





Partners In Excellence

Corporate Mission

“Providing superior nationwide transportation services meeting the varied and specialized needs of the customers we serve”



Executive Summary

Company History – Founded in 1988, Butler Transport was established by George and Judy Butler to address the unique needs found in the refrigerated truckload market. They drew upon their vast experience in the trucking industry along with their unique capabilities, which provide the framework of a company that has excelled over the past twenty years. To differentiate their company from their competitors, they instilled a commitment for quality-of-service in each employee. Today, George and Judy are both active in the day-to-day operations of the company. This active involvement is attributed to a level of employee dedication and customer support, which is simply unmatched in the industry. In fact, you will be hard pressed to find a team as responsive, knowledgeable or as experienced as you will at Butler Transport.

Partners In Excellence – More than just a slogan, words we live by. Each employee at Butler Transport is committed to exceeding our customers expectations each and every time we have the opportunity to do business together by:

- Providing the most attentive service
- Providing time-definite service
- Providing a positive experience during each interaction

Today we have grown from our roots as a truckload motor carrier into a truly trusted supply chain provider. This growth as a business has been accomplished through our commitment of providing reliable, responsive and professional solutions that promote the successful operations of our customers.

Further, Butler Transport understands that each customer has unique and specific needs and is committed to recognizing and fulfilling those needs. You can depend on our knowledgeable and dedicated team to help you meet the operational goals of your company.

Safety First – The company recognizes not only the role safety plays in our industry but also the direct correlation it has on the success of the company. To that end, management strives to ensure that the actions of its employees never compromise our commitment to safety. In fact, no employee is ever permitted nor authorized to take any action that jeopardizes the safety of our employees, our customers or the public. Further, it is the policy of the company to act in accordance with laws governing our operations. Whether those laws are environmental, operational or financial, we are committed to following the standards set forth within them.

Terminal Location – The company operates from a terminal centrally located in Kansas City, KS. This facility has been the home for Butler Transport since January of 2000 and allows for the efficient operation of the company. The terminal facility provides a professional setting for all operations and administration staff, as well as a maintenance garage, automated truck wash, driver lounge and an employee training and orientation facility. From this central location, the company oversees the successful operation of several strategic operating units in a responsive and efficient manner serving multiple customer facilities throughout the continental United States.

Partners In Excellence

Fleet of Equipment – The company operates a fleet of late model tractors and high-cube temperature-controlled refrigerated trailers and dry vans for several Fortune 500 companies. The company has operated in a controlled-growth manner of just over 12 percent over the past 9 years. Our fleet is one of the few in the country that employs “full” ABS/ATC braking systems with a computer controlled roll stability system and high-performance brakes capable of bringing the vehicle to a stop a full 63 feet shorter than a “standard” tractor-trailer. Additionally, we were one of the first carriers to specify Michelin X-one wide-based single tires along with PSI automatic tire inflation systems throughout our fleet. The company has also capitalized on weight saving specifications along with aerodynamic packages and auxiliary power units (APUs) while promoting a true “zero” idle policy. This focus on being “green” has earned the company a top score of 1.25 in the US EPA’s SmartWay program.

Current Business Development – The recent downturn in the economy has actually allowed the company to capitalize in diversifying its customer base through the strategic alliance and acquisition of smaller carriers. Butler Transport has successfully transitioned this business through its superior customer service and support. Moving forward, the company has identified several key strategic geographic areas that it plans to emphasize growth with both its current customer base as well as the development of new business relationships. This growth will allow for additional efficiency of operations and act to improve our overall network balance.

Account Management – Despite the recent growth and diversification in its customer base, the company’s roots lie within the challenging prepared food industry. The challenges and extraordinarily high-service expectations within this industry are apparent in the daily service activities that our team of highly trained and focused employees deliver day in and day out. In fact, the company is consistently ranked as a top tier service-provider in critical areas such as on-time service, notification and communication metrics. We stand behind our service with a commitment to ensure the continued success of our customer’s distribution networks.

Technology Driven – The company is known in the industry as an early adopter of leading edge technology. In fact the company implemented Qualcomm satellite based tracking in its vehicles in 1989 – a full 10 years ahead of most of its competition. This innovative spirit and ability to see value, where others only see costs, can be seen today in the company’s fully redundant operating center, emergency back-up facility that can fully house its operations staff (and did so just last summer) and off-site image and web-based data storage location. The company is committed to ensuring that it is seen as a provider who is “easy to do business with”. With this commitment comes an understanding of the importance of implementing the unique data exchanges that each customer has. We are capable and committed to electronically exchanging data with our customers and act to fully comply with all requirements that currently exists or those, which may develop in the future.

Summary – Butler Transport was built upon a spirit of innovation, which continues to thrive as an integral part of the company’s culture. Our customers continue to rely upon us as an innovative problem solver that strives to ensure an outstanding customer experience during each and every transaction. As George Butler recently said, *“We will continue to measure our success by our ability to exceed our customer’s expectations”*. With that in mind, we look forward to growing our business together and being known as your “Partner in Excellence”.

The Management Team of Butler Transport, Inc.

Partners In Excellence



Butler Transport has announced that it has joined the SmartWaySM Transport Partnership. The SmartWaySM Transport Partnership is an innovative collaboration between the US Environmental Protection Agency (EPA) and the freight industry designed to increase energy efficiency while significantly reducing greenhouse gases and air pollution.

- **Our Goal:** As a SmartWaySM Transport Partner, Butler Transport will contribute to the expected elimination of 33 to 66 million metric tons of CO₂ emissions and up to 200,000 tons of NO_x emissions per year by 2012. This represents savings of as much as 150 million barrels of fuel per year, equivalent to taking about 12 million cars off the road!
- **Our Commitment:** As a SmartWaySM Transport Partner, Butler Transport has committed to improve its environmental performance over the next three years, by incorporating cost-effective practices and technologies into its freight transport operations. These practices and technologies will include: Enhanced aerodynamic features on our tractors and trailers (including specifying SmartWaySM Transport certified vehicles and configurations), continued deployment of advanced fuel efficient tire designs (including wide-based singles), continued deployment of auxiliary heating and cooling systems and other no-idle technologies and improved communication of our goals and benchmarks.
- **Our Benefits:** As a SmartWaySM Transport Partner, Butler Transport will have the opportunity to realize many tangible benefits, which include, but are not limited to the following:
 - ✓ **Improving the Environment:** We will better understand our impact on the environment and improve it with new technologies and strategies.
 - ✓ **Evaluate Performance & Return on Investment:** We can use the EPA's electronic spreadsheet to evaluate our environmental performance and calculate our return on investment.
 - ✓ **Save Money:** We will save money by using new fuel-saving strategies that will impact our bottom line.
 - ✓ **Preferential Status:** We will achieve preferred carrier status from SmartWaySM Shipper Partners.
 - ✓ **Enhance Our Public Image:** We will enhance our public image by joining the SmartWaySM Transport Partnership.

Butler Transport cares about its impact on the environment. For the past several years, the company has been proactive at increasing fuel efficiency and our environmental footprint through various equipment specifications and operational strategies. We continue to be driven to seek ways at improving our operational efficiency and recognize that such not only has an impact on our bottom-line but, also on our air-quality and our nation's reliance on foreign oil.

If you should have any questions regarding the SmartWaySM Transport Partnership please address them to: Jeff Green (jeffgreen@butlertransport.com). Thank you.

Partners In Excellence



Insurance Summary

Insured	Butler Transport, Inc. 347 North James Street Kansas City, KS 66118-1140
General Liability	The Burlington Insurance Company Policy #: HGL0024826 6/30/10 – 6/30/11 Coverage Limit - \$2,000,000**
Automobile Liability	Canal Insurance Company Policy #: PIA05920801 6/30/10 – 6/30/10 Coverage Limit - \$1,000,000**
Motor Truck Cargo	Travelers Indemnity Co. of America Policy #: QT-660-3046p380-TIL-10 6/30/10 – 6/30/11 Coverage Limit - \$250,000**
Workers Compensation	Kansas Truckers Risk Management Group 1/1/10 – 12/31/10 Coverage Limit – Statutory**

**Coverage applies to all owned, operated or leased equipment by the named insured.
This form is for illustration purposes only. Policy terms and conditions will apply.

Certificate of Insurance issued upon request

Partners In Excellence

Emma Lintz

913-233-4217

800-345-8158 ext./217

elintz@butlertransport.com



Nate Anderson

913-233-4215

800-345-8158 ext. 215

nanderson@butlertransport.com

Scott Ensor

913-233-4205

800-345-8158 ext. 205

scottensor@butlertransport.com

Thomas Brown

913-233-4220

800-345-8158 ext. 220

tbrown@butlertransport.com

Pat Delperdang

913-233-4208

800-345-8158 ext. 208

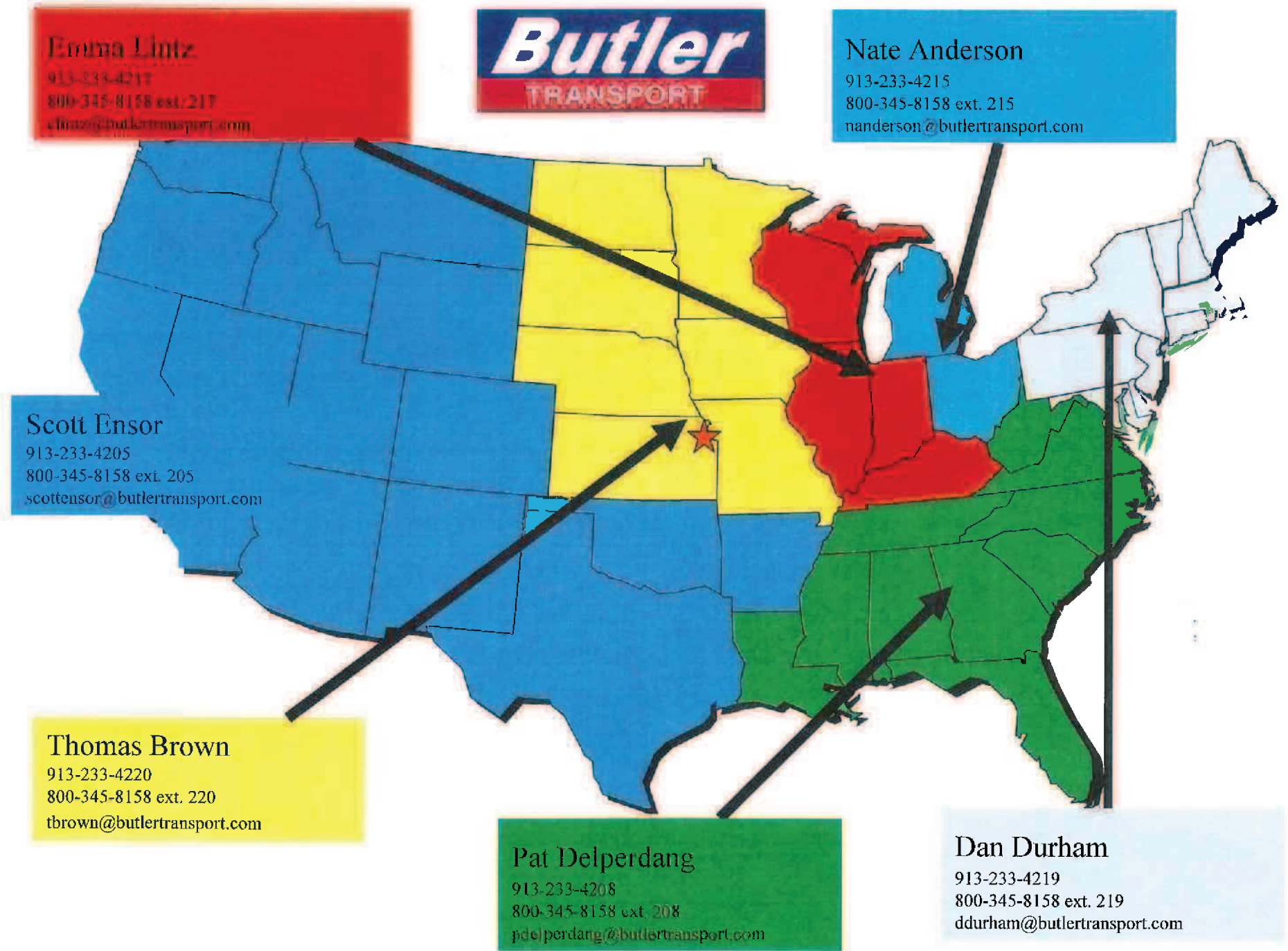
pdelperdang@butlertransport.com

Dan Durham

913-233-4219

800-345-8158 ext. 219

ddurham@butlertransport.com





Title	Name	Phone	Email	Territory
President	George Butler	913-233-4212	georgebutler@butlertransport.com	National
Director of National Accounts	Mike Noel	612-418-0222	mnoel@butlertransport.com	National
National Account Manager	Henry C. "Hank" Paulea	816-808-9028	hpaulea@butlertransport.com	National
General Manager	Jeff Green	913-233-4221	jeffgreen@butlertransport.com	National
Operations Manager	Mike Green	913-233-4222	mikegreen@butlertransport.com	National
Region 1 Zone Manager	Thomas Brown	913-233-4220	tbrown@butlertransport.com	Central
Region 2 Zone Manager	Emma Lintz	913-233-4217	elintz@butlertransport.com	Midwest (1)
Region 3 Zone Manager	Nate Anderson	913-233-4215	nanderson@butlertransport.com	Midwest (2)
Region 4 Zone Manager	Pat Delperdang	913-233-4208	pdelperdang@butlertransport.com	Southeast
Region 5 Zone Manager	Dan Durham	913-233-4219	ddurham@butlertransport.com	East
Region 6 Zone Manager	Scott Ensor	913-233-4205	scottensor@butlertransport.com	South/Southwest
After Hours/Weekend Contact	Night Dispatch	913-233-4203	nightdispatch@butlertransport.com	National
IT Manager	Bill Taylor	913-233-4231	billtaylor@butlertransport.com	National
Billing Manager	Melanie Schneider	913-233-4226	melanies@butlertransport.com	National
Claims Manager	Nick Finazzo	913-233-4228	nfinazzo@butlertransport.com	National

Request for Taxpayer Identification Number and Certification

Give this form
to the requester. Do
NOT send to IRS.

Please print or type	Name (If joint names, list first and circle the name of the person or entity whose number you enter in Part I below. See instructions under "Name" if your name has changed.) Butler Transport, Inc.	
	Address (number and street) 347 N. James Street	List account number(s) here (optional)
	City, state, and ZIP code Kansas City, KS. 66118	

Part I Taxpayer Identification Number

Enter your taxpayer identification number in the appropriate box. For individuals and sole proprietors, this is your social security number. For other entities, it is your employer identification number. If you do not have a number, see *How To Obtain a TIN*, below.

Note: If the account is in more than one name, see the chart on page 2 for guidelines on whose number to enter.

Social security number										
<table style="width: 100%; border-collapse: collapse;"> <tr> <td style="border: 1px solid black; width: 20px; height: 20px;"></td> <td style="border: 1px solid black; width: 20px; height: 20px;"></td> <td style="border: 1px solid black; width: 20px; height: 20px;"></td> <td style="border: 1px solid black; width: 20px; height: 20px;"></td> <td style="border: 1px solid black; width: 20px; height: 20px;"></td> <td style="border: 1px solid black; width: 20px; height: 20px;"></td> <td style="border: 1px solid black; width: 20px; height: 20px;"></td> <td style="border: 1px solid black; width: 20px; height: 20px;"></td> <td style="border: 1px solid black; width: 20px; height: 20px;"></td> <td style="border: 1px solid black; width: 20px; height: 20px;"></td> </tr> </table>										
OR										
Employer identification number										
<table style="width: 100%; border-collapse: collapse;"> <tr> <td style="border: 1px solid black; width: 20px; height: 20px;">3</td> <td style="border: 1px solid black; width: 20px; height: 20px;">6</td> <td style="border: 1px solid black; width: 20px; height: 20px;">3</td> <td style="border: 1px solid black; width: 20px; height: 20px;">5</td> <td style="border: 1px solid black; width: 20px; height: 20px;">9</td> <td style="border: 1px solid black; width: 20px; height: 20px;">3</td> <td style="border: 1px solid black; width: 20px; height: 20px;">4</td> <td style="border: 1px solid black; width: 20px; height: 20px;">12</td> <td style="border: 1px solid black; width: 20px; height: 20px;">3</td> </tr> </table>	3	6	3	5	9	3	4	12	3	
3	6	3	5	9	3	4	12	3		

Part II For Payees Exempt From Backup Withholding (See Instructions)

Requester's name and address (optional)

Certification.—Under penalties of perjury, I certify that:

- (1) The number shown on this form is my correct taxpayer identification number (or I am waiting for a number to be issued to me), and
- (2) I am not subject to backup withholding because: (a) I am exempt from backup withholding, or (b) I have not been notified by the Internal Revenue Service (IRS) that I am subject to backup withholding as a result of a failure to report all interest or dividends, or (c) the IRS has notified me that I am no longer subject to backup withholding (does not apply to real estate transactions, mortgage interest paid, the acquisition or abandonment of secured property, contributions to an individual retirement arrangement (IRA), and payments other than interest and dividends).

Certification Instructions.—You must cross out item (2) above if you have been notified by IRS that you are currently subject to backup withholding because of underreporting interest or dividends on your tax return. (Also see Signing the Certification under Specific Instructions, on page 2.)

Please Sign Here	Signature <i>Judith Lee Butler</i>	Date <i>5-24-06</i>
------------------	------------------------------------	---------------------

Instructions
(Section references are to the Internal Revenue Code.)

Purpose of Form.—A person who is required to file an information return with IRS must obtain your correct taxpayer identification number (TIN) to report income paid to you, real estate transactions, mortgage interest you paid, the acquisition or abandonment of secured property, or contributions you made to an individual retirement arrangement (IRA). Use Form W-9 to furnish your correct TIN to the requester (the person asking you to furnish your TIN), and, when applicable, (1) to certify that the TIN you are furnishing is correct (or that you are waiting for a number to be issued), (2) to certify that you are not subject to backup withholding, and (3) to claim exemption from backup withholding if you are an exempt payee. Furnishing your correct TIN and making the appropriate certifications will prevent certain payments from being subject to the 20% backup withholding.

Note: If a requester gives you a form other than a W-9 to request your TIN, you must use the requester's form.

How To Obtain a TIN.—If you do not have a TIN, apply for one immediately. To apply, get Form SS-5, Application for a Social Security Number Card (for individuals) from your local office of the Social Security Administration, or Form SS-4, Application for Employer Identification Number (for businesses and all other entities), from your local Internal Revenue Service office.

To complete Form W-9 if you do not have a TIN, write "Applied For" in the space for the TIN in Part I, sign and date the form, and give it to the requester. Generally, you will then have 60 days to obtain a TIN and furnish it to the requester. If the requester does not receive your TIN within 60 days, backup withholding, if applicable, will begin

and continue until you furnish your TIN to the requester. For reportable interest or dividend payments, the payer must exercise one of the following options concerning backup withholding during this 60-day period. Under option (1), a payer must backup withhold on any withdrawals you make from your account after 7 business days after the requester receives this form back from you. Under option (2), the payer must backup withhold on any reportable interest or dividend payments made to your account, regardless of whether you make any withdrawals. The backup withholding under option (2) must begin no later than 7 business days after the requester receives this form back. Under option (2) the payer is required to refund the amounts withheld if your certified TIN is received within the 60-day period and you were not subject to backup withholding during that period.

Note: Writing "Applied For" on the form means that you have already applied for a TIN OR that you intend to apply for one in the near future.

As soon as you receive your TIN, complete another Form W-9, include your TIN, sign and date the form, and give it to the requester.

What Is Backup Withholding?—Persons making certain payments to you are required to withhold and pay to IRS 20% of such payments under certain conditions. This is called "backup withholding." Payments that could be subject to backup withholding include interest, dividends, broker and barter exchange transactions, rents, royalties, nonemployee compensation, and certain payments from fishing boat operators, but do not include real estate transactions.

If you give the requester your correct TIN, make the appropriate certifications, and report all your taxable interest and dividends on your tax return, your payments will not be subject to backup withholding. Payments you receive will be subject to backup withholding if:

- (1) You do not furnish your TIN to the requester, or
 - (2) IRS notifies the requester that you furnished an incorrect TIN, or
 - (3) You are notified by IRS that you are subject to backup withholding because you failed to report all your interest and dividends on your tax return (for interest and dividend accounts only), or
 - (4) You fail to certify to the requester that you are not subject to backup withholding under (3) above (for interest and dividend accounts opened after 1983 only), or
 - (5) You fail to certify your TIN. This applies only to interest, dividend, broker, or barter exchange accounts opened after 1983, or broker accounts considered inactive in 1983.
- For other payments, you are subject to backup withholding only if (1) or (2) above applies.
- Certain payees and payments are exempt from backup withholding and information reporting. See *Payees and Payments Exempt From Backup Withholding*, below, and *Exempt Payees and Payments under Specific Instructions*, on page 2, if you are an exempt payee.
- Payees and Payments Exempt From Backup Withholding.**—The following is a list of payees exempt from backup withholding and for which no information reporting is required. For interest and dividends, all listed payees are exempt except item (9). For broker transactions, payees listed in (1) through (13), and a person registered under the Investment Advisers Act of 1940 who regularly acts as a broker are exempt. Payments subject to reporting under sections 6041 and 6041A are generally exempt from backup withholding only if made to payees described in items (1) through (7), except that a corporation that provides medical and health care services or bills and collects payments for such services is not exempt from backup withholding or



U.S. Department
of
Transportation

**Federal Motor
Carrier Safety
Administration**

1200 New Jersey Ave., S.E.
Washington, DC 20590

October 15, 2009

In reply refer to:
Your USDOT No.: 324877
Review No.: 737908/CR

JEFF GREEN
GENERAL MANAGER
BUTLER TRANSPORT INC
347 NORTH JAMES STREET
KANSAS CITY, KS 66118-1140

Dear JEFF GREEN:

The motor carrier safety rating for your company is:

SATISFACTORY

This SATISFACTORY rating is the result of a review and evaluation of your safety fitness completed on October 14, 2009. A SATISFACTORY rating indicates that your company has adequate safety management controls in place to meet the safety fitness standard prescribed in 49 C.F.R. 385.5.

Please assure yourself that any specific deficiencies identified in the review report have been corrected. We appreciate your efforts toward promoting motor carrier safety throughout your company. If you have questions or require further information, please contact:

U.S. DEPARTMENT OF TRANSPORTATION
FEDERAL MOTOR CARRIER SAFETY ADMINISTRATION
1303 S.W. FIRST AMERICAN PLACE, SUITE 200
TOPEKA, KS 66604
Telephone No.: 785-271-1260

John Van Steenburg
Director, Office of Enforcement and
Compliance

SERVICE DATE
OCT 17 1988

PM-31
(Rev. 10/84)

INTERSTATE COMMERCE COMMISSION

PERMIT

No. MC 212216 (Sub O-P)

BUTLER TRANSPORT, INC.
OVERLAND PARK, KS

This Permit is evidence of the carrier's authority to engage in transportation as a contract carrier by motor vehicle.

This authority will be effective as long as the carrier maintains compliance with the requirements pertaining to insurance coverage for the protection of the public (49 CFR 1043); the designation of agents upon whom process may be served (49 CFR 1044); the execution of contracts (49 CFR 1053)*; and for passenger carriers, tariffs or schedules (49 CFR 1312).

This authority is subject to any terms, conditions, and limitations as are now, or may later be, attached to this privilege.

The transportation service to be performed is described on the reverse side of this document.

By the Commission.

NORETA R. MCGEE,
Secretary.

(SEAL)

*While the execution of contracts must be accomplished, it is unnecessary to file them with the Commission.

NOTE: If there are any discrepancies regarding this Permit, please notify the Commission with 30 days.

SERVICE DATE
MAR 9 1989

PM-25
(Rev. 10/84)

INTERSTATE COMMERCE COMMISSION

LICENSE

No. MC 212216 (Sub 1)

BUTLER TRANSPORT, INC.
OVERLAND PARK, KS

This License is evidence of the applicant's authority to engage in operations as a broker.

This authority will be effective as long as the broker maintains compliance with the requirements pertaining to insurance coverage for the protection of the public (49 CFR 1043) and the designation of agents upon whom process may be served (49 CFR 1044). Applicant shall render reasonably continuous and adequate service under this authority. Failure to meet these conditions will constitute sufficient grounds for the suspension, change, or revocation of this authority.

This authority is subject to any terms, conditions, and limitations as are now, or may later be, attached to this privilege.

The service to be performed is described on the reverse side of this document.

By the Commission.

NORETA R. McGEE,
Secretary.

(SEAL)

NOTE: If there are any discrepancies regarding this document, please notify the Commission with 30 days.



March 02, 2010

JUDY BUTLER
BUTLER TRANSPORT INC
347 N JAMES ST
KANSAS CITY, KS 66118-1140

CERTIFICATE OF STANDARD CARRIER ALPHA CODE (SCAC) RENEWAL

The Standard Carrier Alpha Code of **BTAK** has been renewed for:

BUTLER TRANSPORT INC
347 N JAMES ST
KANSAS CITY, KS 66118-1140
MC-212216

This Alpha Code will apply only to the company name shown above through June 30, 2011. A renewal notice will be mailed approximately one month prior to expiration and must be returned promptly together with payment to ensure its continued validity. Should the company name or address change, please notify the National Motor Freight Association, Inc. at the address above.

Alpha Codes ending with the letter "U" have been reserved for the identification of freight containers. If your Alpha Code ends with the letter "U", it should be used only for this purpose. A non-U ending Alpha Code should be obtained to satisfy other requirements such as company identification for Customs, Electronic Data Interchange, freight payments, etc.

If you participate in the Bureau of Customs and Border Protection (BCBP) automated programs (ACE, AMS, CAFES, FAST, PAPS), your SCAC and related company information has been sent to BCBP electronically and is updated on a nightly basis. If you have encountered a problem using your SCAC with BCBP, or a copy of this letter has been requested by BCBP, only then should you forward the requested information by email (preferred) as a PDF or TIF attachment, or fax to the following address:

CBP SCAC Processing
Bureau of Customs and Border Protection
7681 Boston Blvd., Beauregard 1st Fl Wing A
Springfield, VA 22153
AMS.SCAC@DHS.GOV
Fax 571.468.5650

NOTICE: Renewal of the above listed SCAC is unrelated to participation in the National Motor Freight Classification (NMFC). Further, it does not confer membership in the National Motor Freight Traffic Association, Inc. nor allow use of the NMFC in connection with freight rates. For participation and membership information, please call (703) 838-1810

Kansas Truckers Risk Management Group, Inc.

6900 COLLEGE BOULEVARD SUITE 650 OVERLAND PARK, KS 66211
PHONE:(913) 647-4800 (866) 338-3775 FAX:(913) 647-4900

CERTIFICATE OF COVERAGE

POLICY NO.: **10KT0031**

CARRIER CODE: **35300**

PARTICIPANT: **Butler Transport, Inc.**

MAILING ADDRESS: **347 North James Street
Kansas City, KS 66118**

ID NO.: **150407559**

FEIN: **481114086**

TYPE ENTITY: **Corporation**

ADDITIONAL COMPANIES:

POLICY EFFECTIVE DATE: **January 01, 2010 through December 31, 2010**

11:59 PM Standard Time at the address of the participant as stated herein.

COVERAGE: **Workers' Compensation and Employers' Liability -**

For State(s) Listed: Kansas

For coverage of the Fund to apply, the claim for such injury must be filed under the workers' compensation law in the state(s) listed.

LIMITS OF COVERAGE:

Coverage A - Workers' Compensation - Statutory

Coverage B - Employers' Liability insurance coverage shall be provided *as set forth by* the terms of the excess insurance policy issued for this policy period.

Bodily injury by Accident: **1,000,000** each accident

Bodily injury by Disease: **1,000,000** policy limit

Bodily injury by Disease: **1,000,000** each employee

The Premium will be determined by the rules, classifications, and rates published by the National Council on Compensation Insurance subject to verification by audit at the end of each Fund year.

This document is intended for use as evidence that the insurance as described herein has been effected and shall be subject to the terms and conditions of the Kansas Workers Compensation Act.

Loss prevention services are provided to all participants. Please do not hesitate to contact Kansas Truckers Risk Management Group, Inc. for loss prevention assistance.

Refer to Fund Bylaws and Administration Guidelines for procedures in administering the Fund.



Date

12/10/09

Lisa Montgomery - Administrator