

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 25, 2000

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) 390-1234
(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 ()

The number of shares of the registrant's Common Stock, par value \$.01 per
share, outstanding as of the close of business on April 21, 2000 was
8,988,833.

PART I

FINANCIAL INFORMATION

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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 25, 2000 are not necessarily indicative of the results that may be expected for the entire fiscal year ending December 30, 2000.

These interim financial statements should be read in conjunction with the audited financial statements and notes thereto included in the Company's 1999 Annual Report on Form 10-K.

LANDSTAR SYSTEM, INC. AND SUBSIDIARY
CONSOLIDATED BALANCE SHEETS
(Dollars in thousands, except per share amounts)
(Unaudited)

	March 25, 2000	December 25, 1999
	-----	-----
ASSETS		
Current assets:		
Cash	\$ 47,237	\$ 23,721
Short-term investments	500	1,000
Trade accounts receivable, less allowance of \$3,327 and \$4,002	179,371	207,024
Other receivables, including advances to independent contractors, less allowance of \$4,548 and \$5,033	19,250	14,318
Prepaid expenses and other current assets	4,888	6,190
	-----	-----
Total current assets	251,246	252,253
	-----	-----

Operating property, less accumulated depreciation and amortization of \$36,531 and \$34,283	63,210	63,797
Goodwill, less accumulated amortization of \$8,081 and \$7,777	33,429	33,733
Deferred income taxes and other assets	19,077	15,658
	-----	-----
Total assets	\$ 366,962	\$ 365,441
	=====	=====
LIABILITIES AND SHAREHOLDERS' EQUITY		
Current liabilities:		
Cash overdraft	\$ 10,885	\$ 19,471
Accounts payable	61,184	67,322
Current maturities of long-term debt	4,413	6,769
Insurance claims	27,441	27,207
Accrued compensation	3,497	12,113
Other current liabilities	39,305	37,782
	-----	-----
Total current liabilities	146,725	170,664
	-----	-----
Long-term debt, excluding current maturities	87,594	60,529
Insurance claims	27,437	27,364
Shareholders' equity:		
Common stock, \$.01 par value, authorized 20,000,000 shares, issued 13,134,874 and 13,063,974 shares	131	131
Additional paid-in capital	68,085	65,833
Retained earnings	178,513	170,174
Cost of 4,083,541 and 3,909,041 shares of common stock in treasury	(138,100)	(127,560)
Notes receivable arising from exercise of stock options	(3,423)	(1,694)
	-----	-----
Total shareholders' equity	105,206	106,884
	-----	-----
Total liabilities and shareholders' equity	\$ 366,962	\$ 365,441
	=====	=====

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 25, 2000	March 27, 1999
	-----	-----
Revenue	\$ 327,006	\$ 311,435
Investment income	930	544
Costs and expenses:		
Purchased transportation	240,990	229,430
Commissions to agents	25,904	24,271
Other operating costs	7,447	6,669
Insurance and claims	9,104	10,145
Selling, general and administrative	25,948	25,518
Depreciation and amortization	3,054	2,643
	-----	-----
Total costs and expenses	312,447	298,676
	-----	-----
Operating income	15,489	13,303
Interest and debt expense	1,705	739
	-----	-----
Income before income taxes	13,784	12,564
Income taxes	5,445	5,089
	-----	-----
Net income	\$ 8,339	\$ 7,475
	=====	=====
Earnings per common share	\$ 0.91	\$ 0.72
	=====	=====

Diluted earnings per share	\$ 0.89	\$ 0.71
	=====	=====
Average number of shares outstanding:		
Earnings per common share	9,169,000	10,368,000
	=====	=====
Diluted earnings per share	9,371,000	10,491,000
	=====	=====

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 25, 2000	March 27, 1999
	-----	-----
OPERATING ACTIVITIES		
Net income	\$ 8,339	\$ 7,475
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization of operating property	2,750	2,339
Amortization of goodwill	304	304
Non-cash interest charges	81	81
Provisions for losses on trade and other accounts receivable	270	934
Gains on sales of operating property	(46)	(61)
Deferred income taxes, net	263	106
Changes in operating assets and liabilities:		
Decrease in trade and other accounts receivable	22,451	4,007
Decrease (increase) in prepaid expenses and other assets	(2,461)	1,497
Increase (decrease) in accounts payable	(6,138)	5,349
Decrease in other liabilities	(5,631)	(5,106)
Increase in insurance claims	307	1,415
NET CASH PROVIDED BY OPERATING ACTIVITIES	----- 20,489	----- 18,340
INVESTING ACTIVITIES		
Maturity of short-term investment	500	
Purchases of operating property	(2,304)	(822)
Proceeds from sales of operating property	187	336
NET CASH USED BY INVESTING ACTIVITIES	----- (1,617)	----- (486)
FINANCING ACTIVITIES		
Decrease in cash overdraft	(8,586)	(1,292)
Borrowings on revolving credit facility	26,500	
Proceeds from exercise of stock options and related income tax benefit	79	8
Purchases of common stock	(11,558)	(8,072)
Principal payments on capital lease obligations	(1,791)	(1,470)
NET CASH PROVIDED (USED) BY FINANCING ACTIVITIES	----- 4,644	----- (10,826)
Increase in cash	23,516	7,028
Cash at beginning of period	23,721	26,681
Cash at end of period	\$ 47,237	\$ 33,709
	=====	=====

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 25, 2000
(Dollars in thousands)
(Unaudited)

Notes
Treasury Stock Receivable

	Common Stock		Additional Paid-In Capital	Retained Earnings	at Cost		Arising from Exercise of Stock Options	Total
	Shares	Amount			Shares	Amount		
Balance December 25, 1999	13,063,974	\$ 131	\$ 65,833	\$ 170,174	3,909,041	\$(127,560)	\$ (1,694)	\$ 106,884
Net income				8,339				8,339
Purchases of common stock					205,700	(11,558)		(11,558)
Exercise of stock options and related income tax benefit	70,900		1,808				(1,729)	79
Incentive compensation paid in common stock			444		(31,200)	1,018		1,462
Balance March 25, 2000	13,134,874	\$ 131	\$ 68,085	\$ 178,513	4,083,541	\$(138,100)	\$ (3,423)	\$ 105,206

See accompanying notes to consolidated financial statements.

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."

(1) Income Taxes

The provisions for income taxes for the 2000 and 1999 thirteen-week periods were based on estimated full year combined effective income tax rates of approximately 39.5% and 40.5%, respectively, which is higher than the statutory federal income tax rate primarily as a result of state income taxes, amortization of certain goodwill and the meals and entertainment exclusion.

(2) 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.

(3) Additional Cash Flow Information

During the 2000 period, Landstar paid income taxes and interest of \$1,549,000 and \$1,789,000, respectively. During the 1999 period, Landstar paid income taxes and interest of \$4,031,000 and \$777,000, respectively.

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(4) Segment Information

The following tables summarize information about Landstar's reportable business segments for the thirteen weeks ended March 25, 2000 and March 27, 1999 (in thousands):

Thirteen Weeks Ended March 25, 2000

	Carrier	Multimodal	Insurance	Other	Total
	-----	-----	-----	-----	-----
External revenue	\$ 255,805	\$ 65,198	\$ 6,003		\$ 327,006
Investment income			930		930
Internal revenue	9,080	48	5,203		14,331
Operating income	18,712	1,782	4,799	\$ (9,804)	15,489

Thirteen Weeks Ended March 27, 1999

	Carrier	Multimodal	Insurance	Other	Total
	-----	-----	-----	-----	-----
External revenue	\$ 251,631	\$ 53,572	\$ 6,232		\$ 311,435
Investment income			544		544
Internal revenue	6,347	34	5,206		11,587
Operating income	16,826	1,388	4,178	\$ (9,089)	13,303

(5) Commitments and Contingencies

At March 25, 2000, Landstar had commitments for letters of credit outstanding in the amount of \$22,229,000, primarily as collateral for insurance claims. The commitments for letters of credit outstanding included \$12,480,000 under the Second Amended and Restated Credit Agreement and \$9,749,000 secured by assets deposited with a financial institution.

Landstar is involved in certain claims and pending litigation arising from the normal conduct of business. Based on the 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 claims and pending litigation and that the ultimate outcome, after provisions thereof, will not have a material adverse effect on the financial condition of Landstar, but could have a material effect on the results of operations in a given quarter or year.

(6) Subsequent Events

On March 28, 2000, the Company announced a plan to relocate Landstar Ligon, Inc.'s headquarters from Madisonville, Kentucky to Jacksonville, Florida during the second quarter of 2000. Management anticipates incurring a one-time pre-tax charge of approximately \$3,000,000 for severance pay, relocation expenses and other costs in connection with this relocation.

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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 25, 1999 and Management's Discussion and Analysis of Financial Condition and Results of Operations included in the 1999 Annual Report to Shareholders.

RESULTS OF OPERATIONS

Landstar System, Inc. and its subsidiary, Landstar System Holdings, Inc. ("Landstar" or the "Company"), provide transportation services to a variety of market niches throughout the United States and to a lesser extent in Canada and between the United States and Canada and Mexico through its operating subsidiaries. The Company has three reportable business segments. These are the carrier, multimodal and insurance segments.

The carrier segment consists of Landstar Ranger, Inc., Landstar Inway, Inc., Landstar Ligon, Inc. ("Landstar Ligon") and Landstar Gemini, Inc. The carrier segment provides truckload transportation for a wide range of general commodities over irregular routes with its fleet of dry and specialty vans and unsided trailers, including flatbed, drop deck and specialty. It also provides short-to-long haul movement of containers by truck and dedicated power-only truck capacity. The carrier segment markets its services primarily through independent commission sales agents and utilizes tractors provided by independent contractors. The nature of the carrier segment's business is such that a significant portion of its operating costs varies directly with revenue.

The multimodal segment is comprised of Landstar Logistics, Inc. and Landstar Express America, Inc. Transportation services provided by the multimodal segment include the arrangement of intermodal moves, contract logistics, truck brokerage and emergency and expedited ground and air freight. The multimodal segment markets its services through independent commission sales agents and utilizes capacity provided by independent contractors, including railroads and air cargo carriers. The nature of the multimodal segment's business is such that a significant portion of its operating costs also varies directly with revenue.

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The insurance segment is comprised of Signature Insurance Company ("Signature"), a wholly-owned offshore insurance subsidiary and Risk Management Claim Services, Inc. The insurance segment provides risk and claims management services to Landstar's operating companies. In addition, it reinsures certain property, casualty and occupational accident risks of certain independent contractors who have contracted to haul freight for Landstar and provides

certain property and casualty insurance directly to Landstar's operating subsidiaries.

Purchased transportation represents the amount an independent contractor is paid to haul freight and is primarily based on a contractually agreed-upon percentage of revenue generated by the haul for truck capacity provided by independent contractors. Purchased transportation for the intermodal services operations and the air freight operations of the multimodal segment is based on a contractually agreed-upon fixed rate. Purchased transportation as a percentage of revenue for the intermodal services operations is normally higher than that of Landstar's other transportation operations. Purchased transportation is the largest component of costs and expenses and, on a consolidated basis, increases or decreases with revenue. Commissions to agents are primarily based on contractually agreed-upon percentages of revenue at the carrier segment and of gross profit at the multimodal segment. Commissions to agents as a percentage of consolidated revenue will vary directly with the percentage of consolidated revenue generated through independent commission sales agents. Both purchased transportation and commissions to agents generally will also increase or decrease as a percentage of the Company's consolidated revenue if there is a change in the percentage of revenue contributed by Signature or by the intermodal services operations or the air freight operations of the multimodal segment.

Trailer rent and maintenance costs are the largest components of other operating costs.

Potential liability associated with accidents in the trucking industry is severe and occurrences are unpredictable. A material increase in the frequency or severity of accidents or workers' compensation claims or the unfavorable development of existing claims can be expected to adversely affect Landstar's operating income.

Employee compensation and benefits account for over half of the Company's selling, general and administrative expense. Other significant components of selling, general and administrative expense are communications costs and rent expense.

Depreciation and amortization primarily relates to depreciation of trailers and management information services equipment.

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

	Thirteen Weeks Ended	
	March 25, 2000	March 27, 1999
Revenue	100.0%	100.0%
Investment income	0.3	0.2
Costs and expenses:		
Purchased transportation	73.7	73.7
Commissions to agents	7.9	7.8
Other operating costs	2.3	2.1
Insurance and claims	2.8	3.3
Selling, general and administrative	8.0	8.2
Depreciation and amortization	0.9	0.8

Total costs and expenses	----- 95.6 -----	----- 95.9 -----
Operating income	4.7	4.3
Interest and debt expense	0.5	0.3
	-----	-----
Income before income taxes	4.2	4.0
Income taxes	1.7	1.6
	-----	-----
Net income	2.5%	2.4%
	=====	=====

THIRTEEN WEEKS ENDED MARCH 25, 2000 COMPARED TO THIRTEEN WEEKS
ENDED MARCH 27, 1999

Revenue for the 2000 thirteen-week period was \$327,006,000, an increase of \$15,571,000, or 5.0%, over the 1999 thirteen-week period. The increase was attributable to increased revenue of \$4,174,000 and \$11,626,000 at the carrier and multimodal segments, respectively, partially offset by a decrease in revenue at the insurance segment of \$229,000. Overall, revenue per revenue mile increased approximately 2%, which reflected improved freight quality, while revenue miles were approximately 3% higher than 1999. The insurance segment generated investment income of \$930,000 and \$544,000 during the 2000 and 1999 periods, respectively.

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Purchased transportation was 73.7% of revenue in 2000 and 1999. Commissions to agents were 7.9% of revenue in 2000 and 7.8% in 1999. The increase in commissions to agents as a percentage of revenue was due to an increase in the percentage of revenue contributed by the multimodal segment which tends to have higher commission rates. Other operating costs were 2.3% of revenue in 2000 compared with 2.1% in 1999. The increase in other operating costs as a percentage of revenue was primarily due to higher net trailer costs. Insurance and claims were 2.8% of revenue in 2000 compared with 3.3% in 1999. The decrease in insurance and claims as a percentage of revenue was primarily attributable to favorable development of prior year claims in 2000. Selling, general and administrative costs were 8.0% of revenue in 2000 compared with 8.2% of revenue in 1999. This decrease was primarily due to a decrease in the provision for customer bad debts, partially offset by increased management information services costs, increased building operating costs related to the new Jacksonville, Florida headquarters and increased wages and benefits.

Interest and debt expense was 0.5% and 0.3% of revenue in 2000 and 1999, respectively. This increase was primarily attributable to the effect of higher average borrowings on the senior credit facility, which were used to finance a portion of the Company's stock repurchase program.

The provisions for income taxes for the 2000 and 1999 thirteen-week periods were based on estimated full year combined effective income tax rates of approximately 39.5% and 40.5%, respectively, which is higher than the statutory federal income tax rate primarily as a result of state income taxes, amortization of certain goodwill and the meals and entertainment exclusion.

Net income was \$8,339,000, or \$0.91 per common share (\$0.89 per diluted share), in the 2000 period compared with \$7,475,000, or \$0.72 per common share (\$0.71 per diluted share), in the 1999 period.

On March 28, 2000, the Company announced a plan to relocate Landstar Ligon's

headquarters from Madisonville, Kentucky to Jacksonville, Florida during the second quarter of 2000. Management anticipates incurring a one-time pre-tax charge of approximately \$3,000,000 for severance pay, relocation expenses and other costs in connection with this relocation.

CAPITAL RESOURCES AND LIQUIDITY

Shareholders' equity decreased to \$105,206,000 at March 25, 2000 compared with \$106,884,000 at December 25, 1999, primarily as a result of the repurchase of 205,700 shares of the Company's common stock at an aggregate cost of \$11,558,000, partially offset by net income for the period. Shareholders' equity was 53% and 61% of total capitalization at March 25, 2000 and December 25, 1999, respectively.

Working capital and the ratio of current assets to current liabilities were \$104,521,000 and 1.71 to 1, respectively, at March 25, 2000, compared with \$81,589,000 and 1.48 to 1, respectively, at December 25, 1999. Landstar has historically operated with current ratios approximating 1.5 to 1. Cash provided by operating activities was \$20,489,000 in the 2000 period compared with \$18,340,000 in the 1999 period. The increase in cash flow provided by operating activities was primarily attributable to increased earnings and the timing of the collection of accounts receivable. During the 2000 period, Landstar purchased \$2,304,000 of operating property. Management anticipates acquiring approximately \$24,000,000 of operating property during the remainder of fiscal year 2000 either by purchase or lease financing.

Management believes that cash flow from operations combined with the Company's borrowing capacity under its revolving credit agreement will be adequate to meet Landstar's debt service requirements, fund continued growth, both internal and through acquisitions, complete its announced stock repurchase program and meet working capital needs.

In June 1998, the Financial Accounting Standards Board issued SFAS No. 133, "Accounting for Derivative Investments and Hedging Activities." This Statement, effective for fiscal years beginning after June 15, 2000, establishes standards for reporting and display of derivative investments and for hedging activities. Management believes that upon adoption of this Statement, Landstar's financial statements will not be affected, considering the nature of the transactions the Company routinely enters into.

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.

FORWARD-LOOKING STATEMENTS

The Company has included various statements in Management's Discussion and Analysis of Financial Condition and Results of Operations, which may be considered as forward-looking statements of expected future results of operations or events. Such statements, based upon management's interpretation of currently available information, are subject to risks and uncertainties that could cause future financial results or events to differ materially from those which are presented. Such risks and factors which are outside of the Company's control include general economic conditions, competition in the transportation industry, governmental regulation, the Company's ability to recruit and retain qualified independent contractors, fuel prices and adverse weather conditions.

SEASONALITY

Landstar's operations are subject to seasonal trends common to the trucking industry. Results of operations for the quarter ending in March is typically lower than the quarters ending June, September and December due to reduced shipments and higher operating costs in the winter months.

Item 3. Quantitative and Qualitative Disclosures About Market Risk

The Company maintains a credit agreement with a syndicate of banks and The Chase Manhattan Bank, as the administrative agent, (the "Second Amended and Restated Credit Agreement") that provides \$200,000,000 of borrowing capacity, consisting of \$150,000,000 revolving credit and \$50,000,000 revolving credit to finance acquisitions. Borrowings under the Second Amended and Restated Credit Agreement bear interest at rates equal to, at the option of Landstar, either (i) the greatest of (a) the prime rate as publicly announced from time to time by The Chase Manhattan Bank, (b) the three month CD rate adjusted for statutory reserves and FDIC assessment costs plus 1% and (c) the federal funds effective rate plus 1/2%, or, (ii) the rate at the time offered to The Chase Manhattan Bank in the Eurodollar market for amounts and periods comparable to the relevant loan plus a margin that is determined based on the level of the Company's Leverage Ratio, as defined in the Second Amended and Restated Credit Agreement. There have been no significant changes that would affect the information provided in Item 7a of the 1999 Annual Report on Form 10-K regarding quantitative and qualitative disclosures about market risk.

Item 1. Legal Proceedings

The Company is routinely a party to litigation incidental to its business, primarily involving claims for personal injury and property damage incurred in the transportation of freight. The Company maintains insurance which covers liability amounts in excess of retained liabilities from personal injury and property damages claims.

Item 2. Changes in Securities

None.

Item 3. Defaults Upon Senior Securities

None.

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

None.

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Item 5. Other Information

None.

Item 6. Exhibits and Reports on Form 8-K

(a) Exhibits

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

(b) Form 8-K

None.

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EXHIBIT INDEX

Registrant's Commission File No.: 0-21238

Exhibit No. -----	Description -----
(11)	Statement re: Computation of Per Share Earnings:
11.1 *	Landstar System, Inc. and Subsidiary Calculation of Earnings Per Common Share for the Thirteen Weeks Ended

March 25, 2000 and March 27, 1999

11.2 * Landstar System, Inc. and Subsidiary Calculation of Diluted
Earnings Per Share for the Thirteen Weeks
Ended March 25, 2000 and March 27, 1999

(27) Financial Data Schedules:

27.1 * 2000 Financial Data Schedule

* Filed 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: April 26, 2000

Henry H. Gerkens

Henry H. Gerkens
Executive Vice President and
Chief Financial Officer;
Principal Financial Officer

Date: April 26, 2000

Robert C. LaRose

Robert C. LaRose
Vice President Finance and Treasurer;
Principal Accounting Officer

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EXHIBIT 11.1

LANDSTAR SYSTEM, INC. AND SUBSIDIARY
CALCULATION OF EARNINGS PER COMMON SHARE
(In thousands, except per share amounts)
(Unaudited)

Thirteen Weeks Ended	
March 25, 2000	March 27, 1999
-----	-----

Earnings available for earnings per share:

Net income	\$ 8,339	\$ 7,475
	=====	=====

Average number of common shares outstanding	9,169	10,368
	=====	=====

Earnings per common share	\$ 0.91	\$ 0.72
	=====	=====

EXHIBIT 11.2

LANDSTAR SYSTEM, INC. AND SUBSIDIARY
 CALCULATION OF DILUTED EARNINGS PER SHARE
 (In thousands, except per share amounts)
 (Unaudited)

	Thirteen Weeks Ended	
	March 25, 2000	March 27, 1999
	-----	-----
Net income	\$ 8,339	\$ 7,475
	=====	=====
Average number of common shares outstanding	9,169	10,368
Plus: Incremental shares from assumed exercise of stock options	202	123
	-----	-----
Average number of common shares and common share equivalents outstanding	9,371	10,491
	=====	=====
Diluted earnings per share	\$ 0.89	\$ 0.71
	=====	=====

<ARTICLE> 5

<LEGEND>

This schedule contains summary financial information extracted from the Consolidated Balance Sheets at March 25, 2000 (Unaudited) and the Consolidated Statements of Income for the thirteen weeks ended March 25, 2000 (Unaudited) and is qualified in its entirety by reference to such financial statements.

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