UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

FORM 10-Q

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934 For the Quarterly Period Ended June 30, 1998 Commission File No. 000-22490

LANDAIR SERVICES, INC.

(Exact name of registrant as specified in its charter)

TENNESSEE

62-1120025

(State or other jurisdiction of

(I.R.S. Employer Identification No.)

incorporation or organization)

430 AIRPORT ROAD

GREENEVILLE, TENNESSEE

37745

(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: (423) 636-7000

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 X NO

The number of shares outstanding of the registrant's common stock, \$.01 par value, as of August 10, 1998 was 6,196,006.

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Current portion of capital lease obligations Due to Truckload subsidiaries	769 974 12,393 17,447
Total current liabilities	17,487 20,809
Long-term debt, less current portion Capital lease obligations, less current portion Deferred income taxes Liabilities of discontinued operations	3,319 3,508 4,472 4,746 608 57,833 57,650
Shareholders' equity: Preferred stock Common stock, \$.01 par value: Authorized shares - 20,000,000 Issued and outstanding shares - 6,194,69	 13 in 1009
and 6,024,388 in 1997 Additional paid-in capital Retained earnings	62 60 28,218 26,804 28,293 23,596
Total shareholders' equity	56,573 50,460
Total liabilities and shareholders' equity	\$140,292 \$137,173

Other, net

Note: The balance sheet at December 31, 1997 has been derived from the audited financial statements at that date, but does not include all of the financial information and footnotes required by generally accepted accounting principles for complete financial statements.

See notes to condensed consolidated financial statements.

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Landair Services, Inc.

Condensed Consolidated Statements of Income (Unaudited)

<table> <caption></caption></table>				ix months end	
	June 30, 1998	June 30, 1997	June 30 1998		,
		nousands, e	except per sh	are data)	
<\$>	<c></c>	<c></c>	<c></c>	<c> \$ 59,589</c>	0.46.456
Operating revenue	\$ 30),739	\$ 24,845	\$ 59,589	\$ 46,456
Operating expenses: Purchased transportation:		1.026	1 400	2.254	0.575
Provided by Truckload Provided by others		1,036	1,423	2,354	2,575
Provided by others	1 %	,383	9,318	23,439	18,007
Salaries, wages and employed					
Operating leases Insurance and claims					
Depreciation and amortization		1.020	/02	1,660	1,432
Other operating expenses					
				0,410	4,019
	27,030	21,655		5 41,500)
				6,494	4,956
Other income (expense): Interest expense	(21	.5) (55)	200)	(425) (52)	107)

	(214)		(255)		(414	4)	((465)		
Income from continuing operations										
before income taxes		3,49	5	2,9	35	6	,080,		4,491	
before income taxes Income taxes		1,328		1,162	2	2,34	18	1,	754	
Income from continuing operation	ns				1,	773		3,732		2,737
Discontinued operations: Income (loss) from operations (income taxes (benefit) of \$40 \$850 and \$(11), respectively) Loss on spin-off (less income taxes) \$380, \$, \$380 and \$, respectively	(less 9, \$81, axes of ectively))	669 (380)	ı			(3		,	3)
-			171					23)		
Net income			\$						2,714	
Income per share: Basic Income from continuing ope Income (loss) from discontinoperations	nued		\$.35		\$				\$.46
Net income			\$					\$.40	6	
Diluted Income from continuing operations	nued			ļ	\$.2	29	\$.58	\$.45
Net income	\$.38	\$.32	\$.73		\$.4:	5 =====	

See notes to condensed consolidated financial statements.

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Landair Services, Inc.

Condensed Consolidated Statements of Cash Flows (Unaudited)

<TABLE> <CAPTION> Six months ended June 30, 1998 June 30, 1997 -----(In thousands) <S> <C> <C> Cash provided by operations \$ 1,598 \$ 1,832 Investing activities: Proceeds from disposal of property and equipment 15 Purchases of property and equipment (3,609)(2,268)Other (111)(25) (3,705)(2,293)Financing activities: Proceeds from long-term debt 2,394 1,117

Common Stock issued under employee stock purchase plan

Payments of long-term debt Payments of capital lease obligations (1,219)

(479)

70

55

Proceeds from exercise of stock options 1,346 -
2,112 374

Increase (decrease) in cash and cash equivalents \$ 5 \$ (87)

</TABLE>

See notes to condensed consolidated financial statements.

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Landair Services, Inc.

Notes to Condensed Consolidated Financial Statements (Unaudited) June 30, 1998

1. BASIS OF PRESENTATION

The accompanying unaudited condensed consolidated financial statements have been prepared in accordance with generally accepted accounting principles for interim financial information and with the instructions to Form 10-Q and Article 10 of Regulation S-X. Accordingly, they do not include all of the information and footnotes required by generally accepted accounting principles for complete financial statements. In the opinion of management, all adjustments (consisting of normal recurring accruals) considered necessary for a fair presentation have been included. Operating results for the three and six month periods ended June 30, 1998 are not necessarily indicative of the results that may be expected for the year ending December 31, 1998. For further information, refer to the consolidated financial statements and footnotes thereto included in the Landair Services, Inc. annual report on Form 10-K for the year ended December 31, 1997.

2. ACCOUNTING PRONOUNCEMENT

As of January 1, 1998, the Company adopted Statement No. 130, Reporting Comprehensive Income. Statement No. 130 establishes standards for the reporting and display of comprehensive income and its components; however, the adoption of this Statement had no impact on the Company's net income or shareholders' equity. The Company has no items of other comprehensive income to be reported under the provisions of Statement No. 130.

3. DISCONTINUED OPERATIONS

The accompanying condensed consolidated financial statements include Landair Services, Inc. and its subsidiaries. On July 9, 1998 (the "Measurement Date"), the Board of Directors of the Company authorized the separation of the Company into two publicly-held corporations, one owning and operating the deferred air freight operations and the other owning and operating the Truckload operations (the "Distribution"). The consummation of the Distribution is subject to the satisfaction of a number of conditions. Management anticipates the Distribution will be completed in September 1998.

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3. DISCONTINUED OPERATIONS (CONTINUED)

The Distribution will be effected through the distribution to shareholders of the Company of all the outstanding shares of common stock of a new truckload holding company, Landair Corporation. Landair Corporation will be the legal entity that will own and operate the Truckload operations. Pursuant to the Distribution, the common stock of Landair Corporation will be distributed to the shareholders of the Company on a pro rata basis of one share of Landair Corporation common stock for every one share of the Company common stock held. Subsequent to the Distribution, the Company will be the legal entity that will own and operate the deferred air freight operations through its operating subsidiaries. Additionally, subject to shareholder approval, the name Landair Services, Inc. will be changed to Forward Air Corporation. As a result of the planned Distribution, the results of operations and cash flows of the Truckload operations have been reported as discontinued operations for all periods presented in the accompanying condensed consolidated financial statements.

As used in the accompanying condensed consolidated financial statements, the term "Forward Air" refers to the deferred air freight operations; the term "Truckload" refers to the truckload operations; and the term "the Company" refers to the entity which, prior to the Distribution, operates both the deferred air freight and truckload groups and which, after the Distribution, will operate the deferred air freight group.

Summarized financial information of the discontinued Truckload operations is presented in the following tables:

Net assets of the discontinued Truckload operations, as of June 30, 1998, are as follows (in thousands):

<TABLE> <C> $\langle S \rangle$ \$ 30,261 Current assets Property and equipment, net 68,062 Other assets 33 Assets of discontinued operations 98,356 Current liabilities (30,080)Long-term debt and capital lease obligations (14,807)Deferred income taxes Liabilities of discontinued operations (57,833)Net assets of discontinued Truckload operations \$ 40,523 </TABLE>

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Landair Services, Inc.

Notes to Condensed Consolidated Financial Statements

3. DISCONTINUED OPERATIONS (CONTINUED)

Income (loss) from discontinued Truckload operations for the three and six month periods ended June 30, 1998 and 1997 are as follows (in thousands):

	Three months ended	Six months ended
<caption></caption>		
<table></table>		

	e 30, Ju 98 1	,		0, June 3 1997	0,
<s> <</s>	C>	<c></c>	<c></c>	<c></c>	
Operating revenue	\$ 26	,220 \$	22,080	\$ 51,543	\$ 42,625
Operating expenses					
					,
Income from operation	ıs	1,515	815	3,093	970
Interest expense					933)
Other, net				(71)	,
, 					
Income (loss) before					
income taxes	1.078	3 25	52 2.	.195	34)
Income taxes (benefit)	,			,	(11)
					(11)
Income (loss) from					
discontinued Truckle	ad				
		e 17	1 (1)	245 0 /	(22)
operations S	069	\$ 1/	1 \$ 1,	,343 \$ ((23)
====			=== =		

The loss on spin-off of discontinued operations in the amount of \$380,000 recorded in the three and six month periods ended June 30, 1998, represents the cost of separating the two businesses which includes direct costs such as professional fees and other costs of establishing Landair Corporation as a separate public company net of the estimated income before income taxes of the Truckload operations through the planned spin-off date. It is expected that the spin-off will be completed in September 1998.

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Landair Services, Inc.

Notes to Consolidated Financial Statements (continued)

4. NET INCOME PER SHARE

Income per share - basic:

Income from continuing operations

Income (loss) from discontinued operations

The following table sets forth the computation of basic and diluted earnings per share (in thousands, except per share data):

share (in thousands, except per share	data):				
<table> <caption></caption></table>	Three m	onths ended	Six n	nonths end	ed
		June 30, 1997			,
<\$> Numerator: Numerator for basic and diluted in Income from continuing opera Income (loss) from discontinu Net income	ncome per sations and operations	\$ 2,167	7 \$1,773 89 17	1 96	(23)
Denominator: Denominator for basic income per weighted-average shares Effect of dilutive stock options Denominator for diluted income per per per per per per per per per pe			5,953 137		5,953 119
adjusted weighted-average share	es ======	6,459	,	6,420	6,072

\$.30

.03

\$.61

\$.35

.05

Net income	\$.40	\$.33	\$.77	\$.46	
To		======	=====	==	=====
Income per share - diluted:					
Income from continuing operation	IS	\$.34	\$.29	\$.58	\$.45
Income (loss) from discontinued of	perations	.04	.03	.15	
Net income	\$.38	\$.32	\$.73	\$.45	
Securities that could potentially dilute	e basic	======		===	
income per share in the future that					
not included in the computation of income per share because to do so					
have been antidilutive for the period					
presented		461		461	
			=====		

 | | | | |

5. INCOME TAXES

For the three and six months ended June 30, 1998 and 1997, the effective income tax rate varied from the statutory federal income tax rate of 34% primarily as a result of the effect of state income taxes, net of the federal benefit, and permanent differences.

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Landair Services, Inc.

Notes to Condensed Consolidated Financial Statements (continued)
(Unaudited)

6. CONTINGENCIES

The Company is, from time to time, a party to litigation arising in the normal course of its business, most of which involve claims for personal injury and property damage incurred in connection with the transportation of freight. Management believes none of these actions, individually or in the aggregate, will have a material adverse effect on the financial condition or results of operations of the Company.

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ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

On July 9, 1998, the Board of Directors of the Company authorized the separation of the Company into two publicly-held corporations, one owning and operating the deferred air freight operations and the other owning and operating the Truckload operations. The consummation of the Distribution is subject to the satisfaction of a number of conditions. Management anticipates the Distribution will be completed in September 1998.

The Distribution will be effected through the distribution to shareholders of the Company of all the outstanding shares of common stock of a new truckload holding company, Landair Corporation. Landair Corporation will be the legal entity that will own and operate the Truckload operations. Pursuant to the Distribution, the common stock of Landair Corporation will be distributed to the

shareholders of the Company on a pro rata basis of one share of Landair Corporation common stock for every one share of the Company common stock held. Subsequent to the Distribution, the Company will be the legal entity that will own and operate the deferred air freight operations through its operating subsidiaries. Additionally, subject to shareholder approval, the name Landair Services, Inc. will be changed to Forward Air Corporation. As a result of the planned Distribution, the results of operations and cash flows of the Truckload operations have been reported as discontinued operations for all periods presented in the accompanying condensed consolidated financial statements. The following does not include a discussion and analysis of the discontinued Truckload operations.

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The following table sets forth the percentage relationship of expense items to operating revenue from continuing operations for the periods indicated.

<table> <caption></caption></table>					
		onths end		months e	ended
	June 30, 1998		June 3 1998	30, June 3 1997	30,
<s> Operating revenue</s>	<c></c>	<c></c>	<c></c>	<c></c>	
Operating revenue	1	100.0%	100.0%	100.0%	6 100.0%
Operating expenses: Purchased transportar Salaries, wages and e	tion employee	43.7	43.3	43.3	44.3
benefits	23.0	22.5	23.8	23.1	
Depreciation and amo	ortization	3.4	2.6	3.3	2.6
Insurance and claims	-	2.5	3.1	2.8 3	.1
Operating leases Other operating expe	nses	10.3	.3 3 10.2	10.8	10.3
other operating expe				10.0	10.5
		87.2			
Income from operations		12.1	12.8	10.9	10.7
Other income (expense)	:	. 7) (0	9) (0	7) (0.0))
Interest expense Other, net)./) (U (0.2)	.8) (0.	7) (U.) - (0.1)))
Other, net		(0.2)		(0.1)	
	(0.7)			(1.0)	
Income before income to		11.4		10.2	9.7
Income taxes	4.	.4 4.′	7 3.9	3.8	<i>.,</i>
Income from continuing	operation				5.9
Discontinued operations Income (loss) from op Loss on spin-off	: erations	2.2	0.7	2.3	(0.1)
Net income	8.			7.9%	5.8%

</TABLE>

Results of Operations

Operating revenue increased 23.7% in the second quarter of 1998 to \$30.7 million, up \$5.9 million over the second quarter of 1997. For the first six months of 1998 operating revenue increased by \$13.1 million, or 28.2% to \$59.6 million from \$46.5 million for the same period of time in 1997. The operating revenue increases during the second quarter and first half of 1998 resulted primarily from increased volume from domestic and international air cargo customers, increased operating terminals and direct shuttles, and enhanced logistics services. The operating revenue increases in 1998 are also partially

attributed to the acquisition on October 27, 1997 of the air cargo operating assets of Adams Air Cargo, Inc.

Purchased transportation was 43.7% and 43.3% of operating revenue for the three months and six months ended June 30, 1998, respectively, compared to 43.3% and 44.3% for the same periods in 1997. The decrease in purchased transportation as a percentage of operating revenue for the first half of 1998 was primarily attributable to operating efficiencies resulting from

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increased volume of freight through the Forward Air network coupled with an increase in logistics services revenue which does not involve the transportation of freight.

Salaries, wages and employee benefits were 23.0% and 23.8% of operating revenue for the three months and six months ended June 30, 1998, respectively, compared to 22.5% and 23.1% for the same periods in 1997. The increase in salaries, wages and employee benefits as a percentage of operating revenue between periods was due primarily to additional cargo handling wages and supervisory salaries required to operate Company-operated terminals that were added since the preceding period. The increase was also partially attributed to an increase in labor associated with logistics services revenue as the Company continues to expand in this area.

Depreciation and amortization expense was 3.4% and 3.3% of operating revenue for the three months and six months ended June 30, 1998, respectively, compared to 2.6% for each of the same periods ended in 1997. The increase in depreciation and amortization expense as a percentage of operating revenue is attributed to the implementation of the Company's integrated freight order entry, tracking and billing information system during the second half of 1997 coupled with additional operating equipment required to operate Company-operated terminals that were added from the preceding period.

Insurance and claims were 2.5% and 2.8% of operating revenue for the three months and six months ended June 30, 1998, respectively, compared to 3.1% for each of the same periods in 1997. The decrease in insurance and claims as a percentage of operating revenue is due primarily to a decrease in the frequency and severity of accidents and lower premium costs.

Operating leases, the largest component of which is terminal rent, were 5.0% and 5.1% of operating revenue for the three months and six months ended June 30, 1998, respectively, compared to 5.5% and 5.9% for the same periods in 1997. The decrease in operating leases as a percentage of operating revenue between periods is attributed to greater operating revenue through the Forward Air network and the growth of logistics services revenue.

Other operating expenses were 10.3% and 10.8% of operating revenue for the three months and six months ended June 30, 1998, respectively, compared to 10.2% and 10.3% for the same periods in 1997. The increase in other operating expenses as a percentage of operating revenue between periods is primarily attributed to higher equipment maintenance and fuel costs associated with Company-operated transportation equipment acquired in the acquisition on October 27, 1997 of the air cargo operating assets of Adams Air Cargo, Inc. which were partially offset by a lower operating cost structure due to increased operating revenue and a reduction in commissions paid to agent terminals.

Interest expense was \$215,000 and \$425,000 for the three months and six months ended June 30, 1998, respectively, compared to \$200,000 and \$407,000 for the same periods in 1997.

The combined federal and state effective tax rate for the three months and six months ended June 30, 1998 was 38.0% and 38.6%, respectively, compared to a rate of 39.6% and 39.1% for the same periods in 1997.

As a result of the foregoing factors, income from continuing operations for the three months and six months ended June 30, 1998 was \$2.2 million and \$3.7 million, respectively, compared to \$1.8 million and \$2.7 million for the same periods in 1997.

Liquidity and Sources of Capital

Cash flows from operations were \$1.6 million for the first six months of 1998 compared with \$1.8 million in the same period of 1997. The \$234,000 decrease in cash flows from operations was a result of increases in working capital accounts

The Company's Truckload operations have historically contributed a significant portion of the Company's total revenue and operating income. Although the cash generated by the Truckload operations will no longer be available to the Company after the Distribution, the Distribution is not expected to adversely affect the Company's ability to conduct and expand its operations. Management believes available borrowing under existing lines of credit, future borrowing under installment notes for revenue equipment, and cash generated by operations will be sufficient to fund the Company's cash needs and anticipated capital expenditures over the near term.

In preparation for the Distribution, the Company is negotiating with its present lenders to obtain separate credit facilities for each of the Company and Landair Corporation. In addition, the Company expects to eliminate guarantees of indebtedness and cross-collateralization between the Company and Landair Corporation. The Company's proposed new credit facilities are to include a working capital line of credit and an equipment financing facility. These credit facilities are expected to permit the Company to borrow up to \$20 million under the working capital line of credit and \$15 million under the equipment financing facility. Interest rates for advances under the facilities will vary based on covenants related to total indebtedness, cash flows, results of operations and other ratios. The facilities will bear interest at LIBOR plus 1.0% to 2.5%, expire in August 2000, and will be secured by accounts receivable and certain revenue equipment. Availability under the proposed line of credit is expected to be reduced by the amount of outstanding letters of credit. Among other restrictions, the terms of the proposed line of credit are expected to require maintenance of certain levels of net worth and other financial ratios.

Forward-Looking Statements

The Company, or its executive officers and directors on behalf of the Company, may from time to time make written or oral "forward-looking statements." Written forward-looking statements may appear in documents filed with the Securities and Exchange Commission, in press releases and in reports to shareholders. Oral forward-looking statements may be made by the Company's executive officers and directors on behalf of the Company to the press, potential investors, securities analysts and others. The Private Securities Litigation Reform Act of 1995 contains a safe harbor for forward-looking statements. The Company relies on this safe harbor in making such disclosures. In connection with this safe harbor provision, the Company is hereby identifying important factors that could cause actual results to differ materially from those contained in any forward-looking statement made by or on behalf of the Company. Without

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limitation, factors that might cause such a difference include economic factors such as recessions, inflation, higher interest rates and downturns in customer business cycles, the Company's inability to maintain its historical growth rate due to a decreased volume of freight moving through the Company's network, competition, surplus inventories, loss of a major customer, the Company's lack of prior operating history as an entity independent of the Truckload operations, the ability of the Company's information systems to handle increased volume of freight moving through its network, and the availability and compensation of

qualified independent owner-operators to serve the Company's transportation needs. The Company disclaims any intent or obligation to update these forward-looking statements.

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PART II. OTHER INFORMATION ITEM 1. LEGAL PROCEEDINGS

The Company is, from time to time, a party to litigation arising in the normal course of its business, most of which involve claims for personal injury and property damage incurred in connection with the transportation of freight. Management believes that none of these actions, individually or in the aggregate, will have a material adverse effect on the financial condition or results of operations of the Company.

ITEM 2. CHANGES IN SECURITIES

Not Applicable

ITEM 3. DEFAULTS UPON SENIOR SECURITIES

Not Applicable

ITEM 4. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS

Not Applicable

ITEM 5. OTHER INFORMATION

Not Applicable

ITEM 6. EXHIBITS AND REPORTS ON FORM 8-K

The following exhibits are included herein:

- (a) Exhibits The response to this portion of Item 6 is submitted as a separate section of this report.
- (b) Reports on Form 8-K The Company did not file any reports on Form 8-K during the three months ended June 30, 1998.

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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.

Landair Services, Inc.

Date: August 12, 1998 By: /s/ Edward W. Cook

Edward W. Cook Chief Financial Officer and Senior Vice President

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31, 1997 AND IS QUALIFIED IN ITS ENTIRETY BY REFERENCE TO SUCH FINANCIAL
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31, 1998 AND IS QUALIFIED IN ITS ENTIRETY BY REFERENCE TO SUCH FINANCIAL
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