

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, 2015  
Commission File No. 000-22490



**FORWARD AIR CORPORATION**

(Exact name of registrant as specified in its charter)

**Tennessee**  
(State or other jurisdiction of incorporation)  
**430 Airport Road**  
**Greenville, Tennessee**  
(Address of principal executive offices)

**62-1120025**  
(I.R.S. Employer Identification No.)  
**37745**  
(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  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).

Yes  No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. See definition of "large accelerated filer", "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer  Accelerated filer  Non-accelerated filer  Smaller reporting company

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

Yes  No

The number of shares outstanding of the registrant's common stock, \$0.01 par value, as of July 20, 2015 was 31,036,841.

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## Part I. Financial Information

### Item 1. Financial Statements (Unaudited).

**Forward Air Corporation**  
**Condensed Consolidated Balance Sheets**  
**(Dollars in thousands, except share and per share amounts)**  
**(Unaudited)**

	<u>June 30,</u> <u>2015</u>	<u>December 31,</u> <u>2014</u>
<b>Assets</b>		
Current assets:		
Cash	\$ 42,531	\$ 41,429
Accounts receivable, less allowance of \$2,881 in 2015 and \$2,563 in 2014	122,356	95,326
Other current assets	28,455	13,200
Total current assets	<u>193,342</u>	<u>149,955</u>
Property and equipment	317,835	305,188
Less accumulated depreciation and amortization	144,638	132,699
Total property and equipment, net	<u>173,197</u>	<u>172,489</u>
Goodwill and other acquired intangibles:		
Goodwill	206,530	144,412
Other acquired intangibles, net of accumulated amortization of \$45,750 in 2015 and \$40,307 in 2014	133,262	72,705
Total net goodwill and other acquired intangibles	<u>339,792</u>	<u>217,117</u>
Other assets	3,029	2,244
Total assets	<u>\$ 709,360</u>	<u>\$ 541,805</u>
<b>Liabilities and Shareholders' Equity</b>		
Current liabilities:		
Accounts payable	\$ 27,616	\$ 20,572
Accrued expenses	33,191	22,583
Current portion of debt and capital lease obligations	55,906	276
Total current liabilities	<u>116,713</u>	<u>43,431</u>
Long-term debt and capital lease obligations, less current portion	56,926	1,275
Other long-term liabilities	13,511	8,356
Deferred income taxes	33,726	25,180
Shareholders' equity:		
Preferred stock	—	—
Common stock, \$0.01 par value: Authorized shares - 50,000,000, Issued and outstanding shares - 30,830,832 in 2015 and 30,255,182 in 2014	308	303
Additional paid-in capital	150,812	130,107
Retained earnings	337,364	333,153
Total shareholders' equity	<u>488,484</u>	<u>463,563</u>
Total liabilities and shareholders' equity	<u>\$ 709,360</u>	<u>\$ 541,805</u>

*The accompanying notes are an integral part of the financial statements.*

**Forward Air Corporation**  
**Condensed Consolidated Statements of Comprehensive Income**  
(In thousands, except per share data)  
(Unaudited)

	Three months ended		Six months ended	
	June 30, 2015	June 30, 2014	June 30, 2015	June 30, 2014
<b>Operating revenue</b>	\$ 249,694	\$ 193,852	\$ 455,612	\$ 365,420
<b>Operating expenses:</b>				
Purchased transportation	107,482	82,834	196,819	156,385
Salaries, wages and employee benefits	61,886	44,391	115,789	85,813
Operating leases	18,277	8,165	34,033	16,516
Depreciation and amortization	9,519	7,751	18,202	14,764
Insurance and claims	6,240	3,104	11,371	7,231
Fuel expense	4,188	5,172	8,208	9,977
Other operating expenses	22,194	14,840	43,033	30,868
Total operating expenses	229,786	166,257	427,455	321,554
Income from operations	19,908	27,595	28,157	43,866
<b>Other income (expense):</b>				
Interest expense	(570)	(101)	(934)	(183)
Other, net	(89)	112	(138)	198
Total other income (expense)	(659)	11	(1,072)	15
Income before income taxes	19,249	27,606	27,085	43,881
Income taxes	7,425	10,428	10,425	16,502
Net income and comprehensive income	\$ 11,824	\$ 17,178	\$ 16,660	\$ 27,379
<b>Net income per share:</b>				
Basic	\$ 0.38	\$ 0.56	\$ 0.54	\$ 0.89
Diluted	\$ 0.38	\$ 0.55	\$ 0.53	\$ 0.87
<b>Dividends per share:</b>	\$ 0.12	\$ 0.12	\$ 0.24	\$ 0.24

*The accompanying notes are an integral part of the financial statements.*

**Forward Air Corporation**  
**Condensed Consolidated Statements of Cash Flows**  
(In thousands)  
(Unaudited)

	<b>Six months ended</b>	
	<b>June 30, 2015</b>	<b>June 30, 2014</b>
<b>Operating activities:</b>		
Net income	\$ 16,660	\$ 27,379
Adjustments to reconcile net income to net cash provided by operating activities		
Depreciation and amortization	18,202	14,764
Share-based compensation	3,676	3,329
Gain on disposal of property and equipment	(33)	(112)
Provision for loss (recovery) on receivables	83	(85)
Provision for revenue adjustments	1,842	1,250
Deferred income (benefit) tax	(498)	1,573
Excess tax benefit for stock options exercised	(2,365)	(907)
Changes in operating assets and liabilities		
Accounts receivable	(4,887)	(12,727)
Prepaid expenses and other current assets	(3,210)	(2,429)
Accounts payable and accrued expenses	(10,908)	7,180
Net cash provided by operating activities	18,562	39,215
<b>Investing activities:</b>		
Proceeds from disposal of property and equipment	623	462
Purchases of property and equipment	(11,962)	(33,420)
Acquisition of business, net of cash acquired	(62,375)	(82,997)
Other	(68)	(194)
Net cash used in investing activities	(73,782)	(116,149)
<b>Financing activities:</b>		
Proceeds from term loan	125,000	—
Payments of debt and capital lease obligations	(73,263)	(9,578)
Proceeds from exercise of stock options	11,351	11,580
Payments of cash dividends	(7,433)	(7,479)
Repurchase of common stock (repurchase program)	—	(19,985)
Common stock issued under employee stock purchase plan	228	148
Cash settlement of share-based awards for minimum tax withholdings	(1,926)	(1,083)
Excess tax benefit for stock options exercised	2,365	907
Net cash provided by (used in) financing activities	56,322	(25,490)
Net increase (decrease) in cash	1,102	(102,424)
Cash at beginning of period	41,429	127,367
Cash at end of period	\$ 42,531	\$ 24,943

*The accompanying notes are an integral part of the financial statements.*

**Forward Air Corporation**  
**Notes to Condensed Consolidated Financial Statements**  
**(In thousands, except share and per share data)**  
**(Unaudited)**  
**June 30, 2015**

**1. Basis of Presentation**

Forward Air Corporation's ("the Company") services can be classified into three principal reporting segments: Forward Air, Forward Air Solutions ("FASI") and Total Quality, Inc. ("TQI").

Through the Forward Air segment, the Company provide time-definite transportation and related logistics services to the North American deferred air freight market and its activities can be classified into three categories of service: airport-to-airport, logistics, and other. Forward Air's airport-to-airport service operates a comprehensive national network for the time-definite surface transportation of expedited ground freight. The airport-to-airport service offers customers local pick-up and delivery and scheduled surface transportation of cargo as a cost effective, reliable alternative to air transportation. Forward Air's logistics services provide expedited truckload brokerage, intermodal drayage and dedicated fleet services. Forward Air's other services include shipment consolidation and deconsolidation, warehousing, customs brokerage, and other handling. The Forward Air segment primarily provides its transportation services through a network of terminals located at or near airports in the United States and Canada.

FASI provides pool distribution services throughout the Mid-Atlantic, Southeast, Midwest and Southwest continental United States. Pool distribution involves managing high-frequency handling and distribution of time-sensitive product to numerous destinations in specific geographic regions. FASI's primary customers for this service are regional and nationwide distributors and retailers, such as mall, strip mall and outlet based retail chains.

TQI is a provider of maximum security and temperature-controlled logistics services, primarily truckload services, to the life sciences sector (pharmaceutical and biotechnology products). In addition to core pharmaceutical services and other cold chain services, TQI provides truckload and less-than-truckload brokerage transportation services.

The accompanying unaudited condensed consolidated financial statements have been prepared in accordance with United States 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 notes required by United States 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. The Company's operating results are subject to seasonal trends when measured on a quarterly basis; therefore operating results for the three and six months ended June 30, 2015 are not necessarily indicative of the results that may be expected for the year ending December 31, 2015. For further information, refer to the consolidated financial statements and notes thereto included in the Forward Air Corporation Annual Report on Form 10-K for the year ended December 31, 2014.

The accompanying unaudited condensed consolidated financial statements of the Company include Forward Air Corporation and its subsidiaries. All intercompany accounts and transactions have been eliminated in consolidation.

**2. Recent Accounting Pronouncements**

In May 2014, the FASB issued guidance on revenue from contracts with customers that will supersede most current revenue recognition guidance, including industry-specific guidance. The underlying principle is that an entity will recognize revenue to depict the transfer of goods or services to customers at an amount that the entity expects to be entitled to in exchange for those goods or services. The guidance provides a five-step analysis of transactions to determine when and how revenue is recognized. Other major provisions include capitalization of certain contract costs, consideration of time value of money in the transaction price, and allowing estimates of variable consideration to be recognized before contingencies are resolved in certain circumstances. The guidance also requires enhanced disclosures regarding the nature, amount, timing and uncertainty of revenue and cash flows arising from an entity's contracts with customers. The guidance is effective for the interim and annual periods beginning on or after December 15, 2017 (early adoption is permitted for interim and annual periods beginning on or after December 15, 2016). The guidance permits the use of either a retrospective or cumulative effect transition method. The Company has not yet selected a transition method and is currently evaluating the impact of the amended guidance on our consolidated financial position, results of operations and related disclosures.

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**3. Acquisitions and Goodwill**

*Acquisition of Towne*

On March 9, 2015, the Company acquired CLP Towne Inc. ("Towne") pursuant to the Agreement and Plan of Merger (the "Merger Agreement") resulting in Towne becoming an indirect, wholly-owned subsidiary of the Company. For the acquisition of Towne, the Company paid \$62,375 in net cash and assumed \$59,544 in debt and capital leases. With the exception of assumed capital leases, the assumed debt was immediately paid in full after funding of the acquisition. Of the total aggregate cash consideration paid, \$16,500 was placed into an escrow account, with \$2,000 of such amount being available to settle any shortfall in Towne's net working capital and with \$14,500 of such amount being available for a period of time to settle certain possible claims against Towne's common stockholders for indemnification. To the extent the escrow fund is insufficient, certain equity holders have agreed to indemnify Forward Air, subject to certain limitations set forth in the Merger Agreement, as a result of inaccuracies in or breaches of certain of Towne's representations, warranties, covenants and agreements and other matters. Forward Air financed the Merger Agreement with a \$125,000 2 year term loan available under the senior credit facility discussed in note 5.

Towne is a full-service trucking provider offering time-sensitive less-than-truckload shipping, full truckload service, an extensive cartage network, container freight stations and dedicated trucking. Towne's airport-to-airport network provides scheduled deliveries to 61 service points. A fleet of approximately 525 independent contractor tractors provides the line-haul between those service points. The acquisition of Towne provides the Forward Air segment with opportunities to expand its service points and service offerings, such as pick up and delivery services. Additional benefits of the acquisition include increased linehaul network shipping density and a significant increase to our owner operator fleet, both of which are key to the profitability of Forward Air.

Towne had 2014 revenue of approximately \$230,000. The assets, liabilities, and operating results of Towne have been included in the Company's consolidated financial statements from the date of acquisition and have been assigned to the Forward Air reportable segment. As the operations of Towne were fully integrated into the existing Forward Air network and operations, the Company is not able to provide the revenue and operating results from Towne included in our consolidated revenue and results since the date of acquisition.

Effective with the acquisition of Towne, the Company immediately entered into a restructuring plan to remove duplicate costs, primarily in the form of, but not limited to salaries, wages and benefits and facility leases. As a result of these plans, during the six months ended June 30, 2015 the Company recognized expense and recorded liabilities of \$2,456 and \$8,717 for severance obligations and remaining net payments on vacated, duplicate facilities, respectively. The expenses associated with the severance obligations and vacated, duplicate facilities were recognized in the salaries, wages and benefits and operating lease line items, respectively. The Company also incurred expense of \$7,504 for various other integration and transaction related costs which are largely included in other operating expenses.

*Acquisition of CST*

On February 2, 2014, the Company acquired all of the outstanding capital stock of Central States Trucking Co. and Central States Logistics, Inc. (collectively referred to as "CST"). Pursuant to the terms of the Agreement and concurrently with the execution of the Agreement, the Company acquired all of the outstanding capital stock of CST in exchange for \$82,997 in net cash and \$11,215 in assumed debt. With the exception of capital leases, the assumed debt was immediately paid in full after funding of the acquisition. The acquisition and settlement of the assumed debt were funded using the Company's cash on hand. Under the purchase agreement, \$10,000 of the purchase price was paid into an escrow account to protect the Company against potential unknown liabilities.

CST provides industry leading container and intermodal drayage services primarily within the Midwest region of the United States. CST also provides dedicated contract and Container Freight Station ("CFS") warehouse and handling services. The acquisition of CST provides the Company with a scalable platform for which to enter the intermodal drayage space and thereby continuing to expand and diversify the Company's service offerings.

As part of our strategy to scale CST's operations, in September 2014, CST acquired certain assets of Recob Great Lakes Express, Inc. ("RGL") for \$1,350 and in November 2014, acquired Multi-Modal Trucking, Inc. and Multi-Modal Services, Inc. (together referred to as "MMT") for approximately \$5,825 in cash and \$1,000 in available earn out. The MMT earn out is based on acquired

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**Notes to Condensed Consolidated Financial Statements**  
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operations exceeding 2015 earnings goals, and the earn out was fully accrued as of June 30, 2015. The acquisition of RGL and MMT's assets provided an opportunity for CST to expand into additional Midwest markets.

The Company incurred total transaction costs related to the acquisitions of approximately \$900, which were expensed during the three months ended March 31, 2014, in accordance with U.S. GAAP. These transaction costs were primarily included in "Other operating expenses" in the consolidated statements of comprehensive income.

The assets, liabilities, and operating results of CST, RGL and MMT ("CST acquisitions") have been included in the Company's consolidated financial statements from the dates of acquisition and have been assigned to the Forward Air reportable segment. The results of CST, RGL and MMT operations reflected in the Company's consolidated statements of comprehensive income for the three and six months ended June 30, 2014 from the date of acquisition (February 2, 2014) are as follows (in thousands, except per share data):

	<b>Three months ended</b>	<b>February 2, 2014</b>
	<b>June 30, 2014</b>	<b>to June 30, 2014</b>
Operating revenue	\$ 18,072	\$ 28,875
Income from operations	2,284	2,286
Net income	1,388	1,381
<b>Net income per share</b>		
Basic	\$ 0.04	\$ 0.04
Diluted	\$ 0.04	\$ 0.04



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*Allocations of Purchase Prices*

The following table presents the allocations of the Towne, CST, RGL and MMT purchase prices to the assets acquired and liabilities assumed based on their estimated fair values and resulting residual goodwill (in thousands):

	Towne	CST	RGL & MMT
	March 9, 2015	February 2, 2014	September & November 2014
<b>Tangible assets:</b>			
Accounts receivable	\$ 24,068	\$ 9,339	\$ —
Prepaid expenses and other current assets	2,916	101	—
Property and equipment	2,095	2,132	287
Other assets	614	35	—
Deferred income taxes	2,159	—	—
<b>Total tangible assets</b>	<b>31,852</b>	<b>11,607</b>	<b>287</b>
<b>Intangible assets:</b>			
Non-compete agreements	—	930	92
Trade name	—	500	—
Customer relationships	66,000	36,000	3,590
Goodwill	62,118	51,710	4,206
<b>Total intangible assets</b>	<b>128,118</b>	<b>89,140</b>	<b>7,888</b>
<b>Total assets acquired</b>	<b>159,970</b>	<b>100,747</b>	<b>8,175</b>
<b>Liabilities assumed:</b>			
Current liabilities	27,311	6,535	1,000
Other liabilities	3,847	—	—
Debt and capital lease obligations	59,544	11,215	—
Deferred income taxes	6,893	—	—
<b>Total liabilities assumed</b>	<b>97,595</b>	<b>17,750</b>	<b>1,000</b>
<b>Net assets acquired</b>	<b>\$ 62,375</b>	<b>\$ 82,997</b>	<b>\$ 7,175</b>

The above purchase price allocation for Towne is preliminary as the Company is still in the process of finalizing the valuation of the acquired assets and liabilities assumed. The above estimated fair values of assets acquired and liabilities assumed for Towne are based on the information that was available as of the acquisition dates through the date of this filing. The acquired definite-lived intangible assets have the following useful lives:

	Useful Lives		
	Towne	CST	RGL
Customer relationships	20 years	15 years	15 years
Non-compete agreements	-	5 years	5 years
Trade name	-	2 years	-

The fair value of the non-compete agreements and customer relationships assets were estimated using an income approach (level 3). Under this method, an intangible asset's fair value is equal to the present value of the incremental after-tax cash flows (excess earnings) attributable solely to the intangible asset over its remaining useful life. To calculate fair value, the Company used cash flows discounted at rates considered appropriate given the inherent risks associated with each type of asset. The Company believes that the level and timing of cash flows appropriately reflect market participant assumptions. The fair value of the acquired trade

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name was estimated using an income approach, specifically known as the relief from royalty method. The relief from royalty method is based on a hypothetical royalty stream that would be paid if the Company did not own the applicable names and had to license the trade names. The Company derived the hypothetical royalty income from the projected revenues of CST. Cash flows were assumed to extend through the remaining economic useful life of each class of intangible asset.

*Pro forma*

The following unaudited pro forma information presents a summary of the Company's consolidated results of operations as if the acquisitions occurred as of January 1, 2014 (in thousands, except per share data).

	Three months ended		Six months ended	
	June 30, 2015	June 30, 2014	June 30, 2015	June 30, 2014
Operating revenue	\$ 249,694	\$ 252,109	\$ 489,839	\$ 483,473
Income from operations	19,908	25,897	25,850	37,426
Net income	11,824	15,869	14,181	22,854
<b>Net income per share</b>				
Basic	\$ 0.38	\$ 0.51	\$ 0.46	\$ 0.74
Diluted	\$ 0.38	\$ 0.51	\$ 0.46	\$ 0.73

The unaudited pro forma consolidated results for the three and six month periods are based on the historical financial information of Towne and CST. The unaudited pro forma consolidated results incorporate historical financial information since January 1, 2014. The historical financial information has been adjusted to give effect to pro forma adjustments that are: (i) directly attributable to the acquisition, (ii) factually supportable and (iii) expected to have a continuing impact on the combined results. The unaudited pro forma consolidated results are not necessarily indicative of what the Company's consolidated results of operations actually would have been had it completed these acquisitions on January 1, 2014.

*Goodwill*

The following is a summary of the changes in goodwill for the six months ended June 30, 2015. Approximately \$99,248 of goodwill, not including the goodwill acquired with the Towne acquisition, is deductible for tax purposes.

	Forward Air		FASI		TQI		Total
	Accumulated		Accumulated		Accumulated		Net
	Goodwill	Impairment	Goodwill	Impairment	Goodwill	Impairment	
Beginning balance, December 31, 2014	\$ 93,842	\$ —	\$ 12,359	\$ (6,953)	\$ 45,164	\$ —	\$ 144,412
Towne acquisition	62,118	—	—	—	—	—	62,118
Ending balance, June 30, 2015	\$ 155,960	\$ —	\$ 12,359	\$ (6,953)	\$ 45,164	\$ —	\$ 206,530

The Company conducted its annual impairment assessments and tests of goodwill for each reporting unit as of June 30, 2015 and no impairment charges were required. The first step of the goodwill impairment test is the Company assesses qualitative factors to determine whether it is more likely than not that the fair value of a reporting unit is less than the reporting unit's carrying amount, including goodwill. When performing the qualitative assessment, the Company considers the impact of factors including, but not limited to, macroeconomic and industry conditions, overall financial performance of each reporting unit, litigation and new legislation. If based on the qualitative assessments, the Company believes it more likely than not that the fair value of a reporting unit is less than the reporting unit's carrying amount, or periodically as deemed appropriate by management, the Company will prepare an estimation of the respective reporting unit's fair value utilizing a quantitative approach. If a quantitative fair value estimation is required, the Company calculates the fair value of the applicable reportable units, using a combination of discounted projected cash flows and market valuations for comparable companies as of the valuation date. The Company's inputs into the fair value calculations for goodwill are classified within level 3 of the fair value hierarchy as defined in the FASB Accounting Standards Codification and the Hierarchy of Generally Accepted Accounting Principles ("the FASB Codification"). If this estimation of fair value indicates that impairment potentially exists, the Company will then measure the amount of the impairment,

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if any. Goodwill impairment exists when the calculated implied fair value of goodwill is less than its carrying value. Changes in strategy or market conditions could significantly impact these fair value estimates and require adjustments to recorded asset balances.

#### 4. Share-Based Payments

The Company's general practice has been to make a single annual grant of share-based compensation to key employees and to make other employee grants only in connection with new employment or promotions. Forms of share-based compensation granted to employees by the Company include stock options, non-vested shares of common stock ("non-vested share"), and performance shares. The Company also typically makes a single annual grant of non-vested shares to non-employee directors in conjunction with the annual election of non-employee directors to the Board of Directors. Share-based compensation is based on the grant date fair value of the instrument and is recognized, net of estimated forfeitures, ratably over the requisite service period, or vesting period. The Company estimates forfeitures based upon historical experience. All share-based compensation expense is recognized in salaries, wages and employee benefits.

##### *Employee Activity - Stock Options*

Stock option grants to employees generally expire seven years from the grant date and typically vest ratably over a three-year period. The Company used the Black-Scholes option-pricing model to estimate the grant-date fair value of options granted. The weighted-average fair value of options granted and assumptions used to calculate their fair value during the three and six months ended June 30, 2015 and 2014 were as follows:

	Three months ended	
	June 30, 2015	June 30, 2014
Expected dividend yield	—%	1.2%
Expected stock price volatility	—%	31.6%
Weighted average risk-free interest rate	—%	1.5%
Expected life of options (years)	0.0	4.5
Weighted average grant date fair value	\$ —	\$ 11

	Six months ended	
	June 30, 2015	June 30, 2014
Expected dividend yield	1.0%	1.2%
Expected stock price volatility	33.9%	38.8%
Weighted average risk-free interest rate	1.6%	1.6%
Expected life of options (years)	6.1	5.3
Weighted average grant date fair value	\$ 16	\$ 14

**Forward Air Corporation**  
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The following tables summarize the Company's employee stock option activity and related information:

<b>Three months ended June 30, 2015</b>				
	<b>Options (000)</b>	<b>Weighted- Average Exercise Price</b>	<b>Aggregate Intrinsic Value (000)</b>	<b>Weighted- Average Remaining Contractual Term</b>
Outstanding at March 31, 2015	950	\$ 30		
Granted	—	—		
Exercised	(48)	25		
Forfeited	—	—		
Outstanding at June 30, 2015	902	\$ 31	\$ 19,747	2.9
Exercisable at June 30, 2015	712	\$ 27	\$ 18,363	2.1

	<b>Three months ended</b>	
	<b>June 30, 2015</b>	<b>June 30, 2014</b>
Shared-based compensation for options	\$ 342	\$ 331
Tax benefit for option compensation	\$ 132	\$ 126
Unrecognized compensation cost for options, net of estimated forfeitures	\$ 2,266	\$ 2,314

<b>Six months ended June 30, 2015</b>				
	<b>Options (000)</b>	<b>Weighted- Average Exercise Price</b>	<b>Aggregate Intrinsic Value (000)</b>	<b>Weighted- Average Remaining Contractual Term</b>
Outstanding at December 31, 2014	1,363	\$ 28		
Granted	82	51		
Exercised	(529)	27		
Forfeited	(14)	29		
Outstanding at June 30, 2015	902	\$ 31	\$ 19,747	2.9
Exercisable at June 30, 2015	712	\$ 27	\$ 18,363	2.1

	<b>Six months ended</b>	
	<b>June 30, 2015</b>	<b>June 30, 2014</b>
Shared-based compensation for options	\$ 678	\$ 646
Tax benefit for option compensation	\$ 261	\$ 246
Unrecognized compensation cost for options, net of estimated forfeitures	\$ 2,266	\$ 2,314

**Forward Air Corporation**  
**Notes to Condensed Consolidated Financial Statements**  
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(Unaudited)  
**June 30, 2015**

*Employee Activity - Non-vested Shares*

Non-vested share grants to employees vest ratably over a three-year period. The non-vested shares' fair values were estimated using closing market prices on the day of grant. The following tables summarize the Company's employee non-vested share activity and related information:

	<b>Three months ended June 30, 2015</b>		
	<b>Non-vested Shares (000)</b>	<b>Weighted- Average Grant Date Fair Value</b>	<b>Aggregate Grant Date Fair Value (000)</b>
Outstanding and non-vested at March 31, 2015	197	\$ 46	
Granted	—	—	
Vested	—	—	
Forfeited	(3)	46	
Outstanding and non-vested at June 30, 2015	194	\$ 46	\$ 8,872

	<b>Three months ended</b>	
	<b>June 30, 2015</b>	<b>June 30, 2014</b>
Shared-based compensation for non-vested shares	\$ 1,022	\$ 895
Tax benefit for non-vested share compensation	\$ 393	\$ 341
Unrecognized compensation cost for non-vested shares, net of estimated forfeitures	\$ 7,231	\$ 6,087

	<b>Six months ended June 30, 2015</b>		
	<b>Non-vested Shares (000)</b>	<b>Weighted- Average Grant Date Fair Value</b>	<b>Aggregate Grant Date Fair Value (000)</b>
Outstanding and non-vested at December 31, 2014	190	\$ 40	
Granted	100	51	
Vested	(92)	39	
Forfeited	(4)	44	
Outstanding and non-vested at June 30, 2015	194	\$ 46	\$ 8,872

	<b>Six months ended</b>	
	<b>June 30, 2015</b>	<b>June 30, 2014</b>
Shared-based compensation for non-vested shares	\$ 2,010	\$ 1,820
Tax benefit for non-vested share compensation	\$ 772	\$ 693
Unrecognized compensation cost for non-vested shares, net of estimated forfeitures	\$ 7,231	\$ 6,087

**Forward Air Corporation**  
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*Employee Activity - Performance Shares*

The Company annually grants performance shares to key employees. Under the terms of the performance share agreements, on the third anniversary of the grant date, the Company will issue to the employees a calculated number of common stock shares based on the three year performance of the Company's common stock share price as compared to the share price performance of a selected peer group. No shares may be issued if the Company share price performance outperforms 30% or less of the peer group, but the number of shares issued may be doubled if the Company share price performs better than 90% of the peer group. The fair value of the performance shares was estimated using a Monte Carlo simulation. The weighted average assumptions used in the Monte Carlo calculation were as follows:

	Six months ended	
	June 30, 2015	June 30, 2014
Expected stock price volatility	23.5%	32.5%
Weighted average risk-free interest rate	1.0%	0.7%

The following tables summarize the Company's employee performance share activity, assuming median share awards, and related information:

	Three months ended June 30, 2015		
	Performance Shares (000)	Weighted- Average Grant Date Fair Value	Aggregate Grant Date Fair Value (000)
Outstanding and non-vested at March 31, 2015	77	\$ 52	
Granted	—	—	
Additional shares awarded based on performance	—	—	
Vested	—	—	
Outstanding and non-vested at June 30, 2015	77	\$ 52	\$ 4,016

	Three months ended	
	June 30, 2015	June 30, 2014
Shared-based compensation for performance shares	\$ 333	\$ 272
Tax benefit for performance share compensation	\$ 128	\$ 104
Unrecognized compensation cost for performance shares, net of estimated forfeitures	\$ 2,399	\$ 1,775

**Forward Air Corporation**  
**Notes to Condensed Consolidated Financial Statements**  
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	Six months ended June 30, 2015		
	Performance Shares (000)	Weighted- Average Grant Date Fair Value	Aggregate Grant Date Fair Value (000)
Outstanding and non-vested at December 31, 2014	74	\$ 44	
Granted	27	67	
Additional shares awarded based on performance	—	—	
Vested	(24)	45	
Outstanding and non-vested at June 30, 2015	77	\$ 52	\$ 4,016

	Six months ended	
	June 30, 2015	June 30, 2014
Shared-based compensation for performance shares	\$ 635	\$ 547
Tax benefit for performance share compensation	\$ 244	\$ 209
Unrecognized compensation cost for performance shares, net of estimated forfeitures	\$ 2,399	\$ 1,775

*Employee Activity - Employee Stock Purchase Plan*

Under the 2005 Employee Stock Purchase Plan (the “ESPP”), which has been approved by shareholders, the Company is authorized to issue up to a remaining 398,705 shares of common stock to employees of the Company. These shares may be issued at a price equal to 90% of the lesser of the market value on the first day or the last day of each six-month purchase period. Common stock purchases are paid for through periodic payroll deductions and/or up to two large lump sum contributions. For the six months ended June 30, 2015, participants under the plan purchased 5,087 shares at an average price of \$44.74 per share. For the six months ended June 30, 2014, participants under the plan purchased 3,814 shares at an average price of \$38.88 per share. The weighted-average fair value of each purchase right under the ESPP granted for the six months ended June 30, 2015, which is equal to the discount from the market value of the common stock at the end of each six month purchase period, was \$7.52 per share. The weighted-average fair value of each purchase right under the ESPP granted for the six months ended June 30, 2014, which is equal to the discount from the market value of the common stock at the end of each six month purchase period, was \$8.97 per share. Share-based compensation expense of \$37 and \$35 was recognized during the three and six months ended June 30, 2015 and 2014, respectively.

*Non-employee Director Activity - Non-vested Shares*

Grants of non-vested shares to non-employee directors vest ratably over the elected term to the Board of Directors, or approximately one year. The following tables summarize the Company’s non-employee non-vested share activity and related information:

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	<b>Three months ended June 30, 2015</b>		
	<b>Non-vested Shares (000)</b>	<b>Weighted- Average Grant Date Fair Value</b>	<b>Aggregate Grant Date Fair Value (000)</b>
Outstanding and non-vested at March 31, 2015	15	\$ 44	
Granted	11	52	
Vested	(14)	43	
Outstanding and non-vested at June 30, 2015	12	\$ 52	\$ 650

	<b>Three months ended</b>	
	<b>June 30, 2015</b>	<b>June 30, 2014</b>
Shared-based compensation for non-vested shares	\$ 156	\$ 144
Tax benefit for non-vested share compensation	\$ 60	\$ 55
Unrecognized compensation cost for non-vested shares, net of estimated forfeitures	\$ 541	\$ 515

	<b>Six months ended June 30, 2015</b>		
	<b>Non-vested Shares (000)</b>	<b>Weighted- Average Grant Date Fair Value</b>	<b>Aggregate Grant Date Fair Value (000)</b>
Outstanding and non-vested at December 31, 2014	15	\$ 44	
Granted	11	52	
Vested	(14)	43	
Forfeited	—	—	
Outstanding and non-vested at June 30, 2015	12	\$ 52	\$ 650

	<b>Six months ended</b>	
	<b>June 30, 2015</b>	<b>June 30, 2014</b>
Shared-based compensation for non-vested shares	\$ 316	\$ 281
Tax benefit for non-vested share compensation	\$ 122	\$ 107
Unrecognized compensation cost for non-vested shares, net of estimated forfeitures	\$ 541	\$ 515

**5. Senior Credit Facility**

On February 4, 2015, the Company entered into a five-year senior, unsecured credit facility (the "Facility") with a maximum aggregate principal amount of \$275,000, including a revolving credit facility of \$150,000 and a term loan facility of \$125,000. The revolving credit facility has a sublimit of \$25,000 for letters of credit and a sublimit of \$15,000 for swing line loans. The revolving credit facility is scheduled to expire in February 2020 and may be used to refinance existing indebtedness of the Company and for working capital, capital expenditures and other general corporate purposes. Unless the Company elects otherwise under the credit agreement, interest on borrowings under the Facility are based on the highest of (a) the federal funds rate plus 0.5%, (b) the administrative agent's prime rate and (c) the LIBOR Rate plus 1.0%, in each case plus a margin that can range from 0.1% to 0.6% with respect to the term loan facility and from 0.3% to 0.8% with respect to the revolving credit facility depending on the Company's ratio of consolidated funded indebtedness to earnings as set forth in the credit agreement. The Facility contains financial



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covenants and other covenants that, among other things, restrict the ability of the Company, without the approval of the lenders, to engage in certain mergers, consolidations, asset sales, investments, transactions or to incur liens or indebtedness, as set forth in the credit agreement. As of June 30, 2015, the Company had no borrowings outstanding under the revolving credit facility. At June 30, 2015, the Company had utilized \$13,653 of availability for outstanding letters of credit and had \$136,347 of available borrowing capacity outstanding under the revolving credit facility.

In conjunction with the acquisition of Towne (see note 2), the Company borrowed \$125,000 on the available term loan. The term loan is payable in quarterly installments of 11.1% of the original principal amount of the term loan plus accrued and unpaid interest, and matures in March 2017. The interest rate on the term loan was 1.3% at June 30, 2015.

## 6. Net Income Per Share

The following table sets forth the computation of basic and diluted net income per share:

	Three months ended		Six months ended	
	June 30, 2015	June 30, 2014	June 30, 2015	June 30, 2014
Numerator:				
Net income and comprehensive income	\$ 11,824	\$ 17,178	\$ 16,660	\$ 27,379
Income allocated to participating securities	(79)	—	(111)	—
Numerator for basic and diluted income per share - net income	<u>\$ 11,745</u>	<u>\$ 17,178</u>	<u>\$ 16,549</u>	<u>\$ 27,379</u>
Denominator (in thousands):				
Denominator for basic income per share - weighted-average shares	30,783	30,925	30,726	30,834
Effect of dilutive stock options (in thousands)	291	442	327	481
Effect of dilutive performance shares (in thousands)	30	41	35	49
Denominator for diluted income per share - adjusted weighted-average shares	<u>31,104</u>	<u>31,408</u>	<u>31,088</u>	<u>31,364</u>
Basic net income per share	<u>\$ 0.38</u>	<u>\$ 0.56</u>	<u>\$ 0.54</u>	<u>\$ 0.89</u>
Diluted net income per share	<u>\$ 0.38</u>	<u>\$ 0.55</u>	<u>\$ 0.53</u>	<u>\$ 0.87</u>

The number of instruments that could potentially dilute net income per basic share in the future, but that were not included in the computation of net income per diluted share because to do so would have been anti-dilutive for the periods presented, are as follows:

	June 30, 2015	June 30, 2014
Anti-dilutive stock options (in thousands)	97	182
Anti-dilutive performance shares (in thousands)	21	19
Total anti-dilutive shares (in thousands)	<u>118</u>	<u>201</u>

## 7. Income Taxes

The Company or one of its subsidiaries files income tax returns in the U.S. federal jurisdiction, various states and Canada. With a few exceptions, the Company is no longer subject to U.S. federal, state and local, or Canadian examinations by tax authorities for years before 2010.

For the three and six months ended June 30, 2015 and 2014, the effective income tax rates varied from the statutory federal income tax rate of 35.0%, primarily as a result of the effect of state income taxes, net of the federal benefit, and permanent differences between book and tax net income. The combined federal and state effective tax rate for the six months ended June 30, 2015 was 38.5% compared to a rate of 37.6% for the same period in 2014. The increase in the effective tax rate was primarily due to 2014

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benefiting from a retroactive reinstatement of alternative fuel tax credits for 2012 and higher benefits obtained from disqualified dispositions by employees of previously non-deductible incentive stock options.

**8. Financial Instruments**

*Fair Value of Financial Instruments*

The following methods and assumptions were used by the Company in estimating its fair value disclosures for financial instruments:

Accounts receivable and accounts payable: The carrying amounts reported in the balance sheet for accounts receivable and accounts payable approximate their fair value based on their short-term nature.

The Company's revolving credit facility and term loan bear variable interest rates plus additional basis points based upon covenants related to total indebtedness to earnings. As the term loan bears a variable interest rate, the carrying value approximates fair value. Using interest rate quotes and discounted cash flows, the Company estimated the fair value of its outstanding capital lease obligations as follows:

	<b>June 30, 2015</b>	
	<b>Carrying Value</b>	<b>Fair Value</b>
Capital leases	\$ 1,719	\$ 1,810

The Company's fair value calculations for the above financial instruments are classified within level 3 of the fair value hierarchy.

**9. Shareholders' Equity**

During each quarter of 2014 and the first and second quarter of 2015, the Company's Board of Directors declared a cash dividend of \$0.12 per share of common stock. The Company expects to continue to pay regular quarterly cash dividends, though each subsequent quarterly dividend is subject to review and approval by the Board of Directors

On February 7, 2014, our Board of Directors approved a new stock repurchase authorization for up to two million shares of our common stock. There were no shares repurchased by the Company for the three and six months ended June 30, 2015. During the three and six months ended June 30, 2014, we repurchased 446,986 for \$19,985, or \$44.71 per share. As of June 30, 2015, 1,118,021 shares remain that may be repurchased.

**Forward Air Corporation**  
**Notes to Condensed Consolidated Financial Statements**  
**(In thousands, except share and per share data)**  
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**10. Commitments and Contingencies**

From time to time, the Company is party to ordinary, routine litigation incidental to and arising in the normal course of business. The Company does not believe that any of these pending actions, individually or in the aggregate, will have a material adverse effect on its business, financial condition or results of operations.

The primary claims in the Company's business relate to workers' compensation, property damage, vehicle liability and medical benefits. Most of the Company's insurance coverage provides for self-insurance levels with primary and excess coverage which management believes is sufficient to adequately protect the Company from catastrophic claims. In the opinion of management, adequate provision has been made for all incurred claims up to the self-insured limits, including provision for estimated claims incurred but not reported.

The Company estimates its self-insurance loss exposure by evaluating the merits and circumstances surrounding individual known claims and by performing hindsight and actuarial analysis to determine an estimate of probable losses on claims incurred but not reported. Such losses could be realized immediately as the events underlying the claims have already occurred as of the balance sheet dates.

Because of the uncertainty of the ultimate resolution of outstanding claims, as well as uncertainty regarding claims incurred but not reported, it is possible that management's provision for these losses could change materially in the near term. However, no estimate can currently be made of the range of additional loss that is at least reasonably possible.

**11. Segment Reporting**

The Company operates in three reportable segments based on information available to and used by the chief operating decision maker. Forward Air provides time-definite transportation and logistics services to the deferred air freight market. FASI provides pool distribution services primarily to regional and national distributors and retailers. TQI is a provider of high security and temperature-controlled logistics services, primarily truckload services, to the pharmaceutical and life science industries. The assets, liabilities, and operating results of our most recent acquisitions, Towne and CST, have been assigned to the Forward Air reportable segment.

The accounting policies of the segments are the same as those described in the summary of significant accounting policies disclosed in Note 1 to the Consolidated Financial Statements included in the Company's 2014 Annual Report on Form 10-K. Segment data includes intersegment revenues. Assets and costs of the corporate headquarters are allocated to the segments based on usage. The Company evaluates the performance of its segments based on net income. The Company's business is conducted in the U.S. and Canada.

The following tables summarize segment information about net income and assets used by the chief operating decision maker of the Company in making decisions regarding allocation of assets and resources as of and for the three and six months ended June 30, 2015 and 2014.

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**Three months ended June 30, 2015**

	<b>Forward Air</b>	<b>FASI</b>	<b>TQI</b>	<b>Eliminations</b>	<b>Consolidated</b>
External revenues	\$ 210,529	\$ 27,471	\$ 11,694	\$ —	\$ 249,694
Intersegment revenues	909	213	126	(1,248)	—
Depreciation and amortization	7,030	1,504	985	—	9,519
Share-based compensation expense	1,810	64	16	—	1,890
Interest expense	570	—	—	—	570
Interest income	1	—	—	—	1
Income tax expense	7,000	41	384	—	7,425
Net income	11,171	34	619	—	11,824
Total assets	773,689	45,334	89,930	(199,593)	709,360
Capital expenditures	2,840	2,046	1,847	—	6,733

**Three months ended June 30, 2014**

	<b>Forward Air</b>	<b>FASI</b>	<b>TQI</b>	<b>Eliminations</b>	<b>Consolidated</b>
External revenues	\$ 153,457	\$ 26,798	\$ 13,597	\$ —	\$ 193,852
Intersegment revenues	810	137	84	(1,031)	—
Depreciation and amortization	5,365	1,449	937	—	7,751
Share-based compensation expense	1,613	43	21	—	1,677
Interest expense	129	1	(29)	—	101
Interest income	—	—	—	—	—
Income tax expense	9,613	370	445	—	10,428
Net income	15,587	597	994	—	17,178
Total assets	601,430	41,154	88,286	(198,381)	532,489
Capital expenditures	11,707	874	1,291	—	13,872

**Forward Air Corporation**  
**Notes to Condensed Consolidated Financial Statements**  
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	<b>Six months ended June 30, 2015</b>				
	<b>Forward Air</b>	<b>FASI</b>	<b>TQI</b>	<b>Eliminations</b>	<b>Consolidated</b>
External revenues	\$ 378,180	\$ 54,512	\$ 22,920	\$ —	\$ 455,612
Intersegment revenues	1,962	396	163	(2,521)	—
Depreciation and amortization	13,184	3,086	1,932	—	18,202
Share-based compensation expense	3,551	96	29	—	3,676
Interest expense	934	—	—	—	934
Interest income	2	—	—	—	2
Income tax expense	9,586	120	719	—	10,425
Net income	15,332	171	1,157	—	16,660
Total assets	773,689	45,334	89,930	(199,593)	709,360
Capital expenditures	5,637	2,236	4,089	—	11,962

	<b>Six months ended June 30, 2014</b>				
	<b>Forward Air</b>	<b>FASI</b>	<b>TQI</b>	<b>Eliminations</b>	<b>Consolidated</b>
External revenues	\$ 286,849	\$ 54,019	\$ 24,552	\$ —	\$ 365,420
Intersegment revenues	1,604	238	191	(2,033)	—
Depreciation and amortization	10,307	2,727	1,730	—	14,764
Share-based compensation expense	3,221	81	27	—	3,329
Interest expense	210	2	(29)	—	183
Interest income	7	—	—	—	7
Income tax expense	15,397	348	757	—	16,502
Net income	25,186	595	1,598	—	27,379
Total assets	601,430	41,154	88,286	(198,381)	532,489
Capital expenditures	22,702	4,555	6,163	—	33,420

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

### ***Overview and Executive Summary***

Our operations can be broadly classified into three principal segments: Forward Air, Forward Air Solutions ("FASI") and Total Quality ("TQI").

Through our Forward Air segment, we provide time-definite surface transportation and related logistics services to the North American expedited ground freight market. Our licensed property broker utilizes qualified motor carriers, including our own, and other third-party transportation companies, to offer our customers local pick-up and delivery (Forward Air Complete®) and scheduled surface transportation of cargo as a cost-effective, reliable alternative to air transportation. We transport cargo that must be delivered at a specific time, but is less time-sensitive than traditional air freight. This type of cargo is frequently referred to in the transportation industry as deferred air freight. We operate our Forward Air segment through a network of terminals located on or near airports in 92 cities in the United States and Canada, including a central sorting facility in Columbus, Ohio and 12 regional hubs serving key markets. We also offer our customers an array of logistics and other services including: expedited truckload brokerage ("TLX"); intermodal drayage; dedicated fleets; warehousing; customs brokerage; and shipment consolidation, deconsolidation and handling.

FASI provides pool distribution services throughout the Mid-Atlantic, Southeast, Midwest and Southwest continental United States. Pool distribution involves managing high-frequency handling and distribution of time-sensitive product to numerous destinations in specific geographic regions. Our primary customers for this service are regional and nationwide distributors and retailers, such as mall, strip mall and outlet based retail chains. We service these customers through a network of terminals and service centers located in 29 cities.

TQI is a provider of maximum security and temperature-controlled logistics services, primarily truckload services, to the life sciences sector (pharmaceutical and biotechnology products). In addition to core pharmaceutical services and other cold chain services, TQI provides truckload and less-than-truckload brokerage transportation services.

Our operations, particularly our network of hubs and terminals, represent substantial fixed costs. Consequently, our ability to increase our earnings depends in significant part on our ability to increase the amount of freight and the revenue per pound for the freight shipped through our networks and to grow other lines of businesses, such as TLX, FASI and TQI, which will allow us to maintain revenue growth in challenging shipping environments.

### ***Trends and Developments***

#### ***Acquisition of Towne***

On March 9, 2015, we completed the acquisition of CLP Towne Inc. ("Towne"). Towne is a full-service trucking provider offering time-sensitive less-than-truckload shipping, full truckload service, an extensive cartage network, container freight stations and dedicated trucking. For the acquisition of Towne, we paid \$62.4 million in net cash and assumed \$59.5 million in debt and capital leases. The purchase is subject to an adjustment for working capital. The transaction was funded with proceeds from a \$125 million two year term loan. The assets, liabilities, and operating results of Towne have been included in the Forward Air reportable segment.

#### ***Acquisitions of CST and Related Companies***

On February 2, 2014, we acquired all of the outstanding capital stock of Central States Trucking Co. and Central States Logistics, Inc. (collectively referred to as "CST"). CST provides industry leading container and intermodal drayage services primarily within the Midwest region of the United States. CST also provides dedicated contract and Container Freight Station ("CFS") warehouse and handling services. We acquired all of the outstanding capital stock of CST in exchange for \$83.0 million in net cash and \$11.2 million in assumed debt. With the exception of the assumed capital leases, the assumed debt was immediately paid in full after funding of the acquisition. The acquisition and settlement of the assumed debt were funded using our cash on hand. The assets, liabilities, and operating results of CST have been included in the Forward Air reportable segment.

The acquisition of CST provides us with a scalable platform for which to enter the intermodal drayage space and thereby continuing to expand and diversify our service offerings. As part of our strategy to scale CST's operations, in September 2014, CST acquired certain assets of Recob Great Lakes Express, Inc. ("RGL") for \$1.4 million and in November 2014, acquired Multi-Modal Trucking,

Inc. and Multi-Modal Services, Inc. (together referred to as "MMT") for approximately \$5.8 million. The acquisition of RGL and MMT's assets provided an opportunity for CST to expand into additional midwest markets.

#### *Results from Operations*

During the three months ended June 30, 2015, we experienced a 28.8% increase in our consolidated revenues compared to the three months ended June 30, 2014, but a 27.9% deterioration in our operating income.

Forward Air's revenue increased \$57.1 million, or 37.0%, but operating income decreased 25.4% for the three months ended June 30, 2015, compared to the same period in 2014. The increase of Forward Air revenue was the result of higher airport-to-airport volumes mostly attributable to the acquisition of Towne. The decline in operating income was mostly attributable to integration and deal costs related to the Towne acquisition.

FASI revenue increased \$0.8 million, or 3.0%, while operating results decreased \$0.9 million for the three months ended June 30, 2015, compared to the same period in 2014. The decline in FASI operating income was primarily the result of increases in health insurance costs, cargo claims and salaries related to a new facility opening in the second quarter of 2015.

TQI's revenue decreased \$1.9 million, or 13.9%, and operating income decreased \$0.4 million, or 28.6%, for the three months ended June 30, 2015, compared to the same period in 2014. Operating income as a percentage of revenue decreased to 8.5% for the three months ended June 30, 2015 compared to 10.2% for the three months ended June 30, 2014. The decrease in operating income in total dollars and as a percentage of revenue is attributable to the decrease in revenue and the increase in health insurance costs during the second quarter.

#### *Fuel Surcharge*

Our net fuel surcharge revenue is the result of our fuel surcharge rates, which are set weekly using the national average for diesel price per gallon, and the tonnage transiting our network. During the three months ended June 30, 2015, total net fuel surcharge revenue decreased 21.1% as compared to the same period in 2014. The decrease in net fuel surcharge revenue for the three months ended June 30, 2015 compared to the same periods in 2014 was mostly due to decreased fuel prices offset by increased FAI business volumes mostly due to the acquisition of Towne. Partially offsetting the decline in net fuel surcharge revenue was a 19.2% decline in fuel expense which was also the result of the declining fuel prices.

*Results of Operations*

The following table sets forth our consolidated historical financial data for the three months ended June 30, 2015 and 2014 (in millions):

	Three months ended			
	June 30, 2015	June 30, 2014	Change	Percent Change
Operating revenue	\$ 249.7	\$ 193.9	\$ 55.8	28.8 %
Operating expenses:				
Purchased transportation	107.4	82.8	24.6	29.7
Salaries, wages, and employee benefits	61.9	44.4	17.5	39.4
Operating leases	18.2	8.2	10.0	122.0
Depreciation and amortization	9.5	7.8	1.7	21.8
Insurance and claims	6.3	3.1	3.2	103.2
Fuel expense	4.2	5.2	(1.0)	(19.2)
Other operating expenses	22.3	14.8	7.5	50.7
Total operating expenses	229.8	166.3	63.5	38.2
Income from operations	19.9	27.6	(7.7)	(27.9)
Other expense:				
Interest expense	(0.6)	(0.1)	(0.5)	500.0
Other, net	(0.1)	0.1	(0.2)	(200.0)
Total other expense	(0.7)	—	(0.7)	100.0
Income before income taxes	19.2	27.6	(8.4)	(30.4)
Income taxes	7.4	10.4	(3.0)	(28.8)
Net income	\$ 11.8	\$ 17.2	\$ (5.4)	(31.4)%



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The following table sets forth our historical financial data by segment for the three months ended June 30, 2015 and 2014 (in millions):

	Three months ended					
	June 30, 2015	Percent of Revenue	June 30, 2014	Percent of Revenue	Change	Percent Change
<b>Forward Air</b>						
Operating revenue	\$ 211.4	84.7 %	\$ 154.3	79.6 %	\$ 57.1	37.0 %
Operating expenses:						
Purchased transportation	95.4	45.1	68.6	44.5	26.8	39.1
Salaries, wages, and employee benefits	48.8	23.1	32.9	21.3	15.9	48.3
Operating leases	16.1	8.0	6.2	4.0	9.9	159.7
Depreciation and amortization	7.0	3.3	5.4	3.5	1.6	29.6
Insurance and claims	5.1	2.4	2.4	1.6	2.7	112.5
Fuel expense	2.0	0.9	2.2	1.4	(0.2)	(9.1)
Other operating expenses	18.2	8.6	11.4	7.4	6.8	59.6
Income from operations	\$ 18.8	8.9 %	\$ 25.2	16.3 %	\$ (6.4)	(25.4)%
<b>FASI</b>						
Operating revenue	\$ 27.7	11.1 %	\$ 26.9	13.9 %	\$ 0.8	3.0 %
Operating expenses:						
Purchased transportation	7.5	27.1	7.8	29.0	(0.3)	(3.8)
Salaries, wages, and employee benefits	10.6	38.3	9.3	34.6	1.3	14.0
Operating leases	2.1	7.6	2.0	7.4	0.1	5.0
Depreciation and amortization	1.5	5.4	1.4	5.2	0.1	7.1
Insurance and claims	0.9	3.2	0.5	1.9	0.4	80.0
Fuel expense	1.3	4.7	1.8	6.7	(0.5)	(27.8)
Other operating expenses	3.7	13.3	3.1	11.5	0.6	19.4
Income from operations	\$ 0.1	0.4 %	\$ 1.0	3.7 %	\$ (0.9)	(90.0)%
<b>TQI</b>						
Operating revenue	\$ 11.8	4.7 %	\$ 13.7	7.1 %	\$ (1.9)	(13.9)%
Operating expenses:						
Purchased transportation	5.4	45.8	7.2	52.5	(1.8)	(25.0)
Salaries, wages, and employee benefits	2.5	21.2	2.2	16.1	0.3	13.6
Operating leases	—	—	—	—	—	—
Depreciation and amortization	1.0	8.5	1.0	7.3	—	—
Insurance and claims	0.3	2.5	0.2	1.5	0.1	50.0
Fuel expense	0.9	7.6	1.2	8.8	(0.3)	(25.0)
Other operating expenses	0.7	5.9	0.5	3.6	0.2	40.0
Income from operations	\$ 1.0	8.5 %	\$ 1.4	10.2 %	\$ (0.4)	(28.6)%
<b>Intercompany Eliminations</b>						
Operating revenue	\$ (1.2)	(0.5)%	\$ (1.0)	(0.5)%	\$ (0.2)	20.0 %
Operating expenses:						
Purchased transportation	(0.9)	75.0	(0.8)	80.0	(0.1)	12.5
Other operating expenses	(0.3)	25.0	(0.2)	20.0	(0.1)	50.0
Income from operations	\$ —	— %	\$ —	— %	\$ —	— %
<b>Consolidated</b>						
Operating revenue	\$ 249.7	100.0 %	\$ 193.9	100.0 %	\$ 55.8	28.8 %
Operating expenses:						
Purchased transportation	107.4	43.0	82.8	42.7	24.6	29.7
Salaries, wages, and employee benefits	61.9	24.8	44.4	22.9	17.5	39.4
Operating leases	18.2	7.3	8.2	4.2	10.0	122.0
Depreciation and amortization	9.5	3.8	7.8	4.0	1.7	21.8
Insurance and claims	6.3	2.5	3.1	1.6	3.2	103.2
Fuel expense	4.2	2.0	5.2	2.7	(1.0)	(19.2)
Other operating expenses	22.3	8.9	14.8	7.6	7.5	50.7

Income from operations	\$	19.9	8.0 %	\$	27.6	14.2 %	\$	(7.7)	(27.9)%
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The following table presents the components of the Forward Air segment's operating revenue and purchased transportation for the three months ended June 30, 2015 and 2014 (in millions):

	2015	Percent of Revenue	2014	Percent of Revenue	Change	Percent Change
<b>Operating Revenue</b>						
<b>Forward Air</b>						
Airport-to-airport	\$ 140.9	66.7 %	\$ 108.0	70.0 %	\$ 32.9	30.5 %
Logistics services						
Expedited full truckload - TLX	27.5	13.0	19.2	12.4	8.3	43.2
Intermodal/drayage	21.8	10.3	14.3	9.3	7.5	52.4
Total Logistics services	49.3	23.3	33.5	21.7	15.8	47.2
Other Forward Air services	21.2	10.0	12.8	8.3	8.4	65.6
<b>Forward Air - Total revenue</b>	<b>211.4</b>	<b>84.7</b>	<b>154.3</b>	<b>79.6</b>	<b>57.1</b>	<b>37.0</b>
<b>TQI - Pharmaceutical services</b>	<b>11.8</b>	<b>4.7</b>	<b>13.7</b>	<b>7.1</b>	<b>(1.9)</b>	<b>(13.9)</b>
<b>Forward Air Solutions - Pool distribution</b>	<b>27.7</b>	<b>11.1</b>	<b>26.9</b>	<b>13.9</b>	<b>0.8</b>	<b>3.0</b>
<b>Intersegment eliminations</b>	<b>(1.2)</b>	<b>(0.5)</b>	<b>(1.0)</b>	<b>(0.6)</b>	<b>(0.2)</b>	<b>20.0</b>
<b>Consolidated operating revenue</b>	<b>\$ 249.7</b>	<b>100.0 %</b>	<b>\$ 193.9</b>	<b>100.0 %</b>	<b>\$ 55.8</b>	<b>28.8 %</b>
<b>Purchased Transportation</b>						
<b>Forward Air</b>						
Airport-to-airport	\$ 61.1	43.4 %	\$ 44.8	41.5 %	\$ 16.3	36.4 %
Logistics services						
Expedited full truckload - TLX	19.6	71.3	14.7	76.6	4.9	33.3
Intermodal/drayage	8.3	38.1	6.1	42.7	2.2	36.1
Total Logistics services	27.9	56.6	20.8	62.1	7.1	34.1
Other Forward Air services	6.4	30.2	3.0	23.4	3.4	113.3
<b>Forward Air - Total purchased transportation</b>	<b>95.4</b>	<b>45.1</b>	<b>68.6</b>	<b>44.5</b>	<b>26.8</b>	<b>39.1</b>
<b>TQI - Pharmaceutical services</b>	<b>5.4</b>	<b>45.8</b>	<b>7.2</b>	<b>52.5</b>	<b>(1.8)</b>	<b>(25.0)</b>
<b>Forward Air Solutions - Pool distribution</b>	<b>7.5</b>	<b>27.1</b>	<b>7.8</b>	<b>29.0</b>	<b>(0.3)</b>	<b>(3.8)</b>
<b>Intersegment eliminations</b>	<b>(0.9)</b>	<b>75.0</b>	<b>(0.8)</b>	<b>80.0</b>	<b>(0.1)</b>	<b>12.5</b>
<b>Consolidated purchased transportation</b>	<b>\$ 107.4</b>	<b>43.0 %</b>	<b>\$ 82.8</b>	<b>42.7 %</b>	<b>\$ 24.6</b>	<b>29.7 %</b>

### *Three Months Ended June 30, 2015 compared to Three Months Ended June 30, 2014*

#### **Revenues**

Operating revenue increased by \$55.8 million, or 28.8%, to \$249.7 million for the three months ended June 30, 2015 from \$193.9 million in the same period of 2014.

#### *Forward Air*

Forward Air operating revenue increased \$57.1 million, or 37.0%, to \$211.4 million from \$154.3 million, accounting for 84.7% of consolidated operating revenue for the three months ended June 30, 2015 compared to 79.6% for the same period in 2014. Airport-to-airport revenue, which is the largest component of our consolidated operating revenue, increased \$32.9 million,

or 30.5%, to \$140.9 million from \$108.0 million, accounting for 66.7% of the segment's operating revenue during the three months ended June 30, 2015 compared to 70.0% during the three months ended June 30, 2014. The increase is partially attributable to a 37.4% increase in tonnage offset by a 1.7% decrease in our base revenue per pound, excluding net fuel surcharge revenue and Complete revenue. This accounted for \$29.5 million of the increase in airport-to-airport revenue. The decrease in average base revenue per pound was attributable to the acquisition of Towne, as Towne's base revenue per pound was notably lower than our legacy Forward Air base revenue per pound. The general rate increase initiated at the beginning of February 2015 helped partially mitigate Towne's impact on base revenue per pound. The remaining increase in airport-to-airport revenue is the result of increased revenue from our Complete pick-up and delivery service offset by a decrease in net fuel surcharge revenue. Complete revenue increased \$5.2 million, or 35.2%, during the three months ended June 30, 2015 compared to the same period of 2014. The increase in Complete revenue was attributable to improved shipping volumes in our airport-to-airport network acquisition and a 33.0% increase in the attachment rate of Complete activity to linehaul shipments, both of which were largely attributable to the Towne acquisition. Compared to the same period in 2014, net fuel surcharge revenue decreased largely due to the decline in fuel prices. These decreases were partially offset by increases related to the acquisition of Towne for a net decrease of \$1.8 million during the three months ended June 30, 2015.

Logistics revenue, which is TLX and our intermodal drayage services, increased \$15.8 million, or 47.2%, to \$49.3 million in the second quarter of 2015 from \$33.5 million in the same period of 2014. The increase in logistics revenue was partially attributable to a \$7.5 million increase in intermodal drayage revenue. The intermodal drayage increase was due to 2015 including CST's acquisitions made in the third and fourth quarter of 2014. TLX revenue also increased \$8.3 million and 43.2% during the three months ended June 30, 2015, compared to the same period in 2014 driven by a 14.8% increase in TLX's average revenue per mile and a 25.3% increase in miles driven to support TLX revenue. TLX's revenue per mile increased on a shift in business mix that provided a higher revenue per mile due to the required use of more expensive third party transportation providers. The increase in miles was partially due to business obtained with the Towne acquisition.

Other revenue, which includes warehousing services and terminal handling, accounted for the final component of Forward Air operating revenue. Other revenue increased \$8.4 million, or 65.6%, to \$21.2 million in the second quarter of 2015 from \$12.8 million in the same period of 2014. The increase in Forward Air other revenue was mainly attributable to \$7.4 million of other revenue obtained with the acquisition of Towne and \$1.0 million increase in local delivery work, warehousing and handling revenues associated with CST's acquisitions made in the third and fourth quarter of 2014.

#### *FASI*

FASI operating revenue increased \$0.8 million, or 3.0%, to \$27.7 million for the three months ended June 30, 2015 from \$26.9 million for the same period in 2014. The increase was attributable to current year rate increases net of a reduction in dedicated linehaul business provided to a customer.

#### *TQI*

TQI operating revenue decreased \$1.9 million, or 13.9%, to \$11.8 million for the three months ended June 30, 2015 from \$13.7 million for the same period in 2014. The decrease in operating revenue was attributable to decreased shipping activity from pharmaceutical and life science customers as well as TQI's brokerage transportation services. The decrease in pharmaceuticals was driven by a distribution awarded and executed in the second quarter of 2014 that did not reoccur in the second quarter of 2015.

#### *Intercompany Eliminations*

Intercompany eliminations increased \$0.2 million, or 20.0%, to \$1.2 million in the second quarter of 2015 from \$1.0 million in the same period of 2014. The intercompany eliminations are the result of truckload, airport-to-airport, and handling services provided between our segments for the three months ended June 30, 2015 and 2014.

#### ***Purchased Transportation***

Purchased transportation increased by \$24.6 million, or 29.7%, to \$107.4 million in the second quarter of 2015 from \$82.8 million in the same period of 2014. As a percentage of total operating revenue, purchased transportation was 43.0% during the three months ended June 30, 2015 compared to 42.7% for the same period of 2014.

*Forward Air*

Forward Air's purchased transportation increased by \$ 26.8 million, or 39.1%, to \$95.4 million for the three months ended June 30, 2015 from \$68.6 million for the three months ended June 30, 2014. As a percentage of segment operating revenue, Forward Air purchased transportation was 45.1% during the three months ended June 30, 2015 compared to 44.5% for the same period in 2014.

Purchased transportation costs for our airport-to-airport network increased \$16.3 million, or 36.4%, to \$61.1 million for the three months ended June 30, 2015 from \$44.8 million for the three months ended June 30, 2014. For the three months ended June 30, 2015, purchased transportation for our airport-to-airport network increased to 43.4% of airport-to-airport revenue from 41.5% for the same period in 2014. The \$16.3 million increase is mostly attributable to a 27.1% increase in miles driven by our network of owner-operators or third party transportation providers and a 6.2% increase in the cost per mile paid to our network of owner-operators or third party transportation providers. The higher miles increased purchased transportation by \$9.4 million while the higher cost per mile increased purchased transportation by \$2.8 million. The increase in miles was attributable to the increase in revenue activity discussed previously. The increase in airport to airport cost per mile was attributable to a rate increase awarded to our network of owner-operators at the beginning of the first quarter of 2015 and higher rates charged by third party transportation providers. The remaining \$4.1 million increase in airport-to-airport purchased transportation was attributable to increased third party transportation costs associated with the higher Complete revenue discussed above.

Purchased transportation costs for our logistics revenue increased \$7.1 million, or 34.1%, to \$27.9 million for the three months ended June 30, 2015 from \$20.8 million for the three months ended June 30, 2014. For the three months ended June 30, 2015, logistics' purchased transportation costs represented 56.6% of logistics revenue compared to 62.1% for the same period in 2014. The increase in logistics' purchased transportation in total dollars was mostly attributable to a \$2.2 million increase in intermodal drayage purchased transportation due to 2015 including CST's acquisitions made in the third and fourth quarter of 2014. TLX purchased transportation also increased \$4.9 million and 33.3%. The increase in TLX purchased transportation was attributable to a 6.7% increase in cost per mile during the three months ended June 30, 2015 compared to the same period in 2014 and a 25.3% increase in miles driven during the three months ended June 30, 2015 compared to the same period of 2014. The changes in TLX miles driven and cost per mile were attributable to a shift in customer mix that resulted in the increased use of more expensive third party transportation providers and the Towne acquisition. The decline in logistics' purchased transportation as a percentage of revenue was attributable to CST utilizing more Company-employed drivers and less owner-operators and third party transportation providers than our legacy Forward Air operations and improved margin on TLX business acquired from Towne.

Purchased transportation costs related to our other revenue increased \$3.4 million, or 113.3%, to \$6.4 million for the three months ended June 30, 2015 from \$3.0 million for the three months ended June 30, 2014. Other purchased transportation costs as a percentage of other revenue increased to 30.2% of other revenue for the three months ended June 30, 2015 from 23.4% for the same period in 2014. The increase as a percentage of the associated revenue was primarily due to dedicated pick up and delivery activity associated with the Towne acquisition.

*FASI*

FASI purchased transportation decreased \$0.3 million, or 3.8%, to \$7.5 million for the three months ended June 30, 2015 from \$7.8 million for the three months ended June 30, 2014. FASI purchased transportation as a percentage of revenue was 27.1% for the three months ended June 30, 2015 compared to 29.0% for the three months ended June 30, 2014. The improvement in FASI purchased transportation as a percentage of revenue was attributable to improved revenue quality due to customer rate increases initiated in the first quarter of 2015 and reduced usage of more costly third party transportation providers due to the reduction of dedicated linehaul business. FASI grew its agent station revenue as well, which has handling costs that would not contribute to purchased transportation.

*TQI*

TQI purchased transportation decreased \$1.8 million, or 25.0%, to \$5.4 million for the three months ended June 30, 2015 from \$7.2 million for the three months ended June 30, 2014. TQI purchased transportation as a percentage of revenue was 45.8% for the three months ended June 30, 2015 compared to 52.5% for the same period of 2014. The decrease in percentage of revenue was due to an decreased utilization of more expensive third party transportation providers in favor of company drivers and owner operators.

### *Intercompany Eliminations*

Intercompany eliminations increased \$0.1 million, or 12.5%, to \$0.9 million for the three months ended June 30, 2015 from 0.8 million for the same period in 2014. The intercompany eliminations are the result of truckload, airport-to-airport, and handling services provided between our segments for the three months ended June 30, 2015 and 2014.

### *Salaries, Wages, and Benefits*

Salaries, wages and employee benefits increased by \$17.5 million, or 39.4%, to \$61.9 million in the second quarter of 2015 from \$44.4 million in the same period of 2014. As a percentage of total operating revenue, salaries, wages and employee benefits was 24.8% during the three months ended June 30, 2015 compared to 22.9% for the same period in 2014.

#### *Forward Air*

Salaries, wages and employee benefits of Forward Air increased by \$ 15.9 million, or 48.3%, to \$48.8 million in the second quarter of 2014 from \$32.9 million in the same period of 2014. Salaries, wages and employee benefits were 23.1% of Forward Air's operating revenue in the second quarter of 2015 compared to 21.3% for the same period of 2014. The increase in salaries, wages and employee benefits in total dollars and as a percentage of revenue was partially attributable to \$1.7 million of salaries, wages and employee benefits from CST's acquisitions made in the third and fourth quarter of 2014. CST salaries, wages and employee benefits are higher as a percentage of revenue than our legacy Forward Air operations due to higher utilization of Company-employed drivers. Severance and incentives related to the acquisition of Towne accounted for an additional increase of \$0.5 million. Another \$1.5 million was due to incentive and share based compensation increases to previously existing Forward Air employees. Further, approximately \$12.2 million of the remaining increase was attributable to the Towne acquisition and the higher shipment volumes discussed previously and 2015 wage increases for previously existing Forward Air employees.

#### *FASI*

FASI salaries, wages and employee benefits increased \$1.3 million, or 14.0%, to \$10.6 million for the three months ended June 30, 2015 compared to \$9.3 million for the three months ended June 30, 2014. As a percentage of FASI operating revenue, salaries, wages and benefits increased to 38.3% for the three months ended June 30, 2015 compared to 34.6% for the same period in 2014. The \$1.3 million increase is partly due to a \$0.6 million increase in dock and driver pay to handle the shift in business discussed above. New administrative hires and 2015 pay increases accounted for a \$0.3 million increase from the same period in 2014. The remaining increase of \$0.4 million was due to higher health insurance costs.

#### *TQI*

TQI salaries, wages and employee benefits increased \$0.3 million, or 13.6%, to \$2.5 million for the three months ended June 30, 2015 compared to \$2.2 million for the three months ended June 30, 2014. As a percentage of TQI operating revenue, salaries, wages and benefits increased to 21.2% for the three months ended June 30, 2015 compared to 16.1% for the same period in 2014. Higher utilization of Company-employed drivers and higher health insurance costs each accounted for a \$0.2 million increase, or \$0.4 million total, for the three months ended June 30, 2015 compared to the same period in 2014. Company-employed driver utilization increased in conjunction with new tractors purchased during the first quarter of 2015. Partially offsetting these increases is a \$0.1 million decrease in administrative wages. The increase in company driver pay corresponds with the decrease in purchased transportation, as TQI utilized company drivers instead of more costly third party carriers.

### *Operating Leases*

Operating leases increased \$10.0 million, or 122.0%, to \$18.2 million for the three months ended June 30, 2015 from \$8.2 million for the same period in 2014. Operating leases, the largest component of which is facility rent, were 7.3% of consolidated operating revenue for the three months ended June 30, 2015 compared with 4.2% in the same period of 2014.

#### *Forward Air*

Operating leases increased \$9.9 million to \$16.1 million for the three months ended June 30, 2015 from \$6.2 million for the same period in 2014. Operating leases were 8.0% of Forward Air operating revenue for the three months ended June 30, 2015 compared to 4.0% for the same period in 2014. Following the acquisition of Towne, \$4.9 million was incurred primarily for reserves on vacated duplicate facilities. The remaining increase is due to \$1.7 million in additional facility lease expenses and a \$1.4 million

increase in truck, trailer and equipment rentals and leases, all primarily as a result of the Towne acquisition. Facility and equipment leases associated with CST's acquisitions made in the third and fourth quarter of 2014 accounted for the final \$1.9 million of the increase in operating leases.

*FASI*

Operating leases increased \$0.1 million, or 5.0%, to \$2.1 million for the three months ended June 30, 2015 from \$2.0 million for the same period in 2014. Operating leases were 7.6% of FASI operating revenue for the three months ended June 30, 2015 compared with 7.4% in the same period of 2014. Operating leases increased due to \$0.1 million of additional truck rentals largely to provide capacity at a new facility.

*TQI*

TQI incurred less than \$0.1 million for operating leases for the three months ended June 30, 2015 and 2014 as the only on-going lease activity was for the TQI corporate headquarters.

***Depreciation and Amortization***

Depreciation and amortization increased \$1.7 million, or 21.8%, to \$9.5 million for the three months ended June 30, 2015 from \$7.8 million for the same period in 2014. Depreciation and amortization was 3.8% of consolidated operating revenue for the three months ended June 30, 2015 compared with 4.0% for the same period in 2014.

*Forward Air*

Depreciation and amortization increased \$1.6 million, or 29.6%, to \$7.0 million in the second quarter of 2015 from \$5.4 million in the same period of 2014. Depreciation and amortization expense as a percentage of Forward Air operating revenue was 3.3% in the second quarter of 2015 compared to 3.5% in the same period of 2014. Towne amortization on acquired intangibles of \$0.7 million and CST amortization on acquired intangibles of \$0.1 million accounted for \$0.8 million of the increase in depreciation and amortization. The remaining increase was primarily the result of new trailers, tractors and forklifts purchased in 2014.

*FASI*

FASI depreciation and amortization increased \$0.1 million, or 7.1%, to \$1.5 million for the three months ended June 30, 2015 from \$1.4 million for the same period of 2014. Depreciation and amortization expense as a percentage of FASI operating revenue was 5.4% in the second quarter of 2015 compared to 5.2% in the same period of 2014. The increase in FASI depreciation in total dollars is attributable conveyors and conveyor improvements purchased since the second quarter of 2014.

*TQI*

TQI depreciation and amortization was \$1.0 million for the three months ended June 30, 2015 and 2014. Depreciation and amortization expense as a percentage of TQI operating revenue was 8.5% in the second quarter of 2015 compared to 7.3% in the same period of 2014. The increase in depreciation and amortization as a percentage of revenue was attributable to the decrease in revenue discussed previously.

***Insurance and Claims***

Insurance and claims expense increased \$3.2 million, or 103.2%, to \$6.3 million for the three months ended June 30, 2015 from \$3.1 million for the three months ended June 30, 2014. Insurance and claims were 2.5% of consolidated operating revenue for the three months ended June 30, 2015 compared to 1.6% for the same period of 2014.

*Forward Air*

Forward Air insurance and claims expense increased \$2.7 million, or 112.5%, to \$5.1 million for the three months ended June 30, 2015 from \$2.4 million for the three months ended June 30, 2014. Insurance and claims were 2.4% of operating revenue for the three months ended June 30, 2015 compared to 1.6% for the same period of 2014. Approximately \$0.3 million of the increase was attributable to insurance and claims associated with CST's acquisitions made in the third and fourth quarter of 2014. Forward Air costs also increased approximately \$2.4 million mostly due to a \$1.9 million increase in vehicle claims costs largely resulting

from our bi-annual actuary analysis of our vehicle claims. The remaining increase is attributable to a \$0.4 million increase in vehicle accident damage repairs and a \$0.1 million increase in cargo claims and related legal and professional fees.

*FASI*

FASI insurance and claims expense increased \$0.4 million, or 80.0%, to \$0.9 million for the three months ended June 30, 2015 from \$0.5 million for the three months ended June 30, 2014. FASI insurance and claims were 3.2% of operating revenue for the three months ended June 30, 2015 compared with 1.9% for the same period in 2014. The increase in FASI insurance and claims in total dollars was attributable to a \$0.3 million increase in cargo claims and a \$0.1 increase in vehicle insurance premiums.

*TQI*

TQI insurance and claims increased \$0.1 million, or 50.0%, to \$0.3 million for the three months ended June 30, 2015 from \$0.2 million for the three months ended June 30, 2014. Insurance and claims expense as a percentage of TQI operating revenue was 2.5% in the second quarter of 2015 compared to 1.5% for the same period in 2014. TQI insurance and claims increased \$0.1 million due to increased vehicle insurance premiums.

***Fuel Expense***

Fuel expense decreased \$1.0 million, or 19.2%, to \$4.2 million in the second quarter of 2015 from \$5.2 million in the same period of 2014. Fuel expense was 2.0% of consolidated operating revenue for the three months ended June 30, 2015 compared with 2.7% for the same period in 2014.

*Forward Air*

Fuel expense decreased \$0.2 million, or 9.1%, to \$2.0 million in the second quarter of 2015 from \$2.2 million for the same period in 2014. Fuel expense was 0.9% of Forward Air operating revenue in the second quarter of 2015 compared with 1.4% in the same period of 2014. The decrease in fuel expense was attributable to a decrease in fuel price per gallon compared to the same period in 2014. The decrease in fuel was partly offset by the impact of the Towne acquisition.

*FASI*

FASI fuel expense decreased \$0.5 million, or 27.8%, to \$1.3 million for the second quarter of 2015 from \$1.8 million in the same period of 2014. Fuel expenses were 4.7% of FASI operating revenue in the second quarter of 2015 compared to 6.7% in the second quarter of 2014. FASI fuel expenses decreased due to a decline in year-over-year fuel prices.

*TQI*

TQI fuel expense decreased \$0.3 million, or 25.0%, to \$0.9 million for the second quarter of 2015 from \$1.2 million for the same period of 2014. Fuel expense as a percentage of TQI operating revenue was 7.6% in the second quarter of 2015 compared to 8.8% in the same period of 2014. The decrease was attributable to a decline in year-over-year fuel prices.

***Other Operating Expenses***

Other operating expenses increased \$7.5 million, or 50.7%, to \$22.3 million in the second quarter of 2015 from \$14.8 million in the same period of 2014. Other operating expenses were 8.9% of consolidated operating revenue for the three months ended June 30, 2015 compared with 7.6% in the same period of 2014.

*Forward Air*

Other operating expenses increased \$6.8 million, or 59.6%, to \$18.2 million during the three months ended June 30, 2015 from \$11.4 million in the same period of 2014. Other operating expenses were 8.6% of Forward Air operating revenue in the second quarter of 2015 compared to 7.4% in the same period of 2014. Approximately \$1.4 million of the increase was attributable to other operating expenses associated with CST's acquisitions made in the third and fourth quarter of 2014. Also, included in the increase was \$1.0 million of transaction and integration related costs incurred for the acquisition of Towne. The remaining increase was attributable to variable costs, such as vehicle maintenance and dock and terminal supplies, which increased in conjunction with the volume increases related to the Towne acquisition discussed previously.



*FASI*

FASI other operating expenses increased \$0.6 million, or 19.4%, to \$3.7 million for the three months ended June 30, 2015 compared to \$3.1 million for the same period of 2014. FASI other operating expenses for the second quarter of 2015 were 13.3% compared to 11.5% for the same period of 2014. FASI's increase as a percent of revenue was partly due to agent station costs which increased due to a shift in customer shipping destinations to our agent station locations. Other variable costs such as vehicle and dock maintenance costs and travel expenses made up the remaining decrease, some of which were attributable to the opening of a new facility.

*TQI*

TQI other operating expenses increased \$0.2 million, or 40.0%, to \$0.7 million for the three months ended June 30, 2015 from \$0.5 million for the same period of 2014. Other operating expenses as a percentage of TQI operating revenue was 5.9% in the second quarter of 2015 compared to 3.6% in the same period of 2014. The increase in TQI other operating expenses in total dollars was attributable to 2014 including a reduction of accrued penalties associated with a settlement of state tax issues in which the penalties required to be paid were less than the amounts previously accrued.

*Intercompany Eliminations*

Intercompany eliminations increased to \$0.3 million for the second quarter of 2015 from \$0.2 million for the same period in 2014. These intercompany eliminations are the result of handling services our segments provided each other during the three months ended June 30, 2015 and 2014.

***Income from Operations***

Income from operations decreased by \$7.7 million, or 27.9%, to \$19.9 million for the second quarter of 2015 compared to \$27.6 million in the same period of 2014. Income from operations was 8.0% of consolidated operating revenue for the three months ended June 30, 2015 compared with 14.2% in the same period of 2014.

*Forward Air*

Income from operations decreased by \$6.4 million, or 25.4%, to \$18.8 million for the second quarter of 2015 compared with \$25.2 million for the same period in 2014. Income from operations as a percentage of Forward Air operating revenue was 8.9% for the three months ended June 30, 2015 compared with 16.3% in the same period of 2014. The deterioration in income from operations was mostly due to \$6.9 million of Towne transaction and integration costs and Towne driven increases in salaries, wages and benefits, operating leases and other operating expenses. The deterioration was partially offset by additional operating income attributable to CST's acquisitions made in the third and fourth quarter of 2014.

*FASI*

FASI's Income from operations decreased by \$0.9 million, or 90.0%, to \$0.1 million for the second quarter of 2015 compared with \$1.0 million for the same period in 2014. Income from operations as a percentage of FASI operating revenue was 0.4% for the three months ended June 30, 2015 compared to 3.7% in the same period of 2014. The decline in FASI operating income was primarily the result of increases in health insurance costs and cargo claims as well as costs related to a new facility opening in the second quarter of 2015.

*TQI*

Income from operations decreased \$0.4 million, or 28.6%, to \$1.0 million for the second quarter of 2015 compared to \$1.4 million for the second quarter of 2014. Income from operations as a percentage of TQI's operating revenue was 8.5% for the three months ended June 30, 2015 compared with 10.2% in the same period of 2014. Deterioration in income from operations as percentage of revenue was mainly attributable to increased health insurance costs and the reduction of expenses in 2014 related to a settlement of state tax issues.

***Interest Expense***

Interest expense was \$0.6 million for the three months ended June 30, 2015 compared to \$0.1 million for the same period of 2014. Increase in interest expense was attributable to interest costs related to the financing of the Towne acquisition.

***Other, net***

Other, net expenses were \$0.1 million for the three months ended June 30, 2015 compared to other income of \$0.1 million for June 30, 2014. Other, net primarily represents unrealized gains and losses on trading securities held.

***Income Taxes***

The combined federal and state effective tax rate for the second quarter of 2015 was 38.6% compared to a rate of 37.8% for the same period in 2014. The increase in our effective tax rate was primarily due to large non-deductible Towne acquisition costs incurred in 2015. The prior year quarter also benefited from the settlement of certain TQI related state tax matters and the amounts required to be paid being approximately \$0.1 million less than what was previously reserved.

***Net Income***

As a result of the foregoing factors, net income decreased by \$5.4 million, or 31.4%, to \$11.8 million for the second quarter of 2015 compared to \$17.2 million for the same period in 2014.

*Results of Operations*

The following table sets forth our consolidated historical financial data for the six months ended June 30, 2015 and 2014 (in millions):

	Six months ended			
	June 30, 2015	June 30, 2014	Change	Percent Change
Operating revenue	\$ 455.6	\$ 365.4	\$ 90.2	24.7 %
Operating expenses:				
Purchased transportation	196.8	156.4	40.4	25.8
Salaries, wages, and employee benefits	115.8	85.8	30.0	35.0
Operating leases	34.1	16.5	17.6	106.7
Depreciation and amortization	18.2	14.7	3.5	23.8
Insurance and claims	11.3	7.2	4.1	56.9
Fuel expense	8.3	10.0	(1.7)	(17.0)
Other operating expenses	42.9	30.9	12.0	38.8
Total operating expenses	427.4	321.5	105.9	32.9
Income from operations	28.2	43.9	(15.7)	(35.8)
Other expense:				
Interest expense	(0.9)	(0.2)	(0.7)	350.0
Other, net	(0.2)	0.2	(0.4)	(200.0)
Total other expense	(1.1)	—	(1.1)	(100.0)
Income before income taxes	27.1	43.9	(16.8)	(38.3)
Income taxes	10.4	16.5	(6.1)	(37.0)
Net income	\$ 16.7	\$ 27.4	\$ (10.7)	(39.1)%

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The following table sets forth our historical financial data by segment for the six months ended June 30, 2015 and 2014 (in millions):

	Six months ended					
	June 30, 2015	Percent of Revenue	June 30, 2014	Percent of Revenue	Change	Percent Change
<b>Forward Air</b>						
Operating revenue	\$ 380.1	83.4 %	\$ 288.4	78.9 %	\$ 91.7	31.8 %
Operating expenses:						
Purchased transportation	172.5	45.4	129.4	44.9	43.1	33.3
Salaries, wages, and employee benefits	90.3	23.8	63.0	21.8	27.3	43.3
Operating leases	29.8	7.8	12.0	4.2	17.8	148.3
Depreciation and amortization	13.2	3.5	10.3	3.6	2.9	28.2
Insurance and claims	9.1	2.4	5.5	1.9	3.6	65.5
Fuel expense	3.9	1.0	4.1	1.4	(0.2)	(4.9)
Other operating expenses	35.3	9.3	23.5	8.1	11.8	50.2
Income from operations	\$ 26.0	6.8 %	\$ 40.6	14.1 %	\$ (14.6)	(36.0)%
<b>FASI</b>						
Operating revenue	\$ 54.9	12.1 %	\$ 54.3	14.9 %	\$ 0.6	1.1 %
Operating expenses:						
Purchased transportation	15.0	27.3	15.9	29.3	(0.9)	(5.7)
Salaries, wages, and employee benefits	20.7	37.7	18.7	34.4	2.0	10.7
Operating leases	4.2	7.7	4.5	8.3	(0.3)	(6.7)
Depreciation and amortization	3.1	5.6	2.7	5.0	0.4	14.8
Insurance and claims	1.8	3.3	1.3	2.4	0.5	38.5
Fuel expense	2.6	4.7	3.5	6.5	(0.9)	(25.7)
Other operating expenses	7.2	13.1	6.7	12.3	0.5	7.5
Income from operations	\$ 0.3	0.6 %	\$ 1.0	1.8 %	\$ (0.7)	(70.0)%
<b>TQI</b>						
Operating revenue	\$ 23.1	5.1 %	\$ 24.7	6.8 %	\$ (1.6)	(6.5)%
Operating expenses:						
Purchased transportation	11.1	48.1	12.7	51.4	(1.6)	(12.6)
Salaries, wages, and employee benefits	4.8	20.8	4.1	16.6	0.7	17.1
Operating leases	0.1	0.4	—	—	0.1	—
Depreciation and amortization	1.9	8.2	1.7	6.9	0.2	11.8
Insurance and claims	0.4	1.7	0.4	1.6	—	—
Fuel expense	1.8	7.8	2.4	9.7	(0.6)	(25.0)
Other operating expenses	1.1	4.8	1.1	4.5	—	—
Income from operations	\$ 1.9	8.2 %	\$ 2.3	9.3 %	\$ (0.4)	(17.4)%
<b>Intercompany Eliminations</b>						
Operating revenue	\$ (2.5)	(0.6)%	\$ (2.0)	(0.6)%	\$ (0.5)	25.0 %
Operating expenses:						
Purchased transportation	(1.8)	72.0	(1.6)	80.0	(0.2)	12.5
Other operating expenses	(0.7)	28.0	(0.4)	20.0	(0.3)	75.0
Income from operations	\$ —	— %	\$ —	— %	\$ —	— %
<b>Consolidated</b>						
Operating revenue	\$ 455.6	100.0 %	\$ 365.4	100.0 %	\$ 90.2	24.7 %
Operating expenses:						
Purchased transportation	196.8	43.2	156.4	42.8	40.4	25.8
Salaries, wages, and employee benefits	115.8	25.4	85.8	23.5	30.0	35.0
Operating leases	34.1	7.5	16.5	4.5	17.6	106.7
Depreciation and amortization	18.2	4.0	14.7	4.0	3.5	23.8
Insurance and claims	11.3	2.5	7.2	2.0	4.1	56.9
Fuel expense	8.3	2.0	10.0	2.7	(1.7)	(17.0)
Other operating expenses	42.9	9.4	30.9	8.5	12.0	38.8

Income from operations	\$	28.2	6.2 %	\$	43.9	12.0 %	\$	(15.7)	(35.8)%
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The following table presents the components of the Forward Air segment's operating revenue and purchased transportation for the six months ended June 30, 2015 and 2014 (in millions):

	June 30, 2015	Percent of Revenue	June 30, 2014	Percent of Revenue	Change	Percent Change
<b>Operating Revenue</b>						
<b>Forward Air</b>						
Airport-to-airport	\$ 254.2	66.9 %	\$ 205.7	71.3 %	\$ 48.5	23.6 %
Logistics services						
Expedited full truckload - TLX	50.8	13.4	36.6	12.7	14.2	38.8
Intermodal/drayage	39.7	10.4	23.3	8.1	16.4	70.4
Total Logistics services	90.5	23.8	59.9	20.8	30.6	51.1
Other Forward Air services	35.4	9.3	22.8	7.9	12.6	55.3
<b>Forward Air - Total revenue</b>	<b>380.1</b>	<b>83.4</b>	<b>288.4</b>	<b>78.9</b>	<b>91.7</b>	<b>31.8</b>
<b>TQI - Pharmaceutical services</b>	<b>23.1</b>	<b>5.1</b>	<b>24.7</b>	<b>6.8</b>	<b>(1.6)</b>	<b>(6.5)</b>
<b>Forward Air Solutions - Pool distribution</b>	<b>54.9</b>	<b>12.1</b>	<b>54.3</b>	<b>14.9</b>	<b>0.6</b>	<b>1.1</b>
<b>Intersegment eliminations</b>	<b>(2.5)</b>	<b>(0.6)</b>	<b>(2.0)</b>	<b>(0.6)</b>	<b>(0.5)</b>	<b>25.0</b>
<b>Consolidated operating revenue</b>	<b>\$ 455.6</b>	<b>100.0 %</b>	<b>\$ 365.4</b>	<b>100.0 %</b>	<b>\$ 90.2</b>	<b>24.7 %</b>
<b>Purchased Transportation</b>						
<b>Forward Air</b>						
Airport-to-airport	\$ 111.1	43.7 %	\$ 85.5	41.6 %	\$ 25.6	29.9 %
Logistics services						
Expedited full truckload - TLX	36.5	71.9	28.4	77.6	8.1	28.5
Intermodal/drayage	14.7	37.0	9.9	42.5	4.8	48.5
Total Logistics services	51.2	56.6	38.3	63.9	12.9	33.7
Other Forward Air services	10.2	28.8	5.6	24.6	4.6	82.1
<b>Forward Air - Total purchased transportation</b>	<b>172.5</b>	<b>45.4</b>	<b>129.4</b>	<b>44.9</b>	<b>43.1</b>	<b>33.3</b>
<b>TQI - Pharmaceutical services</b>	<b>11.1</b>	<b>48.1</b>	<b>12.7</b>	<b>51.4</b>	<b>(1.6)</b>	<b>(12.6)</b>
<b>Forward Air Solutions - Pool distribution</b>	<b>15.0</b>	<b>27.3</b>	<b>15.9</b>	<b>29.3</b>	<b>(0.9)</b>	<b>(5.7)</b>
<b>Intersegment eliminations</b>	<b>(1.8)</b>	<b>72.0</b>	<b>(1.6)</b>	<b>80.0</b>	<b>(0.2)</b>	<b>12.5</b>
<b>Consolidated purchased transportation</b>	<b>\$ 196.8</b>	<b>43.2 %</b>	<b>\$ 156.4</b>	<b>42.8 %</b>	<b>\$ 40.4</b>	<b>25.8 %</b>

#### *Six Months Ended June 30, 2015 compared to Six Months Ended June 30, 2014*

##### **Revenues**

Operating revenue increased by \$90.2 million, or 24.7%, to \$455.6 million for the three months ended June 30, 2015 from \$365.4 million in the same period of 2014.

##### *Forward Air*

Forward Air operating revenue increased \$91.7 million, or 31.8%, to \$380.1 million from \$288.4 million, accounting for 83.4% of consolidated operating revenue for the six months ended June 30, 2015 compared to 78.9% for the same period in 2014. Airport-to-airport revenue, which is the largest component of our consolidated operating revenue, increased \$48.5 million, or 23.6%, to \$254.2 million from \$205.7 million, accounting for 66.9% of the segment's operating revenue during the six months ended June 30, 2015 compared to 71.3% during the six months ended June 30, 2014. The increase is partially attributable to a 27.5% increase in

tonnage which accounted for \$43.9 million of the increase in airport-to-airport revenue. The increase in tonnage is mainly due to the Towne acquisition. The increase in airport-to-airport revenue is also the result of increased revenue from our Complete pick-up and delivery service offset by a decrease in net fuel surcharge revenue. Complete revenue increased \$8.7 million, or 31.9%, during the six months ended June 30, 2015 compared to the same period of 2014. The increase in Complete revenue was attributable to improved shipping volumes in our airport-to-airport network and a 33.9% increase in the attachment rate of Complete activity to linehaul shipments, both of which were largely attributable to the Towne acquisition. Compared to the same period in 2014, net fuel surcharge revenue decreased largely due to the decline in fuel prices. These decreases were partially offset by increases related to the acquisition of Towne for a net decrease of \$4.1 million during the six months ended June 30, 2015 compared to the same period in 2014.

Logistics revenue, which is TLX and our intermodal drayage services, increased \$30.6 million, or 51.1%, to \$90.5 million in the second quarter of 2015 from \$59.9 million in the same period of 2014. The increase in logistics revenue was attributable to a \$16.4 million increase in intermodal drayage revenue. The intermodal drayage increase was due to 2015 including a full six months of CST and related acquisitions. TLX revenue increased \$14.2 million and 38.8% during the six months ended June 30, 2015, compared to the same period in 2014 driven by a 18.5% increase in TLX's average revenue per mile and a 17.0% increase in miles driven to support TLX revenue. TLX's revenue per mile increased on a shift in business mix that provided a higher revenue per mile due to the required use of more expensive third party transportation providers. The increase in miles was mostly due to business obtained with the Towne acquisition.

Other revenue, which includes warehousing services and terminal handling, accounted for the final component of Forward Air operating revenue. Other revenue increased \$12.6 million, or 55.3%, to \$35.4 million in the second quarter of 2015 from \$22.8 million in the same period of 2014. The increase in Forward Air other revenue was mainly attributable to \$9.4 million of other revenue obtained with the acquisition of Towne and \$3.2 million increase in local delivery work, warehousing and handling revenues associated with a full six months of CST and related acquisitions.

#### *FAI*

FAI operating revenue increased \$0.6 million, or 1.1%, to \$54.9 million for the six months ended June 30, 2015 from \$54.3 million for the same period in 2014. The increase was attributable to current year rate increases net of a reduction in dedicated linehaul business.

#### *TQI*

TQI operating revenue decreased \$1.6 million, or 6.5%, to \$23.1 million for the six months ended June 30, 2015 from \$24.7 million for the same period in 2014. The decrease in operating revenue was attributable to decreased shipping activity from pharmaceutical and life science customers as well as TQI's brokerage transportation services. The decrease in pharmaceuticals was driven by a distribution awarded and executed in the second quarter of 2014 that did not reoccur in the second quarter of 2015.

#### *Intercompany Eliminations*

Intercompany eliminations increased \$0.5 million, or 25.0%, to \$2.5 million in the second quarter of 2015 from \$2.0 million in the same period of 2014. The intercompany eliminations are the result of truckload, airport-to-airport, and handling services provided between our segments for the six months ended June 30, 2015 and 2014.

#### ***Purchased Transportation***

Purchased transportation increased by \$40.4 million, or 25.8%, to \$196.8 million in the second quarter of 2015 from \$156.4 million in the same period of 2014. As a percentage of total operating revenue, purchased transportation was 43.2% during the six months ended June 30, 2015 compared to 42.8% for the same period of 2014.

#### *Forward Air*

Forward Air's purchased transportation increased by \$ 43.1 million, or 33.3%, to \$172.5 million for the six months ended June 30, 2015 from \$129.4 million for the six months ended June 30, 2014. As a percentage of segment operating revenue, Forward Air purchased transportation was 45.4% during the six months ended June 30, 2015 compared to 44.9% for the same period in 2014.

Purchased transportation costs for our airport-to-airport network increased \$25.6 million, or 29.9%, to \$111.1 million for the six months ended June 30, 2015 from \$85.5 million for the six months ended June 30, 2014. For the six months ended June 30, 2015,

purchased transportation for our airport-to-airport network increased to 43.7% of airport-to-airport revenue from 41.6% for the same period in 2014. The \$25.6 million increase is mostly attributable to a 20.6% increase in miles driven by our network of owner-operators or third party transportation providers and a 7.0% increase in the cost per mile paid to our network of owner-operators or third party transportation providers. The higher miles increased purchased transportation by \$13.8 million while the higher cost per mile increased purchased transportation by \$5.7 million. The increase in miles was attributable to the increase in revenue activity discussed previously. The increase in airport to airport cost per mile was attributable to a rate increase awarded to our network of owner-operators in January 2015 and higher rates charged by third party transportation providers. The remaining \$6.1 million increase in airport-to-airport purchased transportation was attributable to increased third party transportation costs associated with the higher Complete revenue discussed above.

Purchased transportation costs for our logistics revenue increased \$12.9 million, or 33.7%, to \$51.2 million for the six months ended June 30, 2015 from \$38.3 million for the six months ended June 30, 2014. For the six months ended June 30, 2015, logistics' purchased transportation costs represented 56.6% of logistics revenue compared to 63.9% for the same period in 2014. The increase in logistics' purchased transportation in total dollars was mostly attributable to a \$4.8 million increase in intermodal drayage purchased transportation due to 2015 including a full six months of CST and related acquisitions. TLX purchased transportation also increased \$8.1 million and 28.5%. The increase in TLX purchased transportation was attributable to a 9.9% increase in cost per mile during the six months ended June 30, 2015 compared to the same period in 2014 and a 17.0% increase in miles driven during the six months ended June 30, 2015 compared to the same period of 2014. The changes in TLX miles driven and cost per mile were attributable to a shift in customer mix that resulted in the increased use of more expensive third party transportation providers and the Towne acquisition. The decline in logistics' purchased transportation as a percentage of revenue was attributable to CST utilizing more Company-employed drivers and less owner-operators and third party transportation providers than our legacy Forward Air operations and improved margins on acquired TLX business.

Purchased transportation costs related to our other revenue increased \$4.6 million, or 82.1%, to \$10.2 million for the six months ended June 30, 2015 from \$5.6 million for the six months ended June 30, 2014. Other purchased transportation costs as a percentage of other revenue increased to 28.8% of other revenue for the six months ended June 30, 2015 from 24.6% for the same period in 2014. The increase as a percentage of the associated revenue was primarily due to dedicated pick up and delivery activity associated with the Towne acquisition.

#### *FASI*

FASI purchased transportation decreased \$0.9 million, or 5.7%, to \$15.0 million for the six months ended June 30, 2015 from \$15.9 million for the six months ended June 30, 2014. FASI purchased transportation as a percentage of revenue was 27.3% for the six months ended June 30, 2015 compared to 29.3% for the six months ended June 30, 2014. The improvement in FASI purchased transportation as a percentage of revenue was attributable to improved revenue quality due to customer rate increases initiated in the first quarter of 2015 and reduced usage of more costly third party transportation providers due to the reduction of dedicated linehaul revenue. FASI grew its agent station revenue as well, which has handling costs that would not contribute to purchased transportation.

#### *TQI*

TQI purchased transportation decreased \$1.6 million, or 12.6%, to \$11.1 million for the six months ended June 30, 2015 from \$12.7 million for the six months ended June 30, 2014. TQI purchased transportation as a percentage of revenue was 48.1% for the six months ended June 30, 2015 compared to 51.4% for the same period of 2014. The decrease in percentage of revenue was due to decreased utilization of more expensive third party transportation providers in favor of company drivers and owner operators.

#### *Intercompany Eliminations*

Intercompany eliminations increased to \$1.8 million for the six months ended June 30, 2015 from \$1.6 million for the same period in 2014. The intercompany eliminations are the result of truckload, airport-to-airport, and handling services provided between our segments for the six months ended June 30, 2015 and 2014.

#### *Salaries, Wages, and Benefits*

Salaries, wages and employee benefits increased by \$30.0 million, or 35.0%, to \$115.8 million in the second quarter of 2015 from \$85.8 million in the same period of 2014. As a percentage of total operating revenue, salaries, wages and employee benefits was 25.4% during the six months ended June 30, 2015 compared to 23.5% for the same period in 2014.



*Forward Air*

Salaries, wages and employee benefits of Forward Air increased by \$27.3 million, or 43.3%, to \$90.3 million in the second quarter of 2014 from \$63.0 million in the same period of 2014. Salaries, wages and employee benefits were 23.8% of Forward Air's operating revenue in the second quarter of 2015 compared to 21.8% for the same period of 2014. Of the \$27.3 million increase, approximately \$17.0 million was attributable to increased wages associated with the higher shipment volumes discussed previously and 2015 wage increases for previously existing Forward Air employees. Severance and incentives related to the acquisition of Towne accounted for an additional increase of \$3.6 million. Another \$2.2 million was due to incentive and share based compensation increases to previously existing Forward Air employees. Partially offsetting these increases was a \$0.4 million decrease in workers compensations and health insurance costs. The remaining increase in salaries, wages and employee benefits in total dollars and as a percentage of revenue was attributable to \$4.9 million of salaries, wages and employee benefits from a full six months of CST and related acquisitions. CST salaries, wages and employee benefits are higher as a percentage of revenue than our legacy Forward Air operations due to higher utilization of Company-employed drivers.

*FASI*

FASI salaries, wages and employee benefits increased \$2.0 million, or 10.7%, to \$20.7 million for the six months ended June 30, 2015 compared to \$18.7 million for the six months ended June 30, 2014. As a percentage of FASI operating revenue, salaries, wages and benefits increased to 37.7% for the six months ended June 30, 2015 compared to 34.4% for the same period in 2014. The \$2.0 million increase is partly due to a \$1.0 million increase in dock and driver pay to handle the shift in business mix discussed previously. New administrative hires and 2015 pay increases accounted for an additional \$0.6 increase from the same period in 2014 and the remaining increase of \$0.4 million was due to increases in health insurance costs.

*TQI*

TQI salaries, wages and employee benefits increased \$0.7 million, or 17.1%, to \$4.8 million for the six months ended June 30, 2015 compared to \$4.1 million for the six months ended June 30, 2014. As a percentage of TQI operating revenue, salaries, wages and benefits increased to 20.8% for the six months ended June 30, 2015 compared to 16.6% for the same period in 2014. Higher utilization of Company-employed drivers accounted for \$0.4 million of the increase in salaries, wages and benefits for the six months ended June 30, 2015 compared to the same period in 2014. Company-employed driver utilization increased in conjunction with new tractors purchased during the first quarter of 2015 as TQI moved more loads with company drivers instead of more costly third party carriers. Higher health insurance costs accounted for another \$0.4 million on higher health claims than the previous year. Partially offsetting these increases is a \$0.1 million decrease in administrative wages.

***Operating Leases***

Operating leases increased \$17.6 million, or 106.7%, to \$34.1 million for the six months ended June 30, 2015 from \$16.5 million for the same period in 2014. Operating leases, the largest component of which is facility rent, were 7.5% of consolidated operating revenue for the six months ended June 30, 2015 compared with 4.5% in the same period of 2014.

*Forward Air*

Operating leases increased \$17.8 million to \$29.8 million for the six months ended June 30, 2015 from \$12.0 million for the same period in 2014. Operating leases were 7.8% of Forward Air operating revenue for the six months ended June 30, 2015 compared to 4.2% for the same period in 2014. Following the acquisition of Towne, \$9.9 million was incurred primarily for reserves on vacated duplicate facilities and unused equipment leases. The remaining \$7.9 million is due to \$2.5 million in additional facility lease expenses and a \$1.6 million increase in truck, trailer and equipment rentals and leases, all primarily as a result of the Towne acquisition. Facility and equipment leases associated a full six months of CST and related acquisitions accounted for the final \$3.8 million of the increase in operating leases.

*FASI*

Operating leases decreased \$0.3 million, or 6.7%, to \$4.2 million for the six months ended June 30, 2015 from \$4.5 million for the same period in 2014. Operating leases were 7.7% of FASI operating revenue for the six months ended June 30, 2015 compared with 8.3% in the same period of 2014. Operating leases decreased due to a \$0.3 million reduction in truck and trailers rentals in favor of new Company-owned equipment purchased during 2014.

### *TQI*

TQI incurred \$0.1 million for operating leases during the six months ended June 30, 2015. The only on-going lease activity was for the TQI corporate headquarters.

### ***Depreciation and Amortization***

Depreciation and amortization increased \$3.5 million, or 23.8%, to \$18.2 million for the six months ended June 30, 2015 from \$14.7 million for the same period in 2014. Depreciation and amortization was 4.0% of consolidated operating revenue for the six months ended June 30, 2015 and 2014.

### *Forward Air*

Depreciation and amortization increased \$2.9 million, or 28.2%, to \$13.2 million during the six months ended June 30, 2015 from \$10.3 million in the same period of 2014. Depreciation and amortization expense as a percentage of Forward Air operating revenue was 3.5% during the six months ended June 30, 2015 compared to 3.6% in the same period of 2014. Amortization on acquired Towne intangible assets and a full six months of CST amortization increased amortization expense by \$1.3 million. The remaining increase was primarily the result of new trailers, tractors and forklifts purchased in 2014.

### *FASI*

FASI depreciation and amortization increased \$0.4 million, or 14.8%, to \$3.1 million for the six months ended June 30, 2015 from \$2.7 million for the same period of 2014. Depreciation and amortization expense as a percentage of FASI operating revenue was 5.6% during the six months ended June 30, 2015 compared to 5.0% in the same period of 2014. The increase in FASI depreciation in total dollars is attributable to tractors, conveyors and conveyor improvements purchased since the second quarter of 2014.

### *TQI*

TQI depreciation and amortization increased \$0.2 million, or 11.8%, to \$1.9 million for the six months ended June 30, 2015 compared to \$1.7 million for the same period of 2014. Depreciation and amortization expense as a percentage of TQI operating revenue was 8.2% during the six months ended June 30, 2015 compared to 6.9% in the same period of 2014. The increase in depreciation and amortization is due to the purchase of new tractors since the second quarter of 2014.

### ***Insurance and Claims***

Insurance and claims expense increased \$4.1 million, or 56.9%, to \$11.3 million for the six months ended June 30, 2015 from \$7.2 million for the six months ended June 30, 2014. Insurance and claims were 2.5% of consolidated operating revenue for the six months ended June 30, 2015 compared to 2.0% for the same period of 2014.

### *Forward Air*

Forward Air insurance and claims expense increased \$3.6 million, or 65.5%, to \$9.1 million for the six months ended June 30, 2015 from \$5.5 million for the six months ended June 30, 2014. Insurance and claims were 2.4% of operating revenue for the six months ended June 30, 2015 compared to 1.9% for the same period of 2014. Approximately \$0.6 million of the increase was attributable to insurance and claims associated with a full six months of CST and related acquisitions. Forward Air costs also increased approximately \$3.0 million due primarily to a \$2.3 million increase in our vehicle claim reserves. The vehicle claim reserves increased due to adverse development of older claims and the corresponding increase to our loss development factors required by our bi-annual actuary analysis of vehicle claims. The remaining increase is attributable to \$0.3 million in vehicle accident damage repairs and cargo claims and \$0.4 million in claims related legal and professional fees.

### *FASI*

FASI insurance and claims expense increased \$0.5 million, or 38.5%, to \$1.8 million for the six months ended June 30, 2015 from \$1.3 million for the six months ended June 30, 2014. FASI insurance and claims were 3.3% of operating revenue for the six months ended June 30, 2015 compared with 2.4% for the same period in 2014. The increase in FASI insurance and claims in total dollars was attributable to a \$0.4 million increase in cargo claims and a \$0.1 increase in vehicle insurance premiums.

### *TQI*

TQI insurance and claims were \$0.4 million for the six months ended June 30, 2015 and 2014. Insurance and claims expense as a percentage of TQI operating revenue was 1.7% for the six months ended June 30, 2015 compared to 1.6% for the same period in 2014. TQI insurance and claims are primarily composed of vehicle insurance premiums as TQI is fully insured.

### ***Fuel Expense***

Fuel expense decreased \$1.7 million, or 17.0%, to \$8.3 million for the six months ended June 30, 2015 from \$10.0 million in the same period of 2014. Fuel expense was 2.0% of consolidated operating revenue for the six months ended June 30, 2015 compared with 2.7% for the same period in 2014.

### *Forward Air*

Fuel expense decreased \$0.2 million, or 4.9%, to \$3.9 million for the six months ended June 30, 2015 from \$4.1 million for the same period in 2014. Fuel expense was 1.0% of Forward Air operating revenue for the six months ended June 30, 2015 compared with 1.4% in the same period of 2014. The decrease in fuel expense was attributable to a decrease in fuel price per gallon compared to the same period in 2014. The decrease in fuel prices was partly offset by the impact of the Towne acquisition.

### *FASI*

FASI fuel expense decreased \$0.9 million, or 25.7%, to \$2.6 million for the six months ended June 30, 2015 from \$3.5 million in the same period of 2014. Fuel expenses were 4.7% of FASI operating revenue for the six months ended June 30, 2015 compared to 6.5% in the second quarter of 2014. FASI fuel expenses decreased due to a decline in year-over-year fuel prices.

### *TQI*

TQI fuel expense decreased \$0.6 million, or 25.0%, to \$1.8 million for the six months ended June 30, 2015 from \$2.4 million for the same period of 2014. Fuel expense as a percentage of TQI operating revenue was 7.8% for the six months ended June 30, 2015 compared to 9.7% in the same period of 2014. The decrease was attributable to a decline in year-over-year fuel prices and was slightly offset by an increase in company driver miles.

### ***Other Operating Expenses***

Other operating expenses increased \$12.0 million, or 38.8%, to \$42.9 million for the six months ended June 30, 2015 from \$30.9 million in the same period of 2014. Other operating expenses were 9.4% of consolidated operating revenue for the six months ended June 30, 2015 compared with 8.5% in the same period of 2014.

### *Forward Air*

Other operating expenses increased \$11.8 million, or 50.2%, to \$35.3 million during the six months ended June 30, 2015 from \$23.5 million in the same period of 2014. Other operating expenses were 9.3% of Forward Air operating revenue for the six months ended June 30, 2015 compared to 8.1% in the same period of 2014. Approximately \$2.0 million of the increase was attributable to other operating expenses associated with a full six months of CST and related acquisitions. Also included in the increase was \$4.3 million of transaction and integration related costs incurred for the acquisition of Towne. The remaining increase was attributable to variable costs, such as vehicle maintenance and dock and terminal supplies, which increased in conjunction with the Towne related volume increases discussed previously.

### *FASI*

FASI other operating expenses increased \$0.5 million, or 7.5%, to \$7.2 million for the six months ended June 30, 2015 compared to \$6.7 million for the same period of 2014. FASI other operating expenses for the six months ended June 30, 2015 were 13.1% compared to 12.3% for the same period of 2014. FASI's increase as a percent of revenue was partly due to agent station costs which increased due to a shift in customer shipping destinations to our agent station locations. Vehicle and dock maintenance costs and travel expenses made up the remaining increase, largely due to opening a new facility in the second quarter of 2015.

### *TQI*

TQI other operating expenses was \$1.1 million for the six months ended June 30, 2015 and 2014. Other operating expenses as a percentage of TQI operating revenue was 4.8% for the six months ended June 30, 2015 compared to 4.5% in the same period of 2014. TQI other operating expenses included a gain of the sale of old trailers for \$0.2 million, but this was offset by 2014 including a reduction of expenses associated with a settlement of state tax issues in which the penalties required to be paid were less than the amounts previously accrued.

### *Intercompany Eliminations*

Intercompany eliminations increased to \$0.7 million for the six months ended June 30, 2015 from \$0.4 million for the same period in 2014. These intercompany eliminations are the result of handling services our segments provided each other during the six months ended June 30, 2015 and 2014.

### *Income from Operations*

Income from operations decreased by \$15.7 million, or 35.8%, to \$28.2 million for the six months ended June 30, 2015 compared to \$43.9 million in the same period of 2014. Income from operations was 6.2% of consolidated operating revenue for the six months ended June 30, 2015 compared with 12.0% in the same period of 2014.

### *Forward Air*

Income from operations decreased by \$14.6 million, or 36.0%, to \$26.0 million for the six months ended June 30, 2015 compared with \$40.6 million for the same period in 2014. Income from operations as a percentage of Forward Air operating revenue was 6.8% for the six months ended June 30, 2015 compared with 14.1% in the same period of 2014. The deterioration in income from operations was mostly due to \$18.7 million of Towne transaction and integration related costs as well as increased networks costs attributable to the Towne acquisition. The deterioration was partially offset by CST's higher operating income as 2015 included a full six months of CST and related acquisitions.

### *FASI*

FASI's income from operations decreased by \$0.7 million, or 70.0%, to \$0.3 million for the six months ended June 30, 2015 compared with \$1.0 million for the same period in 2014. Income from operations as a percentage of FASI operating revenue was 0.6% for the six months ended June 30, 2015 compared to 1.8% in the same period of 2014. The decline in FASI operating income was primarily the result of increases in health insurance costs, cargo claims and costs associated with opening a new facility.

### *TQI*

Income from operations was \$1.9 million for the six months ended June 30, 2015 compared to \$2.3 million for the second quarter of 2014. Income from operations as a percentage of TQI's operating revenue was 8.2% for the six months ended June 30, 2015 compared with 9.3% in the same period of 2014. Deterioration in income from operations as percentage of revenue was mainly attributable to reduced revenue and increased health insurance costs.

### *Interest Expense*

Interest expense was \$0.9 million for the six months ended June 30, 2015 compared to \$0.2 million for the same period of 2014. Increase in interest expense was attributable to interest costs related to the financing of the Towne acquisition.

### *Other, net*

Other, net expenses were \$0.2 million for the six months ended June 30, 2015 compared to other income of \$0.2 million for June 30, 2014. Other, net primarily represents unrealized gains and losses on trading securities held.

### *Income Taxes*

The combined federal and state effective tax rate for the second quarter of 2015 was 38.5% compared to a rate of 37.6% for the same period in 2014. The increase in our effective tax rate was primarily due to large non-deductible Towne acquisition costs

incurred in 2015. The prior year quarter also benefited from the settlement of certain TQI related state tax matters and the amounts required to be paid being approximately \$0.1 million less than what was previously reserved.

### ***Net Income***

As a result of the foregoing factors, net income decreased by \$10.7 million, or 39.1%, to \$16.7 million for the six months ended June 30, 2015 compared to \$27.4 million for the same period in 2014.

### ***Critical Accounting Policies***

Our unaudited condensed consolidated financial statements have been prepared in accordance with United States generally accepted accounting principles ("GAAP"). The preparation of financial statements in accordance with GAAP requires our management to make estimates and assumptions that affect the amounts reported in the unaudited condensed consolidated financial statements and accompanying notes. Our estimates and assumptions are based on historical experience and changes in the business environment. However, actual results may differ from estimates under different conditions, sometimes materially. Critical accounting policies and estimates are defined as those that are both most important to the portrayal of our financial condition and results and require management's most subjective judgments. A summary of significant accounting policies is disclosed in Note 1 to the Consolidated Financial Statements included in our 2014 Annual Report on Form 10-K. Our critical accounting policies are further described under the caption "Discussion of Critical Accounting Policies" in Management's Discussion and Analysis of Financial Condition and Results of Operations in our 2014 Annual Report on Form 10-K.

### ***Valuation of Goodwill***

We test our goodwill for impairment annually or more frequently if events or circumstances indicate impairment may exist. Examples of such events or circumstances could include a significant change in business climate or a loss of significant customers. We complete our annual analysis of our reporting units as of the last day of our second quarter, June 30th. We first consider our operating segment and related components in accordance with U.S. GAAP. Goodwill is allocated to operating segments that are expected to benefit from the business combinations generating the goodwill. We have four reporting units - Forward Air, CST, FASI and TQI. In evaluating reporting units, we first assess qualitative factors to determine whether it is more likely than not that the fair value of either of its reporting units is less than its carrying amount, including goodwill. When performing the qualitative assessment, we consider the impact of factors including, but not limited to, macroeconomic and industry conditions, overall financial performance of each reporting unit, litigation and new legislation. If based on the qualitative assessments we believe it is more likely than not that the fair value of either reporting unit is less than the reporting unit's carrying amount, or as periodically deemed appropriate by management, we will prepare an estimation of the respective reporting unit's fair value. If this estimation of fair value indicates that impairment potentially exists, we will then measure the amount of the impairment, if any. Goodwill impairment exists when the calculated implied fair value of goodwill is less than its carrying value.

We determine the fair value of our reporting units based on a combination of a market approach, which considers comparable companies, and the income approach, using a discounted cash flow model. Under the market approach, valuation multiples are derived based on a selection of comparable companies and applied to projected operating data for each reporting unit to arrive at an indication of fair value. Under the income approach, the discounted cash flow model determines fair value based on the present value of management prepared projected cash flows over a specific projection period and a residual value related to future cash flows beyond the projection period. Both values are discounted using a rate which reflects our best estimate of the weighted average cost of capital of a market participant and are adjusted for appropriate risk factors. We believe the most sensitive estimate used in our income approach is the management prepared projected cash flows. As deemed appropriate by management, we perform sensitivity tests to ensure reductions of the present value of the projected cash flows by at least 10% would not adversely impact the results of the goodwill impairment tests. Historically, we have equally weighted the income and market approaches as we believed the quality and quantity of the collected information were approximately equal.

In 2015, we performed a fair value estimation for each operating segment. Our 2015 calculations for Forward Air, CST, FASI and TQI indicated that, as of June 30, 2015, the fair value of each reporting unit exceeded their carrying value by approximately 217.0%, 20.0%, 93.0% and 16.0%, respectively. For our 2015 analysis, the significant assumptions used for the income approach were 10 years of projected net cash flows and the following discount and long-term growth rates:

	<b>Forward Air</b>	<b>CST</b>	<b>FASI</b>	<b>TQI</b>
<b>Discount rate</b>	13.0%	13.5%	16.0%	16.0%
<b>Long-term growth rate</b>	5.0%	4.0%	5.0%	4.0%

### *Impact of Recent Accounting Pronouncements*

In May 2014, the FASB issued guidance on revenue from contracts with customers that will supersede most current revenue recognition guidance, including industry-specific guidance. The underlying principle is that an entity will recognize revenue to depict the transfer of goods or services to customers at an amount that the entity expects to be entitled to in exchange for those goods or services. The guidance provides a five-step analysis of transactions to determine when and how revenue is recognized. Other major provisions include capitalization of certain contract costs, consideration of time value of money in the transaction price, and allowing estimates of variable consideration to be recognized before contingencies are resolved in certain circumstances. The guidance also requires enhanced disclosures regarding the nature, amount, timing and uncertainty of revenue and cash flows arising from an entity's contracts with customers. The guidance is effective for the interim and annual periods beginning on or after December 15, 2017 (early adoption is permitted for interim and annual periods beginning on or after December 15, 2016). The guidance permits the use of either a retrospective or cumulative effect transition method. We have not yet selected a transition method and are currently evaluating the impact of the amended guidance on our consolidated financial position, results of operations and related disclosures.

### *Liquidity and Capital Resources*

We have historically financed our working capital needs, including capital expenditures, with cash flows from operations and borrowings under our bank lines of credit. Net cash provided by operating activities totaled approximately \$18.6 million for the six months ended June 30, 2015 compared to approximately \$39.2 million for the six months ended June 30, 2014. The \$20.6 million decrease in cash provided by operating activities is mainly attributable to a \$9.6 million decrease in net earnings after consideration of non-cash items and a \$18.8 million increase in cash used to fund accounts payable and prepaid assets, net of a \$7.8 million increase in cash collected from accounts receivable. The decrease in net earnings after consideration of non-cash items is primarily attributable to the decrease in net income, which was driven by Towne acquisition and integration costs previously discussed. The increases in cash used for accounts payable and prepaid assets is mainly attributable to cash paid to settle trade payables assumed with the Towne acquisition. The increases in cash received from accounts receivables are attributable to the collection of acquired Towne trade receivables.

Net cash used in investing activities was approximately \$73.8 million for the six months ended June 30, 2015 compared with approximately \$116.1 million used in investing activities during the six months ended June 30, 2014. Investing activities during the six months ended June 30, 2015 consisted primarily of \$62.4 million used to acquire Towne and net capital expenditures of \$11.3 million primarily for new tractors and trailers to replace aging units. Investing activities during the six months ended June 30, 2014 consisted primarily of \$83.0 million used to acquire CST and net capital expenditures of \$33.0 million primarily for new trailers, vehicles and forklifts to replace aging units. The proceeds from disposal of property and equipment during the six months ended June 30, 2015 and 2014 were primarily from sales of older trailers and vehicles.

Net cash provided by financing activities totaled approximately \$56.3 million for the six months ended June 30, 2015 compared with net cash used in financing activities of \$25.5 million for the six months ended June 30, 2014. The \$81.8 million change in cash from financing activities was attributable to \$125.0 million of proceeds from executing a two year term loan in conjunction with the Towne acquisition partly offset by a \$63.7 million increase in payments on debt and capital leases. Additionally, there was a \$0.5 million increase in cash from employee stock transactions and related tax benefits. Payments on debt and capital leases increased as the result of higher debt assumed and settled with the acquisition of Towne as compared to CST. The prior year also included \$20.0 million used to repurchase shares of our common stock, with none purchased during the first six months of 2015.

On February 4, 2015, we entered into a five-year senior, unsecured credit facility (the "Facility") with a maximum aggregate principal amount of \$275.0 million, including a revolving credit facility of \$150.0 million and a term loan facility of \$125.0 million. The revolving credit facility has a sublimit of \$25.0 million for letters of credit and a sublimit of \$15.0 million for swing line loans. The revolving credit facility is scheduled to expire in February 2020 and may be used to refinance our existing indebtedness and for working capital, capital expenditures and other general corporate purposes. Unless we elect otherwise under the credit agreement, interest on borrowings under the Facility are based on the highest of (a) the federal funds rate plus 0.5%, (b) the administrative agent's prime rate and (c) the LIBOR Rate plus 1.0%, in each case plus a margin that can range from 0.1% to 0.6% with respect to the term loan facility and from 0.3% to 0.8% with respect to the revolving credit facility depending on our ratio of consolidated funded indebtedness to earnings as set forth in the credit agreement. The Facility contains financial covenants and other covenants that, among other things, restrict our ability, without the approval of the lenders, to engage in certain mergers,

consolidations, asset sales, investments, transactions or to incur liens or indebtedness, as set forth in the credit agreement. As of June 30, 2015, we had no borrowings outstanding under the revolving credit facility. At June 30, 2015, we had utilized \$13.7 of availability for outstanding letters of credit and had \$136.3 of available borrowing capacity outstanding under the revolving credit facility.

In conjunction with the acquisition of Towne, we borrowed \$125.0 million on the available term loan. The term loan is payable in quarterly installments of 11.1% of the original principal amount of the term loan plus accrued and unpaid interest, and matures in March 2017. The interest rate on the term loan was 1.3% at June 30, 2015.

On February 7, 2014, our Board of Directors approved a new stock repurchase authorization for up to two million shares of our common stock. There were no shares repurchased during for the three and six months ended June 30, 2015. During the three months ended June 30, 2014, we repurchased 446,986 for \$19,985, or \$44.71 per share. As of June 30, 2015, 1,118,021 shares remain that may be repurchased.

During each quarter of 2014 and the first and second quarters of 2015, our Board of Directors declared a cash dividend of \$0.12 per share of common stock. We expect to continue to pay regular quarterly cash dividends, though each subsequent quarterly dividend is subject to review and approval by the Board of Directors.

We believe that our available cash, investments, expected cash generated from future operations and borrowings under the available credit facility will be sufficient to satisfy our anticipated cash needs for at least the next twelve months.

#### *Forward-Looking Statements*

This report contains “forward-looking statements,” as defined in Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. Forward-looking statements are statements other than historical information or statements of current condition and relate to future events or our future financial performance. Some forward-looking statements may be identified by use of such terms as “believes,” “anticipates,” “intends,” “plans,” “estimates,” “projects” or “expects.” Such forward-looking statements involve known and unknown risks, uncertainties and other factors that may cause our actual results, performance or achievements to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements. The following is a list of factors, among others, that could cause actual results to differ materially from those contemplated by the forward-looking statements: economic factors such as recessions, inflation, higher interest rates and downturns in customer business cycles, our inability to maintain our historical growth rate because of a decreased volume of freight moving through our network or decreased average revenue per pound of freight moving through our network, increasing competition and pricing pressure, surplus inventories, loss of a major customer, the creditworthiness of our customers and their ability to pay for services rendered, our ability to secure terminal facilities in desirable locations at reasonable rates, the inability of our information systems to handle an increased volume of freight moving through our network, changes in fuel prices, claims for property damage, personal injuries or workers’ compensation, employment matters including rising health care costs, enforcement of and changes in governmental regulations, environmental and tax matters, the handling of hazardous materials, the availability and compensation of qualified independent owner-operators and freight handlers needed to serve our transportation needs and our inability to successfully integrate acquisitions. As a result of the foregoing, no assurance can be given as to future financial condition, cash flows or results of operations. We undertake no obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise.

**Item 3. Quantitative and Qualitative Disclosures About Market Risk.**

Our exposure to market risk related to our outstanding debt is not significant and has not changed materially since December 31, 2014.

**Item 4. Controls and Procedures.**

*Disclosure Controls and Procedures*

We maintain controls and procedures designed to ensure that we are able to collect the information required to be disclosed in the reports we file with the Securities and Exchange Commission (“SEC”), and to process, summarize and disclose this information within the time periods specified in the rules of the SEC. Based on an evaluation of our disclosure controls and procedures as of the end of the period covered by this report conducted by management, with the participation of the Chief Executive Officer and Chief Financial Officer, the Chief Executive Officer and Chief Financial Officer believe that these controls and procedures are effective to ensure that we are able to collect, process and disclose the information we are required to disclose in the reports we file with the SEC within the required time periods.

*Changes in Internal Control*

There were no changes in our internal control over financial reporting during the six months ended June 30, 2015 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

**Part II. Other Information**

**Item 1. Legal Proceedings.**

From time to time, we are a party to ordinary, routine litigation incidental to and arising in the normal course of our business, most of which involve claims for personal injury and property damage related to the transportation and handling of freight, or workers’ compensation. We do not believe that any of these pending actions, individually or in the aggregate, will have a material adverse effect on our business, financial condition or results of operations.

**Item 1A. Risk Factors.**

A summary of factors which could affect results and cause results to differ materially from those expressed in any forward-looking statements made by us, or on our behalf, are further described under the caption “Risk Factors” in the Business portion of our 2014 Annual Report on Form 10-K. There have been no changes in the nature of these factors since December 31, 2014.



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

Not applicable.

**Item 3. Defaults Upon Senior Securities.**

Not applicable.

**Item 4. Mine Safety Disclosures.**

Not applicable.

**Item 5. Other Information.**

Not applicable.

**Item 6. Exhibits.**

In accordance with SEC Release No. 33-8212, Exhibits 32.1 and 32.2 are to be treated as “accompanying” this report rather than “filed” as part of the report.

<b>No.</b>	<b>Exhibit</b>
3.1	Restated Charter of the registrant (incorporated herein by reference to Exhibit 3 to the registrant’s Current Report on Form 8-K filed with the Securities and Exchange Commission on May 28, 1999 (File No. 0-22490))
3.2	Amended and Restated Bylaws of the registrant (incorporated herein by reference to Exhibit 3-1 to the registrant’s Current Report on Form 8-K filed with the Commission on July 6, 2009 (File No. 0-22490))
4.1	Form of Forward Air Corporation Common Stock Certificate (incorporated herein by reference to Exhibit 4.1 to the registrant’s Quarterly Report on Form 10-Q for the quarterly period ended September 30, 1998, filed with the Securities and Exchange Commission on November 16, 1998 (File No. 0-22490))
10.1	Agreement and Plan of Merger, dated February 4, 2015 by and among CLP Towne Inc., Forward Air, Inc., FAC Subsidiary, Inc., ZM Private Equity Fund I, L.P., as the Equity Holders' Representative, and the Indemnifying Equity Holders party thereto (incorporated herein by reference to Exhibit 2.1 to the registrant's Current Report on Form 8-K filed with the Securities and Exchange Commission on February 5, 2015 (File No. 0-22490))
10.2	Credit Agreement dated February 4, 2015 among Forward Air Corporation and Forward Air, Inc., as borrowers, the subsidiaries of the borrowers identified therein, Bank of America, N.A., First Tennessee Bank, N.A. and the other lenders party thereto (incorporated herein by reference to Exhibit 10.1 to the registrant's Current Report on Form 8-K filed with the Securities and Exchange Commission on February 5, 2015 (File No. 0-22490))
10.3	First Amendment dated June 19, 2015 to the Credit Agreement dated February 4, 2015 among Forward Air Corporation and Forward Air, Inc., as borrowers, the subsidiaries of the borrowers identified therein, Bank of America, N.A., First Tennessee Bank, N.A. and the other lenders party thereto
31.1	Certification of Chief Executive Officer Pursuant to Exchange Act Rule 13a-14(a) (17 CFR 240.13a-14(a))
31.2	Certification of Chief Financial Officer Pursuant to Exchange Act Rule 13a-14(a) (17 CFR 240.13a-14(a))
32.1	Certification of Chief Executive Officer Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
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101.INS	XBRL Instance Document
101.SCH	XBRL Taxonomy Extension Schema
101.CAL	XBRL Taxonomy Extension Calculation Linkbase
101.DEF	XBRL Taxonomy Extension Definition Linkbase
101.LAB	XBRL Taxonomy Extension Label Linkbase
101.PRE	XBRL Taxonomy Extension Presentation Linkbase

**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.

Date: July 24, 2015

Forward Air Corporation  
By: /s/ Rodney L. Bell  
Rodney L. Bell  
Chief Financial Officer, Senior Vice  
President and Treasurer  
(Principal Financial Officer)

By: /s/ Michael P. McLean  
Michael P. McLean  
Chief Accounting Officer, Vice President and  
Controller  
(Principal Accounting Officer)

## EXHIBIT INDEX

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## FIRST AMENDMENT

This FIRST AMENDMENT (this "Amendment") dated as of June 19, 2015 is among Forward Air Corporation, a Tennessee corporation (the "Parent Borrower"), Forward Air, Inc., a Tennessee corporation (the "Subsidiary Borrower"); and together with the Parent Borrower, the "Borrowers", the Guarantors identified on the signature pages hereto, the Lenders identified on the signature pages hereto and Bank of America, N.A., as administrative agent (in such capacity, the "Administrative Agent").

## WITNESSETH

WHEREAS, pursuant to the Credit Agreement (as amended, modified and supplemented from time to time, the "Credit Agreement") dated as of February 4, 2015 among the Parent Borrower, the Subsidiary Borrower, the Guarantors identified therein, the Lenders identified therein and the Administrative Agent, the Lenders have agreed to make credit extensions available to the Borrowers; and

WHEREAS, the Borrowers and the Required Lenders have agreed to certain modifications to the Credit Agreement on the terms and conditions set forth herein.

NOW, THEREFORE, IN CONSIDERATION of the premises and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, and intending to be legally bound hereby, the parties hereto agree as follows:

1. Defined Terms. Capitalized terms used herein but not otherwise defined herein shall have the meanings provided to such terms in the Credit Agreement.

2. Amendment. In Section 1.01 of the Credit Agreement, clause (b) of the definition of Change of Control is hereby amended and restated in its entirety to read as follows:

(b) during any period of 24 consecutive months, a majority of the members of the board of directors or other equivalent governing body of the Parent Borrower cease to be composed of individuals (i) who were members of that board or equivalent governing body on the first day of such period, (ii) whose election or nomination to that board or equivalent governing body was approved by individuals referred to in clause (i) above constituting at the time of such election or nomination at least a majority of that board or equivalent governing body or (iii) whose election or nomination to that board or other equivalent governing body was approved by individuals referred to in clauses (i) and (ii) above constituting at the time of such election or nomination at least a majority of that board or equivalent governing body; or

3. Conditions Precedent. This Amendment shall be effective as of the date hereof upon receipt by the Administrative Agent of this Amendment executed by the Borrowers, the Guarantors and the Required Lenders.

4. Amendment is a "Loan Document". This Amendment is a Loan Document and all references to a "Loan Document" in the Credit Agreement and the other Loan Documents (including,2

without limitation, all such references in the representations and warranties in the Credit Agreement and the other Loan Documents) shall be deemed to include this Amendment and shall be deemed to refer to each such Loan Document as amended hereby.

5. Representations and Warranties: No Default. Each Borrower represents and warrants to the Administrative Agent and each Lender that after giving effect to this Amendment (a) the representations and warranties of each Loan Party contained in Article VI of the Credit Agreement or any other Loan Document, or which are contained in any report, certificate or similar document executed and delivered by the Borrowers or any Loan Party and furnished at any time under or in connection therewith, or furnished pursuant to Article II, Article V or Sections 7.01, 7.02 or 7.03 of the Credit Agreement, are true and correct in all material respects on and as of the date hereof, except to the

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extent that such representations and warranties specifically refer to an earlier date, in which case they are true and correct in all material respects as of such earlier date, and (b) no Default exists as of the date hereof.

6. Reaffirmation of Obligations. Each Loan Party affirms all of its obligations under the Loan Documents and agrees that this Amendment and all documents executed in connection herewith do not operate to reduce or discharge its obligations under the Loan Documents.

7. No Other Changes. Except as modified hereby, all of the terms and provisions of the Loan Documents shall remain in full force and effect.

8. Counterparts; Delivery. This Amendment may be executed in any number of counterparts, each of which when so executed and delivered shall be deemed an original and it shall not be necessary in making proof of this Amendment to produce or account for more than one such counterpart. Delivery of an executed counterpart of this Amendment by facsimile or other electronic imaging means shall be effective as an original.

9. Governing Law. This Amendment shall be deemed to be governed by, and construed in accordance with, the laws of the State of New York.

[Signature Pages Follow]

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IN WITNESS WHEREOF, each of the parties hereto has caused a counterpart of this First Amendment to be duly executed and delivered as of the date first above written.

BORROWERS: FORWARD AIR CORPORATION, a Tennessee corporation

By: /s/ Rodney L. Bell  
Name: Rodney L. Bell  
Title: Chief Financial Officer

FORWARD AIR, INC., a Tennessee corporation

By: /s/ Rodney L. Bell  
Name: Rodney L. Bell  
Title: Chief Financial Officer

GUARANTORS: FAF, INC., a Tennessee corporation  
FORWARD AIR SOLUTIONS, INC., a Tennessee corporation  
FORWARD AIR TECHNOLOGY AND LOGISTICS SERVICES, INC., a Tennessee corporation  
TQI HOLDINGS, INC., a Delaware corporation  
TOTAL QUALITY, INC., a Michigan corporation  
TQI INC., a Michigan corporation  
CENTRAL STATES TRUCKING CO., a Delaware corporation  
CENTRAL STATES LOGISTICS, INC., an Illinois corporation  
FACSB, LLC, a Delaware limited liability company  
TOWNE HOLDINGS, LLC, a Delaware limited liability company  
TAF, LLC, an Indiana limited liability company  
TOWNE AIR FREIGHT, LLC, an Indiana limited liability company

By: /s/ Rodney L. Bell  
Name: Rodney L. Bell  
Title: Chief Financial Officer

FORWARD AIR ROYALTY, LLC, a Delaware limited liability company

By: /s/ Matthew J. Jewell  
Name: Matthew J. Jewell  
Title: President

[SIGNATURE PAGES CONTINUE]

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ADMINISTRATIVE AGENT:

BANK OF AMERICA,  
N.A.,  
as Administrative Agent

By: /s/ Maria A. McClain  
Name: Maria A. McClain  
Title: Vice President

LENDERS:

BANK OF AMERICA,  
N.A.,

as a Lender, L/C Issuer and Swing Line Lender

By: /s/ John M. Hall  
Name: John M. Hall  
Title: Senior Vice President

FIRST TENNESSEE BANK, N.A.

By: /s/ Thomas A. Heckman  
Thomas A. Heckman  
Senior Vice President



**CERTIFICATION OF CHIEF EXECUTIVE OFFICER  
PURSUANT TO EXCHANGE ACT RULE 13a-14(a) (17 CFR 240.13a-14(a))**

I, Bruce A. Campbell, certify that:

- 1 I have reviewed this quarterly report on Form 10-Q for the quarter ended June 30, 2015 of Forward Air Corporation;
- 2 Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
- 3 Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
- 4 The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
- 5 The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: July 24, 2015

/s/ Bruce A. Campbell

Bruce A. Campbell  
Chairman, President and Chief Executive Officer

**CERTIFICATION OF CHIEF FINANCIAL OFFICER  
PURSUANT TO EXCHANGE ACT RULE 13a-14(a) (17 CFR 240.13a-14(a))**

I, Rodney L. Bell, certify that:

- 1 I have reviewed this quarterly report on Form 10-Q for the quarter ended June 30, 2015 of Forward Air Corporation;
- 2 Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
- 3 Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
- 4 The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
- 5 The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: July 24, 2015

/s/ Rodney L. Bell

Rodney L. Bell

Chief Financial Officer, Senior Vice President and Treasurer

**CERTIFICATION PURSUANT TO  
18 U.S.C. SECTION 1350,  
AS ADOPTED PURSUANT TO  
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the Quarterly Report on Form 10Q of Forward Air Corporation (the "Company") for the period ended June 30, 2015 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Bruce A. Campbell, Chief Executive Officer of the Company, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

- 1 The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- 2 The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: July 24, 2015

/s/ Bruce A. Campbell

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Bruce A. Campbell  
Chairman, President and Chief Executive Officer

A signed original of this written statement required by Section 906 has been provided to Forward Air Corporation and will be retained by Forward Air Corporation and furnished to the Securities and Exchange Commission or its staff upon request.

**CERTIFICATION PURSUANT TO  
18 U.S.C. SECTION 1350,  
AS ADOPTED PURSUANT TO  
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the Quarterly Report on Form 10Q of Forward Air Corporation (the "Company") for the period ended June 30, 2015 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Rodney L. Bell, Chief Financial Officer of the Company, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

- 1 The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- 2 The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: July 24, 2015

/s/ Rodney L. Bell

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Rodney L. Bell

Chief Financial Officer, Senior Vice President and Treasurer

A signed original of this written statement required by Section 906 has been provided to Forward Air Corporation and will be retained by Forward Air Corporation and furnished to the Securities and Exchange Commission or its staff upon request.