

02475

W.T.C., INC. 1978

02475 FF-404

COMMERCE COMMISSION
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JUN 11 1979

Annual Report Form
F-1

Freight Forwarders
(Class A)

1978

Due: March 31, 1979

ADMINISTRATIVE SERVICES
MAIL UNIT

Approved by GAO
B-180230 (R0254)
Expires 10-31-79

1. CORRECT NAME AND ADDRESS IF DIFFERENT THAN
SHOWN. (See instructions)

WTC Air Freight

FF000404 W T C A G A 2475
WICA W T C, INC.
P. O. BOX 92923
LOS ANGELES CA 90009

2. State whether respondent is an individual owner, partnership, corporation, association, etc.: Corporate

3. If a partnership, state the names and addresses of each partner including silent or limited, and their interests:

Name	Address	Proportion of Interest
N/A		

4. If a corporation, association or other similar form of enterprise, give:

(a) Dates and States of incorporation or organization: February 21, 1975

(b) Directors' names, addresses, and expiration dates of terms of office:

Name	Address	Term Expires
Harry M. Baker	1400 Quail St., Newport Beach, CA 92660	4/28/80
Barry N. Brenno	23740 Hawthorne Blvd., Torrance, CA 90505	4/28/80
Earl F. Mayer	1400 Quail St., Newport Beach, CA 92660	4/28/80

(c) The names and titles of principal general officers:

Name	Title
Barry N. Brenno	President
John T. Hennessy	Senior Vice Pres./Admin- Secretary/Treasurer
Thomas J. Delaney	Executive Vice President
Earl F. Mayer	Asst. Secretary & Asst. Treasurer

5. Give the voting power, elections, and stockholders, as follows:

A. Total voting securities outstanding: 100 shares 100 votes

	shares	votes
(1) Common		
(2) 1st Preferred		
(3) 2nd Preferred		
(4) Other securities		

B. Does any class of securities carry any special privileges in any elections or in the control of corporate action?
If so, describe each such class or issue, showing the character and extent of such privileges:

For Call 7/17 Mr. Goveatt is going to submit Revised Pages For
2475-2475

C. State for each class of stock the total number of stockholders of record at the latest date of closing of stock book or compilation of list of stockholders prior to date of submitting this report:

(1) Common 1 (2) 1st Preferred _____ (3) 2nd Preferred _____
 (4) Other _____ (5) Date of closing stock book _____

6. Give names of the ten security holders of the respondent who, at the date of the latest closing of the stock book or compilation of list of stockholders of the respondent (if within 1 year prior to the actual filing of this report), had the highest voting powers in the respondent, showing for each his address, the number of votes which he would have had a right to cast on that date had a meeting then been in order, and the classification of the number of votes to which he was entitled, with respect to securities held by him. If any such holder held securities in trust, give (in a footnote) the particulars of the trust. If the stock book was not closed or the list of stockholders compiled within such year, show such ten security holders as of the close of the year.

Name of security holder (a)	Address (b)	Number of votes, to which entitled (c)	Number of votes, classified			
			Common (d)	1st Preferred (e)	2nd Preferred (f)	Other securities (g)
WTC Inc. (Parent)	1400 Quail St., Newport Beach, CA	100	100			

7. The respondent is required to send to the Bureau of Accounts, immediately upon preparation two copies of its latest annual report to stockholders.

Check appropriate box:

☐ Two copies are attached to this report.

☒ Two copies will be submitted Enclosed
 (date)

☐ No annual report to stockholders is prepared.

8. If the respondent was formed as a result of consolidations or mergers during the year, name all constituent companies, and give specific references to charters or general laws governing each organization, date and authority for each consolidation and each merger received from a regulatory body, and date of consummation:

N/A

9. If the respondent was reorganized during the year, give name of original corporation and the laws under which it was organized, or the name of owner or partners, the reason for the reorganization, and date of reorganization:

N/A

10. If the respondent was subject to a receivership during the year, state--

A. Date of receivership N/A

B. Court of jurisdiction under which operations were conducted _____

C. Date when possession under it was required _____

D. Name of receiver, receivers, or trustee _____

11. If any individual, individuals, association, or corporation held control, as trustee, other than receivership, over the respondent at the close of the year, state--

N/A

- A. Date of trusteeship _____
 B. Authority for trusteeship _____
 C. Name of trustee _____
 D. Name of beneficiary or beneficiaries _____
 E. Purpose of trust _____

12. Give a list of companies under common control with respondent:

- 1) Newport Insurance Co., Ltd.
- 2) Coast Cartage Co.
- 3) Westransco
- 4) Coast Leasing
- 5) Marking Services Inc.

13. Furnish a complete list of all companies controlled by the respondent, either directly or indirectly, at the close of the year. List under each directly controlled company the companies controlled by it and under each company any others of more remote control. Each step of control should be appropriately indented from the left margin. After each company state the percentage, if any, of the voting power represented by securities owned by the immediately controlling company:

N/A

14. Give a complete list showing companies controlling the respondent, as of the close of the year. Commence with the company which is the most remote and list under each such company the company immediately controlled by it. Each step of control should be appropriately indented from the left margin. After each company state the percentage, if any, of the voting power represented by securities owned by the immediately controlling company. When any company listed is immediately controlled by or through two or more companies jointly, list all such companies and list the controlled company under each of them, indicating its status by appropriate cross references:

WTC Inc. (100%)

15. States in which traffic is originated and/or terminated: (check appropriate boxes)

All states

Alabama	Georgia	Maryland	New Jersey	South Carolina
Alaska	Hawaii	Massachusetts	New Mexico	South Dakota
Arizona	Idaho	Michigan	New York	Tennessee
Arkansas	Illinois	Minnesota	North Carolina	Texas
California	Indiana	Mississippi	North Dakota	Utah
Colorado	Iowa	Missouri	Ohio	Vermont
Connecticut	Kansas	Montana	Oklahoma	Virginia
Delaware	Kentucky	Nebraska	Oregon	Washington
District of Columbia	Louisiana	Nevada	Pennsylvania	West Virginia
Florida	Maine	New Hampshire	Rhode Island	Wisconsin
				Wyoming

16. COMPARATIVE BALANCE SHEET STATEMENT - ASSET SIDE

Give the following financial data at the beginning of the year and at the close of the year (omit cents):

Line No.	Balance at beginning of year (a)	Item (b)	Balance at close of year (c)
		I. CURRENT ASSETS	
1	972,732	(100) Cash	577,897
2		(101) Special cash deposits (Sec. 18)	
3		(102) Temporary cash investments	
4	XXXXXX	1. Pledged \$ 2. Unpledged \$	XXXXXX
5		(103) Working advances	
6	XXXXXX	(104) Notes receivable \$ 3,650	XXXXXX
7	XXXXXX	(105) Accounts receivable 15,812,185	XXXXXX
8	9,187,686	(106) Less: Reserve for doubtful accounts \$ 285,166	15,530,669
9		(107) Accrued accounts receivable	178,962
10	191,172	(108) Materials and supplies	
11		(109) Other current assets	
12		(110) Deferred income tax charges (Sec. 19)	
13	10,351,590	Total current assets	16,287,528
		II. SPECIAL FUNDS AND DEPOSITS	
14	XXXXXX	(120) Sinking and other funds \$	XXXXXX
15		Less: Nominally outstanding \$	
16	XXXXXX	(121) Special deposits \$ 323,587	XXXXXX
17		Less: Nominally outstanding \$	
18	86,084	Total special funds	323,587
		III. INVESTMENT SECURITIES AND ADVANCES	
19		(130) Investments in affiliated companies (Sec. 20)	
20	XXXXXX	1. Pledged \$ 2. Unpledged \$	XXXXXX
21		Undistributed earnings from certain investments in affiliated companies (Sec. 21)	
22		(131) Other investments (Sec. 20)	
23	XXXXXX	1. Pledged \$ 2. Unpledged \$	XXXXXX
24		(132) Less: Reserve for adjustment of investments in securities	
25		(133) Allowance for net unrealized loss on noncurrent marketable equity securities	
26	0	Total investment securities and advances	0
		IV. TANGIBLE PROPERTY	
27	XXXXXX	(140) Transportation property (Sec. 22-A) \$ 5,713,208	XXXXXX
28		(149) Less: Depreciation and amortization reserve 2,518,915	3,194,293
29	XXXXXX	Transportation property (Sec. 22-B) \$	XXXXXX
30		(160) Nontransportation property (Sec. 23) \$	
31	3,208,538	(161) Less: Depreciation reserve -- Nontransportation property (Sec. 23)	3,194,293
		Total tangible property	
		V. INTANGIBLE PROPERTY	
32	27,219	(165) Organization	26,415
33	27,219	(166) Other intangible property	26,415
34		Total intangible property	
		VI. DEFERRED DEBITS AND PREPAID EXPENSES	
35		(170) Prepayments	69,378
36	(1,118)	(172) Other deferred debits	
37		(173) Accumulated deferred income tax charges (Sec. 19)	69,378
38	(1,118)	Total deferred debits and prepaid expenses	
		VII. REACQUIRED AND NOMINALLY ISSUED SECURITIES	
39	XXXXXX	(190) Reacquired and nominally issued long-term debt \$	XXXXXX
40	XXXXXX	Reacquired: 1. Pledged \$	XXXXXX
41	XXXXXX	2. Unpledged \$	XXXXXX
42	XXXXXX	Nominally issued: 1. Pledged \$	XXXXXX
43	XXXXXX	2. Unpledged \$	XXXXXX
44	XXXXXX	(191) Nominally issued capital stock \$	XXXXXX
45	13,672,313	1. Pledged \$ 2. Unpledged \$	19,901,201
46		TOTAL ASSETS	
47		Contingent assets (not included above)	

For compensating balances not legally restricted, see Sec. 17.

COMPARATIVE BALANCE SHEET STATEMENT—LIABILITY SIDE

Line No.	Balance at beginning of year (a)	Item (b)	Balance at close of year (c)
	\$	VIII. CURRENT LIABILITIES	\$
48	119,241	(200) Notes payable	12,902
49	8,010,583	(201) Accounts payable	11,269,345
50		(202) Accrued interest	
51		(203) Dividends payable	
52		(204) Accrued taxes	209,713
53	202,679	(205) Accrued accounts payable	
54		(208) Deferred income tax credits (Sec. 19)	1,150,869
55	630,041	(209) Other current liabilities	12,642,829
56	8,962,544	Total current liabilities	
		IX. LONG-TERM DEBT	
		(b1) Less—Nominally outstanding (b2) Less—Nominally issued	
57		(210) Funded debt (Sec. 29)	\$ \$
58		(210.5) Capitalized leased obligations	
59		(211) Receivers' and trustees' securities (Sec. 29)	
60		(212) Amounts payable to affiliated companies (Sec. 30)	
61		(213) Long-term debt in default (Sec. 29)	
62		(218) Discount on long-term debt	
63		(219) Premium on long-term debt	
64	0	Total long-term debt	0
		X. RESERVES	
65		(220) Insurance reserves	
66		(221) Provident reserves	
67		(222) Other reserves	
68	0	Total reserves	0
		XI. DEFERRED CREDITS	
69	4,834	(231) Other deferred credits	6,384
70		(232) Accumulated deferred income tax credits (Sec. 19)	
71	4,834	Total deferred credits	6,384
		XII. CAPITAL AND SURPLUS	
72	100	(240) Capital stock (Sec. 31)	100
73		(241) Premiums and assessments on capital stock	
74	100	Total (Lines 70 and 71)	100
75		Less—Nominally issued capital stock	
76		(242) Discount, commission and expense on capital stock	
77		Total (Lines 73 and 74)	
78	100	Total (Lines 72 and 75)	100
79		(243) Proprietorial capital	
80	2,752,189	(250) Unearned surplus	2,752,189
81	XXXXXXX	1. Paid in \$ 2. Other \$	XXXXXXX
82		(260) Earned surplus—Appropriated	4,499,699
83	1,952,646	(270) Earned surplus—Unappropriated (Deficit in paren.) (Sec. 32)	
84	XXXXXXX	1. Distributed \$ 2. Undistributed \$	XXXXXXX
85		(279) Net unrealized loss on noncurrent marketable equity securities	
86		(280) Less: Treasury stock	
87	XXXXXXX	1. Pledged \$ 2. Unpledged \$	XXXXXXX
88	4,704,935	Total capital and surplus	7,251,988
89	13,672,313	TOTAL LIABILITIES	19,901,201
90		Contingent liabilities (not included above)	19,901,201

COMPARATIVE BALANCE SHEET STATEMENT—EXPLANATORY NOTES

Estimated accumulated net Federal income tax reduction realized since December 31, 1949, under section 168 (formerly section 124-A) of the Internal Revenue Code because of accelerated amortization of emergency facilities in excess of recorded depreciation \$ None

Estimated accumulated savings in Federal income taxes resulting from computing book depreciation under Commission rules and computing tax depreciation using the items listed below 1/1/78 to 12/31/78 @ Tax Rate of 52% \$ 11,900

Accelerated depreciation since December 31, 1953, under section 167 of the Internal Revenue Code.

Guideline lives since December 31, 1961, pursuant to Revenue Procedure 62-21.

Guideline lives under Class Life System (Asset Depreciation Range) since December 31, 1970, as provided in the Revenue Act of 1971.

(1) Estimated accumulated net income tax reduction utilized since December 31, 1961, because of the investment tax credit authorized in the Revenue Act of 1962, as amended 1/1/78 to 12/31/78 33,000

(2) If carrier elected, as provided in the Revenue Act of 1971, to account for the investment tax credit under the deferral method, indicate the total deferred investment tax credit at beginning of year \$ None

Add investment tax credits applied to reduction of current year's tax liability but deferred for accounting purposes \$ None

Deduct deferred portion of prior year's investment tax credit used to reduce current year's tax accrual \$ None

Other adjustments (indicate nature such as recapture on early disposition) \$ 1,200

Total deferred investment tax credit at close of year \$ None

Investment tax credit carryover at year end \$ None

Cost of pension plan:

Past service costs determined by actuaries at year end \$

Total pension costs for year: \$ 457,502

Normal costs \$

Amortization of past service costs \$

Estimated amount of future earnings which can be realized before paying Federal income taxes because of unused and available net operating loss carryover on January 1 of the year following that for which the report is made \$ None

State whether a segregated political fund has been established as provided by the Federal Election Campaign Act of 1971 (18 U.S.C. 610). YES NO X

Marketable Equity Securities—to be completed by companies with \$10.0 million or more in gross operating revenues: None

1. Changes in Valuation Accounts

	Cost	Market	Dr. (Cr) to Income	Dr. (Cr) to Stockholders Equity
Current year	\$	\$	\$	x x x x
as of / /			x x x x	\$
Previous year			x x x x	x x x x
as of / /			x x x x	x x x x

2. At / / , gross unrealized gains and losses pertaining to marketable equity securities were as follows:

	Gains	Losses
Current	\$	\$
Noncurrent		

3. A net unrealized gain (loss) of \$ on the sale of marketable equity securities was included in net income for (year). The cost of securities sold was based on the (method) cost of all the shares of each security held at time of sale.

Significant net realized and net unrealized gains and losses arising after date of the financial statements but prior to their filing, applicable to marketable equity securities owned at balance sheet date shall be disclosed below:

NOTE: / / - date - Balance sheet date of the current year unless specified as previous year.

17.—COMPENSATING BALANCES AND SHORT-TERM BORROWING ARRANGEMENTS

Using the following notes as a guideline, show the requirements of compensating balances and short-term borrowing arrangements if operating revenues are \$10 million or more. Footnote disclosure is required even though the arrangement is not reduced to writing.

1. Disclose compensating balances not legally restricted, lines of credit used and unused, average interest rate of short-term borrowings outstanding at balance sheet date, maximum amount of outstanding borrowings during the period and the weighted average rate of those borrowings.

2. Time deposits and certificates of deposit constituting compensating balances not legally restricted should be disclosed.

3. Compensating balance arrangements need only be disclosed for the latest fiscal year.

4. Compensating balances under an agreement which legally restricts the use of such funds, and which constitute support for short-term borrowing arrangements, should be included in section 18, account 101, Special cash deposits.

5. Compensating balances under an agreement which legally restricts the use of such funds and which constitute support for long-term borrowing arrangements and are reported in account 121, Special deposits, should also be separately disclosed below.

6. Compensating balance arrangements are sufficiently material to require disclosure in footnotes when the aggregate of written and oral agreement balances amount to 15 percent or more of liquid assets (current cash balances, restricted and unrestricted plus marketable securities).

7. When a carrier is not in compliance with a compensating balance requirement, that fact should be disclosed along with stated and possible sanctions whenever such possible sanctions may be immediate (not vague or unpredictable) and material.

None

18.—SPECIAL CASH DEPOSITS

For other than compensating balances, state separately each item of \$10,000 or more reflected in account 101, Special cash deposits, at the close of the year. Items of less than \$10,000 may be combined in a single entry and described as "Minor items less than \$10,000". For compensating balances, state separately the total amounts held on behalf of respondent and held on behalf of others.

Line No.	Purpose of deposit (a)	Balance at close of year (b)
	N/A	
	Interest special deposits:	\$
1		
2		
3		
4		
5		
6	Total _____	
	Dividend special deposits:	
7		
8		
9		
10		
11		
12	Total _____	
	Miscellaneous special deposits:	
13		
14		
15		
16		
17		
18	Total _____	
	Compensating balances legally restricted:	
19	Held on behalf of respondent _____	
20	Held on behalf of others _____	
21	Total _____	

21 Report below the details of all investments in common stocks included in account 130. Investments in affiliated companies, which qualify for the equity method under instruction 28 in the Uniform System of Accounts for Freight Forwarders.

Enter in column (c) the amount necessary to retroactively adjust those investments qualifying for the equity method of accounting in accordance with instruction 28(b) (11) of the Uniform System of Accounts.

Enter in column (d) the share of undistributed earnings (i.e., less dividends) or losses. Enter in column (e) the amortization for the year of the excess of cost over equity in net assets (equity over cost at date of acquisition. See instruction 28(b)(4).

The total of column (g) must agree with column (b), line 21, Section 16.

UNDISTRIBUTED EARNINGS FROM CERTAIN INVESTMENTS IN AFFILIATED COMPANIES

N/A

Line No.	Name of issuing company and description of security held (a)	Balance at beginning of year (b)	Adjustment for investments qualifying for equity method (c)	Equity in undistributed earnings (losses) during year (d)	Amortization during year (e)	Adjustment for investments disposed of or written down during year (f)	Balance at close of year (g)
1	Carriers (List specifics for each company)	\$	\$	\$	\$	\$	\$
2							
3							
4							
5							
6							
7							
8							
9							
10							
11							
12							
13							
14							
15							
16							
17							
18	Total						
19	Noncarriers (Show totals only for each column)						
20	Total (lines 18 and 19)						

Property accounts	Balance at beginning of year	Charges	Credits	Adjustments Dr. - Debit Cr. - Credit	Balance at close of year
141. Furniture and office equipment	\$ 647,301	\$ 173,155	\$ 8,801	\$ 4,040 dr.	\$ 815,695
142. Motor and other highway vehicles	95,777	24,374	21,011	-	98,140
143. Land and public improvements	3,769,769	31,680	4,994	-	3,796,455
144. Terminal and platform equipment	929,398	90,264	801	15,943 cr.	1,002,918
145. Other property account charges					
Total	5,441,245	319,473	35,607	11,903 cr.	5,713,208

Property accounts	Balance at beginning of year	Charges	Credits	Adjustments Dr. - Debit Cr. - Credit	Balance at close of year
141. Furniture and office equipment	\$ 385,837	\$ 58,052	\$ 2,585	\$ 1,942 cr.	\$ 439,362
142. Motor and other highway vehicles	48,054	8,117	-	-	56,171
143. Land and public improvements (depreciable property)	1,102,549	162,465	3,019	218 dr.	1,262,213
144. Terminal and platform equipment	696,267	59,252	4,350	-	761,169
145. Other property account charges (depreciable property)					
Total	2,232,707	297,886	9,954	1,724 cr.	2,518,915

23. Give details of investment in nontransportation property, and depreciation reserve for balances at close of the year, as stated for accounts (160) and (161) in section 16.

[illegible]

24.—RENTAL EXPENSE OF LESSEE

Complete this schedule only if (a) carrier operating revenues are \$10 million or more and (b) if gross rental expense in the most recent fiscal year exceeds one percent of operating revenue.

Otherwise, show total rental expense (reduced by rentals from subleases) entering into the determination of results of operations for each period for which an income statement is presented. Rental payments under short-term leases for a month or less which are not expected to be renewed need not be included. Contingent rentals, such as those based on usage or sales, shall be reported separately from the basic or minimum rentals.

Line No.	Type of lease (a)	Current year (b)	Prior year (c)
	Financing leases:		
1	Minimum rentals		
2	Contingent rentals		
3	Sublease rentals		
4	Total financing leases		
	Other leases:		
5	Minimum rentals	1,040,815	750,563
6	Contingent rentals	67,617	56,537
7	Sublease rentals		
8	Total other leases	973,198	693,976
9	Total rental expense of lessee		

NOTE: As used in sections 24 through 28, a "financing lease" is defined as a lease which, during the noncancellable lease period, either (a) covers 75% or more of the economic life of the property or (b) has terms which assure the lessor a full recovery of the fair market value (which would normally be represented by his investment) of the property at the inception of the lease plus a reasonable return on the use of the assets invested subject only to limited risk in the realization of the residual interest in the property and the credit risks generally associated with secured loans.

25.—MINIMUM RENTAL COMMITMENTS

Complete this schedule only if (a) carrier operating revenues are \$10 million or more and (b) gross rental expense in the most recent fiscal year exceeds one percent of operating revenue.

Show the minimum rental commitments under all noncancellable leases, as of the date of the latest balance sheet presented, in the aggregate (with disclosure of the amounts applicable to noncapitalized financing leases) for (a) each of the five succeeding fiscal years; (b) each of the next three five-year periods; and, (c) the remainder as a single amount. The amounts so determined should be reduced by rentals to be received from existing noncancellable subleases (with disclosure of the amounts of such rentals). For purposes of this rule, a noncancellable lease is defined as one that has an initial or remaining term of more than one year and is noncancellable, or is cancellable only upon the occurrence of some remote contingency or upon the payment of a substantial penalty.

Line No.	Year ended (a)	A			B	
		Financing leases (b)	Other Leases (c)	Total (d)	Sublease rentals*	
					Financing leases (e)	Other leases (f)
1	Next year	\$	1,010,825	1,010,825		67,819
2	In 2 years		1,133,239	1,133,239		56,400
3	In 3 years		1,041,293	1,041,293		56,400
4	In 4 years		947,867	947,867		56,400
5	In 5 years		864,034	864,034		18,600
6	In 6 to 10 years		3,550,758	3,550,758		13,950
7	In 11 to 15 years		2,176,363	2,176,363		
8	In 16 to 20 years		96,330	96,330		
9	Subsequent					

* The rental commitments reported in Part A of this schedule have been reduced by these amounts.

26.—LESSEE DISCLOSURE

Complete this schedule only if carrier operating revenues are \$10 million or more.

Relate in general terms: (a) the basis for calculating rental payments if dependent upon factors other than the lapse of time; (b) existence and terms of renewal or purchase options, escalation clauses, etc.; (c) the nature and amount of related guarantees made or obligations assumed; (d) restrictions on paying dividends, incurring additional debt, further leasing, etc.; and, (e) any other information necessary to assess the effect of lease commitments upon the financial position, results of operations, and changes in financial position of the lessee.

Line
No.

(a)

Rental payments based on lapse of time

(b)

(c)

(d)

(e)

N/A

27.—LEASE COMMITMENTS—PRESENT VALUE

Complete this schedule only if (a) carrier operating revenues are \$10 million or more and (b) if the present value of the minimum lease commitments are more than five percent of the sum of the long-term debt, stockholders' equity and the present value of the minimum lease commitments, or if the impact on net income (as computed in section 28, Income impact—Lessee) is three percent or more of the average net income for the most recent three years.

Show all noncapitalized financing leases, the present value of the minimum lease commitments in the aggregate and by major categories of properties. Present values shall be computed by discounting net lease payments (after subtracting, if practicable, estimated, or actual amounts, if any, applicable to taxes, insurance, maintenance and other operating expenses) at the interest rate implicit in the terms of each lease at the time of entering into the lease.

Show either the weighted average interest rate (based on present value) and range of rates or specific interest rates for all lease commitments.

Line No.	Asset category (a)	Present value		Range		Weighted average	
		Current year (b)	Prior year (c)	Current year (d)	Prior year (e)	Current year (f)	Prior year (g)
		\$	\$	%	%	%	%
1	Structures						
2	Revenue equipment						
3	Shop and garage equipment						
4	Service cars and equipment						
5	Noncarrier operating property						
	Other (Specify)						
6							
7							
8							
9							
10	Total						

28.—INCOME IMPACT—LESSEE

Complete this schedule only if carrier operating revenues are \$10 million or more.

If the impact on net income is less than three percent of the average net income for the most recent three years, a statement to that effect will suffice to complete this schedule. Otherwise, show the impact on net income for each period for which an income statement is presented if all noncapitalized financing leases were capitalized, related assets were amortized on a straight-line basis and interest cost was accrued on the basis of the outstanding lease liability. The amounts of amortization and interest cost shall be separately identified.

In calculating average net income, loss-years should be excluded. If losses were incurred in each of the most recent three years, the average loss shall be used for purposes of this test.

Line No.	Item (a)	Current year (b)	Prior year (c)
	N/A	\$	\$
1	Amortization of lease rights		
2	Interest		
3	Rent expense		
4	Income tax expense		
5	Impact (reduction) on net income		

32. Show items of Earned surplus—Unappropriated for the year, classified in accordance with the Uniform System of Accounts for Freight Forwarders. All contra entries hereunder should be indicated in parentheses. Include in column (b) only amounts applicable to earned surplus exclusive of any amounts included in column (c). Segregate in column (c) all amounts applicable to the equity in undistributed earnings (losses) of affiliated companies based on the equity method of accounting. See account (270) in section 16.

Line No.	Item (a)	Retained earnings accounts (b)	Equity in undistributed earnings of affiliated companies (c)
1	(270) Earned surplus (or deficit) at beginning of year	\$1,952,646	xxx
2	(300) Equity in undistributed earnings (losses) of affiliated companies at beginning of year	xxx	
3	(300) Income balance (Sec. 33)	2,547,053	
4	(301) Miscellaneous credits		
5	(302) Prior period adjustments to beginning earned surplus account		
6	(310) Miscellaneous debits		
7	(311) Miscellaneous reservations of earned surplus		xxx
8	(312) Dividend appropriations of earned surplus		xxx
9	(270) Earned surplus (or deficit) at close of year	4,499,699	xxx
10	Equity in undistributed earnings (losses) of affiliated companies at end of year	xxx	
11	Balance from line 10(c)		xxx
12	Total unappropriated earned surplus and equity in undistributed earnings (losses) of affiliated companies at end of year (lines 9 and 11)	4,499,699	xxx

*Net of assigned income taxes: account 301 \$ _____ (explain)
 account 310 _____ (explain)

33.—INCOME STATEMENT FOR THE YEAR

Give the following income account for the year (omit cents):

Line No.	Item (a)	Amount (b)
ORDINARY ITEMS		
FORWARDER OPERATING INCOME		
1	(400) Operating revenues (Sec. 34) <u>33,944,096</u>	\$ 84,227,103
2	(410) Operating expenses (Sec. 35) <u>29,070,307</u>	81,317,859
3	*Net revenue from forwarder operations (line 1; line 2) <u>4,873,789</u>	2,909,244
4	(411) Transportation tax accruals (Sec. 36)	
5	*Net revenue, less taxes, from forwarder operations (line 3; line 4) <u>4,873,789</u>	2,909,244
OTHER INCOME		
6	(401) Dividend (other than from affiliates) and interest income	
7	(402) Release of premium on long-term debt	
8	(403) Miscellaneous income	
9	Income from affiliated companies:	
10	Dividends	
11	Equity in undistributed earnings (losses)	0
12	Total other income <u>4,873,789</u>	2,909,244
13	*Total income (line 5; line 11)	
MISCELLANEOUS DEDUCTIONS FROM INCOME		
14	(412) Provision for uncollectible accounts <u>317,400</u>	317,400
15	(413) Miscellaneous tax accruals	
16	(414) Miscellaneous income charges	
17	Total income deductions <u>317,400</u>	317,400
18	*Income from continuing operations before fixed charges (Lines 12, 16) <u>4,556,389</u>	2,591,844
FIXED CHARGES		
19	(420) Interest on long-term debt	
20	(421) Other interest deductions	
21	(422) Amortization of discount on long-term debt	0
22	Total fixed charges	0
23	(423) Unusual or infrequent items <u>4,556,389</u>	2,591,844
24	*Income from continuing operations before income taxes (lines 17, 21, 22) <u>4,556,389</u>	2,591,844
PROVISION FOR INCOME TAXES		
25	(431) Income taxes on income from continuing operations (Sec. 36) <u>44,791</u>	44,791
26	(432) Provision for deferred taxes <u>4,511,598</u>	2,547,053
27	Income (loss) from continuing operations (lines 23-25)	
DISCONTINUED OPERATIONS		
28	(433) Income (loss) from operations of discontinued segments**	
29	(434) Gain (loss) on disposal of discontinued segments**	
30	Total income (loss) from discontinued operations (lines 27, 28)	0
31	*Income before extraordinary items (lines 26, 29) <u>4,511,598</u>	2,547,053
EXTRAORDINARY ITEMS AND ACCOUNTING CHANGES		
32	(435) Extraordinary items-Net Credit (Debit) (p. 20)	
33	(450) Income taxes on extraordinary and prior period items-Debit (Credit) (p. 20)	
34	(451) Provision for deferred taxes-Extraordinary and prior period items	
35	Total extraordinary items	0
36	(452) Cumulative effect of changes in accounting principles**	
37	Total extraordinary items and accounting changes (lines 34, 35)	0
38	*Net income transferred to earned surplus (lines 30, 36) <u>4,511,598</u>	2,547,053
*If a loss or debit, show the amount in parentheses. **Less applicable income taxes of: (433) Income (loss) from operations of discontinued segments (434) Gain (loss) on disposal of discontinued segments (452) Cumulative effect of changes in accounting principles		

33.—INCOME STATEMENT - EXPLANATORY NOTES

1. (a) Indicate method elected by carrier, as provided in the Revenue Act of 1971, to account for the investment tax credit:
 Flow-through ☒ Deferral ☐
- (b) If flow-through method was elected, indicate net decrease (or increase) in tax accrual because of investment tax credit—See explanation below (1) \$ _____
- (c) If deferral method was elected, indicate amount of investment tax credit utilized as reduction of tax liability for current year—\$ _____
- Deduct amount of current year's investment tax credit applied to reduction of tax liability but deferred for accounting purposes—(\$ _____)
- Balance of current year's investment tax credit used to reduce current year's tax accrual—\$ _____
- Add amount of prior years' deferred investment tax credits being amortized and used to reduce current year's tax accrual—\$ _____
- Total decrease in current year's tax accrual resulting from use of investment tax credits—\$ _____
2. An explanation of all items included in accounts 435, "Extraordinary items," and 450, "Income taxes on extraordinary items" should be made in the space below. (See instruction 540.0-4, Uniform System of Accounts for Freight Forwarders.)

34.—OPERATING REVENUES

Show the forwarder operating revenues of the respondent for the year, classified by accounts as follows (omit cents):

Line No.	Account (a)	Amount (b)
	I. TRANSPORTATION REVENUE	
1	501. Forwarder revenue	\$ 84,227,103
	II. TRANSPORTATION PURCHASED—DR.	
2	511. Railroad transportation	
3	512. Motor transportation	
4	513. Water transportation	
5	514. Pick-up, delivery, and transfer service	9,113,517
6	515. Other transportation purchased*	41,169,490
7	Total transportation purchased	50,283,007
8	Revenue from transportation (line 1 minus line 7)	33,944,096
	III. INCIDENTAL REVENUE	
9	521. Storage—Freight	
10	522. Rent revenue	
11	523. Miscellaneous	
12	Total incidental revenues	
13	Total operating revenues (line 8 plus line 12)	33,944,096

*Report separately hereunder, by type of transport (air, express, forwarder, or any other type), the amounts included in Account 515, "Other transportation purchased":

Air Transportation Purchased \$41,169,490

- (1) The tax liability of WTC Air Freight is allocated on the basis of consolidated regulation 1.1552-1 (1) (i), consequently the company share in the investment tax credit of the consolidated group and not in its own investment tax credit.

35.—OPERATING EXPENSES

Show the forwarder operating expenses of the respondent for the year, classified by accounts as follows (omit cents).

Line No.	Account (a)	Amount (b)
1	601. General office salaries	\$ 2,555,843
2	602. Traffic department salaries	3,425,700
3	603. Law department salaries	
4	604. Station salaries and wages*	11,351,357
5	605. Loading and unloading by others	
6	606. Operating rents	973,198
7	607. Traveling and other personal expense	1,141,768
8	608. Communications	1,093,054
9	609. Postage	84,753
10	610. Stationery and office supplies	394,871
11	611. Tariffs	152,427
12	612. Loss and damage—Freight	445,533
13	613. Advertising	144,187
14	614. Heat, light, and water	254,524
15	615. Maintenance	654,332
16	616. Depreciation and amortization	295,564
17	617. Insurance	820,256
18	618. Payroll taxes (Sec. 36)	1,167,769
19	619. Commissions and brokerage	220,387
20	620. Vehicle operation (Sec. 36)	
21	621. Law expenses	148,256
22	622. Depreciation adjustment	
23	630. Other expenses	3,746,528
24	Total operating expenses	29,070,307

*Includes debits totaling \$_____ for the pay of employees engaged in handling freight over platforms.

36.—TAXES

Give particulars called for with respect to taxes and licenses accrued to accounts (411) and (431) in Section 33, and accounts (618) and (620) in Section 35.

Line No.	Kind of tax (a)	(411) Transportation tax accruals (b)	(431) Income taxes on income from continuing operations (c)	(618) Payroll taxes (d)	(620) Vehicle operation (e)	Total (f)
1	Social security taxes	\$	\$	1,167,769	\$	\$1,167,769
2	Real estate and personal property taxes					
3	Gasoline, other fuel and oil taxes					
4	Vehicle licenses and registration fees					
5	Corporation taxes					
6	Capital stock taxes					
7	Federal excise taxes					
8	Federal excess profits taxes					
9	Federal income taxes		44,791			44,791
10	State income taxes					
	Other taxes (describe):					
11	(a)					
12	(b)					
13	(c)					
14	(d)					
15	(e)		44,791	1,167,769		1,212,560
16	Total					

37. Give particulars as called for with respect to motor vehicles owned outright and held under purchase obligations at the close of the year:

Line No.	Vehicle		Book value included in account (140) of sec. 16 (c)	Accrued depreciation included in account (149) of sec. 16 (d)
	Make, kind and capacity (a)	Number of (b)		
1	Trucks/Trailers	9/20	\$ 98,140	\$ 56,171
2				
3				
4				
5				
6				
7				
8	Total	29	98,140	56,171

38. Give the particulars as called for concerning the respondent's employees and their compensation for the year. The data on number of employees shall be based on the number of employees on the payroll at close of pay period containing the 12th day of the months specified. If operations were interrupted during such period due to strikes, fires, floods, etc., the data should be reported for the nearest representative payroll period. Enter the total number of employees in each class on the payrolls covered by this report who worked full or part time or received pay for any part of the period reported.

Line No.	Class	Number of employees on payroll at close of the pay period containing the 12th day of				Total compensation during year
		February	May	August	November	
	General office employees:					\$
1	Officers	3	3	3	3	139,917
2	Clerks and attendants	80	84	82	98	2,415,926
3	Total	83	87	85	101	2,555,843
	Traffic department employees:					
4	Officers					
5	Managers	16	19	21	18	580,369
6	Solicitors	135	153	163	165	2,674,046
7	Clerks and attendants	10	12	12	10	171,285
8	Total	161	184	196	193	3,425,700
	Law department employees:					
9	Officers					
10	Solicitors					
11	Attorneys					
12	Clerks and attendants					
13	Total					
	Station and warehouse employees:					
14	Superintendents	23	31	33	33	1,190,892
15	Foremen	19	23	21	22	454,576
16	Clerks and attendants	203	219	245	267	2,100,003
17	Laborers	310	326	400	411	7,605,886
18	Total	555	599	699	733	11,351,357
	All other employees (specify):					
19						
20						
21						
22						
23	Total					
24	Grand total	799	870	980	1027	17,332,900

Length of payroll period: (Check one) ☐ one week; ☐ two weeks; ☐ other (specify): _____

39. Give the various statistical items called for concerning the forwarders' operations of the respondent during the year. State tons of 2,000 pounds.

Line No.	Item (a)	Number (b)
		69,364
1	Tons of freight received from shippers	782,586
2	Number of shipments received from shippers	

40.—COMPENSATION OF OFFICERS, DIRECTORS, ETC.

Give the name, position, salary, and other compensation, such as bonus, commission, gift, reward, or fee, of each of the five persons named in Section 5, item (b) and (c) of this report to whom the respondent paid the largest amount during the year covered by this report as compensation for current or past service over and above necessary expenses incurred in discharge of duties and in addition, all other officers, directors, pensioners or employees, if any, to whom the respondent similarly paid \$40,000 or more. If more convenient, this schedule may be filled out for a group of companies considered as one system and shown only in the report of the principal company in the system, with references thereto in the reports of the other companies. Any large "Other compensation" should be explained in a footnote. If an officer, director, etc., receives compensation from another transportation company (whether a subsidiary or not), reference to this fact should be made if his aggregate compensation amounts to \$40,000 or more, and the details as to division of the salary should be stated. By salary column (c) is meant the annual rate at which an employee is paid, rather than the amount actually paid. If salary of an individual was changed during the year, show salary before each change as well as at close of year.

Line No.	Name of person (a)	Title (b)	Salary per annum as of close of year (see instructions) (c)	Other compensation during the year (d)
			\$ -	\$
1	Harry M. Baker	Director		
2	Barry N. Brenno	President	70,000	
3	John T. Hennessy	Sr. Vice Pres Admin	44,000	
4	Thomas J. Delaney	Executive Vice Pres	60,000	
5	Earl F. Mayer	Director	-	
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41.—COMPETITIVE BIDDING — CLAYTON ANTITRUST ACT

Section 10 of the Clayton Antitrust Act (15 U.S.C. 20) states that "no common carrier engaged in commerce shall have any dealings in securities, supplies or other articles of commerce, or shall make or have any contracts for construction or maintenance of any kind, to the amount of more than \$50,000, in the aggregate, in any one year, with another corporation, firm, partnership or association when the said common carrier shall have upon its board of directors or as its president, manager or as its purchasing or selling officer, or agent in the particular transaction, any person who is at the same time a director, manager, or purchasing or selling officer of, or who has any substantial interest in, such other corporation, firm, partnership or association, unless and except such purchases shall be made from, or such

dealings shall be made with, the bidder whose bid is the most favorable to such common carrier, to be ascertained by competitive bidding under regulations to be prescribed by rule or otherwise by the Interstate Commerce Commission." The specification for competitive bids is found in the Code of Federal Regulations, Part 1010-Competitive Bids through Part 1010.7 - Carriers Subject to the Interstate Commerce Act.

In column (g), identify the company awarded the bid by including company name and address, name and title of respondent officers, directors, selling officer, purchasing officer and/or general manager that has an affiliation with the seller.

Line No.	Nature of bid (a)	Date Published (b)	Contract number (c)	No. of bidders (d)	Method of awarding bid (e)	Date filed with the Commission (f)	Company awarded bid (g)
1	N/A						
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Schedule 42.—SUMMARY OF FREIGHT LOSS AND DAMAGE CLAIMS

This schedule was adopted by the Commission in No. 35345 (Sub-No. 2) July 1, 1977

Approved by GAO Effective 12-23-77

Exclude from this schedule the revenues and claims incurred in connection with freight forwarder services and shipments which have a prior or subsequent movement by air. Line 1 should show all freight forwarder revenue in Account 501. Line 2 should show the number of claims paid during the year for robbery, theft and pilferage, and other shortages as defined below:

Robbery - Failure to deliver all or part of a shipment as the result of stealing, including hijacking, with the use of force or threat of force against a person or persons. Claims for physical damage to freight in the same or other shipments resulting from robbery should be reported under Robbery.

Theft and Pilferage - Failure to deliver all or part of a shipment as the result of known stealing, or under circumstances indicating the probable cause was stealing, without use of force or threat of force against a person or persons, when it is known the freight was in the carrier's custody.

Claims for physical damage to freight in the same or other shipments resulting directly from theft or pilferage should be reported under Theft and Pilferage.

Other Shortage - Failure to deliver all or part of a shipment for unknown reasons. This includes the unexplained disappearance of all or part of a shipment for reasons other than robbery or theft and pilferage as defined above.

Line 3 should show the number of all other claims paid in full or in part during the year not reported on line 2.

Line 4 should include the *net* dollar amount of claims paid during the year. This includes claims paid in full or paid in part, less amounts recovered from underlying carriers, salvage, insurance, and claim refund cancellations.

Line 5 should show the ratio in percentage form (two decimal places).

Line	Item	
1	Freight revenue (Account 501) _____	\$ 84,227,103
2	Number of theft related claims paid _____	28,754
3	Number of other claims paid _____	416,779
4	Net dollars paid (See instructions) _____	\$ 445,533
5	Claims expense/revenue ratio (line 4 ÷ 1) _____	.5 %

NOTES AND REMARKS

None

Name, title, telephone number and address of the person to be contacted concerning this report

NAME E.S. Govett TITLE Vice President - Controller
TELEPHONE NUMBER 213 373-0411
(Area code) (Tel. phone number)
OFFICE ADDRESS 23740 Hawthorne Blvd., Torrance, California 90505
(Street and number) (City, State, and ZIP Code)

OATH

(To be made by the officer having control of the accounting of the respondent)

STATE OF California)

COUNTY OF Los Angeles) ss:

E. Scott Govett

makes oath and says that he is

Vice President-Controller

(Insert here the official title of the affiant)

of WTC AIR FREIGHT

(Insert here the exact legal title or name of the respondent)

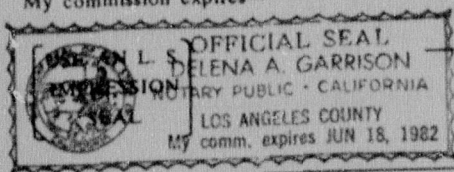
that it is his duty to have supervision over the books of account of the respondent and to control the manner in which such books are kept; that he has carefully examined the said report and to the best of his knowledge and belief the entries contained in the said report have, so far as they relate to matters of account, been accurately taken from the said books of account and are in exact accordance therewith; that he believes that all other statements of fact contained in the said report are true, and that the said reports is a correct and complete statement of the business and affairs of the above-named respondent during the period of the time from and including January 1, 1979, to and including December 31, 1979

(Signature of affiant)

Subscribed and sworn to before me, a Notary Public, in and for the State and County above named,

this 8th day of June, 1979

My commission expires June 18, 1982



(Signature of officer authorized to administer oaths)