CELADON GROUP INC
Form 10-K/A
May 18, 2012

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-K/A
Amendment No. 1

x ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended June 30, 2011

OR

o TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from _________________ to ______________

Commission file number: 001-34533

CELADON GROUP, INC.
(Exact name of registrant as specified in its charter)

Delaware	13-3361050
(State or other jurisdiction of Incorporation or organization)	(I.R.S. Employer Identification Number)
9503 East 33rd Street Indianapolis, IN	46235
(Address of principal executive offices)	(Zip Code)

Registrant's telephone number, including area code: (317) 972-7000

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Name of each exchange on which registered
Common Stock ($0.033 par value)	New York Stock Exchange
Series A Junior Participating Preferred Stock Purchase Rights	New York Stock Exchange

Securities registered pursuant to Section 12(g) of the Act: None

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate website, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.	oYes	xNo
Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 of Section 15(d) of the Act.	oYes	xNo
Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.	xYes	oNo
Indicate by check mark whether the registrant has submitted electronically and posted on its corporate website, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that theregistrant was required to submit and post such files).	oYes	oNo

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. o

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer. See definition of "accelerated filer and large accelerated filer" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer	o	Accelerated filer	x
Non-accelerated filer	o (Do not check if a smaller reporting company)	Smaller reporting company	o

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act). oYes xNo

On December 31, 2010, the last business day of the registrant's most recently completed second fiscal quarter, the aggregate market value of the registrant's common stock ($0.033 par value) held by non-affiliates (19,836,599 shares) was approximately $293 million based upon the reported last sale price of the common stock on that date. The exclusion from such amount of the market value of shares of common stock owned by any person shall not be deemed an admission by the registrant that such person is an affiliate of the registrant.

The number of outstanding shares of the registrant's common stock as of the close of business on August 24, 2011 was 22,522,237.

DOCUMENTS INCORPORATED BY REFERENCE

Part III of Form 10-K/A - Portions of Definitive Proxy Statement for the 2011 Annual Meeting of Stockholders

CELADON GROUP, INC.
FORM 10-K/A

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EXPLANATORY NOTE

This Amendment No. 1 on Form 10-K/A (Amendment No. 1) amends the Annual Report on Form 10-K of Celadon Group, Inc. (the Company) for the fiscal year ended June 30, 2011 as originally filed with the Securities and Exchange Commission (the SEC) on September 2, 2011 (the Original Filing). This Form 10-K/A amends the Original Filing to change the classification of most of the Company's revenue equipment leases from operating leases to capital leases. Further explanation regarding such change is set forth in Note 2 to the consolidated financial statements contained in this Amendment No. 1. This Amendment No. 1 amends and restates the Original Filing in its entirety. The following sections of the Original Filing were revised:

- Item 1A – Risk Factors
- Item 6 – Selected Financial Data
- Item 7 – Management's Discussion and Analysis of Financial Condition and Results of Operations
- Item 8 – Financial Statements and Supplementary Data
- Item 9A – Controls and Procedures

In addition, the Company's Chief Executive Officer and Chief Financial Officer have provided new certifications in connection with this Amendment No. 1 (Exhibits 31.1, 31.2, 32.1, and 32.2).

Except as described above, no other amendments have been made to the Original Filing. This Amendment continues to speak as of the date of the Original Filing, and the Company has not updated the disclosure contained herein to reflect events that have occurred since the date of the Original Filing. Amendment No. 1 should be read in conjunction with the Company's other filings made with the SEC subsequent to the filing of the Original Filing, including any amendments to those filings.

PART I

Disclosure Regarding Forward Looking Statements

The Private Securities Litigation Reform Act of 1995 provides a "safe harbor" for forward-looking statements. Certain statements contained in this Form 10-K/A and those portions of the 2011 Proxy Statement incorporated by reference may be considered forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995 and, as such, involve known and unknown risks, uncertainties and other factors which may cause the actual results, events, performance, or achievements of the Company to be materially different from any future results, events, performance, or achievements expressed or implied by such forward-looking statements. Words such as "anticipates," "estimates," "expects," "projects," "intends," "plans," "believes," and words or terms of similar substance used in connection with any discussion of future operating results, financial performance, or business plans identify forward-looking statements. All forward-looking statements reflect our management's present expectation of future events and are subject to a number of important factors and uncertainties that could cause actual results to differ materially from those described in the forward-looking statements. While it is impossible to identify all factors that may cause actual results to differ, the risks and uncertainties that may affect the Company's business, performance, and results of operations include the factors discussed in Item 1A of this report. Subsequent written and oral forward-looking statements attributable to the Company or persons acting on its behalf are expressly qualified in their entirety by the cautionary statements in this paragraph and elsewhere in this Form 10-K/A.

All such forward-looking statements speak only as of the date of this Form 10-K/A. The Company expressly disclaims any obligation or undertaking to release publicly any updates or revisions to any forward-looking statements contained herein to reflect any change in the Company's expectations with regard thereto or any change in events, conditions, or circumstances on which any such statement is based.

For these statements, we claim the protection of the safe harbor for forward-looking statements contained in Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934 ("Exchange Act"), as amended.

References to the "Company", "Celadon", "we", "us", "our" and words of similar import refer to Celadon Group, Inc. and its consolidated subsidiaries.

Item 1. Business

Introduction

We are one of North America's twenty largest truckload carriers as measured by revenue. We generated $568.3 million in operating revenue during our fiscal year ended June 30, 2011. We have grown significantly since our incorporation in 1986 through internal growth and a series of acquisitions since 1995. As a dry van truckload carrier, we generally transport full trailer loads of freight from origin to destination without intermediate stops or handling. Our customer base includes Fortune 500 shippers such as Alcoa, Carrier Corporation, General Electric, International Truck & Engine, John Deere, Kohler Company, Philip Morris, Phillips Lighting, Proctor & Gamble, and Wal-Mart.

In our international operations, we offer time-sensitive transportation in and between the United States and its two largest trading partners, Mexico and Canada. We generated approximately 44% of our revenue in fiscal 2011 from international movements, and we believe our annual border crossings make us the largest provider of international truckload movements in North America. We believe that our strategically located terminals and experience with the language, culture, and border crossing requirements of each North American country provide a competitive advantage in the international trucking marketplace.

We believe our international operations, particularly those involving Mexico, offer an attractive business niche for several reasons. The additional complexity and the need to establish cross-border business partners and to develop a strong organization and an adequate infrastructure in Mexico afford some barriers to competition that are not present in traditional U.S. truckload service. Information regarding our revenue derived from foreign customers and long-lived assets located in foreign countries is set forth in Note 10 to the consolidated financial statements filed as part of this report.

Our success is partially dependent upon the success of our operations in Mexico and Canada, and we are subject to risks of doing business internationally, including fluctuations in foreign currencies, changes in the economic strength of the countries in which we do business, difficulties in enforcing contractual obligations and intellectual property rights, burdens of complying with a wide variety of international and United States export and import laws, and social, political, and economic instability. Additional risks associated with our foreign operations, including restrictive trade policies and imposition of duties, taxes, or government royalties by foreign governments, are present but largely mitigated by the terms of NAFTA.

In addition to our international business, we offer a broad range of truckload transportation services within the United States, including long-haul, regional, dedicated, less-than-truckload, intermodal, and logistics. With a series of acquisitions, we expanded our operations and service offerings within the United States and significantly improved our lane density, freight mix, and customer diversity.

Operating and Sales Strategy

We approach our trucking operations as an integrated effort of marketing, customer service, and fleet management. We have identified as priorities: increasing our freight rates; raising our service standards; rebalancing lane flows to enhance asset utilization; and identifying and acquiring suitable acquisition candidates and successfully integrating acquired operations. To accomplish these objectives, we have sought to instill high levels of discipline, cooperation, and trust between our operations and sales departments. As a part of this integrated effort, our operations and sales departments have developed the following strategies, goals, and objectives:

- Seeking high yielding freight from targeted industries, customers, regions, and lanes that improves our overall network density and diversifies our customer and freight mix. We believe that by focusing our sales resources on targeted regions and lanes with emphasis on cross-border or international moves and a north - south direction, we can improve our lane density and equipment utilization, increase our average revenue per mile, and control our average cost per mile. Each piece of business has rate and productivity goals that are designed to improve our yield management. We believe that by increasing the business we do with less cyclical shippers, our ability to improve rate per mile increases.

- Focusing on asset productivity. Our primary productivity measure is revenue per tractor per week. Within revenue per tractor we examine rates, non-revenue miles, and loaded miles per tractor. We actively analyze customers and freight movements in an effort to enhance the revenue production of our tractors. We also attempt to concentrate our equipment in defined operating lanes to create more predictable movements, reduce non-revenue miles, and shorten turn times between loads.

- Operating a modern fleet to reduce maintenance costs and improve safety and driver retention. We believe that updating our tractor fleet has produced several benefits, including enhanced safety, driver recruitment, and retention. We have taken an important step toward modernizing our fleet. We shortened the replacement cycle for our tractors from four years to three years. This trade policy has allowed us to recognize significant benefits over the past few years because maintenance and tire expenses increase significantly for tractors beyond the third year of operation, as wear and tear increases and some warranties expire.

- Continuing our emphasis on service, safety, and technology. We offer just-in-time, time-definite, and other premium transportation services to meet the expectations of our service-oriented customers. We believe that targeting premium service freight permits us to obtain higher rates, build long-term, service-based customer relationships, and avoid competition from railroad, intermodal, and trucking companies that compete primarily on the basis of price. We believe our recent safety record has been among the best in our industry. In May 2009 we were awarded the Indiana Motor Truck Associations Large Fleet Safety Award for the fourth time in five years. We have made significant investments in technologies that are intended to reduce costs, afford a competitive advantage with service-sensitive customers, be environmentally friendly, and promote economies of scale. Examples of these technologies are Qualcomm satellite-based tracking and communications systems, our proprietary CelaTrac system that enables customers to track shipments and access other information via the Internet, and document imaging.

- Maintaining our leading position in cross-border truckload shipments while offering diversified, nationwide transportation services in the U.S. We believe our strategically located terminals and experience with the languages, cultures, and border crossing requirements of all three North American countries provide us with competitive advantages in the international trucking marketplace. As a result of these advantages, we believe we are the industry leader in cross-border movements between North American countries. These cross-border shipments, which comprised 44% of our revenue in fiscal 2011, are balanced by a strong and growing business with domestic freight from service-sensitive customers.

- Seeking strategic acquisitions to broaden our existing domestic operations. We have made twelve trucking company acquisitions since 1995 and continue to evaluate acquisition candidates. Our current acquisition strategy is focused on broadening our domestic operations through the addition of carriers that improve our lane density, customer diversity, and service offerings.

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Other Services

Celadon Dedicated Services. Through Celadon Dedicated Services, we provide warehousing and trucking services. Our warehouse facilities are located near our customers' manufacturing plants. We also transport the manufacturing component parts to our warehouses and sequence those parts for our customers. We then transport completed units from our customers' plants. In conjunction with our warehousing services, we offer less-than-truckload services to all our customers.

Industry and Competition

The full truckload market is defined by the quantity of goods, generally over 10,000 pounds, shipped by a single customer point-to-point and is divided into several segments by the type of trailer used to transport the goods. These segments include van, temperature-controlled, flatbed, and tank carriers. We participate in the North American van truckload market. The markets within the United States, Canada, and Mexico are fragmented, with thousands of competitors, none of whom dominate the market. We believe that the current economic pressures will continue to force many smaller and private fleets to exit the industry.

Transportation of goods by truck between the United States, Canada, and Mexico is subject to the provisions of NAFTA. Transportation of goods between the United States or Canada and Mexico consists of three components: (i) transportation from the point of origin to the Mexican border, (ii) transportation across the border, and (iii) transportation from the border to the final destination. United States and Canadian based carriers may operate within both countries. United States and Canadian carriers are not allowed to operate within Mexico, and Mexican carriers are not allowed to operate within the United States and Canada, in each case except for a 26-kilometer, or approximately 16 miles, band along either side of the Mexican border. Trailers may cross all borders. We are one of a limited number of trucking companies that participates in all three segments of this cross border market, providing or arranging for door-to-door transport service between points in the United States, Canada, and Mexico.

The truckload industry is highly competitive and fragmented. Although both service and price drive competition in the premium long haul, time sensitive portion of the market, we rely primarily on our high level of service to attract customers. This strategy requires us to focus on market segments that employ just-in-time inventory systems and other premium services. Our competitors for freight include other long-haul truckload carriers and, to a lesser extent, medium-haul truckload carriers and railroads. We also compete with other trucking companies for the services of drivers. Some of the truckload carriers with which we compete have greater financial resources, operate more revenue equipment, and carry a larger total volume of freight than we do.

Customers

We target large service-sensitive customers with time-definite delivery requirements throughout the United States, Canada, and Mexico. Our customers frequently ship in the north-south lanes (i.e., to and from locations in Mexico and locations in the United States and Eastern Canada). The sales personnel in our offices work to source northbound and southbound transport, in addition to other transportation solutions. We currently service approximately 1,700 customers. Our premium service to these customers is enhanced by the ability to provide significant trailer capacity where needed, state-of-the-art technology, well-maintained tractors and trailers, and 24/7 dispatch and reporting services. The principal types of freight transported include tobacco, consumer goods, automotive parts, various home products and fixtures, lawn tractors and assorted equipment, light bulbs, and various parts for engines.

No customer accounted for more than 10% of our total revenue during any of our three most recent fiscal years.

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Drivers and Personnel

At June 30, 2011, we employed 3,478 persons, of whom 2,414 were drivers, 226 were truck maintenance personnel, 540 were administrative personnel, and 298 were dedicated services personnel. None of our U.S. or Canadian employees are represented by a union or a collective bargaining unit.

Driver recruitment, retention, and satisfaction are essential components of our success. Historically, competition to recruit and retain drivers has been intense in the trucking industry. In the past, there has been a shortage of qualified drivers in the industry. Although the recent recession eased this competition and minimized the shortage, as the economy slowly recovers and volumes and pricing return to historical levels, we have seen the competition for qualified drivers intensify. In addition, Federal Motor Carrier Safety Administration's ("FMCSA") new Comprehensive Safety Analysis 2010 ("CSA 2010") has caused the competition for qualified drivers to intensify. Drivers are selected in accordance with specific guidelines, relating primarily to safety records, driving experience, and personal evaluations, including a physical examination and mandatory drug testing. Our drivers attend an orientation program and ongoing driver efficiency and safety programs. An increase in driver turnover can have a negative impact on our results of operations.

Independent contractors are utilized through a contract with us to supply one or more tractors and drivers for our use. Independent contractors must pay their own tractor expenses, fuel, maintenance, and driver costs and must meet our specified guidelines with respect to safety. A lease-purchase program we offered by the company provides independent contractors the opportunity to lease-to-own a tractor. As of June 30, 2011, there were 423 independent contractors providing a combined 16.1% of our tractor capacity.

Revenue Equipment

Our equipment strategy is to utilize late-model tractors and high-capacity trailers, actively manage equipment throughout its life cycle, and employ a comprehensive service and maintenance program.

We have determined that the average annual cost of maintenance and tires for tractors in our fleet rises substantially after the first three years due to a combination of greater wear and tear and the expiration of some warranty coverages. We believe these costs rise late in the trade cycle for our trailers as well. We anticipate that we will achieve ongoing savings in maintenance and tire expense by replacing tractors and trailers more often. In addition, we believe operating newer equipment will enhance our driver recruiting and retention efforts. Accordingly, we seek to manage our tractor trade cycle to approximately three years and our trailer trade cycle to approximately seven years.

The average age of our owned and leased tractors and trailers was approximately 1.9 years and 5.5 years, respectively, at June 30, 2011. We utilize a comprehensive maintenance program to minimize downtime and control maintenance costs. Centralized purchasing of spare parts and tires, and centralized control of over-the-road repairs are also used to control costs.

Fuel

We purchase the majority of our fuel through a network of over 1,924 fuel stops throughout the United States and Canada. We have negotiated discounted pricing based on certain volume commitments with these fuel stops. We maintain bulk-fueling facilities in Indianapolis, Laredo, and Kitchener, Ontario to further reduce fuel costs.

Shortages of fuel, increases in prices, or rationing of petroleum products can have a materially adverse effect on our operations and profitability. Fuel is subject to economic, political, climatic, and market factors that are outside of our control. We have historically been able to recover a majority of high fuel prices from customers in the form of fuel

surcharges. However, a portion of the fuel expense increase is not recovered due to several factors, including the base fuel price levels, which determine when surcharges are collected, truck idling, empty miles between freight shipments, and out-of-route miles. We cannot predict whether high fuel price levels will occur in the future or the extent to which fuel surcharges will be collected to offset such increases.

Regulation

Our operations are regulated and licensed by various United States federal and state, Canadian provincial, and Mexican federal agencies. Interstate motor carrier operations are subject to safety requirements prescribed by the United States Department of Transportation ("DOT"). Such matters as weight and equipment dimensions are also subject to United States federal and state regulation and Canadian provincial regulations. We operate in the United States throughout the 48 contiguous states pursuant to operating authority granted by the Federal Highway Administration, in various Canadian provinces pursuant to operating authority granted by the Ministries of Transportation and Communications in such provinces, and within Mexico pursuant to operating authority granted by Secretaria de Communiciones y Transportes. To the extent that we conduct operations outside the United States, we are subject to the Foreign Corrupt Practices Act, which generally prohibits United States companies and their intermediaries from bribing foreign officials for the purpose of obtaining or retaining favorable treatment.

Our operations are subject to various federal, state, and local environmental laws and regulations, implemented principally by the Environmental Protection Agency ("EPA") and similar state regulatory agencies, governing the management of hazardous wastes, other discharge of pollutants into the air and surface and underground waters, and the disposal of certain substances. We do not believe that compliance with these regulations has a material effect on our capital expenditures, earnings, and competitive position.

In addition, the engines used in our newer tractors are subject to emissions control regulations issued by the EPA. The regulations require progressive reductions in exhaust emissions from diesel engines for 2007 through 2010. On May 21, 2010, President Obama signed an executive memorandum directing the National Highway Traffic Safety Administration and the EPA to develop new, stricter fuel efficiency standards for heavy trucks, beginning in 2014. On August 9, 2011, the EPA released standards that will require an approximately 20% improvement in fuel economy by 2018 and reduced carbon-dioxide emissions. In December 2008, California adopted new performance requirements for diesel trucks, with targets to be met between 2011 and 2023, and California also has adopted aerodynamics requirements for certain trailers. These regulations, as well as proposed regulations or legislation related to climate change that potentially impose restrictions, caps, taxes, or other controls on emissions of greenhouse gas, could adversely affect our operations and financial results. In addition, increasing efforts to control emissions of greenhouse gases are likely to have an impact on us. The EPA has announced a finding relating to greenhouse gas emissions that may result in promulgation of greenhouse gas emission limits. Compliance with such regulations has increased the cost of new tractors, could impair equipment productivity, lower fuel mileage, and increase our operating expenses. These adverse effects, combined with the uncertainty as to the reliability of the new diesel engines and the residual values of these vehicles, could materially increase our costs or otherwise adversely affect our business or operations.

On December 20, 2010, the FMCSA issued a Notice of Proposed Rulemaking that would place additional limits on the time drivers may operate a commercial motor vehicle. Among the proposed revisions is a provision that all driving time must be completed within a 14-hour period and that timeframe must include at least a one-hour break. The proposal also provides that the 34-hour restart may only be used once per week and must include two periods between midnight and six a.m. The rule also contemplates reducing the maximum driving time in a 24-hour period from 11 hours to 10 hours. The initial public comment period on the proposal closed on March 4, 2011. The FMCSA reopened the public comment period in May and extended it until June 8, 2011. A Final Rule is expected to be published in October 2011.

We are unable to predict what form the new rules may take, how a court may rule on such challenges to such rules, and to what extent the FMCSA might attempt to materially revise the rules under the current presidential administration. On the whole, however, we believe any modifications to the current rules will decrease productivity and cause some loss of efficiency, as drivers and shippers may need to be retrained, computer programming may

require modifications, additional drivers may need to be employed or engaged, additional equipment may need to be acquired, and some shipping lanes may need to be reconfigured.

The FMCSA's new CSA 2010 initiative introduced a new enforcement and compliance model, which implements driver standards in addition to the carrier standards currently in place. Under the new regulations, the methodology for determining a carrier's DOT safety rating has been expanded to include the on-road safety performance of the carrier's drivers. As a result of these new regulations, including the expanded methodology for determining a carrier's DOT safety rating, there may be an adverse effect on our DOT safety rating. A conditional or unsatisfactory DOT safety rating could adversely affect our business, because some of our customer contracts may require a satisfactory DOT safety rating. The new regulations may also result in a reduced number of eligible drivers. If current or potential drivers are eliminated due to the Comprehensive Safety Analysis 2010 initiative, we may have difficulty attracting and retaining qualified drivers.

The FMCSA also is considering revisions to the existing rating system and the safety labels assigned to motor carriers evaluated by the DOT. We currently have a satisfactory DOT rating, which is the highest available rating under the current safety rating scale. Under the revised rating system being considered by the FMCSA, our safety rating would be evaluated more regularly, and our safety rating would reflect a more in-depth assessment of safety-based violations.

Finally, the FMCSA has proposed new rules that will require nearly all carriers, including us, to install and use electronic, on-board recorders in our tractors to electronically monitor truck miles and enforce hours-of-service. We have begun the process of installing electronic on-board recorders in all of our tractors. Such installation could cause an increase in driver turnover, adverse information in litigation, and cost increases.

The Transportation Security Administration ("TSA") has adopted regulations that require determination by the TSA that each driver who applies for or renews his or her license for carrying hazardous materials is not a security threat. This could reduce the pool of qualified drivers, which could require us to increase driver compensation, limit our fleet growth, or result in trucks sitting idle. These regulations also could complicate the matching of available equipment with hazardous material shipments, thereby increasing our response time on customer orders and our non-revenue miles. As a result, it is possible we could fail to meet the needs of our customers or could incur increased expenses to do so.

Cargo Liability, Insurance, and Legal Proceedings

We are a party to routine litigation incidental to our business, primarily involving claims for bodily injury or property damage incurred in the transportation of freight. We are responsible for the safe delivery of cargo. We self-insure personal injury and property damage claims for amounts up to $1.5 million per occurrence. Management believes our uninsured exposure is reasonable for the transportation industry, based on previous history.

We are also responsible for administrative expenses, for each occurrence involving personal injury or property damage. We are also self-insured for the full amount of all our physical damage losses, for workers' compensation losses up to $1.0 million per claim, and for cargo claims generally up to $100,000 per shipment. Subject to these self-insured retention amounts, our current workers' compensation policy provides coverage up to a maximum per claim amount of $10.0 million, and our current cargo loss and damage coverage provides coverage up to $1.0 million per shipment. We maintain separate insurance in Mexico consisting of bodily injury and property damage coverage with deductibles.

There are various claims, lawsuits, and pending actions against us and our subsidiaries that arise in the normal course of business. We believe many of these proceedings are covered in whole or in part by insurance and that none of these matters will have a materially adverse effect on our consolidated financial position or results of operations in any given period.

Seasonality

In the trucking industry, revenue generally decreases as customers reduce shipments during the winter holiday season and as inclement weather impedes operations. At the same time, operating expenses generally increase, with fuel efficiency declining because of engine idling and weather, creating more equipment repairs. For the reasons stated, third fiscal quarter net income historically has been lower than net income in each of the other three quarters of the year; excluding charges. Our equipment utilization typically improves substantially between May and October of each year because of seasonal increased shipping and better weather.

Internet Website

We maintain an Internet website where additional information concerning our business can be found. The address of that website is www.celadontrucking.com. All of our reports filed with or furnished to the Securities and Exchange Commission ("SEC") pursuant to Section 13(a) or 15(d) of the Exchange Act, including our annual report on Form 10-K/A, quarterly reports on Form 10-Q, or current reports on Form 8-K, and amendments thereto are made available free of charge on or through our Internet website as soon as reasonably practicable after such reports are electronically filed with or furnished to the SEC. Information contained on our website is not incorporated into this Annual Report on Form 10-K/A, and you should not consider information contained on our website to be part of this report.

Item 1A. Risk Factors

Our future results may be affected by a number of factors over which we have little or no control. The following issues, uncertainties, and risks, among others, should be considered in evaluating our business and growth outlook.

Our business is subject to general economic and business factors that are largely out of our control, any of which could have a materially adverse effect on our operating results.

Our business is dependent on a number of factors that may have a materially adverse effect on our results of operations, many of which are beyond our control. Some of the most significant of these factors include excess tractor and trailer capacity in the trucking industry, declines in the resale value of used equipment, strikes or work stoppages, or work slow downs at our facilities or at customer, port, border crossing, or other shipping related facilities, increases in interest rates, fuel taxes, tolls, and license and registration fees, rising costs of healthcare, and fluctuations in foreign exchange rates.

We are also affected by recessionary economic cycles, changes in customers' inventory levels, and downturns in customers' business cycles, particularly in market segments and industries, such as retail and manufacturing, where we have a significant concentration of customers, and regions of the country, such as Texas and the Midwest, where we have a significant amount of business. Economic conditions may adversely affect our customers and their ability to pay for our services. Customers encountering adverse economic conditions represent a greater potential for loss and we may be required to increase our allowance for doubtful accounts. These economic conditions may adversely affect our ability to execute our strategic plan.

In addition, we cannot predict the effects on the economy or consumer confidence of actual or threatened armed conflicts or terrorist attacks, efforts to combat terrorism, military action against a foreign state or group located in a foreign state, or heightened security requirements. Enhanced security measures could impair our operating efficiency and productivity and result in higher operating costs.

Ongoing insurance and claims expenses could significantly affect our earnings.

We self-insure for a significant portion of our claims exposure, which could significantly increase the volatility of, and decrease the amount of, our earnings. Our future insurance and claims expenses may exceed historical levels, which could reduce our earnings. We currently accrue amounts for liabilities based on our assessment of claims that arise and our insurance coverage for the periods in which the claims arise and we evaluate and revise these accruals from time-to-time based on additional information. Because of our significant self-insured amounts, we have significant exposure to fluctuations in the number and severity of claims and the risk of being required to accrue or pay additional amounts if our estimates are revised or the claims ultimately prove to be more severe than originally assessed.

We maintain insurance above the amounts for which we self-insure with licensed insurance carriers. If any claim were to exceed our coverage, we would bear the excess, in addition to our other self-insured amounts. Our insurance and claims expense could increase when our current coverage expires or we could raise our self-insured retention. Although we believe our aggregate insurance limits are sufficient to cover reasonably expected claims, it is possible that one or more claims could exceed those limits. If insurance carriers raise our premiums, our insurance and claims expense could increase, or we could find it necessary to again raise our self-insured retention or decrease our aggregate coverage limits when our policies are renewed or replaced. Our operating results and financial condition could be materially and adversely affected if these expenses increase, if we experience a claim in excess of our coverage limits, or if we experience a claim for which we do not have coverage.

We operate in a highly competitive and fragmented industry and our business may suffer if we are unable to adequately address downward pricing pressures and other results of competition.

Numerous competitive factors could impair our ability to maintain or improve our current profitability. These factors include the following:

- We compete with many other truckload carriers of varying sizes and, to a lesser extent, with less-than-truckload carriers, railroads, and other transportation companies, many of which have more equipment and greater capital resources than we do.
- Many of our competitors periodically reduce their freight rates to gain business, especially during times of reduced growth rates in the economy, which may limit our ability to maintain or increase freight rates or maintain significant growth in our business.
- Many customers reduce the number of carriers they use by selecting so-called "core carriers" as approved service providers, and in some instances we may not be selected.
- Many customers periodically accept bids from multiple carriers for their shipping needs, and this process may depress freight rates or result in the loss of some business to competitors.
- The trend toward consolidation in the trucking industry may create other large carriers with greater financial resources and other competitive advantages relating to their size.
- Advances in technology require increased investments to remain competitive, and our customers may not be willing to accept higher freight rates to cover the cost of these investments.
- Competition from non-asset-based logistics and freight brokerage companies may adversely affect our customer relationships and freight rates.
- Economies of scale that may be passed on to smaller carriers by procurement aggregation providers may improve their ability to compete with us.

We derive a significant portion of our revenue from our major customers, the loss of one or more of which could have a materially adverse effect on our business.

A significant portion of our revenue is generated from our major customers. For 2011, our top 10 customers, based on revenue, accounted for approximately 22.3% of our revenue. We do not expect this percentage to change materially for 2012. Generally, we do not have long term contractual relationships with our major customers, and we cannot assure you that our customers will continue to use our services or that they will continue at the same levels. A reduction in or termination of our services by one or more of our major customers could have a materially adverse effect on our business and operating results.

Our revenue growth may not continue at historical rates, which could adversely affect our stock price.

We experienced significant growth in revenue between 2002 and 2008. In light of the weakened economy and freight environment, our revenue for 2009 was less than the previous year, but in 2010 and 2011, our revenue has begun to rebound. We have taken strategic steps to offset portions of these revenue reductions by reducing costs and concentrating on increased fuel efficiency. We can provide no assurance that our operating margins will not be further adversely affected by these changes in economic conditions. Slower or less profitable growth could adversely affect our stock price.

Increases in driver compensation or difficulty in attracting and retaining drivers could affect our profitability and ability to grow.

The trucking industry experiences substantial difficulty in attracting and retaining qualified drivers, including independent contractors. In the past, because of the shortage of qualified drivers, the availability of alternative jobs, and intense competition for drivers from other trucking companies, we have faced difficulty increasing the number of our drivers and may continue to in the future. In addition, due to the recent economic conditions, including the cost of fuel, insurance, and tractors, the available pool of independent contractor drivers has been declining. Regulatory requirements, including the CSA 2010 initiative (discussed below), proposed hours-of-service revisions (discussed below), and any improvement in the economy could reduce the number of available drivers and force us to pay more to attract and retain drivers and independent contractors. Further, the compensation we offer our drivers and independent contractors is subject to market conditions, and we may find it necessary to increase driver and independent contractor compensation in future periods. In addition, we suffer from a high turnover rate of drivers; although our turnover rate is lower than the industry average. A high turnover rate requires us to continually recruit a substantial number of drivers in order to operate existing revenue equipment. If we are unable to continue to attract and retain a sufficient number of drivers and independent contractors, we could be required to adjust our compensation packages, let trucks sit idle, or operate with fewer trucks and face difficulty meeting shipper demands, all of which would adversely affect our growth and profitability.

We operate in a highly regulated industry and increased costs of compliance with, or liability for violation of, existing or future regulations could have a materially adverse effect on our business.

Our operations are regulated and licensed by various U.S., Canadian, and Mexican agencies. Our company drivers and independent contractors also must comply with the safety and fitness regulations of the United States DOT, including those relating to drug and alcohol testing and hours-of-service. Such matters as weight and equipment dimensions are also subject to U.S. and Canadian regulations. We also may become subject to new or more restrictive regulations relating to fuel emissions, drivers' hours-of-service, ergonomics, or other matters affecting safety or operating methods. Other agencies, such as the EPA and the Department of Homeland Security also regulate our equipment, operations, and drivers. Future laws and regulations may be more stringent and require changes in our operating practices, influence the demand for transportation services, or require us to incur significant additional costs. Higher costs incurred by us or by our suppliers who pass the costs onto us through higher prices could adversely affect our results of operations.

The DOT, through the FMCSA, imposes safety and fitness regulations on us and our drivers. On July 24, 2007, a federal appeals court vacated portions of the existing rules relating to drivers' hours of service. Two of the key portions that were vacated include the expansion of the driving day from 10 hours to 11 hours, and the "34 hour restart" requirement that drivers must have a break of at least 34 consecutive hours during each week. In November 2008, following the submission of additional data by FMCSA and several appeals and court rulings, FMSCA published its final rule, retaining the 11 hour driving day and the 34-hour restart. However, advocacy groups have continued to challenge the final rule and on October 26, 2009, the FMCSA agreed pursuant to a settlement agreement with certain advocacy groups that the Final Rule on drivers' hours-of-service would not take effect pending the publication of a new Notice of Proposed Rulemaking. Under the settlement agreement, the FMCSA will submit the draft Notice of Proposed Rulemaking to the Office of Management and Budget by July 2010 and the FMCSA will issue a Final Rule by 2012. On December 20, 2010, the FMCSA issued a Notice of Proposed Rulemaking that would place additional limits on the time drivers may operate a commercial motor vehicle. Among the proposed revisions is a provision that all driving time must be completed within a 14-hour period and that timeframe must include at least a one-hour break. The proposal also provides that the 34-hour restart may only be used once per week and must include two periods between midnight and six a.m. The rule also contemplates reducing the maximum driving time in a 24-hour period from 11 hours to 10 hours. The initial public comment period on the proposal closed on March 4, 2011. The FMCSA reopened the public comment period in May and extended it until June 8, 2011. A Final Rule is expected to be published in October 2011. The current hours-of-service rules, adopted in 2005, will remain in effect during the rulemaking proceedings. We are unable to predict what form the new hours-of-service rules may take, how a court may rule on challenges to such rules, and to what extent the FMCSA might attempt to materially revise the rules. On the whole, however, we believe that any modifications to the current rules may decrease productivity and cause some loss of efficiency, as drivers and shippers may need to be retrained, computer programming may require modifications, additional drivers may need to be employed or engaged, additional equipment may need to be acquired, and some shipping lanes may need to be reconfigured. We are also unable to predict the effect of any new rules that might be proposed if the issued rule is stricken by a court, but any such proposed rules could increase costs in our industry or decrease productivity.

The FMCSA's CSA 2010 initiative introduced a new enforcement and compliance model, which implements driver standards in addition to the carrier standards currently in place. Under the new regulations, the methodology for determining a carrier's DOT safety rating will be expanded to include the on-road safety performance of the carrier's drivers. The new regulations were implemented in the second half of 2010. As a result of these new regulations, including the expanded methodology for determining a carrier's DOT safety rating, there may be an adverse effect on our DOT safety rating. We currently have a satisfactory DOT rating, which is the highest available rating. A conditional or unsatisfactory DOT safety rating could adversely affect our business because some of our customer

contracts may require a satisfactory DOT safety rating, and a conditional or unsatisfactory rating could negatively impact or restrict our operations.

The FMCSA's CSA 2010 implemented a new enforcement and compliance model that ranks both fleets and individual drivers on certain safety-related standards. As discussed more fully below, CSA 2010 may reduce the number of eligible drivers and/or negatively impact our fleet ranking.

Additionally, the FMCSA has proposed new rules that will require nearly all carriers, including us, to install and use electronic, on-board recorders in our tractors to electronically monitor truck miles and enforce hours-of-service. We have begun the process of installing electronic on-board recorders in all of our tractors. Such installation could cause an increase in driver turnover, adverse information in litigation, and cost increases.

The EPA adopted emissions control regulations that require progressive reductions in exhaust emissions from diesel engines manufactured on or after October 1, 2002. More stringent reductions became effective on January 1, 2007 for engines manufactured on or after that date, and further reductions became effective on January 1, 2010. On May 21, 2010, President Obama signed an executive memorandum directing the National Highway Traffic Safety Administration and the EPA to develop new, stricter fuel efficiency standards for heavy trucks, beginning in 2014. On August 9, 2011, the EPA released standards that will require an approximately 20% improvement in fuel economy by 2018 and reduced carbon-dioxide emissions. Compliance with such regulations will increase the cost of new tractors, could impair equipment productivity and increase our operating expenses. These adverse effects, combined with the uncertainty as to the reliability of the new diesel engines and the residual values of these vehicles, could materially increase our costs or otherwise adversely affect our business or operations.

The TSA has adopted regulations that require the TSA to determine that each driver who renews his or her hazardous materials license or applies for a new hazardous materials license is not a security threat. This could reduce our available pool of hazardous materials drivers, and cause us to incur more costs related to driver compensation. We may experience difficulty in matching available drivers and equipment with hazardous materials shipments, which could cause delivery failures or increased non-revenue miles to re-position drivers for these loads.

Federal, state, and municipal authorities have implemented and continue to implement various security measures, including checkpoints and travel restrictions on large trucks. These regulations also could complicate the matching of available equipment with hazardous materials shipments, thereby increasing our response time on customer orders and our non-revenue miles. As a result, it is possible we may fail to meet the needs of our customers or may incur increased expenses to do so. These security measures could negatively impact our operating results.

Some states and municipalities have begun to restrict the locations and amount of time where diesel-powered tractors, such as ours, may idle, in order to reduce exhaust emissions. These restrictions could force us to alter our drivers' behavior, purchase on-board power units that do not require the engine to idle, or face a decrease in productivity.

CSA 2010 could adversely affect our profitability and operations, our ability to maintain or grow our fleet, and our customer relationships.

Under CSA 2010, drivers and fleets are evaluated and ranked based on certain safety-related standards. The methodology for determining a carrier’s DOT safety rating has been expanded to include the on-road safety performance of the carrier’s drivers. As a result, certain current and potential drivers may no longer be eligible to drive for us, our fleet could be ranked poorly as compared to our peers, and our safety rating could be adversely impacted. Failure to cure such deficiencies, or the occurrence of future deficiencies could cause high-quality drivers to seek other carriers or could cause our customers to direct their business away from us and to carriers with higher fleet rankings, either of which would adversely affect our results of operations. Additionally, competition for drivers with favorable safety ratings may increase and thus provide for increases in driver related compensation costs.

We have significant ongoing capital requirements that could affect our profitability if we are unable to generate sufficient cash from operations and obtain financing on favorable terms.

The truckload industry is capital intensive, and our policy of operating newer equipment requires us to expend significant amounts annually. If we elect to expand our fleet in future periods, our capital needs would increase. We expect to pay for projected capital expenditures with a combination of capital and operating leases , cash flows from operations, and borrowings under our line of credit. If we are unable to generate sufficient cash from operations and obtain financing on favorable terms in the future, we may have to limit our growth, enter into less favorable financing arrangements, or operate our revenue equipment for longer periods, any of which could have a materially adverse effect on our profitability.

Fluctuations in the price or availability of fuel, as well as hedging activities, surcharge collection, and the volume and terms of diesel fuel purchase commitments may increase our cost of operation, which could materially and adversely affect our profitability.

Fuel is one of our largest operating expenses. Diesel fuel prices fluctuate greatly due to economic, political, climatic, and other factors beyond our control. Fuel is also subject to regional pricing differences and often costs more on the West Coast, where we have significant operations. From time-to-time we have used fuel surcharges, hedging contracts, and volume purchase arrangements to attempt to limit the effect of price fluctuations. Although we seek to recover a portion of the short-term increases in fuel prices from customers through fuel surcharges, these arrangements do not fully offset the increase in the cost of diesel fuel and also may result in us not receiving the full

benefit of any fuel price decreases. We have fuel hedging contracts in place covering a small percentage of our estimated fuel purchases. We may be forced to make cash payments under the hedging arrangements. Based on current market conditions we have decided to limit our hedging and purchase commitments, but we continue to evaluate such measures. The absence of meaningful fuel price protection through these measures, fluctuations in fuel prices, or a shortage of diesel fuel, could materially and adversely affect our results of operations.

We may not make acquisitions in the future, or if we do, we may not be successful in our acquisition strategy.

We have made twelve acquisitions since 1995. Accordingly, acquisitions have provided a substantial portion of our growth. There is no assurance that we will be successful in identifying, negotiating, or consummating any future acquisitions. If we fail to make any future acquisitions, our growth rate could be materially and adversely affected.

Any acquisitions we undertake could involve the dilutive issuance of equity securities and/or incurring indebtedness. In addition, acquisitions involve numerous risks, including difficulties in assimilating the acquired company's operations, the diversion of our management's attention from other business concerns, risks of entering into markets in which we have had no or only limited direct experience, and the potential loss of customers, key employees, and drivers of the acquired company, any of which could have a materially adverse effect on our business and operating results. If we make acquisitions in the future, we cannot assure you that we will be able to successfully integrate the acquired companies or assets into our business.

If we cannot effectively manage the challenges associated with doing business internationally, our revenues and profitability may suffer.

Our success is dependent upon the success of our operations in Mexico and Canada, and we are subject to risks of doing business internationally, including fluctuations in foreign currencies, changes in the economic strength of the countries in which we do business, difficulties in enforcing contractual obligations and intellectual property rights, burdens of complying with a wide variety of international and United States export and import laws, and social, political, and economic instability. Additional risks associated with our foreign operations, including restrictive trade policies and imposition of duties, taxes, or government royalties by foreign governments, are present but largely mitigated by the terms of NAFTA. The recent agreement permitting cross border movements for both United States and Mexican based carriers into the United States and Mexico presents additional risks in the form of increased competition and the potential for increased congestion on our cross border lanes. In addition, we could be subject to additional regulatory risks related to the use of Mexican drivers through our Mexico subsidiary for shipments into the United States.

Increased prices, reduced productivity, and restricted availability of new revenue equipment may adversely affect our earnings and cash flows.

We have experienced higher prices for new tractors over the past few years, partially as a result of government regulations applicable to newly manufactured tractors and diesel engines, in addition to higher commodity prices and better pricing power among equipment manufacturers. More restrictive EPA emissions standards that went into effect in 2007 and 2010 are more stringent than prior standards and will require vendors to introduce new engines. Our business could be harmed if we are unable to continue to obtain an adequate supply of new tractors and trailers for these or other reasons. As a result, we expect to continue to pay increased prices for equipment and incur additional expenses and related financing costs for the foreseeable future. Furthermore, the new engines are expected to reduce equipment efficiency and lower fuel mileage and, therefore, increase our operating expenses.

We are required to maintain disclosure controls and procedures. As of March 31, 2012, our disclosure controls and procedures were not effective due to a material weakness.

Our management, with the participation of our Chief Executive Officer and our Chief Financial Officer, concluded that, as of March 31, 2012, our disclosure controls and procedures were ineffective due to a material weakness in our internal control over financial reporting. The material weakness arose because our previously established equipment lease accounting practices were not in accordance with GAAP. As a result, we are required to restate our fiscal 2011 financial statements and our interim financial statements for the first and second quarters of fiscal 2012. Effective internal controls are necessary for us to provide reliable financial reports and to effectively prevent fraud. We cannot assure you that the measures we will take to remediate the material weakness will be successful or that we will implement and maintain adequate controls over our financial processes and reporting in the future as we continue our growth. If we are unable to establish appropriate internal financial reporting controls and procedures, it could cause us to fail to meet our reporting obligations, result in the further restatement of our financial statements, harm our operating results, subject us to regulatory scrutiny and sanction, cause investors to lose confidence in our reported financial information and have a negative effect on the market price of our common stock.

Our operations are subject to various environmental laws and regulations, the violation of which could result in substantial fines or penalties.

In addition to direct regulation by the DOT and other agencies, we are subject to various environmental laws and regulations dealing with the hauling and handling of hazardous materials, fuel storage tanks, air emissions from our vehicles and facilities, and discharge and retention of storm water. We operate in industrial areas, where truck

terminals and other industrial activities are located, and where groundwater or other forms of environmental contamination have occurred. Our operations involve the risks of fuel spillage or seepage, environmental damage, and hazardous waste disposal, among others. We also maintain underground bulk fuel storage tanks and fueling islands at two of our facilities. A small percentage of our freight consists of low-grade hazardous substances, which subjects us to a wide array of regulations. If we are involved in a spill or other accident involving hazardous substances, if there are releases of hazardous substances we transport, or if we are found to be in violation of applicable laws or regulations, we could be subject to liabilities that could have a materially adverse effect on our business and operating results. If we should fail to comply with applicable environmental regulations, we could be subject to substantial fines or penalties and to civil and criminal liability.

Regulations limiting exhaust emissions became more restrictive in 2010. Engines meeting new emissions standards generally cost more and require additional maintenance compared with earlier models. Compliance with such regulations has increased the cost of our new tractors and could impair equipment productivity, lower fuel mileage, and increase our operating expenses. These adverse effects, combined with the uncertainty as to the reliability of the newly designed diesel engines and the residual values of these vehicles, could materially increase our costs or otherwise adversely affect our business or operations.

On May 21, 2010, President Obama signed an executive memorandum directing the National Highway Traffic Safety Administration and the EPA to develop new, stricter fuel efficiency standards for heavy trucks, beginning in 2014. On August 9, 2011, the EPA released standards that will require an approximately 20% improvement in fuel economy by 2018 and reduced carbon-dioxide emissions. Compliance with such regulations will increase the cost of new tractors, could impair equipment productivity, lower fuel mileage, and increase our operating expenses. These adverse effects, combined with the uncertainty as to the reliability of the new diesel engines and the residual values of these vehicles, could materially increase our costs or otherwise adversely affect our business or operations.

Concern over climate change, including the impact of global warming, has led to significant legislative and regulatory efforts to limit greenhouse gas emissions, and some form of federal climate change legislation is possible in the relatively near future. Regulations related to climate change that potentially impose restrictions, caps, taxes, or other controls on emissions of greenhouse gases could adversely affect our operations and financial results. More specifically, legislative or regulatory actions related to climate change could adversely impact us by increasing our fuel costs and reducing fuel efficiency and could result in the creation of substantial additional capital expenditures and operating costs in the form of taxes, emissions allowances, or required equipment upgrades. Until the timing, scope, and extent of any future regulation becomes known, we cannot predict its effect on our cost structure or our operating results; however, any future regulation could impair our operating efficiency and productivity and result in higher operating costs.

If we are unable to retain our key employees, our business, financial condition, and results of operations could be adversely affected.

We are highly dependent upon the services of certain key employees, including, but not limited to: Stephen Russell, our Chairman of the Board and Chief Executive Officer; Paul Will, our Vice Chairman of the Board, President, and Chief Operating Officer; and Jonathan Russell, President of Asset Light Business Units. Although we have an employment agreement with Mr. Stephen Russell and a separation agreement with Mr. Will and Mr. Jonathan Russell, the loss of their services could negatively impact our operations and future profitability.

Seasonality and the impact of weather affect our operations and profitability.

Our tractor productivity decreases during the winter season because inclement weather impedes operations, and some shippers reduce their shipments after the winter holiday season. Revenue can also be affected by bad weather and holidays, since revenue is directly related to available working days of shippers. At the same time, operating expenses increase, with fuel efficiency declining because of engine idling and harsh weather creating higher accident frequency, increased claims, and more equipment repairs. We could also suffer short-term impacts from weather-related events such as hurricanes, blizzards, ice storms, and floods that could harm our results or make our results more volatile. Weather and other seasonal events could adversely affect our operating results.

Our business is subject to certain credit factors affecting the trucking industry that are largely out of our control and that could have a materially adverse effect on our operating results.

There continues to be some concern over the instability of the credit markets and the economy. If the economy and credit markets weaken further, our business, financial results, and results of operations could be materially and adversely affected, especially if consumer confidence declines and domestic spending decreases. Although we think it is unlikely given our current cash position, we may need to incur additional indebtedness or issue debt or equity securities in the future to fund working capital requirements, make investments, or for general corporate purposes. If the credit and equity markets erode further, our ability to do so may be constrained. Although some stability has returned to the equity markets, there still exists enough economic uncertainty that could cause the market price of our stock to be volatile.

Our primary credit agreement contains certain covenants, restrictions, and requirements, and we may be unable to comply with the covenants, restrictions, and requirements. A default could result in the acceleration of all or part of our outstanding indebtedness, which could have an adverse effect on our financial condition, liquidity, results of operations, and the price of our common stock.

We have financing arrangements that contain certain restrictions and covenants relating to, among other things, dividends, liens, acquisitions and dispositions outside of the ordinary course of business, affiliate transactions, and financial covenants. If we fail to comply with any of our financing arrangement covenants, restrictions, and requirements, we will be in default under the relevant agreement, which could cause acceleration. Deterioration in the credit markets may make it difficult or expensive to refinance accelerated debt or we may have to issue equity securities, which would dilute stock ownership. Even if new financing is made available to us, the current lack of available credit and consequent more stringent borrowing terms may mean that credit is not available to us on acceptable terms. A default under our financing arrangements could cause a materially adverse effect on our liquidity, financial condition, and results of operations. See "Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations – Primary Credit Agreement" for additional information on our primary credit agreement.

Restrictions on travel to and from any of the three countries we operate in due to health epidemics could significantly disrupt our operations and may materially and adversely affect our ability to provide services to our customers and results.

A significant amount of our business involves freight moving from the U.S. to Mexico or Canada. Our business could be materially and adversely affected by restrictions on travel to any of our three countries of operations due to a health epidemic or outbreak. Any restrictions on travel due to an epidemic or outbreak may significantly disrupt our operations and decrease our ability to provide services to our customers. Additionally, any such epidemic or outbreak may have a materially adverse effect on demand for freight, which could severely disrupt our business operations and adversely affect our financial condition and results of operations.

We depend on the proper functioning and availability of our information systems and a system failure could cause a significant disruption to our business and have a materially adverse effect on our results of operation.

We depend on the proper functioning and availability of our information systems, including financial reporting and operating systems, in operating our business. Our operating system is critical to understanding customer demands, accepting and planning loads, dispatching equipment and drivers, and billing and collecting for our services. Our financial reporting system is critical to producing accurate and timely financial statements and analyzing business information to help us manage effectively. If any of our critical information systems fail or become otherwise unavailable, whether as a result of the upgrade project or otherwise, we would have to perform the functions manually, which could temporarily impact our ability to manage our fleet efficiently, to respond to customers' requests effectively, to maintain billing and other records reliably, and to bill for services and prepare financial statements accurately or in a timely manner. Our business interruption insurance may be inadequate to protect us in the event of an unforeseeable and extreme catastrophe. Any system failure, delays, or complications, security breach, or other system failure could interrupt or delay our operations, damage our reputation, cause us to lose customers, or impact our ability to manage our operations and report our financial performance, any of which could have a materially adverse effect on our business.

Item 1B. Unresolved Staff Comments

None.

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Item 2. Properties

We operate a network of 17 terminal locations, including facilities in Laredo and El Paso, Texas, which are the two largest inland freight gateway cities between the U.S. and Mexico. Our operating terminals currently are located in the following cities:

United States	Mexico	Canada
Baltimore, MD (Leased)	Guadalajara (Leased)	Kitchener, ON (Leased)
Dallas, TX (Owned)	Mexico City (Leased)	
El Paso, TX (Owned)	Monterrey (Leased)	
Greensboro, NC (Leased)	Nuevo Laredo (Owned)	
Hampton, VA (Leased)	Puebla (Leased)	
Indianapolis, IN (Leased)	Queretaro (Leased)	
Laredo, TX (Owned and Leased)	San Luis Potisi (Leased)	
Little Rock, AR (Leased)		
Richmond, VA (Leased)		

Our executive and administrative offices occupy four buildings located on 40 acres of property in Indianapolis, Indiana. The Indianapolis, Laredo, and Kitchener terminals include administrative functions, lounge facilities for drivers, parking, fuel, maintenance, and truck washing facilities. Both of our segments use the Indianapolis facility and we have adequate space for the functions performed at our headquarters. With the exception of the warehouses listed below which are utilized exclusively by our asset light business segment, all of our other owned and leased facilities are utilized primarily by our asset-based segment. We have warehouses for our asset light business units in the following cities:

United States
Battleboro, NC (Leased)
Franklin, IN (Leased)
Janesville, WI (Leased)
Jonesville, IN (Owned)
Seymour, IN (Leased)

Item 3. Legal Proceedings

See discussion under "Cargo Liability, Insurance, and Legal Proceedings" in Item 1, and Note 8 to the consolidated financial statements, "Commitments and Contingencies."

Item 4. Submission of Matters to a Vote of Security Holders

No matters were submitted for a vote of security holders, through the solicitation of proxies or otherwise, during the quarter ended June 30, 2011.

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PART II

Item 5. Market for Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities

Price Range of Common Stock

Our common stock was listed on the NASDAQ Global Select Market under the symbol "CLDN." On November 10, 2009, our common stock began trading on the New York Stock Exchange under the symbol "CGI." The following table sets forth, for the periods indicated, the high and low sales price per share of our common stock as reported by NASDAQ and NYSE.

Fiscal 2010	High	Low
Quarter ended September 30, 2009	$ 12.49	$ 7.65
Quarter ended December 31, 2009	$ 12.20	$ 8.60
Quarter ended March 31, 2010	$ 14.38	$ 9.50
Quarter ended June 30, 2010	$ 15.99	$ 12.54

Fiscal 2011	High	Low
Quarter ended September 30, 2010	$ 16.52	$ 11.11
Quarter ended December 31, 2010	$ 15.95	$ 12.90
Quarter ended March 31, 2011	$ 16.24	$ 14.13
Quarter ended June 30, 2011	$ 16.76	$ 12.48

On August 11, 2011, there were 349 holders of our common stock based upon the number of record holders on that date. However, we estimate our actual number of stockholders is much higher because a substantial number of our shares are held of record by brokers or dealers for their customers in street names.

Dividend Policy

We did not declare any cash dividends for the two most recently completed fiscal years. We declared a cash dividend of $0.02 per share of common stock on August 17, 2011. The dividend is payable to our shareholders of record as of September 26, 2011, and is expected to be paid on October 7, 2011. Our ability to pay cash dividends is currently limited by restrictions contained in our revolving credit facility. Future payments of cash dividends will depend on our financial condition, results of operations, capital commitments, restrictions under our then-existing debt agreements, and other factors our Board of Directors may consider relevant.

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Item 6. Selected Financial Data

The statements of operations data and balance sheet data presented below have been derived from our consolidated financial statements and related notes thereto. The information set forth below should be read in conjunction with "Management's Discussion and Analysis of Financial Condition and Results of Operations" and our consolidated financial statements and related notes thereto. We have not restated our fiscal 2008 or 2007 financial statements or reviewed our revenue equipment leases in such years to confirm the correct classification under ASC 840-10-25-14. Given the age and relevance of the fiscal 2008 and 2007 financial statements, the fact that the impact in fiscal 2009, 2010, and 2011 of our restatement was to increase the net property and equipment on our balance sheets and record the capitalized lease obligations as liabilities on our balance sheets, with no material impact on stockholders' equity or net income, management determined that a restatement of the fiscal 2008 and 2007 financials for purposes of including such information under this Item 6, Selected Financial Data, was not meaningful. Accordingly, you should not rely on the fiscal 2008 or 2007 financial information set forth in this Item 6 for any purpose.

	2011 (Restated)	2010 (Restated)	2009 (Restated)	2008(5)	2007(5)
	(in thousands, except per share data and operating data)				
Statements of Operations Data:					
Freight revenue(1)	$467,002	$451,509	$409,380	$457,482	$433,012
Fuel surcharge revenue	101,247	77,109	82,182	108,413	69,680
Total revenue	568,249	528,618	491,562	565,895	502,692
Operating expense	537,463	508,786	475,653	547,097	462,592
Operating income	30,786	19,832	15,909	18,798	40,100
Interest expense, net	8,147	10,054	9 060	4,922	3,511
Other expense (income)	(4,785)	67	(227)	193	109
Income before income taxes	27,424	9,711	7,076	13,683	36,480
Provision for income taxes	12,162	5,785	4,820	7,147	14,228
Net income	$15,262	$3,926	$2,256	$6,536	$22,252
Diluted earnings per share	$0.67	$0.18	$ 0.10	$ 0.29	$ 0.94
Weighted average diluted shares outstanding	22,632	22,362	22,134	22,617	23,698
Balance Sheet Data (at end of period):					
Net property and equipment	$277,114	$321,281	$340,930	$206,199	$207,499
Total assets	416,666	449,482	444,787	329,335	306,913
Long-term debt, revolving lines of credit, and capital lease obligations, including current maturities	147,703	207,540	223,536	102,506	94,642
Stockholders' equity	171,900	150,841	143,113	143,852	147,320
Operating Data:					
For period(2):					
Average revenue per loaded mile(3)	$1.482	$1.407	$1.464	$1.503	$1.534
Average revenue per total mile(3)	$1.326	$1.267	$1.307	$1.348	$1.380
Average revenue per tractor per week(3)	$2,868	$2,843	$2,597	$2,956	$3,027
Average length of haul (in miles)	913	889	907	935	960
At end of period:					
Average seated line-haul tractors(4)	2,662	2,702	2,741	2,477	2,318
Average age of company tractors (in years)	1.9	1.5	1.5	1.8	1.6

Total trailers(4)	8,206	9,852	10,015	9,052	7,843
Average age of company trailers (in years)	5.5	5.7	5.0	4.1	3.8

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(1) Freight revenue is total revenue less fuel surcharges
(2) Unless otherwise indicated, operating data and statistics presented in this table and elsewhere in this report are for our truckload revenue and operations and exclude revenue and operations of TruckersB2B, our Mexican subsidiary, Servicio de Transportation Jaguar, S.A. de C.V. ("Jaguar"), and our less-than-truckload, local trucking or "shuttle", brokerage, and logistics.
(3) Excludes fuel surcharges.
(4) Total fleet, including equipment operated by Jaguar.
(5) Fiscal Years 2008 and 2007 are reported as originally filed

Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations

Recent Results and Fiscal Year-End Financial Condition

For the fiscal year ended June 30, 2011, total revenue increased 7.5%, to $568.2 million from $528.6 million during fiscal 2010. Freight revenue, which excludes revenue from fuel surcharges, increased 3.4%, to $467.0 million in fiscal 2011 from $451.5 million in 2010. We generated net income of $15.3 million, or $0.67 per diluted share, for fiscal 2011 compared with net income of $3.9 million, or $0.18 per diluted share, for fiscal 2010.

We believe that an improving economy and decreased industry-wide trucking capacity in fiscal 2011 compared to fiscal 2010 were the major factors that contributed to our increase in net income. Increased revenue per loaded mile due to the rebounding economy caused an increase in average revenue per tractor per week. As a result, average freight revenue per loaded mile excluding fuel surcharge for 2011 increased 5.3% to $1.482 compared with $1.407 per mile in 2010. Average freight revenue per tractor per week, our main measure of asset productivity, increased to $2,868 in 2011 compared with $2,846 for 2010. This increase was due to an increase in rates. Our operating margin, excluding the effect of fuel surcharge (which is calculated as the percentage of operating expenses net of fuel surcharge over trucking revenue), improved to 93.4% for 2011 compared with 95.6% for 2010.

At June 30, 2011, our total balance sheet debt was $147.7 million and our total stockholders' equity was $171.9 million, for a total debt to capitalization ratio of 85.9%. At June 30, 2011, we had $49.6 million of available borrowing capacity under our revolving credit facility and $25.7 million of cash on hand.

Revenue

We generate substantially all of our revenue by transporting freight for our customers. Generally, we are paid by the mile or by the load for our services. We also derive revenue from fuel surcharges, loading and unloading activities, equipment detention, other trucking related services, and from warehousing services. The main factors that affect our revenue are the revenue per mile we receive from our customers, the percentage of miles for which we are compensated, the number of tractors operating, and the number of miles we generate with our equipment. These factors relate to, among other things, the U.S. economy, inventory levels, the level of truck capacity in our markets, specific customer demand, the percentage of team-driven tractors in our fleet, driver availability, and our average length of haul.

We eliminate fuel surcharges from revenue, when calculating operating ratios and some of our operating data. We believe that eliminating the impact of this sometimes volatile source of revenue affords a more consistent basis for comparing our results of operations from period to period.

Expenses and Profitability

The main factors that impact our profitability on the expense side are the variable costs of transporting freight for our customers. These costs include fuel expense, driver-related expenses, such as wages, benefits, training, and recruitment, and independent contractor costs, which we record as purchased transportation. Expenses that have both fixed and variable components include maintenance and tire expense and our total cost of insurance and claims. These expenses generally vary with the miles we travel, but also have a controllable component based on safety, fleet age, efficiency, and other factors. Our main fixed cost is the acquisition and financing of long-term assets, primarily revenue equipment. We have other mostly fixed costs, such as our non-driver personnel and facilities expenses. In discussing our expenses as a percentage of revenue, we sometimes discuss changes as a percentage of revenue before fuel surcharges, in addition to absolute dollar changes, because we believe the high variable cost nature of our business makes a comparison of changes in expenses as a percentage of revenue more meaningful at times than

absolute dollar changes.

The trucking industry has experienced significant increases in expenses over the past several years, in particular those relating to equipment costs, driver compensation, insurance, and fuel. As the United States economy slowed down, many trucking companies were forced to lower freight rates to keep their trucks moving. As the economy has started to improve, we are increasing rates as contracts expire or as the spot quote market allows. Over the long term, we expect a limited pool of qualified drivers and intense competition to recruit and retain those drivers to constrain overall industry capacity. Assuming a return to economic growth in U.S. manufacturing, retail, and other high volume shipping industries, we expect to be able to raise freight rates in line with or faster than expenses.

Revenue Equipment

We operate 2,800 tractors and 8,206 trailers. Of our tractors at June 30, 2011, 971 were owned, 109 were acquired under operating leases, 1,297 were acquired under capital leases, and 423 were provided by independent contractors, who own and drive their own tractors. Of our trailers at June 30, 2011, 3,442 were owned, 200 were acquired under operating leases, and 4,564 were acquired under capital leases,

We use a combination of cash and leases to acquire our new tractors. Most of our new trailers are acquired with leases. These leases generally run for a period of three years for tractors and seven years for trailers. When we finance revenue equipment acquisitions with operating leases, rather than borrowings or capital leases, the interest component of our financing activities is recorded as an "above-the-line" operating expense on our statements of operations.

Independent contractors (owner operators) provide a tractor and a driver and are responsible for all operating expenses in exchange for a fixed payment per mile. We do not have the capital outlay of purchasing the tractors. The payments to independent contractors are recorded in purchased transportation and the payments for equipment under operating leases are recorded in revenue equipment rentals. Expenses associated with independent contractors, such as interest, depreciation, driver compensation, fuel, and other expenses are not incurred by the Company. Because obtaining equipment from independent contractors and through operating leases effectively shifts these expenses from interest to "above the line" operating expenses, we evaluate our efficiency using our operating ratio as well as income before income taxes.

Outlook

Looking forward, our profitability goal is to return our operating ratio to the low 90s in the near term and subsequently achieve an operating ratio of less than 90%. We expect this to require improvements in rate per mile and miles per tractor and decreased non-revenue miles. Because a large percentage of our costs are variable, changes in revenue per mile affect our profitability to a greater extent than changes in miles per tractor. For fiscal 2012, the key factors that we expect to have the greatest effect on our profitability are our freight revenue per tractor per week (which will be affected by the general freight environment, including the balance of freight demand and industry-wide trucking capacity), our compensation of drivers, our cost of revenue equipment (particularly in light of the 2010 EPA engine requirements), our fuel costs, and our insurance and claims. To overcome cost increases and improve our margins, we will need to achieve increases in freight revenue per tractor. Operationally, we will seek improvements in safety, driver recruiting, and retention. Our success in these areas primarily will affect revenue, driver-related expenses, and insurance and claims expense. Given the slowly recovering economy, we believe achieving our near term profitability goal will be difficult to achieve.

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Results of Operations

The following tables set forth the percentage relationship of revenue and expense items to operating and freight revenue for the periods indicated.

	Fiscal year ended June 30,		
	2011 (Restated)	2010 (Restated)	2009 (Restated)
Operating revenue	100 %	100.0 %	100.0 %
Operating expenses:			
Salaries, wages, and employee benefits	26.4	29.5	31.7
Fuel	24.4	23.7	25.6
Purchased transportation	18.8	15.6	11.4
Revenue equipment rentals	0.3	0.7	1.3
Operations and maintenance	7.2	6.9	7.2
Insurance and claims	3.2	3.2	2.8
Depreciation and amortization	10.0	11.4	11.0
Cost of products and services sold	0.6	1.1	1.2
Communication and utilities	0.7	0.9	1.0
Operating taxes and licenses	1.7	1.9	2.0
General and other operating	1.3	1.3	1.6
Total operating expenses	94.6	96.2	96.8
Operating income	5.4	3.8	3.2
Other expense:			
Interest expense, net	1.4	2.0	1.7
Other expense (income), net	(0.8)	---	---
Income before income taxes	4.8	1.8	1.5
Provision for income taxes	2.1	1.1	1.0
Net income	2.7 %	0.7 %	0.5 %

	2011 (Restated)	2010 (Restated)	2009 (Restated)
Freight revenue(1)	100.0 %	100.0 %	100.0 %
Operating expenses:			
Salaries, wages, and employee benefits	32.2	34.6	38.0
Fuel	8.0	10.6	10.7
Purchased transportation	22.8	18.3	13.6
Revenue equipment rentals	0.3	0.8	1.6
Operations and maintenance	8.8	8.1	8.7
Insurance and claims	3.9	3.8	3.4
Depreciation and amortization	12.2	13.3.	13.2
Cost of products and services sold	0.8	1.3	1.4
Communication and utilities	0.9	1.1	1.2
Operating taxes and licenses	2.1	2.2	2.4
General and other operating	1.4	1.5	1.9

Total operating expenses	93.4	95.6	96.1
Operating income	6.6	4.4	3.9
Other expense:			
Interest expense, net	1.8	2.2	2.2
Other expense (income), net	(1.1)	---	---
Income before income taxes	5.9	2.2	1.7
Provision for income taxes	2.6	1.3	1.1
Net income	3.3 %	0.9 %	0.6 %

(1) Freight revenue is total operating revenue less fuel surcharges. In this table, fuel surcharges are eliminated from revenue and subtracted from fuel expense. The amounts were $101.2 million, $77.1 million, and $82.2 million 2011, 2010, and 2009, respectively.

Fiscal year ended June 30, 2011, compared with fiscal year ended June 30, 2010

Total revenue increased by $39.6 million, or 7.5%, to $568.2 million for fiscal 2011, from $528.6 million for fiscal 2010. Freight revenue increased by $15.5 million, or 3.4%, to $467.0 million for fiscal 2011, from $451.5 million for fiscal 2010. This increase was primarily attributable to an increase in freight rates, due to the slowly recovering economy and reduced capacity. Average freight revenue per total mile, excluding fuel surcharge, increased to $1.326 in fiscal 2011 from $1.267 for fiscal 2010, or 4.7%. These increases were partially offset by a decrease in billed miles to 248.5 million in fiscal 2011, compared to 263.6 million in fiscal 2010. Average freight revenue per seated tractor per week, excluding fuel surcharge, which is our primary measure of asset productivity, increased to $2,868 in fiscal 2011, from $2,846 for fiscal 2010, as a result of an increase in freight rates. Our freight rates improved throughout the fiscal 2011 year. We expect our freight rates to maintain an upward trend through the end of the year as industry capacity continues to tighten.

Fuel surcharge revenue increased to $101.2 million from $77.1 million for fiscal 2011 and 2010, respectively.

Revenue for our asset-light segment increased to $40.7 million in fiscal 2011 compared to $37.2 million in fiscal 2010, or 9.4%. Warehousing, LTL, and brokerage revenues were up in fiscal 2011. TuckersB2B decreased in fiscal 2011 as the subsidiary was sold into a joint venture in February 2011. Therefore, TruckersB2B is recorded as minority interest in Other (income) expense only for March 2011 through June 2011, which does not reflect revenue or operating expenses in the consolidated Statement of Operations.

Salaries, wages, and employee benefits were $150.2 million, or 32.2% of freight revenue, for fiscal 2011, compared to $156.0 million, or 34.6% of freight revenue, for fiscal 2010. This decrease in salaries, wages, and benefits is largely due to decreased driver payroll related to decreased company driver miles, offset by increases in recruiting expense.

Fuel expenses, net of fuel surcharge revenue of $101.2 million and $77.1 million for fiscal 2011 and fiscal 2010, respectively, decreased to $37.3 million, or 8.0% of freight revenue, for fiscal 2011, compared to $48.1 million, or 10.6% of freight revenue, for fiscal 2010. These decreases were attributable to a decrease in gallons purchased due to decreased miles driven, offset by a 22.1% increase in average fuel prices to $3.43 per gallon for fiscal 2011, from $2.81 per gallon for fiscal 2010. We expect that our continued efforts to reduce idling, operate more fuel-efficient tractors, and implement locking in fuel hedges when appropriate will continue to have a positive impact on our miles per gallon; however, we expect this positive impact to be partially offset by increasing fuel costs per gallon.

Purchased transportation increased to $106.7 million, or 22.8% of freight revenue, for fiscal 2011, from $82.6 million, or 18.3% of freight revenue, for fiscal 2010. The majority of these increases are related to increased miles and increased fuel surcharge paid to our independent contractor fleet as part of the independent contractor fixed payment. The number of independent contractors increased to 423 at June 30, 2011, compared with 411 at June 30, 2010. Independent contractors are drivers who cover all of their operating expenses (fuel, driver salaries, maintenance, and equipment costs) for a fixed payment per mile. In addition, our brokerage and intermodal expenses are increasing year over year as we continue to develop and increase those offerings. Going forward, depending on outside factors such as the freight environment confronting our industry and the strength of the U.S. economy, in general, we may decide to increase the number of independent contractors we engage. Accordingly, to the extent we increase the number of independent contractors in our fleet and continue to increase our purchased transportation for brokerage and intermodal transportation, we expect purchased transportation to increase as well.

Operations and maintenance consist of direct operating expense, maintenance, physical damage, and tire expense. This category increased to $41.1 million, or 8.8% of freight revenue, for fiscal 2011, from $36.6 million, or 8.1% of freight revenue, for fiscal 2010. The dollar increase in fiscal 2011 is related to an increase in costs associated with tractor maintenance from the new CSA 2010 implementation and as tractors under warranty have declined, and tire expense

increased. We expect our operations and maintenance expense to be similar to the current level going forward, subject to implementation of CSA 2010 that may impact these expenses.

Insurance and claims expense increased to $18.2 million, or 3.9% of freight revenue, for fiscal 2011, compared to $17.1 million, or 3.8% of freight revenue for fiscal 2010. Insurance consists of premiums for liability, physical damage, cargo damage, and workers' compensation insurance. These increases are attributable to an increase in liability claims and cargo claims expense, due to an increase in the number and/or severity of claims reported including loss development. Our insurance program involves self-insurance at various risk retention levels. Claims in excess of these risk levels are covered by insurance in amounts we consider to be adequate. We accrue for the uninsured portion of claims based on known claims and historical experience. We continually review and revise our insurance program to maintain a balance between premium expense and the risk retention we are willing to assume. We expect our insurance and claims expense to revert to more historical dollar averages going forward.

Depreciation and amortization, consisting primarily of depreciation of revenue equipment, decreased to $57.0 million, or 12.2% of freight revenue, in fiscal 2011 from $60.1 million, or 13.3% of freight revenue, for fiscal 2009. These decreases are related to an increase in the gains recognized on the sale of equipment in fiscal 2011 compared to losses recognized on sales in fiscal 2010. These decreases are offset by an increase in the owned tractor depreciation. Revenue equipment held under operating leases is not reflected on our balance sheet and the expenses related to such equipment are reflected on our statements of operations in revenue equipment rentals, rather than in depreciation and amortization and interest expense, as is the case for revenue equipment that is financed with borrowings or capital leases.

All of our other expenses are relatively minor in amount, and there were no significant changes in these expenses. Accordingly, we have not provided a detailed discussion of such expenses.

Our pretax margin, which we believe is a useful measure of our operating performance because it is neutral with regard to the method of revenue equipment financing that a company uses, increased 370 basis points to 5.9% of freight revenue for fiscal 2011, from 2.2% for fiscal 2010.

Income from the sale of a majority interest in a subsidiary was $4.1 million in the third quarter of fiscal 2011. In February 2011, we entered into a joint venture by selling 65% of TruckersB2B to an unrelated third party.

In addition to other factors described above, Canadian exchange rate fluctuations principally impact salaries, wages, and benefits and purchased transportation and, therefore, impact our pretax margin and results of operations. The higher Canadian dollar, which increased to an average .999 relationship with the U.S. dollar for fiscal 2011, from an average .947 relationship with the U.S. dollar for fiscal 2010, negatively impacted earnings per share by approximately $.04.

Income taxes increased to $12.2 million for fiscal 2011, from $5.8 million for fiscal 2010, resulting from a higher pre-tax income. Due to the non-deductible effects of our driver per diem pay structure, our tax rate will fluctuate from the 35% standard federal rate, in future periods as net income fluctuates. Going forward, we expect our effective tax rate will be around 39% to 40%.

As a result of the factors described above, net income increased to $15.3 million for fiscal 2011, from $3.9 million for fiscal 2010.

Fiscal year ended June 30, 2010, compared with fiscal year ended June 30, 2009

Total revenue increased by $37.0 million, or 7.5%, to $528.6 million for fiscal 2010, from $491.6 million for fiscal 2009. Freight revenue excludes $77.1 million and $82.2 million of fuel surcharge revenue for fiscal 2010 and 2009, respectively.

Freight revenue increased by $42.1 million, or 10.3%, to $451.5 million for fiscal 2010, from $409.4 million for fiscal 2009. This increase was primarily attributable to an increase in freight demand, due to the slowly recovering economy. This increase was partially attributable to an increase in billed miles to 263.6 million in fiscal 2010, compared to 233.7 million in fiscal 2009, and offset slightly by a 3.1% decrease in average freight revenue per total mile, excluding fuel surcharge, to $1.267 from $1.307. Average freight revenue per tractor per week,excluding fuel surcharge, which is our primary measure of asset productivity, increased 3.4% to $2,441 in fiscal 2010, from $2,360 for fiscal 2009, as a result of increasing general freight demand, an increase in miles, partially offset by lower rates. Our freight rates began to improve at the end of the third quarter and continued to improve throughout the fourth quarter. We expect our freight rates to maintain an upward trend through the end of the year as industry capacity continues to tighten.

Revenue for TruckersB2B remained unchanged at $8.5 million in fiscal 2009 and fiscal 2010. Revenue was flat as TruckersB2B continues to operate in a challenging environment as smaller fleets have been forced out of business by the economy and difficult operating conditions and many of those remaining have cut back on purchases. To the extent small and mid size carriers continue to be affected adversely by the weakened economy, lagging freight demand, limited financing availability, and licensing, insurance, and other costs, we anticipate the revenue for TruckersB2B to be negatively impacted as well.

Salaries, wages, and employee benefits were $156.0 million, or 34.6% of freight revenue, for fiscal 2010, compared to $155.6 million, or 38.0% of freight revenue, for fiscal 2009. This slight dollar increase in salaries, wages, and benefits is largely due to increased driver payroll related to increased miles and increases in stock appreciation rights expenses as the stock price has increased. These were offset by a reduction in administrative payroll, due to the efforts in the latter part of fiscal 2009 to eliminate or consolidate several functions, therefore reducing payroll expense. Also offsetting this increase was a reduction in driver pay per mile and a reduction in our driver recruiting costs in fiscal 2010 as compared to fiscal 2009. However, the increased freight revenue resulted in a decrease in salaries, wages, and employee benefits as a percentage of freight revenue.

Fuel expenses, net of fuel surcharge revenue of $77.1 million and $82.2 million for fiscal 2010 and fiscal 2009, respectively, increased to $48.1 million, or 10.7% of freight revenue, for fiscal 2010, compared to $43.7 million, or 10.6% of freight revenue, for fiscal 2009. These increases were attributable to an increase in gallons purchased due to increased miles driven, offset by a 4.9% decrease in average fuel prices to $2.51 per gallon for fiscal 2010, from $2.64 per gallon for fiscal 2009. We expect that our continued efforts to reduce idling and operate more fuel efficient tractors will continue to have a positive impact on our miles per gallon; however, we expect this will be partially offset by lower fuel economy on EPA-mandated new engines.

Purchased transportation increased to $82.6 million, or 18.3% of freight revenue, for fiscal 2010, from $55.8 million, or 13.6% of freight revenue, for fiscal 2009. The majority of these increases are related to increased miles by our independent contractor fleet. The number of independent contractors increased 46.8% to 411 at June 30, 2010, compared with 280 at June 30, 2009. Independent contractors are drivers who cover all their operating expenses (fuel, driver salaries, maintenance, and equipment costs) for a fixed payment per mile. In addition, our brokerage and intermodal expenses are increasing year over year as we continue to develop and increase those offerings. Going forward, depending on outside factors such as the freight environment confronting our industry and the strength of the U.S. economy, in general, we may decide to increase the number of independent contractors we engage. Accordingly, to the extent we increase the number of independent contractors in our fleet and continue to increase our purchased transportation for brokerage and intermodal transportation, we expect purchased transportation to increase as well.

Operations and maintenance consist of direct operating expense, maintenance, physical damage, and tire expense. This category increased to $36.6 million, or 8.1% of freight revenue, for fiscal 2010, from $35.5 million, or 8.7% of freight revenue, for fiscal 2009. The dollar increase in fiscal 2010 is primarily related to an increase in costs associated with tire and physical damage expenses. However, these factors were offset by a decrease in tractor maintenance and miscellaneous direct operating expenses.

Insurance and claims expense increased to $17.1 million, or 3.8% of freight revenue, for fiscal 2010, compared to $13.8 million, or 3.4% of freight revenue for fiscal 2009. Insurance consists of premiums for liability, physical damage, cargo damage, and workers' compensation insurance. This increase is attributable to an increase in workers' compensation claims, liability claims, and cargo claims expense, due to an increase in the number and/or severity of claims reported including loss development. Our insurance program involves self-insurance at various risk retention levels. Claims in excess of these risk levels are covered by insurance in amounts we consider to be adequate. We accrue for the uninsured portion of claims based on known claims and historical experience. We continually review and revise our insurance program to maintain a balance between premium expense and the risk retention we are

willing to assume. We expect our insurance and claims expense to revert to more historical averages going forward.

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Depreciation and amortization, consisting primarily of depreciation of revenue equipment, increased to $60.1 million, or 13.3% of freight revenue, in fiscal 2010 from $54.2 million, or 13.3% of freight revenue, for fiscal 2009. This increases are related to an increase in the number of tractors and trailers held under capital leases and a slight increase in losses on sales of equipment in fiscal 2010 compared to fiscal 2009. To the extent the used equipment market remains weak going forward, we expect to face difficulty selling equipment in quantities and at prices that are satisfactory to us. Revenue equipment held under operating leases is not reflected on our balance sheet and the expenses related to such equipment are reflected on our statements of operations in revenue equipment rentals, rather than in depreciation and amortization and interest expense, as is the case for revenue equipment that is financed with borrowings or capital leases.

All of our other expenses are relatively minor in amount, and there were no significant changes in these expenses. Accordingly, we have not provided a detailed discussion of such expenses.

Our pretax margin, which we believe is a useful measure of our operating performance because it is neutral with regard to the method of revenue equipment financing that a company uses, increased 50 basis points to 2.2% of freight revenue for fiscal 2010, from 1.7% for fiscal 2009.

In addition to other factors described above, Canadian exchange rate fluctuations principally impact salaries, wages, and benefits and purchased transportation and, therefore, impact our pretax margin and results of operations. The higher Canadian dollar, which increased to an average .947 relationship with the U.S. dollar for fiscal 2010, from an average .863 relationship with the U.S. dollar for fiscal 2009, negatively impacted earnings per share by approximately $.06.

Income taxes increased to $5.8 million for fiscal 2010, from $4.8 million for fiscal 2009, resulting from a higher pre-tax income. Due to the non-deductible effects of our driver per diem pay structure, our tax rate will fluctuate from the 35% standard federal rate, in future periods as net income fluctuates. Going forward, we expect our effective tax rate will be around 39% to 40%. Income tax expense for fiscal 2009 included an adjustment of approximately $300,000 related to per diem calculations for prior years.

As a result of the factors described above, net income increased to $3.9 million for fiscal 2010, from $2.3 million for fiscal 2009.

Liquidity and Capital Resources

Trucking is a capital-intensive business. We require cash to fund our operating expenses (other than depreciation and amortization), to make capital expenditures and acquisitions, and to repay debt, including principal and interest payments. Other than ordinary operating expenses, we anticipate that capital expenditures for the acquisition of revenue equipment will constitute our primary cash requirement over the next twelve months. We frequently consider potential acquisitions, and if we were to consummate an acquisition, our cash requirements would increase and we may have to modify our expected financing sources for the purchase of tractors. Subject to any required lender approval, we may make acquisitions, although we do not have any specific acquisition plans at this time. Our principal sources of liquidity are cash generated from operations, bank borrowings, capital and operating lease financing of revenue equipment, and proceeds from the sale of used revenue equipment. At June 30, 2011, our total balance sheet debt, including capital lease obligations and current maturities, was $147.7 million, compared to $207.5 million at June 30, 2010.

As of June 30, 2011, we had on order 225 tractors for delivery through fiscal 2012. We also had on order 700 trailers for delivery through fiscal 2012. These revenue equipment orders represent a capital commitment of approximately $40.8 million, before considering the proceeds of equipment dispositions. In fiscal 2012, we expect to purchase our

new tractors with both cash and leases.

We believe we will be able to fund our operating expenses, as well as our current commitments for the acquisition of revenue equipment, over the next twelve months with a combination of cash generated from operations, borrowings available under secured equipment financing or our primary credit facility, equipment sales, and lease financing arrangements. We will continue to have significant capital requirements over the long term, and the availability of the needed capital will depend upon our financial condition and operating results and numerous other factors over which we have limited or no control, including prevailing market conditions and the market price of our common stock. However, based on our operating results, anticipated future cash flows, current availability under our credit facility, and sources of equipment lease financing that we expect will be available to us, we do not expect to experience significant liquidity constraints in the foreseeable future.

Cash Flows

We generated net cash from operating activities of $70.1 million in fiscal 2011, $76.2 million in fiscal 2010, and $79.2 million in fiscal 2009. The decrease in net cash provided by operations in fiscal 2011 from fiscal 2010 is due primarily to changes in and trade receivables, prepaid expenses and other current assets, tires in service, and in income taxes payable.

Net cash provided by investing activities was $20.5 million for fiscal 2011, and $7.6 million for fiscal 2009, and net cash used in investing activities of $0.7 million for fiscal 2010. The increase in cash provided by investing activities in 2011 compared to 2010 was due to increased proceeds from sale of equipment and decreased purchases of property and equipment. Capital expenditures primarily for tractors and trailers totaled $32.2 million in fiscal 2011, $39.4 million in fiscal 2010, and $12.9 million in fiscal 2009. We generated proceeds from the sale of property and equipment of $47.7 million in fiscal 2011, $38.7 million in fiscal 2010, and $44.6 million in fiscal 2009.

Net cash used in financing activities was $86.5 million in fiscal 2011, $55.0 million in fiscal 2010, and $87.7 million in fiscal 2009. The increase in cash used for financing activities was primarily due to the increased principal payments on our capital leases. Financing activity represents bank borrowings (new borrowings, net of repayments) and payment of the principal component of capital lease obligations.

Primary Credit Agreement

On December 7, 2010, the Company entered into a new $50 million five-year revolving credit facility agented by Bank of America, N.A. The facility refinanced the Company's existing credit facility and provides for ongoing working capital needs and general corporate purposes. Bank of America, N.A. served as the lead arranger in the facility and Wells Fargo Bank, N.A. also participated in the new facility. At June 30, 2011, we were authorized to borrow up to $50.0 million under this revolving line of credit, which expires December 7, 2015. The applicable interest rate under this agreement is based on either a base rate equal to the greater of the Bank of America, N.A.'s prime rate or LIBOR plus an applicable margin between 0.75% and 1.125% that is adjusted quarterly based on the Company's lease adjusted total debt to EBITDAR ratio. At June 30, 2011, we had no outstanding borrowings related to our credit facility and $0.4 million utilized for letters of credit. We are obligated to comply with certain financial covenants under our credit agreement and we were in compliance with these covenants at June 30, 2011.

Contractual Obligations and Commitments

As of June 30, 2011, our bank loans, capitalized leases, operating leases, other debts, and future commitments have stated maturities or minimum annual payments as follows:

	Cash Requirements as of June 30, 2011 (in thousands) Payments Due by Period				
Contractual Obligations	Total (Restated)	Less than One Year (Restated)	One to Three Years (Restated)	Three to Five Years (Restated)	More Than Five Years (Restated)
Operating leases	$ 12,817	$ 12,129	$ 687	$ 1	$ ---
Lease residual value guarantees	3,986	2,826	1,160	---	---
Capital lease obligations(1)	156,641	79,682	43,576	19,248	14,135
Sub-total	173,444	94,637	45,423	19,249	14,135
Future purchase of revenue equipment	40,793	3,424	9,131	17,788	10,450
Employment and consulting agreements(2)	700	700	---	---	---
Standby letters of credit	438	438	---	---	---
Total contractual and cash obligations	$ 215,375	$ 99,199	$ 54,554	$ 37,037	$ 24,585

(1) Includes interest.
(2) The amounts reflected in the table do not include amounts that could become payable to our Chief Executive Officer and President and Chief Operating Officer, under certain circumstances if their employment by the Company is terminated.

Inflation, New Emissions Control Regulations, and Fuel Costs

Most of our operating expenses are inflation-sensitive, with inflation generally producing increased costs of operations. During the past three years, the most significant effects of inflation have been on revenue equipment prices and fuel prices. New emissions control regulations and increases in commodity prices, wages of manufacturing workers, and other items have resulted in higher tractor prices. We attempt to limit the effects of inflation through increases in freight rates, certain cost control efforts, and limiting the effects of fuel prices through fuel surcharges.

The engines used in our tractors are subject to emissions control regulations, which have substantially increased our operating expenses since additional and more stringent regulation began in 2002. As of June 30, 2011, our tractor fleet has engines compliant with stricter regulations regarding emissions that became effective in 2007. Compliance with such regulations is expected to increase the cost of new tractors and could impair equipment productivity, lower fuel mileage, and increase our operating expenses. These adverse effects combined with the uncertainty as to the reliability of the vehicles equipped with the newly designed diesel engines and the residual values that will be realized from the disposition of these vehicles could increase our costs or otherwise adversely affect our business or operations as the regulations impact our business through new tractor purchases.

Fluctuations in the price or availability of fuel, as well as hedging activities, surcharge collection, the percentage of freight we obtain through brokers, and the volume and terms of diesel fuel purchase commitments may increase our costs of operation, which could materially and adversely affect our profitability. We impose fuel surcharges on substantially all accounts. These arrangements may not fully protect us from fuel price increases and also may result in us not receiving the full benefit of any fuel price decreases. As of June 30, 2011, we had up to 14% of our estimated fuel purchases hedged through September 2011. With the use of these hedges and any additional future hedges, we may be forced to make cash payments under the hedging arrangements. Based on current market conditions, we have decided to limit our hedging and purchase commitments, but we continue to evaluate such measures. The absence of meaningful fuel price protection through these measures could adversely affect our profitability and results of operation.

Critical Accounting Policies

The preparation of our financial statements in conformity with U.S. generally accepted accounting principles requires us to make estimates and assumptions that impact the amounts reported in our consolidated financial statements and accompanying notes. Therefore, the reported amounts of assets, liabilities, revenues, expenses, and associated disclosures of contingent assets and liabilities are affected by these estimates and assumptions. We evaluate these estimates and assumptions on an ongoing basis, utilizing historical experience, consultation with experts, and other methods considered reasonable in the particular circumstances. Nevertheless, actual results may differ significantly from our estimates and assumptions, and it is possible that materially different amounts would be reported using differing estimates or assumptions. We consider our critical accounting policies to be those that require us to make more significant judgments and estimates when we prepare our financial statements. Our critical accounting policies include the following:

Depreciation of Property and Equipment. We depreciate our property and equipment using the straight-line method over the estimated useful life of the asset. We generally use estimated useful lives of 2 to 7 years for new tractors and trailers, and estimated salvage values for new tractors and trailers generally range from 35% to 50% of the capitalized cost. Gains and losses on the disposal of revenue equipment are included in depreciation expense in our statements of operations.

We review the reasonableness of our estimates regarding useful lives and salvage values of our revenue equipment and other long-lived assets based upon, among other things, our experience with similar assets, conditions in the used equipment market, and prevailing industry practice. Changes in our useful life or salvage value estimates or fluctuations in market values that are not reflected in our estimates, could have a material effect on our results of operations.

Revenue equipment and other long-lived assets are tested for impairment whenever an event occurs that indicates an impairment may exist. Expected future cash flows are used to analyze whether an impairment has occurred. If the sum of expected undiscounted cash flows is less than the carrying value of the long-lived asset, then an impairment loss is recognized. We measure the impairment loss by comparing the fair value of the asset to its carrying value. Fair value is determined based on a discounted cash flow analysis or the appraised or estimated market value of the asset, as appropriate.

Claims Reserves and Estimates. The primary claims arising for us consist of cargo liability, personal injury, property damage, collision and comprehensive, workers' compensation, and employee medical expenses. We maintain self-insurance levels for these various areas of risk and have established reserves to cover these self-insured liabilities. We also maintain insurance to cover liabilities in excess of these self-insurance amounts. Claims reserves represent accruals for the estimated uninsured portion of reported claims, including adverse development of reported claims, as well as estimates of incurred but not reported claims. Reported claims and related loss reserves are estimated by third party administrators, and we refer to these estimates in establishing our reserves. Claims incurred but not reported are estimated based on our historical experience and industry trends, which are continually monitored, and accruals are adjusted when warranted by changes in facts and circumstances. In establishing our reserves we must take into account and estimate various factors, including, but not limited to, assumptions concerning the nature and severity of the claim, the effect of the jurisdiction on any award or settlement, the length of time until ultimate resolution, inflation rates in health care, and in general interest rates, legal expenses, and other factors. Our actual experience may be different than our estimates, sometimes significantly. Changes in assumptions as well as changes in actual experience could cause these estimates to change in the near term. Insurance and claims expense will vary from period to period based on the severity and frequency of claims incurred in a given period.

Derivative Instruments and Hedging Activity. We use derivative financial instruments to manage the economic impact of fluctuations in currency exchange rates and fuel prices. Derivative financial instruments related to currency exchange rates and heating oil (fuel prices) include forward purchase and sale agreements which generally have terms no greater than 12 months.

To account for our derivative financial instruments, we follow the provisions of ASC Topic 815, "Derivatives and Hedging." Derivative financial instruments are recognized on the Consolidated Balance Sheets as either assets or liabilities and are measured at fair value. Changes in the fair value of derivatives are recorded each period in earnings or accumulated other comprehensive income, depending on whether a derivative is designated and effective as part of a hedge transaction, and if it is, the type of hedge transaction. Gains and losses on derivative instruments reported in accumulated other comprehensive income are subsequently included in earnings in the periods in which earnings are affected by the hedged item. These activities have not had a material impact on our financial position or results of operations for the periods presented herein.

Accounting for Income Taxes. Deferred income taxes represent a substantial liability on our consolidated balance sheet. Deferred income taxes are determined in accordance with ASC Topic 740-10 Income Taxes. Deferred tax assets and liabilities are recognized for the expected future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases, and operating loss and tax credit carry-forwards. We evaluate our tax assets and liabilities on a periodic basis and adjust these balances as appropriate. We believe that we have adequately provided for our future tax consequences based upon current facts and circumstances and current tax law. However, should our tax positions be challenged and not prevail, different outcomes could result and have a significant impact on the amounts reported in our consolidated financial statements.

The carrying value of our deferred tax assets (tax benefits expected to be realized in the future) assumes that we will be able to generate, based on certain estimates and assumptions, sufficient future taxable income in certain tax jurisdictions to utilize these deferred tax benefits. If these estimates and related assumptions change in the future, we may be required to reduce the value of the deferred tax assets resulting in additional income tax expense. We believe that it is more likely than not that the deferred tax assets, net of valuation allowance, will be realized, based on forecasted income. However, there can be no assurance that we will meet our forecasts of future income. We evaluate the deferred tax assets on a periodic basis and assess the need for additional valuation allowances.

Federal income taxes are provided on that portion of the income of foreign subsidiaries that is expected to be remitted to the United States.

Recent Accounting Pronouncements

On December 17, 2010, the FASB issued ASU 2010-28, which (1) does not prescribe a specific method of calculating the carrying value of a reporting unit in the performance of step 1 of the goodwill impairment test and (2) requires entities with a zero or negative carrying value to assess, considering qualitative factors such as those listed in ASC 350-20-35-30 (these factors are not all-inclusive), whether it is more likely than not that a goodwill impairment exists (confirming this aspect of the consensus-for-exposure). If an entity concludes that it is more likely than not that a goodwill impairment exists, the entity must perform step 2 of the goodwill impairment test. This ASU is effective for impairment tests performed during entities' fiscal years (and interim periods within those years) that begin after December 15, 2010. Early application is not permitted. It is not expected that adoption of ASU 2010-28 will have a material effect on the consolidated financial statements.

On July 21, 2010, the FASB issued ASU 2010-20, which amends ASC 310 by requiring more robust and disaggregated disclosures about the credit quality of an entity's financing receivables and its allowance for credit losses. The purpose of the additional disclosures is to improve financial statement users' understanding of (1) the nature of an entity's credit risk associated with its financing receivables and (2) the entity's assessment of that risk in estimating its allowance for credit losses as well as changes in the allowance and the reasons for those changes. The new and amended disclosures that relate to information as of the end of a reporting period will be effective for the first time (including interim periods) on or after December 15, 2010. Most of the new and amended disclosures in the ASU became effective at year-end 2010. However, the disclosures that include information for activity that occurs during a reporting period will be effective for the first time (including interim periods) beginning after December 15, 2010. Those disclosures include (1) the activity in the allowance for credit losses for each period and (2) disclosures about modifications of financing receivables. These disclosures will be effective for the first quarter of 2011 and are not expected to have a material impact on the consolidated financial statements.

In December 2009, FASB issued ASU 2009-17. This Accounting Standards Update amends FASB Accounting Standards Codification (ASC810-10) of FASB Statement No. 167, Amendments to FASB Interpretation No. 46(R) issued June 2009. The amendments in this Accounting Standards Update replace the quantitative-based risks and rewards calculation for determining which reporting entity, if any, has a controlling financial interest in a variable interest entity with an approach focused on identifying which reporting entity has the power to direct the activities of a variable interest entity that most significantly impact the entity's economic performance and (1) the obligation to absorb losses of the entity or (2) the right to receive benefits from the entity. An approach that is expected to be primarily qualitative will be more effective for identifying which reporting entity has a controlling financial interest in a variable interest entity. The amendments in this Update also require additional disclosures about a reporting entity's involvement in variable interest entities, which will enhance the information provided to readers of financial statements. The Company adopted ASC810-10 on July 1, 2010, which had no material impact on its consolidated financial statements.

Item 7A. Quantitative and Qualitative Disclosures About Market Risk

We experience various market risks, including changes in interest rates, foreign currency exchange rates, and fuel prices. We do not enter into derivatives or other financial instruments for trading or speculative purposes, nor when there are no underlying related exposures.

Interest Rate Risk. We are exposed to interest rate risk principally from our primary credit facility. The credit facility carries a maximum variable interest rate based on either a base rate equal to the greater of the Bank of America, N.A.'s prime rate or LIBOR plus an applicable margin between 0.75% and 1.125% that is adjusted quarterly based on the Company's lease adjusted total debt to EBITDAR ratio. At June 30, 2011, we did not have any variable rate term loan borrowings outstanding under the credit facility. A hypothetical 10% increase in the bank's base rate and LIBOR would be immaterial to our net income.

Foreign Currency Exchange Rate Risk. We are subject to foreign currency exchange rate risk, specifically in connection with our Canadian operations. While virtually all of the expenses associated with our Canadian operations, such as independent contractor costs, company driver compensation, and administrative costs, are paid in Canadian dollars, a significant portion of our revenue generated from those operations is billed in U.S. dollars because many of our customers are U.S. shippers transporting goods to or from Canada. As a result, increases in the Canadian dollar exchange rate adversely affect the profitability of our Canadian operations. Assuming revenue and expenses for our Canadian operations identical to the year ended June 30, 2011 (both in terms of amount and currency mix), we estimate that a $0.01 increase in the Canadian dollar exchange rate would reduce our annual net income by approximately $159,000. We currently have contracts for $0.5 million Canadian dollars through August 2011.

While virtually all of the expenses associated with our Mexican operations, such as independent contractor costs, company driver compensation, and administrative costs, are paid in Mexican pesos, a significant portion of our revenue generated from those operations is billed in U.S. dollars because many of our customers are U.S. shippers transporting goods to or from Mexico. As a result, a decrease in the value of the Mexican peso could adversely affect our consolidated results of operations. Assuming revenue and expenses for our Mexican operations identical to the year ended June 30, 2011 (both in terms of amount and currency mix), we estimate that a $0.01 decrease in the Mexican peso exchange rate would reduce our annual net income by approximately $157,000. We currently have contracts for 4.0 million Mexican pesos per month through May 2012, representing approximately 18% of our Mexican currency exposure. Derivative gains/(losses), initially reported as a component of other comprehensive income, are reclassified to earnings in the period when the forecasted transaction affects earnings.

Commodity Price Risk. Shortages of fuel, increases in prices, or rationing of petroleum products can have a materially adverse effect on our operations and profitability. Fuel is subject to economic, political, and market factors that are outside of our control. Historically, we have sought to recover a portion of short-term increases in fuel prices from customers through the collection of fuel surcharges. However, fuel surcharges do not always fully offset increases in fuel prices. In addition, from time-to-time we may enter into derivative financial instruments to reduce our exposure to fuel price fluctuations. As of June 30, 2011, we had up to 14% of our estimated fuel purchases hedged through September 2011. Based on our expected fuel consumption for 2012, a 10% change in the related price of heating oil or diesel per gallon would not have a material financial impact, assuming no further changes to our fuel hedging program or our fuel surcharge recovery.

Item 8. Financial Statements and Supplementary Data

The following statements are filed with this report:

Report of Independent Registered Public Accounting Firm - KPMG LLP;
Consolidated Statements of Operations;
Consolidated Balance Sheets;
Consolidated Statements of Cash Flows;
Consolidated Statements of Stockholders' Equity; and
Notes to Consolidated Financial Statements.

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

The Board of Directors and Stockholders of Celadon Group, Inc.:

We have audited the accompanying consolidated balance sheets of Celadon Group, Inc. and subsidiaries (the "Company") as of June 30, 2011 and 2010, and the related consolidated statements of operations, cash flows, and stockholders' equity for each of the years in the three-year period ended June 30, 2011. In connection with our audits of the consolidated financial statements, we have also audited the financial statement Schedule II. We also have audited the Company's internal control over financial reporting as of June 30, 2011, based on criteria established in Internal Control — Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). The Company's management is responsible for these consolidated financial statements and financial statement schedule, for maintaining effective internal control over financial reporting, and for its assessment of the effectiveness of internal control over financial reporting, included in the accompanying Management's Report on Internal Control over Financial Reporting. Our responsibility is to express an opinion on these consolidated financial statements and financial statement schedule and an opinion on the Company's internal control over financial reporting based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the financial statements are free of material misstatement and whether effective internal control over financial reporting was maintained in all material respects. Our audits of the consolidated financial statements included examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, and evaluating the overall financial statement presentation. Our audit of internal control over financial reporting included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audits also included performing such other procedures as we considered necessary in the circumstances. We believe that our audits provide a reasonable basis for our opinions.

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

A material weakness is a deficiency, or combination of deficiencies, in internal control over financial reporting, such that there is a reasonable possibility that a material misstatement of the company's annual or interim financial

statements will not be prevented or detected on a timely basis. A material weakness related to the Company's accounting for leases has been identified and included in management's assessment. This material weakness was considered in determining the nature, timing and extent of audit tests applied in our audit of the consolidated financial statements as of and for the year ended June 30, 2011.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of Celadon Group, Inc. and subsidiaries as of June 30, 2011 and 2010, and the results of their operations and their cash flows for each of the years in the three-year period ended June 30, 2011, in conformity with U.S. generally accepted accounting principles. Because of the effect of the aforementioned material weakness on the achievement of the objectives of the control criteria, Celadon Group, Inc. has not maintained effective internal control over financial reporting as of June 30, 2011, based on criteria established in Internal Control – Integrated Framework issued by the COSO.

As discussed in Note 1 to the consolidated financial statements, the consolidated financial statements for each of the years in the three-year period ended June 30, 2011 have been restated to correct for errors in accounting for leases.

The assessment of the effectiveness of internal control over financial reporting included in the accompanying Management's Report on Internal Control over Financial Reporting has also been restated to reflect the aforementioned material weakness and conclusion that internal control over financial reporting was not effective as of June 30, 2011.

/s/ KPMG, LLP

Indianapolis, Indiana
September 2, 2011, except as to Note 1, and except for the restatement of the effectiveness of internal control over financial reporting for the material weakness related to accounting for leases, which are as of May 17, 2012

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CELADON GROUP, INC.
CONSOLIDATED STATEMENTS OF OPERATIONS
Years ended June 30, 2011, 2010, and 2009
(Dollars and shares in thousands, except per share amounts)

	2011 (Restated)	2010 (Restated)	2009 (Restated)
Revenue:			
Freight revenue	$467,002	$451,509	$409,380
Fuel surcharges	101,247	77,109	82,182
Total revenue	568,249	528,618	491,562
Operating expenses:			
Salaries, wages, and employee benefits	150,156	156,025	155,554
Fuel	138,470	125,174	125,922
Purchased transportation	106,676	82,609	55,789
Revenue equipment rentals	1,559	3,694	6,377
Operations and maintenance	41,108	36,628	35,480
Insurance and claims	18,239	17,053	13,828
Depreciation and amortization	56,979	60,053	54,189
Cost of products and services sold	3,537	5,947	5,818
Communications and utilities	4,157	4,828	4,929
Operating taxes and licenses	9,854	9,788	9,700
General and other operating	6,728	6,987	8,067
Total operating expenses	537,463	508,786	475,653
Operating income	30,786	19,832	15,909
Other (income) expense:			
Interest expense	8,210	10,127	9,095
Interest income	(63)	(73)	(35)
Income from sale of majority interest in subsidiary	(4,142)	---	---
Other (income) expense, net	(643)	67	(227)
Income before income taxes	27,424	9,711	7,076
Provision for income taxes	12,162	5,785	4,820
Net income	$15,262	$3,926	$2,256
Earnings per common share:			
Diluted earnings per share	$0.67	$0.18	$0.10
Basic earnings per share	$0.69	$0.18	$0.10
Weighted average shares outstanding:			
Diluted	22,632	22,362	22,134
Basic	22,099	21,888	21,727

See accompanying notes to consolidated financial statements.

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CELADON GROUP, INC.
CONSOLIDATED BALANCE SHEETS
June 30, 2011 and 2010
(Dollars in thousands)

ASSETS	2011 (Restated)	2010 (Restated)
Current assets:		
Cash and cash equivalents	$25,673	$21,261
Trade receivables, net of allowance for doubtful accounts of $1,045 and $1,379 in 2011 and 2010, respectively	64,723	63,468
Prepaid expenses and other current assets	14,403	12,311
Tires in service	6,594	5,010
Deferred income taxes	3,940	3,593
Total current assets	115,333	105,643
Property and equipment	418,698	445,306
Less accumulated depreciation and amortization	141,584	124,025
Net property and equipment	277,114	321,281
Tires in service	2,914	1,843
Goodwill	16,702	19,137
Investment in joint venture	2,902	---
Other assets	1,701	1,578
Total assets	$416,666	$449,482
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current liabilities:		
Accounts payable	$10,475	$10,150
Accrued salaries and benefits	13,192	11,472
Accrued insurance and claims	13,360	10,967
Accrued fuel expense	11,113	11,263
Other accrued expenses	15,729	12,209
Income taxes payable	1,778	2,950
Current maturities of long-term debt	---	336
Current maturities of capital lease obligations	75,521	67,671
Total current liabilities	141,168	127,018
Long-term debt, net of current maturities	---	44
Capital lease obligations, net of current maturities	72,182	139,489
Deferred income taxes	31,416	32,090
Stockholders' equity:		
Common stock, $0.033 par value, authorized 40,000,000 shares; issued and outstanding 23,886,601 and 23,871,663 shares at June 30, 2011 and 2010, respectively	788	788
Treasury stock at cost; 1,364,364 and 1,604,642 shares at June 30, 2011 and 2010, respectively	(9,408)	(11,064)
Additional paid-in capital	99,906	98,640
Retained earnings	81,566	66,303

Accumulated other comprehensive loss	(952)	(3,826)
Total stockholders' equity	171,900	150,841
Total liabilities and stockholders' equity	$416,666	$449,482

See accompanying notes to consolidated financial statements.

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CELADON GROUP, INC.
CONSOLIDATED STATEMENTS OF CASH FLOWS
Years ended June 30, 2011, 2010, and 2009
(Dollars in thousands)

	2011 (Restated)	2010 (Restated)	2009 (Restated)
Cash flows from operating activities:			
Net income	$15,262	$3,926	$2,256
Adjustments to reconcile net income to net cash provided by operating activities:			
Depreciation and amortization	58,304	59,543	54,210
(Gain) / loss on sale of equipment	(1,149)	590	38
Deferred income taxes	(1,053)	(1,514)	2,736
Provision for doubtful accounts	196	263	94
Stock based compensation expense	2,382	3,364	2,293
Gain from sale of majority interest in subsidiary	(4,142)	---	---
Changes in assets and liabilities:			
Trade receivables	(3,141)	(8,249)	13,323
Income tax payable	(1,077)	2,096	5,351
Tires in service	(2,634)	(920)	(702)
Prepaid expenses and other current assets	(1,007)	5,828	6,246
Other assets	(440)	502	(380)
Accounts payable and accrued expenses	8,583	10,751	(6,238)
Net cash provided by operating activities	70,084	76,180	79,227
Cash flows from investing activities:			
Purchase of property and equipment	(32,152)	(39,429)	(12,925)
Proceeds on sale of property and equipment	47,689	38,731	44,645
Proceeds from sale of majority interest in subsidiary	5,000	---	---
Purchase of businesses	---	---	(24,100)
Net cash provided by (used in) investing activities	20,537	(698)	7,620
Cash flows from financing activities:			
Proceeds from issuance of common stock	521	---	(28)
Payments on long-term debt	(380)	(6,600)	(46,920)
Principal payments on capital lease obligations	(86,690)	(48,409)	(40,760)
Net cash used in financing activities	(86,549)	(55,008)	(87,708)
Effect of exchange rates on cash and cash equivalents	340	(76)	(601)
Increase (decrease) in cash and cash equivalents	4,412	20,398	(1,462)
Cash and cash equivalents at beginning of year	21,261	863	2,325
Cash and cash equivalents at end of year	$25,673	$21,261	$863
Supplemental disclosure of cash flow information:			
Interest paid	$8,219	$10,178	$9,196
Income taxes paid	$14,670	$6,648	$349
Lease obligation incurred in the purchase of equipment	$30,289	$31,470	$108,079

See accompanying notes to consolidated financial statements.

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CELADON GROUP, INC.
CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY
Years ended June 30, 2011, 2010, and 2009
(Dollars in thousands, except share amounts)

	Common Stock No. of Shares Outstanding	Amount	Additional Paid-In Capital	Treasury Stock	Retained Earnings (Deficit) Restated	Accumulated Other Comprehensive Income/(Loss)	Total Stockholders' Equity Restated
Balance at June 30, 2008	21,871,660	$782	$95,173	$(12,633)	$60,881	$ (351)	$ 143,852
Restatement adjustments	---	---	---	---	(278)	---	(278)
Balance at June 30, 2008 (restated)	21,871,660	$782	$95,173	$(12,633)	$60,603	$ (351)	$ 143,574
Net income (restated)	---	---	---	---	2,256	---	2,256
Equity adjustments for foreign currency translation, net of tax	---	---	---	---	---	(5,211)	(5,211)
Comprehensive income (loss) (restated)	---	---	---	---	2,256	(5,211)	(2,955)
Treasury stock issued	---	---	(551)	553	---	---	2
Restricted stock and options expense	216,897	5	2,434	---	---	---	2,439
Exercise of incentive stock options	7,875	---	(26)	55	---	---	29
Balance at June 30, 2009 (restated)	22,096,432	$787	$97,030	$(12,025)	$62,859	$ (5,562)	$ 143,089
Net income (restated)	---	---	---	---	3,926	---	3,926
Equity adjustments for foreign currency translation, net of	---	---	---	---	(482)	1,736	1,254

tax							
Comprehensive income (restated)	---	---	---	---	3,444	1,736	5,180
Treasury stock issued	---	---	(700)	864	---	---	164
Restricted stock and options expense	156,464	1	2,350	---	---	---	2,351
Exercise of incentive stock options	14,125	---	(40)	97	---	---	57
Balance at June 30, 2010 (restated)	22,267,021	$788	$98,640	$(11,064)	$66,303	$ (3,826)	$ 150,841
Net income (restated)	---	---	---	---	15,262	---	15,263
Equity adjustments for foreign currency translation, net of tax	---	---	---	---	1	2,874	2,874
Comprehensive income (restated)	---	---	---	---	15,263	2,874	18,137
Treasury stock issued	---	---	(1,013)	993	---	---	(20)
Restricted stock and options expense	159,083	---	2,402	---	---	---	2,402
Exercise of incentive stock options	96,133	---	(123)	663	---	---	540
Balance at June 30, 2011 (restated)	22,522,237	$788	$99,906	$(9,408)	$81,566	$ (952)	$ 171,900

See accompanying notes to consolidated financial statements.

CELADON GROUP, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
June 30, 2011, 2010 and 2009

(1) ORGANIZATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Organization

Celadon Group, Inc. (the "Company"), through its subsidiaries, provides transportation services between the United States, Canada, and Mexico. The Company's primary transportation subsidiaries are: Celadon Trucking Services, Inc. ("CTSI"), a U.S. based company; Celadon Logistics Services, Inc. ("CLSI"), a U.S. based company; Servicio de Transportation Jaguar, S.A. de C.V. ("Jaguar"), a Mexican based company; and Celadon Canada, Inc. ("CelCan"), a Canadian based company.

TruckersB2B, Inc. ("TruckersB2B") is an Internet based "business-to-business" membership program. In February 2011, the Company entered into a joint venture, whereby the Company sold a 65% majority interest, in its TruckersB2B subsidiary to an unrelated third party. The Company has de-consolidated the subsidiary beginning in February 2011 and will record as a 35% minority interest prospectively. The Company wrote-off approximately $2.4 million of goodwill as part of the de-consolidation.

Summary of Significant Accounting Policies

Principles of Consolidation and Presentation

The consolidated financial statements include the accounts of Celadon Group, Inc. and its wholly and majority owned subsidiaries, all of which are wholly owned except for Jaguar in which the Company owns 75 % of the shares. The entity was set up to allow the Company to operate in Mexico. The minority owner of Jaguar has been refunded all initial capital contributions and is not entitled to receive any future earnings or required to fund any losses of the subsidiary. All significant intercompany accounts and transactions have been eliminated in consolidation. Unless otherwise noted, all references to annual periods refer to the respective fiscal years ended June 30.

Use of Estimates

The preparation of financial statements in conformity with U.S. generally accepted accounting principles ("GAAP") requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities, revenues, expenses, and related disclosures at the date of the financial statements and during the reporting period. Such estimates include provisions for liability claims and uncollectible accounts receivable. Actual results could differ from those estimates.

Cash and Cash Equivalents

The Company considers all highly liquid instruments with maturity of three months or less when purchased to be cash equivalents.

Concentration of Credit Risk

Financial instruments, which potentially subject the Company to concentrations of credit risk, consist primarily of trade receivables. The Company performs ongoing credit evaluations of its customers and does not require collateral

for its accounts receivable. The Company maintains reserves which management believes are adequate to provide for potential credit losses. Uncollectible accounts receivable are written off against the reserves. Concentrations of credit risk with respect to trade receivables are generally limited due to the Company's large number of customers and the diverse range of industries which they represent. Accounts receivable balances due from any single customer did not total more than 5% of the Company's gross trade receivables at June 30, 2011.

CELADON GROUP, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
June 30, 2011, 2010 and 2009

Property and Equipment

Property and equipment are stated at cost. Property and equipment under capital leases are stated at fair value at the inception of the lease.

Depreciation of property and equipment and amortization of assets under capital leases is computed using the straight-line method and is based on the lesser of the life of the lease or the estimated useful lives of the related assets (net of salvage value) as follows:

Revenue and service equipment	2-7 years
Furniture and office equipment	4-5 years
Buildings	20 years
Leasehold improvements	Lesser of life of lease (including expected renewals) or useful life of improvement

Initial delivery costs relating to placing tractors in service are expensed as incurred. The cost of maintenance and repairs is charged to expense as incurred.

Long-lived assets are depreciated over estimated useful lives based on historical experience and prevailing industry practice. Estimated useful lives are periodically reviewed to ensure they remain appropriate. Long-lived assets are tested for impairment whenever an event occurs that indicates an impairment may exist. Future cash flows and operating performance are used for analyzing potential impairment losses. If the sum of expected undiscounted cash flows is less than the carrying value an impairment loss is recognized. The Company measures the impairment loss by comparing the fair value of the asset to its carrying value. Fair value is determined based on a discounted cash flow analysis or appraised or estimated market values as appropriate. Long-lived assets that are held for sale are recorded at the lower of carrying value or the fair value less costs to sell.

Tires in Service

Original and replacement tires on tractors and trailers are included in tires in service and are amortized over 18 to 36 months.

Goodwill

The consolidated balance sheets at June 30, 2011 and 2010 included goodwill of acquired businesses of approximately $16.7 million and $19.1 million, respectively. These amounts have been recorded as a result of business acquisitions accounted for under the purchase method of accounting. Under ASC Topic 350-20, goodwill is not amortized but is tested for impairment annually (or more often, if an event or circumstance indicates that an impairment loss has been incurred). On April 1, 2011, we completed our most recent annual impairment test for that fiscal year and concluded that there was no indication of impairment.

Tests for impairment include estimating the fair value of our reporting units. As required by ASC Topic 350-20, we compare the estimated fair value of our reporting unit with its respective carrying amount including goodwill. We define a reporting unit as an operating segment. Under ASC Topic 350-20, fair value refers to the amount for which the entire reporting unit could be bought or sold. Our methods for estimating reporting unit values include market quotations and other valuation techniques, such as discounted cash flows and multiples of earnings, revenue, or other financial measures. With the exception of market quotations, all of these methods involve significant estimates and assumptions, including estimates of future financial performance and the selection of appropriate discount rates and valuation multiples.

In conjunction with the sale of the majority interest in TruckerB2B (see footnote 13), the Company recognized a pre-tax gain of $4.1 million and de-consolidated the subsidiary, including $2.4 million of goodwill, which reduced the carrying balance of goodwill to $16.7 million from $19.1 million.

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Insurance Reserves

The primary claims arising for us consist of cargo liability, personal injury, property damage, collision and comprehensive, workers' compensation, and employee medical expenses. We maintain self-insurance levels for these various areas of risk and have established reserves to cover these self-insured liabilities. We also maintain insurance to cover liabilities in excess of these self-insurance amounts. Claims reserves represent accruals for the estimated uninsured portion of reported claims, including adverse development of reported claims, as well as estimates of incurred but not reported claims. Reported claims and related loss reserves are estimated by third party administrators, and we refer to these estimates in establishing our reserves. Claims incurred but not reported are estimated based on our historical experience and industry trends, which are continually monitored, and accruals are adjusted when warranted by changes in facts and circumstances. In establishing our reserves we must take into account and estimate various factors, including, but not limited to, assumptions concerning the nature and severity of the claim, the effect of the jurisdiction on any award or settlement, the length of time until ultimate resolution, inflation rates in health care, and in general interest rates, legal expenses, and other factors. Our actual experience may be different than our estimates, sometimes significantly. Changes in assumptions as well as changes in actual experience could cause these estimates to change. Insurance and claims expense will vary from period to period based on the severity and frequency of claims incurred in a given period. The administrative expenses associated with these reserves are expensed when paid.

Litigation

Liabilities for loss contingencies arising from claims, assessments, litigation, fines and penalties and other sources, are recorded when it is probable that a liability has been incurred and the amount of the assessment and/or remediation can be reasonably estimated. Legal costs incurred in connection with loss contingencies are expensed as incurred.

Revenue Recognition

Trucking revenue and related direct costs are recognized on the date freight is delivered by the Company to the customer and collectibility is reasonably assured. Prior to commencement of shipment, the Company will negotiate an agreed upon price for services to be rendered.

Advertising

Advertising costs are expensed as incurred by the Company. Advertising expense primarily consists of recruiting for new drivers. Advertising expenses for fiscal 2011, 2010, and 2009 were $1.7 million, $1.0 million, and $1.2 million, respectively, and are included in salaries, wages, and employee benefits and other operating expenses in the Consolidated Statements of Operations.

Income Taxes

Deferred taxes are recognized for tax loss and credit carryforwards and the future tax effects of temporary differences between the carrying amounts of assets and liabilities for financial and income tax reporting, based on enacted tax laws and rates. Federal income taxes are provided on the portion of the income of foreign subsidiaries that is expected to be remitted to the United States.

The Company follows ASC Topic 740-10-25 in Accounting for Uncertainty in Income Taxes. ASC 740-10-25 prescribes a recognition threshold and measurement attribute for the financial statement recognition and measurement of a tax position taken or expected to be taken in a tax return.

Accounting for Derivatives

The Company had derivative financial instruments in place to reduce exposure to fuel price fluctuations and currency exposure for Canadian Dollars and Mexican Pesos in fiscal 2011. In fiscal 2010 and 2009, the Company had derivatives for only Canadian Dollars and Mexican Pesos. Derivative gains/(losses), initially reported as a component of other comprehensive income with an offset to accrued liabilities or other assets, are reclassified to earnings in the period when the forecasted transaction affects earnings. ASC Topic 815, Derivatives and Hedging, requires that all derivative instruments be recorded on the balance sheet at their respective fair values.

Earnings per Share ("EPS")

The Company applies the provisions of ASC Topic 260, Earnings per Share, which requires companies to present basic EPS and diluted EPS. Basic EPS excludes dilution and is computed by dividing income available to common stockholders by the weighted-average number of common shares outstanding for the period. Diluted EPS reflects the dilution that could occur if securities or other contracts to issue common stock were exercised or converted into common stock or resulted in the issuance of common stock that then shared in the earnings of the Company. Dilutive common stock options are included in the diluted EPS calculation using the treasury stock method.

Stock-based Employee Compensation Plans

The Company applies the provisions of ASC Topic 718, Compensation – Stock Compensation, which requires companies to recognize the grant date fair value of stock options and other equity-based compensation issued to employees in its income statement.

Foreign Currency Translation

Foreign financial statements are translated into U.S. dollars in accordance with ASC Topic 830, Foreign Currency Matters. Assets and liabilities of the Company's foreign operations are translated into U.S. dollars at year-end exchange rates. Income statement accounts are translated at the average exchange rate prevailing during the year. Resulting translation adjustments are included in other comprehensive income.

Recent Accounting Pronouncements

On December 17, 2010, the FASB issued ASU 2010-28, which (1) does not prescribe a specific method of calculating the carrying value of a reporting unit in the performance of step 1 of the goodwill impairment test and (2) requires entities with a zero or negative carrying value to assess, considering qualitative factors such as those listed in ASC 350-20-35-30 (these factors are not all-inclusive), whether it is more likely than not that a goodwill impairment exists (confirming this aspect of the consensus-for-exposure). If an entity concludes that it is more likely than not that a goodwill impairment exists, the entity must perform step 2 of the goodwill impairment test. This ASU is effective for impairment tests performed during entities’ fiscal years (and interim periods within those years) that begin after December 15, 2010. Early application is not permitted. It is not expected that adoption of ASU 2010-28 will have a material effect on the consolidated financial statements.

On July 21, 2010, the FASB issued ASU 2010-20, which amends ASC 310 by requiring more robust and disaggregated disclosures about the credit quality of an entity’s financing receivables and its allowance for credit losses. The purpose of the additional disclosures is to improve financial statement users’ understanding of (1) the nature of an entity’s credit risk associated with its financing receivables and (2) the entity’s assessment of that risk in estimating its allowance for credit losses as well as changes in the allowance and the reasons for those changes. The new and amended disclosures that relate to information as of the end of a reporting period will be effective for the first time (including interim periods) on or after December 15, 2010. Most of the new and amended disclosures in the ASU became effective at year-end 2010. However, the disclosures that include information for activity that occurs during a reporting period will be effective for the first time (including interim periods) beginning after December 15, 2010. Those disclosures include (1) the activity in the allowance for credit losses for each period and (2) disclosures

about modifications of financing receivables. These disclosures will be effective for the first quarter of 2011 and are not expected to have a material impact on the consolidated financial statements.

In December 2009, FASB issued ASU 2009-17. This Accounting Standards Update amends FASB Accounting Standards Codification (ASC810-10) of FASB Statement No. 167, Amendments to FASB Interpretation No. 46(R) issued June 2009. The amendments in this Accounting Standards Update replace the quantitative-based risks and rewards calculation for determining which reporting entity, if any, has a controlling financial interest in a variable interest entity with an approach focused on identifying which reporting entity has the power to direct the activities of a variable interest entity that most significantly impact the entity's economic performance and (1) the obligation to absorb losses of the entity or (2) the right to receive benefits from the entity. An approach that is expected to be primarily qualitative will be more effective for identifying which reporting entity has a controlling financial interest in a variable interest entity. The amendments in this Update also require additional disclosures about a reporting entity's involvement in variable interest entities, which will enhance the information provided to readers of financial statements. The Company adopted ASC810-10 on July 1, 2010, which had no material impact on its consolidated financial statements.

Restatement – Accounting for Leases

Periods presented in this Form 10-K/A have been restated. The Company has restated most of its revenue equipment operating leases as capital leases based upon certain provisions included in the lease agreements. Specifically, the leases have certain default clauses, including material adverse change, cross-default provisions, and other provisions which are not objectively determinable or do not represent pre-defined criteria at the inception of the lease. As a result, the maximum consideration the Company could be required to pay the lessor in the event of a default is included in the lease payments for lease classification purposes at the inception of the lease. For these leases, the maximum consideration usually approximates or exceeds the cost of the revenue equipment at the inception of the lease and, when included in minimum lease payments for purposes of applying ASC 840-10-25-1(d) (i.e., the 90% test), results in capital lease classification, in accordance with the guidance for default covenants related to non-performance as discussed in ASC 840-10-25-14.

As a result of the restatement, the Company has recorded additional capital lease assets and related capital lease obligations on the consolidated balance sheets. The Company also adjusted its deferred income tax liability to take into account the temporary differences created to reflect the capital lease obligations and assets for financial reporting purposes. Lease payments related to this revenue equipment are now recognized as principal reductions in the capital lease obligations and interest expense, rather than as revenue equipment rent expense. The consolidated statements of operations also include depreciation on the capital lease assets over the terms of the respective leases.

In addition, the Company has reclassified the rental payments received for equipment rented to third parties from a reduction in the revenue equipment rental classification to freight revenue as part of the restatement. The reclassification of rents has had no impact on net income.

The restatement also impacted opening stockholders equity and the classification of cash flows from operations, investing, and financing activities; however, there was no impact on the net increase or decrease in cash and cash equivalents reported in the consolidated statements of cash flows.

The adjustment to net income for the three years ended June 30, 2011, 2010 and 2009, and the impact of the restatement on the consolidated financial statements is summarized in the tables below (amounts in thousands):

	2011	2010	2009
Net income as previously reported:	$ 14,732	$ 4,680	$ 2,556
Freight Revenue	11,554	5,126	1,225
Revenue equipment rentals	23,597	32,029	22,761
Operations and maintenance	---	(300)	2
Depreciation and amortization	(27,848)	(30,364)	(18,968)
Interest expense	(6,444)	(7,711)	(5,506)
Tax effect on restatement adjustment	(329)	466	186
Net income, as restated	$ 15,262	$ 3,926	$ 2,256

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The impact of the restatement on the consolidated financial statements is summarized below (amounts in thousands, except per share amounts:)

	June 30, 2011		June 30, 2010	
	As Previously Reported	Restated	As Previously Reported	Restated
Consolidated Balance Sheets				
Property and equipment	$213,222	$418,698	$226,169	$445,306
Less accumulated depreciation and amortization	80,592	141,584	74,852	124,025
Net property and equipment	132,630	277,114	151,317	321,281
Total assets	272,182	416,666	279,517	449,482
Current maturities of capital lease obligations	354	75,521	15,350	67,671
Total current liabilities	66,001	141,168	74,697	127,018
Capital lease obligations, net of current maturities	1,740	72,182	19,861	139,489
Deferred income taxes	31,740	31,416	32,742	32,090
Retained earnings	82,367	81,566	67,635	66,303
Total stockholders' equity	172,701	171,900	152,173	150,841
Total liabilities and stockholders' equity	272,182	416,666	279,517	449,482

	June 30, 2011		June 30, 2010		June 30, 2009	
	As Previously Reported	Restated	As Previously Reported	Restated	As Previously Reported	Restated
Consolidated Statements of Income						
Freight revenue	$455,447	$467,002	$446,383	$451,509	$408,156	$409,380
Total revenue	556,694	568,249	523,492	528,618	490,338	491,562
Revenue equipment rentals	25,156	1,559	35,722	3,694	29,138	6,377
Operations and maintenance	41,108	41,108	36,327	36,628	35,483	35,480
Depreciation and amortization	29,131	56,979	29,689	60,053	35,221	54,189
Total operating expenses	533,212	537,463	510,151	508,786	479,448	475,653
Operating income	23,482	30,786	13,341	19,832	10,890	15,909
Interest expense	1,765	8,210	2,416	10,127	3,589	9,095
Income before income taxes	26,565	27,424	10,931	9,711	7,563	7,076
Provision for income taxes	11,833	12,162	6,251	5,785	5,007	4,820
Net income	14,732	15,262	4,680	3,926	2,556	2,256
Diluted earnings per share	$0.65	$0.67	$0.21	$0.18	$0.12	$0.10
Basic earnings per share	$0.67	$0.69	$0.21	$0.18	$0.12	$0.10
Consolidated Statements of Cash Flows:						
Net income	$14,732	$15,262	$4,680	$3,926	$2,556	$2,256

Depreciation and amortization expense	30,455	58,304	29,180	59,543	35,242	54,210
Deferred income taxes	(1,382)	(1,053)	(1,047)	(1,514)	2,923	2,736
Net cash provided by operating activities	41,377	70,084	47,037	76,180	52,733	71,215
Purchase of property and equipment	(57,018)	(32,152)	(51,091)	(39,429)	(28,636)	(12,925)
Net cash provided by (used in) investing activities	(4,329)	20,537	(13,170)	(698)	(79)	15,632
Payments of capital lease obligations	(33,117)	(86,690)	(6,792)	(48,409)	(6,567)	(40,760)
Net cash used in financing activities	(32,976)	(86,549)	(13,392)	(55,008)	(53,515)	(87,708)
Interest paid in cash during the period	1,775	8,219	2,468	10,178	3,689	9,196
Lease obligation incurred in the purchase of equipment	---	30,289	---	31,470	---	108,079

(2) PROPERTY, EQUIPMENT, AND LEASES

Property and equipment consists of the following (in thousands):

	2011 (Restated)	2010 (Restated)
Revenue equipment owned	$ 184,206	$ 144,011
Revenue equipment under capital leases	208,901	276,042
Furniture and office equipment	5,063	4,302
Land and buildings	16,207	16,821
Service equipment	587	743
Leasehold improvements	3,734	3,387
	$ 418,698	$ 445,306

Included in accumulated depreciation was $62.1 million and $63.6 million in 2011 and 2010, respectively, related to revenue equipment under capital leases. Depreciation and amortization expense relating to property and equipment owned and revenue equipment under capital leases, including gains (losses) on disposition of equipment, was $57.0 million in 2011, $60.1 million in 2010, and $54.2 million in 2009.

(3) LEASE OBLIGATIONS AND LONG-TERM DEBT

Lease Obligations

The Company leases certain revenue and service equipment under long-term lease agreements, payable in monthly installments.

Equipment obtained under a capital lease is reflected on the Company's balance sheet as owned and the related lease bears interest at rates ranging from 2.2% to 6.9% per annum, maturing at various dates through 2018.

Assets held under operating leases are not recorded on the Company's balance sheet. The Company leases revenue and service equipment under noncancellable operating leases expiring at various dates through August 2013.

The Company leases warehouse and office space under noncancellable operating leases expiring at various dates through August 2013. Certain real estate leases contain renewal options.

Total rental expense under operating leases was as follows for 2011, 2010, and 2009 (in thousands):

	2011 (Restated)	2010 (Restated)	2009 (Restated)
Revenue and service equipment	$ 1,559	$ 3,694	$ 6,377
Office facilities and terminals	3,054	3,049	3,025
	$ 4,613	$ 6,743	$ 9,402

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Future minimum lease payments relating to capital leases and to operating leases with initial or remaining terms in excess of one year are as follows (in thousands):

Year ended June 30,	Capital Leases (Restated)	Operating Leases (Restated)
2012	$ 79,682	$ 14,955
2013	33,617	635
2014	9,960	1,213
2015	14,947	---
2016	4,300	---
Thereafter	14,135	---
Total minimum lease payments	$ 156,641	$ 16,803
Less amounts representing interest	8,938	
Present value of minimum lease payments	$ 147,703	
Less current maturities	75,521	
Non-current portion	$ 72,182	

The Company is obligated for lease residual value guarantees of $4.0 million, with $2.8 million due in fiscal 2012. The guarantees are included in the future minimum lease payments above. To the extent the expected value at lease termination date is lower than the residual value guarantee, we would accrue for the difference over the remaining lease term.

Long-Term Debt

The Company's outstanding borrowings excluding capital leases set forth above consist of the following at June 30 (in thousands):

	2011	2010
Outstanding amounts under Credit Agreement	---	$ ---
Other borrowings	---	380
	---	380
Less current maturities	---	336
Non-current portion	---	$ 44

Lines of Credit

On September 26, 2005, Celadon Group, Inc., Celadon Trucking Services, Inc., and TruckersB2B entered into an unsecured Credit Agreement (the "Credit Agreement") with Bank of America, N.A., as administrative agent, and Bank of America, N.A., Fifth Third Bank (Central Indiana), and JPMorgan Chase Bank, N.A., as lenders. The Credit Agreement was amended on December 23, 2005, by the First Amendment to Credit Agreement, pursuant to which Celadon Logistics Services, Inc. was added as a borrower to the Credit Agreement. The Credit Agreement was also amended on June 30, 2007 and January 22, 2008 by the Second Amendment to Credit Agreement and Third Amendment to Credit Agreement, respectively. On August 11, 2009, the Credit Agreement was amended and restated (the "Amendment"). Pursuant to the Amendment, (i) the maximum available borrowing limit under the Credit

Agreement was reduced from a $70 million unsecured line to a $40 million secured line and (ii) certain financial covenants were adjusted as follows: Minimum Fixed Charge ratio to a minimum of .90, Maximum Lease-Adjusted Total Debt to EBITDAR (which is earnings before interest, taxes, depreciation, amortization, and rent) ratio up to 3.25 to 1, Minimum Tangible Net Worth to $100 million, and the Minimum Asset Coverage ratio to be no less than 1.25 to 1. The Restatement and the financial covenants included therein were in effect starting June 30, 2009, at which time we were in compliance with the restated covenants. The Credit Agreement, by the Amendment, with a maturity of January 23, 2013. The Credit Agreement was intended to provide for working capital needs and general corporate purposes. Borrowings under the Credit Agreement were based, at the option of the Company, on a base rate equal to the greater of the federal funds rate plus an applicable margin between 0.75% and 1.50% and the administrative agent's prime rate or LIBOR plus an applicable margin between 2.25% and 3.00% that was adjusted quarterly based on cash flow coverage. The Credit Agreement was guaranteed by Celadon E-Commerce, Inc., Celadon Canada, Inc., and Jaguar, each of which is a subsidiary of the Company.

The Credit Agreement, by the Amendment, had a maximum revolving borrowing limit of $40.0 million. Letters of credit were limited to an aggregate commitment of $15.0 million and a swing line facility with a limit of $3.0 million. A commitment fee that was adjusted quarterly between 0.375% and 0.500% per annum based on cash flow coverage was due on the daily unused portion of the Credit Agreement. The Credit Agreement contained certain restrictions and covenants relating to, among other things, dividends, tangible net worth, cash flow, mergers, consolidations, acquisitions and dispositions, and total indebtedness. At June 30, 2010, none of our credit facility was utilized as outstanding borrowings and $0.2 million was utilized for standby letters of credit. Our effective interest rate at June 30, 2010 was 4.75%.

On December 7, 2010, the Company entered into a new $50 million five-year revolving credit facility agented by Bank of America, N.A. The facility refinanced the Company's Credit Agreement and provides for ongoing working capital needs and general corporate purposes. Bank of America, N.A. served as the lead arranger in the facility and Wells Fargo Bank, N.A. also participated in the new facility. At June 30, 2011, we were authorized to borrow up to $50.0 million under this revolving line of credit, which expires December 7, 2015. The applicable interest rate under this agreement is based on either a base rate equal to the greater of the Bank of America, N.A.'s prime rate or LIBOR plus an applicable margin between 0.75% and 1.125% that is adjusted quarterly based on the Company's lease adjusted total debt to EBITDAR ratio. At June 30, 2011, we had no outstanding borrowings related to our credit facility. At June 30, 2011 and 2010 we had $0.4 million and $0.2 million utilized for letters of credit, respectively. We are obligated to comply with certain financial covenants under our credit agreement and we were in compliance with these covenants at June 30, 2011.

Other Borrowings

Other borrowings consist primarily of mortgage debt financing and notes payable for equipment purchase, which are collateralized by the equipment. At June 30, 2011, the interest rate charged on outstanding borrowings was 7.0%.

(4) EMPLOYEE BENEFIT PLANS

401(k) Profit Sharing Plan

The Company has a 401(k) profit sharing plan, which permits U.S. employees of the Company to contribute up to 50% of their annual compensation, up to certain Internal Revenue Service limits, on a pretax basis. The contributions made by each employee are fully vested immediately and are not subject to forfeiture. The Company makes a discretionary matching contribution of up to 50% of the employee's contribution up to 5% of their annual compensation. Effective April 1, 2009, the Company suspended the discretionary matching contribution. The Company reinstated the discretionary matching on October 1, 2010. Employees vest in the Company's contribution to the plan at the rate of 20% per year from the date of employee anniversary. Contributions made by the Company during 2011, 2010, and 2009 amounted to $109,000, $0, and $205,000, respectively.

(5) STOCK PLANS

All share-based payments to employees, including grants of employee stock options, are recognized in the financial statements based upon a grant-date fair value of an award.

In January 2006, stockholders approved the 2006 Omnibus Incentive Plan ("2006 Plan") that provides various vehicles to compensate the Company's key employees. The 2006 Plan utilizes such vehicles as stock options, restricted stock grants, and stock appreciation rights ("SARs"). The 2006 Plan authorized the Company to grant 1,687,500 shares. In November 2008, an additional 1,000,000 shares were authorized under an amendment to the 2006 Plan. In fiscal 2011, the Company granted stock options covering 87,500 shares and restricted stock grants covering 187,417 shares. In fiscal 2010, the Company granted stock options covering 244,000 shares and restricted stock grants covering 177,904 shares. In fiscal 2009, the Company granted stock options covering 12,500 shares and restricted stock grants covering 248,866 shares. The Company is authorized to grant an additional 481,244 shares.

The total compensation cost that has been recorded for such stock-based awards was an expense of $2.4 million in fiscal 2011, $3.3 million in fiscal 2010, and $2.3 million in fiscal 2009. The total income tax benefit recognized in the income statement for share-based compensation arrangements was $0.5 million in fiscal 2011, $0.5 million in fiscal 2010, and $0.4 million in fiscal 2009.

The Company has granted a number of stock options under various plans. Options granted to employees have been granted with an exercise price equal to the market price on the grant date and expire on the tenth anniversary of the grant date. The majority of options granted to employees vest 25 percent per year, commencing with the first anniversary of the grant date. Options granted to non-employee directors have been granted with an exercise price equal to the market price on the grant date, vest over three years with regard to the 2006 Plan grants and four years with respect to all other grants, commencing with the first anniversary of the grant date, and expire on the tenth anniversary of the grant date.

A summary of the activity of the Company's stock option plans as of June 30, 2011, 2010, and 2009 and changes during the period then ended is presented below:

Options	Shares	Weighted-Average Exercise Price	Weighted-Average Remaining Contractual Term	Aggregate Intrinsic Value
Outstanding at June 30, 2008	1,319,898	$ 9.90	7.98	$ 1,742,049
Granted	12,500	$ 9.36	---	---
Forfeited or expired	(34,681)	$ 12.24		
Exercised	(7,875)	$ 3.33	---	---
Outstanding at June 30, 2009	1,289,842	$ 9.87	7.04	$ 677,650
Granted	244,000	$ 9.84	---	---
Forfeited or expired	(12,750)	$ 10.16		
Exercised	(14,125)	$ 4.04	---	---
Outstanding at June 30, 2010	1,506,967	$ 9.91	6.65	$ 6,375,489
Granted	87,500	$ 14.42	---	---
Forfeited or expired	(52,751)	$ 9.62		
Exercised	(109,633)	$ 4.74	---	---
Outstanding at June 30, 2011	1,432,083	$ 10.60	6.06	$ 4,866,334
Exercisable at June 30, 2011	1,047,710	$ 10.65	5.35	$ 3,477,498

The total intrinsic value of options exercised during fiscal 2011, 2010, and 2009 was $1.0 million, $0.1 million, and $0.1 million, respectively.

The fair value of each option grant is estimated on the date of grant using the Black-Scholes option-pricing model with the following weighted-average assumptions used for grants:

	2011	2010	2009
Weighted-average grant date fair value	$ 7.83	$ 5.25	$ 3.91
Dividend yield	0	0	0
Expected volatility	59.5 %	57.7 %	53.4 %
Risk-free interest rate	1.53 %	1.88 %	1.53 %
Expected lives	5.7 years	5.6 years	4.1 years

Expected volatility is based upon the historical volatility of the Company's stock. The risk-free rate is based upon the U.S. Treasury yield curve in effect at the time of grant. Expected lives are based upon the historical experience of the Company.

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Restricted Shares

	Number of Shares		Weighted-Average Grant Date Fair Value
Unvested at June 30, 2008	156,200	$	12.22
Granted	248,866	$	11.40
Forfeited	(31,969)	$	14.78
Vested	(63,391)	$	9.72
Unvested at June 30, 2009	309,706	$	11.81
Granted	177,904	$	9.66
Forfeited	(21,439)	$	14.75
Vested	(125,479)	$	11.02
Unvested at June 30, 2010	340,692	$	10.80
Granted	187,417	$	13.93
Forfeited	(42,084)	$	10.42
Vested	(130,395)	$	11.40
Unvested at June 30, 2011	355,630	$	12.27

Restricted shares granted to employees have been granted subject to achievement of certain time-based targets and vest 25% or 33% each year, commencing with the first anniversary of the grant date.

As of June 30, 2011, we had $1.4 million and $3.2 million of total unrecognized compensation expense related to stock options and restricted stock, respectively, that is expected to be recognized over the remaining weighted average period of approximately 2.0 years for stock options and 2.6 years for restricted stock.

Stock Appreciation Rights

	Number of Shares
Unvested at June 30, 2008	167,202
Paid	(19,322)
Forfeited	(3,036)
Unvested at June 30, 2009	144,844
Paid	(844)
Forfeited	---
Vested at June 30, 2010	144,000
Paid	(844)
Vested at June 30, 2011	143,156

Stock appreciation rights were granted to employees vesting on a 3 or 4 year vesting schedule. The Company recognized a reversal of expense of $30,410 and an expense of $794,684 in fiscal 2011 and 2010, respectively, for vested stock appreciation rights.

(6) STOCK REPURCHASE PROGRAMS

On October 24, 2007, the Company's Board of Directors authorized a stock repurchase program pursuant to which the Company purchased 2,000,000 shares of the Company's common stock in open market transactions at an aggregate cost of approximately $13.8 million. We intend to hold repurchased shares in treasury for general corporate purposes, including issuances under stock option plans. We account for treasury stock using the cost method. At June 30, 2011, 1,364,364 shares remained in treasury stock.

On August 25, 2010, the Company's Board of Directors authorized a stock repurchase program pursuant to which the Company is authorized to repurchase up to 2,000,000 shares of our common stock. The Company has not repurchased any shares of the Company's common stock under this program.

(7) EARNINGS PER SHARE

The following is a reconciliation of the numerators and denominators used in computing earnings per share (in thousands):

	2011 (Restated)	2010 (Restated)	2009 (Restated)
Net income	$ 15,262	$ 3,926	$ 2,256
Basic earnings per share:			
Weighted - average number of common shares outstanding	22,099	21,888	21,727
Basic earnings per share	$ 0.69	$ 0.18	$ 0.10
Diluted earnings per share:			
Weighted - average number of common shares outstanding	22,099	21,888	21,727
Effect of stock options and other incremental shares	533	474	407
Weighted-average number of common shares outstanding – diluted	22,632	22,362	22,134
Diluted earnings per share	$ 0.67	$ 0.18	$ 0.10

The Company has 293,000 options in fiscal 2011, 245,500 options in fiscal 2010, and 1,158,030 options in fiscal 2009 that could potentially dilute basic earnings per share that were excluded from the EPS calculation as they are antidilutive in the current year.

(8) COMMITMENTS AND CONTINGENCIES

The Company has outstanding commitments to purchase approximately $40.8 million of revenue equipment at June 30, 2011.

Standby letters of credit, not reflected in the accompanying consolidated financial statements, aggregated approximately $0.4 million at June 30, 2011. In addition, at June 30, 2011, 400,000 treasury shares were held in a trust as collateral for self-insurance reserves.

The Company has an employment agreement with the Chief Executive Officer providing for minimum combined annual compensation of $700,000 in fiscal 2012.

(9) INCOME TAXES

The income tax provision for operations in 2011, 2010, and 2009 consisted of the following (in thousands):

	2011 (Restated)	2010 (Restated)	2009 (Restated)
Current:			
Federal	$ 10,612	$ 6,843	$ 753
State and local	1,628	1,107	328
Foreign	1,292	114	(25)
Total Current	13,532	8,064	1,056
Deferred:			
Federal	(1,036)	(1,901)	3,274
State and local	(160)	(203	380
Foreign	(174)	(175)	110
Total Deferred	(1,370)	(2,279)	3,764
Total	$ 12,162	$ 5,785	$ 4,820

No benefit or expense has been recognized for U.S. federal income taxes on undistributed losses of foreign subsidiaries of approximately $0.1 million, $1.6 million, and $0.6 million at June 30, 2011, 2010, and 2009, respectively, this exception is consistent with ASC 740-30-50-2.

The Company's income tax expense varies from the statutory federal tax rate of 35% applied to income before income taxes as follows (in thousands):

	2011 (Restated)	2010 (Restated)	2009 (Restated)
Computed "expected" income tax expense	$ 9,599	$ 3,400	$ 2,476
State taxes, net of federal benefit	964	569	456
Non-deductible expenses	1,169	1,278	1,535
Other, net	430	538	353
Actual income tax expense	$ 12,162	$ 5,785	$ 4,820

The tax effect of temporary differences that give rise to significant portions of the deferred tax assets and liabilities at June 30, 2011 and 2010 consisted of the following (in thousands):

Deferred tax assets:	2011 Restated)	2010 Restated)
Deferred equity compensation	$ 2,430	$ 2,271
Insurance reserves	5,069	4,151
Other	5,986	4,040
Total deferred tax assets	$ 13,485	$ 10,462
Deferred tax liabilities:		

Property and equipment	$	(32,908)	$	(31,254)
Goodwill		(4,651)		(4,201)
Capital leases		---		(2,193)
Other		(3,402)		(1,311)
Total deferred tax liabilities	$	(40,961)	$	(38,959)
Net current deferred tax assets	$	3,940	$	3,593
Net non-current deferred tax liabilities		(31,416)		(32,090)
Total net deferred tax liabilities	$	(27,476)	$	(28,497)

As of June 30, 2011, the Company had operating loss carry-forwards for income tax purposes of $2.8 million, which have expiration dates of 2028 and after.

The Company follows ASC Topic 740-10-25 in Accounting for Uncertainty in Income Taxes. Topic 740-10-25 prescribes a recognition threshold and measurement attribute for the financial statement recognition and measurement of a tax position taken or expected to be taken in a tax return. As of June 30, 2011 and 2010, the Company recorded a $0.4 million liability for unrecognized tax benefits, a portion of which represents penalties and interest.

CELADON GROUP, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
June 30, 2011, 2010 and 2009

(10) SEGMENT INFORMATION AND SIGNIFICANT CUSTOMERS

We have two reportable segments comprised of our two operating segments, an asset-based segment and an asset-light segment. Our asset-based segment includes our asset-based dry van carrier and rail services, which are geographically diversified but have similar economic and other relevant characteristics, as they all provide truckload carrier services of general commodities to a similar class of customers. Our asset-light segment consists of our TruckersB2B, warehousing, brokerage, and less-than-load ("LTL") operations, which we have determined qualifies as a reportable segment under ASC 280-10 Segment Reporting. Prior to July 1, 2010, we had two reportable segments comprised of a transportation segment, consisting of revenue from all truckload-hauling services, and an e-commerce segment, consisting of revenues from our subsidiary TruckersB2B.

	Fiscal Year Ended June 30, (Dollars in thousands)		
	2011 (Restated)	2010 (Restated)	2009 (Restated)
Total revenues			
Asset-based	$ 527,586	$ 491,438	$ 459,655
Asset-light	40,663	37,180	31,907
	568,249	528,618	491,562
Operating income			
Asset-based	27,615	16,987	13,164
Asset-light	3,171	2,845	2,745
	30,786	19,832	15,909
Depreciation and amortization			
Asset-based	56,971	60,041	54,173
Asset-light	8	12	16
	56,979	60,053	54,189
Interest income			
Asset-based	(63)	(73)	(35)
Interest expense			
Asset-based	8,210	10,127	9,095
Income before taxes			
Asset-based	19,849	6,866	4,331
Asset-light	7,575	2,845	2,745
	27,424	9,711	7,076
Goodwill			
Asset-based	15,334	16,702	16,702
Asset-light	1,368	2,435	2,435
	16,702	19,137	19,137
Total assets			

Asset-based	411,167	435,438	433,865
Asset-light	5,499	14,044	10,923
	416,666	449,482	444,788

CELADON GROUP, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
June 30, 2011, 2010 and 2009

Information as to the Company's operations by geographic area is summarized below (in thousands). The Company allocates total revenue based on the country of origin of the tractor hauling the freight.

	2011 (Restated)	2010 (Restated)	2009 (Restated)
Total revenue:			
United States	$ 496,353	$ 462,948	$ 430,642
Canada	41,943	38,974	35,414
Mexico	29,953	26,696	25,506
Total	$ 568,249	$ 528,618	$ 491,562
Long lived assets:			
United States	$ 274,868	$ 323,399	$ 343,182
Canada	12,957	10,624	9,997
Mexico	13,508	9,816	10,051
Total	$ 301,333	$ 343,839	$ 363,230

No customer accounted for more than 10% of the Company's total revenue during its three most recent fiscal years.

(11) FAIR VALUE MEASUREMENTS

Effective January 1, 2009, we adopted ASC 820-10 Fair Value Measurements and Disclosure for non-recurring fair value measurements of non-financial assets and liabilities. This standard defines fair value, establishes a framework for measuring fair value in generally accepted accounting principles, and expands disclosures about fair value measurements. This standard establishes a three-level hierarchy for fair value measurements based upon the significant inputs used to determine fair value. Observable inputs are those which are obtained from market participants external to the Company while unobservable inputs are generally developed internally, utilizing management's estimates assumptions, and specific knowledge of the nature of the assets or liabilities and related markets. The three levels are defined as follows:

Level 1 – Inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the Company has the ability to access at the measurement date. An active market is defined as a market in which transactions for the assets or liabilities occur with sufficient frequency and volume to provide pricing information on an ongoing basis.

Level 2 – Inputs include quoted prices for similar assets and liabilities in active markets, quoted prices for identical or similar assets or liabilities in markets that are not active (markets with few transactions), inputs other than quoted prices that are observable for the asset or liability (i.e., interest rates, yield curves, etc), and inputs that are derived principally from or corroborated by observable market data correlation or other means (market corroborated inputs).

Level 3 – Unobservable inputs, only used to the extent that observable inputs are not available, reflect the Company's assumptions about the pricing of an asset or liability.

	Level 1	Level 2	Level 3
	Balance		

	Balance at June 30, 2011	Balance at June 30, 2010	Balance at June 30, 2011	at June 30, 2010	Balance at June 30, 2011	Balance At June 30, 2010	Balance at June 30, 2011	Balance at June 30, 2010
Foreign currency derivatives	105	(192)	---	---	105	(192)	---	---
Fuel derivatives	387	---	---	---	387	---	---	---

The Company pays a fixed contract rate for foreign currency. The fair value of foreign currency forward contracts is based on the valuation model that discounts cash flows resulting from the differential between the contract price and the market-based forward rate.

(12) FUEL DERIVATIVES

In the Company's day to day business activities we are exposed to certain market risks, including the effects of changes in fuel prices. The Company continually reviews new ways to reduce the potentially adverse effects that the volatility of fuel markets may have on operating results. In an effort to reduce the variability of the ultimate cash flows associated with fluctuations in diesel fuel prices, the Company has begun to enter into futures contracts. These instruments will be heating oil futures contracts as the related index, New York Mercantile Exchange ("NYMEX"), generally exhibits high correlation with the changes in the dollars of the forecasted purchase of diesel fuel. The Company does not engage in speculative transactions, nor does it hold or issue financial instruments for trading purposes.

In July 2010, we entered into futures contracts, which pertain to 4.5 million gallons (350,000 gallons per month) or approximately 10% of our monthly projected fuel requirements through July 2011. Additionally, in August 2010 the Company entered into additional contracts to hedge approximately 3.2 million gallons (276,000 gallons per month) thru September 2011 or approximately 8% of our monthly projected 2011 fuel requirements. Under these contracts, we pay a fixed rate per gallon of heating oil and receive the monthly average price of New York heating oil per the NYMEX. The Company has done retrospective and prospective regression analyses that showed the changes in the prices of diesel fuel and heating oil were deemed to be highly effective based on the relevant authoritative guidance. Accordingly, we have designated the respective hedges as cash flow hedges.

We perform both a prospective and retrospective assessment of the effectiveness of our hedge contracts at inception and quarterly. If our analysis shows that the derivatives are not highly effective as hedges, we will discontinue hedge accounting for the period and prospectively recognize changes in the fair value of the derivative being recognized through earnings. As a result of our effectiveness assessment at inception and at June 30, 2011, we believe our hedge contracts have been and will continue to be highly effective in offsetting changes in cash flows attributable to the hedged risk.

We recognize all derivative instruments at fair value on our consolidated condensed balance sheets in other assets or other accrued expenses. The Company's derivative instruments are designated as cash flow hedges, thus the effective portion of the gain or loss on the derivative is reported as a component of accumulated other comprehensive income and will be reclassified into earnings in the same period during which the hedged transactions affect earnings. The effective portion of the derivative represents the change in fair value of the hedge that offsets the change in fair value of the hedged item. To the extent the change in the fair value of the hedge does not perfectly offset the change in the fair value of the hedged item, the ineffective portion of the hedge is immediately recognized in other income or expense on our consolidated condensed statements of operations. The ineffective portion of the hedge was immaterial.

Based on the amounts in accumulated other comprehensive income as of June 30, 2011 and the expected timing of the purchases of the diesel hedged, we expect to reclassify $0.6 million of gains on derivative instruments from accumulated other comprehensive income to the statement of income, as an offset to fuel expense, during the next three months due to the actual diesel fuel purchases. The amounts actually realized will be dependent on the fair values as of the date of settlement.

Outstanding financial derivative instruments expose us to credit loss in the event of nonperformance by the companies with which we have these agreements. Our credit exposure related to these financial instruments is represented by the fair value of contracts reported as assets. To evaluate credit risk, we review each counterparty's audited financial

statements and credit ratings and obtain references. Any credit valuation adjustments deemed necessary have been reflected in the fair value of the instrument.

(13) DISPOSITION OF MAJORITY INTEREST IN SUBSIDIARY

In February 2011, the Company entered into a joint venture, whereby the Company sold a 65% majority interest, in its TruckersB2B subsidiary to an unrelated third party. TruckersB2B will continue normal daily operations with an expanding sales and marketing team to develop growth. TruckersB2B is controlled by a five person executive committee, of which the Company has two committee seats. In conjunction with the transaction, the Company recognized a pre-tax gain of $4.1 million and de-consolidated the subsidiary, including $2.4 million of goodwill, which reduced the carrying balance of goodwill to $16.7 million. Approximately $2.6 million of the gain related to the fair market valuation of the Company's continuing 35% ownership.

CELADON GROUP, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
June 30, 2011, 2010 and 2009

(14) RECLASSIFICATIONS AND ADJUSTMENTS

During the first quarter of fiscal 2010, the Company recorded a $0.5 million reduction to accumulated other comprehensive loss related to foreign currency translations from a discontinued operation in fiscal 1996. The Company determined that the amounts that related to prior periods were immaterial to all prior periods and therefore recognized the reduction to retained earnings during the first quarter of fiscal 2010 as an immaterial error correction. Certain items in the prior fiscal year's consolidated financial statements have been reclassified to conform to the current presentation.

During fiscal year 2011, the Company recorded a $2.4 million increase to cash and cash equivalents and accounts payable as of June 30, 2010 to correct for outstanding checks that were not disbursed to vendors. The Company determined that this adjustment and the related $2.4 million increase to net cash provided by operating activities for the year ended June 30, 2010 were immaterial.

(15) SELECTED QUARTERLY DATA (Unaudited)

Summarized quarterly data for fiscal 2011 and 2010 follows (in thousands except per share amounts):

	Fiscal Year 2011			
	1st Qtr. (Restated)	2nd Qtr. (Restated)	3rd Qtr. (Restated)	4th Qtr. (Restated)
Total revenues	$ 142,518	$ 135,783	$ 138,765	$ 151,183
Operating expenses	132,688	128,013	136,370	140,392
Operating income	9,830	7,770	2,395	10,791
Other expense, net	2,176	2,172	(2,374)	1,388
Income before taxes	7,654	5,598	4,769	9,403
Income tax expense	3,262	2,472	2,503	3,925
Net income	$ 4,392	$ 3,126	$ 2,266	$ 5,478
Basic income per share	$ 0.20	$ 0.14	$ 0.10	$ 0.25
Diluted income per share	$ 0.19	$ 0.14	$ 0.10	$ 0.24

	Fiscal Year 2010			
	1st Qtr. (Restated)	2nd Qtr. (Restated)	3rd Qtr. (Restated)	4th Qtr. (Restated)
Total revenues	$ 128,581	$ 128,422	$ 130,775	$ 140,840
Operating expenses	124,276	124,209	126,877	133,424
Operating income	4,305	4,213	3,898	7,416

Other expense, net	2,713	2,489	2,544	2,375
Income before taxes	1,592	1,724	1,354	5,041
Income tax expense	1,269	1,052	1,091	2,373
Net income	$ 323	$ 672	$ 263	2,668
Basic income per share	$ 0.02	$ 0.03	$ 0.01	$ 0.12
Diluted income per share	$ 0.02	$ 0.03	$ 0.01	$ 0.12

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SCHEDULE II

CELADON GROUP, INC.
VALUATION AND QUALIFYING ACCOUNTS

Years ended June 30, 2011, 2010, and 2009

Description	Balance at Beginning of Period	Charged to Costs and Expenses	Deductions		Balance at End of Period
Year ended June 30, 2009:					
Allowance for doubtful accounts	$ 1,194,085	$ 94,435	$ 229,981	(a)	$ 1,058,539
Reserves for claims payable as self insurer	$ 10,122,696	$ 12,527,582	$ 13,161,103	(b)	$ 9,489,175
Year ended June 30, 2010:					
Allowance for doubtful accounts	$ 1,058,539	$ 262,575	$ (58,557	)(a)	$ 1,379,671
Reserves for claims payable as self insurer	$ 9,489,175	$ 14,681,377	$ 12,245,505	(b)	$ 11,925,047
Year ended June 30, 2011:					
Allowance for doubtful accounts	$ 1,379,671	$ 195,747	$ 530,296	(a)	$ 1,045,122
Reserves for claims payable as self insurer	$ 11,925,047	$ 14,966,351	$ 12,557,122	(b)	$ 14,334,276

(a) Represents accounts receivable net write-offs.
(b) Represents claims paid.

Item 9. Changes in and Disagreements with Accountants on Accounting and Financial Disclosure

There were no changes in or disagreements with accountants on accounting or financial disclosure within the last two fiscal years.

Item 9A. Controls and Procedures

Restatement of Previously Issued Financial Statements

During the third quarter of fiscal 2012, the Company discovered that under ASC 840-10-25-14 some leases would need to be classified as capital leases, because of certain non-performance-related default provisions. Management initiated a review of the Company's equipment lease accounting and determined that its previous method of accounting for certain equipment leases as operating leases was not in accordance with U.S. generally accepted accounting principles (GAAP). As a result, the Company has restated its consolidated balance sheets as of June 30, 2011 and 2010, and the related consolidated statements of operations, cash flows, and stockholders' equity, for each of the years in the three-year period ended June 30, 2011, included in the Company's June 30, 2011 Annual Report on Form 10-K/A and the consolidated interim financial statements included in the Company's Forms 10-Q/A as of and for the quarter and year-to-date periods ended December 31, 2011; and September 30, 2011; and related 2010 comparative prior quarter and year-to-date periods included in those Forms 10-Q/A.

Evaluation of Disclosure Controls and Procedures

We maintain disclosure controls and procedures that are designed to ensure that information required to be disclosed in our reports filed or submitted to the SEC under the Securities Exchange Act of 1934, as amended (the Exchange Act), is recorded, processed, summarized and reported within the time periods specified by the SEC's rules and forms, and that information is accumulated and communicated to management, including the principal executive and financial officers (referred to in this report as the Certifying Officers), as appropriate, to allow timely decisions regarding required disclosure based on the definition of "disclosure controls and procedures" in Rule 13a-15(b) under the Exchange Act. In designing and evaluating the disclosure controls and procedures, management recognizes that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving the desired control objectives, and management is required to apply judgment in evaluating our controls and procedures.

Prior to the filing of our original Annual Report on Form 10-K for the fiscal year ended June 30, 2011 (our Original Filing), our management, under the supervision and with the participation of our Certifying Officers, carried out an evaluation of the effectiveness of the design and operation of our disclosure controls and procedures (the Evaluation) as of the last day of the period covered by our Original Filing.

Based upon that Evaluation, our Certifying Officers had concluded that our disclosure controls and procedures were effective at a reasonable level of assurance. Subsequently, during the third quarter of fiscal year 2012, we concluded that our previously established equipment lease accounting practices were not in accordance with GAAP. Correspondingly, as described above, management has restated its consolidated balance sheets as of June 30, 2011 and 2010, and the related consolidated statements of income, stockholders' equity, and cash flows for each of the years in the three-year period ended June 30, 2011 included in the Company's June 30, 2011 Annual Report on Form 10-K and the consolidated interim financial statements included in the Company's Forms 10-Q as of and for the quarter and year to date periods ended December 31, 2011, and September 30, 2011, and related 2010 comparative prior quarter and year to date periods included in those Form 10-Q's. The restatement is the result of the material weakness as described in Management's Report on Internal Control Over Financial Reporting. As a result of the material weakness, our Certifying Officers have now concluded that our disclosure controls and procedures were not effective as of June 30,

2011.

Management's Report on Internal Control Over Financial Reporting

Management is responsible for establishing and maintaining adequate internal control over financial reporting (as defined in Rule 13a-15(f) under the Exchange Act). Management assessed the effectiveness of our internal control over financial reporting as of June 30, 2011, using criteria established in Internal Control-Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO).

Prior to the filing of our original Annual Report on Form 10-K for the fiscal year ended June 30, 2011, our management assessed the effectiveness of our internal control over financial reporting as of the last day of the period covered by the report. In making this assessment management used the criteria set forth by COSO in Internal Control—Integrated Framework. Based on this assessment, our management had concluded that as of June 30, 2011, our internal control over financial reporting was effective based on those criteria. Subsequently, during the third quarter of fiscal year 2012, we identified a material weakness in our internal control over financial reporting as of June 30, 2011. A material weakness is a deficiency, or combination of deficiencies, in internal control over financial reporting such that there is a reasonable possibility that a material misstatement of the company's annual or interim financial statements will not be prevented or detected on a timely basis.

As stated above, we identified a material weakness in our controls over the accounting for leases. The Company's controls to evaluate leases for capital lease or operating lease classification were not designed to consider all of the relevant lease accounting literature applicable to lease classification, including nonperformance related default provisions as described in ASC 840-10-25-14. This material weakness resulted in a restatement of our previously issued financial statements more fully described in Note 1 to the consolidated financial statements set forth herein. Based on our assessment, management now concludes that, as of June 30, 2011, our internal control over financial reporting was not effective.

The effectiveness of our internal control over financial reporting as of June 30, 2011 has been audited by KPMG LLP, an independent registered public accounting firm, as stated in their attestation report. See "Financial Statements and Supplementary Data" under Item 8 of this Annual Report on Form 10-K/A for KPMG LLP's attestation report.

Changes in Internal Control over Financial Reporting

There were no changes in our internal control over financial reporting that occurred during the most recently completed fiscal quarter that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

Remediation of the Material Weakness

To remediate the material weakness in the Company's internal control over financial reporting, the Company subsequently implemented additional review procedures over the lease default provisions affecting lease accounting practices.

The Company's remediation plan has been implemented; however, the above material weakness will not be considered remediated until the additional review procedures over lease default provisions have been operating effectively for an adequate period of time. Management will consider the status of this remedial effort when assessing the effectiveness of the Company's internal control over financial reporting and other disclosure controls and procedures in future reporting periods. While management believes that the remedial efforts will resolve the identified material weakness, there is no assurance that management's remedial efforts conducted to date will be sufficient or that additional remedial actions will not be necessary.

Item 9B. Other Information

Item 1.01 Entry into a Material Definitive Agreement.

On August 29, 2011, we entered into an amendment (the "Amendment") of that certain revolving credit facility agented by Bank of America, N.A. (the "Credit Agreement"). Bank of America, N.A. continues to serve as the lead

arranger and Wells Fargo Bank, N.A. continues to participate in the Credit Agreement.

The Amendment, among other things, increased the maximum available borrowing limit under the Credit Agreement from $50.0 million to $100.0 million and extended the maturity date of the Credit Agreement to August 29, 2016. The applicable interest rate under the Amendment is based on, at the option of the Company, either Bank of America, N.A.'s prime rate or a base rate equal to LIBOR plus an applicable margin between .75% and 1.125% that is adjusted quarterly based on the Company's lease adjusted total debt to EBITDAR ratio.

The foregoing summary of the terms and conditions of the Amendment does not purport to be complete and is qualified in its entirety by reference to the full text of the Amendment, which will be filed with the Company's Form 10-Q for the quarter ending September 30, 2011.

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PART III

Certain information required to be set forth in Part III of this report is incorporated by reference to our definitive Proxy Statement which will be filed with the SEC not later than 120 days after the end of the fiscal year covered by this Annual Report on Form 10-K/A. Only those sections of the definitive Proxy Statement which specifically address the items set forth herein are incorporated by reference. Such incorporation does not include the Compensation Committee Report included in the definitive Proxy Statement.

Item 10. Directors, Executive Officers, and Corporate Governance

The information required by this Item, with the exception of the Code of Ethics disclosure below, is incorporated herein by reference to our definitive Proxy Statement to be filed in connection with the 2011 Annual Meeting of Stockholders.

Code of Ethics

We have adopted a Code of Ethics that applies to our principal executive officer, principal financial officer, principal accounting officer or controller, or persons performing similar functions. A copy of the Code of Ethics was filed as Exhibit 14 to our Annual Report on Form 10-K for the year ended June 30, 2003, filed with the SEC on September 19, 2003.

Item 11. Executive Compensation

The information required by this Item is incorporated herein by reference to our definitive Proxy Statement to be filed in connection with the 2011 Annual Meeting of Stockholders.

Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters

The information required by this Item, is incorporated herein by reference to our definitive Proxy Statement to be filed in connection with the 2011 Annual Meeting of Stockholders. The following table provides certain information as of June 30, 2011, with respect to our compensation plans and other arrangements under which shares of our common stock are authorized for issuance.

Equity Compensation Plan Information

The following table summarizes our equity compensation plans as of June 30, 2011:

Plan Category	(a) Number of securities to be issued upon exercise of outstanding options, warrants and rights	(b) Weighted-average price of outstanding options, warrants and rights	(c) Number of securities remaining available for future issuance
Equity compensation plans approved by	1,740,463	$11.44	481,244

security holders			
Equity compensation plans not approved by security holders	Not applicable	Not applicable	Not applicable

Item 13. Certain Relationships and Related Transactions

The information required by this Item is incorporated herein by reference to our definitive Proxy Statement to be filed in connection with the 2011 Annual Meeting of Stockholders.

Item 14. Principal Accounting Fees and Services

The information required by this Item is incorporated herein by reference to our definitive Proxy Statement to be filed in connection with the 2011 Annual Meeting of Stockholders.

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PART IV

Item 15. Exhibits, Financial Statement Schedules

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(b) Exhibits (Numbered in accordance with Item 601 of Regulation S-K).

3.1	Amended and Restated Certificate of Incorporation of the Company. (Incorporated by reference to the Company's Quarterly Report on Form 10-Q for the quarterly period ending December 31, 2005, filed with the SEC on January 30, 2006.)
3.2	Certificate of Designation for Series A Junior Participating Preferred Stock. (Incorporated by reference to Exhibit 3.3 to the Company's Annual Report on Form 10-K for the fiscal year ended June 30, 2000, filed with the SEC on September 28, 2000.)
3.3	Amended and Restated By-laws of the Company. (Incorporated by reference to Exhibit 3.3 to the Company's Quarterly Report on Form 10-Q filed with the SEC on January 31, 2008.)
4.1	Amended and Restated Certificate of Incorporation of the Company. (Incorporated by reference to the Company's Quarterly Report on Form 10-Q for the quarterly period ending December 31, 2005, filed with the SEC on January 30, 2006.)
4.2	Certificate of Designation for Series A Junior Participating Preferred Stock. (Incorporated by reference to Exhibit 3.3 to the Company's Annual Report on Form 10-K for the fiscal year ended June 30, 2000, filed with the SEC on September 28, 2000.)
4.3	Rights Agreement, dated as of July 20, 2000, between Celadon Group, Inc. and Fleet National Bank, as Rights Agent. (Incorporated by reference to Exhibit 4.1 to the Company's Registration Statement on Form 8-A, filed with the SEC on July 20, 2000.)
4.4	Amended and Restated By-laws of the Company. (Incorporated by reference to Exhibit 3.3 to the Company's Quarterly Report on Form 10-Q filed with the SEC on January 31, 2008.)
10.1	Celadon Group, Inc. 1994 Stock Option Plan. (Incorporated by reference to Exhibit B to the Company's Proxy Statement on Schedule 14A, filed with the SEC October 17, 1997.) *
10.2	Employment Contract dated January 21, 1994 between the Company and Stephen Russell. (Incorporated by reference to Exhibit 10.43 to the Company's Registration Statement on Form S-1, Registration No. 33-72128, filed with the SEC on November 24, 1993.) *
10.3	Amendment dated February 12, 1997 to Employment Contract dated January 21, 1994 between the Company and Stephen Russell. (Incorporated by reference to Exhibit 10.50 to the Company's Annual Report on Form 10-K filed with the SEC on September 12, 1997.) *
10.4	Celadon Group, Inc. Non-Employee Director Stock Option Plan. (Incorporated by reference to Exhibit A to the Company's Proxy Statement on Schedule 14A, filed with the SEC on October 14, 1997.) *
10.5	Amendment No. 2 dated August 1, 1997 to Employment Contract dated January 21, 1994 between the Company and Stephen Russell. (Incorporated by reference to Exhibit 10.54 to the Company's Quarterly Report on Form 10-Q filed with the SEC on February 11, 1998.) *
10.6	Rights Agreement, dated as of July 20, 2000, between Celadon Group, Inc. and Fleet National Bank, as Rights Agent. (Incorporated by reference to Exhibit 4.1 to the Company's Registration Statement on Form 8-A, filed with the SEC on July 20, 2000.)
10.7	Amendment No. 3 dated July 26, 2000 to Employment Contract dated January 21, 1994 between the Company and Stephen Russell. (Incorporated by reference to Exhibit 10.19 to the Company's Annual Report on Form 10-K filed with the SEC on September 30, 2002.) *
10.8	Amendment No. 4 dated April 4, 2002 to Employment Contract dated January 21, 1994 between the Company and Stephen Russell. (Incorporated by reference to Exhibit 10.20 to the Company's Annual Report on Form 10-K filed with the SEC on September 30, 2002.) *
10.9	Separation Agreement dated March 3, 2000 between the Company and Paul A. Will. (Incorporated by reference to Exhibit 10.21 to the Company's Annual Report on Form 10-K filed with the SEC on September 30, 2002.) *
10.10	Amendment dated September 30, 2001 to Separation Agreement between the Company and Paul A. Will dated March 3, 2000. (Incorporated by reference to Exhibit 10.22 to the

	Company's Annual Report on Form 10-K filed with the SEC on September 30, 2002.) *
10.11	Amendment No. 5 dated November 20, 2002 to Employment Contract dated January 21, 1994 between the Company and Stephen Russell. (Incorporated by reference to Exhibit 10.19 to the Company's Annual Report on Form 10-K filed with the SEC on September 19, 2003.) *
10.12	Credit Agreement dated as of September 26, 2005 among the Company, certain of its subsidiaries, LaSalle Bank National Association, and certain other lenders. (Incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed with the SEC on September 30, 2005.)
10.13	Stock Appreciation Rights Plan effective April 4, 2002. (Incorporated by reference to Exhibit 10.23 to the Company's Quarterly Report on Form 10-K/A filed with the SEC on October 28, 2005.) *
10.14	Celadon Group, Inc., 2006 Omnibus Incentive Plan. (Incorporated by reference to Appendix B to the Company's definitive proxy statement, filed with the SEC on December 19, 2005.) *

10.15	First Amendment to Credit Agreement dated December 23, 2005, among the Company, certain of it subsidiaries, LaSalle Bank National Association, and certain other lenders. (Incorporated by reference to Exhibit 10.21 to the Company's Quarterly Report on Form 10-Q filed with the SEC on January 30, 2006.)
10.16	Celadon Group, Inc. Form of Award Notice for Employees for Restricted Stock Awards. (Incorporated by reference to Exhibit 10.23 to the Company's Quarterly Report on Form 10-Q filed with the SEC on May 4, 2006.) *
10.17	Celadon Group, Inc. Form of Award Notice for Stephen Russell for Restricted Stock Award. (Incorporated by reference to Exhibit 10.24 to the Company's Quarterly Report on Form 10-Q filed with the SEC on May 4, 2006.) *
10.18	Celadon Group, Inc. Form of Award Notice for Employees for Incentive Stock Option Grants. (Incorporated by reference to Exhibit 10.25 to the Company's Quarterly Report on Form 10-Q filed with the SEC on May 4, 2006.) *
10.19	Celadon Group, Inc. Form of Award Notice for Non-Employee Directors for Non-Qualified Stock Option Grants. (Incorporated by reference to Exhibit 10.26 to the Company's Quarterly Report on Form 10-Q filed with the SEC on May 4, 2006.) *
10.20	Employment Letter dated August 8, 2007 by and between Celadon Group, Inc. and Chris Hines. (Incorporated by reference to Exhibit 10.22 to the Company's Quarterly Report on Form 10-Q filed with the SEC on October 31, 2007.) *
10.21	Second Amendment to Credit Agreement dated June 30, 2007 by and among Celadon Group, Inc., Celadon Trucking Services, Inc., Truckers B2B, Inc., and Celadon Logistics Services, Inc., the financial institutions party thereto, and LaSalle Bank National Association. (Incorporated by reference to Exhibit 10.23 to the Company's Quarterly Report on Form 10-Q filed with the SEC on January 31, 2008.)
10.22	Third Amendment to Credit Agreement dated January 22, 2008 by and among Celadon Group, Inc., Celadon Trucking Services, Inc., Truckers B2B, Inc., and Celadon Logistics Services, Inc., the financial institutions party thereto, and LaSalle Bank National Association. (Incorporated by reference to Exhibit 10.23 to the Company's Quarterly Report on Form 10-Q filed with the SEC on May 1, 2008.)
10.23	Fourth Amendment to Credit Agreement dated August 11, 2009 by and among Celadon Group, Inc., Celadon Trucking Services, Inc., Truckers B2B, Inc., and Celadon Logistics Services, Inc., the financial institutions party thereto, and LaSalle Bank National Association. (Incorporated by reference to Exhibit 10.24 to the Company's Quarterly Report on Form 10-Q filed with the SEC on October 30, 2009.)
10.24	Credit Agreement dated as of December 7, 2010 among the Company, certain of its subsidiaries, Bank of America, N.A., and certain other lenders. (Incorporated by reference to Exhibit 10.24 to the Company’s Quarterly Report on Form 10-Q filed with the SEC on February 1, 2011.)
10.25	Separation Agreement, General Release, and Non-Competition, Non-Disclosure, and Non-Solicitation Agreement dated January 21, 2011 by and between the Company and Chris Hines. (Incorporated by reference to Exhibit 10.25 to the Company’s Quarterly Report on Form 10-Q filed with the SEC on May 2, 2011.)*
21	Subsidiaries. (Incorporated by reference to Exhibit 21 to the Company's Annual Report on Form 10-K filed with the SEC on September 2, 2011.)
23.1	Consent of Independent Registered Public Accounting Firm - KPMG LLP. #
31.1	Certification pursuant to Item 601(b)(31) of Regulation S-K, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002, by Stephen Russell, the Company's Chief Executive Officer. #
31.2	

	Certification pursuant to Item 601(b)(31) of Regulation S-K, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002, by William E. Meek, the Company's Principal Financial Officer. #
32.1	Certification pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, by Stephen Russell, the Company's Chief Executive Officer. #
32.2	Certification pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, by William E. Meek, the Company's Principal Financial Officer. #

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* Management contract or compensatory plan or arrangement.

\# Filed herewith.

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SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Exchange Act, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized, this September 2, 2011.

Celadon Group, Inc.

By: /s/ Stephen Russell
Stephen Russell
Chairman of the Board and Chief Executive Officer

Pursuant to the requirements of the Exchange Act, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

Signature	Title	Date
/s/ Stephen Russell Stephen Russell	Chairman of the Board and Chief Executive Officer (Principal Executive Officer)	May 17, 2012
/s/ Paul A. Will Paul A. Will	Vice Chairman of the Board, President, and Chief Operating Officer	May 17, 2012
/s/ William E. Meek William E. Meek	Executive Vice President, Chief Financial Officer, and Treasurer	May 17, 2012
/s/ Bart Middleton Bart Middleton	Principal Accounting Officer and Vice President	May 17, 2012
/s/ Michael Miller Michael Miller	Director	May 17, 2012
/s/ Anthony Heyworth Anthony Heyworth	Director	May 17, 2012
		May 17, 2012

/s/ Catherine Langham Catherine Langham	Director

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EXHIBIT INDEX

Exhibit Number	Description
3.1	Amended and Restated Certificate of Incorporation of the Company. (Incorporated by reference to the Company's Quarterly Report on Form 10-Q for the quarterly period ending December 31, 2005, filed with the SEC on January 30, 2006.)
3.2	Certificate of Designation for Series A Junior Participating Preferred Stock. (Incorporated by reference to Exhibit 3.3 to the Company's Annual Report on Form 10-K for the fiscal year ended June 30, 2000, filed with the SEC on September 28, 2000.)
3.3	Amended and Restated By-laws of the Company. (Incorporated by reference to Exhibit 3.3 to the Company's Quarterly Report on Form 10-Q filed with the SEC on January 31, 2008.)
4.1	Amended and Restated Certificate of Incorporation of the Company. (Incorporated by reference to the Company's Quarterly Report on Form 10-Q for the quarterly period ending December 31, 2005, filed with the SEC on January 30, 2006.)
4.2	Certificate of Designation for Series A Junior Participating Preferred Stock. (Incorporated by reference to Exhibit 3.3 to the Company's Annual Report on Form 10-K for the fiscal year ended June 30, 2000, filed with the SEC on September 28, 2000.)
4.3	Rights Agreement, dated as of July 20, 2000, between Celadon Group, Inc. and Fleet National Bank, as Rights Agent. (Incorporated by reference to Exhibit 4.1 to the Company's Registration Statement on Form 8-A, filed with the SEC on July 20, 2000.)
4.4	Amended and Restated By-laws of the Company. (Incorporated by reference to Exhibit 3.3 to the Company's Quarterly Report on Form 10-Q filed with the SEC on January 31, 2008.)
10.1	Celadon Group, Inc. 1994 Stock Option Plan. (Incorporated by reference to Exhibit B to the Company's Proxy Statement on Schedule 14A, filed with the SEC October 17, 1997.) *
10.2	Employment Contract dated January 21, 1994 between the Company and Stephen Russell. (Incorporated by reference to Exhibit 10.43 to the Company's Registration Statement on Form S-1, Registration No. 33-72128, filed with the SEC on November 24, 1993.) *
10.3	Amendment dated February 12, 1997 to Employment Contract dated January 21, 1994 between the Company and Stephen Russell. (Incorporated by reference to Exhibit 10.50 to the Company's Annual Report on Form 10-K filed with the SEC on September 12, 1997.) *
10.4	Celadon Group, Inc. Non-Employee Director Stock Option Plan. (Incorporated by reference to Exhibit A to the Company's Proxy Statement on Schedule 14A, filed with the SEC on October 14, 1997.) *
10.5	Amendment No. 2 dated August 1, 1997 to Employment Contract dated January 21, 1994 between the Company and Stephen Russell. (Incorporated by reference to Exhibit 10.54 to the Company's Quarterly Report on Form 10-Q filed with the SEC on February 11, 1998.) *
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