

Class I & II — Motor Carriers of Property and Household Goods

2002 Annual Report

IDENTIFICATION

MOTOR CARRIER NO.

029910

U.S. DOT NO.

082866

BASE STATE* (see instructions)

Illinois

BASE STATE REGISTRATION NO.*(see instructions)

13

Name of Company

ABF Freight System, Inc.

Trade or Doing Business As:

Street Address

3801 Old Greenwood Road

City

Fort Smith

State

AR

ZIP Code

72903

Telephone No. (Include Area code)

(479)785-6000

CONTACT (for purposes of this report)

Contact name

Frank H. Ward

Title

Controller

Telephone No. (Include Area code)

(479)785-6355

MAILING ADDRESS (if different from above)

Mailing Address

Post Office Box 10048

City

Fort Smith

State

AR

ZIP Code

72917-0048

AFFILIATED COMPANIES: Name(s)

MC number
(if any)

U.S. DOT number
(if any)

Parent **Arkansas Best Corporation**

Affiliates **ABF Freight System (B.C.) Ltd.**

Revenue Commodity Group

MOTOR CARRIER NO.

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Indicate which type of carriage makes up the majority of your revenues.

Parcel: Includes expedited and courier service.

Tank motor carriers: Included in liquid petroleum/liquid chemical products or refrigerated liquids.

GENERAL FREIGHT

- Less than truckload
 Truckload
 Parcel
 Container

HOUSEHOLD GOODS

SPECIALITY FREIGHT (mark up to 3)

- Heavy equipment
 Liquid petroleum or chemical products
 Bulk chemicals
 Refrigerated liquids
 Refrigerated solids
 Dump trucking
 Agricultural commodities
 Motor vehicles
 Armored truck services
- Building materials
 Film and associated products
 Forest products
 Mine ore (not coal)
 Retail store delivery
 Explosives or dangerous products
 Other - *Specify*

— GENERAL INSTRUCTIONS —

- Use Generally Accepted Accounting Principles (GAAP)
- Report dollar values in whole dollars.
- Respond to each item. Use "0," "none," or "not applicable" as appropriate.
- Explain any unusual items, such as large differences between figures reported in the current report and those for the preceding report.
- Use parentheses to indicate negative numbers.

Schedule 100 — Balance Sheet

		Balance close of 2002 (a)	Balance start of 2002 (b)
Current Assets			
101	Cash and equivalents - available on demand by company (cash and working funds, special deposits, temporary cash investments, etc.).	103,517	123,901
102	Accounts receivable - Accounts owed to the business by customers or affiliates who have bought "on credit". Include all accounts receivable regardless of source. Exclude long-term accounts receivable.	108,816,618	94,048,656
103	Notes receivable - Money owed by customers or affiliates who have signed a written promise to pay within one year. Include all notes receivable regardless of source.	1,545	839,728
104	Other current assets - Include all assets not considered long-term which were not included above (materials and supplies, prepayments, deferred charges, etc.).	7,599,188	7,499,623
105	Total current assets - Sum of lines 101 through 104 →	116,520,868	102,511,908
Long-term Assets			
106	Net carrier operating property - Depreciated book value of all tangible operating property (revenue and other operating equipment, land, buildings, garage, furniture and office equipment, carrier owned operating property used by others in motor carrier operations, etc.).	267,764,262	266,054,348
107	Other long-term assets - Include depreciated book value of nonoperating property, long-term notes and accounts receivable, receivables from affiliates, deferred income tax debits, and other deferred debits. Include intangible assets.	107,798,074	76,182,454
108	Total long-term assets - Sum of lines 106 and 107 →	375,562,336	342,236,802
109	TOTAL ASSETS - Sum of lines 105 and 108 →	492,083,204	444,748,710

Current Liabilities

		Balance close of 2002 (a)	Balance start of 2002 (b)
110	Accounts payable - Accounts payable within one year. Accounts owed to others for goods and services bought on credit.	55,465,541	50,038,092
111	Notes payable - Promissory notes payable within one year. Include payables to affiliated companies and matured obligations.	2,470,688	1,845,053
112	Taxes payable - Taxes payable within one year (accrued taxes, deferred income tax credits).	(7,820,324)	(7,769,624)
113	Current portion of long-term debt - Long term debt that is due within one year (bonds, equipment obligations, lease obligations, etc.).	0	14,702,248
114	Other current liabilities - Report all other liabilities due within one year not included above (unclaimed wages, accrued bonuses, vacation pay, etc.).	33,637,850	43,377,101
115	Total current liabilities - <i>Sum of lines 110 through 114</i> →	83,753,755	102,192,870

Long-term Liabilities

116	Long-term debt - All debt and advances payable due after one year (all types of bonds, mortgages, notes, advances, etc., outstanding with more than one year of payments remaining).	87,325,493	55,283,788
117	Other long-term liabilities - Include deferred tax credits and any other deferred credits or liabilities of more than one year in duration.	63,181,840	53,108,460
118	Total long-term liabilities - <i>Sum of lines 116 and 117</i> →	150,507,333	108,392,248
119	TOTAL LIABILITIES - <i>Sum of lines 115 and 118</i> →	234,261,088	210,585,118

Owners' Equity or Capital

120	Retained earnings (if corporation) - That part of net profit that is kept for use in the business (instead of distributed to the owners).	168,396,116	144,736,592
121	Equity and other capital (if corporation) - Include common and preferred capital stock plus additional paid-in capital. Subtract Treasury Stock.	89,426,000	89,427,000
122	Proprietary or partnership capital (if not a corporation) - Investments of a sole proprietor or partners in an unincorporated entity.		
123	Total owners' equity or capital <i>Sum of lines 120 through 122</i> →	257,822,116	234,163,592
124	TOTAL LIABILITIES AND EQUITY <i>Sum of lines 119 and 123</i> →	492,083,204	444,748,710

Schedule 200 — Income Statement

MOTOR CARRIER NO.

029910

Amount for
2002

Operating Revenues

201	Freight operating revenue - intercity - Revenue from the transportation of property by motor vehicles. Include revenue from common and contract carriage. Include revenue from your portion of interline shipments. Exclude revenue from household goods, compensated intercorporate hauling, and private carriage.	1,255,613,673
202	Freight operating revenue - local - Revenue from local freight carriage. Exclude revenue from Household Goods operations.	
203	Household goods carrier operating revenue - Revenue from intercity common and contract carriage of household goods. Include local household goods revenue. Exclude revenue from noncarrier activities such as packing and warehousing.	
204	Other operating revenue - Operating revenue not shown above. Include revenue from furnishing vehicles with drivers to other common or contract carriers under lease or similar arrangement. Include revenue received from the lease of your operating rights. Include compensated intercorporate hauling and private carriage. Include commissions for brokerage services, commissions for making payroll deductions, operations of lunch rooms, restaurants, etc.	212,928
205	Total operating revenue - Sum of lines 201 through 204 →	1,255,826,601

Wages and Salaries

Report gross earnings paid to employees prior to such deductions as employees' Social Security contributions, withholding taxes, group insurance premiums, union dues, savings bonds, etc. Include all miscellaneous paid time off, etc.

206	Driver and helper wages (W-2 employees) - Exclude 1099 owner-operator driver compensation, which are included in equipment rentals with drivers (line 226).	292,268,668
207	Cargo handler wages	91,883,816
208	Officer, supervisor, administrative, and clerical wages and salaries	158,420,306
209	Other wages and salaries	40,315,774
210	Fringe benefits - Include Federal, state, and local payroll taxes, workers' compensation, group insurance, pension and retirement plans, and other fringe benefits. Include all fringe benefits, whether required by law or not.	258,199,312
211	Commission agent fees (HHG only) - Booking commissions paid to agents.	
212	Total wages, salaries, and fringe benefits - Sum of lines 206 through 211 →	841,087,876

Operating Supplies

213	Fuel, oil, and lubricants - Include cost of gas, propane, diesel, motor oil, grease, lubricants, and coolants used by revenue vehicles, terminal vehicles, and maintenance vehicles. Exclude taxes for fuel, which are reported separately.	42,532,913
214	Outside maintenance - Maintenance performed by outside vendors. Include total amount paid on invoice - with taxes.	20,531,698
215	Vehicle parts - Cost of parts used to repair vehicles. Exclude tires and tubes.	11,193,233
216	Tires and tubes - Cost of tires and tubes for vehicles. (Retread charges and taxes, etc.)	6,956,158
217	Other operating supplies - Other operating supplies and expenses used in the operations of vehicles, terminals, and shops.	12,186,710
218	Total operating supplies - Sum of lines 213 through 217 →	93,400,712

Amount for
2002

Insurance Expenses

219	Cargo loss and damage premiums and claims paid - Net cost of commercial insurance to protect the carrier against liability for claims resulting from loss or damage to, or delay of, property being moved or stored by carrier. Include claims paid.	10,203,842
220	Liability and property damage premiums and claims paid - Cost of commercial insurance to protect carrier from liability due to deaths or injuries to non-employees and damage to other property caused by carrier's equipment. Include claims paid.	13,462,954
221	Other insurance expenses - Commercial insurance for fire, theft, floods, etc. Include insurance for buildings, offices, structures, machinery, etc. Exclude any insurance cost included in fringe benefits, such as worker's compensation.	434,840
222	Total insurance expenses - Sum of lines 219 through 221 →	24,101,636

Miscellaneous Expenses

223	Fuel taxes - Federal and state taxes on gas, diesel, and oil consumed by revenue vehicles and terminal or maintenance activities.	24,597,865
224	Operating taxes and licenses (except fuel taxes) - Include Federal, state, and local operating taxes, license and registration fees, tolls, other vehicle use taxes, and real estate and personal property taxes. Exclude income, payroll, sales and other taxes collected from customers.	15,510,405
225	Depreciation and amortization charges - Depreciation and amortization expenses of revenue equipment, building and improvements, and all other property. Include depreciation on assets rented or leased to others by you under an operating lease agreement. Include depreciation on assets owned and used by your firm within leaseholds, and assets obtained through capital lease agreements. Exclude depreciation on intangible assets and assets leased to others by you under a capital lease agreement.	41,485,305
226	Equipment rentals - with drivers - Amounts payable to others for the use of revenue vehicles where vehicle and driver are under control of carrier. Include monies paid to 1099 independent contractors. Exclude wages paid to W-2 drivers which are reported separately.	0
227	Equipment rentals - without drivers - Amounts payable to others for the use of revenue vehicles where vehicle is under control of carrier. Include compensation for use of owner operator vehicles when driver services are paid separately.	1,994,612
228	Equipment rentals - agents (HHG Only) - Amounts payable to agents for moving and transportation costs related to household goods operations. Exclude commission agent fees, which are reported separately.	0
229	Purchased transportation - Cost of purchased transportation when the hauling carrier retains control of the vehicle and driver. Include payments for the transportation of individual shipments and partial loads in the vehicles of another carrier (interlining), and payments to railroads, water carriers, airline, and others for the transportation of your company's loaded or empty motor vehicles and containers. Include payments for the delivery of small shipments by parcel, courier, or expedited services. Exclude 1099 independent contractor compensation which is reported separately.	55,438,265
230	Communications and utilities - Cost of communications services plus taxes (long distance communications, fax services, telephone equipment, etc.).	13,610,652
231	Other operating expenses - Include building rents and office equipment rents, gain (loss) on disposal of operating assets, etc. Exclude interest on loans, sales taxes, and other taxes collected directly from customers and paid directly to a taxing authority.	75,949,462
232	Total miscellaneous expenses - Sum of lines 223 through 231 →	228,586,566
233	TOTAL OPERATING EXPENSES - Sum of lines 212, 218, 222, and 232 →	1,187,176,790

Amount for
2002

Net Income (Loss) Calculation

234	Net operating income (loss) - Line 205 minus 233	68,649,811
235	Non-operating revenue - Revenue from non-carrier operations. Include revenue from the lease of a distinct operating unit and household goods packing and warehousing revenue. Include gains on sale, trade in, retiring of equipment. Include interest and dividend income.	373,370
236	Non-operating expenses - Expenses from non-carrier operations. Include household goods packing and warehousing expenses. Include losses on sale, trade in, retiring of equipment.	3,720,336
237	Interest expenses - Interest and amortization of debt discount expense and premium.	(3,364,222)
238	Ordinary income (loss) before taxes - <i>Line 234 plus (lines 235 minus 236 minus 237)</i> →	69,379,295
239	Total provision for income taxes - Accruals for Federal, state, or other income taxes applicable to ordinary income.	(28,250,073)
240	Ordinary income (loss) after taxes - <i>Line 238 minus 239</i> →	41,129,222
241	Extraordinary items, effect of accounting changes, and other items - Include items that are unusual in nature and infrequent in occurrence.	0
242	NET INCOME (LOSS) <i>Line 240 minus 241</i> →	41,129,222

Schedule 300 — Operating Statistics

Operating Statistics (all carriers) -

Report statistics for carrier's owned and leased power units, equipment rentals with and without drivers, equipment rentals - agents, and purchased transportation. Include statistics from common and contract carriage and your portion of interline shipments. Exclude statistics from local, compensated intercorporate, and private carriage.

	General Freight Only		Total (c)
	(LTL) up to 10,000 lbs. (a)	(TL) 10,000 lbs. and over (b)	
301	Miles - intercity - Report total miles operated, both loaded and empty, in intercity service. This line should equal the sum of lines 302 and 303.	326,275,470	326,275,470
302	Miles: highway		276,324,459
303	Miles: rail, water, and air		49,951,011
304	Tons - intercity - Use estimates if necessary.	2,626,623	3,283,238
305	Total shipment carried - intercity	5,307,584	5,388,256
306	Revenue - intercity (including HHG) - This line will equal line 201 plus the intercity portion of line 203.	1,152,124,381	1,255,613,673
307	*Ton-miles - intercity		3,963,803,209

***How to calculate ton-miles:** **Method 1** - Multiply the distance of each movement by the weight in tons to get ton-miles for individual shipments. Sum all ton-miles for individual shipments to get total ton-miles.

Method 2 - Compute the average length of haul (total miles/total shipments) for your operations. Then multiply this average haul by the total number of actual tons transported in intercity service. (Multiplying the total tons of all movements by the total miles of all movements produces an erroneous result and should not be used.)

**Operating Statistics
(household goods carriers only)**

		Revenue (intercity common & contract carriage) (a)	Tons (actual weight) (b)	Number of shipments (c)
308	Personal effects and property used or to be used in a dwelling			
309	Furniture, fixtures, equipment, and the property of stores, offices, etc.			
310	Articles of an unusual nature or value (objects of art, etc.)			
311	Total →			

Schedule 400 — Revenue Equipment

Report all operating equipment owned or leased under a capital lease. Exclude rented vehicles. Include vehicles used in terminals, maintenance facilities, intercity highway, & storage.

	Number of units at start of year (a)	Units acquired during the year		Number of units retired/ disposed of during the year (d)	Number of units at end of year (e)
		Number (b)	Cost (c)		
401 Straight trucks - owned	82	15	642,694	19	78
402 Straight trucks - leased					
403 Truck-tractors - owned	4,257	898	25,559,893	1,100	4,055
404 Truck-tractors - leased					
405 Trailers and semi-trailers - owned	20,277	613	6,955,758	697	20,193
406 Trailers and semi-trailers - leased					
407 Other revenue equipment	5,083	129	2,259,582	141	5,071
408 Total revenue equipment →	29,699	1,655	35,417,927	1,957	29,397

029910

Schedule 500 — Employment Information

*Include W-2 employees. Exclude 1099 independent contractors.
 Average: (number at beginning of year + number at end of the year) divided by 2, or use an average Full Time Equivalent calculation.
 Total compensation: Include all wages, salaries, and miscellaneous paid time off. Exclude fringe benefits. Should equal figures in lines 206 through 209.
 Hours earned/miles operated: Estimate the total hours/miles included in total compensation.*

	Average number of employees (a)	Total compensation (b)	Hours earned or miles operated (c)
501 Drivers and Helpers - hourly basis	3,068	128,355,556	5,266,077 Hours
502 Drivers and Helpers - mileage basis	2,484	163,913,112	276,324,459 Miles
503 Drivers and Helpers - other basis - Drivers and Helpers not reported above.			
504 Cargo handlers	2,118	91,883,816	4,055,134 Hours
505 Officers, supervisors, administrative, and clerical	2,899	158,420,306	
506 Other labor - Average number of other employees (include vehicle repair, etc.)	625	40,315,774	
507 Total employment - Sum of lines 501 through 506 →	11,194	582,888,564	

Drivers

	Number at close of 2002
508 CDL drivers - All drivers that hold a valid CDL license.	5,552
509 Non-CDL drivers - Indicate the number of non-CDL drivers on payroll.	0
510 Total drivers - Sum of lines 508 and 509 →	5,552

Certification - I hereby certify that this report was prepared by me or under my supervision, that I have examined it, and that the items herein reported on the basis of my knowledge are correctly shown.

Name Robert A. Davidson	Signature
Title President, Chief Executive Officer	Date 3-19-03

Return the completed form to:

BUREAU OF TRANSPORTATION STATISTICS
 U.S. DEPARTMENT OF TRANSPORTATION
 c/o VISTRONIX, INC.
 1970 CHAIN BRIDGE ROAD, SUITE 1200
 MCLEAN, VA 22102

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