

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

2001 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 applicable.

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 2001 (a)	Balance start of 2001 (b)
Current Assets			
101	Cash and equivalents - available on demand by company (cash and working funds, special deposits, temporary cash investments, etc.).	123,901	107,843
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.	94,048,656	123,930,749
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.	839,728	164,741
104	Other current assets - Include all assets not considered long-term which were not included above (materials and supplies, prepayments, deferred charges, etc.).	7,499,623	7,293,832
105	Total current assets - Sum of lines 101 through 104 →	102,511,908	131,497,165
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.).	266,054,348	246,434,083
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.	76,182,454	141,088,292
108	Total long-term assets - Sum of lines 106 and 107 →	342,236,802	387,522,375
109	TOTAL ASSETS - Sum of lines 105 and 108 →	444,748,710	519,019,540

Current Liabilities

		Balance close of 2001 (a)	Balance start of 2001 (b)
110	Accounts payable - Accounts payable within one year. Accounts owed to others for goods and services bought on credit.	50,038,092	61,033,025
111	Notes payable - Promissory notes payable within one year. Include payables to affiliated companies and matured obligations.	1,845,053	1,669,264
112	Taxes payable - Taxes payable within one year (accrued taxes, deferred income tax credits).	(7,769,624)	14,234,342
113	Current portion of long-term debt - Long term debt that is due within one year (bonds, equipment obligations, lease obligations, etc.).	14,702,248	23,814,102
114	Other current liabilities - Report all other liabilities due within one year not included above (unclaimed wages, accrued bonuses, vacation pay, etc.).	43,377,101	67,021,854
115	Total current liabilities - <i>Sum of lines 110 through 114</i> →	102,192,870	167,772,587

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).	55,283,788	14,282,806
117	Other long-term liabilities - Include deferred tax credits and any other deferred credits or liabilities of more than one year in duration.	53,108,460	42,282,722
118	Total long-term liabilities - <i>Sum of lines 116 and 117</i> →	108,392,248	56,565,528
119	TOTAL LIABILITIES - <i>Sum of lines 115 and 118</i> →	210,585,118	224,338,115

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).	144,736,592	128,687,425
121	Equity and other capital (if corporation) - Include common and preferred capital stock plus additional paid-in capital. Subtract Treasury Stock.	89,427,000	165,994,000
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> →	234,163,592	294,681,425
124	TOTAL LIABILITIES AND EQUITY <i>Sum of lines 119 and 123</i> →	444,748,710	519,019,540

Schedule 200 — Income Statement

MOTOR CARRIER NO.

029910

Amount for
2001

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.	1,261,814,441
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.	281,234
205	Total operating revenue - Sum of lines 201 through 204 →	1,262,095,675

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).	291,596,352
207	Cargo handler wages	90,684,750
208	Officer, supervisor, administrative, and clerical wages and salaries	159,127,154
209	Other wages and salaries	43,745,796
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.	251,602,678
211	Commission agent fees (HHG only) - Booking commissions paid to agents.	
212	Total wages, salaries, and fringe benefits - Sum of lines 206 through 211 →	836,756,730

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.	49,331,354
214	Outside maintenance - Maintenance performed by outside vendors. Include total amount paid on invoice - with taxes.	21,602,522
215	Vehicle parts - Cost of parts used to repair vehicles. Exclude tires and tubes.	12,041,498
216	Tires and tubes - Cost of tires and tubes for vehicles. (Retread charges and taxes, etc.)	7,915,124
217	Other operating supplies - Other operating supplies and expenses used in the operations of vehicles, terminals, and shops.	13,221,885
218	Total operating supplies - Sum of lines 213 through 217 →	104,112,383

Amount for
2001**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.	10,730,836
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.	5,910,513
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.	332,422
222	Total insurance expenses - Sum of lines 219 through 221 →	16,973,771

Miscellaneous Expenses

223	Fuel taxes - Federal and state taxes on gas, diesel, and oil consumed by revenue vehicles and terminal or maintenance activities.	25,078,410
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.	15,222,490
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.	39,820,450
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.	2,042,264
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.	52,112,704
230	Communications and utilities - Cost of communications services plus taxes (long distance communications, fax services, telephone equipment, etc.).	14,806,581
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.	75,709,354
232	Total miscellaneous expenses - Sum of lines 223 through 231 →	224,792,253
233	TOTAL OPERATING EXPENSES - Sum of lines 212, 218, 222, and 232 →	1,182,635,137

Amount for
2001

Net Income (Loss) Calculation

234	Net operating income (loss) - Line 205 minus 233	79,460,538
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.	192,774
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.	(1,361,893)
237	Interest expenses - Interest and amortization of debt discount expense and premium.	(5,696,532)
238	Ordinary income (loss) before taxes - <i>Line 234 plus (lines 235 minus 236 minus 237)</i> →	72,594,887
239	Total provision for income taxes - Accruals for Federal, state, or other income taxes applicable to ordinary income.	(29,778,577)
240	Ordinary income (loss) after taxes - <i>Line 238 minus 239</i> →	42,816,310
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> →	42,816,310

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.	330,858,536	330,858,536
302	Miles: highway		283,522,829
303	Miles: rail, water, and air		47,335,707
304	Tons - intercity - Use estimates if necessary.	2,701,195	3,427,340
305	Total shipment carried - intercity	5,349,557	5,439,453
306	Revenue - intercity (including HHQ) - This line will equal line 201 plus the intercity portion of line 203.	1,149,476,375	1,261,814,441
307	*Ton-miles - intercity		4,090,753,750

***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.)

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**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	79	5	231,550	2	82
402 Straight trucks - leased					
403 Truck-tractors - owned	4,325	949	31,212,655	1,017	4,257
404 Truck-tractors - leased					
405 Trailers and semi-trailers - owned	19,924	1,030	11,720,496	677	20,277
406 Trailers and semi-trailers - leased					
407 Other revenue equipment	5,058	173	2,541,346	148	5,083
408 Total revenue equipment →	29,386	2,157	45,706,047	1,844	29,699

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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	3,159	127,937,978	6,139,716 Hours
502 Drivers and Helpers - mileage basis	2,569	163,658,375	283,522,829 Miles
503 Drivers and Helpers - other basis - Drivers and Helpers not reported above.			
504 Cargo handlers	2,305	90,684,750	4,753,316 Hours
505 Officers, supervisors, administrative, and clerical	3,017	159,127,154	
506 Other labor - Average number of other employees (include vehicle repair, etc.)	639	43,745,795	
507 Total employment - Sum of lines 501 through 506 →	11,689	585,154,052	

Drivers

	Number at close of 2001
508 CDL drivers - All drivers that hold a valid CDL license.	5,728
509 Non-CDL drivers - Indicate the number of non-CDL drivers on payroll.	0
510 Total drivers - Sum of lines 508 and 509 →	5,728

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 David E. Stubblefield	Signature
Title President, Chief Executive Officer	Date 3-27-02

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

Phone: (202) 366-4383
 Fax: (703) 749-8480
 Email: mcs@bts.gov
 Web site: www.bts.gov/mcs