

LANDSTAR SYSTEM INC
Form 10-Q
May 01, 2009

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**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
FORM 10-Q**

(Mark One)

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

For the quarterly period ended **March 28, 2009**

OR

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

For the transition period from _____ to _____

Commission File Number: **0-21238**

LANDSTAR SYSTEM, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation or organization)

06-1313069
(I.R.S. Employer
Identification No.)

13410 Sutton Park Drive South, Jacksonville, Florida

(Address of principal executive offices)

32224

(Zip Code)

(904) 398-9400

(Registrant's telephone number, including area code)

N/A

(Former name, former address and former fiscal year, if changed since last report)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes No

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

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting
company

(Do not check if a smaller reporting company)

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

Yes No

The number of shares of the registrant's common stock, par value \$0.01 per share, outstanding as of the close of business on April 20, 2009 was 51,334,562.

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PART I FINANCIAL INFORMATION

Item 1. Financial Statements

The interim consolidated financial statements contained herein reflect all adjustments (all of a normal, recurring nature) which, in the opinion of management, are necessary for a fair statement of the financial condition, results of operations, cash flows and changes in shareholders' equity for the periods presented. They have been prepared in accordance with Rule 10-01 of Regulation S-X and do not include all the information and footnotes required by generally accepted accounting principles for complete financial statements. Operating results for the thirteen weeks ended March 28, 2009 are not necessarily indicative of the results that may be expected for the entire fiscal year ending December 26, 2009.

These interim financial statements should be read in conjunction with the audited financial statements and notes thereto included in the Company's 2008 Annual Report on Form 10-K.

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CONSOLIDATED BALANCE SHEETS

(Dollars in thousands, except per share amounts)

(Unaudited)

| | March 28, 2009 | Dec 27, 2008 |
|---|---------------------------|-------------------------|
| ASSETS | | |
| Current Assets | | |
| Cash and cash equivalents | \$ 130,378 | \$ 98,904 |
| Short-term investments | 23,860 | 23,479 |
| Trade accounts receivable, less allowance of \$6,926 and \$6,230 | 232,206 | 315,065 |
| Other receivables, including advances to independent contractors, less allowance of \$5,016 and \$4,298 | 18,251 | 10,083 |
| Deferred income taxes and other current assets | 20,554 | 27,871 |
| Total current assets | 425,249 | 475,402 |
| Operating property, less accumulated depreciation and amortization of \$111,600 and \$106,635 | 125,803 | 124,178 |
| Goodwill | 31,134 | 31,134 |
| Other assets | 34,350 | 32,816 |
| Total assets | \$ 616,536 | \$ 663,530 |
| LIABILITIES AND SHAREHOLDERS EQUITY | | |
| Current Liabilities | | |
| Cash overdraft | \$ 23,835 | \$ 32,065 |
| Accounts payable | 88,037 | 105,882 |
| Current maturities of long-term debt | 26,274 | 24,693 |
| Insurance claims | 24,016 | 23,545 |
| Accrued income taxes | 11,921 | 12,239 |
| Other current liabilities | 33,246 | 38,161 |
| Total current liabilities | 207,329 | 236,585 |
| Long-term debt, excluding current maturities | 91,216 | 111,752 |
| Insurance claims | 38,217 | 38,278 |
| Deferred income taxes | 24,848 | 23,779 |
| Shareholders Equity | | |
| Common stock, \$0.01 par value, authorized 160,000,000 shares, issued 66,150,467 and 66,109,547 shares | 662 | 661 |

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| | | |
|--|------------|------------|
| Additional paid-in capital | 156,693 | 154,533 |
| Retained earnings | 716,157 | 704,331 |
| Cost of 14,815,905 and 14,424,887 shares of common stock in treasury | (617,786) | (605,828) |
| Accumulated other comprehensive loss | (800) | (561) |
| Total shareholders' equity | 254,926 | 253,136 |
| Total liabilities and shareholders' equity | \$ 616,536 | \$ 663,530 |

See accompanying notes to consolidated financial statements.

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LANDSTAR SYSTEM, INC. AND SUBSIDIARY
CONSOLIDATED STATEMENTS OF INCOME
(Dollars in thousands, except per share amounts)
(Unaudited)

| | Thirteen Weeks Ended | |
|---------------------------------------|-----------------------------|---------------------------|
| | March 28, 2009 | March 29, 2008 |
| Revenue | \$ 469,247 | \$ 608,828 |
| Investment income | 425 | 1,096 |
| Costs and expenses: | | |
| Purchased transportation | 351,324 | 465,029 |
| Commissions to agents | 38,324 | 46,814 |
| Other operating costs | 7,450 | 6,584 |
| Insurance and claims | 9,002 | 9,521 |
| Selling, general and administrative. | 34,369 | 35,857 |
| Depreciation and amortization | 5,485 | 5,130 |
| Total costs and expenses | 445,954 | 568,935 |
| Operating income | 23,718 | 40,989 |
| Interest and debt expense | 1,163 | 2,142 |
| Income before income taxes | 22,555 | 38,847 |
| Income taxes | 8,661 | 15,104 |
| Net income | \$ 13,894 | \$ 23,743 |
| Earnings per common share | \$ 0.27 | \$ 0.45 |
| Diluted earnings per share | \$ 0.27 | \$ 0.45 |
| Average number of shares outstanding: | | |
| Earnings per common share | 51,575,000 | 52,601,000 |
| Diluted earnings per share | 51,782,000 | 53,003,000 |
| Dividends paid per common share | \$ 0.0400 | \$ 0.0375 |

See accompanying notes to consolidated financial statements.

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LANDSTAR SYSTEM, INC. AND SUBSIDIARY
CONSOLIDATED STATEMENTS OF CASH FLOWS
(Dollars in thousands)
(Unaudited)

| | Thirteen Weeks Ended | |
|---|-----------------------------|------------------|
| | March | March 29, |
| | 28, | 2008 |
| | 2009 | 2008 |
| OPERATING ACTIVITIES | | |
| Net income | \$ 13,894 | \$ 23,743 |
| Adjustments to reconcile net income to net cash provided by operating activities: | | |
| Depreciation and amortization of operating property | 5,485 | 5,130 |
| Non-cash interest charges | 55 | 43 |
| Provisions for losses on trade and other accounts receivable | 2,743 | 1,045 |
| Losses on sales/disposals of operating property | 2 | 12 |
| Deferred income taxes, net | 783 | 1,684 |
| Stock-based compensation | 1,389 | 1,693 |
| Changes in operating assets and liabilities: | | |
| Decrease (increase) in trade and other accounts receivable | 71,948 | (3,101) |
| Decrease in other assets | 7,278 | 10,750 |
| Decrease in accounts payable | (17,845) | (6,142) |
| Increase (decrease) in other liabilities | (5,149) | 1,040 |
| Increase (decrease) in insurance claims | 410 | (1,631) |
| NET CASH PROVIDED BY OPERATING ACTIVITIES | 80,993 | 34,266 |
| INVESTING ACTIVITIES | | |
| Net change in other short-term investments | 6,505 | (4,217) |
| Sales and maturities of investments | 442 | 4,037 |
| Purchases of investments | (8,828) | (1,318) |
| Purchases of operating property | (555) | (361) |
| Proceeds from sales of operating property | 28 | |
| NET CASH USED BY INVESTING ACTIVITIES | (2,408) | (1,859) |
| FINANCING ACTIVITIES | | |
| Increase (decrease) in cash overdraft | (8,230) | 1,442 |
| Dividends paid | (2,068) | (1,972) |
| Proceeds from exercises of stock options | 533 | 4,964 |
| Excess tax benefit on stock option exercises | 239 | 1,148 |
| Purchases of common stock | (11,958) | |
| Principal payments on long-term debt and capital lease obligations | (25,540) | (17,759) |

| | | |
|--|------------|-----------|
| NET CASH USED BY FINANCING ACTIVITIES | (47,024) | (12,177) |
| Effect of exchange rate changes on cash and cash equivalents | (87) | |
| Increase in cash and cash equivalents | 31,474 | 20,230 |
| Cash and cash equivalents at beginning of period | 98,904 | 60,750 |
| Cash and cash equivalents at end of period | \$ 130,378 | \$ 80,980 |

See accompanying notes to consolidated financial statements.

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LANDSTAR SYSTEM, INC. AND SUBSIDIARY
CONSOLIDATED STATEMENT OF CHANGES IN SHAREHOLDERS' EQUITY
Thirteen Weeks Ended March 28, 2009
(Dollars in thousands)
(Unaudited)

| | Common Stock Shares | Common Stock Amount | Additional Paid-In Capital | Retained Earnings | Treasury Stock at Cost Shares | Treasury Stock at Cost Amount | Accumulated Other Comprehensive Loss | Total |
|---|------------------------|------------------------|----------------------------------|----------------------|-------------------------------------|-------------------------------------|---|------------|
| Balance December 27, 2008 | 66,109,547 | \$ 661 | \$ 154,533 | \$ 704,331 | 14,424,887 | \$ (605,828) | \$ (561) | \$ 253,136 |
| Net income | | | | 13,894 | | | | 13,894 |
| Dividends paid (\$0.04 per share) | | | | (2,068) | | | | (2,068) |
| Purchases of common stock | | | | | 391,018 | (11,958) | | (11,958) |
| Stock-based compensation expense | | | 1,389 | | | | | 1,389 |
| Exercises of stock options, including excess tax benefit | 40,920 | 1 | 771 | | | | | 772 |
| Foreign currency translation adjustments | | | | | | | (87) | (87) |
| Unrealized loss on available-for-sale investments, net of income taxes | | | | | | | (152) | (152) |
| Balance March 28, 2009 | 66,150,467 | \$ 662 | \$ 156,693 | \$ 716,157 | 14,815,905 | \$ (617,786) | \$ (800) | \$ 254,926 |

See accompanying notes to consolidated financial statements.

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LANDSTAR SYSTEM, INC. AND SUBSIDIARY
 NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
 (Unaudited)

The consolidated financial statements include the accounts of Landstar System, Inc. and its subsidiary, Landstar System Holdings, Inc., and reflect all adjustments (all of a normal, recurring nature) which are, in the opinion of management, necessary for a fair statement of the results for the periods presented. The preparation of the consolidated financial statements requires the use of management's estimates. Actual results could differ from those estimates. Landstar System, Inc. and its subsidiary are herein referred to as "Landstar" or the "Company".

(1) Share-based Payments

As of March 28, 2009, the Company had two employee stock option plans and one stock option plan for members of its Board of Directors (the "Plans"). Amounts recognized in the financial statements with respect to these Plans are as follows (in thousands):

| | Thirteen Weeks Ended | |
|---|-------------------------------|---------------------------|
| | March 28, 2009 | March 29, 2008 |
| Total cost of the Plans during the period | \$ 1,389 | \$ 1,693 |
| Amount of related income tax benefit recognized during the period | 353 | 530 |
| Net cost of the Plans during the period | \$ 1,036 | \$ 1,163 |

The fair value of each option grant on its grant date was calculated using the Black-Scholes option pricing model with the following weighted average assumptions for grants made in the 2009 and 2008 thirteen-week periods:

| | 2009 | 2008 |
|---------------------------|-------------|-------------|
| Expected volatility | 38.0% | 33.0% |
| Expected dividend yield | 0.400% | 0.375% |
| Risk-free interest rate | 1.50% | 3.00% |
| Expected lives (in years) | 4.0 | 4.1 |

The Company utilizes historical data, including exercise patterns and employee departure behavior, in estimating the term options will be outstanding. Expected volatility was based on historical volatility and other factors, such as expected changes in volatility arising from planned changes to the Company's business, if any. The risk-free interest rate was based on the yield of zero coupon U.S. Treasury bonds for terms that approximated the terms of the options granted. The weighted average grant date fair value of stock options granted during the thirteen-week periods ended March 28, 2009 and March 29, 2008 was \$11.75 and \$12.60, respectively.

The following table summarizes information regarding the Company's stock options under the Plans:

| | Number of Options | Weighted Average Exercise Price per Share | Weighted Average Remaining Contractual Term (years) | Aggregate Intrinsic Value (000s) |
|---|------------------------------|--|--|---|
| Options outstanding at December 27, 2008 | 2,505,644 | \$ 35.47 | | |
| Granted | 362,000 | \$ 38.24 | | |

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| | | | | |
|---------------------------------------|-----------|----------|-----|----------|
| Exercised | (40,920) | \$ 13.03 | | |
| Forfeited | (93,000) | \$ 42.74 | | |
| Options outstanding at March 28, 2009 | 2,733,724 | \$ 35.92 | 7.2 | \$ 0 |
| Options exercisable at March 28, 2009 | 1,352,424 | \$ 31.20 | 5.7 | \$ 3,929 |

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As of March 28, 2009, there were 2,037,747 stock options outstanding that were out-of-the-money based on that day's per share closing market price of \$34.10 as reported on NASDAQ. The remaining 695,977 stock options outstanding as of March 28, 2009 that were in-the-money had an aggregate intrinsic value of \$9,904,000. The total intrinsic value of stock options exercised during the thirteen-week periods ended March 28, 2009 and March 29, 2008 was \$939,000 and \$6,085,000, respectively.

As of March 28, 2009, there were 5,331,624 shares of the Company's common stock reserved for issuance upon exercise of options granted and to be granted under the Plans.

As of March 28, 2009, there was \$14,573,000 of total unrecognized compensation cost related to non-vested stock options granted under the Plans. The compensation cost related to these non-vested options is expected to be recognized over a weighted average period of 3.7 years.

(2) Income Taxes

The provisions for income taxes for the 2009 and 2008 thirteen-week periods were based on estimated full year combined effective income tax rates of approximately 38.4% and 38.9%, respectively, which were higher than the statutory federal income tax rate primarily as a result of state taxes, the meals and entertainment exclusion and non-deductible stock-based compensation.

(3) Earnings Per Share

Earnings per common share amounts are based on the weighted average number of common shares outstanding and diluted earnings per share amounts are based on the weighted average number of common shares outstanding plus the incremental shares that would have been outstanding upon the assumed exercise of all dilutive stock options.

The following table provides a reconciliation of the average number of common shares outstanding used to calculate earnings per share to the average number of common shares and common share equivalents outstanding used to calculate diluted earnings per share (in thousands):

| | Thirteen Weeks Ended | |
|--|-----------------------------|------------------|
| | March | March 29, |
| | 28, | 2008 |
| | 2009 | 2008 |
| Average number of common shares outstanding | 51,575 | 52,601 |
| Incremental shares from assumed exercises of stock options | 207 | 402 |
| | | |
| Average number of common shares and common share equivalents outstanding | 51,782 | 53,003 |

For the thirteen-week periods ended March 28, 2009 and March 29, 2008, there were 2,037,747 and 90,500, respectively, options outstanding to purchase shares of common stock excluded from the calculation of diluted earnings per share because they were antidilutive.

(4) Additional Cash Flow Information

During the 2009 thirteen-week period, Landstar paid income taxes and interest of \$1,655,000 and \$1,395,000, respectively. During the 2008 thirteen-week period, Landstar paid income taxes and interest of \$1,281,000 and \$2,427,000, respectively. Landstar acquired operating property by entering into capital leases in the amount of \$6,585,000 and \$703,000 in the 2009 and 2008 thirteen-week periods, respectively.

(5) Segment Information

The following table summarizes information about Landstar's reportable business segments as of and for the thirteen-week periods ended March 28, 2009 and March 29, 2008 (in thousands):

| | Thirteen Weeks Ended | |
|-----------------------|-----------------------------|-----------------------|
| | March 28, 2009 | March 29, 2008 |
| Transportation | Transportation | Transportation |

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| | Logistics | Insurance | Total | Logistics | Insurance | Total |
|-------------------|------------------|------------------|--------------|------------------|------------------|--------------|
| External revenue | \$459,934 | \$9,313 | \$469,247 | \$599,600 | \$9,228 | \$608,828 |
| Investment income | | 425 | 425 | | 1,096 | 1,096 |
| Internal revenue | | 5,831 | 5,831 | | 5,852 | 5,852 |
| Operating income | 15,106 | 8,612 | 23,718 | 32,386 | 8,603 | 40,989 |
| Goodwill | 31,134 | | 31,134 | 31,134 | | 31,134 |
| | | | 8 | | | |

Table of Contents**(6) Comprehensive Income**

The following table includes the components of comprehensive income for the thirteen-week periods ended March 28, 2009 and March 29, 2008 (in thousands):

| | Thirteen Weeks Ended | |
|--|-------------------------------|---------------------------|
| | March 28, 2009 | March 29, 2008 |
| Net income | \$ 13,894 | \$ 23,743 |
| Unrealized holding gains/(losses) on available-for-sale investments, net of income taxes | (152) | 204 |
| Foreign currency translation loss | (87) | |
| Comprehensive income | \$ 13,655 | \$ 23,947 |

Management has performed an analysis of the nature of the unrealized losses on available-for-sale investments to determine whether such losses are other-than-temporary. Unrealized losses, representing the excess of the purchase price of an investment over its market value as of the end of a period, considered to be other-than-temporary are to be included as a charge in the statement of income while unrealized losses considered to be temporary are to be included as a component of shareholders' equity. The unrealized loss on available-for-sale investments as of March 28, 2009 is considered by management to be temporary and therefore is reported as a component of shareholders' equity.

The unrealized holding loss on available-for-sale investments during the 2009 thirteen-week period represents the mark-to-market adjustment of \$235,000 net of related income tax benefits of \$83,000. The unrealized holding gain on available-for-sale investments during the 2008 thirteen-week period represents the mark-to-market adjustment of \$316,000 net of related income taxes of \$112,000. Accumulated other comprehensive loss as reported as a component of shareholders' equity at March 28, 2009 of \$800,000 represents the cumulative unrealized holding losses on available-for-sale investments of \$579,000, net of related income tax benefits of \$205,000, and the unrealized net loss on the translation of the financial statements of the Company's Canadian operations of \$426,000.

(7) Commitments and Contingencies

As of March 28, 2009, Landstar had \$28,032,000 of letters of credit outstanding under the Company's revolving credit facility and \$45,417,000 of letters of credit secured by investments held by the Company's insurance segment. Short-term investments include \$12,375,000 in current maturities of investment-grade bonds and \$11,485,000 of cash equivalents held by the Company's insurance segment at March 28, 2009. These short-term investments together with \$12,254,000 of the non-current portion of investment-grade bonds and \$11,765,000 of cash equivalents included in other assets at March 28, 2009, provide collateral for the \$45,417,000 of letters of credit issued to guarantee payment of insurance claims.

As further described in periodic and current reports previously filed by the Company with the SEC, the Company and certain of its subsidiaries (the "Defendants") are defendants in a suit (the "Litigation") brought in the United States District Court for the Middle District of Florida (the "District Court") by the Owner-Operator Independent Drivers Association, Inc. ("OOIDA") and four former BCO Independent Contractors (the "Named Plaintiffs" and, with OOIDA, the "Plaintiffs") on behalf of all independent contractors who provide truck capacity to the Company and its subsidiaries under exclusive lease arrangements (the "BCO Independent Contractors"). The Plaintiffs allege that certain aspects of the Company's motor carrier leases and related practices with its BCO Independent Contractors violate certain federal leasing regulations and seek injunctive relief, an unspecified amount of damages and attorneys' fees.

On March 29, 2007, the District Court denied the request by Plaintiffs for injunctive relief, entered a judgment in favor of the Defendants and issued written orders setting forth its rulings related to the decertification of the plaintiff class and other important elements of the Litigation relating to liability, injunctive relief and monetary relief. The Plaintiffs filed an appeal with the United States Court of Appeals for the Eleventh Circuit (the "Appellate Court") of

certain of the District Court's rulings in favor of the Defendants. The Defendants asked the Appellate Court to affirm such rulings and filed a cross-appeal with the Appellate Court with respect to certain other rulings of the District Court.

On September 3, 2008, the Appellate Court issued its ruling, which, among other things, affirmed the District Court's rulings that (i) the Defendants are not prohibited by the applicable federal leasing regulations from charging administrative or other fees to BCO Independent Contractors in connection with voluntary programs offered by the Defendants through which a BCO Independent Contractor may purchase discounted products and services for a charge that is deducted against the compensation payable to the BCO Independent Contractor (a "Charge-back Deduction"), (ii) the Plaintiffs are not entitled to restitution or disgorgement with respect to violations by Defendants of the applicable federal leasing regulations but instead may recover only actual damages, if any, which they sustained as a result of any such violations and (iii) the claims of BCO Independent Contractors may not be handled on a class action basis for purposes of determining the amount of actual damages, if any, they sustained as a result of any violations. Further, the analysis of the Appellate Court confirmed the absence of any violations alleged by the Plaintiffs of the federal leasing regulations with respect to the written terms of all leases currently in use between the Defendants and BCO Independent Contractors.

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However, the ruling of the Appellate Court reversed the District Court's rulings (i) that an old version of the lease formerly used by Defendants but not in use with any current BCO Independent Contractor complied with applicable disclosure requirements under the federal leasing regulations with respect to adjustments to compensation payable to BCO Independent Contractors on certain loads sourced from the U.S. Department of Defense, and (ii) that the Defendants had provided sufficient documentation to BCO Independent Contractors under the applicable federal leasing regulations relating to how the component elements of Charge-back Deductions were computed. The Appellate Court then remanded the case to the District Court to permit the Plaintiffs to seek injunctive relief with respect to these violations of the federal leasing regulations and to hold an evidentiary hearing to give the Named Plaintiffs an opportunity to produce evidence of any damages they actually sustained as a result of such violations.

Each of the parties to the Litigation has filed a petition with the Appellate Court seeking rehearing of the Appellate Court's ruling; however, there can be no assurance that any petition for rehearing will be granted.

Although no assurances can be given with respect to the outcome of the Litigation, including any possible award of attorneys' fees to the Plaintiffs, the Company believes that (i) no Plaintiff has sustained any actual damages as a result of any violations by the Defendants of the federal leasing regulations and (ii) injunctive relief, if any, that may be granted by the District Court on remand is unlikely to have a material adverse financial effect on the Company.

The Company is involved in certain other claims and pending litigation arising from the normal conduct of business. Based on knowledge of the facts and, in certain cases, opinions of outside counsel, management believes that adequate provisions have been made for probable losses with respect to the resolution of all such other claims and pending litigation and that the ultimate outcome, after provisions thereof, will not have a material adverse effect on the financial condition of the Company, but could have a material effect on the results of operations in a given quarter or year.

(8) Concentrations of Credit Risk in Key Customers

Financial instruments that potentially subject the Company to significant concentrations of credit risk include accounts receivable from trade customers. The Company performs ongoing credit evaluations of the financial condition of its customers and an allowance for doubtful accounts is maintained as required under U.S. generally accepted accounting principles. As a result of the significant weakness in the U.S. economy, during the first quarter of 2009 the Company experienced a higher level of customer bad debt expense than experienced in any quarter during the previous five years. Credit risk with respect to the Company's accounts receivable historically has been broadly diversified due to the large number of entities comprising the Company's customer base and their dispersion across many different industries and geographical regions. No single customer accounted for more than 10% of Company revenue for the thirteen-week period ended March 28, 2009, and no single customer accounted for more than 10% of the gross accounts receivable balance at March 28, 2009. It should be noted, however, that revenue from customers in the automotive sector represented in the aggregate approximately 7% of the Company's revenue for the 2009 thirteen-week period. The Company estimates that receivable balances relating to customers with a significant concentration of their business in the automotive sector represented approximately 8% of gross accounts receivable at March 28, 2009. The financial condition of the U.S. domestic automotive industry may be significantly adversely affected by the availability of credit to U.S. consumers and the overall financial condition of the U.S. economy, both of which have recently weakened. A significant deterioration in the financial condition or operations of the Company's customers within the automotive sector, including the larger U.S. domestic automobile manufacturers and their vendors, suppliers and other service providers, or in the Company's non-automotive sector customer accounts, could negatively impact the collectability of trade accounts receivable due from these customers, which could result in an adverse effect on the Company's operating results in a given quarter or year.

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

The following discussion should be read in conjunction with the attached interim consolidated financial statements and notes thereto, and with the Company's audited financial statements and notes thereto for the fiscal year ended December 27, 2008 and Management's Discussion and Analysis of Financial Condition and Results of Operations included in the 2008 Annual Report on Form 10-K.

Table of Contents**Introduction**

Landstar System, Inc. and its subsidiary, Landstar System Holdings, Inc. (together, referred to herein as Landstar or the Company), is a non-asset based transportation and logistics services company, providing transportation capacity and related transportation services to shippers throughout the United States, and to a lesser extent, in Canada, and between the United States and Canada, Mexico and other countries. These business services emphasize safety, information coordination and customer service and are delivered through a network of independent commission sales agents and third party capacity providers linked together by a series of technological applications which are provided and coordinated by the Company. The Company markets its services primarily through independent commission sales agents and exclusively utilizes third party capacity providers to handle customers' freight. The nature of the Company's business is such that a significant portion of its operating costs varies directly with revenue.

The transportation logistics segment provides a wide range of transportation and logistics services including truckload transportation, rail intermodal, air cargo and ocean cargo services, the arrangement of multimodal (ground, air, ocean and rail) moves and warehousing to a variety of industries including automotive products, paper, lumber and building products, metals, chemicals, foodstuffs, heavy machinery, retail, electronics, ammunition and explosives and military hardware. In addition, the transportation logistics segment provides transportation services to other transportation companies, including logistics and less-than-truckload service providers. The transportation logistics segment also provides dedicated contract and logistics solutions, including freight optimization and less-than-truckload freight consolidations, expedited ground and air delivery of time-critical freight and the movement of containers via ocean. This segment markets its services primarily through independent commission sales agents who enter into contractual arrangements with Landstar and are responsible for locating freight, making that freight available to Landstar's capacity providers and coordinating the transportation of the freight with customers and capacity providers. The Company's third party capacity providers consist of independent contractors who provide truck capacity to the Company under exclusive lease arrangements (the BCO Independent Contractors), trucking companies who provide truck capacity to the Company under non-exclusive contractual arrangements (the Truck Brokerage Carriers), air cargo carriers, ocean cargo carriers, railroads and independent warehouse capacity providers (Warehouse Capacity Owners). As of March 28, 2009, Landstar had approximately 120 Warehouse Capacity Owners under contract. The Company has contracts with all of the Class 1 domestic railroads and certain Canadian railroads and contracts with domestic and international airlines and ocean lines. Each of the independent commission sales agents has the opportunity to market all of the services provided by the transportation logistics segment. During the thirteen weeks ended March 28, 2009, revenue hauled by BCO Independent Contractors, Truck Brokerage Carriers, rail intermodal, air cargo carriers and ocean cargo carriers represented 57%, 36%, 4%, 1%, and 2%, respectively, of the Company's transportation logistics segment revenue.

The insurance segment is comprised of Signature Insurance Company (Signature), a wholly owned offshore insurance subsidiary, and Risk Management Claim Services, Inc. This segment provides risk and claims management services to Landstar's Operating Subsidiaries. In addition, it reinsures certain risks of the Company's BCO Independent Contractors and provides certain property and casualty insurance directly to Landstar's operating subsidiaries. Revenue, representing premiums on reinsurance programs provided to the Company's BCO Independent Contractors, at the insurance segment represented approximately 2% of the Company's total revenue for the thirteen weeks ended March 28, 2009.

Changes in Financial Condition and Results of Operations

Management believes the Company's success principally depends on its ability to generate freight through its network of independent commission sales agents and to efficiently deliver that freight utilizing third party capacity providers. Management believes the most significant factors to the Company's success include increasing revenue, sourcing capacity and controlling costs.

While customer demand, which is subject to overall economic conditions, ultimately drives increases or decreases in revenue, the Company primarily relies on its independent commission sales agents to establish customer relationships and generate revenue opportunities. Management's primary focus with respect to revenue growth is on revenue generated by independent commission sales agents who on an annual basis generate \$1 million or more of Landstar revenue (Million Dollar Agents). Management believes future revenue growth is primarily dependent on its

ability to increase both the revenue generated by Million Dollar Agents and the number of Million Dollar Agents through a combination of recruiting new agents and increasing the revenue opportunities generated by existing independent commission sales agents. During the 2008 fiscal year, 484 independent commission sales agents generated \$1 million or more of Landstar's revenue and thus qualified as Million Dollar Agents. During the 2008 fiscal year, the average revenue generated by a Million Dollar Agent was \$4,907,000 and revenue generated by Million Dollar Agents in the aggregate represented 90% of consolidated Landstar revenue. The Company had 1,445 and 1,375 agent locations at March 28, 2009 and March 29, 2008, respectively.

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Management monitors business activity by tracking the number of loads (volume) and revenue per load (price). Revenue per load can be influenced by many factors which do not necessarily indicate a change in price. Those factors include the average length of haul, freight type, special handling and equipment requirements and delivery time requirements. For shipments involving two or more modes of transportation, revenue is classified by the mode of transportation having the highest cost for the load. The following table summarizes this data by mode of transportation:

| | Thirteen Weeks Ended | |
|--|-----------------------------|---------------------------|
| | March | |
| | 28, 2009 | March 29, 2008 |
| <u>Revenue generated through (in thousands):</u> | | |
| BCO Independent Contractors | \$ 262,065 | \$ 324,804 |
| Truck Brokerage Carriers | 164,243 | 228,633 |
| Rail intermodal | 19,318 | 33,789 |
| Ocean cargo carriers | 8,851 | 8,434 |
| Air cargo carriers | 5,387 | 3,589 |
| Other ⁽¹⁾ | 9,383 | 9,579 |
| | \$ 469,247 | \$ 608,828 |

Number of loads:

| | | |
|-----------------------------|----------------|----------------|
| BCO Independent Contractors | 170,650 | 203,200 |
| Truck Brokerage Carriers | 117,650 | 142,030 |
| Rail intermodal | 9,580 | 14,980 |
| Ocean cargo carriers | 1,240 | 1,250 |
| Air cargo carriers | 3,260 | 1,990 |
| | 302,380 | 363,450 |

Revenue per load:

| | | |
|-----------------------------|----------|----------|
| BCO Independent Contractors | \$ 1,536 | \$ 1,598 |
| Truck Brokerage Carriers | 1,396 | 1,610 |
| Rail intermodal | 2,016 | 2,256 |
| Ocean cargo carriers | 7,138 | 6,747 |
| Air cargo carriers | 1,652 | 1,804 |

- (1) Includes premium revenue generated by the insurance segment and

warehousing
revenue
generated by the
transportation
logistics
segment.

Also critical to the Company's success is its ability to secure capacity, particularly truck capacity, at rates that allow the Company to profitably transport customers' freight. The following table summarizes available truck capacity providers:

| | March 28, 2009 | March 29, 2008 |
|--|---------------------------|---------------------------|
| BCO Independent Contractors | 8,424 | 8,277 |
| Truck Brokerage Carriers: | | |
| Approved and active ⁽¹⁾ | 14,877 | 15,820 |
| Other approved | 10,682 | 9,515 |
| | 25,559 | 25,335 |
| Total available truck capacity providers | 33,983 | 33,612 |
| Number of trucks provided by BCO Independent Contractors | 9,013 | 8,856 |

⁽¹⁾ Active refers to Truck Brokerage Carriers who moved at least one load in the 180 days immediately preceding the fiscal quarter end.

The Company incurs costs that are directly related to the transportation of freight that include purchased transportation and commissions to agents. The Company incurs indirect costs associated with the transportation of freight that include other operating costs and insurance and claims. In addition, the Company incurs selling, general and administrative costs essential to administering its business operations. Management continually monitors all components of the costs incurred by the Company and establishes annual cost budgets which, in general, are used to benchmark costs incurred on a monthly basis.

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Purchased transportation represents the amount a BCO Independent Contractor or other third party capacity provider is paid to haul freight. The amount of purchased transportation paid to a BCO Independent Contractor is primarily based on a contractually agreed-upon percentage of revenue generated by the haul. Purchased transportation paid to a Truck Brokerage Carrier is based on either a negotiated rate for each load hauled or a contractually agreed-upon rate. Purchased transportation paid to rail intermodal, air cargo or ocean cargo carriers is based on contractually agreed-upon fixed rates. Purchased transportation as a percentage of revenue for truck brokerage, rail intermodal and ocean cargo services is normally higher than that provided by BCO Independent Contractors and air cargo services. Purchased transportation is the largest component of costs and expenses and, on a consolidated basis, increases or decreases in proportion to the revenue generated through BCO Independent Contractors and other third party capacity providers and revenue from the insurance segment. Purchased transportation costs are recognized upon the completion of freight delivery.

Commissions to agents are based on contractually agreed-upon percentages of revenue or gross profit, defined as revenue less the cost of purchased transportation. Commissions to agents as a percentage of consolidated revenue will vary directly with fluctuations in the percentage of consolidated revenue generated by the various modes of transportation and the insurance segment and with changes in gross profit on services provided by Truck Brokerage Carriers, rail intermodal, air cargo and ocean cargo carriers. Commissions to agents are recognized upon the completion of freight delivery.

Rent and maintenance costs for Company-provided trailing equipment, BCO Independent Contractor recruiting costs and bad debts from BCO Independent Contractors and independent commission sales agents are the largest components of other operating costs.

Potential liability associated with accidents in the trucking industry is severe and occurrences are unpredictable. Landstar's retained liability for individual commercial trucking claims varies depending on when such claims are incurred. For commercial trucking claims, Landstar retains liability up to \$5,000,000 per occurrence. The Company also retains liability for each general liability claim up to \$1,000,000, \$250,000 for each workers' compensation claim and \$100,000 for each cargo claim. For cargo claims incurred prior to May 1, 2008, the Company retains cargo liability up to \$250,000 per occurrence. The Company's exposure to liability associated with accidents incurred by Truck Brokerage Carriers, rail intermodal capacity providers and air cargo and ocean cargo carriers who transport freight on behalf of the Company is reduced by various factors including the extent to which they maintain their own insurance coverage. A material increase in the frequency or severity of accidents, cargo or workers' compensation claims or the unfavorable development of existing claims could be expected to materially adversely affect Landstar's results of operations.

Employee compensation and benefits account for over half of the Company's selling, general and administrative costs.

Depreciation and amortization primarily relate to depreciation of trailing equipment and management information services equipment.

The following table sets forth the percentage relationships of income and expense items to revenue for the periods indicated:

| | Thirteen Weeks Ended | |
|--------------------------|-------------------------------|-------------------------------|
| | March 28, 2009 | March 29, 2008 |
| Revenue | 100.0% | 100.0% |
| Investment income | 0.1 | 0.2 |
| Costs and expenses: | | |
| Purchased transportation | 74.9 | 76.4 |
| Commissions to agents | 8.1 | 7.7 |
| Other operating costs | 1.6 | 1.1 |

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| | | |
|-------------------------------------|------|------|
| Insurance and claims | 1.9 | 1.6 |
| Selling, general and administrative | 7.3 | 5.9 |
| Depreciation and amortization | 1.2 | 0.8 |
| Total costs and expenses | 95.0 | 93.5 |
| Operating income | 5.1 | 6.7 |
| Interest and debt expense | 0.3 | 0.3 |
| Income before income taxes | 4.8 | 6.4 |
| Income taxes | 1.8 | 2.5 |
| Net income | 3.0% | 3.9% |

Table of Contents**THIRTEEN WEEKS ENDED MARCH 28, 2009 COMPARED TO THIRTEEN WEEKS ENDED MARCH 29, 2008**

Revenue for the 2009 thirteen-week period was \$469,247,000, a decrease of \$139,581,000, or 22.9%, compared to the 2008 thirteen-week period. Revenue decreased \$139,666,000, or 23.3%, at the transportation logistics segment. The decrease in revenue at the transportation logistics segment was primarily attributable to decreases in revenue hauled by BCO Independent Contractors, Truck Brokerage Carriers and rail intermodal carriers of 19%, 28% and 43%, respectively, partially offset by increases in revenue hauled by air cargo carriers and ocean cargo carriers of 50% and 5%, respectively. The number of loads in the 2009 period hauled by BCO Independent Contractors, Truck Brokerage Carriers, rail intermodal carriers and ocean cargo carriers decreased 16%, 17%, 36% and 1%, respectively, compared to the 2008 period, while the number of loads hauled by air cargo carriers increased 64% over the same period. Revenue per load for loads hauled by BCO Independent Contractors, Truck Brokerage Carriers, rail intermodal carriers and air cargo carriers decreased approximately 4%, 13%, 11% and 8%, respectively, compared to the 2008 period, while revenue per load for loads hauled by ocean cargo carriers increased 6% over the same period. The decrease in revenue per load hauled by Truck Brokerage Carriers and rail intermodal and air cargo carriers was primarily attributable to lower demand due to the overall weak economic conditions which caused increased pressure on price. In addition, the decrease in revenue per load on Truck Brokerage Carrier revenue was partly attributable to decreased fuel surcharges identified separately in billings to customers in the 2009 period compared to the 2008 period. Fuel surcharges on Truck Brokerage Carrier revenue identified separately in billings to customers and included as a component of Truck Brokerage Carrier revenue were \$9,776,000 and \$27,865,000 in the 2009 and 2008 periods, respectively. Fuel surcharges billed to customers on revenue hauled by BCO Independent Contractors are excluded from revenue.

Investment income at the insurance segment was \$425,000 and \$1,096,000 in the 2009 and 2008 thirteen-week periods, respectively. The decrease in investment income was primarily due to a decreased rate of return, attributable to a general decrease in interest rates on investments held by the insurance segment in the 2009 period.

Purchased transportation was 74.9% and 76.4% of revenue in the 2009 and 2008 thirteen-week periods, respectively. The decrease in purchased transportation as a percentage of revenue was primarily attributable to a decrease in the percentage of revenue hauled by Truck Brokerage Carriers, which tends to have a higher cost of purchased transportation, a decrease in the rate of purchased transportation paid to Truck Brokerage Carriers, and an increase in the percentage of revenue hauled by BCO Independent Contractors, which tends to have a lower cost of purchased transportation. Commissions to agents were 8.1% of revenue in the 2009 period and 7.7% of revenue in the 2008 period. The increase in commissions to agents as a percentage of revenue was primarily attributable to increased gross profit, defined as revenue less the cost of purchased transportation, paid to Truck Brokerage Carriers. Other operating costs were 1.6% and 1.1% of revenue in the 2009 and 2008 periods, respectively. The increase in other operating costs as a percentage of revenue was primarily attributable to increased trailing equipment maintenance costs. Insurance and claims were 1.9% of revenue in the 2009 period and 1.6% of revenue in the 2008 period. The increase in insurance and claims as a percentage of revenue was primarily due to favorable development of prior year claims reported in the first quarter of 2008, partially offset by decreased frequency and severity of accidents in the 2009 period compared to the 2008 period. Selling, general and administrative costs were 7.3% of revenue in the 2009 period and 5.9% of revenue in the 2008 period. The increase in selling, general and administrative costs as a percentage of revenue was primarily attributable to the effect of decreased revenue and an increase in the provision for customer bad debt. In addition, there was no provision for bonuses reported in the 2009 first quarter as management does not currently anticipate achieving bonus targets, whereas the 2008 first quarter included a provision for bonuses. Depreciation and amortization was 1.2% of revenue in the 2009 period, compared with 0.8% in the 2008 period. The increase in depreciation and amortization as a percentage of revenue was primarily due to the effect of decreased revenue and an increase in Company-owned trailing equipment.

Interest and debt expense was 0.3% of revenue in both of the 2009 and 2008 periods.

The provisions for income taxes for the 2009 and 2008 thirteen-week periods were based on an estimated full year combined effective income tax rate of approximately 38.4% and 38.9%, respectively, which were higher than the statutory federal income tax rate primarily as a result of state taxes, the meals and entertainment exclusion and non-deductible stock compensation expense. The decrease in the effective income tax rate was primarily attributable

to state income tax planning strategies.

Net income was \$13,894,000, or \$0.27 per common share (\$0.27 per diluted share), in the 2009 thirteen-week period compared to \$23,743,000, or \$0.45 per common share (\$0.45 per diluted share), in the 2008 thirteen-week period.

Table of Contents**CAPITAL RESOURCES AND LIQUIDITY**

Shareholders' equity was \$254,926,000, or 68% of total capitalization (defined as total debt plus equity), at March 28, 2009, compared to \$253,136,000, or 65% of total capitalization, at December 27, 2008. The increase in shareholders' equity was primarily a result of net income and the effect of the exercises of stock options during the period, partially offset by the purchase of 391,018 shares of the Company's common stock at a total cost of \$11,958,000 and dividends paid. The Company paid \$0.04 per share, or \$2,068,000, in cash dividends during the thirteen-week period ended March 28, 2009. It is the intention of the Board of Directors to continue to pay a quarterly dividend. As of March 28, 2009, the Company may purchase up to an additional 2,608,982 shares of its common stock under its authorized stock purchase programs. Long-term debt, including current maturities, was \$117,490,000 at March 28, 2009, \$18,955,000 lower than at December 27, 2008.

Working capital and the ratio of current assets to current liabilities were \$217,920,000 and 2.1 to 1, respectively, at March 28, 2009, compared with \$238,817,000 and 2.0 to 1, respectively, at December 27, 2008. Landstar has historically operated with current ratios within the range of 1.5 to 1 to 2.0 to 1. Cash provided by operating activities was \$80,993,000 in the 2009 thirteen-week period compared with \$34,266,000 in the 2008 thirteen-week period. The increase in cash flow provided by operating activities was primarily attributable to the timing of collections of receivables.

On June 27, 2008, Landstar entered into a credit agreement with a syndicate of banks and JPMorgan Chase Bank, N.A., as administrative agent (the "Credit Agreement"). The Credit Agreement, which expires on June 27, 2013, provides \$225,000,000 of borrowing capacity in the form of a revolving credit facility, \$75,000,000 of which may be utilized in the form of letter of credit guarantees.

The Credit Agreement contains a number of covenants that limit, among other things, the incurrence of additional indebtedness. The Company is required to, among other things, maintain a minimum Fixed Charge Coverage Ratio, as defined in the Credit Agreement, and maintain a Leverage Ratio, as defined in the Credit Agreement, below a specified maximum. The Credit Agreement provides for a restriction on cash dividends and other distributions to stockholders on the Company's capital stock to the extent there is a default under the Credit Agreement. In addition, the Credit Agreement under certain circumstances limits the amount of such cash dividends and other distributions to stockholders in the event that after giving effect to any payment made to effect such cash dividend or other distribution, the Leverage Ratio would exceed 2.5 to 1 on a pro forma basis as of the end of the Company's most recently completed fiscal quarter. The Credit Agreement provides for an event of default in the event, among other things, that a person or group acquires 25% or more of the outstanding capital stock of the Company or obtains power to elect a majority of the Company's directors. None of these covenants are presently considered by management to be materially restrictive to the Company's operations, capital resources or liquidity. The Company is currently in compliance with all of the debt covenants under the Credit Agreement.

At March 28, 2009, the Company had \$50,000,000 in borrowings outstanding and \$28,032,000 of letters of credit outstanding under the Credit Agreement. At March 28, 2009, there was \$146,968,000 available for future borrowings under the Credit Agreement. In addition, the Company has \$45,417,000 in letters of credit outstanding, as collateral for insurance claims, that are secured by investments and cash equivalents totaling \$47,879,000. Investments, all of which are carried at fair value, consist of investment-grade bonds having maturities of up to five years. Fair value of investments is based primarily on quoted market prices.

Historically, the Company has generated sufficient operating cash flow to meet its debt service requirements, fund continued growth, both internal and through acquisitions, complete or execute share purchases of its common stock under authorized share purchase programs, pay dividends and meet working capital needs. As a non-asset based provider of transportation capacity and logistics services, the Company's annual capital requirements for operating property are generally for trailing equipment and management information services equipment. In addition, a significant portion of the trailing equipment used by the Company is provided by third party capacity providers, thereby reducing the Company's capital requirements. During the 2009 thirteen-week period, the Company purchased \$555,000 of operating property and acquired \$6,585,000 of trailing equipment by entering into capital leases. Landstar anticipates purchasing approximately \$10,000,000 in operating property, primarily new trailing equipment to replace older trailing equipment, and information technology equipment during the remainder of fiscal year 2009 either by

purchase or lease financing.

The Company operates from its primary headquarters facility located at 13410 Sutton Park Drive South, Jacksonville, Florida (the Facility). The Facility is leased under a lease agreement between the Company and DRA CRT Landstar LLC, a non-related entity to the Company, as successor to Koger Equity , Inc., dated April 30, 1998 (the Lease). The Lease provides the Company with an option to purchase the Facility, including the land and the fixtures located thereon at a fixed price of \$21,135,000 in the first quarter of 2010 (the Purchase Option). The Company expects to exercise the Purchase Option in the first quarter of 2010, subject to the satisfaction of certain customary conditions under the terms of the Purchase Option. It is expected the purchase will be funded from the Company s existing cash and cash equivalents or from available funds under the Company s senior credit facility.

Management believes that cash flow from operations combined with the Company s borrowing capacity under the Credit Agreement will be adequate to meet Landstar s debt service requirement, fund continued growth, both internal and through acquisitions, pay dividends, complete the authorized share purchase program and meet working capital needs.

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LEGAL MATTERS

As further described in periodic and current reports previously filed by the Company with the SEC, the Company and certain of its subsidiaries (the Defendants) are defendants in a suit (the Litigation) brought in the United States District Court for the Middle District of Florida (the District Court) by the Owner-Operator Independent Drivers Association, Inc. (OOIDA) and four former BCO Independent Contractors (the Named Plaintiffs and, with OOIDA, the Plaintiffs) on behalf of all independent contractors who provide truck capacity to the Company and its subsidiaries under exclusive lease arrangements (the BCO Independent Contractors). The Plaintiffs allege that certain aspects of the Company s motor carrier leases and related practices with its BCO Independent Contractors violate certain federal leasing regulations and seek injunctive relief, an unspecified amount of damages and attorneys fees.

On March 29, 2007, the District Court denied the request by Plaintiffs for injunctive relief, entered a judgment in favor of the Defendants and issued written orders setting forth its rulings related to the decertification of the plaintiff class and other important elements of the Litigation relating to liability, injunctive relief and monetary relief. The Plaintiffs filed an appeal with the United States Court of Appeals for the Eleventh Circuit (the Appellate Court) of certain of the District Court s rulings in favor of the Defendants. The Defendants asked the Appellate Court to affirm such rulings and filed a cross-appeal with the Appellate Court with respect to certain other rulings of the District Court.

On September 3, 2008, the Appellate Court issued its ruling, which, among other things, affirmed the District Court s rulings that (i) the Defendants are not prohibited by the applicable federal leasing regulations from charging administrative or other fees to BCO Independent Contractors in connection with voluntary programs offered by the Defendants through which a BCO Independent Contractor may purchase discounted products and services for a charge that is deducted against the compensation payable to the BCO Independent Contractor (a Charge-back Deduction), (ii) the Plaintiffs are not entitled to restitution or disgorgement with respect to violations by Defendants of the applicable federal leasing regulations but instead may recover only actual damages, if any, which they sustained as a result of any such violations and (iii) the claims of BCO Independent Contractors may not be handled on a class action basis for purposes of determining the amount of actual damages, if any, they sustained as a result of any violations. Further, the analysis of the Appellate Court confirmed the absence of any violations alleged by the Plaintiffs of the federal leasing regulations with respect to the written terms of all leases currently in use between the Defendants and BCO Independent Contractors.

However, the ruling of the Appellate Court reversed the District Court s rulings (i) that an old version of the lease formerly used by Defendants but not in use with any current BCO Independent Contractor complied with applicable disclosure requirements under the federal leasing regulations with respect to adjustments to compensation payable to BCO Independent Contractors on certain loads sourced from the U.S. Department of Defense, and (ii) that the Defendants had provided sufficient documentation to BCO Independent Contractors under the applicable federal leasing regulations relating to how the component elements of Charge-back Deductions were computed. The Appellate Court then remanded the case to the District Court to permit the Plaintiffs to seek injunctive relief with respect to these violations of the federal leasing regulations and to hold an evidentiary hearing to give the Named Plaintiffs an opportunity to produce evidence of any damages they actually sustained as a result of such violations.

Each of the parties to the Litigation has filed a petition with the Appellate Court seeking rehearing of the Appellate Court s ruling; however, there can be no assurance that any petition for rehearing will be granted.

Although no assurances can be given with respect to the outcome of the Litigation, including any possible award of attorneys fees to the Plaintiffs, the Company believes that (i) no Plaintiff has sustained any actual damages as a result of any violations by the Defendants of the federal leasing regulations and (ii) injunctive relief, if any, that may be granted by the District Court on remand is unlikely to have a material adverse financial effect on the Company.

The Company is involved in certain other claims and pending litigation arising from the normal conduct of business. Based on knowledge of the facts and, in certain cases, opinions of outside counsel, management believes that adequate provisions have been made for probable losses with respect to the resolution of all such other claims and pending litigation and that the ultimate outcome, after provisions in respect thereof, will not have a material adverse effect on the financial condition of the Company, but could have a material effect on the results of operations in a given quarter or year.

Table of Contents**CRITICAL ACCOUNTING POLICIES AND ESTIMATES**

The allowance for doubtful accounts for both trade and other receivables represents management's estimate of the amount of outstanding receivables that will not be collected. During the 2009 thirteen-week period, the Company experienced a higher level of customer bad debt expense than experienced in any quarter of any of the previous five years. Management believes this resulted from the difficult economic environment experienced by the Company's customers. Historically, management's estimates for uncollectible receivables have been materially correct. Although management believes the amount of the allowance for both trade and other receivables at March 28, 2009 is appropriate, a prolonged period of low or negative economic growth may adversely affect the collection of these receivables. Conversely, a more robust economic environment may result in the realization of some portion of the estimated uncollectible receivables.

Landstar provides for the estimated costs of self-insured claims primarily on an actuarial basis. The amount recorded for the estimated liability for claims incurred is based upon the facts and circumstances known on the applicable balance sheet date. The ultimate resolution of these claims may be for an amount greater or less than the amount estimated by management. Historically, the Company has experienced both favorable and unfavorable development of prior years claims estimates. The Company continually revises its existing claim estimates as new or revised information becomes available on the status of each claim. During the 2009 and 2008 thirteen-week periods, insurance and claims costs included \$132,000 and \$2,482,000, respectively, of favorable adjustments to prior years claims estimates. It is reasonably likely that the ultimate outcome of settling all outstanding claims will be more or less than the estimated claims reserve at March 28, 2009.

The Company utilizes certain income tax planning strategies to reduce its overall cost of income taxes. Upon audit, it is possible that certain strategies might be disallowed resulting in an increased liability for income taxes. Certain of these tax planning strategies result in a level of uncertainty as to whether the related tax positions would result in a recognizable benefit. The Company has provided for its estimated exposure attributable to certain positions that create uncertainty in the level of income tax benefit that would ultimately be realized. Management believes that the provision for liabilities resulting from the uncertainty in certain income tax positions is appropriate. To date, the Company has not experienced an examination by governmental revenue authorities that would lead management to believe that the Company's past provisions for exposures related to the uncertainty of certain income tax positions are not appropriate.

Significant variances from management's estimates for the amount of uncollectible receivables, the ultimate resolution of claims or the provision for uncertainty in income tax positions can be expected to positively or negatively affect Landstar's earnings in a given quarter or year. However, management believes that the ultimate resolution of these items, given a range of reasonably likely outcomes, will not significantly affect the long-term financial condition of Landstar or its ability to fund its continuing operations.

EFFECTS OF INFLATION

Management does not believe inflation has had a material impact on the results of operations or financial condition of Landstar in the past five years. However, inflation higher than that experienced in the past five years might have an adverse effect on the Company's results of operations.

SEASONALITY

Landstar's operations are subject to seasonal trends common to the trucking industry. Results of operations for the quarter ending in March are typically lower than the quarters ending June, September and December.

RECENTLY ISSUED ACCOUNTING STANDARDS NOT CURRENTLY EFFECTIVE

In April 2009, the Financial Accounting Standards Board (FASB) issued FASB Staff Position No. FAS 115-2 and FAS 124-2, *Recognition and Presentation of Other-Than-Temporary Impairments* (FSP 115-2). FSP 115-2 provides guidance on determining whether impairments in debt securities are other-than-temporary and modifies the presentation and disclosures surrounding such instruments. FSP 115-2 is effective for interim periods ending after June 15, 2009, but early adoption is permitted for interim periods ending after March 15, 2009. The Company plans to adopt the provisions of FSP 115-2 during the second quarter of 2009, but does not believe this guidance will have a material effect on the financial position or results of operations of the Company.

Table of Contents**FORWARD-LOOKING STATEMENTS**

The following is a safe harbor statement under the Private Securities Litigation Reform Act of 1995. Statements contained in this document that are not based on historical facts are forward-looking statements. This Management Discussion and Analysis of Financial Condition and Results of Operations and other sections of this Form 10-Q contain forward-looking statements, such as statements which relate to Landstar's business objectives, plans, strategies and expectations. Terms such as anticipates, believes, estimates, expects, plans, predicts, may, should, negative thereof and similar expressions are intended to identify forward-looking statements. Such statements are by nature subject to uncertainties and risks, including but not limited to: an increase in the frequency or severity of accidents or other claims; unfavorable development of existing accident claims; dependence on third party insurance companies; dependence on independent commission sales agents; dependence on third party capacity providers; substantial industry competition; dependence on key personnel; disruptions or failures in our computer systems; changes in fuel taxes; status of independent contractors; a downturn in economic growth or growth in the transportation sector; and other operational, financial or legal risks or uncertainties detailed in Landstar's Form 10-K for the 2008 fiscal year, described in Item 1A Risk Factors, this report or in Landstar's other Securities and Exchange Commission filings from time to time. These risks and uncertainties could cause actual results or events to differ materially from historical results or those anticipated. Investors should not place undue reliance on such forward-looking statements and the Company undertakes no obligation to publicly update or revise any forward-looking statements.

Item 3. Quantitative and Qualitative Disclosures About Market Risk

The Company is exposed to changes in interest rates as a result of its financing activities, primarily its borrowings on the revolving credit facility, and investing activities with respect to investments held by the insurance segment.

On June 27, 2008, Landstar entered into a credit agreement with a syndicate of banks and JPMorgan Chase Bank, N.A., as administrative agent (the Credit Agreement). The Credit Agreement, which expires on June 27, 2013, provides \$225,000,000 of borrowing capacity in the form of a revolving credit facility, \$75,000,000 of which may be utilized in the form of letter of credit guarantees.

Borrowings under the Credit Agreement bear interest at rates equal to, at the option of the Company, either (i) the greater of (a) the prime rate as publicly announced from time to time by JPMorgan Chase Bank, N.A. and (b) the federal funds effective rate plus .5%, or, (ii) the rate at the time offered to JPMorgan Chase Bank, N.A. in the Eurodollar market for amounts and periods comparable to the relevant loan plus, in either case, a margin that is determined based on the level of the Company's Leverage Ratio, as defined in the Credit Agreement. As of March 28, 2009, the weighted average interest rate on borrowings outstanding was 1.42%. During the first quarter of 2009, the average outstanding balance under the Credit Agreement was approximately \$57,258,000. Based on the borrowing rates in the Credit Agreement and the repayment terms, the fair value of the outstanding borrowings as of March 28, 2009 was estimated to approximate carrying value. Assuming that debt levels on the Credit Agreement remain at \$50,000,000, the balance at March 28, 2009, a hypothetical increase of 100 basis points in current rates provided for under the Credit Agreement is estimated to result in an increase in interest expense of \$500,000 on an annualized basis.

All amounts outstanding under the Credit Agreement are payable on June 27, 2013, the expiration date of the Credit Agreement.

Long-term investments, all of which are available-for-sale, consist of investment-grade bonds having maturities of up to five years. Assuming that the long-term portion of investments in bonds remains at \$12,254,000, the balance at March 28, 2009, a hypothetical increase or decrease in interest rates of 100 basis points would not have a material impact on future earnings on an annualized basis. Short-term investments consist of short-term investment-grade instruments and the current maturities of investment-grade bonds. Accordingly, any future interest rate risk on these short-term investments would not be material.

Assets and liabilities of the Company's Canadian operation are translated from their functional currency to U.S. dollars using exchange rates in effect at the balance sheet date and revenue and expense accounts are translated at average monthly exchange rates during the period. Adjustments resulting from the translation process are included in accumulated other comprehensive income. Transactional gains and losses arising from receivable and payable

balances, including intercompany balances, in the normal course of business that are denominated in a currency other than the functional currency of the applicable operation are recorded in such operation's statements of income when they occur. The net assets held at Landstar's Canadian subsidiary at March 28, 2009 were, as translated to U.S. dollars, less than 1% of total consolidated net assets. Accordingly, any translation gain or loss related to the Canadian operation would not be material.

Item 4. Controls and Procedures

As of the end of the period covered by this quarterly report on Form 10-Q, an evaluation was carried out, under the supervision and with the participation of the Company's management, including the Chief Executive Officer (CEO) and Chief Financial Officer (CFO), of the effectiveness of the Company's disclosure controls and procedures (as defined in Rule 13a-15(e) promulgated under the Securities Exchange Act of 1934, as amended). Based on that evaluation, the CEO and CFO concluded that the Company's disclosure controls and procedures were effective as of March 28, 2009, to provide reasonable assurance that information required to be disclosed by the Company in reports that it filed or submitted under the Securities Exchange Act of 1934, as amended, is recorded, processed, summarized and reported within the time periods specified in Securities and Exchange Commission rules and forms.

There were no significant changes in the Company's internal controls over financial reporting during the Company's fiscal quarter ended March 28, 2009 that have materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting.

In designing and evaluating controls and procedures, Company management recognizes that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving the desired control objectives, and management necessarily was required to apply its judgment in evaluating the cost-benefit relationship of possible controls and procedures. Because of the inherent limitation in any control system, no evaluation or implementation of a control system can provide complete assurance that all control issues and all possible instances of fraud have been or will be detected.

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PART II
OTHER INFORMATION

Item 1. Legal Proceedings

As further described in periodic and current reports previously filed by the Company with the SEC, the Company and certain of its subsidiaries (the Defendants) are defendants in a suit (the Litigation) brought in the United States District Court for the Middle District of Florida (the District Court) by the Owner-Operator Independent Drivers Association, Inc. (OOIDA) and four former BCO Independent Contractors (the Named Plaintiffs and, with OOIDA, the Plaintiffs) on behalf of all independent contractors who provide truck capacity to the Company and its subsidiaries under exclusive lease arrangements (the BCO Independent Contractors). The Plaintiffs allege that certain aspects of the Company's motor carrier leases and related practices with its BCO Independent Contractors violate certain federal leasing regulations and seek injunctive relief, an unspecified amount of damages and attorneys' fees.

On March 29, 2007, the District Court denied the request by Plaintiffs for injunctive relief, entered a judgment in favor of the Defendants and issued written orders setting forth its rulings related to the decertification of the plaintiff class and other important elements of the Litigation relating to liability, injunctive relief and monetary relief. The Plaintiffs filed an appeal with the United States Court of Appeals for the Eleventh Circuit (the Appellate Court) of certain of the District Court's rulings in favor of the Defendants. The Defendants asked the Appellate Court to affirm such rulings and filed a cross-appeal with the Appellate Court with respect to certain other rulings of the District Court.

On September 3, 2008, the Appellate Court issued its ruling, which, among other things, affirmed the District Court's rulings that (i) the Defendants are not prohibited by the applicable federal leasing regulations from charging administrative or other fees to BCO Independent Contractors in connection with voluntary programs offered by the Defendants through which a BCO Independent Contractor may purchase discounted products and services for a charge that is deducted against the compensation payable to the BCO Independent Contractor (a Charge-back Deduction), (ii) the Plaintiffs are not entitled to restitution or disgorgement with respect to violations by Defendants of the applicable federal leasing regulations but instead may recover only actual damages, if any, which they sustained as a result of any such violations and (iii) the claims of BCO Independent Contractors may not be handled on a class action basis for purposes of determining the amount of actual damages, if any, they sustained as a result of any violations. Further, the analysis of the Appellate Court confirmed the absence of any violations alleged by the Plaintiffs of the federal leasing regulations with respect to the written terms of all leases currently in use between the Defendants and BCO Independent Contractors.

However, the ruling of the Appellate Court reversed the District Court's rulings (i) that an old version of the lease formerly used by Defendants but not in use with any current BCO Independent Contractor complied with applicable disclosure requirements under the federal leasing regulations with respect to adjustments to compensation payable to BCO Independent Contractors on certain loads sourced from the U. S. Department of Defense, and (ii) that the Defendants had provided sufficient documentation to BCO Independent Contractors under the applicable federal leasing regulations relating to how the component elements of Charge-back Deductions were computed. The Appellate Court then remanded the case to the District Court to permit the Plaintiffs to seek injunctive relief with respect to these violations of the federal leasing regulations and to hold an evidentiary hearing to give the Named Plaintiffs an opportunity to produce evidence of any damages they actually sustained as a result of such violations.

Each of the parties to the Litigation has filed a petition with the Appellate Court seeking rehearing of the Appellate Court's ruling; however, there can be no assurance that any petition for rehearing will be granted.

Although no assurances can be given with respect to the outcome of the Litigation, including any possible award of attorneys' fees to the Plaintiffs, the Company believes that (i) no Plaintiff has sustained any actual damages as a result of any violations by the Defendants of the federal leasing regulations and (ii) injunctive relief, if any, that may be granted by the District Court on remand is unlikely to have a material adverse financial effect on the Company.

The Company is involved in certain other claims and pending litigation arising from the normal conduct of business. Based on knowledge of the facts and, in certain cases, opinions of outside counsel, management believes that adequate provisions have been made for probable losses with respect to the resolution of all such other claims and pending litigation and that the ultimate outcome, after provisions in respect thereof, will not have a material adverse

effect on the financial condition of the Company, but could have a material effect on the results of operations in a given quarter or year.

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Item 1A. Risk Factors

For a discussion identifying risk factors and other important factors that could cause actual results to differ materially from those anticipated, see the discussions under Part I, Item 1A, Risk Factors in the Company's Annual Report on Form 10-K for the fiscal year ended December 27, 2008, and in Management's Discussion and Analysis of Financial Condition and Results of Operations and Notes to Consolidated Financial Statements in this Quarterly Report on Form 10-Q.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds

Purchases of Equity Securities by the Company

The following table provides information regarding the Company's purchases of its common stock during the period from December 28, 2008 to March 28, 2009, the Company's first fiscal quarter:

| Fiscal Period | Total Number of Shares Purchased | Average Price Paid Per Share | Total Number of Shares Purchased as Part of Publicly Announced Programs | Maximum Number of Shares That May Yet Be Purchased Under the Programs |
|------------------------------|---|-------------------------------------|--|--|
| December 27, 2008 | | | | 1,430,623 |
| Dec. 28, 2008 Jan. 24, 2009 | | | | 1,430,623 |
| Jan. 25, 2009 Feb. 21, 2009 | 150,000 | \$ 34.37 | 150,000 | 2,850,000 |
| Feb. 22, 2009 March 28, 2009 | 241,018 | \$ 28.22 | 241,018 | 2,608,982 |
| Total | 391,018 | \$ 30.58 | 391,018 | |

On July 16, 2008, Landstar System, Inc. announced that it had been authorized by its Board of Directors to purchase up to an additional 2,000,000 shares of its common stock from time to time in the open market and in privately negotiated transactions. On January 28, 2009, Landstar System, Inc. announced that it had been authorized by its Board of Directors to purchase up to an additional 1,569,377 shares of its common stock from time to time in the open market or in privately negotiated transactions. No specific expiration date has been assigned to either the July 16, 2008 or January 28, 2009 authorizations.

During the thirteen-week period ended March 28, 2009, Landstar paid dividends as follows:

| Dividend Amount per share | Declaration Date | Record Date | Payment Date |
|----------------------------------|-------------------------|--------------------|---------------------|
| \$0.04 | January 27, 2009 | February 6, 2009 | February 27, 2009 |

On June 27, 2008 Landstar entered into a credit agreement with a syndicate of banks and JPMorgan Chase Bank, N.A., as administrative agent (the Credit Agreement). The Credit Agreement provides for a restriction on cash dividends and other distributions to stockholders on the Company's capital stock to the extent there is a default under the Credit Agreement. In addition, the Credit Agreement, under certain circumstances, limits the amount of such cash dividends and other distributions to stockholders in the event that, after giving effect to any payment made to effect such cash dividend or other distribution, the Leverage Ratio, as defined in the Credit Agreement, would exceed 2.5 to 1 on a pro forma basis as of the end of the Company's most recently completed fiscal quarter.

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Item 3. Defaults Upon Senior Securities

None.

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

None.

Item 5. Other Information

None.

Item 6. Exhibits

The exhibits listed on the Exhibit Index are furnished as part of this quarterly report on Form 10-Q.

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EXHIBIT INDEX

Registrant's Commission File No.: 0-21238

| Exhibit No. | Description |
|-------------|---|
| (31) | Certifications Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002: |
| 31.1* | Chief Executive Officer certification, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002. |
| 31.2* | Chief Financial Officer certification, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002. |
| (32) | Certifications Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002: |
| 32.1** | Chief Executive Officer certification pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002. |
| 32.2** | Chief Financial Officer certification pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002. |

* Filed herewith

** Furnished herewith

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

LANDSTAR SYSTEM, INC.

Date: May 1, 2009

/s/ Henry H. Gerkens
Henry H. Gerkens
President and Chief Executive Officer

Date: May 1, 2009

/s/ James B. Gattoni
James B. Gattoni
Vice President and Chief Financial Officer
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