfer of Assets from Other Plan	<u>253</u>	<u>—</u>
Net Increase	4,422,916	19,803,014
Net Assets Available for Benefits, Beginning of Year	<u>134,613,514</u>	<u>114,810,500</u>
Net Assets Available for Benefits, End of Year	<u>\$ 139,036,430</u>	<u>\$ 134,613,514</u>

ABF Freight System, Inc. 401(k) Savings Plan

Notes to Financial Statements

December 31, 2010 and 2009

Note 1: Description of the Plan

The following description of the ABF Freight System, Inc. 401(k) Savings Plan (the "Plan") provides only general information. For a more complete description of the Plan's provisions, participants should refer to the Plan document and the *Summary Plan Description*, which are available from the Plan Administrator.

General

The Plan is a defined contribution plan covering employees of ABF Freight System, Inc. (the "Company") who are members of a collective bargaining unit and meet the eligibility requirements of the Plan. The Company is a subsidiary of Arkansas Best Corporation. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA"). The trustee and custodian of the Plan was Fidelity Management Trust Company for 2010 and 2009.

Contributions

The Plan does not provide for any contributions from the Company. For 2010 and 2009, the Plan allowed participants to contribute up to 75% of their annual compensation through salary deferral, subject to certain limitations. Employee rollover contributions are also permitted.

Participant Investment Account Options

Participants direct the investment of their contributions into various investment options offered by the Plan, including mutual funds and the Fidelity BrokerageLink® self-directed account, and may change the allocation daily. The Plan's investment committee may change the available investment options from time-to-time.

Participant Accounts

Each participant's account is credited with the participant's contributions and Plan investment returns and is charged with transaction processing and account administration fees.

Vesting

Participants are immediately vested in their contributions and related earnings.

Payment of Benefits

Upon termination of service, a participant is entitled to receive a lump-sum amount equal to the balance of the participant's account, which will be paid either as a direct rollover or directly to the participant.

ABF Freight System, Inc. 401(k) Savings Plan

Notes to Financial Statements

December 31, 2010 and 2009

Notes Receivable from Participants

Notes receivable from participants consist of participant loans. The Plan document includes provisions authorizing loans from the Plan to active eligible participants. Participants may borrow from their 401(k) account a minimum of \$1,000 up to a maximum calculated as the lesser of 50% of their account balance or \$50,000 reduced by the participant's highest loan balance in the preceding twelve-month period. The loans are secured by the balance in the participant's account and are repayable generally over a period not to exceed five years (except for loans for the purchase of a principal residence). Interest on the loans is determined by the Plan Administrator based on reasonable rates of interest at prevailing rates for loans of a similar nature. At December 31, 2010 and 2009, the interest rates on outstanding participant loans ranged from 5.25% to 8.00%.

Plan Termination

Although it has not expressed an intention to do so, the Company has the right under the Plan to terminate the Plan by action of the Board of Directors, subject to the provisions of ERISA.

Note 2: Summary of Significant Accounting Policies

Basis of Accounting

The accompanying financial statements are prepared on the accrual basis of accounting.

Use of Estimates

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

Notes Receivable from Participants

Notes receivable from participants are reported at their unpaid principal balance plus any accrued but unpaid interest. Delinquent loans that reach default status are charged off and accounted for as distributions based upon the terms of the Plan document.

Valuation of Investments and Income Recognition

Quoted market prices, if available, are used to value investments. Quoted prices for mutual funds are the net asset values (NAV) of shares held by the plan at the financial statement date. See *Note 5* for discussion of fair value measurements.

ABF Freight System, Inc. 401(k) Savings Plan

Notes to Financial Statements

December 31, 2010 and 2009

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 includes the Plan's gains and losses on investments bought and sold as well as held during the year.

Plan Tax Status

The Plan obtained its latest determination letter on July 2, 2003, in which the U.S. Internal Revenue Service (the "IRS") stated that the Plan and related trust, as then designed, were in compliance with the applicable requirements of the U.S. Internal Revenue Code and, therefore, not subject to income tax. The Plan has been amended since receiving the determination letter. However, the Plan Administrator believes that the Plan and related trust were designed and operated in compliance with the applicable requirements of the U.S. Internal Revenue Code as of and for the years ended December 31, 2010 and 2009. In accordance with the IRS timeline, the Company applied for a new determination letter prior to January 31, 2011. The Plan is generally no longer subject to U.S. federal, state and local income tax examinations by tax authorities for years before 2007.

Payment of Benefits

Benefit payments to participants are recorded upon distribution.

Administrative Expenses

All investment-related administrative charges are paid by the Plan as provided in the Plan document. All other expenses of maintaining the Plan are paid by the Company.

Life Insurance Policies

Prior to July 1, 1987, the Plan offered an option to invest in allocated life insurance contracts. The Plan has no liability under these life insurance contracts and the contracts' values are excluded from the assets of the Plan. Upon death of the participant, benefits are paid directly to the beneficiary. Any cash surrender value upon termination of a life insurance policy is paid directly to terminated participants or to the Plan for active participants.

Note 3: Change in Accounting Principle

During 2010, the Plan adopted the provisions of Accounting Standards Update 2010-25, *Reporting Loans to Participants by Defined Contribution Pension Plans* ("ASU 2010-25"). ASU 2010-25 requires loans to participants to be reported as Notes Receivable from Participants at unpaid principal plus accrued but unpaid interest, instead of being reported as part of Investments at fair value as they were under previous guidance. There was no change in Net Assets Available for Benefits or in the Net Increase in Net Assets Available for Benefits for 2010 or 2009 as a result of these reclassifications.

ABF Freight System, Inc. 401(k) Savings Plan

Notes to Financial Statements

December 31, 2010 and 2009

The following financial statement line items for fiscal years 2010 and 2009 were affected by the change in accounting principle.

Statement of Net Assets Available for Benefits			
	As Computed Under Previous Guidance	As Computed Under ASU 2010-25	Effect of Change
2010			
Investments	\$ 115,037,976	\$ 109,238,119	\$ (5,799,857)
Notes receivable from participants	—	5,799,857	5,799,857
	<u>\$ 115,037,976</u>	<u>\$ 115,037,976</u>	<u>\$ —</u>
	As Originally Reported	As Adjusted	Effect of Change
2009			
Investments	\$ 134,417,001	\$ 128,726,106	\$ (5,690,895)
Notes receivable from participants	—	5,690,895	5,690,895
	<u>\$ 134,417,001</u>	<u>\$ 134,417,001</u>	<u>\$ —</u>

Statement of Changes in Net Assets Available for Benefits			
	As Computed Under Previous Guidance	As Computed Under ASU 2010-25	Effect of Change
2010			
Interest and dividends	\$ 2,869,450	\$ 2,493,825	\$ (375,625)
Net investment income	14,399,284	14,023,659	(375,625)
Interest income from participant loans	—	375,625	375,625
	As Originally Reported	As Adjusted	Effect of Change
2009			
Interest and dividends	\$ 2,731,967	\$ 2,315,945	\$ (416,022)
Net investment income	21,089,596	20,673,574	(416,022)
Interest income from participant loans	—	416,022	416,022

ABF Freight System, Inc. 401(k) Savings Plan

Notes to Financial Statements

December 31, 2010 and 2009

Note 4: Investments

The Plan's investments, which are directed by participants into the various investment options, are held by Fidelity Management Trust Company. The fair value of the Plan's individual investments that represented 5% or more of net assets available for benefits as of December 31, 2010 and 2009 were as follows:

	2010	2009
Mutual funds		
Spartan 500 Index Fund	\$ 22,427,756	\$ 22,156,324
PIMCO Funds Total Return Fund	12,330,989	10,830,123
Dodge & Cox Stock Fund	11,685,579	11,579,298
Vanguard Target Retirement 2015 Fund	11,682,007	11,587,545
Fidelity Low Priced Stock Fund	9,362,468	8,407,528
Franklin Flex Cap Growth Fund	9,219,972	8,976,111
Fidelity Retirement Money Market Portfolio	—	27,388,459

During the years ended December 31, 2010 and 2009, the net appreciation in fair value of the Plan's investments (including gains and losses on investments bought, sold and held during the year) was as follows:

	2010	
	Net Appreciation in Fair Value During Year	Fair Value at December 31
Mutual funds	\$ 11,067,315	\$ 107,623,901
Common stock	449,366	1,578,516
Other	13,153	35,702
	<u>\$ 11,529,834</u>	<u>\$ 109,238,119</u>
	2009	
	Net Appreciation in Fair Value During Year	Fair Value at December 31
Mutual funds	\$ 16,859,898	\$ 127,146,785
Common stock	1,473,205	1,535,459
Other	24,526	43,862
	<u>\$ 18,357,629</u>	<u>\$ 128,726,106</u>

ABF Freight System, Inc. 401(k) Savings Plan

Notes to Financial Statements

December 31, 2010 and 2009

Interest and dividends realized on the Plan's investments for the years ended December 31, 2010 and 2009, were \$2,493,825 and \$2,315,945, respectively.

Note 5: Fair Value of Plan Assets

Financial Accounting Standards Board Accounting Standards Codification Topic 820, *Fair Value Measurements and Disclosures* ("ASC 820"), defines fair value as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. ASC 820 specifies a fair value hierarchy which prioritizes the inputs to valuation techniques used to measure fair value into three broad levels described as follows:

- Level 1** Quoted prices in active markets for identical assets or liabilities.
- Level 2** Observable inputs other than Level 1 prices, such as quoted prices for similar assets or liabilities in active markets; quoted prices for identical or similar assets and liabilities in markets that are not active; or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities.
- Level 3** Unobservable inputs that are supported by little or no market activity and that are significant to the fair value of the assets or liabilities.

Where quoted market prices are available in an active market, securities are classified within Level 1 of the valuation hierarchy. The Plan's investments classified as Level 1 include mutual funds, common stock and other investments measured at fair value as determined by quoted market prices in an active market.

The following table presents, for each of the fair value hierarchy levels, the fair value measurements of assets recognized in the accompanying statements of net assets available for benefits measured at fair value on a recurring basis at December 31, 2010 and 2009:

	Fair Value	2010 Fair Value Measurements Using		
		Level 1	Level 2	Level 3
Mutual funds				
Large cap	\$ 43,333,307	\$ 43,333,307	\$ —	\$ —
Blended	26,688,697	26,688,697	—	—
Bonds	16,391,014	16,391,014	—	—
Small/Mid cap	14,574,732	14,574,732	—	—
International	5,896,080	5,896,080	—	—
Other	389,064	389,064	—	—
Money market	351,007	351,007	—	—
Common stock	1,578,516	1,578,516	—	—
Other	<u>35,702</u>	<u>35,702</u>	<u>—</u>	<u>—</u>
Total	<u>\$ 109,238,119</u>	<u>\$ 109,238,119</u>	<u>\$ —</u>	<u>\$ —</u>

ABF Freight System, Inc. 401(k) Savings Plan

Notes to Financial Statements

December 31, 2010 and 2009

	Fair Value	2009 Fair Value Measurements Using		
		Level 1	Level 2	Level 3
Mutual funds				
Large cap	\$ 42,711,733	\$ 42,711,733	\$ —	\$ —
Money market	27,710,069	27,710,069	—	—
Blended	23,313,870	23,313,870	—	—
Bonds	14,865,108	14,865,108	—	—
Small/Mid cap	12,237,459	12,237,459	—	—
International	5,741,696	5,741,696	—	—
Other	566,850	566,850	—	—
Common stock	1,535,459	1,535,459	—	—
Other	<u>43,862</u>	<u>43,862</u>	<u>—</u>	<u>—</u>
Total	<u>\$ 128,726,106</u>	<u>\$ 128,726,106</u>	<u>\$ —</u>	<u>\$ —</u>

Note 6: Party-In-Interest Transactions

Party-in-interest transactions include those with fiduciaries or employees of the Plan, any person who provides services to the Plan, an employer whose employees are covered by the Plan, an employee organization whose members are covered by the Plan, a person who owns 50 percent or more of such an employer or employee association, or relatives of such persons.

Certain Plan investments are shares of mutual funds managed by Fidelity Investments, an affiliate of Fidelity Management Trust Company. Fidelity Management Trust Company was the trustee of the Plan and, therefore, these transactions qualify as party-in-interest. Transaction processing and account administration fees paid by participants to Fidelity Management Trust Company for 2010 and 2009 totaled \$39,249 and \$33,642, respectively.

Note 7: Significant Estimates and Concentrations

Economic Conditions

The recessionary economic environment in recent years has presented and may continue to present employee benefit plans with difficult circumstances and challenges, which in some cases have resulted and may continue to result in large and unanticipated declines in the fair value of investments. Given the volatility of current economic conditions, the values of assets recorded in the financial statements could change rapidly, resulting in material future changes in investment values that could impact the Plan.

ABF Freight System, Inc. 401(k) Savings Plan

Notes to Financial Statements

December 31, 2010 and 2009

Risks and Uncertainties

The Plan invests in various investment securities. Investment securities are exposed to 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 the participants' account balances and the amounts reported in the statements of net assets available for benefits.

Note 8: Subsequent Events

Subsequent events have been evaluated through July 29, 2011, which is the date the financial statements were available to be issued.

Effective January 1, 2011, the Plan changed its recordkeeper from Fidelity Investments Institutional Operations Company, Inc. to Diversified Investment Advisors, Inc. and changed its trustee and custodian from Fidelity Management Trust Company to State Street Corporation.

Effective January 1, 2011, a Roth 401(k) investment option was added to the Plan.

Supplemental Schedule

ABF Freight System, Inc. 401(k) Savings Plan
EIN 71-0249444 PN 002
Schedule H, Line 4l – Schedule of Assets (Held At End of Year)
December 31, 2010

Identity of Issuer (Issue, borrower, lessor or similar party)	Description of Investment	Current Value
Mutual Funds		
* Fidelity Management Trust Company	Spartan 500 Index Fund, 504,221 shares	\$ 22,427,756
Pacific Investment Management Company	PIMCO Funds Total Return Fund, 1,136,497 shares	12,330,989
Dodge & Cox Funds	Dodge & Cox Stock Fund, 108,441 shares	11,685,579
Vanguard Trust Company	Vanguard Target Retirement 2015 Fund, 940,580 shares	11,682,007
* Fidelity Management Trust Company	Fidelity Low Priced Stock Fund, 243,941 shares	9,362,468
Franklin Templeton Investments	Franklin Flex Cap Growth Fund, 191,286 shares	9,219,972
Vanguard Trust Company	Vanguard Target Retirement 2025 Fund, 519,380 shares	6,554,574
Vanguard Trust Company	Vanguard Total Bond Market Index Fund, 383,021 shares	4,060,025
Harbor Funds	Harbor International Fund, 63,481 shares	3,808,861
Vanguard Trust Company	Vanguard Target Retirement 2020 Fund, 110,343 shares	2,438,576
* Fidelity Management Trust Company	Spartan Extended Market Index Fund, 56,732 shares	2,165,466
* Fidelity Management Trust Company	Spartan International Index Fund, 59,347 shares	2,087,219
CRM, LLC	CRM Mid Cap Value Fund, 55,031 shares	1,577,744
Vanguard Trust Company	Vanguard Target Retirement 2035 Fund, 120,433 shares	1,576,467
CRM, LLC	CRM Small Cap Value Fund, 59,572 shares	1,469,054
Vanguard Trust Company	Vanguard Target Retirement 2010 Fund, 64,109 shares	1,430,283
Vanguard Trust Company	Vanguard Target Retirement Income Fund, 91,991 shares	1,037,661
Vanguard Trust Company	Vanguard Target Retirement 2045 Fund, 65,648 shares	886,255
Vanguard Trust Company	Vanguard Target Retirement 2030 Fund, 33,153 shares	718,759
Vanguard Trust Company	Vanguard Target Retirement 2005 Fund, 14,464 shares	169,663
Vanguard Trust Company	Vanguard Target Retirement 2040 Fund, 7,551 shares	162,349
Vanguard Trust Company	Vanguard Target Retirement 2050 Fund, 1,500 shares	32,103
BrokerageLink Self-Directed Accounts		
* Fidelity Brokerage Services, LLC		2,354,289
* Participant Loans	Various loans with interest rates of 5.25% - 8% with original maturities generally not exceeding 5 years	<u>5,799,857</u>
		<u>\$ 115,037,976</u>

* Indicates party-in-interest to the Plan.