

Form 5500 Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Annual Return/Report of Employee Benefit Plan This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), and 6058(a) of the Internal Revenue Code (the Code). ► Complete all entries in accordance with the instructions to the Form 5500.	OMB Nos. 1210-0110 1210-0089 2010 This Form is Open to Public Inspection
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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>ARKANSAS BEST CORPORATION PENSION PLAN</u>	1b Three-digit plan number (PN) ► <u>001</u> 1c Effective date of plan <u>01/01/1969</u>
2a Plan sponsor's name and address (employer, if for a single-employer plan) (Address should include room or suite no.) <u>ARKANSAS BEST CORPORATION</u> <u>P.O. BOX 10048</u> <u>3801 OLD GREENWOOD RD</u> <u>FORT SMITH, AR 72917-0048</u> <u>FORT SMITH, AR 72917-0048</u>	2b Employer Identification Number (EIN) <u>71-0673405</u> 2c Sponsor's telephone number <u>479-785-6000</u> 2d Business code (see instructions) <u>484120</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	<u>Filed with authorized/valid electronic signature.</u>	<u>10/14/2011</u>	<u>J. LAVON MORTON</u>
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	<u>Filed with authorized/valid electronic signature.</u>	<u>10/14/2011</u>	<u>J. LAVON MORTON</u>
	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") ARKANSAS BEST CORPORATION P.O. BOX 10048 FORT SMITH, AR 72917-0048	3b Administrator's EIN 71-0673405 3c Administrator's telephone number 479-785-6000
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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
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5 Total number of participants at the beginning of the plan year	5	3123
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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	2014
b Retired or separated participants receiving benefits.....	6b	241
c Other retired or separated participants entitled to future benefits.....	6c	565
d Subtotal. Add lines 6a , 6b , and 6c	6d	2820
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e	133
f Total. Add lines 6d and 6e	6f	2953
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....	6g	
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	
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8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristic Codes in the instructions:
 1A 1G

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

9a Plan funding arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor	9b Plan benefit arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor
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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 SB (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Single-Employer Defined Benefit Plan Actuarial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6059 of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500 or 5500-SF.	OMB No. 1210-0110 2010 This Form is Open to Public Inspection
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For calendar plan year 2010 or fiscal plan year beginning 01/01/2010 and ending 12/31/2010

▶ **Round off amounts to nearest dollar.**

▶ **Caution:** A penalty of \$1,000 will be assessed for late filing of this report unless reasonable cause is established.

A Name of plan <u>ARKANSAS BEST CORPORATION PENSION PLAN</u>	B Three-digit plan number (PN) ▶ <u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF <u>ARKANSAS BEST CORPORATION</u>	D Employer Identification Number (EIN) <u>71-0673405</u>
E Type of plan: ☒ Single ☐ Multiple-A ☐ Multiple-B	F Prior year plan size: ☐ 100 or fewer ☐ 101-500 ☒ More than 500

Part I	Basic Information
1 Enter the valuation date: Month <u>01</u> Day <u>01</u> Year <u>2010</u>	
2 Assets:	
a Market value	2a <u>177634039</u>
b Actuarial value	2b <u>177364546</u>
3 Funding target/participant count breakdown	
	(1) Number of participants (2) Funding Target
a For retired participants and beneficiaries receiving payment	3a <u>388</u> <u>16094760</u>
b For terminated vested participants	3b <u>558</u> <u>14474825</u>
c For active participants:	
(1) Non-vested benefits	3c(1) <u>2077158</u>
(2) Vested benefits	3c(2) <u>149132486</u>
(3) Total active	3c(3) <u>2177</u> <u>151209644</u>
d Total	3d <u>3123</u> <u>181779229</u>
4 If the plan is at-risk, check the box and complete items (a) and (b)	☐
a Funding target disregarding prescribed at-risk assumptions	4a
b Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been at-risk for fewer than five consecutive years and disregarding loading factor	4b
5 Effective interest rate	5 <u>6.37</u> %
6 Target normal cost	6 <u>7935437</u>

Statement by Enrolled Actuary

To the best of my knowledge, the information supplied in this schedule and accompanying schedules, statements and attachments, if any, is complete and accurate. Each prescribed assumption was applied in accordance with applicable law and regulations. In my opinion, each other assumption is reasonable (taking into account the experience of the plan and reasonable expectations) and such other assumptions, in combination, offer my best estimate of anticipated experience under the plan.

SIGN HERE	<u>10/13/2011</u>
Signature of actuary	Date
<u>MICHAEL N. MORIN</u>	<u>11-04030</u>
Type or print name of actuary	Most recent enrollment number
<u>MILLIMAN INC.</u>	<u>214-863-5500</u>
Firm name	Telephone number (including area code)
<u>10000 N. CENTRAL EXPRSSWY STE 1500</u> <u>DALLAS, TX 75231-4177</u>	
Address of the firm	

If the actuary has not fully reflected any regulation or ruling promulgated under the statute in completing this schedule, check the box and see instructions ☐

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

Schedule SB (Form 5500) 2010
v.092308.1

Part II		Beginning of year carryover and prefunding balances	
		(a) Carryover balance	(b) Prefunding balance
7	Balance at beginning of prior year after applicable adjustments (Item 13 from prior year)	10603439	25031630
8	Portion used to offset prior year's funding requirement (Item 35 from prior year)	7018145	
9	Amount remaining (Item 7 minus item 8).....	3585294	25031630
10	Interest on item 9 using prior year's actual return of <u>18.59</u> %	666506	4653380
11	Prior year's excess contributions to be added to prefunding balance:		
a	Excess contributions (Item 38 from prior year)		3765766
b	Interest on (a) using prior year's effective rate of <u>8.22</u> %		309546
c	Total available at beginning of current plan year to add to prefunding balance		4075312
d	Portion of (c) to be added to prefunding balance.....		
12	Reduction in balances due to elections or deemed elections.....	1995647	
13	Balance at beginning of current year (item 9 + item 10 + item 11d – item 12).....	2256153	29685010

Part III		Funding percentages	
14	Funding target attainment percentage.....	14	80.00 %
15	Adjusted funding target attainment percentage.....	15	80.00 %
16	Prior year's funding percentage for purposes of determining whether carryover/prefunding balances may be used to reduce current year's funding requirement.....	16	96.50 %
17	If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage.....	17	%

Part IV		Contributions and liquidity shortfalls	
18 Contributions made to the plan for the plan year by employer(s) and employees:			
(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees	
		Totals ▶	18(b) 0
		18(c)	0

19 Discounted employer contributions – see instructions for small plan with a valuation date after the beginning of the year:

a Contributions allocated toward unpaid minimum required contribution from prior years.....	19a	
b Contributions made to avoid restrictions adjusted to valuation date	19b	
c Contributions allocated toward minimum required contribution for current year adjusted to valuation date.....	19c	

20 Quarterly contributions and liquidity shortfalls:

a Did the plan have a "funding shortfall" for the prior year? ☐ Yes ☒ No

b If 20a is "Yes," were required quarterly installments for the current year made in a timely manner? ☐ Yes ☐ No

c If 20a is "Yes," see instructions and complete the following table as applicable:

Liquidity shortfall as of end of Quarter of this plan year			
(1) 1st	(2) 2nd	(3) 3rd	(4) 4th

Part V Assumptions used to determine funding target and target normal cost

21 Discount rate:				
a Segment rates:	1st segment: 5.03 %	2nd segment: 6.73 %	3rd segment: 6.82 %	☐ N/A, full yield curve used
b Applicable month (enter code)				21b 4
22 Weighted average retirement age				22 62
23 Mortality table(s) (see instructions) ☐ Prescribed - combined ☒ Prescribed - separate ☐ Substitute				

Part VI Miscellaneous items

24 Has a change been made in the non-prescribed actuarial assumptions for the current plan year? If "Yes," see instructions regarding required attachment.	☒ Yes ☐ No
25 Has a method change been made for the current plan year? If "Yes," see instructions regarding required attachment.	☐ Yes ☒ No
26 Is the plan required to provide a Schedule of Active Participants? If "Yes," see instructions regarding required attachment.....	☒ Yes ☐ No
27 If the plan is eligible for (and is using) alternative funding rules, enter applicable code and see instructions regarding attachment.....	27

Part VII Reconciliation of unpaid minimum required contributions for prior years

28 Unpaid minimum required contribution for all prior years	28	
29 Discounted employer contributions allocated toward unpaid minimum required contributions from prior years (item 19a).....	29	
30 Remaining amount of unpaid minimum required contributions (item 28 minus item 29)	30	0

Part VIII Minimum required contribution for current year

31 Target normal cost, adjusted, if applicable (see instructions).....	31	7935437
32 Amortization installments:	Outstanding Balance	Installment
a Net shortfall amortization installment	29084677	4894721
b Waiver amortization installment		
33 If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____) and the waived amount	33	
34 Total funding requirement before reflecting carryover/prefunding balances (item 31 + item 32a + item 32b – item 33).....	34	12830158
	Carryover balance	Prefunding balance
35 Balances used to offset funding requirement	2256153	10574005
36 Additional cash requirement (item 34 minus item 35).....	36	0
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (Item 19c).....	37	
38 Interest-adjusted excess contributions for current year (see instructions).....	38	0
39 Unpaid minimum required contribution for current year (excess, if any, of item 36 over item 37).....	39	0
40 Unpaid minimum required contribution for all years	40	0

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 ARKANSAS BEST CORPORATION PENSION PLAN	B Three-digit plan number (PN) ▶	001
C Plan sponsor's name as shown on line 2a of Form 5500 ARKANSAS BEST CORPORATION	D Employer Identification Number (EIN) 71-0673405	

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

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

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

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

(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 ☐

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

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

Part I Service Provider Information (continued)

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

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

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

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

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

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

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

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

a Name:	MICHAEL MORIN	b EIN:	91-0675641
c Position:	ENROLLED ACTUARY		
d Address:	10000 N. CENTRAL EXPRESSWAY SUITE 1500 DALLAS, TX 75231-4177	e Telephone:	214-863-5500

Explanation: SEE ATTACHMENT

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 ARKANSAS BEST CORPORATION PENSION PLAN	B Three-digit plan number (PN) ►	001
C Plan sponsor's name as shown on line 2a of Form 5500 ARKANSAS BEST CORPORATION	D Employer Identification Number (EIN) 71-0673405	

Part I	Asset and Liability Statement
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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)	5000000	
(2) Participant contributions	1b(2)		
(3) Other.....	1b(3)	412959	326199
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	2122809	955734
(2) U.S. Government securities.....	1c(2)		1857583
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other.....	1c(3)(B)	32520263	59287313
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)		
(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)	137578008	117923808
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)		
(15) Other	1c(15)		

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	177634039	180350637

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	177634039	180350637
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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 Contributions:**

		(a) Amount	(b) Total
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)		
(B) Participants	2a(1)(B)		
(C) Others (including rollovers)	2a(1)(C)		
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		0

b Earnings on investments:**(1) Interest:**

(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	6479	
(B) U.S. Government securities	2b(1)(B)		
(C) Corporate debt instruments	2b(1)(C)	1063068	
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)		
(F) Other	2b(1)(F)	120815	
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		1190362
(2) Dividends: (A) Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)		
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	3254864	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		3254864
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)	138650853	
(B) Aggregate carrying amount (see instructions)	2b(4)(B)	136838548	
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		1812305

		(a) Amount	(b) Total
2b (5) Unrealized appreciation (depreciation) of assets: (A) Real estate.....	2b(5)(A)		
(B) Other	2b(5)(B)	-416666	
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		-416666
(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)		15127142
c Other income.....	2c		
d Total income. Add all income amounts in column (b) and enter total.....	2d		20968007

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	18128854	
(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)		18128854
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions).....	2g		
h Interest expense.....	2h		
i Administrative expenses: (1) Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)	122555	
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		122555
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		18251409

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		2716598
l Transfers of assets:			
(1) To this plan.....	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

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

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

(1) ☒ Unqualified (2) ☐ Qualified (3) ☐ 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.).....			
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.			

- 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>ARKANSAS BEST CORPORATION PENSION PLAN</u>	B Three-digit plan number (PN) ▶ <u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>ARKANSAS BEST CORPORATION</u>	D Employer Identification Number (EIN) <u>71-0673405</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>41-6257133</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>175</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
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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: 65% Investment-Grade Debt: 16% High-Yield Debt: _____% Real Estate: _____% Other: 19%

- 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): _____

Arkansas Best Corporation Pension Plan

EIN 71-0673405 PN 001

Accountants' Report and Financial Statements

December 31, 2010 and 2009



Arkansas Best Corporation Pension Plan

December 31, 2010 and 2009

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Independent Accountants' Report

Investment Committee and Plan Administrator
Arkansas Best Corporation Pension Plan
Fort Smith, Arkansas

We have audited the accompanying statements of net assets available for benefits of Arkansas Best Corporation Pension 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 financial status of Arkansas Best Corporation Pension Plan as of December 31, 2010 and 2009, and the changes in its financial status for the years then ended in conformity with accounting principles generally accepted in the United States of America.

The accompanying supplemental schedules are presented for the purpose of additional analysis and are not a required part of the basic financial statements, but are 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. These supplemental schedules are the responsibility of the Plan's management. The supplemental schedules have been subjected to the auditing procedures applied in the audits of the basic financial statements and, in our opinion, are fairly stated, in all material respects, in relation to the basic financial statements taken as a whole.

BKD, LLP

Fort Smith, Arkansas
October 11, 2011

Federal Employer Identification Number: 44-0160260

Arkansas Best Corporation Pension Plan
Statements of Net Assets Available for Benefits
December 31, 2010 and 2009

Assets

	<u>2010</u>	<u>2009</u>
Investments, At Fair Value		
Arkansas Best Pension Trust	\$ <u>180,024,438</u>	\$ <u>172,221,080</u>
Receivables		
Accrued interest, dividends and other	<u>326,199</u>	<u>412,959</u>
	<u>326,199</u>	<u>412,959</u>
Net Assets Available for Benefits	<u>\$ 180,350,637</u>	<u>\$ 172,634,039</u>

Arkansas Best Corporation Pension Plan
Statements of Changes in Net Assets Available for Benefits
Years Ended December 31, 2010 and 2009

	<u>2010</u>	<u>2009</u>
Contributions		
Employer	\$ 5,000,000	\$ —
Deductions		
Benefits paid directly to participants	18,128,854	21,714,056
Administrative expenses	<u>122,555</u>	<u>121,380</u>
Total deductions	<u>18,251,409</u>	<u>21,835,436</u>
Net Investment Income		
Net appreciation in fair value of investments	16,522,781	23,553,563
Interest and dividends	<u>4,445,226</u>	<u>4,840,254</u>
Net investment income	<u>20,968,007</u>	<u>28,393,817</u>
Net Increase	7,716,598	6,558,381
Net Assets Available for Benefits, Beginning of Year	<u>172,634,039</u>	<u>166,075,658</u>
Net Assets Available for Benefits, End of Year	<u>\$ 180,350,637</u>	<u>\$ 172,634,039</u>

Arkansas Best Corporation Pension Plan

Notes to Financial Statements

December 31, 2010 and 2009

Note 1: Description of the Plan

The following description of the Arkansas Best Corporation Pension Plan (the "Plan") provides only general information. Additional information about the vesting and benefit provisions and the benefit guarantee of the Pension Benefit Guarantee Corporation (the "PBGC") is contained in the Plan Document and *Summary Plan Description*, which are available from the Plan Administrator.

General

The Plan is a noncontributory defined benefit plan sponsored by Arkansas Best Corporation (the "Company") that covers certain noncontractual employees of the Company and certain of its wholly owned subsidiaries: ABF Freight System, Inc.; ABF Cartage, Inc.; Data-Tronics Corp.; FleetNet America, Inc.; FreightValue, Inc.; Land-Marine Cargo, Inc.; Global Supply Chain Services, Inc. and Moving Solutions, Inc. The Plan provides for retirement, death and disability benefits and is subject to provisions of the Employee Retirement Income Security Act of 1974 ("ERISA").

For the years ended December 31, 2010 and 2009, Milliman, Inc. was the Plan's actuary. Effective for the actuarial valuation dated January 1, 2011, Diversified Investment Advisors, Inc. became the Plan's actuary. Wells Fargo Bank, N.A. was the trustee of the Plan as of December 31, 2009. Effective December 15, 2010, State Street Bank and Trust Company became the trustee of the Plan.

Eligibility

An employee is eligible to participate in the Plan on the later of the date the employee attains age 21 or completes one year of service. Participation in the Plan was closed to new participants effective January 1, 2006. Employees of the Company and its wholly owned subsidiaries hired after December 31, 2005 are not eligible to participate in the Plan.

Contributions

Employer contributions are based upon the minimum funding levels required under the provisions of ERISA as amended by the Pension Protection Act of 2006 ("PPA"), with the maximum amounts not to exceed deductible limits allowable by the U.S. Internal Revenue Code. No contributions were required to meet the minimum funding requirements of the PPA in 2010 or 2009, although voluntary contributions were made to the Plan in 2010.

Vesting

Plan participants active as of January 1, 2007, were fully vested after 3 years of continuous service. Plan participants who terminated employment prior to January 1, 2007, were vested after 5 years of continuous service. Upon death, disability or normal retirement, as defined by the Plan, participants become fully vested in their benefit amounts.

Arkansas Best Corporation Pension Plan

Notes to Financial Statements

December 31, 2010 and 2009

Pension Benefits

The retirement benefits for both normal retirement and early retirement are based upon a participant's years of credited service, the highest average monthly earnings for sixty consecutive months expressed in terms of annual compensation and participant contributions, if any, plus related earnings. The Plan provides for normal retirement upon reaching age 65. A participant is eligible for early retirement upon reaching age 55 and completing at least 10 years of vesting service.

Upon termination of service, a participant may elect to receive the vested balance of the participant's account as a lump sum, which will be paid either as a direct rollover or directly to the participant, or as monthly payments.

Death Benefits

The beneficiary of a participant will receive the participant's vested accrued benefit, as defined in the Plan, upon the death of the participant. This benefit is immediately payable to the beneficiary in the form of a lump-sum amount or monthly payments.

Plan Termination

In the event the Plan terminates, the net assets of the Plan will be allocated, as prescribed by ERISA and its related regulations, generally to provide the following benefits in the order indicated:

- a. Benefits attributable to employee contributions, taking into account those paid out before termination.
- b. Annuity benefits that former employees or their beneficiaries have been receiving for at least three years, or that employees eligible to retire for that three-year period would have been receiving if they had retired with benefits in the normal form of annuity under the Plan. The priority amount is limited to the lowest benefit that was payable (or would have been payable) during those three years. The amount is further limited to the lowest benefit that would be payable under plan provisions in effect at any time during the five years preceding plan termination.
- c. Other vested benefits insured by the PBGC up to the applicable limitations discussed below.
- d. Vested benefits not insured by the PBGC.
- e. All nonvested benefits.

Certain benefits under the Plan are insured by the PBGC if the Plan terminates. Generally, the PBGC guarantees most vested normal age retirement benefits, early retirement benefits and certain disability and survivor's pensions. However, the PBGC does not guarantee all types of benefits under the Plan, and the amount of benefit protection is subject to certain limitations. Vested benefits under the Plan are guaranteed at the level in effect on the date of the Plan's termination.

Arkansas Best Corporation Pension Plan

Notes to Financial Statements

December 31, 2010 and 2009

However, there is a statutory ceiling, which is adjusted periodically, on the amount of an individual's monthly benefit that the PBGC guarantees.

Whether all participants receive their benefits should the Plan terminate at some future time will depend on the sufficiency, at that time, of the Plan's net assets to provide for accumulated benefit obligations and may also depend on the financial condition of the Plan Sponsor and the level of benefits guaranteed by the PBGC.

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 available for benefits, disclosure of contingent liabilities and the actuarial present value of accumulated plan benefits at the date of the financial statements. Actual results could differ from those estimates.

Valuation of Investments and Income Recognition

Investments are stated at fair value. Quoted market prices, if available, are used to value investments. For certain investments, consisting of corporate debt securities, mortgage- or asset-backed securities and other fixed income securities, for which quoted prices in active markets are not available, fair value is established by a pricing service using inputs derived from observable market data. See *Note 4* for discussion of fair value measurements.

Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date. Net appreciation includes the Plan's gains and losses on investments bought and sold as well as held during the year.

Payment of Benefits

Benefit payments to participants are recorded upon distribution.

Administrative Expenses

The administrative expenses paid by the Plan are PBGC insurance premiums. All other expenses of maintaining the Plan are paid by the Company.

Arkansas Best Corporation Pension Plan

Notes to Financial Statements

December 31, 2010 and 2009

Accumulated Plan Benefits

Accumulated plan benefits (see *Note 5*) are those estimated future periodic payments, including lump-sum distributions that are attributable under the Plan's provisions to the service employees have rendered. Accumulated plan benefits include benefits expected to be paid to (a) retired or terminated employees or their beneficiaries and (b) present employees or their beneficiaries.

Benefits payable under all circumstances – retirement, death, disability and termination of employment – are included, to the extent they are deemed attributable to employee service rendered to the valuation date.

Plan Tax Status

The Plan obtained its latest determination letter on July 26, 1999, in which the U.S. Internal Revenue Service ("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 are 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 Plan 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.

Note 3: Investments

At December 31, 2010 and 2009, the Plan's assets were in the Arkansas Best Pension Trust (the "Trust"). Wells Fargo Bank, N.A. was the custodian of the assets held in the Trust as of December 31, 2009. Effective December 15, 2010, the assets of the Plan were transferred to State Street Bank and Trust Company, the custodian of the assets held in trust as of December 31, 2010.

The following table presents the fair value of the Plan's net assets held in trust at December 31, 2010 and 2009 that represent 5% or more of net assets available for benefits.

	2010	2009
Vanguard Institutional Index Fund	\$ 67,727,789	\$ 63,012,707
Vanguard Small Cap Index Fund	31,021,525	27,578,995
Vanguard Total Bond Market Index Fund	28,247,421	29,185,457
Vanguard FTSE All World Ex US Index Fund	19,174,494	17,800,849

Arkansas Best Corporation Pension Plan

Notes to Financial Statements

December 31, 2010 and 2009

During the years ended December 31, 2010 and 2009, the net appreciation (depreciation) 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 (Depreciation) in Fair Value During Year	Fair Value at December 31
Mutual funds	\$ 17,383,032	\$ 146,171,229
Fixed income securities	(925,198)	32,897,475
Money market funds	<u>64,947</u>	<u>955,734</u>
	<u>\$ 16,522,781</u>	<u>\$ 180,024,438</u>
	2009	
	Net Appreciation in Fair Value During Year	Fair Value at December 31
Mutual funds	\$ 22,978,023	\$ 137,578,008
Fixed income securities	575,540	32,520,263
Money market funds	<u>—</u>	<u>2,122,809</u>
	<u>\$ 23,553,563</u>	<u>\$ 172,221,080</u>

Interest and dividends realized on the Plan's investments for the years ended December 31, 2010 and 2009 were \$4,445,226 and \$4,840,254, respectively.

Arkansas Best Corporation Pension Plan

Notes to Financial Statements

December 31, 2010 and 2009

Note 4: 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 for identical assets 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 and money market funds that are measured at fair value as determined by quoted market prices in an active market. The Plan's investments classified as Level 2 include corporate debt securities, mortgage- or asset-backed securities and other fixed income securities, primarily commercial paper. The fair value measurements of Level 2 investments are provided by a pricing service which uses the market approach with inputs derived from observable market data.

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 U.S. equity	\$ 67,727,789	\$ 67,727,789	\$ —	\$ —
Small cap U.S. equity	31,021,525	31,021,525	—	—
Bond	28,247,421	28,247,421	—	—
International equity	19,174,494	19,174,494	—	—
Fixed income securities ⁽¹⁾	32,897,475	—	32,897,475	—
Money market funds	<u>955,734</u>	<u>955,734</u>	<u>—</u>	<u>—</u>
Total	<u>\$ 180,024,438</u>	<u>\$ 147,126,963</u>	<u>\$ 32,897,475</u>	<u>\$ —</u>

(1) Level 2 investments include corporate debt securities (94%) and municipal debt securities (6%).

Arkansas Best Corporation Pension 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 U.S. equity	\$ 63,012,707	\$ 63,012,707	\$ —	\$ —
Bond	29,185,457	29,185,457	—	—
Small cap U.S. equity	27,578,995	27,578,995	—	—
International equity	17,800,849	17,800,849	—	—
Fixed income securities ⁽²⁾	32,520,263	—	32,520,263	—
Money market funds	2,122,809	2,122,809	—	—
Total	\$ <u>172,221,080</u>	\$ <u>139,700,817</u>	\$ <u>32,520,263</u>	\$ <u>—</u>

(2) Level 2 investments include corporate debt securities (81%), mortgage- or asset-backed securities (10%) and other fixed income securities (9%), primarily commercial paper.

Note 5: Accumulated Plan Benefits

The Plan's actuary determines, as of January 1 of each plan year, the actuarial present value of accumulated plan benefits, which is the amount that results from applying actuarial assumptions to adjust the accumulated plan benefits to reflect the time value of money (through discounts for interest) and the probability of payment (by means of decrements such as for death, disability, withdrawal or retirement) between the valuation date and the expected date of payment.

The accumulated plan benefit information was as follows at December 31, 2010 and 2009 based on the actuarial valuation report dated January 1, 2011 and 2010, respectively:

	2010	2009
Actuarial present value of accumulated plan benefits		
Vested benefits		
Participants currently receiving payments	\$ 14,380,112	\$ 28,549,823
Other participants	<u>154,234,117</u>	<u>140,825,777</u>
	168,614,229	169,375,600
Nonvested benefits	<u>5,794,370</u>	<u>1,983,309</u>
Total actuarial present value of accumulated plan benefits	\$ <u>174,408,599</u>	\$ <u>171,358,909</u>

Vested benefits of other participants include employees' contributions and interest earned for active participants of \$11,859,437 and \$11,716,441, respectively, at December 31, 2010 and 2009. Prior to July 1, 1988, the Plan allowed employee contributions. These contributions earn interest at an annual rate of 7.5%.

Arkansas Best Corporation Pension Plan

Notes to Financial Statements

December 31, 2010 and 2009

Changes in the actuarial present value of accumulated plan benefits during the years ended December 31, 2010 and 2009 were as follows:

	<u>2010</u>	<u>2009</u>
Actuarial present value of accumulated plan benefits, beginning of year	\$ <u>171,358,909</u>	\$ <u>186,678,875</u>
Decrease during the year attributable to:		
Change in actuarial assumptions	(1,642,124)	(15,450,064)
Benefits accumulated	10,636,292	11,285,354
Increase for interest due to the decrease in the discount period	12,184,376	10,558,800
Benefits paid	<u>(18,128,854)</u>	<u>(21,714,056)</u>
Net increase (decrease)	<u>3,049,690</u>	<u>(15,319,966)</u>
Actuarial present value of accumulated plan benefits, end of year	\$ <u>174,408,599</u>	\$ <u>171,358,909</u>

Significant assumptions underlying the actuarial computations were:

- Discount rate: Based on assumed rate of return on investments of 7.50% for December 31, 2010 and 2009, compounded annually
- Mortality basis: IRS applicable mortality table
- Retirement: Various retirement decrement rates for ages 55 to 70 for December 31, 2010 and ages 55 to 65 for December 31, 2009

The foregoing actuarial assumptions are based on the presumption that the Plan will continue. Were the Plan to terminate, different actuarial assumptions and other factors might be applicable in determining the actuarial present value of accumulated plan benefits.

Note 6: Party-in-Interest Transactions

Effective December 15, 2010, the assets of the Plan were transferred to State Street Bank and Trust Company, the trustee of the Plan. As of December 31, 2010, the Plan held money market investments in the State Street Institutional Liquid Reserves Fund, for which State Street Bank and Trust Company is the custodian, transfer agent and shareholder servicing agent. Therefore, the transactions of this fund qualify as party-in-interest.

Arkansas Best Corporation Pension Plan

Notes to Financial Statements

December 31, 2010 and 2009

For the periods presented in the accompanying financial statements prior to December 15, 2010, Wells Fargo Bank, N.A., a wholly owned subsidiary of Wells Fargo and Company, was the trustee of the Plan. Certain Plan investments are shares of money market funds managed by a wholly owned subsidiary of Wells Fargo and Company. The Plan's fixed income securities and certain money market funds are invested in a portfolio which is actively managed by a wholly owned subsidiary of Wells Fargo and Company. Therefore, the transactions of the Plan's money market fund investments and the transactions of the actively managed investment portfolio qualify as party-in-interest for the periods presented prior to December 15, 2010.

Note 7: Differences Between Financial Statements and Form 5500 Information

For the year ended December 31, 2010, there were no differences in net assets available for plan benefits or contributions between the financial statements and the Form 5500.

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

	<u>2010</u>	<u>2009</u>
Net assets available for benefits per the financial statements	\$ 180,024,438	\$ 172,634,039
Employer contributions receivable accrued on Form 5500	<u>—</u>	<u>5,000,000</u>
Net assets available for benefits per Form 5500	<u>\$ 180,024,438</u>	<u>\$ 177,634,039</u>

The following is a reconciliation of contributions per the financial statements to the Form 5500 for the year ended December 31, 2009:

	<u>2010</u>	<u>2009</u>
Employer contributions per the financial statements	\$ 5,000,000	\$ —
Employer contributions receivable accrued on Form 5500 – current year	<u>—</u>	<u>5,000,000</u>
Form 5500 – prior year	<u>(5,000,000)</u>	<u>—</u>
Employer contributions per Form 5500	<u>\$ —</u>	<u>\$ 5,000,000</u>

Arkansas Best Corporation Pension Plan

Notes to Financial Statements

December 31, 2010 and 2009

Note 8: Significant Estimates and Concentrations

Accounting principles generally accepted in the United States of America require disclosure of certain significant estimates and current vulnerabilities due to certain concentrations. Those matters include the following:

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.

Note 9: 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 amounts reported in the statements of net assets available for benefits.

Plan contributions are made and the actuarial present value of accumulated plan benefits are reported based on certain assumptions pertaining to interest rates, inflation rates and employee demographics, all of which are subject to change. Due to uncertainties inherent in the estimation and assumption process, it is at least reasonably possible that changes in these estimates and assumptions in the near term could materially affect the amounts reported and disclosed in the financial statements.

Note 10: Subsequent Events

Subsequent events have been evaluated through October 11, 2011, which is the date the financial statements were available to be issued.

Change in Third-party Administrator

Effective January 1, 2011, the Plan changed their third-party administrator to Diversified Investment Advisors, Inc.

Attachment to Schedule C, Part III

Termination Information on Accountants and Enrolled Agents

During 2010, the plan actuary was advised that services would be terminated at the end of required services for the 2010 plan year. The reason for the termination of the actuary was to engage a single service provider who provided record-keeping for two separate employer- sponsored defined contribution 401(k) plans, record keeping for the defined benefit plan and actuarial services for the defined benefit plan. For 2010 and previous years, record keeping services for the defined contribution plans were provided by one service provider and actuarial services were provided by a separate service provider. The enrolled actuary was terminated because the plan sponsor believed that a single service provider for record-keeping services and actuarial services for all plans would improve efficiency, employee communication and reduce costs. There were no material disputes or matters of disagreements with the enrolled actuary who was terminated.

Supplemental Schedules

Arkansas Best Corporation Pension Plan
EIN 71-0673405 PN 001
Schedule H, Line 4i – Schedule of Assets (Held at End of Year)
December 31, 2010

Identity of Issuer	Description of Investment	Cost	Current Value
Vanguard	Vanguard Institutional Index Fund, 588,886 shares	\$ 43,897,213	\$ 67,727,789
Vanguard	Vanguard Small Cap Index Fund 892,192 shares	28,202,089	31,021,525
Vanguard	Vanguard Total Bond Market Index Fund, 2,664,851 shares	26,679,156	28,247,421
Vanguard	Vanguard FTSE All World Ex US Index Fund, 204,354 shares	20,120,499	19,174,494
General Electric Cap Corp	Corporate Bond, 2/1/2011 maturity date, \$1,300,000 par value	1,156,831	1,300,636
Shell International Finance	Corporate Bond, 6/27/2011 maturity date, \$1,040,000 par value	1,115,015	1,065,112
ANZ National (Intl) Ltd.	Corporate Bond, 4/2/2012 maturity date, \$1,000,000 par value	1,033,770	1,028,852
Royal Bank of Canada	Corporate Bond, 7/20/2011 maturity date, \$1,000,000 par value	1,074,090	1,025,239
MacQuarie Group Ltd.	Corporate Bond, 1/20/2012 maturity date, \$1,000,000 par value	1,020,069	1,019,116
Dexia Credit Local	Corporate Bond, 9/23/2011 maturity date, \$1,000,000 par value	1,004,110	1,009,790
Lloyds TSB Bank PLC	Corporate Bond, 4/1/2011 maturity date, \$1,000,000 par value	999,260	1,004,606
Bank New York Inc.	Corporate Bond, 4/1/2013 maturity date, \$900,000 par value	974,916	963,249
* State Street Institutional Liquid Reserves Fund	State Street Institutional Liquid Reserves Fund, 12/31/2049 maturity date, 924,435 shares	924,435	924,435
J.P. Morgan Chase & Co.	Corporate Bond, 6/16/2011 maturity date, \$780,000 par value	769,587	795,611
BB&T Corporation	Corporate Bond, 7/28/2011 maturity date, \$750,000 par value	749,498	758,870
Cisco Systems Inc.	Corporate Bond, 2/22/2011 maturity date, \$750,000 par value	791,790	754,700
Pfizer Inc.	Corporate Bond, 3/15/2011 maturity date, \$750,000 par value	750,000	753,008
Hewlett-Packard Co.	Corporate Bond, 2/24/2011 maturity date, \$750,000 par value	754,253	752,032
Chevron Corp	Corporate Bond, 3/3/2012 maturity date, \$725,000 par value	753,290	748,103
Rabobank Nederland	Corporate Bond, 8/17/2012 maturity date, \$700,000 par value	722,316	718,040

Arkansas Best Corporation Pension Plan

EIN 71-0673405 PN 001

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

December 31, 2010

Identity of Issuer	Description of Investment	Cost	Current Value
Barclays Bank PLC	Corporate Bond, 1/23/2013 maturity date, \$650,000 par value	\$ 669,695	\$ 660,553
University California	Municipal Bond, 5/15/2050 maturity date, \$665,000 par value	665,000	660,325
Deutsche Bank AG London	Corporate Bond, 5/20/2013 maturity date, \$600,000 par value	644,068	643,337
Illinois State	Municipal Bond, 1/1/2011 maturity date, \$600,000 par value	599,850	600,000
Metlife Institutional FD	Corporate Bond, 3/27/2012 maturity date, \$600,000 par value	600,000	599,616
New York State Urban Development Corporation	Municipal Bond, 12/15/2012 maturity date, \$600,000 par value	600,000	597,258
Burlington Resources Financial Company	Corporate Bond, 12/1/2011 maturity date, \$565,000 par value	607,222	594,750
PACCAR Inc.	Corporate Bond, 2/15/2012 maturity date, \$509,000 par value	548,885	539,440
Nationwide Building Society	Corporate Bond, 8/17/2012, maturity date, \$500,000 par value	513,790	511,930
Westpac Securities	Corporate Bond, 5/25/2012 maturity date, \$500,000 par value	510,210	511,645
Royal Bank of Scotland PLC	Corporate Bond, 12/9/2011 maturity date, \$500,000 par value	511,550	510,409
Bank of Nova Scotia	Corporate Bond, 1/22/2013 maturity date, \$500,000 par value	513,395	509,106
BNP Paribas	Corporate Bond, 6/11/2012 maturity date, \$500,000 par value	505,029	504,487
Principal Life Inc. Funding	Corporate Bond, 4/24/2013 maturity date, \$455,000 par value	491,537	492,383
UBS AG Stamford CT	Corporate Bond, 1/8/2013 maturity date, \$422,000 par value	429,398	426,969
Comcast Corp	Corporate Bond, 3/15/2011 maturity date, \$375,000 par value	380,715	378,660
Safeway Inc.	Corporate Bond, 3/1/2011 maturity date, \$375,000 par value	393,870	377,930
Travelers COS Inc.	Corporate Bond, 6/15/2012 maturity date, \$350,000 par value	375,627	371,225
SabMiller PLC	Corporate Bond, 7/1/2011 maturity date, \$350,000 par value	353,903	359,031
Nordea Bank AB	Corporate Bond, 11/13/2012 maturity date, \$340,000 par value	349,551	347,340
Union Pacific Corp.	Corporate Bond, 4/15/2012 maturity date, \$325,000 par value	354,981	347,042

Arkansas Best Corporation Pension Plan

EIN 71-0673405 PN 001

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

December 31, 2010

Identity of Issuer	Description of Investment	Cost	Current Value
Goldman Sachs Group Inc.	Corporate Bond, 1/15/2012 maturity date, \$325,000 par value	\$ 346,083	\$ 343,675
Conagra Foods Inc.	Corporate Bond, 9/15/2011, maturity date, \$325,000 par value	346,811	338,217
Best Buy Co, Inc. NT	Corporate Bond, 7/15/2013 maturity date, \$300,000 par value	330,294	331,853
Credit Suisse New York	Corporate Bond, 7/2/2012 maturity date, \$320,000 par value	333,232	331,787
Dr. Pepper Snapple Group	Corporate Bond, 12/21/2011 maturity date, \$325,000 par value	325,816	327,901
Coca-Cola Enterprises Inc.	Corporate Bond, 2/1/2012 maturity date, \$300,000 par value	334,870	324,663
Anheuser-Busch COS Inc.	Corporate Bond, 3/15/2012 maturity date, \$300,000 par value	329,538	322,144
Prudential Financial Inc.	Corporate Bond, 1/15/2013 maturity date, \$300,000 par value	319,672	319,978
Citigroup Inc.	Corporate Bond, 4/11/2013 maturity date, \$300,000 par value	319,632	319,449
ERP Operating CTD Partnership	Corporate Bond, 3/15/2012 maturity date, \$300,000 par value	324,315	319,017
General Mills Inc.	Corporate Bond, 2/15/2012 maturity date, \$300,000 par value	322,818	316,326
Metlife Inc.	Corporate Bond, 12/1/2011 maturity date, \$300,000 par value	318,543	314,645
Vodafone Group PLC	Corporate Bond, 2/27/2012 maturity date, \$300,000 par value	317,340	314,569
Banc of America Funding Corporation	Corporate Bond, 5/1/2013 maturity date, \$300,000 par value	313,204	312,783
Household Finance Corporation	Corporate Bond, 10/15/2011 maturity date, \$300,000 par value	314,826	312,753
Merck & Co Inc.	Corporate Bond, 11/15/2011 maturity date, \$300,000 par value	314,892	311,605
Capital One Financial Corp	Corporate Bond, 2/21/2012 maturity date, \$300,000 par value	311,196	310,495
Pearson PLC	Corporate Bond, 6/15/2011 maturity date, \$300,000 par value	317,244	308,114
British Telecommunications PLC	Corporate Bond, 1/15/2013 maturity date, \$275,000 par value	292,802	292,780
Credit Suisse First Boston USA Inc,	Corporate Bond, 11/15/2011 maturity date, \$264,000 par value	279,734	276,610
Rogers Cable Inc.	Corporate Bond, 5/1/2012 maturity date, \$250,000 par value	276,533	271,583

Arkansas Best Corporation Pension Plan
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Schedule H, Line 4i – Schedule of Assets (Held at End of Year)
December 31, 2010

Identity of Issuer	Description of Investment	Cost	Current Value
Canadian National Railway Company	Corporate Bond, 10/15/2011 maturity date, \$250,000 par value	\$ 266,563	\$ 261,145
Weatherford International Inc.	Corporate Bond, 11/15/2011 maturity date, \$248,000 par value	262,389	258,294
Northeast Utilities	Corporate Bond, 4/1/2012 maturity date, \$240,000 par value	258,917	256,658
Goldman Sachs Group Inc.	Corporate Bond, 8/1/2012 maturity date, \$247,000 par value	257,004	254,905
Staples Inc.	Corporate Bond, 4/1/2011 maturity date, \$250,000 par value	250,000	254,024
ONCOR Electric Delivery Co	Corporate Bond, 5/1/2012 maturity date, \$200,000 par value	215,858	212,935
Telus Corporation	Corporate Bond, 6/1/2011 maturity date, \$165,000 par value	175,712	169,499
Jefferies Group Inc.	Corporate Bond, 3/15/2012 maturity date, \$140,000 par value	151,523	149,654
Reed Elsevier Capital Inc.	Corporate Bond, 8/1/2011 maturity date, \$109,000 par value	115,466	112,778
Viacom Inc.	Corporate Bond, 4/30/2011 maturity date, \$105,000 par value	107,767	106,236
** Wells Fargo	Wells Fargo Advantage Prime Investment Money Market Fund, 31,299 shares	31,299	31,299
		<u>\$ 152,892,356</u>	<u>\$ 180,024,438</u>

* Indicates party-in-interest to the Plan.

** Indicates party-in-interest to the Plan prior to December 15, 2010.

Arkansas Best Corporation Pension Plan

EIN 71-0673405 PN 001

Schedule H, Line 4i – Schedule of Assets (Acquired and Disposed of Within Year) Year Ended December 31, 2010

Identity of Issuer	Description of Investment	Cost of Acquisition	Proceeds of Disposition
Wells Fargo	Wells Fargo Advantage Cash Investment Money Market Fund, 54,029,732 shares	\$ 54,029,732	\$ 54,029,732
Wells Fargo	Wells Fargo Advantage Prime Investment Money Market Fund, 29,551,685 shares	29,551,685	29,551,685
Vanguard	Vanguard Total Institutional Index Fund, 16,501 shares	1,704,891	1,704,891
Vanguard	Vanguard Total Bond Market Index Fund, 102,773 shares	1,093,415	1,093,415
Arabella Finance LLC	Commercial Paper, 10/22/2010 maturity date, \$1,050,000 par value	1,049,572	1,049,572
Silver Tower US Fund	Commercial Paper, 11/19/2010 maturity date, \$1,000,000 par value	999,922	999,922
Arabella Finance LLC	Commercial Paper, 11/10/2010 maturity date, \$1,000,000 par value	999,757	999,757
Arabella Finance LLC	Commercial Paper, 12/9/2010 maturity date, \$1,000,000 par value	999,613	999,613
Beethoven Funding Corp	Commercial Paper, 7/23/2010 maturity date, \$950,000 par value	949,956	949,956
Ebbets Funding LLC	Commercial Paper, 3/9/2010 maturity date, \$900,000 par value	899,940	899,940
Ebbets Funding LLC	Commercial Paper, 3/25/2010 maturity date, \$875,000 par value	874,934	874,934
Beethoven Funding Corp	Commercial Paper, 4/22/2010 maturity date, \$850,000 par value	849,950	849,950
Beethoven Funding Corp	Commercial Paper, 4/15/2010 maturity date, \$850,000 par value	849,948	849,948
Beethoven Funding Corp	Commercial Paper, 8/24/2010 maturity date, \$850,000 par value	849,931	849,931
Rheingold Securitisation	Commercial Paper, 10/26/2010 maturity date, \$750,000 par value	749,642	749,642
Beethoven Funding Corp	Commercial Paper, 10/29/2010 maturity date, \$700,000 par value	699,943	699,943
Arabella Finance LLC	Commercial Paper, 9/23/2010 maturity date, \$700,000 par value	699,907	699,907
Ebbets Funding LLC	Commercial Paper, 4/23/2010 maturity date, \$700,000 par value	699,878	699,878
Arabella Finance LLC	Commercial Paper, 8/23/2010 maturity date, \$700,000 par value	699,835	699,835
Concord Minutemen Capital Co.	Commercial Paper, 4/5/2010 maturity date, \$700,000 par value	699,417	699,417
Crown Point Capital Co.	Commercial Paper, 6/24/2010 maturity date, \$650,000 par value	649,293	649,293

Arkansas Best Corporation Pension Plan

EIN 71-0673405 PN 001

Schedule H, Line 4i – Schedule of Assets (Acquired and Disposed of Within Year)

Year Ended December 31, 2010

Identity of Issuer	Description of Investment	Cost of Acquisition	Proceeds of Disposition
Romulus Funding Corp	Commercial Paper, 7/22/2010 maturity date, \$600,000 par value	\$ 599,902	\$ 599,902
Arabella Finance LLC	Commercial Paper, 8/6/2010 maturity date, \$600,000 par value	599,710	599,710
Beethoven Funding Corp	Commercial Paper, 3/23/2010 maturity date, \$500,000 par value	499,966	499,966
Dexia Delaware LLC	Commercial Paper, 9/24/2010 maturity date, \$500,000 par value	499,950	499,950
Ebbets Funding LLC	Commercial Paper, 2/22/2010 maturity date, \$500,000 par value	499,903	499,903
Rheingold Securitisation	Commercial Paper, 7/12/2010 maturity date, \$500,000 par value	499,730	499,730
Banco Bilbao Vizcaya London	Commercial Paper, 7/16/2010 maturity date, \$420,000 par value	419,655	419,655
Sara Lee Corp	Corporate Bond, 9/15/2011 maturity date, \$325,000 par value	344,123	342,524
Time Warner Inc.	Corporate Bond, 11/15/2011 maturity date, \$300,000 par value	317,193	316,980
Rheingold Securitisation	Commercial Paper, 10/20/2010 maturity date, \$300,000 par value	299,901	299,901
Reed Elsevier Capital	Corporate Bond, 8/1/2011 maturity date, \$300,000 par value	317,796	198,534
Telus Corp	Corporate Bond, 6/1/2011 maturity date, \$300,000 par value	319,476	142,511
Vanguard	Vanguard Total Small Cap Index – Inst Fund, 4,821 shares	142,130	142,130
Regency Centers LP	Corporate Bond, 1/15/2012 maturity date, \$110,000 par value	116,466	117,288
Beethoven Funding Corp	Commercial Paper, 7/16/2010 maturity date, \$117,000 par value	116,990	116,990

Arkansas Best Corporation Pension Plan
EIN 71-0673405 PN 001
Schedule H, Line 4j – Schedule of Reportable Transactions
Year Ended December 31, 2010

Identity	Description	Purchase Price	Selling Price	Expenses Incurred with Transaction	Cost of Asset	Current Value of Asset on Transaction Date	Net Gain (Loss)
Wells Fargo	Single transaction purchase in the security: Wells Fargo Advantage Prime Investment Money Market Fund	\$ 10,000,000	\$ —	\$ —	\$ 10,000,000	\$ 10,000,000	\$ —
Wells Fargo	Single transaction purchase in the security: Wells Fargo Advantage Cash Investment Money Market Fund	10,000,000	—	—	10,000,000	10,000,000	—
Wells Fargo	Single transaction sale in the security: Wells Fargo Advantage Prime Investment Money Market Fund	—	10,000,000	—	10,000,000	10,000,000	—
Wells Fargo	Series of purchases in the same security: Wells Fargo Advantage Prime Investment Money Market Fund	19,551,685	—	—	19,551,685	19,551,685	—
Wells Fargo	Series of sales in the same security: Wells Fargo Advantage Prime Investment Money Market Fund	—	21,349,757	—	21,349,757	21,349,757	—
Wells Fargo	Series of purchases in the same security: Wells Fargo Advantage Cash Investment Money Market Fund	44,029,734	—	—	44,029,734	44,029,734	—
Wells Fargo	Series of sales in the same security: Wells Fargo Advantage Cash Investment Money Market Fund	—	54,354,468	—	54,354,468	54,354,468	—

Supplemental Schedules

Arkansas Best Corporation Pension Plan
EIN 71-0673405 PN 001
Schedule H, Line 4i – Schedule of Assets (Held at End of Year)
December 31, 2010

Identity of Issuer	Description of Investment	Cost	Current Value
Vanguard	Vanguard Institutional Index Fund, 588,886 shares	\$ 43,897,213	\$ 67,727,789
Vanguard	Vanguard Small Cap Index Fund 892,192 shares	28,202,089	31,021,525
Vanguard	Vanguard Total Bond Market Index Fund, 2,664,851 shares	26,679,156	28,247,421
Vanguard	Vanguard FTSE All World Ex US Index Fund, 204,354 shares	20,120,499	19,174,494
General Electric Cap Corp	Corporate Bond, 2/1/2011 maturity date, \$1,300,000 par value	1,156,831	1,300,636
Shell International Finance	Corporate Bond, 6/27/2011 maturity date, \$1,040,000 par value	1,115,015	1,065,112
ANZ National (Intl) Ltd.	Corporate Bond, 4/2/2012 maturity date, \$1,000,000 par value	1,033,770	1,028,852
Royal Bank of Canada	Corporate Bond, 7/20/2011 maturity date, \$1,000,000 par value	1,074,090	1,025,239
MacQuarie Group Ltd.	Corporate Bond, 1/20/2012 maturity date, \$1,000,000 par value	1,020,069	1,019,116
Dexia Credit Local	Corporate Bond, 9/23/2011 maturity date, \$1,000,000 par value	1,004,110	1,009,790
Lloyds TSB Bank PLC	Corporate Bond, 4/1/2011 maturity date, \$1,000,000 par value	999,260	1,004,606
Bank New York Inc.	Corporate Bond, 4/1/2013 maturity date, \$900,000 par value	974,916	963,249
* State Street Institutional Liquid Reserves Fund	State Street Institutional Liquid Reserves Fund, 12/31/2049 maturity date, 924,435 shares	924,435	924,435
J.P. Morgan Chase & Co.	Corporate Bond, 6/16/2011 maturity date, \$780,000 par value	769,587	795,611
BB&T Corporation	Corporate Bond, 7/28/2011 maturity date, \$750,000 par value	749,498	758,870
Cisco Systems Inc.	Corporate Bond, 2/22/2011 maturity date, \$750,000 par value	791,790	754,700
Pfizer Inc.	Corporate Bond, 3/15/2011 maturity date, \$750,000 par value	750,000	753,008
Hewlett-Packard Co.	Corporate Bond, 2/24/2011 maturity date, \$750,000 par value	754,253	752,032
Chevron Corp	Corporate Bond, 3/3/2012 maturity date, \$725,000 par value	753,290	748,103
Rabobank Nederland	Corporate Bond, 8/17/2012 maturity date, \$700,000 par value	722,316	718,040

Arkansas Best Corporation Pension Plan

EIN 71-0673405 PN 001

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

December 31, 2010

Identity of Issuer	Description of Investment	Cost	Current Value
Barclays Bank PLC	Corporate Bond, 1/23/2013 maturity date, \$650,000 par value	\$ 669,695	\$ 660,553
University California	Municipal Bond, 5/15/2050 maturity date, \$665,000 par value	665,000	660,325
Deutsche Bank AG London	Corporate Bond, 5/20/2013 maturity date, \$600,000 par value	644,068	643,337
Illinois State	Municipal Bond, 1/1/2011 maturity date, \$600,000 par value	599,850	600,000
Metlife Institutional FD	Corporate Bond, 3/27/2012 maturity date, \$600,000 par value	600,000	599,616
New York State Urban Development Corporation	Municipal Bond, 12/15/2012 maturity date, \$600,000 par value	600,000	597,258
Burlington Resources Financial Company	Corporate Bond, 12/1/2011 maturity date, \$565,000 par value	607,222	594,750
PACCAR Inc.	Corporate Bond, 2/15/2012 maturity date, \$509,000 par value	548,885	539,440
Nationwide Building Society	Corporate Bond, 8/17/2012, maturity date, \$500,000 par value	513,790	511,930
Westpac Securities	Corporate Bond, 5/25/2012 maturity date, \$500,000 par value	510,210	511,645
Royal Bank of Scotland PLC	Corporate Bond, 12/9/2011 maturity date, \$500,000 par value	511,550	510,409
Bank of Nova Scotia	Corporate Bond, 1/22/2013 maturity date, \$500,000 par value	513,395	509,106
BNP Paribas	Corporate Bond, 6/11/2012 maturity date, \$500,000 par value	505,029	504,487
Principal Life Inc. Funding	Corporate Bond, 4/24/2013 maturity date, \$455,000 par value	491,537	492,383
UBS AG Stamford CT	Corporate Bond, 1/8/2013 maturity date, \$422,000 par value	429,398	426,969
Comcast Corp	Corporate Bond, 3/15/2011 maturity date, \$375,000 par value	380,715	378,660
Safeway Inc.	Corporate Bond, 3/1/2011 maturity date, \$375,000 par value	393,870	377,930
Travelers COS Inc.	Corporate Bond, 6/15/2012 maturity date, \$350,000 par value	375,627	371,225
SabMiller PLC	Corporate Bond, 7/1/2011 maturity date, \$350,000 par value	353,903	359,031
Nordea Bank AB	Corporate Bond, 11/13/2012 maturity date, \$340,000 par value	349,551	347,340
Union Pacific Corp.	Corporate Bond, 4/15/2012 maturity date, \$325,000 par value	354,981	347,042

Arkansas Best Corporation Pension Plan

EIN 71-0673405 PN 001

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

December 31, 2010

Identity of Issuer	Description of Investment	Cost	Current Value
Goldman Sachs Group Inc.	Corporate Bond, 1/15/2012 maturity date, \$325,000 par value	\$ 346,083	\$ 343,675
Conagra Foods Inc.	Corporate Bond, 9/15/2011, maturity date, \$325,000 par value	346,811	338,217
Best Buy Co, Inc. NT	Corporate Bond, 7/15/2013 maturity date, \$300,000 par value	330,294	331,853
Credit Suisse New York	Corporate Bond, 7/2/2012 maturity date, \$320,000 par value	333,232	331,787
Dr. Pepper Snapple Group	Corporate Bond, 12/21/2011 maturity date, \$325,000 par value	325,816	327,901
Coca-Cola Enterprises Inc.	Corporate Bond, 2/1/2012 maturity date, \$300,000 par value	334,870	324,663
Anheuser-Busch COS Inc.	Corporate Bond, 3/15/2012 maturity date, \$300,000 par value	329,538	322,144
Prudential Financial Inc.	Corporate Bond, 1/15/2013 maturity date, \$300,000 par value	319,672	319,978
Citigroup Inc.	Corporate Bond, 4/11/2013 maturity date, \$300,000 par value	319,632	319,449
ERP Operating CTD Partnership	Corporate Bond, 3/15/2012 maturity date, \$300,000 par value	324,315	319,017
General Mills Inc.	Corporate Bond, 2/15/2012 maturity date, \$300,000 par value	322,818	316,326
Metlife Inc.	Corporate Bond, 12/1/2011 maturity date, \$300,000 par value	318,543	314,645
Vodafone Group PLC	Corporate Bond, 2/27/2012 maturity date, \$300,000 par value	317,340	314,569
Banc of America Funding Corporation	Corporate Bond, 5/1/2013 maturity date, \$300,000 par value	313,204	312,783
Household Finance Corporation	Corporate Bond, 10/15/2011 maturity date, \$300,000 par value	314,826	312,753
Merck & Co Inc.	Corporate Bond, 11/15/2011 maturity date, \$300,000 par value	314,892	311,605
Capital One Financial Corp	Corporate Bond, 2/21/2012 maturity date, \$300,000 par value	311,196	310,495
Pearson PLC	Corporate Bond, 6/15/2011 maturity date, \$300,000 par value	317,244	308,114
British Telecommunications PLC	Corporate Bond, 1/15/2013 maturity date, \$275,000 par value	292,802	292,780
Credit Suisse First Boston USA Inc,	Corporate Bond, 11/15/2011 maturity date, \$264,000 par value	279,734	276,610
Rogers Cable Inc.	Corporate Bond, 5/1/2012 maturity date, \$250,000 par value	276,533	271,583

Arkansas Best Corporation Pension Plan
EIN 71-0673405 PN 001
Schedule H, Line 4i – Schedule of Assets (Held at End of Year)
December 31, 2010

Identity of Issuer	Description of Investment	Cost	Current Value
Canadian National Railway Company	Corporate Bond, 10/15/2011 maturity date, \$250,000 par value	\$ 266,563	\$ 261,145
Weatherford International Inc.	Corporate Bond, 11/15/2011 maturity date, \$248,000 par value	262,389	258,294
Northeast Utilities	Corporate Bond, 4/1/2012 maturity date, \$240,000 par value	258,917	256,658
Goldman Sachs Group Inc.	Corporate Bond, 8/1/2012 maturity date, \$247,000 par value	257,004	254,905
Staples Inc.	Corporate Bond, 4/1/2011 maturity date, \$250,000 par value	250,000	254,024
ONCOR Electric Delivery Co	Corporate Bond, 5/1/2012 maturity date, \$200,000 par value	215,858	212,935
Telus Corporation	Corporate Bond, 6/1/2011 maturity date, \$165,000 par value	175,712	169,499
Jefferies Group Inc.	Corporate Bond, 3/15/2012 maturity date, \$140,000 par value	151,523	149,654
Reed Elsevier Capital Inc.	Corporate Bond, 8/1/2011 maturity date, \$109,000 par value	115,466	112,778
Viacom Inc.	Corporate Bond, 4/30/2011 maturity date, \$105,000 par value	107,767	106,236
** Wells Fargo	Wells Fargo Advantage Prime Investment Money Market Fund, 31,299 shares	31,299	31,299
		<u>\$ 152,892,356</u>	<u>\$ 180,024,438</u>

* Indicates party-in-interest to the Plan.

** Indicates party-in-interest to the Plan prior to December 15, 2010.

Arkansas Best Corporation Pension Plan

EIN 71-0673405 PN 001

Schedule H, Line 4i – Schedule of Assets (Acquired and Disposed of Within Year) Year Ended December 31, 2010

Identity of Issuer	Description of Investment	Cost of Acquisition	Proceeds of Disposition
Wells Fargo	Wells Fargo Advantage Cash Investment Money Market Fund, 54,029,732 shares	\$ 54,029,732	\$ 54,029,732
Wells Fargo	Wells Fargo Advantage Prime Investment Money Market Fund, 29,551,685 shares	29,551,685	29,551,685
Vanguard	Vanguard Total Institutional Index Fund, 16,501 shares	1,704,891	1,704,891
Vanguard	Vanguard Total Bond Market Index Fund, 102,773 shares	1,093,415	1,093,415
Arabella Finance LLC	Commercial Paper, 10/22/2010 maturity date, \$1,050,000 par value	1,049,572	1,049,572
Silver Tower US Fund	Commercial Paper, 11/19/2010 maturity date, \$1,000,000 par value	999,922	999,922
Arabella Finance LLC	Commercial Paper, 11/10/2010 maturity date, \$1,000,000 par value	999,757	999,757
Arabella Finance LLC	Commercial Paper, 12/9/2010 maturity date, \$1,000,000 par value	999,613	999,613
Beethoven Funding Corp	Commercial Paper, 7/23/2010 maturity date, \$950,000 par value	949,956	949,956
Ebbets Funding LLC	Commercial Paper, 3/9/2010 maturity date, \$900,000 par value	899,940	899,940
Ebbets Funding LLC	Commercial Paper, 3/25/2010 maturity date, \$875,000 par value	874,934	874,934
Beethoven Funding Corp	Commercial Paper, 4/22/2010 maturity date, \$850,000 par value	849,950	849,950
Beethoven Funding Corp	Commercial Paper, 4/15/2010 maturity date, \$850,000 par value	849,948	849,948
Beethoven Funding Corp	Commercial Paper, 8/24/2010 maturity date, \$850,000 par value	849,931	849,931
Rheingold Securitisation	Commercial Paper, 10/26/2010 maturity date, \$750,000 par value	749,642	749,642
Beethoven Funding Corp	Commercial Paper, 10/29/2010 maturity date, \$700,000 par value	699,943	699,943
Arabella Finance LLC	Commercial Paper, 9/23/2010 maturity date, \$700,000 par value	699,907	699,907
Ebbets Funding LLC	Commercial Paper, 4/23/2010 maturity date, \$700,000 par value	699,878	699,878
Arabella Finance LLC	Commercial Paper, 8/23/2010 maturity date, \$700,000 par value	699,835	699,835
Concord Minutemen Capital Co.	Commercial Paper, 4/5/2010 maturity date, \$700,000 par value	699,417	699,417
Crown Point Capital Co.	Commercial Paper, 6/24/2010 maturity date, \$650,000 par value	649,293	649,293

Arkansas Best Corporation Pension Plan

EIN 71-0673405 PN 001

Schedule H, Line 4i – Schedule of Assets (Acquired and Disposed of Within Year) Year Ended December 31, 2010

Identity of Issuer	Description of Investment	Cost of Acquisition	Proceeds of Disposition
Romulus Funding Corp	Commercial Paper, 7/22/2010 maturity date, \$600,000 par value	\$ 599,902	\$ 599,902
Arabella Finance LLC	Commercial Paper, 8/6/2010 maturity date, \$600,000 par value	599,710	599,710
Beethoven Funding Corp	Commercial Paper, 3/23/2010 maturity date, \$500,000 par value	499,966	499,966
Dexia Delaware LLC	Commercial Paper, 9/24/2010 maturity date, \$500,000 par value	499,950	499,950
Ebbets Funding LLC	Commercial Paper, 2/22/2010 maturity date, \$500,000 par value	499,903	499,903
Rheingold Securitisation	Commercial Paper, 7/12/2010 maturity date, \$500,000 par value	499,730	499,730
Banco Bilbao Vizcaya London	Commercial Paper, 7/16/2010 maturity date, \$420,000 par value	419,655	419,655
Sara Lee Corp	Corporate Bond, 9/15/2011 maturity date, \$325,000 par value	344,123	342,524
Time Warner Inc.	Corporate Bond, 11/15/2011 maturity date, \$300,000 par value	317,193	316,980
Rheingold Securitisation	Commercial Paper, 10/20/2010 maturity date, \$300,000 par value	299,901	299,901
Reed Elsevier Capital	Corporate Bond, 8/1/2011 maturity date, \$300,000 par value	317,796	198,534
Telus Corp	Corporate Bond, 6/1/2011 maturity date, \$300,000 par value	319,476	142,511
Vanguard	Vanguard Total Small Cap Index – Inst Fund, 4,821 shares	142,130	142,130
Regency Centers LP	Corporate Bond, 1/15/2012 maturity date, \$110,000 par value	116,466	117,288
Beethoven Funding Corp	Commercial Paper, 7/16/2010 maturity date, \$117,000 par value	116,990	116,990

Appendix B

ARKANSAS BEST CORPORATION

Summary of Actuarial Assumptions

Funding Target Rates

September Segment rates

Effective interest rate for PPA – 6.37% per annum, compounded annually

Interest Rate – FASB ASC Topic 960

7.50% per annum, compounded annually

Earnings Progression

3.20% per annum, compounded annually

Future Social Security Wage Base Increases

3.00% per annum, compounded annually

Explicit Provision for Expenses

Last year' expenses applied to Normal Cost

Mortality Rates – PPA & FAS35 Liabilities

Healthy Lives:

IRS applicable mortality

Disabled Lives:

Sample rates are:

Age	Annual Rates	Annual Rates
	(Males)	(Females)
20	3.42%	1.77%
25	3.84%	2.06%
30	4.30%	2.40%
35	4.80%	2.80%
40	5.31%	3.26%
45	5.81%	3.80%
50	6.37%	4.43%
55	7.33%	5.13%
60	8.89%	6.26%
65	10.71%	8.05%

Disability Rates

Sample rates are:

Age	Annual Rates
20	0.030%
25	0.043%
30	0.064%
35	0.098%
40	0.158%
45	0.259%
50	0.448%
55	0.845%
60	1.204%

Withdrawal Rates

Sample rates are:

Age	Annual Rates (Males)	Annual Rates (Females)
20	12.0%	17.0%
25	10.8%	14.0%
30	8.8%	9.0%
35	6.8%	6.7%
40	5.7%	6.2%
45	5.2%	5.7%
50	4.7%	5.2%
55+	4.5%	5.0%

Retirement Rates

Age	Annual Rates
55	2%
56	2%
57	2%
58	2%
59	6%
60	10%
61	20%
62	20%
63	20%
64	50%
65	100%

Changes in Actuarial Assumptions

Effective January 1, 2010, the following changes were made to the actuarial assumptions:

<u>Description of Actuarial Assumptions</u>	<u>Current Assumption</u>	<u>Previous Assumption</u>
Funding Target Rates – Effective rate for PPA	6.37%	8.22%
Earnings Progression	3.20%	3.33%
FAS35 - Interest Rate	7.50%	6.00%

Appendix C

ARKANSAS BEST CORPORATION

Summary of Plan Provisions

1. Definitions

Accrued Benefit

The Accrued Benefit for each Participant is the amount of the Normal Retirement Benefit the Participant would be entitled to be paid, at his Normal Retirement Date, if he had a Severance from Service Date on the date of reference.

Accumulated Participant Contributions

A Participant's own contributions as of July 1, 1988 (including interest to that date), increased at 7½%, compounded annually, through his Annuity Starting Date are his Accumulated Participant Contributions.

Actuarial Equivalent

Actuarial Equivalent means a form of benefit differing in time, period and/or manner of payment from another form of benefit, but having the same value when computed based upon the following interest and mortality assumptions:

Interest:	lesser of 7½% per annum, compounded annually, and the 30-year Treasury Rate for the November immediately preceding the Plan Year (applicable interest rate defined in Internal Revenue Code §417(e)).
Mortality:	prevailing commissioner's standard table (94GAR blended 50% male and 50% female).

If, as of December 31, 1998, the Participant had an accrued benefit under the Superceded Plan, then the Optional Benefit Form (other than a lump sum) calculation would use the actuarial assumptions in the Superceded Plan (7½%, UP-84) if those assumptions produced a larger payment.

Average Monthly Compensation

The Compensation over sixty consecutive calendar months for which the Participant's compensation was the highest, divided by the number of calendar months during such period for which he received any Compensation, then multiplied by twelve, is a Participant's Annual Average Pay.

In computing the sixty consecutive calendar months, any month in which the Participant did not receive any Compensation due to a Leave of Absence or a reinstatement of prior Years of Service is disregarded.

If the Participant has not completed sixty consecutive calendar months, his Compensation for his entire Period of Service and the number of months he received any Compensation shall be used.

Automatic Cash-Out

Following a Severance from Service, if the Vested Current Benefit is less than \$1,000, then such amount will be distributed to the Participant in a lump sum, as soon as reasonably possible following the Severance from Service.

Compensation

Compensation means regular salary (including any shift differential), bonuses and overtime. It reflects that compensation which is treated as FICA wages without regard to the Social Security taxable wage base. In addition, Compensation includes any amounts contributed to the Company's pre-tax, salary-reduction benefit plans such as a 401(k) or an IRC Section 125 cafeteria plan.

Any amount earned after December 31, 2005 by a Post-2005 Employee shall not be treated as Compensation.

Current Benefit

A Participant's Current Benefit is a lump sum payable to the Participant on the specified date which is equal to the Actuarial Equivalent of his Vested Accrued Benefit.

Effective Date

The Effective Date of the Plan is January 1, 1972.

The Plan was last amended in 2009 for the Pension Protection Act, the HEART Act, and other law changes.

Eligible Employee Classification

An Eligible Employee Classification is a classification of Employees, the members of which are eligible to participate in the Plan. The Plan covers all employee classifications of Arkansas Best Corporation, ABF Freight System, Inc., Data-Tronics Corporation, ABF Cartage, Inc., Land-Marine Cargo, Inc., and FleetNet America, LLC, unless excluded by the following: employees acquired by or merged into the Employer after the Effective Date of the Plan unless the Employer provides that such employees are to be treated as Eligible Employees; employees accruing benefits under another qualified defined benefit plan of the Employer; employees covered by a collective bargaining agreement (unless the bargaining agreement specifically provides for participation in the Plan); persons not treated as an employee on the payroll of the Employer; employees of Best Logistics, Inc., after October 31, 1997, unless (a) they were an employee of Best Logistics, Inc., on or after November 1, 1997 and (b) were a Participant in the Plan on or before October 31, 1997; or casual employees prior to the first day of Year of Eligibility Service, if any.

Any employees who transfer into an eligible classification on or after January 1, 2006 shall not participate in the Plan.

Entry Date

Entry Date is the date an Eligible Employee completes one Year of Eligibility Service and has attained age twenty-one. Participation in the Plan is frozen as of January 1, 2006.

Normal Retirement Age

A Participant's Normal Retirement Age is age sixty-five.

Normal Retirement Date

A Participant's Normal Retirement Date is the first day of the month which coincides with or next follows the date on which the Participant attains Normal Retirement Age.

Period of Service

The sum of each period of time commencing on an Employee's Employment Commencement Date

or Reemployment Commencement Date and ending on subsequent Severance Dates is a Period of Service. A Period of Service also includes a Period of Severance of less than 12 months.

Period of Severance

The period of time which commences on the Participant's Severance from Service Date and ends on his Reemployment Date, if any, is a Participant's Period of Severance.

Post-2005 Employee

A Post-2005 Employee is an Employee who, on or after January 1, 2006: first becomes an Employee of a participating company, is rehired as an Employee of a participating company, transfers from a non-Eligible Employee to an Eligible Employee status or first meets the requirements as a casual employee.

Reemployment

A Participant who is reemployed will recommence participation immediately. If a Participant does not receive a Cash-Out Distribution, and is reemployed, he will have all his Years of Credited Service recognized, but his Current Benefit will be reduced by the Actuarial Equivalent of any benefit payments made.

If a Participant is 0% vested at termination and incurs a Period of Severance equal to five or more years, he will permanently forfeit his prior Accrued Benefit and prior Years of Credited Service.

Effective January 1, 2006, an employee reemployed after January 1, 2006 shall not participate in the Plan.

Reemployment Commencement Date

The date on which a Participant performs an Hour of Service following such Participant's Severance from Service Date is his Reemployment Commencement Date.

Severance from Service Date

The Severance from Service Date is the earlier of the date the Participant separates from active employment of the Employer of Affiliated Company on account of death, disability, or termination of employment, or, if on Leave of Absence, the expiration of such Leave of Absence (assuming the Participant did not return to active employment).

Vested Accrued Benefit

A Participant's Vested Accrued Benefit as of a given date is equal to his Accrued Benefit multiplied by his Vested Percentage as of that same date.

Vested Current Benefit

A Participant's Vested Current Benefit as of a given date is equal to the product of his Current Benefit and his Vested Percentage as of that same date.

Vested Termination

An Inactive Participant is entitled to his Vested Current Benefit, if any, at any time after his Severance from Service Date.

Vesting Schedule

A Participant's Vested Percentage will be 100% upon the completion of three Years of Vesting Service. Prior to the completion of three Years of Vesting Service, a Participant's Vested Percentage is zero.

In the event of termination of employment by Death, Total and Permanent Disability, or if the termination of employment occurs after Normal Retirement Age, the Vested Percentage will be 100%.

Notwithstanding the foregoing, in any Plan Year in which the Plan is determined to be a Top-Heavy Plan, the following Vesting Schedule will apply in lieu of the Vesting Schedule provided for above:

<u>Years of Vesting Service</u>	<u>Vested Percentage</u>
Less than 2	0%
2	20%
3	40%
4	60%
5	80%
6 or more	100%

If in any subsequent Plan Year the Plan ceases to be a Top-Heavy Plan, the above vesting schedule will continue to apply unless the Plan Sponsor elects, in writing, to revert to the original vesting schedule.

Year of Service

- ***For Eligibility Purposes***

A Year of Eligibility Service is credited at the end of the first twelve months of employment, or at the end of any Plan Year beginning with the Plan Year which contains the first anniversary of his Employment Commencement Date, during which the employee completes 1,000 Hours of Service.

- ***For Vesting Purposes***

Years of Vesting Service are the whole number of years equal to the days during his Period of Service divided by 365.

- ***For Crediting Purposes***

All of a Participant's Period of Service, except periods during which the Eligible Employee declined Participation in the Plan, the Employee was not an Eligible Employee, or the Eligible Employee was not entitled to receive compensation are taken into account in determining his eligibility to participate. Years of Credited Service are calculated (based on completed months) by dividing the adjusted Period of Service by 365. In no event shall any Post-2005 Employee earn any Years of Credited Service after December 31, 2005.

2. Participation

An Employee who is a member of an Eligible Employee Classification will become a participant in the Plan on the first day of the month which coincides with or next follows the attainment of age 21 and the completion of one Year of Eligibility Service. Participation in the Plan is frozen as of January 1, 2006.

3. Normal Retirement

(a) Normal Retirement Benefit

A Participant's Normal Retirement Benefit is the amount payable on the Normal Retirement Date equal to:

10% of his Annual Average Pay multiplied by his Years of Credited Service plus Accumulated Participant Contributions.

If a terminated Participant elects to defer commencement of payment until after the Normal Retirement Date, there is no actuarial increase in benefit amount.

An active Participant may elect to commence the receipt of the Current Benefit attributable to Years of Credited Service earned on or before December 31, 1998 at any time on or after his Normal Retirement Date.

(b) Normal Benefit Form

Lump Sum.

4. Early Retirement

(a) Early Retirement Date

A Participant's Early Retirement Date is the first day of the month coincident with or following:

- (1) At least ten Years of Vesting Service; and
- (2) Severance from Service Date after attainment of age fifty-five.

(b) Early Retirement Benefit

If a Participant is eligible to receive an Early Retirement Benefit, the amount would equal the Normal Retirement Benefit reduced by 0.41667% of the Normal Retirement Benefit multiplied by the number of months in which the Early Retirement Date precedes the first month following the month in which the Participant would attain age sixty.

If a Participant is eligible to receive an Early Retirement Benefit and has a Severance from Service Date after the attainment of age sixty, the Early Retirement Benefit is equal to the Normal Retirement Benefit.

5. Late Retirement

If a Participant continues as an Eligible Employee after his Normal Retirement Date, his Accrued Benefit will be calculated by treating the date for which the benefit calculation is made as his Normal Retirement Date.

6. Disability Retirement

None

7. Optional Benefit Forms

Optional Benefit Forms are available and equal to the Actuarial Equivalent of the Normal Benefit Form and may be in an amount more than or less than that provided by the Normal Benefit Form depending on the option selected. Such distribution may be in one or more of the following forms:

- Income for Life - monthly pension benefit payable for the Participant's lifetime.

- Ten Years Certain and Life -- monthly pension benefit payable for the lifetime of the Participant with payments guaranteed for a minimum of 10 years. In the event of the Participant's death before 120 payments have been made, the same monthly pension benefit will be continued to the beneficiary until the remainder of the payments has been made.
- Joint & Survivor (50%, 66⅔%, or 100%) - monthly pension benefit payable as long as both the Participant and spouse are alive. Subsequent to the first death, a monthly benefit equal to 50%, 66⅔%, or 100% of the original benefit is payable for the survivor's lifetime.
- Contingent Joint & (50%, 66⅔%, or 100%) Survivor – monthly pension benefit payable as long as the Participant is alive. Subsequent to the Participant's death, a monthly benefit equal to 50%, 66⅔%, or 100% of the original benefit is payable for the survivor's lifetime.

8. Death Benefit

Prior to the Annuity Starting Date, a Participant's beneficiary will be entitled to receive a death benefit in the event of the death of a Participant equal to the Participant's Current Benefit on the date of death.

9. Termination Benefit

In the event of the termination of a Participant's employment for any reason other than death, disability or retirement, the Participant will become entitled to receive a monthly pension benefit commencing on his Normal Retirement Date equal to his Vested Accrued Benefit.

10. Changes in Plan Provisions

Effective January 1, 2010, the following changes were made to the plan provisions:

Description of Plan Provision	Current Provision	Previous Provision
Compensation Limit	\$245,000	\$245,000
Maximum Annual Pension	\$195,000	\$195,000

Appendix B

ARKANSAS BEST CORPORATION

Summary of Actuarial Assumptions

Funding Target Rates

September Segment rates

Effective interest rate for PPA – 6.37% per annum, compounded annually

Interest Rate – FASB ASC Topic 960

7.50% per annum, compounded annually

Earnings Progression

3.20% per annum, compounded annually

Future Social Security Wage Base Increases

3.00% per annum, compounded annually

Explicit Provision for Expenses

Last year' expenses applied to Normal Cost

Mortality Rates – PPA & FAS35 Liabilities

Healthy Lives:

IRS applicable mortality

Disabled Lives:

Sample rates are:

Age	Annual Rates	Annual Rates
	(Males)	(Females)
20	3.42%	1.77%
25	3.84%	2.06%
30	4.30%	2.40%
35	4.80%	2.80%
40	5.31%	3.26%
45	5.81%	3.80%
50	6.37%	4.43%
55	7.33%	5.13%
60	8.89%	6.26%
65	10.71%	8.05%

Disability Rates

Sample rates are:

Age	Annual Rates
20	0.030%
25	0.043%
30	0.064%
35	0.098%
40	0.158%
45	0.259%
50	0.448%
55	0.845%
60	1.204%

Withdrawal Rates

Sample rates are:

Age	Annual Rates (Males)	Annual Rates (Females)
20	12.0%	17.0%
25	10.8%	14.0%
30	8.8%	9.0%
35	6.8%	6.7%
40	5.7%	6.2%
45	5.2%	5.7%
50	4.7%	5.2%
55+	4.5%	5.0%

Retirement Rates

Age	Annual Rates
55	2%
56	2%
57	2%
58	2%
59	6%
60	10%
61	20%
62	20%
63	20%
64	50%
65	100%

Changes in Actuarial Assumptions

Effective January 1, 2010, the following changes were made to the actuarial assumptions:

<u>Description of Actuarial Assumptions</u>	<u>Current Assumption</u>	<u>Previous Assumption</u>
Funding Target Rates – Effective rate for PPA	6.37%	8.22%
Earnings Progression	3.20%	3.33%
FAS35 - Interest Rate	7.50%	6.00%



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USA

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milliman.com

October 13, 2011

Lavon Morton
SVP, Tax and Chief Audit Executive
Arkansas Best Corporation
3801 Old Greenwood Road
Fort Smith, Arkansas 72903

Re: ***Arkansas Best Corporation Pension Plan***
2010 Annual Return/Report (Form 5500) – Schedules SB
Plan Year Ending: December 31, 2010; FILING DEADLINE: October 15, 2011

Dear Lavon:

Enclosed are the **revised** Schedule SB and appropriate attachments to the 2010 Annual Return/Report (Form 5500) for the Plan Year beginning January 1, 2010 and ending December 31, 2010.

Please note that the 2010 Form 5500 and Schedules must be filed electronically through EFAST2.

Please let us know if you have any questions concerning the Schedules.

Sincerely,

David Chen
Actuarial Associate

Michael N. Morin
Consulting Actuary

ENCLOSURE

cc: Leah Aikey, Arkansas Best Corporation (w/o enclosure)
Erin Gattis, Arkansas Best Corporation (w/o enclosure)
Tisha Petty, Arkansas Best Corporation (w/o enclosure)
Sara Rogers, Arkansas Best Corporation (w/o enclosure)
Danielle Scheurer, Arkansas Best Corporation (w/o enclosure)

**SCHEDULE SB
(Form 5500)**

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

**Single-Employer Defined Benefit Plan
Actuarial Information**

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6059 of the Internal Revenue Code (the Code).

► **File as an attachment to Form 5500 or 5500-SF.**

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

► **Round off amounts to nearest dollar.**

► **Caution:** A penalty of \$1,000 will be assessed for late filing of this report unless reasonable cause is established.

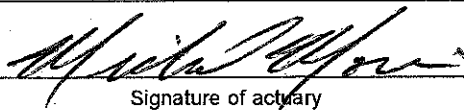
A Name of plan		B Three-digit plan number (PN)	001
Arkansas Best Corporation Pension Plan			
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF		D Employer Identification Number (EIN)	
Arkansas Best Corporation		71-0673405	
E Type of plan: ☒ Single ☐ Multiple-A ☐ Multiple-B		F Prior year plan size: ☐ 100 or fewer ☐ 101-500 ☒ More than 500	

Part I Basic Information

1 Enter the valuation date: Month <u>1</u> Day <u>1</u> Year <u>2010</u>			
2 Assets:			
a Market value	2a	177,634,039	
b Actuarial value	2b	177,364,546	
3 Funding target/participant count breakdown		(1) Number of participants	(2) Funding Target
a For retired participants and beneficiaries receiving payment	3a	388	16,094,760
b For terminated vested participants	3b	558	14,474,825
c For active participants:			
(1) Non-vested benefits	3c(1)		2,077,158
(2) Vested benefits	3c(2)		149,132,486
(3) Total active	3c(3)	2,177	151,209,644
d Total	3d	3,123	181,779,229
4 If the plan is at-risk, check the box and complete items (a) and (b) ☐			
a Funding target disregarding prescribed at-risk assumptions	4a		
b Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been at-risk for fewer than five consecutive years and disregarding loading factor	4b		
5 Effective interest rate	5	6.37 %	
6 Target normal cost	6	7,935,437	

Statement by Enrolled Actuary

To the best of my knowledge, the information supplied in this schedule and accompanying schedules, statements and attachments, if any, is complete and accurate. Each prescribed assumption was applied in accordance with applicable law and regulations. In my opinion, each other assumption is reasonable (taking into account the experience of the plan and reasonable expectations) and such other assumptions, in combination, offer my best estimate of anticipated experience under the plan.

SIGN HERE		10/13/2011
	Signature of actuary	Date
Michael N. Morin	Type or print name of actuary	11-04030
Milliman Inc.	Firm name	Most recent enrollment number
10000 N. Central Expwy, Suite 1500		(214) 863-5500
Dallas	TX 75231-4177	Telephone number (including area code)
Address of the firm		

If the actuary has not fully reflected any regulation or ruling promulgated under the statute in completing this schedule, check the box and see instructions ☐

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

Schedule SB (Form 5500) 2010
v.092308.1

Part II Beginning of year carryover and prefunding balances

	(a) Carryover balance	(b) Prefunding balance
7 Balance at beginning of prior year after applicable adjustments (Item 13 from prior year).....	10,603,439	25,031,630
8 Portion used to offset prior year's funding requirement (Item 35 from prior year).....	7,018,145	0
9 Amount remaining (Item 7 minus item 8).....	3,585,294	25,031,630
10 Interest on item 9 using prior year's actual return of <u>18.59</u> %.....	666,506	4,653,380
11 Prior year's excess contributions to be added to prefunding balance:		
a Excess contributions (Item 38 from prior year).....		3,765,766
b Interest on (a) using prior year's effective rate of <u>8.22</u> %.....		309,546
c Total available at beginning of current plan year to add to prefunding balance.....		4,075,312
d Portion of (c) to be added to prefunding balance.....		0
12 Reduction in balances due to elections or deemed elections.....	1,995,647	0
13 Balance at beginning of current year (item 9 + item 10 + item 11d - item 12).....	2,256,153	29,685,010

Part III Funding percentages

14 Funding target attainment percentage.....	14	80.00 %
15 Adjusted funding target attainment percentage.....	15	80.00 %
16 Prior year's funding percentage for purposes of determining whether carryover/prefunding balances may be used to reduce current year's funding requirement.....	16	96.50 %
17 If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage.....	17	%

Part IV Contributions and liquidity shortfalls**18** Contributions made to the plan for the plan year by employer(s) and employees:

(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees	(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees
Totals ▶			18(b)	0	18(c) 0

19 Discounted employer contributions - see instructions for small plan with a valuation date after the beginning of the year:

a Contributions allocated toward unpaid minimum required contribution from prior years.....	19a	0
b Contributions made to avoid restrictions adjusted to valuation date.....	19b	
c Contributions allocated toward minimum required contribution for current year adjusted to valuation date.....	19c	0

20 Quarterly contributions and liquidity shortfalls:**a** Did the plan have a "funding shortfall" for the prior year? ☐ Yes ☒ No**b** If 20a is "Yes," were required quarterly installments for the current year made in a timely manner? ☐ Yes ☐ No**c** If 20a is "Yes," see instructions and complete the following table as applicable:

Liquidity shortfall as of end of Quarter of this plan year			
(1) 1st	(2) 2nd	(3) 3rd	(4) 4th

Part V Assumptions used to determine funding target and target normal cost

21 Discount rate:				
a Segment rates:	1st segment: 5.03 %	2nd segment: 6.73 %	3rd segment: 6.82 %	☐ N/A, full yield curve used
b Applicable month (enter code)				21b 4
22 Weighted average retirement age				22 62
23 Mortality table(s) (see instructions)	☐ Prescribed - combined ☒ Prescribed - separate ☐ Substitute			

Part VI Miscellaneous items

24 Has a change been made in the non-prescribed actuarial assumptions for the current plan year? If "Yes," see instructions regarding required attachment	☒ Yes ☐ No
25 Has a method change been made for the current plan year? If "Yes," see instructions regarding required attachment	☐ Yes ☒ No
26 Is the plan required to provide a Schedule of Active Participants? If "Yes," see instructions regarding required attachment	☒ Yes ☐ No
27 If the plan is eligible for (and is using) alternative funding rules, enter applicable code and see instructions regarding attachment	27

Part VII Reconciliation of unpaid minimum required contributions for prior years

28 Unpaid minimum required contribution for all prior years	28	
29 Discounted employer contributions allocated toward unpaid minimum required contributions from prior years (item 19a)	29	0
30 Remaining amount of unpaid minimum required contributions (item 28 minus item 29)	30	0

Part VIII Minimum required contribution for current year

31 Target normal cost, adjusted, if applicable (see instructions)	31	7,935,437
32 Amortization installments:	Outstanding Balance	Installment
a Net shortfall amortization installment	29,084,677	4,894,721
b Waiver amortization installment	0	0
33 If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____) and the waived amount	33	
34 Total funding requirement before reflecting carryover/prefunding balances (item 31 + item 32a + item 32b - item 33)	34	12,830,158
	Carryover balance	Prefunding balance
35 Balances used to offset funding requirement	2,256,153	10,574,005
		Total balance
36 Additional cash requirement (item 34 minus item 35)	36	0
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (Item 19c)	37	0
38 Interest-adjusted excess contributions for current year (see instructions)	38	0
39 Unpaid minimum required contribution for current year (excess, if any, of item 36 over item 37)	39	0
40 Unpaid minimum required contribution for all years	40	0

Schedule SB, line 22
Description of Weighted Average Retirement Age

Arkansas Best Corporation Pension Plan

EIN / PIN: 71-0673405 / 001

Age	Retirement Rate	Age Weight
55	2.00%	1.10
56	2.00%	1.10
57	2.00%	1.09
58	2.00%	1.09
59	6.00%	3.27
60	10.00%	5.20
61	20.00%	9.52
62	20.00%	7.74
63	20.00%	6.29
64	50.00%	12.78
65	100.00%	12.98

Average Weighted Retirement Age	62.17
---------------------------------	-------

Exhibit 3

Summary of Active Participants by Age and Service

<u>Number of Participants by Age and Service Groups</u>											
<u>Age</u>	<u>Years of Service</u>										<u>Total</u>
	<u><1</u>	<u>1-4</u>	<u>5-9</u>	<u>10-14</u>	<u>15-19</u>	<u>20-24</u>	<u>25-29</u>	<u>30-34</u>	<u>35-39</u>	<u>40&Up</u>	
0-24	-	-	1	-	-	-	-	-	-	-	1
25-29	-	27	38	2	-	-	-	-	-	-	67
30-34	-	15	96	39	4	-	-	-	-	-	154
35-39	-	17	87	83	30	-	-	-	-	-	217
40-44	-	20	56	77	72	44	1	-	-	-	270
45-49	3	12	70	95	67	88	34	1	-	-	370
50-54	4	14	60	74	54	88	55	23	1	-	373
55-59	16	8	59	65	54	78	47	47	9	1	384
60-64	8	4	29	56	42	58	41	18	15	5	276
65-69	3	-	6	15	2	12	8	5	2	-	53
70&Up	1	-	1	3	2	1	1	1	2	-	12
Total	35	117	503	509	327	369	187	95	29	6	2,177

<u>Average Compensation by Age and Service Groups</u>											
<u>Age</u>	<u>Years of Service</u>										<u>Average</u>
	<u><1</u>	<u>1-4</u>	<u>5-9</u>	<u>10-14</u>	<u>15-19</u>	<u>20-24</u>	<u>25-29</u>	<u>30-34</u>	<u>35-39</u>	<u>40&Up</u>	
0-24	-	-	-	-	-	-	-	-	-	-	-
25-29	-	57,971	55,424	*	-	-	-	-	-	-	56,582
30-34	-	*	63,523	59,689	*	-	-	-	-	-	61,522
35-39	-	*	61,884	65,351	69,801	-	-	-	-	-	64,418
40-44	-	48,407	55,085	64,680	78,007	73,451	*	-	-	-	66,409
45-49	-	*	58,619	63,144	64,682	81,211	81,058	*	-	-	67,670
50-54	-	*	60,233	64,344	64,500	70,750	80,582	93,150	*	-	68,136
55-59	-	*	59,647	67,367	66,770	67,595	76,047	86,472	*	*	66,552
60-64	-	*	61,001	58,326	65,392	65,974	74,067	*	*	*	66,232
65-69	-	-	*	*	*	*	*	*	*	-	54,679
70&Up	-	-	*	*	*	-	*	*	*	-	*
Average	-	55,269	59,562	63,287	68,205	72,272	76,353	85,764	73,978	*	65,624

* If there are fewer than 20 participants in a cell, the average compensation is not reported.

Appendix A

ARKANSAS BEST CORPORATION

Description of the Actuarial Cost Method

The true cost of a pension plan will ultimately be determined by the excess of benefits actually paid and the expenses incurred in its administration over investment income earned on monies set aside for its funding. Thus, the ultimate cost of a plan cannot be known until the last payment has been made to its last participant. The actuarial cost method is the technique adopted by the actuary for establishing the amount and incidence of annual actuarial costs. The actuarial cost method determines the portion of the ultimate cost of a pension plan which should be allocated to each plan year (known as the normal cost). The cost method is thus a budgeting tool which helps to ensure that the pension plan will be adequately and systematically funded.

In accordance with the Pension Protection Act of 2006 (PPA), the actuarial cost method used in the valuation of this Plan is known as the *unit credit cost method*. Under this cost method a projected retirement benefit at assumed retirement age is computed for each participant using one year's future pay increases. The Target Normal Cost for each participant is computed as the present value of the pro-rata portion of the participant's projected benefit which is accrued or earned during the plan year being valued. The Target Normal Cost for the plan is the total of the individually computed Target Normal Costs for all participants including the costs for any death or disability benefits under the plan.

The Funding Target at any point in time for an active participant is the present value of the benefit which has been accrued up to the valuation date. For persons receiving benefits or entitled to a deferred vested retirement income, the Funding Target is equal to the present value of their future benefit payments. The Funding Target for the plan is the total of the individually computed Funding Target amounts for all participants. The Funding Shortfall for the plan is the excess of the Funding Target over the assets less the carryover and prefunding balances. The shortfall amortization installment is the payment that will amortize the Shortfall Amortization Base in level annual installments over a seven year period.

The funding cost of the Plan is derived by making certain specific assumptions as to rates of interest, mortality, turnover, etc. which are assumed to hold for many years into the future. Since actual experience may differ somewhat from the assumptions, the costs determined by the valuation must be regarded as estimates of the true costs of the Plan.

For purposes of applying the actuarial cost method, plan assets are valued at using the Market Value of Assets method under PPA.

Appendix B

ARKANSAS BEST CORPORATION

Summary of Actuarial Assumptions

Funding Target Rates

September Segment rates

Effective interest rate for PPA – 6.37% per annum, compounded annually

Interest Rate – FASB ASC Topic 960

7.50% per annum, compounded annually

Earnings Progression

3.20% per annum, compounded annually

Future Social Security Wage Base Increases

3.00% per annum, compounded annually

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Last year' expenses applied to Normal Cost

Mortality Rates – PPA & FAS35 Liabilities

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IRS applicable mortality

Disabled Lives:

Sample rates are:

	Annual Rates	Annual Rates
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Sample rates are:

Age	Annual Rates
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25	0.043%
30	0.064%
35	0.098%
40	0.158%
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60	1.204%

Withdrawal Rates

Sample rates are:

Age	Annual Rates	Annual Rates
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40	5.7%	6.2%
45	5.2%	5.7%
50	4.7%	5.2%
55+	4.5%	5.0%

Retirement Rates

Age	Annual Rates
55	2%
56	2%
57	2%
58	2%
59	6%
60	10%
61	20%
62	20%
63	20%
64	50%
65	100%

Changes in Actuarial Assumptions

Effective January 1, 2010, the following changes were made to the actuarial assumptions:

<u>Description of Actuarial Assumptions</u>	<u>Current Assumption</u>	<u>Previous Assumption</u>
Funding Target Rates – Effective rate for PPA	6.37%	8.22%
Earnings Progression	3.20%	3.33%
FAS35 - Interest Rate	7.50%	6.00%

Appendix C

ARKANSAS BEST CORPORATION

Summary of Plan Provisions

1. Definitions

Accrued Benefit

The Accrued Benefit for each Participant is the amount of the Normal Retirement Benefit the Participant would be entitled to be paid, at his Normal Retirement Date, if he had a Severance from Service Date on the date of reference.

Accumulated Participant Contributions

A Participant's own contributions as of July 1, 1988 (including interest to that date), increased at 7½%, compounded annually, through his Annuity Starting Date are his Accumulated Participant Contributions.

Actuarial Equivalent

Actuarial Equivalent means a form of benefit differing in time, period and/or manner of payment from another form of benefit, but having the same value when computed based upon the following interest and mortality assumptions:

Interest:	lesser of 7½% per annum, compounded annually, and the 30-year Treasury Rate for the November immediately preceding the Plan Year (applicable interest rate defined in Internal Revenue Code §417(e)).
Mortality:	prevailing commissioner's standard table (94GAR blended 50% male and 50% female).

If, as of December 31, 1998, the Participant had an accrued benefit under the Superseded Plan, then the Optional Benefit Form (other than a lump sum) calculation would use the actuarial assumptions in the Superseded Plan (7½%, UP-84) if those assumptions produced a larger payment.

Average Monthly Compensation

The Compensation over sixty consecutive calendar months for which the Participant's compensation was the highest, divided by the number of calendar months during such period for which he received any Compensation, then multiplied by twelve, is a Participant's Annual Average Pay.

In computing the sixty consecutive calendar months, any month in which the Participant did not receive any Compensation due to a Leave of Absence or a reinstatement of prior Years of Service is disregarded.

If the Participant has not completed sixty consecutive calendar months, his Compensation for his entire Period of Service and the number of months he received any Compensation shall be used.

Automatic Cash-Out

Following a Severance from Service, if the Vested Current Benefit is less than \$1,000, then such amount will be distributed to the Participant in a lump sum, as soon as reasonably possible following the Severance from Service.

Compensation

Compensation means regular salary (including any shift differential), bonuses and overtime. It reflects that compensation which is treated as FICA wages without regard to the Social Security taxable wage base. In addition, Compensation includes any amounts contributed to the Company's pre-tax, salary-reduction benefit plans such as a 401(k) or an IRC Section 125 cafeteria plan.

Any amount earned after December 31, 2005 by a Post-2005 Employee shall not be treated as Compensation.

Current Benefit

A Participant's Current Benefit is a lump sum payable to the Participant on the specified date which is equal to the Actuarial Equivalent of his Vested Accrued Benefit.

Effective Date

The Effective Date of the Plan is January 1, 1972.

The Plan was last amended in 2009 for the Pension Protection Act, the HEART Act, and other law changes.

Eligible Employee Classification

An Eligible Employee Classification is a classification of Employees, the members of which are eligible to participate in the Plan. The Plan covers all employee classifications of Arkansas Best Corporation, ABF Freight System, Inc., Data-Tronics Corporation, ABF Cartage, Inc., Land-Marine Cargo, Inc., and FleetNet America, LLC, unless excluded by the following: employees acquired by or merged into the Employer after the Effective Date of the Plan unless the Employer provides that such employees are to be treated as Eligible Employees; employees accruing benefits under another qualified defined benefit plan of the Employer; employees covered by a collective bargaining agreement (unless the bargaining agreement specifically provides for participation in the Plan); persons not treated as an employee on the payroll of the Employer; employees of Best Logistics, Inc., after October 31, 1997, unless (a) they were an employee of Best Logistics, Inc., on or after November 1, 1997 and (b) were a Participant in the Plan on or before October 31, 1997; or casual employees prior to the first day of Year of Eligibility Service, if any.

Any employees who transfer into an eligible classification on or after January 1, 2006 shall not participate in the Plan.

Entry Date

Entry Date is the date an Eligible Employee completes one Year of Eligibility Service and has attained age twenty-one. Participation in the Plan is frozen as of January 1, 2006.

Normal Retirement Age

A Participant's Normal Retirement Age is age sixty-five.

Normal Retirement Date

A Participant's Normal Retirement Date is the first day of the month which coincides with or next follows the date on which the Participant attains Normal Retirement Age.

Period of Service

The sum of each period of time commencing on an Employee's Employment Commencement Date

or Reemployment Commencement Date and ending on subsequent Severance Dates is a Period of Service. A Period of Service also includes a Period of Severance of less than 12 months.

Period of Severance

The period of time which commences on the Participant's Severance from Service Date and ends on his Reemployment Date, if any, is a Participant's Period of Severance.

Post-2005 Employee

A Post-2005 Employee is an Employee who, on or after January 1, 2006: first becomes an Employee of a participating company, is rehired as an Employee of a participating company, transfers from a non-Eligible Employee to an Eligible Employee status or first meets the requirements as a casual employee.

Reemployment

A Participant who is reemployed will recommence participation immediately. If a Participant does not receive a Cash-Out Distribution, and is reemployed, he will have all his Years of Credited Service recognized, but his Current Benefit will be reduced by the Actuarial Equivalent of any benefit payments made.

If a Participant is 0% vested at termination and incurs a Period of Severance equal to five or more years, he will permanently forfeit his prior Accrued Benefit and prior Years of Credited Service.

Effective January 1, 2006, an employee reemployed after January 1, 2006 shall not participate in the Plan.

Reemployment Commencement Date

The date on which a Participant performs an Hour of Service following such Participant's Severance from Service Date is his Reemployment Commencement Date.

Severance from Service Date

The Severance from Service Date is the earlier of the date the Participant separates from active employment of the Employer of Affiliated Company on account of death, disability, or termination of employment, or, if on Leave of Absence, the expiration of such Leave of Absence (assuming the Participant did not return to active employment).

Vested Accrued Benefit

A Participant's Vested Accrued Benefit as of a given date is equal to his Accrued Benefit multiplied by his Vested Percentage as of that same date.

Vested Current Benefit

A Participant's Vested Current Benefit as of a given date is equal to the product of his Current Benefit and his Vested Percentage as of that same date.

Vested Termination

An Inactive Participant is entitled to his Vested Current Benefit, if any, at any time after his Severance from Service Date.

Vesting Schedule

A Participant's Vested Percentage will be 100% upon the completion of three Years of Vesting Service. Prior to the completion of three Years of Vesting Service, a Participant's Vested Percentage is zero.

In the event of termination of employment by Death, Total and Permanent Disability, or if the termination of employment occurs after Normal Retirement Age, the Vested Percentage will be 100%.

Notwithstanding the foregoing, in any Plan Year in which the Plan is determined to be a Top-Heavy Plan, the following Vesting Schedule will apply in lieu of the Vesting Schedule provided for above:

<u>Years of Vesting Service</u>	<u>Vested Percentage</u>
Less than 2	0%
2	20%
3	40%
4	60%
5	80%
6 or more	100%

If in any subsequent Plan Year the Plan ceases to be a Top-Heavy Plan, the above vesting schedule will continue to apply unless the Plan Sponsor elects, in writing, to revert to the original vesting schedule.

Year of Service

- ***For Eligibility Purposes***

A Year of Eligibility Service is credited at the end of the first twelve months of employment, or at the end of any Plan Year beginning with the Plan Year which contains the first anniversary of his Employment Commencement Date, during which the employee completes 1,000 Hours of Service.

- ***For Vesting Purposes***

Years of Vesting Service are the whole number of years equal to the days during his Period of Service divided by 365.

- ***For Crediting Purposes***

All of a Participant's Period of Service, except periods during which the Eligible Employee declined Participation in the Plan, the Employee was not an Eligible Employee, or the Eligible Employee was not entitled to receive compensation are taken into account in determining his eligibility to participate. Years of Credited Service are calculated (based on completed months) by dividing the adjusted Period of Service by 365. In no event shall any Post-2005 Employee earn any Years of Credited Service after December 31, 2005.

2. Participation

An Employee who is a member of an Eligible Employee Classification will become a participant in the Plan on the first day of the month which coincides with or next follows the attainment of age 21 and the completion of one Year of Eligibility Service. Participation in the Plan is frozen as of January 1, 2006.

3. Normal Retirement

(a) Normal Retirement Benefit

A Participant's Normal Retirement Benefit is the amount payable on the Normal Retirement Date equal to:

10% of his Annual Average Pay multiplied by his Years of Credited Service plus Accumulated Participant Contributions.

If a terminated Participant elects to defer commencement of payment until after the Normal Retirement Date, there is no actuarial increase in benefit amount.

An active Participant may elect to commence the receipt of the Current Benefit attributable to Years of Credited Service earned on or before December 31, 1998 at any time on or after his Normal Retirement Date.

(b) Normal Benefit Form

Lump Sum.

4. Early Retirement

(a) Early Retirement Date

A Participant's Early Retirement Date is the first day of the month coincident with or following:

- (1) At least ten Years of Vesting Service; and
- (2) Severance from Service Date after attainment of age fifty-five.

(b) Early Retirement Benefit

If a Participant is eligible to receive an Early Retirement Benefit, the amount would equal the Normal Retirement Benefit reduced by 0.41667% of the Normal Retirement Benefit multiplied by the number of months in which the Early Retirement Date precedes the first month following the month in which the Participant would attain age sixty.

If a Participant is eligible to receive an Early Retirement Benefit and has a Severance from Service Date after the attainment of age sixty, the Early Retirement Benefit is equal to the Normal Retirement Benefit.

5. Late Retirement

If a Participant continues as an Eligible Employee after his Normal Retirement Date, his Accrued Benefit will be calculated by treating the date for which the benefit calculation is made as his Normal Retirement Date.

6. Disability Retirement

None

7. Optional Benefit Forms

Optional Benefit Forms are available and equal to the Actuarial Equivalent of the Normal Benefit Form and may be in an amount more than or less than that provided by the Normal Benefit Form depending on the option selected. Such distribution may be in one or more of the following forms:

- Income for Life – monthly pension benefit payable for the Participant's lifetime.

- Ten Years Certain and Life – monthly pension benefit payable for the lifetime of the Participant with payments guaranteed for a minimum of 10 years. In the event of the Participant's death before 120 payments have been made, the same monthly pension benefit will be continued to the beneficiary until the remainder of the payments has been made.
- Joint & Survivor (50%, 66⅔%, or 100%) – monthly pension benefit payable as long as both the Participant and spouse are alive. Subsequent to the first death, a monthly benefit equal to 50%, 66⅔%, or 100% of the original benefit is payable for the survivor's lifetime.
- Contingent Joint & (50%, 66⅔%, or 100%) Survivor – monthly pension benefit payable as long as the Participant is alive. Subsequent to the Participant's death, a monthly benefit equal to 50%, 66⅔%, or 100% of the original benefit is payable for the survivor's lifetime.

8. Death Benefit

Prior to the Annuity Starting Date, a Participant's beneficiary will be entitled to receive a death benefit in the event of the death of a Participant equal to the Participant's Current Benefit on the date of death.

9. Termination Benefit

In the event of the termination of a Participant's employment for any reason other than death, disability or retirement, the Participant will become entitled to receive a monthly pension benefit commencing on his Normal Retirement Date equal to his Vested Accrued Benefit.

10. Changes in Plan Provisions

Effective January 1, 2010, the following changes were made to the plan provisions:

Description of Plan Provision	Current Provision	Previous Provision
Compensation Limit	\$245,000	\$245,000
Maximum Annual Pension	\$195,000	\$195,000

Attachment to 2010 Form 5500
Schedule SB, line 22 - Description of Weighted Average Retirement Age

Plan Name	<u>ARKANSAS BEST CORPORATION PENSION PLAN</u>	EIN:	<u>71-0673405</u>
Plan Sponsor's Name	<u>ARKANSAS BEST CORPORATION</u>	PN:	<u>001</u>

The weighted average retirement age is equal to the normal retirement age of 62.

List the rate of retirement at each age and describe the methodology used to compute the weighted average retirement age, including a description of the weight applied at each potential retirement age.

Attachment to 2010 Form 5500
Schedule SB, line 26 - Schedule of Active Participant Data

Plan Name ARKANSAS BEST CORPORATION PENSION PLAN

EIN: 71-0673405

Plan Sponsor's Name ARKANSAS BEST CORPORATION

PN: 001

Attained Age	YEARS OF CREDITED SERVICE								
	Under 1			1 to 4			5 to 9		
	No.	Average		No.	Average		No.	Average	
	No.	Comp.	Cash Bal.	No.	Comp.	Cash Bal.	No.	Comp.	Cash Bal.
Under 25							1		0
25 to 29				27		57,971	38		55,424
30 to 34				15		0	96		63,523
35 to 39				17		0	87		61,884
40 to 44				20		48,407	56		55,085
45 to 49	3		0	12		0	70		58,619
50 to 54	4		0	14		0	60		60,233
55 to 59	16		0	8		0	59		59,647
60 to 64	8		0	4		0	29		61,001
65 to 69	3		0				6		0
70 & up	1		0				1		0

Attained Age	YEARS OF CREDITED SERVICE								
	10 to 14			15 to 19			20 to 24		
	No.	Average		No.	Average		No.	Average	
	No.	Comp.	Cash Bal.	No.	Comp.	Cash Bal.	No.	Comp.	Cash Bal.
Under 25									
25 to 29	2		0						
30 to 34	39		59,689	4		0			
35 to 39	83		65,351	30		69,801			
40 to 44	77		64,680	72		78,001	44		73,451
45 to 49	95		63,144	67		64,682	88		81,211
50 to 54	74		64,344	54		64,500	88		70,750
55 to 59	65		67,367	54		66,770	78		67,595
60 to 64	56		58,326	42		65,392	58		65,974
65 to 69	15		0	2		0	12		0
70 & up	3		0	2		0	1		0

Attained Age	YEARS OF CREDITED SERVICE											
	25 to 29			30 to 34			35 to 39			40 & up		
	Average			Average			Average			Average		
	No.	Comp.	Cash Bal.	No.	Comp.	Cash Bal.	No.	Comp.	Cash Bal.	No.	Comp.	Cash Bal.
Under 25												
25 to 29												
30 to 34												
35 to 39												
40 to 44	1	0										
45 to 49	34	81,058		1	0							
50 to 54	55	80,582		23	93,150		1	0				
55 to 59	47	76,047,476,047		47	86,472		9	0		1	0	
60 to 64	41	74,067		18	0		15	0		5	0	
65 to 69	8	0		5	0		2	0				
70 & up	1	0		1	0		2	0				

Schedule SB, line 32 - Schedule of Amortization Bases

PN: 001

[illegible]