

Marubeni
America Corporation



Annual Report 2008

Year ended December 31, 2008

Branches and Offices

New York Headquarters

375 Lexington Avenue
New York, NY 10017
Tel: (212) 450-0100 Fax: (212) 450-0700

New York Showroom

c/o Design Link, 1411 Broadway, Room 429
New York, NY 10018

Appleton Office

4321 West College Avenue, Suite 380
Appleton, WI 54914
Tel: (920) 832-0465 Fax: (920) 380-9408

Detroit Branch

2000 Town Center, Suite 1390
Southfield, MI 48075
Tel: (248) 353-7060 Fax: (248) 353-0649

Houston Branch

2800 Post Oak Boulevard, Suite 6000
Houston, TX 77056
Tel: (713) 871-5700 Fax: (713) 871-1726

Los Angeles Branch

515 South Figueroa Street, Suite 2000
Los Angeles, CA 90071
Tel: (213) 972-2700 Fax: (213) 688-7462

Omaha Branch

1125 South 103rd Street, Suite 475
Omaha, NE 68124
Tel: (402) 934-1061 Fax: (402) 934-1063

Silicon Valley Branch

3945 Freedom Circle, Suite 1000
Santa Clara, CA 95054
Tel: (408) 330-0808 Fax: (408) 330-0807

Torrance Office

3460 Torrance Boulevard, Suite 170
Torrance, CA 90503
Tel: (310) 316-7737 Fax: (310) 316-7127

Washington D.C. Office

1776 I Street NW, Suite 725
Washington D.C. 20006
Tel: (202) 331-1167 Fax: (202) 331-1319

Marubeni America Corporation Web Address:

www.marubeni-america.com

Marubeni Corporation (parent) Web Address:

www.marubeni.com

President's Message

In recent years, Marubeni America Corporation, like our parent, Marubeni Corporation, has maintained a strong upward trend of earning capability and financial strength. With sustained contributions from our traditional trading businesses and substantial contributions from our subsidiaries, we have had a string of record-setting years. 2008, the year we celebrated the 150th Anniversary of Marubeni, was another very good year for us.

As we face the challenges of 2009 and beyond presented by the current economic downturn, we look forward to ongoing contributions from our major subsidiaries in agricultural products, distribution, finance and leasing, and the expansion of our business and future earnings by a combination of organic growth and acquisition where appropriate. We are currently driving to achieve SG2009, our medium-term strategic plan. In doing so, MAC's focus continues to be on extending the brand of Marubeni Group, and building a company with presence in the U.S. and Canada, one which can ensure sustainable growth. As such, we continue to raise the bar and challenge all of our group businesses to be innovative in meeting aggressive financial objectives, despite difficult economic times. At the same time, we challenge all of our staff members to keep an ever-watchful eye on proper risk management, financial planning, internal control, compliance and corporate social responsibility.



Now, as always, our success depends upon the ability of each member of our group to provide the highest level of value-added services, solution and quality to our customers, clients and business partners - **to go beyond your expectations...**

We look forward to working with you.

Koichi Mochizuki

President and Chief Executive Officer

Company Profile

Marubeni America Corporation, which we also refer to as “MAC,” is a general trading company, engaged as an intermediary, importer/exporter, facilitator or broker in various types of trade between and among business enterprises and countries. We are the largest overseas subsidiary of the Japanese “sogo shosha” called Marubeni Corporation, which originated in Osaka in 1858. But unlike many other businesses of our size and scope, MAC has few fixed assets, relying instead on the creativity, ingenuity and innovation of our talented and experienced people, our intensive information gathering skills and our extensive financial resources and acumen.

MAC trades in a broad range of commodities, agricultural goods, machinery, energy products, and natural resources for our own account, and on behalf of our clients. In addition, we are more than just global traders and brokers. We also act as major financiers, investors and large-scale organizers. We play a vital role in the logistics of transactions, such as the global movement of products. We assume and manage risk involved in transactions and act

as business consultants, using our vast trade experience in new business development. We provide many specialized services, including sales support, transportation, insurance, storage, financing and leasing, engineering and construction service, and traffic and logistics planning. We are also the holding company of, or significant investor in, a number of major companies within our specialty industries.

We are headquartered in New York City, with several other U.S. locations and approximately 40 subsidiary and affiliated companies across the United States, Canada and Mexico. We can also access a network of over 125 Marubeni Group offices and about 450 associated companies worldwide, all of which provide Marubeni offices and affiliates with up-to-the-minute information on commodities, commerce and finance. Through this extensive global network, Marubeni America Corporation is able to facilitate complex projects and transactions, and can assist you in expanding your present business or in identifying and developing new business opportunities.

Our Business

Marubeni America Corporation is involved in a vast array of upstream, midstream and downstream business activities - in past years, it was said that we offered everything from "noodles to satellites." And while such a description is a bit outdated today, the essence of our business remains the same. As a result of our coordinated strategy to minimize corporate and shareholder risk by investing in a myriad of business types and industries, we have the capability of offering to our customers and clients a wide series of finished goods and financial products, commodities, raw materials, components, transportation, technical and other services.

Chemicals

MAC's business in this area is wide-ranging, as we handle agrochemicals, petrochemicals, plastics, specialty chemicals and electronic materials.

Our commodity chemicals Department is based in Houston at its industry's center. We trade petrochemical products and chlor-alkali related products, such as olefins, aromatics, carbon black feedstock, vinyl chloride monomer (VCM), polyvinyl chloride resin (PVC), caustic soda, and polyolefins, mainly between the U.S., Central and South America and Asia, to meet the increasing demand in Asia and in the U.S.

Specialty Chemicals Department meets the increasing challenge of supplying the chemical industry's needs. Our subsidiary company, Marubeni Specialty Chemicals (MSCI), of White Plains, New York, conducts trading and distribution operations. MSCI's three divisions serve various constituencies, including the paper coating, paint, adhesive, packaging, automobile, electronics, fiber optics, agricultural chemicals and related products (including Helena Chemical's products - see below) and plastic compounding industries. MSCI is invested in, and seeks further opportunities to invest in, emerging companies that offer cutting-edge technologies.

MAC's Electronic Materials Department, located in our Silicon Valley Branch, trades materials related to digital products, the semi-conductor industry and solar module related products between the U.S. and Asia, primarily Japan.

Finally, MAC's largest subsidiary, Helena Chemical Company (HCC), is one of the largest formulators and distributors of crop inputs and services in the U.S. HCC offers a variety of crop protection products, agricultural chemicals, seed, fertilizer and related products. Helena has four plants which provide toll manufacturing services for its suppliers as well as manufacturing Helena's line of private and proprietary products. The Company has 16 sales divisions, with about 350 sales outlets and more than 3,000 employees. In addition to traditional agricultural products, Helena offers services in turf and ornamental products, forestry, aquatic and vegetation supplies. Its proprietary line

of products includes adjuvant, seed treatments, bioscience, nutritional and value-added generics, which are distributed in 12 countries by MSCI.

Subsidiary Companies

Helena Chemical Company

Distributor of agricultural chemicals, seed and fertilizer

Marubeni Specialty Chemicals, Inc.

Import and export of specialty chemicals, agricultural chemicals and plastics

Energy

We are expanding our trading portfolios in the oil and gas businesses in the U.S. and Latin America, while simultaneously exploring opportunities for investment in related mid-downstream businesses in both regions. We also lend support to two subsidiary companies in oil and gas and nuclear fuel - MIECO and Energy U.S.A., respectively - which MAC owns jointly with Marubeni Corporation. MIECO, with offices in California, Texas and New Jersey, conducts trading of petroleum products, petrochemical feedstocks and natural gas in the American and the Pacific Rim markets. Energy U.S.A., with offices in Washington, D.C. and Connecticut, trades natural uranium both domestically and overseas for end-use in the generation of nuclear power.

In addition, MAC plans to conduct trading of crude oil and petroleum products, as well as natural gas, LNG and LPG. With any of these products, we may be involved in importing and exporting them to and from the U.S., or in trading them offshore. Latin America is another focus of MAC's efforts to increase trade and to invest in related energy businesses in the mid-downstream.

Subsidiary Companies

Energy U.S.A. Inc.

Trader of uranium and nuclear energy related equipment

Marubeni Oil & Gas (USA), Inc.

Oil and gas development and production in the Gulf of Mexico

MIECO, Inc.

Petroleum and natural gas traders

Food

MAC buys and exports grain, meat and other foodstuffs from the U.S. for the Japanese and Asian markets; engages in commodities trading through the Intercontinental Exchange and the Chicago Board of Trade; and assists Marubeni Corporation in conducting commodity trading with suppliers in North America and Central and South America. We export wheat, barley, rice, corn, sorghum, soybeans, canola, beef, pork and other foodstuffs to the Japanese and Asian markets from the U.S., while also importing sugar and grape must to the U.S. from Central and South America.

We have also worked to expand our business, especially in corn and soybeans, by securing our supply base. We have a strategic alliance with major U.S. grain suppliers in the Time Charter Vessel Operation Company along with Archer Daniels Midland Company (ADM).

Similarly, we have helped to ensure a safe and stable supply system for meat and other foodstuffs by reinforcing strong links with U.S. and Central and South American suppliers; for example, with Farmland Foods, Inc. in the chilled pork trade, with Jamaican Cane Products Sales in the U.S.-quota sugar trade, and with a Canadian supplier of wheat. We also seek to increase trade of non-genetically modified (non-GMO) grain in Japan.

MAC's affiliate, Columbia Grain International (CGI), exports nearly 150 million bushels of wheat and barley through its state-of-the-art grain elevator at Terminal 5 in Portland, Oregon. Through CGI, we ship almost 15% of all the wheat and barley exported by the United States. In anticipation of irregular market conditions across the globe, we are looking to new areas for supplies of grain, including South America.

MAC's largest subsidiary, Helena Chemical Company, is one of the largest formulators of crop inputs and services in the U.S. Helena offers a variety of crop protection products, agricultural chemicals, seed, fertilizer and related products.

Subsidiary Companies

ADM Marubeni Transportation, LLC

Operation of freight

Columbia Grain International, Inc.

Grain merchandising

Helena Chemical Company

Distributor of agricultural chemicals, seed and fertilizer

North Pacific Seafoods, Inc.

Processing and export of seafood

Forest Products

We import, export and distribute pulp, wood chips and paper; meanwhile, our affiliate Pan Pacific Fiber collects various waste papers from local markets and sorts, bundles, and ships them worldwide.

MAC's subsidiary company, Intragrated Resources Holdings, sells printing paper to catalog houses and publishers in the U.S. and also provides consulting services to heavy corporate users of printing paper.

Subsidiary Companies

A.T. Clayton and Company, Inc.

J.S. Eliezer Associates, Inc.

Paper distributor and printing consulting

Pan Pacific Fiber, Inc.

Paper recycling

Leasing & Finance

MAC has a deep expertise and significant assets in the equipment leasing business, having been strategically invested in refrigerated transportation, technology equipment and other niche industries in the U.S. since the mid-90's. PLM Trailer Leasing, with headquarters in Montvale, New Jersey and satellite locations across the United States, is a top-tier player specializing in leasing refrigerated trailers to the foodservice industry. Its subsidiary, Train Trailer Rentals, of the Toronto, Ontario region, is similarly a leader in the trailer business in Eastern Canada. CoActiv Capital Partners of Horsham, Pennsylvania is a specialty provider of private label leasing services for technology, financial institutions, construction and industrial, and franchise businesses. Advantage Funding Management of Lake Success, New York leases and finances coach buses, limousines, para-transit vans and other specialized commercial vehicles. Along with our parent company, Marubeni Corporation, we co-invest in a leading railcar leasing company, Midwest Railcar Corporation headquartered in the St. Louis, Missouri area.

Subsidiary Companies

Advantage Funding Management Co., Inc.

Specialty commercial vehicle leasing and financing

CoActiv Capital Partners, Inc.

CoActiv Capital Partners Canada Inc.

Vendor lease finance programs

Marubeni Transport Service Corporation

Third party logistics service provider

Midwest Railcar Corporation

General freight railcar operating leasing

PLM Trailer Leasing, Inc.

Refrigerated trailer leasing

Train Trailer Rentals Limited

Trailer rental, lease, service & sales

Lifestyle

In the area of “lifestyles,” MAC handles textile products and general merchandise, including footwear, artificial leathers, hides and rubber.

In textiles, we primarily engage in designing, sourcing, manufacturing and marketing a wide range of products that serve both the U.S. and overseas markets. We make garments for apparel wholesalers and retail stores and also supply woven and nonwoven fabrics for both apparel and industrial applications. We import various raw materials - mainly yarns, fibers - to domestic weavers, knitters, paper producers and carpet manufacturers. We manufacture knitted fabric for a leading U.S. automotive interior company which is poised for growth. And like Marubeni America in general, many of our textiles customers are market leaders in their fields and hold well-known brand names.

Our footwear department sells Clarino - one of the most advanced synthetic leathers ever made - in the U.S., Canada, Mexico and South America. In North America, we also distribute flexible, lightweight children’s shoes to high-end retailers.

MAC’s hide department exports U.S. and Canadian hides to Asian countries including China, Korea, Taiwan and Japan, where they are made into leather for shoes, bags and automobile interiors.

Our rubber department imports conveyor belts and hoses, mainly from Asian countries, including China, Taiwan, Korea and Japan, and distributes them in North America. Marubeni America’s subsidiary, Belterra Corporation, also distributes conveyor belts and industrial hoses, mainly in Canada.

Subsidiary Companies

Belterra Corporation

Distributor of industrial conveyor belts and hoses

Marubeni Business Machines (America) Inc.

Import and export of office automation equipment

Machinery

For our own account, MAC imports, exports and wholesales automobiles, commercial trucks, agricultural machinery, construction machinery, mining equipment and other industrial vehicles and equipment and related spare parts. In addition, we deal with circulated fluidized bed (CFB) boilers for renewable energy, machine tools and parts for photovoltaic cell manufacturers, and pulp and paper machinery.

As a shareholder, we invest in and operate Prime Automotive Warehouse, an auto parts supplier for the aftermarket located in Olive Branch, Mississippi. Gallery Automotive Group of the Boston, Massachusetts area and Long Island Automotive Group of Amityville, New York maintain a series of high-end retail dealerships for luxury cars. In the construction machinery area, we hold Makomex of Monterrey, Mexico, and in the agricultural machinery field, our affiliate Avenue Machinery of the Vancouver, Canada region is one of Western Canada's leading distributors and KM Distribucion de Maquinarias, S.A. de C.V. of Guadalajara, Mexico also distributes agricultural machinery. Advantage Funding Management of Lake Success, New York leases and finances coach buses, limousines, para-transit vans and other specialized commercial vehicles. Marubeni Aerospace America of Los Angeles, California exports military defense products for the Japan Defense Ministry. Marubeni Business Machines (America) Inc. exports office automation equipment.

Subsidiary Companies

Advantage Funding Management Co., Inc.

Specialty commercial vehicle leasing and financing

Avenue Machinery Corporation

Sales of agriculture and Kubota construction equipment

Gallery Automotive Group, LLC

Long Island Automotive Group, Inc.

Automobile dealerships

KM Distribucion De Maquinarias, S.A. DE C.V.

Distributor of agricultural machinery

Marubeni Aerospace America Corporation

Export of defense equipment

Marubeni Auto & Construction Machinery America

Automobile and construction machinery dealerships

Marubeni Business Machines (America) Inc.

Import and export of office automation equipment

Marubeni Citizen Cincom, Inc.

Distributor of CNC Swiss-type lathes

Marubeni Maquinarias Mexico, S.A.de C.V.

Import, sales and service of Komatsu construction machinery

Prime Automotive Warehouse, Inc.

Wholesale distributor of automotive parts

Metals & Mineral Resources

MAC is engaged in the import, export, domestic and offshore trade of various non-ferrous metals and ferrous materials and minerals. While our main activities are trading and distribution, we are also intensely involved in a variety of high-technology related businesses and venture projects for various industries.

Our New York City office specializes in copper tubing for air conditioners, copper strip for submarine cable and cellular base stations, gallium arsenide substrates and epi-substrates, the import and export of aluminum and copper products, trading of aluminum ingot and billet in North America and Latin America, Import of hot briquetted iron (HBI), and import of high grade Low Carbon Ferro Chrome.

In Detroit, we specialize in domestic trading of aluminum wire rod for the steel industry, aluminum products for the automotive industry, import of aluminum foil, and metallic powders for sintered automotive parts.

From our Silicon Valley branch, we deal with aluminum and glass substrates for computer hard disk drives (HDDs), polishing pad and slurry for hard disks, semiconductor wafers and CMP applications, various LEDs with wavelengths from 370nm to 1550nm with emphasis on ultra violet (UV) and infrared (IR) technologies, special plastic lenses for LED light fixtures, and various clean room labels, wipers, and consumables.

Subsidiary Companies

Marubeni Metals & Minerals (Canada), Inc.

Aluminum business in Canada

New Business

MAC always targets growing industries for early or mid-stage investment. Our specialty is facilitating the bi-directional flow of technology and business between the U.S. and Japan (and other places in Asia). Current activities include private equity investment, partnerships, incubation, joint ventures, technology and product development sponsorships, and marketing and distribution.

Wherever MAC invests, our strategy is to promote growth by connecting the acquisition to the global network of business alliances that we and our parent, Marubeni Corporation, have cultivated. We seek sound opportunities whether in private equity funds, in strategic direct investment, or in middle-market acquisitions.

Plant & Equipment

MAC is involved in the development, coordination, logistics, insurance, management, servicing, supply, investment in, and financing of plant-related business; for plant and equipment financing; and for import, export and third-country plant and equipment transactions. Notably, we invest in industrial projects on a build-own-operate basis ("BOO") in North America, including with PEMEX, the Mexican state-run oil company. Our affiliate, Marubeni Plant Contractor, headquartered in Charlotte, North Carolina, provides design, engineering, general contract management for its clients interested in establishing manufacturing plants in the United States.

Subsidiary Companies

Belterra Corporation

Distributor of industrial conveyor belts and hoses

KMA Manufacturing LLC

Machine shop services

Marubeni Information Systems USA Corporation

Provides solutions for applications-oriented industrial systems

Marubeni Plant Contractor, Inc.

General contractor for building construction, utility & equipment installation

Marubeni Techno-Systems America, Inc.

Sellers of optical disc manufacturing systems

Power Projects & Infrastructure

MAC is involved in business development related to the power industry in North America. Along with our affiliate, Marubeni Power International, Inc. , headquartered in New York City, we explore new areas of power generation, including nuclear power, delivery of utility-scale generation, including development, financing, ownership, and operation and maintenance. We also have several other affiliates in the power generation field, including Marubeni Sustainable Energy, an alternative energy and co-generation provider headquartered in San Diego California, Oak Creek Energy System, Inc. a wind power developer, also headquartered in San Diego, California and PIC Group of Companies a provider of maintenance and consulting service, headquartered in Atlanta, Georgia, and Marubeni Caribbean Power Holdings, which generates significant supplies of electric power for countries in the Caribbean basin.

MAC also partners with other North American companies to develop and commercialize new energy technologies and business models in Asia together with our parent company in Japan. Working in concert with Marubeni Corporation, we are able to act as a conduit between North America and Japan for new technologies, products, and business models in the power and energy industries. In addition we continue to support ongoing gas turbine component sales and developing business for gas turbine generators in North America.

Subsidiary Companies

Marubeni Caribbean Power Holdings, Inc.

Holding company for power plants and power companies in the Caribbean area

Marubeni Power International, Inc.

Marketing and development of power projects

Marubeni Sustainable Energy, Inc.

Owner and operator of renewable generation plants

Oak Creek Energy Systems Inc.

Wind energy development in the Southwestern United States

PIC Group, Inc.

Global service provider to the power generation industry

Subsidiaries

ADM Marubeni Transportation, LLC	Operation of freight 4666 Faries Parkway Decatur, IL 62526 Tel: (217) 451-4663
Advantage Funding Management Co, Inc.	Specialty commercial vehicle leasing and financing 1111 Marcus Avenue, Suite M27 Lake Success, NY 11042 Tel: (866) 392-1300 Fax: (718) 392-3933 Web site: www.advantagefund.com
A.T Clayton and Company, Inc.	Paper distributor and printing consulting 300 Atlantic Street, Suite 701 Stamford, CT 06901 Tel: (203) 658-1200 Fax: (203) 658-1299 Web site: www.atclayton.com
Avenue Machinery Corporation	Sales of agriculture and Kubota construction equipment 1521 Sumas Way Abbotsford, BC V2T 6Z6 Tel: (604) 864-2665 Fax: (604) 864-2684 Web site: www.avenuemachinerycorp.com
Belterra Corporation	Distributor of industrial conveyor belts and hoses 1638 Fosters Way Delta, BC V3M 6S6 Tel: (604) 540-1950 Fax: (604) 540-4214 Web site: www.belterra.ca
CoActiv Capital Partners, Inc.	Vendor lease programs 655 Business Center Drive, Suite 250 Horsham, PA 19044 Tel: (267) 960-4000 Fax: (267) 960-4090 Web site: www.coactivcapital.com
CoActiv Capital Partners Canada, Inc.	Vendor lease finance programs 3310 South Service Road, #102 Burlington, ON L7N 3M6 Tel: (905) 634-5678 Fax: (905) 634-5608 Web site: www.coactivcapital.ca
Columbia Grain International, Inc.	Grain merchandising 1300 SW Fifth Avenue, Suite 2950 Portland, OR 97201 Tel: (503) 224-8624 Fax: (503) 241-0296 Web site: www.columbiagrains.com

Energy U.S.A., Inc.	<p>Trader of uranium and nuclear energy related equipment 1776 I Street NW, Suite 725 Washington DC 20006 Tel: (202) 785-9260 Fax: (202) 785-9262</p>
Gallery Automotive Group, LLC	<p>Automobile dealerships 918-920 Providence Highway, Route 1 Norwood, MA 02062 Tel: (781) 769-9600 Fax: (781) 769-1458 Web site: www.gallerygroup.com</p>
Helena Chemical Company	<p>Distributor of agricultural chemicals, seed and fertilizer 225 Schilling Boulevard Collierville, TN 38017 Tel: (901) 761-0050 Fax: (901) 683-2960 Web site: www.helenachemical.com</p>
J.S. Eliezer Associates, Inc.	<p>Paper distributor and printing consulting 300 Atlantic Street, Suite 701 Stamford, CT 06901 Tel: (203) 658-1200 Fax: (203) 658-1299 Web site: www.jseliezer.com</p>
KM Distribucion De Maquinarias, S.A. de C.V.	<p>Distributor of agricultural machinery Dos Cañas 3250-33 Col. La Nogalera, C.P. 44470 Guadalajara, Jal., Mexico Tel: (33) 3145-3336 Fax: (33) 3145-3337</p>
KMA Manufacturing, LLC	<p>Machine shop services 685 State Street Vanport, PA 15009 Tel: (724) 371-3059 Fax: (724) 728-9707 Web site: www.kma-usa.com</p>
Long Island Automotive Group, Inc.	<p>Automobile dealerships 124 Greene Avenue Amityville, NY 11701 Tel: (631) 264-2244 Fax: (631) 798-0686 Web site: www.liag.net</p>
Marubeni Auto & Construction Machinery America	<p>Automobile and construction machinery dealerships 375 Lexington Avenue New York, NY 10017 Tel: (212) 450-0625 Fax: (212) 450-0779</p>

Marubeni Aerospace America Corporation	Export of defense equipment 515 South Figueroa Street, Suite 2000 Los Angeles, CA 90071 Tel: (213) 972-2782 Fax: (213) 972-2804
Marubeni Business Machines (America), Inc.	Import and export of office automation equipment 6505 Blue Lagoon Drive, Suite 420 Miami, FL 33126 Tel: (305) 269-9292 Fax: (305) 269-9232
Marubeni Canada, Ltd.	Importer, exporter and distribution 505 Burrard Street, Suite 1630 Vancouver, BC V7X 1E5 Tel: (604) 443-3800 Fax: (604) 681-0498
Marubeni Caribbean Power Holdings, Inc.	Holding company for power plants and power company in the Caribbean area 1165 Northchase Parkway, Suite 195 Marietta, GA 30067 Tel: (678) 905-5028 Fax: (678) 905-5029
Marubeni Citizen Cincom, Inc.	Distributor of CNC Swiss-type lathes 90 Boroline Road Allendale, NJ 07401 Tel: (201) 818-0100 Fax: (201) 818-1877 Web site: www.marucit.com
Marubeni Information Systems USA Corporation	Provides solutions for applications-oriented industrial systems 3945 Freedom Circle, Suite 1020 Santa Clara, CA 95054 Tel: (408) 330-0605 Fax: (408) 330-0785 Web site: www.marubeni-sysusa.com
Marubeni Maquinarias Mexico, S.A. de C.V.	Import, sales and service of Komatsu construction machinery Carr, Miguel Aleman Km 15.5 Apodaca, N.L. C.P. 66600 Mexico Tel: (52-81) 8220-3109 Fax: (52-81) 8220-3123 Web site: www.makomex.com
Marubeni Metals & Minerals (Canada), Inc.	Aluminum business in Canada 630 Rene-Levesque Boulevard West Montreal, QC H3B 1S6 Tel: (514) 874-9454 Fax: (514) 866-8574
Marubeni Mexico S.A. de C.V.	Importer, exporter and distribution Boulevard. Manuel Avila Camacho 24 Piso 12 Col. Lomas de Chapultepec 11000 Mexico D.F., Mexico Tel: (52-55) 5202-7626 Fax: (52-55) 5202-7626

Marubeni Oil & Gas (USA), Inc.	Oil and gas development and production in the Gulf of Mexico 777 North Eldridge Parkway, Suite 270 Houston, TX 77079 Tel: (832) 379-1101 Fax: (832) 379-1110
Marubeni Plant Contractor, Inc.	General Contractor for building construction, utility & equipment installation 1111 Carmel Commons Blvd. Suite 320 Charlotte, NC 28226 Tel: (704) 501-5062 Fax: (704) 392-3612 Web site: www.marubeni-mpci.com
Marubeni Power International, Inc.	Marketing and development of power projects 375 Lexington Avenue New York, NY 10017 Tel: (212) 450-0640 Fax: (212) 450-0749 Web site: www.marubeni-power.com
Marubeni Specialty Chemicals, Inc.	Import and export of specialty chemicals and plastics 10 Bank Street, 7th Floor White Plains, NY 10606 Tel: (914) 428-8900 Fax: (914) 428-8859 Web site: www.Chemdot.com
Marubeni Sustainable Energy, Inc.	Owner and operator of renewable generation plants 1660 Union Street, Suite 200 San Diego, CA 92101 Tel: (619) 232-6564 Fax: (619) 232-6116 Web site: www.msei-marubeni.com
Marubeni Techno-Systems America, Inc.	Sellers of optical disc manufacturing systems 4740 Von Karman Avenue, Suite 120 Newport Beach, CA 92660 Tel: (949) 261-9200 Fax: (949) 261-9201 Web site: www.marubenedisc.com
Marubeni Transport Service Corporation	Third party logistics service provider 180 East Ocean Boulevard, Suite 600 Long Beach, CA 90802 Tel: (562) 435-3722 Fax: (562) 432-8443 Web site: www.marubeni-trans.com
Midwest Railcar Corporation	General freight railcar operating leasing 4949 Autumn Oaks Drive, Suite B Maryville, IL 62062 Tel: (618) 288-2233 Fax: (618) 288-2871 Web site: www.midwestrailcar.com

MIECO, Inc.	Petroleum and natural gas traders 301 East Ocean Boulevard, Suite 1100 Long Beach, CA 90802 Tel: (562) 435-0085 Fax: (562) 432-2318 Web site: www.mieco.com
North Pacific Seafoods, Inc.	Processing and export of seafood 4 Nickerson Street, Suites 301 & 400 Seattle, WA 98109 Tel: (206) 726-9900 Fax: (206) 726-1571 Web site: www.northpacificseafoods.com
Oak Creek Energy Systems, Inc.	Wind energy development in the Southwestern United States 150 LaTerraza Blvd. Escondido, CA 92025 Tel: (661) 822-6853 Fax: (760) 546-0653 Web site: www.oces.com
Pan Pacific Fiber, Inc.	Paper recycling 14013 Marquardt Avenue Santa Fe Springs, CA 90670 Tel: (562) 926-0666 Fax: (562) 926-6266 Web site: www.panpacificfiber.com
PIC Group, Inc.	Global service provider to the power generation industry 1165 Northchase Parkway, Suite 400 Marietta, GA 30067 Tel: (770) 850-0100 Fax: (770) 850-2200 Web site: www.picworld.com
PLM Trailer Leasing, Inc.	Refrigerated trailer leasing 100 Paragon Drive Montvale, NJ 07645 Tel: (201) 505-0011 Fax: (201) 334-5199 Web site: www.plmtrailer.com
Prime Automotive Warehouse, Inc.	Wholesale distributor of automotive parts 8631-A Polk Lane Olive Branch, MS 38654 Tel: (662) 890-6145 Fax: (800) 329-9312 Web site: www.primeautomotive.com
Train Trailer Rentals Limited	Trailer rental, lease, service & sales 400 Annagem Boulevard Mississauga, ON L5T 3A8 Tel: (905) 564-7247 Fax: (905) 564-7498 Web site: www.Traintrailer.com

Consolidated Balance Sheets

Marubeni America Corporation
At December 31, 2008 and 2007
(In Thousands)

	2008	2007
Assets		
Current assets:		
Cash and cash equivalents	\$ 196,911	\$ 228,732
Short-term investments	250	382
Accounts and notes receivable – customers, net of allowance for doubtful accounts of \$5,924 in 2008 and \$6,567 in 2007	338,027	404,414
Receivables from parent and affiliates	316,375	363,387
Inventory	821,459	683,942
Advance payments to suppliers	248,798	266,760
Deferred income taxes	13,763	—
Other current assets	115,138	97,661
Total current assets	2,050,721	2,045,278
Investments and long-term receivables:		
Investments:		
Affiliated companies, at equity	92,206	65,895
Other	44,681	69,445
Long-term accounts and notes receivable – customers, net of allowance for doubtful accounts of \$6,055 in 2008 and \$5,515 in 2007	331,134	220,113
Total investments and long-term receivables	468,021	355,453
Due from parent and affiliates	76,144	88,279
Property, plant, equipment and leasehold improvements, at cost, less accumulated depreciation and amortization of \$167,898 in 2008 and \$166,822 in 2007	303,992	352,888
Goodwill	89,979	104,123
Intangible assets and other, net	83,147	38,306
Total assets	\$3,072,004	\$ 2,984,327

Consolidated Balance Sheets

Marubeni America Corporation
At December 31, 2008 and 2007
(In Thousands)

	2008	2007
Liabilities and shareholder's equity		
Current liabilities:		
Short-term loans	\$ 173,971	\$ 223,557
Acceptances payable to banks	10,296	7,075
Accounts payable	513,448	652,118
Advance payments from customers	216,654	192,716
Payables to parent and affiliates	310,340	322,773
Accrued expenses and other	338,198	261,813
Deferred income taxes	—	3,697
Long-term debt due within one year	137,270	66,165
Total current liabilities	1,700,177	1,729,914
Long-term debt	608,358	605,173
Deferred income taxes	12,269	20,188
Other noncurrent liabilities	85,376	48,336
Minority interests	98,577	77,850
Commitments and contingencies		
Shareholder's equity:		
Common stock, without par value; 5,000 shares authorized, 3,533 shares issued and outstanding	353,273	353,273
Additional paid-in capital	18,465	18,277
Retained earnings	252,005	139,312
Accumulated other comprehensive loss	(56,496)	(7,996)
Total shareholder's equity	567,247	502,866
Total liabilities and shareholder's equity	\$3,072,004	\$2,984,327

See accompanying notes.

Consolidated Statements of Income

Marubeni America Corporation
At December 31, 2008 and 2007
(In Thousands)

	2008	2007
Revenues (total volume of trading transactions: \$10,735,835 in 2008 and \$9,667,268 in 2007)	\$4,133,910	\$ 3,460,564
Cost of revenues	3,261,900	2,776,486
Gross trading profit	872,010	684,078
Equity in net income of affiliated companies	13,852	6,611
	885,862	690,689
Interest expense – net of interest income of \$22,896 in 2008 and \$21,817 in 2007 . . .	29,051	35,357
Other expense – net	45,348	21,533
Selling, general and administrative expenses	611,270	530,849
	685,669	587,739
Income before provision for income taxes	200,193	102,950
Provision for income taxes	87,500	50,800
Net income	\$ 112,693	\$ 52,150

See accompanying notes.

Consolidated Statements of Shareholder's Equity

Marubeni America Corporation
At December 31, 2008 and 2007
(In Thousands)

	Common Stock	Additional Paid-in Capital	Retained Earnings (Accumulated Deficit)	Accumulated Other Comprehensive Income (Loss)	Total
Balance at December 31, 2006	\$ 353,273	\$ 19,999	\$ 87,162	\$ (20,103)	\$ 440,331
Comprehensive income:					
Net income	—	—	52,150	—	52,150
Other comprehensive income:					
Unrealized losses on available-for-sale securities, net of income tax	—	—	—	(2,957)	(2,957)
Change in fair value of derivative financial instruments, net of income tax	—	—	—	(351)	(351)
Translation adjustment	—	—	—	5,071	5,071
Change in pension and postretirement funded status, net of income tax	—	—	—	10,344	10,344
Other comprehensive income	—	—	—	—	12,107
Comprehensive income	—	—	—	—	64,257
Loss on sale of investments to parent	—	(1,722)	—	—	(1,722)
Balance at December 31, 2007	353,273	18,277	139,312	(7,996)	502,866
Comprehensive income:					
Net income	—	—	112,693	—	112,693
Other comprehensive income:					
Unrealized losses on available-for-sale securities, net of income tax	—	—	—	(1,434)	(1,434)
Change in fair value of derivative financial instruments, net of income tax	—	—	—	(4,636)	(4,636)
Translation adjustment	—	—	—	(7,376)	(7,376)
Change in pension and postretirement funded status, net of income tax	—	—	—	(35,054)	(35,054)
Other comprehensive income	—	—	—	—	(48,500)
Comprehensive income	—	—	—	—	64,193
Gain on capital contribution to subsidiary by parent	—	188	—	—	188
Balance at December 31, 2008	\$ 353,273	\$ 18,465	\$ 252,005	\$ (56,496)	\$ 567,247

See accompanying notes.

Consolidated Statements of Cash Flows

Marubeni America Corporation
At December 31, 2008 and 2007
(In Thousands)

	2008	2007
Cash flows from operating activities		
Net income	\$ 112,693	\$ 52,150
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	38,520	31,776
Deferred income taxes	6,100	14,700
Bad debt expense and other noncash charges	30,722	17,777
Lower of cost or market write-down	78,125	12,942
Net gain on sale of investments and businesses	(5,156)	(3,062)
Net loss on sale of property, plant and equipment	833	4,863
Equity in net income of affiliated companies	(13,852)	(6,611)
Changes in operating assets and liabilities:		
Accounts and notes receivable – customers and affiliates	190,636	(28,588)
Inventory	(198,061)	(172,135)
Other assets	(24,501)	(131,403)
Accounts payable – customers and affiliates	(158,718)	137,297
Other liabilities	181,368	91,889
Net cash provided by operating activities	238,709	21,595
Cash flows from investing activities		
Net increase in investments	(12,719)	(6,024)
Net (increase) decrease in short-term notes receivable— customers and affiliates	(42,556)	18,301
Increase in long-term accounts and notes receivable— customers and affiliates	(327,507)	(250,780)
Collection and sales of long-term accounts and notes receivable— customers and affiliates	191,892	102,636
Acquisition of property, plant, equipment and leasehold improvements	(71,037)	(84,500)
Proceeds from sale of property, plant and equipment	99,956	16,352
Proceeds from sale of investments	5,056	4,644
Business acquisitions	(36,515)	(106,188)
Net cash used in investing activities	(193,430)	(305,559)
Cash flows from financing activities		
Net (decrease) increase in short-term loans to third parties and affiliates	(139,586)	159,195
Long-term borrowings	147,648	300,864
Repayments of long-term debt to third parties and affiliates	(85,162)	(103,860)
Net cash (used in) provided by financing activities	(77,100)	356,199
Net (decrease) increase in cash and cash equivalents	(31,821)	72,235
Cash and cash equivalents at beginning of year	228,732	156,497
Cash and cash equivalents at end of year	\$ 196,911	\$ 228,732
Supplemental disclosures of cash flow information		
Cash paid during the year for:		
Interest	\$ 58,248	\$ 61,354
Income taxes	\$ 81,096	\$ 24,444

See accompanying notes.

Notes to Consolidated Financial Statements

Marubeni America Corporation
At December 31, 2008 and 2007
(In Thousands)

1 | Summary of Significant Accounting Policies

Basis of Presentation

The accompanying consolidated financial statements include the accounts of Marubeni America Corporation and all of its majority-owned subsidiaries (collectively, the “Company”). All significant intercompany accounts and transactions have been eliminated in consolidation. The equity method of accounting is used for investments in companies in which the Company has an interest of 50% or less and for which the Company has significant influence over operating and financial policies.

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

Revenue Recognition and Total Volume of Transactions

The Company conducts export, import and domestic and offshore trading of a wide variety of industrial, agricultural and consumer products and also is involved in the related production process from planning, investment and research and development to production, distribution and marketing.

Transactions to which the Company is a party take many forms depending upon local practice, preferences of the parties and legal considerations. Such transactions consist of sales in which the Company acts as principal and transactions in which the Company acts as agent.

Although the Company legally acts as a principal, certain transactions are reported net, as commissions, when the margins thereon are in substance considered commissions in accordance with the consensus reached in the Financial Accounting Standards Board (“FASB”) Emerging Issue Task Force Issue 99-19, *Reporting Revenue Gross as a Principal versus Net as an Agent*. When the Company is not the primary obligor and does not have inventory risk, it generally presents the transaction net. The presentation may change according to changes in form or substance of transactions.

The total volume of trading transactions, which is disclosed in the accompanying consolidated statements

of income, includes the sales value of all transactions in which the Company participates, regardless of the form of such transaction.

In acting as principal, the Company recognizes revenue when the delivery conditions are met. These conditions are considered to have been met when the goods are received by the customer or title to the goods is transferred to the customer. In acting as agent, the Company recognizes commissions when contracted services are fully rendered to the customers.

Shipping and Handling Costs

Shipping and handling costs are included in cost of revenues in the accompanying consolidated statements of income.

Cash and Cash Equivalents

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

Sales of Accounts Receivable

The Company enters into transactions to sell certain of its trade accounts receivable and retains a subordinated interest and servicing rights. Gains or losses on the sale of receivables are based on the carrying value of the assets sold, allocated in proportion to their fair value. Retained interests are carried at fair value and are included in other current assets in the accompanying consolidated balance sheets. The Company generally estimates fair value based on the present value of expected future cash flows of the underlying receivables less management’s best estimates of uncollectible accounts receivable. The Company maintains an allowance for doubtful accounts receivable based upon the collectability of all trade receivables. The allowance is reviewed regularly and adjusted for accounts deemed uncollectible by the Company. Expenses and losses associated with such sales are included in other expense – net in the accompanying consolidated statements of income.

Inventory

Inventory consists of commodities and merchandise and is valued at the lower of cost or market. Cost is based principally on either the first-in, first-out method, specific identification, or average unit prices. Declines in the market

Notes to Consolidated Financial Statements

Marubeni America Corporation
At December 31, 2008 and 2007
(In Thousands)

resulted in a lower cost or market write-down of \$78,125 and \$12,942 at December 31, 2008 and 2007, respectively.

Investment in Equity Securities

The Company has investments in marketable equity securities which are classified as available-for-sale securities and cost-method investments. Investments classified as available-for-sale are carried at fair value, with the unrealized gains and losses, net of tax, reported as other comprehensive income within shareholder's equity. The cost-method investments are stated at cost, adjusted for any declines in value judged to be other-than-temporary. The cost of securities sold is based on the weighted-average method. The fair value of the Company's cost-method investments is not readily determinable. In 2007, the Company recognized nonmonetary transaction gains of approximately \$7,100 arising from the exchange of cost-method investment securities for publicly traded securities. For the years ended December 31, 2008 and 2007, the Company incurred write-downs of \$17,606 and \$4,276, respectively, to reduce the carrying value of certain investments that experienced other-than-temporary impairments. The portion of these charges relating to publicly traded securities was \$14,956 in 2008 and \$2,790 in 2007. The portion of these charges related to cost-method investments was \$2,650 in 2008 and \$1,486 in 2007.

Investment in Direct Financing Leases

The Company has investment in direct financing leases which consist of the minimum lease payments and the unguaranteed residual value, less unearned income. Unearned income from direct financing leases is credited to income based upon a constant periodic rate of return on the net investment in the lease. The current portion of the investment in direct financing leases is included in accounts and notes receivable – customers, and the noncurrent portion of the investment in direct financing leases is included in long-term accounts and notes receivable – customers in the accompanying consolidated balance sheets.

Rental revenue on operating leases is recognized on a straight-line basis over the related lease terms. Expenses, including depreciation and repairs, are charged against income as incurred.

The Company periodically sells portfolios of investments in leases structured as sales in an effort to generate capital and/or manage exposure and generally retains servicing responsibilities for the leases sold. In accordance with Statement of Financial Accounting Standard ("SFAS") No. 140, *Accounting for Transfers and Servicing of Financial Assets and Extinguishments of Liabilities, a Replacement of FASB Statement 125*, the Company surrenders control over the transferred assets and accounts for the transaction as a sale to the extent that consideration other than beneficial interests in the transferred assets is received in exchange. The Company generally does not retain any interest in the investments in leases. A gain is recognized at the time of the sale, equal to the excess of the fair value of the assets obtained over the allocated cost of the assets sold, including deferred direct costs and vendor acquisition fees associated with the respective leases sold.

Depreciation and Amortization

Property, plant, equipment and leasehold improvements are stated at cost. Depreciation of property, plant and equipment (including equipment leased to others) is computed using the straight-line method over the estimated useful lives of the assets. Amortization of leasehold improvements is provided on the straight-line method over the terms of the related leases.

Rental equipment under operating leases with customers, which consists mainly of trailers, is depreciated on a straight-line basis over the estimated useful lives of 12.5 or 15 years. Depreciation of trailer rental equipment under operating leases is charged against cost of revenues in the accompanying consolidated statements of income.

Leased property under capital leases, which consists of trailers, is recorded at its inception at the lower of fair value of the leased property or the present value of the minimum lease payments. Leased property under capital leases is depreciated on the same basis as rental equipment and any finance charges are amortized over the lease term. Depreciation of leased property under capital leases is charged against cost of revenues in the accompanying consolidated statements of income.

During the year ended December 31, 2008 and 2007, the Company recorded depreciation expense of \$35,198 and \$29,383, respectively.

Notes to Consolidated Financial Statements

Marubeni America Corporation
At December 31, 2008 and 2007
(In Thousands)

Allowance for Doubtful Accounts

The Company estimates allowances for doubtful accounts based upon historical payment patterns, aging of accounts receivable and actual write-off history, as well as assessment of customers' creditworthiness. Changes in the financial condition of customers could have an effect on the allowance balance required and a related charge or credit to earnings.

Impairment of Long-Lived Assets

Long-lived assets to be held and used are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. If such a review indicates that the carrying amount of an asset exceeds the sum of its expected future cash flows, on an undiscounted basis and without interest charges, the asset's carrying value is written down to fair value. Long-lived assets to be disposed of are reported at the lower of carrying amount or fair value less cost to sell.

The Company assessed the recoverability of the carrying value of certain fixed assets, which resulted in impairment losses of \$906 in 2007. These losses reflect the amounts by which the carrying values exceed their fair values determined by estimated future discounted cash flows. The impairment loss is included in other expense-net in the accompanying consolidated statements of income. There is no impairment loss in 2008.

Goodwill and Intangible Assets

Goodwill represents the excess of purchase price over the fair value of acquired companies or businesses. The Company tests goodwill for impairment by reporting unit using the two-step processes at least annually. The first step is a screen for potential impairment, while the second step measures the amount of impairment, if any. The Company applies the discounted cash flow valuation model to determine the fair value of each of the reporting units. The Company did not recognize any goodwill impairments during 2008 or 2007.

Intangible assets represent trade names which are not amortized and noncompete agreements and customer relationships which are amortized on a straight-line basis over the term of the agreements or estimated useful lives. Intangible assets are reviewed for impairment if indicators of impairment arise. The evaluation of the impairment is based upon a comparison of the carrying amount of the intangible asset to the future undiscounted net cash flows

expected to be generated by the asset. If estimated future undiscounted cash flows are less than the carrying amount of the asset, the asset is considered impaired. An impairment loss would be calculated based on the excess of the carrying amount of the intangible asset over its fair value. During the years ended 2008 and 2007, no impairment occurred.

Derivatives and Hedging Activities

The Company uses derivative financial instruments for purposes of hedging exposures to fluctuations in interest rates, foreign currency exchange rates and commodity prices. The Company does not hold or issue derivative financial instruments for trading purposes. The Company recognizes derivative instruments on the consolidated balance sheets at fair value. Changes in the fair value of those instruments are reported in earnings or other comprehensive income depending on the use of the derivative and whether it qualifies for hedge accounting.

Accounting for gains and losses associated with changes in the fair value of the derivative and the effect on the consolidated financial statements will depend on the transaction's hedge designation and whether the hedge is highly effective in achieving offsetting changes in the fair value of cash flows or the asset or liability hedged. Gains and losses related to qualifying hedges or firm commitments or anticipated transactions are deferred and recognized in earnings or as adjustments of carrying amounts when the hedged transaction occurs.

The Company enters into interest rate only and cross-currency interest rate swap agreements to hedge its exposure to foreign currency exchange rate and/or interest rate risks. Interest rate swap contracts generally represent the contractual exchange of fixed and floating rate payments of a single currency, based on a notional amount and an interest reference rate. Interest rate swap agreements mature at the time the related debt matures and effectively manage the Company's interest rate exposure.

Cross-currency interest rate swap agreements hedge the Company's exposure to both interest and foreign exchange rate risks. Cross-currency swap contracts generally represent the contractual exchange of fixed and floating rate payments between two currencies. The cross-currency interest rate swap agreements mature at the time the related debt matures, and effectively manage the Company's foreign exchange and interest rate exposure.

Notes to Consolidated Financial Statements

Marubeni America Corporation
At December 31, 2008 and 2007
(In Thousands)

The differential to be paid or received on interest rate swaps is recognized as an adjustment to interest expense. Gains and losses on hedges of existing assets or liabilities are included in the carrying amounts of those assets or liabilities and are ultimately recognized in earnings.

The Company uses foreign exchange forward contracts to manage its exposure to fluctuations in foreign currency exchange rates. Forward contracts for forecasted transactions are designed as cash flow hedges and are required to be recorded as assets or liabilities on the balance sheet at their fair value. Changes in the contract's fair value are required to be recognized in other comprehensive income until they are recognized in earnings at the time the forecasted transaction occurs. The ineffective portion of a contract's change in fair value is required to be immediately recognized in earnings.

The Company uses commodity futures to hedge its exposure to price fluctuations of firm commitments and forecasted transactions. Commodity futures are required to be recorded as assets and liabilities on the balance sheet at their respective fair values. Changes in the contract's fair value are required to be recognized in earnings or other comprehensive income depending on the hedge designation.

The Company also uses foreign currency denominated debt to hedge the value of its investments in a foreign subsidiary in Canada. Unrealized gains and losses from the hedging instrument are not included in the consolidated statement of income, but included in the translation adjustment in accumulated other comprehensive income.

Environmental Costs

Liabilities are recorded when environmental assessments are probable, and the cost can be reasonably estimated. Generally, the timing of these accruals coincides with the earlier of completion of a feasibility study or the Company's commitment to a plan of action based on the then known facts.

Statements of Cash Flows

The Company enters into numerous transactions involving the purchase and sale of securities and other investments and the borrowing and repayment of short-term loans. These amounts have been netted for the purposes of the accompanying consolidated statements of cash flows.

Vendor Rebates

The Company applies the guidance pursuant to Emerging Issues Task Force Issue No. 02-16, *Accounting by a Customer (Including a Reseller) for Certain Consideration Received from a Vendor*. Accordingly, all vendor rebates are recognized as a reduction to cost of revenues as inventories are sold. As a result, some portion of the vendor rebates based on purchases remains in inventory at year-end. The Company estimates that \$46,461 and \$22,430 of vendor rebates for purchases in 2008 and 2007, respectively, relate to inventories still on hand, therefore reducing inventory by these amounts at December 31, 2008 and 2007.

Change in Accounting

On December 31, 2006, the Company adopted the recognition and disclosure provisions of SFAS No. 158 and the effect of this adoption has been included in the consolidated financial statements. On January 1, 2008, the Company adopted the measurement date provisions of SFAS No. 158, *Employers' Accounting for Defined Benefit Pension and Other Postretirement Plans*, and the effect of this adoption was not material to the consolidated financial statements. See Note 13 and 14 for further discussion of the effect of adopting SFAS No. 158.

In July 2006, the FASB issued FIN 48, *Accounting for Uncertainty in Income Taxes an interpretation of FASB Statement No. 109*, which clarifies the accounting and disclosure for uncertain tax positions, as defined. The interpretation prescribes a recognition threshold and a measurement attribute for the financial statement recognition and measurement of tax positions taken or expected to be taken in a tax return. For those benefits to be recognized, a tax position must be more-likely-than-not to be sustained upon examination by taxing authorities. The amount recognized is measured as the largest amount of benefit that is greater than 50% likely of being realized upon ultimate settlement. The interpretation seeks to reduce the diversity in practice associated with certain aspects of the recognition and measurement related to accounting for income taxes. The Company adopted FIN 48 on January 1, 2007 and the effect of this adoption has been included in the consolidated financial statements. See Note 16 for further discussion of the effect of adopting FIN 48.

Notes to Consolidated Financial Statements

Marubeni America Corporation
At December 31, 2008 and 2007
(In Thousands)

In September 2006, the FASB issued SFAS No. 157, *Fair Value Measurements*. SFAS No. 157 defines fair value, establishes a framework for measuring fair value, and expands disclosures about fair value measurements. This statement does not require any new fair value measurements; rather, it applies to other accounting pronouncements that require or permit fair value measurements. The provisions of SFAS No. 157, as issued, were effective January 1, 2008. However, in February 2008, the FASB issued FASB Staff Position No. FAS 157-2, *Effective Date of FASB Statement No. 157*, which allows entities to defer the effective date of SFAS No. 157, for one year, for certain non-financial assets and non-financial liabilities, such as the annual impairment tests for goodwill and indefinite lived intangible assets. The Company adopted SFAS No. 157 as of January 1, 2008 for financial assets and liabilities and elected the deferral for non-financial assets and liabilities. The effect of adopting this standard was not significant, and we do not expect the January 1, 2009 adoption of SFAS No. 157 for non-financial assets and liabilities to have a significant impact on our consolidated financial statements.

In February 2007, the FASB issued SFAS No. 159, *The Fair Value Option for Financial Assets and Financial Liabilities – Including an Amendment of SFAS No. 115*, (“SFAS 159”). SFAS 159 permits entities to choose to measure eligible items at fair value at specified election dates and report unrealized gains and losses on items for which the fair value option has been elected in earnings at each subsequent reporting date. SFAS 159 is effective for fiscal years beginning after November 15, 2007. The Company elected not to measure any of the eligible items at fair value.

Recently Issued Accounting Pronouncements

In December 2007, the FASB issued SFAS No. 141(R), *Business Combinations*. SFAS No. 141(R) provides guidance regarding the allocation of purchase price in business combinations, measurement of assets acquired and liabilities assumed as well as other intangible assets acquired. Also in December 2007, the FASB issued SFAS No. 160, *Noncontrolling Interests in Consolidated Financial Statements*. (“SFAS 160”). SFAS 160 provides accounting and reporting standards for a noncontrolling interest in a subsidiary and for the deconsolidation of a subsidiary if certain conditions exist. SFAS No. 141(R) and SFAS 160 are effective for fiscal years beginning on or after December 15, 2008. Early adoption is prohibited. The Company is currently reviewing the provisions of SFAS No. 141(R) and SFAS 160 to determine the impact of these statements on its consolidated operating results, financial position and cash flows.

In March 2008, the FASB issued SFAS No. 161, *Disclosures about Derivative Instruments and Hedging Activities, an amendment of FASB Statement No. 133*. This statement is intended to enhance the current disclosure framework in SFAS No. 133 and requires qualitative disclosures about objectives and strategies for using derivatives, quantitative disclosures about fair value amounts of, and gains and losses on derivative instruments, and disclosures about credit-risk related contingent features in derivative agreements. SFAS No. 161 is effective for financial statements issued for fiscal years and interim periods beginning after November 15, 2008. The company has not yet determined the impact of adopting SFAS No. 161.

Notes to Consolidated Financial Statements

Marubeni America Corporation
At December 31, 2008 and 2007
(In Thousands)

2 | Related Party Transaction

The Company is a wholly owned subsidiary of Marubeni Corporation (the "Parent"), a Japanese corporation which operates in Japan and, either directly or through subsidiaries and affiliates, throughout the world.

Substantial portions of the total volume of transactions result from transactions to which the Parent or affiliates are parties. The terms of these transactions are mutually agreed upon between the parties. For the years ended December 31, 2008 and 2007, the total volume of these transactions with the Parent or affiliates was approximately \$4,305,000 and \$3,946,000, respectively.

The Company serves as a treasury center to certain affiliates whereby these affiliates will deposit their

excess cash with the Company. The balance of cash that the Company pays to and receives from nonconsolidated affiliates is included in receivables from parent and affiliates and payables to parent and affiliates in the consolidated balance sheets, respectively. The Company receives and pays interest on a portion of these receivable and payable balances. The change in the payable balance is included in operating activities in the statements of cash flows. Included in operating cash flows for 2008 and 2007 were cash inflows of \$90,351 and cash outflows of \$19,388, respectively.

3 | Concentration of Credit Risk

The financial instruments which potentially subject the Company to significant concentrations of credit risk consist principally of cash and cash equivalents, trade accounts receivable, investments, loans and notes receivable and derivative financial instruments.

Potential concentrations of credit risk are limited as the Company has a large domestic and international customer

base extending across many different industries. The Company's policy is to review a customer's financial condition prior to extending credit and, in certain circumstances, to require collateral. In addition, potential concentrations of credit risk on derivative financial instruments are limited as the Company uses various counter-parties and monitors the creditworthiness of the counter-parties periodically.

4 | Long-Term Accounts and Notes Receivable

Long-term accounts and notes receivable at December 31, 2008 mature at various dates. A substantial portion of such long-term receivables represent investment in direct finance leases which are collateralized by capital equipment.

5 | Short-Term Loans and Long-Term Debt

At December 31, 2008 and 2007, short-term loans consist of notes payable to banks.

Long-term debt consists of the following:

	2008	2007
Long-term debt to banks and financial institutions	\$ 745,628	\$ 671,338
Less:		
Long-term debt due within one year	137,270	66,165
Long-term debt due after one year	\$ 608,358	\$ 605,173

The Company has various long-term financing agreements with numerous banks, other financial institutions and private placement investors at both fixed and floating interest rates. The Parent guarantees long-term debt of

approximately \$238,000. The range of interest rates at December 31, 2008 and 2007 under these agreements were from 0.75% to 7.74% and 2.36% to 9.00%, respectively. The Company has secured and unsecured credit lines with

Notes to Consolidated Financial Statements

Marubeni America Corporation
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banks with an aggregate borrowing limit of \$365,000 and \$315,000 as of December 31, 2008 and 2007, respectively. The Company also in conjunction with the Parent and some related companies has unsecured credit lines with banks with aggregated borrowing limit of \$500,000. Amounts outstanding under these lines totaled \$21,300 as of December 31, 2007. The balance was repaid in January 2008. Several of such agreements with banks totaling

approximately \$32,000 are secured by receivables and other assets.

Long-term debts at December 31, 2008 mature at various dates through 2015. The approximate aggregate maturities of long-term debt are as follows: 2009 – \$137,270; 2010 – \$238,854; 2011 – \$172,557; 2012 – \$94,965; 2013 – \$28,640; and thereafter – \$73,342

6 | Fair Value Measurement

In accordance with SFAS No. 157, a fair value measurement is determined based on the assumptions that a market participant would use in pricing an asset or liability. SFAS No. 157 also established a three-tiered hierarchy that draws a distinction between market participant assumptions based on (i) observable inputs such as quoted prices in active markets (Level 1), (ii) inputs other than quoted prices in active markets that are observable either directly or indirectly (Level 2) and (iii) unobservable inputs that require the Company to use present value and other valuation techniques in the determination of fair value (Level 3). The following table presents information about assets and liabilities required to be carried at fair value on a recurring basis as of December 31, 2008:

	Fair Value Measurement as of December 31, 2008 Using			
	Fair Value as of 12/31/08	Quoted Market Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Assets				
Trading securities	\$ 250	\$ 250	\$ —	\$ —
Available-for-sales securities	5,476	5,476	—	—
Derivatives	19,192	—	19,192	—
Liabilities				
Long-term debts	\$ 111,521	\$ —	\$ 111,521	\$ —
Derivatives	9,639	—	9,639	—

The Company estimated the fair value of its debt and derivative instruments based on the net present value of its future cash flows, using a discount rate which reflected the Company's estimate of current market interest rate spreads or foreign currency exchange rate at that time.

Notes to Consolidated Financial Statements

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7 | Derivatives and Other Financial Instruments

All of the Company's existing derivative positions qualified for hedge accounting under the provisions of SFAS No. 133, *Accounting for Derivative Instruments and Hedging Activities*, as amended thereafter by SFAS No. 138. Cross-currency swap agreements and certain commodity futures are primarily classified as fair value hedges, while the Company's interest rate swaps, foreign currency forward contract hedges and certain commodity futures are primarily cash flow hedges.

These financial instruments, along with cash and cash equivalents and accounts and notes receivable, expose the Company to credit risk. In addition, such instruments may at times be concentrated with certain counterparties. However, counterparties are principally large financial institutions, and the creditworthiness of counterparties is subject to continuing review. Consequently, full performance is anticipated.

The following methods and assumptions were used by the Company in estimating its fair value disclosures for financial instruments:

Cash and cash equivalents: The carrying amount of cash and cash equivalents approximates fair value because of the short maturity of the instruments.

Investments in equity securities: The fair value of marketable equity securities is based on quoted market prices. At December 31, 2008 and 2007, the fair value of these

securities was \$5,725 and \$22,422, respectively. It was not practicable to estimate the fair value of the investments other than marketable equity securities without incurring excessive costs. The carrying amount of the portion of the portfolio for which fair value could not be estimated was \$39,206 and \$47,405 at December 31, 2008 and 2007, respectively, and represents the cost of this portion of the portfolio.

Short-term notes, loans receivable and loans payable: The carrying amount of short-term notes, loans receivable and loans payable approximates fair value because of the short maturity of the instruments.

Long-term accounts and notes receivable: The carrying amount of long-term receivables with floating interest rates approximates fair value. It was not practicable to estimate the fair value of the long-term accounts and notes receivable with fixed rates without incurring excessive costs.

Long-term debt: The carrying amount of long-term loans payable with floating rates approximates fair value. For loans payable with fixed rates, fair value is estimated using discounted cash flow analyses based on the Company's current market borrowing rate for similar types of borrowing arrangements. At December 31, 2008 and 2007, the carrying value of loan payable with fixed rates was 745,628 and 671,338, respectively and the fair value of the loan payable was 757,520 and 674,434, respectively.

8 | Leased Property Under Capital Leases

A subsidiary is involved in various sale-leaseback arrangements. Some of these leasebacks have been accounted for as capital leases.

The following is a summary of the leased property under capital leases as of December 31:

	2008	2007
Leased property under capital leases	\$ 9,226	\$ 7,404
Less accumulated amortization	1,264	487
	<u>\$ 7,962</u>	<u>\$ 6,917</u>

Obligations under capital leases due within one year are included in accrued expenses and other in the accompanying consolidated balance sheets, and obligations under capital leases due after one year are included in other noncurrent liabilities in the accompanying consolidated balance sheets.

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The following is a summary of the future minimum lease payments under capital leases together with the present value of the net minimum lease payments as of December 31, 2008:

Year ending December 31:

2009	\$ 1,745
2010	1,745
2011	1,381
2012	1,124
2013	2,222
Total minimum lease payments	8,217
Less amount representing interest	1,081
Present value of net minimum lease payments	<u>\$ 7,136</u>

The leases that are accounted for as capital leases provide for purchase options that represent a bargain value of the property as compared to the estimated fair market value of the property at the expiration of the lease term.

9 | Investment in Direct Financing Leases

The following is a summary of the components of the Company's net investment in direct financing leases at December 31:

	2008	2007
Total minimum lease payments to be received	\$ 345,631	\$ 220,884
Less unearned income	52,848	36,605
Net investment in direct financing leases	<u>\$ 292,783</u>	<u>\$ 184,279</u>

At December 31, 2008, total minimum lease payments are due in the following contractual installments:

2009	\$ 106,127
2010	90,746
2011	69,992
2012	45,179
2013	24,707
Thereafter	8,880
	<u>\$345,631</u>

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Accrual of direct finance lease income is suspended when the receivable becomes delinquent and income is recognized on a cash basis after a receivable is put on nonaccrual status. Accounts are written off when evaluation indicates the account is uncollectible.

During the year ended December 31, 2008 and 2007, the Company sold lease receivables having an aggregate net investment of approximately \$91,400 and \$52,000, respectively. In connection with these sales, the Company recognized net gains of \$5,128 and \$3,499, respectively. In addition, the Company entered into servicing agreements

with the institutions that these portfolios were sold to. In connection with these servicing agreements, the Company will continue to earn fee income. The fee income comes primarily from late charges, insurance income, termination income and other fee income. At December 31, 2008 and 2007, the total portfolio balance sold and being serviced was approximately \$140,900 and \$83,000, respectively, and the Company recorded servicing income related to all portfolios sold of approximately \$1,000 and \$892 in 2008 and 2007, respectively.

10 | Rental Equipment

The following is a summary of rental equipment as of December 31, 2008 and 2007, which is included under property, plant and equipment and leasehold improvements and excludes the leased property in Note 8:

	2008	2007
Trailers and vehicles, at cost	\$ 140,182	\$ 236,776
Less accumulated depreciation	32,333	35,492
	<u>\$ 107,849</u>	<u>\$ 201,284</u>

At December 31, 2008, minimum future revenues from long-term leases are as follows:

2009	\$ 28,713
2010	20,027
2011	13,130
2012	9,038
2013	6,727
Thereafter	5,084
	<u>\$ 82,719</u>

11 | Goodwill

The changes in the net carrying amount of goodwill for the years ended December 31, 2008 and 2007 are as follows:

	2008	2007
Goodwill, beginning of year	\$ 104,123	\$ 34,746
Acquisitions	—	68,193
Impairment losses	—	—
Adjustments to purchase price allocation	(14,144)	1,184
Goodwill, end of year	<u>\$ 89,979</u>	<u>\$ 104,123</u>

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12 | Intangible Assets and Other, Net

Intangible assets and other, net includes intangible assets of \$49,404 and \$30,273, and other assets of \$33,743 and \$8,033 as of December 31, 2008 and 2007, respectively. Intangible assets are comprised of the following at December 31:

	2008	2007
Non-compete agreements	\$ 7,080	\$ 5,274
Customer relationships	19,278	12,215
Customer lists	8,085	1,090
Trade name	20,841	14,399
Total gross carrying amount	55,284	32,978
Less accumulated amortization	5,880	2,705
Total	\$ 49,404	\$ 30,273

The Company recorded amortization expense of \$2,915 and \$2,388 for the years ended December 31, 2008 and 2007, respectively.

The weighted-average total amortization periods for the finite-lived intangible assets as of December 31, 2008 are as follows (in years):

Non-compete agreements	5.3
Customer relationships	15.7
Customer lists	10.0
Total	12.2

Estimated amortization expense over the next five years is as follows:

2009	\$ 3,460
2010	3,226
2011	3,153
2012	2,967
2013	2,778
Thereafter	12,979
	\$ 28,563

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13 | Pensions

The Company and certain of its domestic subsidiaries have noncontributory pension plans covering substantially all domestic employees. Benefits are based primarily upon years of service and average compensation levels. The

Company's funding policy for the plans is to make the actuarially computed minimum required contributions. The investments of the plans consist primarily of debt and equity securities as well as fixed income securities.

On January 1, 2008, the Company adopted the measurement date provisions of SFAS No. 158, and the effect of this adoption was not material to the consolidated financial statements. Change in projected benefit obligation, plan assets and accumulated benefit obligation of the pension plans at 2008 and 2007 are as follows:

	2008	2007
Change in projected benefit obligation		
Projected benefit obligation at beginning of year	\$ 201,030	\$ 200,876
Service cost	9,477	8,211
Interest cost	14,164	11,662
Actuarial gain	(412)	(8,402)
Curtailment	—	(418)
Settlement	—	676
Transfer to annuity	—	(5,950)
Benefits paid	(6,810)	(5,625)
Projected benefit obligation at end of year	<u>\$ 217,449</u>	<u>\$ 201,030</u>
Change in plan assets		
Fair value of plan assets at beginning of year	\$ 193,431	\$ 171,474
Actual return on plan assets	(50,925)	20,046
Employer contribution	39,755	13,486
Transfer to annuity	—	(5,950)
Benefits paid	(6,810)	(5,625)
Fair value of plan assets at end of year	<u>\$ 175,451</u>	<u>\$ 193,431</u>
Accumulated benefit obligation at end of year	<u>\$ 193,908</u>	<u>\$ 178,038</u>

Notes to Consolidated Financial Statements

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The following table shows the calculation of the accrued pension liabilities and prepaid pension cost recognized in the accompanying consolidated balance sheets at December 31, 2008 and 2007, respectively:

	2008	2007
Funded status	\$ (41,998)	\$ (7,599)
Accrued pension liabilities	\$ (41,998)	\$ (7,599)

Accrued pension liability is included in other non-current liabilities in the accompanying consolidated balance sheets.

Amounts recognized in accumulated other comprehensive loss in the accompanying consolidated balance sheets at December 31, 2008 and 2007 are as follows:

	2008	2007
Actuarial loss	\$ (99,748)	\$ (33,139)
Prior service cost	(86)	(226)
Accumulated other comprehensive loss before minority interests and tax effect. . .	(99,834)	(33,365)
Cumulative employer contribution in excess of net periodic pension cost	57,836	25,766
Net amount recognized in consolidated balance sheets after SFAS No. 158	\$ (41,998)	\$ (7,599)

The actuarial loss and prior service cost included in accumulated other comprehensive loss and expected to be recognized in net periodic pension cost during the year ending December 31, 2009 is \$9,380 and \$65, respectively.

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The net periodic pension cost for the years ended December 31, 2008 and 2007 consists of the following:

	2008	2007
Service cost	\$ 9,477	\$ 8,211
Interest cost	14,164	11,662
Expected return on plan assets	(17,926)	(13,790)
Amortization of prior service cost	140	136
Settlement loss	—	1,546
Curtailment loss	—	12
Recognized actuarial loss	1,831	3,980
Total net periodic pension cost	\$ 7,686	\$ 11,757

The aggregate projected benefit obligation and aggregate fair value of plan assets for pension plans with projected benefit obligations in excess of plan assets are as follows:

	2008	2007
Aggregate projected benefit obligation	\$ 217,449	\$ 193,127
Aggregate fair value of plan assets	175,451	184,116

The aggregate accumulated benefit obligation and aggregate fair value of plan assets for pension plans with accumulated benefit obligations in excess of plan assets are as follows:

	2008	2007
Aggregate accumulated benefit obligation	\$ 193,908	\$ 37,404
Aggregate fair value of plan assets	175,451	33,937

Weighted-average assumptions used in the computation of benefit obligations are as follows:

	2008	2007
Assumed discount rate	6.50%	6.30%
Rate of increase in compensation levels	4.90% - 5.00%	3.20% - 6.00%

Weighted-average assumptions used in the computation of net periodic pension cost are as follows:

	2008	2007
Assumed discount rate	6.30%	5.90%
Rate of increase in compensation levels	4.90% - 5.00%	3.20% - 6.00%
Expected long-term rate of return on plan assets	8.00%	8.00%

To develop the expected long-term rate of return on assets assumption, the Company considered the historical returns and the future expectations for returns for each asset class, as well as the target asset allocation of the pension portfolio.

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Expected benefit payments for all plans over the next ten years are as follows:

Fiscal year ending:

2009.....	\$ 7,406
2010.....	8,292
2011.....	9,334
2012.....	10,431
2013.....	11,568
Five years thereafter.....	77,924
Total.....	<u>\$ 124,955</u>

The pension plans' investment policy is to actively manage certain asset classes where potential exists to outperform the broader market, as defined by specific benchmarks for each of those asset classes. The pension plans' weighted-average asset allocation at December 31, 2008 and 2007, by asset category, are as follows:

Asset Category	2008	2007
Domestic equity securities.....	50%	52%
International equity securities.....	1	2
Debt securities.....	39	39
Real estate.....	5	6
Cash.....	5	1
Total.....	<u>100%</u>	<u>100%</u>

The Company expects to contribute \$18,663 to its pension plans in 2009. No plan assets are expected to be returned to the Company during the year ending December 31, 2009.

14 | Postretirement Benefits

A subsidiary of the Company provides certain medical benefits for retired employees. Employees may become eligible for these benefits upon reaching age 55 while working for the subsidiary and meeting certain service requirements. The subsidiary amended the eligibility requirements of its retiree medical benefit plan effective January 1, 2006. The amendment affected the years of service requirement and the retiree's cost for medical benefits under the plan. In addition, effective January 1, 2007, new employees are no longer eligible to participate in the subsidiary's retiree medical benefit plan.

The subsidiary's Medicare-eligible drug benefit was deemed actuarially equivalent to the Medicare Part D prescription drug benefit offered by the government under the Medicare Prescription Drug, Improvement and Modernization Act of 2003 (the "Act"). For the years ended December 31, 2008 and 2007, the subsidiary elected to take the governmental subsidy offered under the Act and reflect this impact in expense. All calculations are based on recognizing the subsidy.

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On January 1, 2008, the Company adopted the measurement date provisions of SFAS No. 158, and the effect of this adoption was not material to the consolidated financial statements. The change in the accumulated postretirement benefit obligation and funded status of postretirement benefits for 2008 and 2007 are as follows:

	2008	2007
Change in benefit obligation		
Benefit obligation at beginning of year	\$ 25,420	\$ 24,092
Service cost.	1,025	902
Interest cost	1,810	1,475
Plan participants' contributions	322	293
Retiree drug subsidy receipts	57	—
Actuarial gain	(1,066)	(178)
Benefits paid.	(1,602)	(1,164)
Benefit obligation at end of year.	<u>\$ 25,966</u>	<u>\$ 25,420</u>
Funded status.		
Employer contributions between measurement date and fiscal year-end	—	120
Net amount accrued.	<u>\$ (25,966)</u>	<u>\$ (25,300)</u>

Accrued postretirement benefit liability is included in other non-current liabilities in the accompanying consolidated balance sheets.

The medical benefit plan's benefits are funded on a cash basis as benefits are paid. No assets have been segregated and restricted to provide medical benefits.

Amounts recognized in accumulated other comprehensive income in the accompanying consolidated balance sheets at December 31, 2008 and 2007 are as follows:

	2008	2007
Actuarial loss	\$ (2,476)	\$ (3,612)
Prior service credit	6,343	7,287
Accumulated other comprehensive income before minority interests and tax effect.	<u>3,867</u>	<u>3,675</u>
Cumulative net periodic pension cost in excess of employer contribution	(29,833)	(28,975)
Net amount recognized in consolidated balance sheets after SFAS No. 158	<u>\$ (25,966)</u>	<u>\$ (25,300)</u>

The actuarial loss and prior service credit included in accumulated other comprehensive income and expected to be recognized in net periodic pension cost during the year ending December 31, 2008 is \$10 and \$(810), respectively.

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Net periodic postretirement benefit cost included the following:

	2008	2007
Service cost	\$ 1,025	\$ 902
Interest cost	1,810	1,475
Amortization of prior service credit	(945)	(810)
Recognized actuarial loss	71	221
Total postretirement benefit cost	\$ 1,961	\$ 1,788

Weighted-average assumed discount rates of 6.30% and 5.90% were used for the years ended December 31, 2008 and 2007, respectively, in determining the net postretirement benefit cost. Weighted-average assumed discount

rates of 6.50% and 6.3% were used as of December 31, 2008 and 2007, respectively, in determining the postretirement benefit obligation.

The assumed health care cost trend rates related to the medical benefit plan are as follows:

	2008	2007
Health care cost trend rate assumed for next year	7.50%	7.50%
Rate to which the cost trend is assumed to decline (the ultimate trend rate).	5.00	5.25
Year that the rate reaches the ultimate trend rate	2016	2012

Assumed health care cost trend rates have a significant effect on the amounts reported for the medical benefit plan. A 1% increase in the assumed health care cost trend rate would have increased the cost during 2008 of postretirement benefits by \$467 and the accumulated benefit

obligation by \$4,341 at December 31, 2008. A 1% decrease in the assumed health care cost trend rate would have decreased the cost during 2008 of postretirement benefits by \$369 and the accumulated benefit obligation by \$3,514 at December 31, 2008.

The estimated gross amounts of receipts from the Medicare Part D Prescription drug benefit subsidy are netted with the medical benefit plan's expected benefit payments. Expected benefit payments for the plan over the next ten years are as follows:

Year ending:	Gross Expected Benefit Payments	Medicare Subsidy	Net Expected Benefit Payments
2009	\$ 954	\$ (72)	\$ 882
2010	1,102	(84)	1,018
2011	1,243	(97)	1,146
2012	1,361	(117)	1,244
2013	1,528	(134)	1,394
Five years thereafter	9,950	(980)	8,970
Total	\$ 16,138	\$ (1,484)	\$ 14,654

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15 | Defined Contribution Plan

The Company has various defined contribution plans. The Company made contributions to the plans for the years ended December 31, 2008 and 2007 in the amount of \$4,010 and \$3,392, respectively.

16 | Income Taxes

Deferred income taxes included in the accompanying consolidated balance sheets reflect the net tax effects of temporary differences between the carrying amount of assets and liabilities for financial reporting purposes and the amounts used for income tax purposes. The Company has gross deferred tax assets of \$133,000 and \$66,000 at December 31, 2008 and 2007, respectively, related

to differences in accounting for certain accrued items, investments, inventory, lower of cost or market adjustment and pension costs. At December 31, 2008 and 2007, the Company has gross deferred tax liabilities of \$132,000 and \$90,000, respectively, related primarily to differences in depreciation and investments in partnerships.

The provision for income taxes from continuing operations consists of the following:

	2008	2007
Current:		
Federal	\$ 66,200	\$ 23,100
State and local	15,200	13,000
Deferred:		
Federal	5,000	12,200
State and local	1,100	2,500
	\$ 87,500	\$ 50,800

For the years ended December 31, 2008 and 2007, the difference between the provision for income taxes and a provision computed at the statutory federal income tax rate is due to state and local taxes and certain non-deductible expenses.

On January 1, 2007, the Company adopted FIN 48, which requires that a position taken or expected to be taken on a

tax return be recognized in the financial statements when it is more likely than not (i.e. a likelihood of more than fifty percent) that the position would be sustained upon examination by tax authorities. The implementation of FIN 48 had no effect on the Company's statement of financial position as of January 1, 2007.

A reconciliation of the beginning and ending amount of unrecognized tax benefits is as follows:

	2008	2007
Balance at January 1,	\$ 650	\$ 443
Additions based on tax positions related to the current year	76	187
Additions for tax positions of prior years	—	155
Reductions for tax positions of prior years	—	—
Reductions due to settlements with taxing authorities	—	—
Reductions due to lapse in statute of limitations	(117)	(135)
Balance at December 31	\$ 609	\$ 650

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For the years ended December 31, 2008 and 2007, the total amount of unrecognized tax benefits that, if recognized, would affect the effective tax rate is \$609 and \$650, respectively.

The Company recognizes interest accrued and penalties related to unrecognized tax benefits in income taxes in the amount of \$100 and \$100 for the years ended December 31, 2008 and 2007, respectively.

The Company files income tax returns in the U.S. federal jurisdiction, and various states. The Internal Revenue Service (IRS) commenced an examination of

the Company's U.S. income tax returns for 2003 through 2005 in the fourth quarter of 2006 that is anticipated to be completed by the end of 2009. Also, some states are under an examination. As of December 31, 2008, the IRS and states have not indicated any significant adjustment to the Company's tax position.

17 | Other Comprehensive Income

The amount of income tax expense or benefit allocated to each component of other comprehensive income (loss) for the years ended December 31, 2008 and 2007 is as follows:

	2008		
	Before-Tax Amount	Tax Benefit	Net-of-Tax Amount
Unrealized losses on available-for-sale securities arising during the year	\$ (2,048)	\$ 614	\$ (1,434)
Change in fair value of derivative financial instruments	(7,601)	2,965	(4,636)
Translation adjustment	(7,376)	—	(7,376)
Change in pension and postretirement funded status	(61,117)	26,063	(35,054)
Other comprehensive income.	<u>\$ (78,142)</u>	<u>\$ 29,642</u>	<u>\$ (48,500)</u>

	2007		
	Before-Tax Amount	Tax Benefit (Expense)	Net-of-Tax Amount
Unrealized losses on available-for-sale securities arising during the year	\$ (4,735)	\$ 1,778	\$ (2,957)
Change in fair value of derivative financial instruments	(632)	281	(351)
Translation adjustment	5,071	—	5,071
Change in pension and postretirement funded status	17,831	(7,487)	10,344
Other comprehensive income.	<u>\$ 17,535</u>	<u>\$ (5,428)</u>	<u>\$ 12,107</u>

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The accumulated balance of each component of accumulated other comprehensive income (loss) at December 31, 2008 and 2007 is as follows:

	Unrealized Gains (Losses) on Available-for- Sale Securities	Fair Value of Derivative Financial Instruments	Translation Adjustment	Change in Pension and Postretirement Funded Status	Accumulated Other Comprehensive Income (Loss)
Balance at December 31, 2006	\$ 4,390	\$ (324)	\$ 2,318	\$ (26,487)	\$ (20,103)
Unrealized (losses) gains arising during the year	84	(331)	5,071	8,457	13,281
Less reclassification adjustment for (losses) gains included in net income	3,041	20	—	(1,887)	1,174
Change in 2007	(2,957)	(351)	5,071	10,344	12,107
Balance at December 31, 2007	1,433	(675)	7,389	(16,143)	(7,996)
Unrealized (losses) gains arising during the year	(10,526)	(3,185)	(7,376)	(35,791)	(56,878)
Less reclassification adjustment for (losses) gains included in net income	(9,092)	1,451	—	(737)	(8,378)
Change in 2008	(1,434)	(4,636)	(7,376)	(35,054)	(48,500)
Balance at December 31, 2008	\$ (1)	\$ (5,311)	\$ 13	\$ (51,197)	\$ (56,496)

18 | Commitments and Contingencies

At December 31, 2008 and 2007, the Company has guaranteed the indebtedness of certain affiliates and a third party amounting to approximately \$68,000 and \$51,000, respectively. The guaranty to a third party expired during 2008.

The minimum commitment for the rental of office facilities and equipment under noncancelable operating leases at December 31, 2008 was \$367,576 payable as follows: 2009 – \$72,111; 2010 – \$45,417; 2011 – \$38,479; 2012 – \$36,079; 2013 – \$30,670 and thereafter – \$144,820. The Company is also responsible for rent escalations based upon increases in real estate taxes and other building operating costs.

Total rent expense amounted to approximately \$82,000 and \$69,000 for the years ended December 31, 2008 and 2007, respectively.

As of December 31, 2008, a subsidiary had entered into commitments to purchase components of trailers for approximately \$5,700. There are no such commitments as of December 31, 2007.

The outstanding letters of credit at December 31, 2008 and 2007 are \$4,591 and \$14,892, respectively.

A subsidiary of the Company accrues for losses associated with environmental remediation obligations when such losses are probable and reasonably estimable. Such accruals are adjusted as further information develops or circumstances change. The subsidiary concluded that the best estimate is approximately \$11,000, which is included in accrued expenses and other in the consolidated balance sheets.

19 | Litigation

In the normal course of business, the Company is subject to certain claims and litigation, including unasserted claims. The Company is of the opinion that, based on information presently available, such legal matters will not have a material adverse effect on the consolidated financial position, results of operations or cash flows of the Company.

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20 | Sale of Accounts Receivable

A subsidiary of the Company has an agreement to sell, on an ongoing basis, a pool of receivables to a wholly owned bankruptcy-remote special-purpose funding subsidiary (the "funding subsidiary"). The funding subsidiary is a distinct legal entity that engages in no trade or business in order to make remote the possibility that the entity would enter bankruptcy or other receivership. The subsidiary sells the pool of receivables to the funding subsidiary for a purchase price equal to the fair market value of the pool. The funding subsidiary, subject to certain conditions, sells an undivided fractional ownership interest in the pool of receivables to an unrelated company (the "securitization company"), for which there are no repurchase agreements. The proceeds received by the funding subsidiary from the sale to the securitization company are immediately remitted to the subsidiary to satisfy the funding subsidiary's obligation to the subsidiary. During 2008 and 2007, in accordance with SFAS No. 140, *Accounting for Transfers of Servicing of Financial Assets and Extinguishments of Liabilities*, the subsidiary recorded losses on the sale of receivables of \$8,831 and \$12,940, respectively.

The estimated fair value of the retained interest was \$52,949 and \$48,209 at December 31, 2008 and 2007, respectively, which is included in other current assets. Based on the nature of the subsidiary's securitization transactions, the two key assumptions used in determining the fair

value of the retained interest are management's estimate of uncollectible accounts receivable and the payment rate which is derived from the average life of the accounts receivable of approximately 60 days. As of December 31, 2008 and 2007, management of the subsidiary estimated uncollectible accounts receivable of \$12,364 and \$12,196, respectively. Total accounts receivable that the subsidiary manages as of December 31, 2008 and 2007 amounted to \$254,530 and \$247,573, respectively.

Credit losses, net of recoveries, during 2008 and 2007 were \$2,316 and \$3,882, respectively. Any change in management's estimate of uncollectible accounts receivable will have an inversely corresponding impact on the estimate of the fair value of the retained interest.

Additionally, under the terms of the agreement, new receivables are added to the pool as collections reduce previously sold receivables. The subsidiary services administer and collect the receivables on behalf of the funding subsidiary and the securitization company. The net proceeds from the sale of receivables were used for the reduction of other short-term obligations and are reflected as operating and financing cash flows in the accompanying consolidated statements of cash flows, respectively. The assets derecognized as of December 31, 2008 and 2007 as a result of the securitization totaled \$186,617 and \$178,759, respectively.

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21 | Sale of Loans Receivable

A subsidiary of the Company has an agreement to sell, on an ongoing basis, specific loans receivable to a wholly owned bankruptcy-remote special-purpose subsidiary (the "SP subsidiary") of the subsidiary. The SP subsidiary is a distinct legal entity that engages in no trade or business in order to make remote the possibility that the entity would enter bankruptcy or other receivership.

The subsidiary originates loans subject to certain predefined underwriting criteria and sells participations in such loans to a financial institution pursuant to a participation agreement (the "Program"). The subsidiary then sells such loans receivable and its rights and obligations under participation agreements to the SP subsidiary in exchange for payment in the amount of the fair market value of such loans receivable and related rights and obligations. The participation proceeds received by the SP subsidiary from the financial institution are immediately remitted to the subsidiary to satisfy the SP subsidiary's obligation to the subsidiary. Any remaining unsatisfied amount of the obligation from the SP subsidiary to the subsidiary is evidenced by a subordinated promissory note issued by the SP subsidiary, the outstanding balance of which is reflected as part of retained interest on the subsidiary's balance sheet. The financial institution services, administers, and collects the loans on behalf of the SP subsidiary.

The Program is made up of two different loan participation programs. Under the first program, the SP subsidiary guarantees, on a limited basis, the loan participations. The loans under the program are assigned to a pool based on the crop year to which they relate. Each year that the agreement remains effective, the pool will have a term beginning on September 1 and ending on August 31 of the following year. For each pool of loans, the SP subsidiary

agrees to pay the financial institution for 100% of the loan loss experienced after the financial institution reaches its loan loss limit. The loan loss limit assumed by the financial institution is equal to one percent of the aggregate principal amount of loans included in the pool for the year. Loans under this program totaled \$92,188 and \$62,384 at December 31, 2008 and 2007, respectively.

Under the second program with the same financial institution, the subsidiary sells 100% participation in loans originated by the subsidiary with 20% recourse. The loans are approved by the subsidiary and the financial institution, and then originated by the subsidiary. The subsidiary then sells 100% participation to the financial institution with a 20% recourse obligation in the event of default. Simultaneously, the subsidiary sells such loans receivable and its rights under the participation agreements to the SP subsidiary. The subsidiary records its retained interest in the SP subsidiary as an asset in other current assets in its consolidated balance sheets. At December 31, 2008 and 2007, loans under this program totaled \$23,992 and \$19,968, respectively. At December 31, 2008 and 2007, the limit of liability of the SP subsidiary for these two programs is \$8,576 and \$8,976, respectively.

The net proceeds from the Program are used for the reduction of other short-term obligations and are reflected as operating cash flows in the accompanying consolidated statements of cash flows. Assets derecognized as a result of the securitization under the first program totaled \$92,188 and \$62,384 at December 31, 2008 and 2007, respectively. Assets derecognized under the second program totaled \$23,869 and \$19,919 at December 31, 2008 and 2007, respectively.

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(In Thousands)

22 | Business Acquisition

During 2008, the Company paid \$36,515 to acquire the assets of eight businesses. During 2007, the Company paid \$106,188 to acquire various companies through stock and asset purchases and significant acquired businesses as follows:

Name of acquired company	Business descriptions	Ownership percentage
Belterra Corporation	Industrial conveyor belt distributor in Canada	60%
Intragrated Resources Holdings, Inc.	U.S. paper distributor and a printing production consultant	80%
Prime Automotive Warehouse, Inc.	U.S. distributor of aftermarket auto parts, chemicals and tools	80%
Train Trailer Rentals, Ltd.	Trailer rental, leasing and service company in Canada	100%

The acquisitions were accounted for under the purchase method of accounting, and the following table summarizes the estimated fair value of the assets acquired and liabilities assumed at the dates of acquisition:

	2008	2007
Inventory	\$ 17,581	\$ 19,632
Accounts and notes receivables	—	62,308
Property, plant and equipment and leasehold improvements	19,105	52,168
Goodwill	—	68,193
Intangibles assets and other, net	4,944	26,575
Accounts payables and other liabilities	(5,115)	(77,462)
Loan payable	—	(45,226)
Net assets acquired	\$ 36,515	\$ 106,188

The purchase price of each business acquired was determined based on the expected future cash flows the purchased assets will generate. The excess of the purchase price over the fair value of the identifiable net assets acquired was recorded as goodwill. The significant factors that contributed to the determination of each purchase price that resulted in the recognition of goodwill are due to the consideration of synergistic and strategic benefits from these operations in the future. The accompanying

December 31, 2007 consolidated balance sheet includes preliminary allocations of the purchase price for the 2007 acquisitions. The final allocations were completed in 2008, which resulted in reclassification between customer relationship, customer lists and trade name and goodwill of \$14,144. The operating results of businesses acquired have been included in the consolidated financial statements from the date of acquisition.

Report of Independent Auditors

The Board of Directors and Shareholder
Marubeni America Corporation

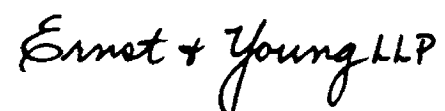
We have audited the accompanying consolidated balance sheets of Marubeni America Corporation (the "Company") as of December 31, 2008 and 2007, and the related consolidated statements of income, shareholder's equity and cash flows for the years then ended. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with auditing standards generally accepted in the United States. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. We were not engaged to perform an audit of the Company's internal control over financial reporting. Our audits included consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control over financial reporting. Accordingly, we express no such opinion. An audit also includes 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. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the consolidated financial position of the Company at December 31, 2008 and 2007, and the consolidated results of its operations and its cash flows for the years then ended in conformity with accounting principles generally accepted in the United States.

As discussed in Note 1 to the consolidated financial statements, the Company adopted the measurement date provisions of Statement of Financial Accounting Standard No. 158, *Employers Accounting for Defined Benefit Pension and Other Postretirement Plans* ("SFAS No. 158") effective January 1, 2008. Also the Company adopted Financial Accounting Standards Board Interpretation No. 48, *Accounting for Uncertainty in Income Taxes – an interpretation of FASB Statement No. 109* ("FIN 48"), effective January 1, 2007.

March 19, 2009

The signature of Ernst & Young LLP is written in a cursive, handwritten style in black ink.

Marubeni
America Corporation

<http://www.marubeni-america.com>