Form 5500	Annual Return/Report of Employee Benefit Plan	OMB Nos. 1210-0110 1210-0089				
Department of the Treasury Internal Revenue Service	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), 6057(b), and 6058(a) of the Internal Revenue Code (the Code).	2011				
Department of Labor Employee Benefits Security Administration	Complete all entries in accordance with the instructions to the Form 5500.	2011				
Pension Benefit Guaranty Corporation		This Form is Open to Public Inspection				
Part I Annual Report Ider	tification Information					
For calendar plan year 2011 or fiscal	plan year beginning 01/01/2011 and ending 12/3	1/2011				
A This return/report is for:	a multiemployer plan; a multiple-employer plan; or					
	x a single-employer plan; a DFE (specify)					
B This return/report is:	the first return/report; the final return/report;					
	an amended return/report; a short plan year return/report (less	than 12 months).				
C If the plan is a collectively-bargain	ed plan, check here					
D Check box if filing under:	Form 5558; automatic extension;	the DFVC program;				
-	 special extension (enter description)	—				
Part II Basic Plan Inform	nation—enter all requested information					
1a Name of plan CLIPPER NAVIGATION, INC. 401(K)		1b Three-digit plan number (PN) ►				
CEIFFER NAVIGATION, INC. 401(R)		1c Effective date of plan 01/01/1991				
2a Plan sponsor's name and addres	s, including room or suite number (Employer, if for single-employer plan)	2b Employer Identification Number (EIN) 91-1313682				
		2c Sponsor's telephone number 206-443-2560				
2701 ALASKAN WAY, PIER 69 SEATTLE, WA 98121	2701 ALASKAN WAY, PIER 69 SEATTLE, WA 98121	2d Business code (see instructions) 483000				

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

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

SIGN HERE	Filed with authorized/valid electronic signature.	05/17/2012	DARCI HAUSTVEIT
HERE	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
NEKE	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
neke	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.

SEATTLE, WA 98121 206	3682 strator's telephone
2701 ALASKAN WAY, PIER 69 3c Administ number 206 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: 4b a Sponsor's name 4c 5 Total number of participants at the beginning of the plan year (welfare plans complete only lines 6a, 6b, 6c, and 6d). 5 a Active participants	strator's telephone r 5-443-2560
2101 ALASKAN WAT, PIER 05 number SEATTLE, WA 98121 206 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: 4b a Sponsor's name 4c 5 Total number of participants at the beginning of the plan year 5 6 Number of participants as of the end of the plan year (welfare plans complete only lines 6a, 6b, 6c, and 6d). 6a a Active participants	6-443-2560
206 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: 4b a Sponsor's name 4c 5 Total number of participants at the beginning of the plan year 5 6 Number of participants as of the end of the plan year (welfare plans complete only lines 6a, 6b, 6c, and 6d). 6a b Retired or separated participants receiving benefits	6-443-2560
the plan number from the last return/report: 4c a Sponsor's name 4c 5 Total number of participants at the beginning of the plan year 5 6 Number of participants as of the end of the plan year (welfare plans complete only lines 6a, 6b, 6c, and 6d). 6a a Active participants	EIN
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5 Total number of participants at the beginning of the plan year 5 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	
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	PN
a Active participants	93
b Retired or separated participants receiving benefits	
b Retired or separated participants receiving benefits	81
C Other retired or separated participants entitled to future benefits	0
	15
d Subtotal. Add lines 6a, 6b, and 6c	96
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	0
f Total. Add lines 6d and 6e	96
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	52
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	0
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	

Form 5500 (2011)

Page 2

8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristic Codes in the instructions: 2E 2F 2G 2J 2K 2T 3D 3H

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

9a	a Plan funding arrangement (check all that apply) 9b Plan benefit arrangement (check all that apply)						
	(1)		Insurance		(1)		Insurance
	(2)		Code section 412(e)(3) insurance contracts		(2)		Code section 412(e)(3) insurance contracts
	(3)	X	Trust		(3)	X	Trust
	(4)		General assets of the sponsor		(4)		General assets of the sponsor
10	Check	all ap	plicable boxes in 10a and 10b to indicate which schedules are at	tache	d, and, wł	nere	e indicated, enter the number attached. (See instructions)
a Pension Schedules					General	Scł	hedules
	(1)	X	R (Retirement Plan Information)		(1)		H (Financial Information)
	(2)	Π	MB (Multiemployer Defined Benefit Plan and Certain Money		(2)	X	I (Financial Information – Small Plan)
			Purchase Plan Actuarial Information) - signed by the plan		(3)	П	A (Insurance Information)
			actuary		(4)		C (Service Provider Information)
	(3)	Π	SB (Single-Employer Defined Benefit Plan Actuarial		(5)		D (DFE/Participating Plan Information)
			Information) - signed by the plan actuary		(6)		G (Financial Transaction Schedules)

	SCHEDULE I	Financial In	form	ation—Si	mall	Plan			OMB No. 1210-0110			
	(Form 5500)	m 5500)										
	Department of the Treasury Internal Revenue Service	This schedule is required to Retirement Income Security A	Act of 19		d sectio			2011				
	Department of Labor Employee Benefits Security Administration				,		•	This	Form is Open to Public			
	Pension Benefit Guaranty Corporation	File as a	an attac	hment to Form	5500.			1113	Inspection			
For	calendar plan year 2011 or fiscal pla	an year beginning 01/01/201	11		a	nd ending	12/3	31/2011				
	Name of plan PPER NAVIGATION, INC. 401(K) PR	OFIT SHARING PLAN				Three-digit plan numb		•	001			
	Plan sponsor's name as shown on lir PPER NAVIGATION, INC.	ne 2a of Form 5500				mployer Id 1313682	lentificatio	on Numbe	er (EIN)			
	mplete Schedule I if the plan covered f all plan under the 80-120 participant ru							ete Scheo	dule I if you are filing as a			
Pa	art I Small Plan Financial I	Information										
ass ben	port below the current value of assets tets held in more than one trust. Do n hefit at a future date. Include all incon urance carriers. Round off amounts	ot enter the value of the portion ne and expenses of the plan inc	of an ir	surance contrac	ct that g	uarantees	during th	is plan ye	ar to pay a specific dollar			
1	Plan Assets and Liabilities:			(a) Be	eginning	g of Year			(b) End of Year			
а	Total plan assets		. 1a			25	62140		2657574			
b	Total plan liabilities		. 1b									
С	Net plan assets (subtract line 1b fro	om line 1a)	_ 1c			25	62140	2657574				
2	Income, Expenses, and Transfers	s for this Plan Year:			(a) Amo	ount		(b) Total				
а	Contributions received or receivable	e:										
	(1) Employers		. 2a(1)		20791							
	(2) Participants		. 2a(2)			1	89241					
	()											
b	Noncash contributions											
c	Other income						79215					
d	Total income (add lines 2a(1), 2a(2							130817				
-							28290					
e	Benefits paid (including direct rollov		-				4095					
I A	Corrective distributions (see instruct Certain deemed distributions of par	,	. 2f				4095					
g	(see instructions)		. 2g									
h	Administrative service providers (sa	alaries, fees, and commissions).	. 2h				2998					
i	Other expenses		. 2i									
i	Total expenses (add lines 2e, 2f, 2g	g, 2h, and 2i)	. 2j						35383			
k	Net income (loss) (subtract line 2j f								95434			
Т	Transfers to (from) the plan (see in	,	21	-								
3	Specific Assets: If the plan held ass remaining in the plan as of the end of by-line basis unless the trust meets or	sets at anytime during the plan yea the plan year. Allocate the value o	ar in any of the pla	n's interest in a c		led trust co						
						Yes	No		Amount			
а	Partnership/joint venture interests			3a		X						
b	Employer real property				3b		Х					
С	Real estate (other than employer re	eal property)			3c		Х					
d	Employer securities				3d		Х					
е	Participant loans				3e	Х			31673			
For	Paperwork Reduction Act Notice				Form	5500		9	Schedule I (Form 5500) 2011			

chedule	I (Form	5500)	2011
		v.01	2611

			Yes	No	Amount
3f	Loans (other than to participants)	3f		Х	
g	Tangible personal property	3g		X	

Pa	Part II Compliance Question	S				
4	During the plan year:			Yes	No	Amount
а	described in 29 CFR 2510.3-102? C	plan any participant contributions within the time period ontinue to answer "Yes" for any prior year failures until fully _'s Voluntary Fiduciary Correction Program.)	4a		×	
b	year or classified during the year as u	ncome obligations due the plan in default as of the close of plan incollectible? Disregard participant loans secured by the	4b		X	
C		as a party in default or classified during the year as	4c		×	
d		ons with any party-in-interest? (Do not include transactions	4d		x	
е	Was the plan covered by a fidelity bo	nd?	4e	Х		300000
f		not reimbursed by the plan's fidelity bond, that was caused by	4f		X	
g		current value was neither readily determinable on an established rd party appraiser?	4g		X	
h		ntributions whose value was neither readily determinable on an ependent third party appraiser?	4h		X	
i		more of its assets in any single security, debt, mortgage, parcel ture interest?	4i		x	
j	•	uted to participants or beneficiaries, transferred to another plan, 3GC?	4j		X	
k	accountant (IQPA) under 29 CFR 2520	I examination and report of an independent qualified public 0.104-46? If "No," attach an IQPA's report or 2520.104-50 eligibility and conditions.)	4k	X		
I	Has the plan failed to provide any be	nefit when due under the plan?	41		Х	
m	· · · · ·	as there a blackout period? (See instructions and 29 CFR	4m		x	
n		"Yes" box if you either provided the required notice or one of applied under 29 CFR 2520.101-3	4n		X	
5a	a Has a resolution to terminate the plar	been adopted during the plan year or any prior plan year?				

s X 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	Retirement Plan Information				(OMB No.	121	0-0110)		
	(Form 5500) Department of the Treasury Internal Revenue Service This schedule is required to be filed under section 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section						20)1 [,]	1			
E	Department of Labor mployee Benefits Security Administration	 — 6058(a) of the Internal Revenue Code (the Code). → File as an attachment to Form 5500. 	al Revenue Code (the Code). This Form is							Open to Public		
	Pension Benefit Guaranty Corporation				10/01/0		insp	ecti	on.			
	calendar plan year 2011 or fisca	al plan year beginning 01/01/2011 and e	-		12/31/2	2011						
CLIP	lame of plan PER NAVIGATION, INC. 401(K) PROFIT SHARING PLAN	В		e-digit n numb 1)	er ▶		0	01			
	Plan sponsor's name as shown o PER NAVIGATION, INC.	n line 2a of Form 5500	D		loyer Id		ition Nu	mbe	er (EIN)		
Pa	rt I Distributions											
All ı	references to distributions rel	ate only to payments of benefits during the plan year.										
1		I in property other than in cash or the forms of property specified in the			1						0	
2	payors who paid the greatest of	no paid benefits on behalf of the plan to participants or beneficiaries dur lollar amounts of benefits):	ing th	e yea	r (if moi	re than	two, en	ter I	EINs o	f the	two	
	EIN(s): 04-6568107											
3		and stock bonus plans, skip line 3. or deceased) whose benefits were distributed in a single sum, during the	e plar	n		1						
-					3							
Pa	art II Funding Inform ERISA section 302, s	ation (If the plan is not subject to the minimum funding requirements on skip this Part)	of sec	tion o	f 412 of	the Int	ernal R	evei	nue Co	ode o	or	
4	Is the plan administrator making	an election under Code section 412(d)(2) or ERISA section 302(d)(2)?				Yes		Ν	0		N/A	
	If the plan is a defined benef	it plan, go to line 8.										
5		ding standard for a prior year is being amortized in this enter the date of the ruling letter granting the waiver. Date: Mon	ith		Da	ay		Ye	ear			
		plete lines 3, 9, and 10 of Schedule MB and do not complete the re-		der of	this so	chedule	э.					
6		d contribution for this plan year (include any prior year accumulated fun	0		6a							
	b Enter the amount contribut	ed by the employer to the plan for this plan year			6b							
		6b from the amount in line 6a. Enter the result eft of a negative amount)			6c							
	If you completed line 6c, ski	b lines 8 and 9.										
7	Will the minimum funding amo	unt reported on line 6c be met by the funding deadline?				Yes		N	0		N/A	
8	authority providing automatic a	ethod was made for this plan year pursuant to a revenue procedure or or pproval for the change or a class ruling letter, does the plan sponsor or ange?	plan			Yes		N	0		N/A	
Ра	art III Amendments											
9		ion plan, were any amendments adopted during this plan										
-	year that increased or decreas	ed the value of benefits? If yes, check the appropriate	ase		Decre	ease	В	oth			No	
Pa	rt IV ESOPs (see in skip this Part.	structions). If this is not a plan described under Section 409(a) or 4975((e)(7)	of the	Interna	al Reve	nue Co	de,				
10	Were unallocated employer se	curities or proceeds from the sale of unallocated securities used to repa	ay any	/ exer	npt loar	וייייי		Ц	Yes		No	
11	•	preferred stock?						Ш	Yes	L	No	
	(See instructions for defin	anding exempt loan with the employer as lender, is such loan part of a " ition of "back-to-back" loan.)							Yes		No	
12		that is not readily tradable on an established securities market?							Yes		No	
For	Paperwork Reduction Act No	tice and OMB Control Numbers, see the instructions for Form 5500).			Sch	edule F	R (F	orm 5		2011 2611	

Pa	Part V Additional Information for Multiemployer Defined Benefit Pension Plans										
13			llowing information for each employer that contributed more than 5% of total contributions to the plan during the plan year (measured in ee instructions. Complete as many entries as needed to report all applicable employers.								
	а	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									
	е	Contr	pution 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 donars and cents) (2) Base unit measure: Hourly Weekly Unit of production Other (specify):									
	а	Name	of contributing employer								
	b	EIN	C Dollar amount contributed by employer								
	d		ollective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box e instructions regarding required attachment. Otherwise, enter the applicable date.) Month Day Year								
	е		oution rate information (If more than one rate applies, check this box] and see instructions regarding required attachment. Otherwise,								
			ete items 13e(1) and 13e(2).) Contribution rate (in dollars and cents)								
		• •	Base unit measure: Hourly Weekly Unit of production Other (specify):								
	а	Name	of contributing employer								
	b	EIN	C Dollar amount contributed by employer								
	d		ollective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box								
	е	<i>comp</i> (1)	bution rate information (If more than one rate applies, check this box and see instructions regarding required attachment. Otherwise, ete items 13e(1) and 13e(2).) Contribution rate (in dollars and cents)								
		(2)	Base unit measure: Hourly Weekly Unit of production Other (specify):								
	<u>a</u>		of contributing employer								
	b	EIN	C Dollar amount contributed by employer								
	d		ollective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box								
	е		oution rate information (If more than one rate applies, check this box and see instructions regarding required attachment. Otherwise, ete items 13e(1) and 13e(2).)								
		. ,	Contribution rate (in dollars and cents)								
		(2)	Base unit measure: Hourly Weekly Unit of production Other (specify):								
	а	Name	of contributing employer								
	b	EIN	C Dollar amount contributed by employer								
	d		ollective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box								
	e	Contribution rate information (<i>If more than one rate applies, check this box</i> and see instructions regarding required attachment. Otherwise, <i>complete items 13e(1) and 13e(2).)</i> (1) Contribution rate (in dollars and cents) (2) Base unit measure: Hourly Weekly Unit of production Other (specify):									
	~	Nem									
	a b	Name EIN	of contributing employer C Dollar amount contributed by employer								
	d d										
	u	and s	ollective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box								
	е	<i>comp</i> (1)	bution rate information (<i>If more than one rate applies, check this box</i> and see instructions regarding required attachment. Otherwise, ate items 13e(1) and 13e(2).) Contribution rate (in dollars and cents) Base unit measure: Hourly Weekly Unit of production Other (specify):								

14	Enter the number of participants on whose behalf no co	ontributions 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 ma employer contribution during the current plan year to:	ike an						
	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, c supplemental information to be included as an attachment.							
Ρ	art VI Additional Information for Single-Employer and Multiemployer Defined Benef	it Pens	ion Plans					
18								
19	If the total number of participants is 1,000 or more, complete items (a) through (c)							
	 a Enter the percentage of plan assets held as: Stock:% Investment-Grade Debt:% High-Yield Debt:% Real Estate:% Other:% b Provide the average duration of the combined investment-grade and high-yield debt: 0-3 years 0 3-6 years 0 6-9 years 0 9-12 years 1 12-15 years 1 15-18 years 1 18-21 years 2 1 years or more c What duration measure was used to calculate item 19(b)? 							
	Effective duration Macaulay duration Modified duration Other (specify):							