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, 2016
Commission File No. 000-22490

FORWARD AIR CORPORATION

(Exact name of registrant as specified in its charter)

Tennessee	**62-1120025**
(State or other jurisdiction of incorporation)	(I.R.S. Employer Identification No.)
430 Airport Road **Greeneville, Tennessee**	**37745**
(Address of principal executive offices)	(Zip Code)

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

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

Yes ☒ 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 22, 2016 was 30,256,418.

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Forward Air Corporation

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)

	June 30, 2016	December 31, 2015
Assets		
Current assets:		
Cash	$ 21,679	$ 33,312
Accounts receivable, less allowance of $1,749 in 2016 and $2,405 in 2015	109,256	109,165
Other current assets	32,696	30,980
Total current assets	163,631	173,457
Property and equipment	355,124	343,147
Less accumulated depreciation and amortization	166,868	155,859
Total property and equipment, net	188,256	187,288
Goodwill and other acquired intangibles:		
Goodwill	179,301	205,609
Other acquired intangibles, net of accumulated amortization of $56,593 in 2016 and $51,212 in 2015	106,709	127,800
Total net goodwill and other acquired intangibles	286,010	333,409
Other assets	6,530	5,778
Total assets	$ 644,427	$ 699,932
Liabilities and Shareholders’ Equity		
Current liabilities:		
Accounts payable	$ 13,815	$ 23,334
Accrued expenses	31,210	29,823
Current portion of debt and capital lease obligations	55,713	55,887
Total current liabilities	100,738	109,044
Long-term debt and capital lease obligations, less current portion	909	28,617
Other long-term liabilities	14,071	12,340
Deferred income taxes	39,227	39,876
Shareholders’ equity:		
Preferred stock	—	—
Common stock, $0.01 par value: Authorized shares - 50,000,000, Issued and outstanding shares - 30,242,575 in 2016 and 30,543,864 in 2015	302	305
Additional paid-in capital	166,363	160,855
Retained earnings	322,817	348,895
Total shareholders’ equity	489,482	510,055
Total liabilities and shareholders’ equity	$ 644,427	$ 699,932

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, 2016	**June 30, 2015**	**June 30, 2016**	**June 30, 2015**
Operating revenue	$ 238,637	$ 249,694	$ 468,185	$ 455,612
Operating expenses:				
Purchased transportation	99,267	107,482	195,743	196,819
Salaries, wages and employee benefits	57,018	61,886	115,695	115,789
Operating leases	14,601	18,277	28,469	34,033
Depreciation and amortization	9,341	9,519	19,009	18,202
Insurance and claims	6,648	6,240	12,044	11,371
Fuel expense	2,999	4,188	5,960	8,208
Other operating expenses	20,669	22,194	41,766	43,033
Impairment of goodwill, intangibles and other assets	42,442	—	42,442	—
Total operating expenses	252,985	229,786	461,128	427,455
(Loss) income from operations	(14,348)	19,908	7,057	28,157
Other income (expense):				
Interest expense	(461)	(570)	(1,015)	(934)
Other, net	(117)	(89)	(145)	(138)
Total other income (expense)	(578)	(659)	(1,160)	(1,072)
(Loss) income before income taxes	(14,926)	19,249	5,897	27,085
Income tax (benefit) expense	(4,860)	7,425	2,864	10,425
Net (loss) income and comprehensive (loss) income	$ (10,066)	$ 11,824	$ 3,033	$ 16,660
Net (loss) income per share:				
Basic	$ (0.33)	$ 0.38	$ 0.10	$ 0.54
Diluted	$ (0.33)	$ 0.38	$ 0.10	$ 0.53
Dividends per share:	$ 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)

	Six months ended	
	June 30, 2016	June 30, 2015
Operating activities:		
Net income	$ 3,033	$ 16,660
Adjustments to reconcile net income to net cash provided by operating activities		
Depreciation and amortization	19,009	18,202
Impairment of goodwill, intangible and other assets	42,442	—
Share-based compensation	4,111	3,676
Loss (gain) on disposal of property and equipment	90	(33)
Provision for (recovery) loss on receivables	(12)	83
Provision for revenue adjustments	1,205	1,842
Deferred income tax (benefit)	881	(498)
Excess tax benefit for stock options exercised	(87)	(2,365)
Changes in operating assets and liabilities		
Accounts receivable	(1,284)	(4,887)
Other current assets	(1,796)	(3,210)
Accounts payable and accrued expenses	(6,386)	(10,908)
Net cash provided by operating activities	61,206	18,562
Investing activities:		
Proceeds from disposal of property and equipment	1,100	623
Purchases of property and equipment	(16,040)	(11,962)
Acquisition of business, net of cash acquired	(1,700)	(61,878)
Other	(601)	(565)
Net cash used in investing activities	(17,241)	(73,782)
Financing activities:		
Proceeds from term loan	—	125,000
Payments of debt and capital lease obligations	(27,883)	(73,263)
Proceeds from exercise of stock options	1,094	11,351
Payments of cash dividends	(7,334)	(7,433)
Repurchase of common stock (repurchase program)	(19,991)	—
Common stock issued under employee stock purchase plan	215	228
Excess tax benefit for stock options exercised	87	2,365
Cash settlement of share-based awards for minimum tax withholdings	(1,786)	(1,926)
Net cash (used in) provided by financing activities	(55,598)	56,322
Net (decrease) increase in cash	(11,633)	1,102
Cash at beginning of period	33,312	41,429
Cash at end of period	$ 21,679	$ 42,531

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, 2016

1. Basis of Presentation

Forward Air Corporation's ("the Company", "We", "Our") services can be classified into four principal reportable segments: Expedited LTL, Truckload Expedited Services ("TLX"), Intermodal and Pool Distribution (See note 11).

In our Expedited LTL segment, we provide time-definite transportation services to the North American deferred air freight market. Our Expedited LTL service operates a comprehensive national network for the time-definite surface transportation of expedited ground freight. The Expedited LTL service offers customers local pick-up and delivery and scheduled surface transportation of cargo as a cost effective, reliable alternative to air transportation. Expedited LTL's other services include shipment consolidation and deconsolidation, warehousing, customs brokerage, and other handling. The Expedited LTL segment primarily provides its transportation services through a network of terminals located at or near airports in the United States and Canada.

In our TLX segment, we provide expedited truckload brokerage, dedicated fleet services and maximum security and temperature-controlled logistics services. We are able to expedite this service by utilizing a dedicated fleet of team owner operators, some team company drivers as well as third party transportation providers. The TLX segment provides full truckload service in the United States and Canada.

In our Intermodal segment, we provide container and intermodal drayage services primarily within the Midwest region of the United States. Drayage is essentially the first and last mile of the movement of an intermodal container. We are providing this service both to and from ports and rail heads. Our Intermodal segment also provides dedicated contract and Container Freight Station ("CFS") warehouse and handling services. Today Intermodal operates primarily in the Midwest but through acquisition as well as green-field start-ups we anticipate moving into other geographies within the United States.

In our Pool Distribution segment, we provide 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.

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, 2016 are not necessarily indicative of the results that may be expected for the year ending December 31, 2016. 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, 2015.

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 March 2016, the Financial Accounting Standards Board (FASB) issued guidance that changes the accounting for certain aspects of share-based payments to employees. The guidance requires the recognition of the income tax effects of awards in the income statement when the awards vest or are settled, thus eliminating additional paid in capital pools. The guidance also allows for the employer to repurchase more of an employee's shares for tax withholding purposes without triggering liability accounting. In addition, the guidance allows for a policy election to account for forfeitures as they occur rather than on an estimated basis. The guidance is effective in 2017 with early adoption permitted. We are currently evaluating the impact of this guidance on our financial statements and the timing of adoption.

In February 2016, the FASB, issued ASU 2016-02, Leases, which introduces the recognition of lease assets and lease liabilities by lessees for those leases classified as operating leases under previous guidance. The guidance will be effective for annual reporting periods beginning after December 15, 2018 and interim periods within those fiscal years with early adoption permitted. We are evaluating the impact of the future adoption of this standard on our consolidated financial statements.

In November 2015, the FASB issued Accounting Standard Update No. 2015-17, "Balance Sheet Classification of Deferred Taxes", an update to ASC 740, Income Taxes (“Update”). Current GAAP requires an entity to separate deferred income tax liabilities and assets into current and noncurrent amounts in a classified statement of financial position. To simplify the presentation of deferred income taxes, the amendments in this Update require that deferred tax liabilities and assets be classified as noncurrent in a classified statement of financial position. The current requirement that deferred tax liabilities and assets of a tax-paying component of an entity be offset and presented as a single amount is not affected by the amendments in this Update. For public business entities, the amendments in this Update are effective for financial statements issued for annual periods beginning after December 15, 2017, and interim periods within those annual periods. The FASB also decided to permit earlier application by all entities as of the beginning of any interim or annual reporting period. The FASB further provides that this Update may be applied to all deferred tax liabilities and assets retrospectively to all periods presented. We adopted the Update retrospectively for the year ended December 31, 2015.

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. 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.

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 $61,878 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 Expedited LTL and TLX segments with opportunities to expand their 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 the Company.

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 Expedited LTL and TLX reportable segments. As the operations of Towne were fully integrated into the Company's existing networks 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. During the six months ended June 30, 2015, the Company also incurred expense of $7,504 for various other integration and transaction related costs which are largely included in other operating expenses.

In conjunction with the Towne acquisition, the Company vacated certain duplicate facilities under long-term non-cancelable leases and recorded contract termination costs. As of June 30, 2016, the Company's reserve for remaining payments on vacated facilities was $3,965. During the three and six months ended June 30, 2016, we paid $1,742 and $3,162 respectively in recurring payments on these non-cancelable leases.

Acquisition of Ace

As part of the Company's strategy to expand its Intermodal operations, in January 2016, the Company acquired certain assets of Ace Cargo, LLC ("Ace") for $1,700. The assets, liabilities, and operating results of Ace have been included in the Company's consolidated financial statements from the date of acquisition and have been assigned to the Intermodal reportable segment.

Allocations of Purchase Prices

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

	Ace January 25, 2016	Towne March 9, 2015
Tangible assets:		
Accounts receivable	$ —	$ 24,068
Prepaid expenses and other current assets	—	2,916
Property and equipment	—	2,095
Other assets	—	614
Total tangible assets	—	29,693
Intangible assets:		
Non-compete agreements	20	—
Customer relationships	772	66,000
Goodwill	908	59,666
Total intangible assets	1,700	125,666
Total assets acquired	1,700	155,359
Liabilities assumed:		
Current liabilities	—	28,920
Other liabilities	—	3,886
Debt and capital lease obligations	—	59,544
Deferred income taxes	—	1,131
Total liabilities assumed	—	93,481
Net assets acquired	$ 1,700	$ 61,878

The acquired definite-live intangible assets have the following useful lives:

	Useful Lives	
	Ace	Towne
Customer relationships	15 years	20 years
Non-compete agreements	5 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 estimate 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. 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 Towne acquisition occurred as of January 1, 2015 (in thousands, except per share data).

	Six months ended	
	June 30, 2016	June 30, 2015
Operating revenue	$ 468,185	$ 489,839
Income from operations	7,057	25,850
Net income	3,033	14,181
Net income per share		
Basic	$ 0.10	$ 0.46
Diluted	$ 0.10	$ 0.46

The unaudited pro forma consolidated results for the six month periods are based on the historical financial information of Towne. The unaudited pro forma consolidated results incorporate historical financial information since January 1, 2015. 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, 2015.

Goodwill

The Company conducted its annual impairment assessments and tests of goodwill for each reporting unit as of June 30, 2016. The first step of the goodwill impairment test is the Company's assessment of 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 estimates 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 estimates 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, 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.

(In thousands, except share and per share data)

Our 2016 assessments and calculations for LTL, Intermodal and Pool Distribution indicated that, as of June 30, 2016, the fair value of each reporting unit exceeded their carrying value. However, due to the financial performance of the Total Quality, Inc. ("TQI") reporting unit falling notably short of previous projections, declining revenue from significant customers and strategic initiatives not having the required impact on financial results, the Company reduced TQI's projected cash flows and as a result the estimate of TQI's fair value no longer exceeded the respective carrying value. As a result of these assessments, the Company concluded that an impairment loss was probable and could be reasonably estimated for the TQI reporting unit, which is included in the TLX reporting segment. Consequently, the Company recorded a goodwill impairment charge of $25,686 for the TQI reporting unit during the three months ended June 30, 2016.

The following is a summary of the changes in goodwill for the six months ended June 30, 2016. Approximately $100,156 of goodwill, not including the goodwill acquired with the Towne acquisition, is deductible for tax purposes.

	Expedited LTL		Truckload Expedited		Pool Distribution		Intermodal		Total
	Goodwill	Accumulated Impairment	Goodwill	Accumulated Impairment	Goodwill	Accumulated Impairment	Goodwill	Accumulated Impairment	Net
Beginning balance, December 31, 2015	$ 99,123	$ —	$ 45,164	$ —	$ 12,359	$ (6,953)	$ 55,916	$ —	$ 205,609
Ace Acquisition	—	—	—	—	—	—	908	—	908
TQI impairment	—	—	—	(25,686)	—	—	—	—	(25,686)
Adjustment to Towne acquisition	(1,530)	—	—	—	—	—	—	—	(1,530)
Ending balance, June 30, 2016	$ 97,593	$ —	$ 45,164	$ (25,686)	$ 12,359	$ (6,953)	$ 56,824	$ —	$ 179,301

Additionally, the Company reviews its long-lived assets for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. Impairment is recognized on assets classified as held and used when the sum of undiscounted estimated cash flows expected to result from the use of the asset is less than the carrying value. If such measurement indicates a possible impairment, the estimated fair value of the asset is compared to its net book value to measure the impairment charge, if any. In conjunction with the TQI goodwill impairment calculations the Company determined there were indicators that TQI's customer relationship and non-compete intangible assets were impaired as the undiscounted cash flows associated with the applicable assets exceeded the related assets' net book values. The Company then estimated the current market values of the customer relationship and non-compete assets 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 estimate 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. As a result of these calculations the Company recorded an impairment charge of $16,501 related to TQI customer relationships.

The Company is still in the process of finalizing certain valuations related to the goodwill and customer relationship impairment analyses. Adjustments, if any, to its estimates as a result of completing its valuation analysis will be recorded during the three months ended September 30, 2016.

In addition, during the three months ended June 30, 2016, the Company also discontinued use of an owned maintenance facility and began efforts to sell the property. In conjunction with these actions, the Company incurred a $255 impairment charge that was estimated using current offers received to sell the property.

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.

(In thousands, except share and per share data)

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 estimate their fair value during the six months ended June 30, 2016 and 2015 were as follows:

	Six months ended	
	June 30, 2016	June 30, 2015
Expected dividend yield	1.0%	1.0%
Expected stock price volatility	29.0%	33.9%
Weighted average risk-free interest rate	1.3%	1.6%
Expected life of options (years)	6.0	6.1
Weighted average grant date fair value	$ 12	$ 16

Forward Air Corporation
Notes to Condensed Consolidated Financial Statements
(In thousands, except share and per share data)
(Unaudited)
June 30, 2016

The following tables summarize the Company’s employee stock option activity and related information:

	Three months ended June 30, 2016			
	Options (000)	Weighted-Average Exercise Price	Aggregate Intrinsic Value (000)	Weighted-Average Remaining Contractual Term
Outstanding at March 31, 2016	868	$ 34		
Granted	—	—		
Exercised	(10)	22		
Forfeited	(3)	38		
Outstanding at June 30, 2016	855	$ 34	$ 9,014	3.1
Exercisable at June 30, 2016	623	$ 30	$ 9,097	2.0

	Three months ended	
	June 30, 2016	June 30, 2015
Share-based compensation for options	$ 375	$ 342
Tax benefit for option compensation	$ 140	$ 132
Unrecognized compensation cost for options, net of estimated forfeitures	$ 2,414	$ 2,266
Weighted average period over which unrecognized compensation will be recognized (years)	2.0	

	Six months ended June 30, 2016			
	Options (000)	Weighted-Average Exercise Price	Aggregate Intrinsic Value (000)	Weighted-Average Remaining Contractual Term
Outstanding at December 31, 2015	786	$ 32		
Granted	122	44		
Exercised	(48)	23		
Forfeited	(5)	38		
Outstanding at June 30, 2016	855	$ 34	$ 9,014	3.1
Exercisable at June 30, 2016	623	$ 30	$ 9,097	2.0

	Six months ended	
	June 30, 2016	June 30, 2015
Share-based compensation for options	$ 723	$ 678
Tax benefit for option compensation	$ 269	$ 261
Unrecognized compensation cost for options, net of estimated forfeitures	$ 2,414	$ 2,266
Weighted average period over which unrecognized compensation will be recognized (years)	2.0	

Forward Air Corporation
Notes to Condensed Consolidated Financial Statements
(In thousands, except share and per share data)
(Unaudited)
June 30, 2016

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:

	Three months ended June 30, 2016		
	Non-vested Shares (000)	Weighted-Average Grant Date Fair Value	Aggregate Grant Date Fair Value (000)
Outstanding and non-vested at March 31, 2016	222	$ 46	
Granted	9	43	
Vested	(1)	37	
Forfeited	(2)	45	
Outstanding and non-vested at June 30, 2016	228	$ 45	$ 10,363

	Three months ended	
	June 30, 2016	June 30, 2015
Share-based compensation for non-vested shares	$ 1,176	$ 1,022
Tax benefit for non-vested share compensation	$ 437	$ 393
Unrecognized compensation cost for non-vested shares, net of estimated forfeitures	$ 8,470	$ 7,231
Weighted average period over which unrecognized compensation will be recognized (years)	2.1	

	Six months ended June 30, 2016		
	Non-vested Shares (000)	Weighted-Average Grant Date Fair Value	Aggregate Grant Date Fair Value (000)
Outstanding and non-vested at December 31, 2015	191	$ 46	
Granted	134	44	
Vested	(93)	44	
Forfeited	(4)	46	
Outstanding and non-vested at June 30, 2016	228	$ 45	$ 10,363

	Six months ended	
	June 30, 2016	June 30, 2015
Share-based compensation for non-vested shares	$ 2,258	$ 2,010
Tax benefit for non-vested share compensation	$ 840	$ 772
Unrecognized compensation cost for non-vested shares, net of estimated forfeitures	$ 8,470	$ 7,231
Weighted average period over which unrecognized compensation will be recognized (years)	2.1	

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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's share price performance outperforms 30% or less of the peer group, but the number of shares issued may be doubled if the Company's 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 estimate were as follows:

	Six months ended	
	June 30, 2016	June 30, 2015
Expected stock price volatility	22.3%	23.5%
Weighted average risk-free interest rate	0.8%	1.0%

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

	Three months ended June 30, 2016		
	Performance Shares (000)	Weighted-Average Grant Date Fair Value	Aggregate Grant Date Fair Value (000)
Outstanding and non-vested at March 31, 2016	80	$ 55	
Granted	—	—	
Additional shares awarded based on performance	—	—	
Vested	—	—	
Outstanding and non-vested at June 30, 2016	80	$ 55	$ 4,373

	Three months ended	
	June 30, 2016	June 30, 2015
Share-based compensation for performance shares	$ 363	$ 333
Tax benefit for performance share compensation	$ 135	$ 128
Unrecognized compensation cost for performance shares, net of estimated forfeitures	$ 2,442	$ 2,399
Weighted average period over which unrecognized compensation will be recognized (years)	2.0	

	Six months ended June 30, 2016		
	Performance Shares (000)	Weighted-Average Grant Date Fair Value	Aggregate Grant Date Fair Value (000)
Outstanding and non-vested at December 31, 2015	77	$ 52	
Granted	29	49	
Additional shares awarded based on performance	7	40	
Vested	(33)	40	
Outstanding and non-vested at June 30, 2016	80	$ 55	$ 4,373

	Six months ended	
	June 30, 2016	June 30, 2015
Share-based compensation for performance shares	$ 714	$ 635
Tax benefit for performance share compensation	$ 266	$ 244
Unrecognized compensation cost for performance shares, net of estimated forfeitures	$ 2,442	$ 2,399
Weighted average period over which unrecognized compensation will be recognized (years)	2.0	

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 387,395 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, 2016, participants under the plan purchased 5,592 shares at an average price of $38.50 per share. 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. The weighted-average fair value of each purchase right under the ESPP granted for the six months ended June 30, 2016, which is equal to the discount from the market value of the common stock at the end of each six month purchase period, was $6.03 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. Share-based compensation expense of $34 and $37 was recognized during the three and six months ended June 30, 2016 and 2015, 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:

	Three months ended June 30, 2016		
	Non-vested Shares (000)	Weighted-Average Grant Date Fair Value	Aggregate Grant Date Fair Value (000)
Outstanding and non-vested at March 31, 2016	15	$ 51	
Granted	16	44	
Vested	(15)	51	
Outstanding and non-vested at June 30, 2016	16	$ 44	$ 688

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	Three months ended	
	June 30, 2016	**June 30, 2015**
Share-based compensation for non-vested shares	$ 211	$ 156
Tax benefit for non-vested share compensation	$ 65	$ 60
Unrecognized compensation cost for non-vested shares, net of estimated forfeitures	$ 592	$ 541
Weighted average period over which unrecognized compensation will be recognized (years)	0.9	

	Six months ended June 30, 2016		
	Non-vested Shares (000)	**Weighted-Average Grant Date Fair Value**	**Aggregate Grant Date Fair Value (000)**
Outstanding and non-vested at December 31, 2015	15	$ 51	
Granted	16	44	
Vested	(15)	51	
Outstanding and non-vested at June 30, 2016	16	$ 44	$ 688

	Six months ended	
	June 30, 2016	**June 30, 2015**
Share-based compensation for non-vested shares	$ 382	$ 316
Tax benefit for non-vested share compensation	$ 135	$ 122
Unrecognized compensation cost for non-vested shares, net of estimated forfeitures	$ 592	$ 541
Weighted average period over which unrecognized compensation will be recognized (years)	0.9	

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 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, 2016, the Company had no borrowings outstanding under the revolving credit facility. At June 30, 2016, the Company had utilized $10,124 of availability for outstanding letters of credit and had $139,876 of available borrowing capacity outstanding under the revolving credit facility.

In conjunction with the acquisition of Towne (see note 3), 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 1.8% at June 30, 2016. The remaining balance on the term loan was $55,563 as of June 30, 2016 and is a current liability.

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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, 2016	June 30, 2015	June 30, 2016	June 30, 2015
Numerator:				
Net income and comprehensive income	$ (10,066)	$ 11,824	$ 3,033	$ 16,660
Income allocated to participating securities	(28)	(79)	(55)	(111)
Numerator for basic and diluted income per share - net income	$ (10,094)	$ 11,745	$ 2,978	$ 16,549
Denominator (in thousands):				
Denominator for basic income per share - weighted-average shares	30,252	30,783	30,356	30,726
Effect of dilutive stock options (in thousands)	—	291	169	327
Effect of dilutive performance shares (in thousands)	—	30	32	35
Denominator for diluted income per share - adjusted weighted-average shares	30,252	31,104	30,557	31,088
Basic net income per share	$ (0.33)	$ 0.38	$ 0.10	$ 0.54
Diluted net income per share	$ (0.33)	$ 0.38	$ 0.10	$ 0.53

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, 2016	June 30, 2015
Anti-dilutive stock options (in thousands)	301	97
Anti-dilutive performance shares (in thousands)	23	21
Anti-dilutive non-vested shares and deferred stock units (in thousands)	—	—
Total anti-dilutive shares (in thousands)	324	118

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, 2016 and 2015, 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, 2016 was 48.6% compared to a rate of 38.5% for the same period in 2015. The increase in the 2016 effective tax rate was attributable to the TQI goodwill write off (Note 3) that is not deductible for tax purposes.

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.

(In thousands, except share and per share data)

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:

	June 30, 2016	
	Carrying Value	Fair Value
Capital leases	$ 1,240	$ 1,307

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

9. Shareholders' Equity

During each quarter of 2015 and the first and second quarter of 2016, 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 stock repurchase authorization for up to two million shares of our common stock. During the three months ended June 30, 2016, we repurchased 221,441 shares for $9,996, or an average of $45.14 per share. During the six months ended June 30, 2016, we repurchased 454,385 shares for $19,991, or an average of $44.00 per share. There were no shares repurchased by the Company for the three and six months ended June 30, 2015. As of June 30, 2016, 241,232 shares remain that may be repurchased.

On July 21, 2016, our Board of Directors canceled the Company’s remaining 2014 share repurchase authorization and approved a stock repurchase authorization for up to three million shares of the Company’s common stock.

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 should 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 four reportable segments based on information available to and used by the chief operating decision maker. Expedited LTL provides time-definite transportation and logistics services to the deferred air freight market. The TLX segment provides expedited truckload brokerage, dedicated fleet services and maximum security and temperature-controlled

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logistics services. Our Intermodal segment provides container and intermodal drayage services. Pool Distribution provides pool distribution services primarily to regional and national distributors and retailers.

During the first quarter of 2016, the Company changed its reporting segments to separate its truckload and intermodal businesses from our Expedited LTL service and to aggregate reporting for truckload services into a single segment. The Company previously reported three segments: Forward Air, Forward Air Solutions and Total Quality, Inc. Consequently, the Company now reports four segments: Expedited LTL, Truckload Expedited Services ("TLX"), Intermodal and Pool Distribution. All prior year segment amounts have been restated to reflect this new reporting structure.

Except for certain insurance activity, 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 2015 Annual Report on Form 10-K. For workers compensation and vehicle claims each segment is charged an insurance premium and is also charged a deductible that corresponds with the our corporate deductibles disclosed in Note 1 to the Consolidated Financial Statements included in the Company's 2015 Annual Report on Form 10-K. However, any losses beyond our deductibles and any loss development factors applied to our outstanding claims as a result of actuary analysis are not passed to the segments, but kept at the corporate level.

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 income from operations. The Company's business is conducted in the U.S. and Canada.

The following tables summarize segment information about net income (loss) 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, 2016 and 2015.

	Three months ended June 30, 2016					
	Expedited LTL	Truckload Expedited	Pool Distribution	Intermodal	Eliminations & other	Consolidated
External revenues	$ 143,916	$ 39,232	$ 31,365	$ 24,124	$ —	$ 238,637
Intersegment revenues	778	208	160	65	(1,211)	—
Depreciation and amortization	5,278	1,724	1,464	875	—	9,341
Share-based compensation expense	1,842	111	86	120	—	2,159
Interest expense	444	—	—	17		461
Income from operations	24,921	(40,282)	(371)	2,757	(1,373)	(14,348)
Total assets	634,305	50,289	46,675	122,724	(209,566)	644,427
Capital expenditures	10,493	1,771	1,009	79	—	13,352

	Three months ended June 30, 2015					
	Expedited LTL	Truckload Expedited	Pool Distribution	Intermodal	Eliminations & other	Consolidated
External revenues	$ 155,089	$ 39,178	$ 27,471	$ 27,445	$ 511	$ 249,694
Intersegment revenues	769	217	213	49	(1,248)	—
Depreciation and amortization	5,563	1,513	1,485	948	10	9,519
Share-based compensation expense	1,514	219	86	71	—	1,890
Interest expense	410	—	—	23	137	570
Income from operations	20,796	4,141	(13)	3,318	(8,334)	19,908
Total assets	660,473	89,930	45,334	113,216	(199,593)	709,360
Capital expenditures	2,657	1,847	2,046	183	—	6,733

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	Six months ended June 30, 2016					
	Expedited LTL	Truckload Expedited	Pool Distribution	Intermodal	Eliminations & other	Consolidated
External revenues	$ 277,439	$ 77,648	$ 64,421	$ 48,677	$ —	$ 468,185
Intersegment revenues	1,633	412	295	136	(2,476)	—
Depreciation and amortization	10,808	3,473	2,962	1,766	—	19,009
Share-based compensation expense	3,567	161	167	216	—	4,111
Interest expense	961	—	—	54	—	1,015
Income from operations	42,011	(38,717)	(257)	5,130	(1,110)	7,057
Total assets	634,305	50,289	46,675	122,724	(209,566)	644,427
Capital expenditures	12,571	1,784	1,554	131	—	16,040

	Six months ended June 30, 2015					
	Expedited LTL	Truckload Expedited	Pool Distribution	Intermodal	Eliminations & other	Consolidated
External revenues	$ 276,488	$ 73,433	$ 54,512	$ 50,407	$ 772	$ 455,612
Intersegment revenues	1,577	434	396	114	(2,521)	—
Depreciation and amortization	10,304	2,923	3,042	1,915	18	18,202
Share-based compensation expense	2,998	418	136	124	—	3,676
Interest expense	523	—	—	45	366	934
Income from operations	35,681	7,351	203	5,307	(20,385)	28,157
Total assets	660,473	89,930	45,334	113,216	(199,593)	709,360
Capital expenditures	5,351	4,089	2,236	286	—	11,962

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

Overview and Executive Summary

Our services are classified into four principal reportable segments: Expedited LTL, Truckload Expedited Services ("TLX"), Intermodal and Pool Distribution.

Through the Expedited LTL segment, we provide time-definite transportation services to the North American deferred air freight market. Our Expedited LTL service operates a comprehensive national network for the time-definite surface transportation of expedited ground freight. The Expedited LTL service offers customers local pick-up and delivery and scheduled surface transportation of cargo as a cost effective, reliable alternative to air transportation. Expedited LTL's other services include shipment consolidation and deconsolidation, warehousing, customs brokerage, and other handling. The Expedited LTL segment primarily provides its transportation services through a network of terminals located at or near airports in the United States and Canada.

Through our TLX segment we provide expedited truckload brokerage, dedicated fleet services and maximum security and temperature-controlled logistics services. We are able to expedite this service by utilizing a dedicated fleet of team owner operators, some team company drivers as well as third party transportation providers. The TLX segment provides full truckload service in the United States and Canada.

Our Intermodal segment provides container and intermodal drayage services primarily within the Midwest region of the United States. Drayage is essentially the first and last mile of the movement of an intermodal container. We are providing this service both to and from ports and rail heads. Our Intermodal segment also provides dedicated contract and Container Freight Station ("CFS") warehouse and handling services. Today Intermodal operates primarily in the Midwest but through acquisition as well as green-field start-ups we anticipate moving into other geographies within the United States.

We provide 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.

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 Truckload, Intermodal and Pool Distribution, 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 $61.9 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 Expedited LTL and TLX reportable segments.

Acquisition of Ace

As part of the Company's strategy to expand its Intermodal operations, in January 2016, we acquired certain assets of Ace Cargo, LLC, ("Ace") for $1,700. The assets, liabilities, and operating results of Ace have been included in the Company's consolidated financial statements from the date of acquisition and have been assigned to the Intermodal reportable segment.

Change in Reportable Segments

During the first quarter of 2016, we changed our reportable segments to separate our truckload and intermodal businesses from our Expedited LTL service and to aggregate our reporting for truckload services into a single segment. We previously reported three segments: Forward Air, Forward Air Solutions and Total Quality, Inc. Consequently, we now report four segments: Expedited

LTL, Truckload Expedited Services ("TLX"), Intermodal and Pool Distribution. All prior year segment amounts have been restated to reflect this new reporting structure.

Goodwill

In conjunction with our policy to annually test goodwill for impairment as of June 30 we determined there were indicators of potential impairment of the goodwill and other long lived assets assigned to the TQI acquisition. This determination was based on TQI's financial performance falling notably short of previous projections, declining revenue from significant customers and strategic initiatives not having the required impact on financial results. As a result of these factors we reduced TQI's projected cash flows and consequently the estimate of TQI's fair value no longer exceeded the respective carrying value. Based on the results of the impairment test, we concluded that an impairment loss was probable and could be reasonably estimated. Therefore, during the second quarter of 2016, we recorded impairment charges for goodwill, intangibles and other assets of $42.4 million related to the TQI reporting unit.

Results from Operations

The following table sets forth our consolidated historical financial data for the three months ended June 30, 2016 and 2015 (in millions):

	Three months ended June 30			
	2016	**2015**	**Change**	**Percent Change**
Operating revenue:				
Expedited LTL	$ 144.7	$ 155.8	$ (11.1)	(7.1)%
Truckload Expedited	39.4	39.4	—	—
Pool Distribution	31.5	27.7	3.8	13.7
Intermodal	24.2	27.5	(3.3)	(12.0)
Eliminations and other operations	(1.2)	(0.7)	(0.5)	71.4
Operating revenue	238.6	249.7	(11.1)	(4.4)
Operating expenses:				
Purchased transportation	99.3	107.5	(8.2)	(7.6)
Salaries, wages, and employee benefits	57.0	61.9	(4.9)	(7.9)
Operating leases	14.6	18.3	(3.7)	(20.2)
Depreciation and amortization	9.3	9.5	(0.2)	(2.1)
Insurance and claims	6.7	6.2	0.5	8.1
Fuel expense	3.0	4.2	(1.2)	(28.6)
Other operating expenses	20.7	22.2	(1.5)	(6.8)
Impairment of goodwill, intangibles and other assets	42.4	—	42.4	100.0
Total operating expenses	253.0	229.8	23.2	10.1
Income (loss) from operations:				
Expedited LTL	24.9	20.8	4.1	19.7
Truckload Expedited	(40.3)	4.1	(44.4)	NM
Pool Distribution	(0.4)	—	(0.4)	(100.0)
Intermodal	2.8	3.3	(0.5)	(15.2)
Other operations	(1.4)	(8.3)	6.9	(83.1)
Income (loss) from operations	(14.4)	19.9	(34.3)	(172.4)
Other expense:				
Interest expense	(0.4)	(0.6)	0.2	(33.3)
Other, net	(0.1)	(0.1)	—	—
Total other expense	(0.5)	(0.7)	0.2	(28.6)
(Loss) income before income taxes	(14.9)	19.2	(34.1)	(177.6)
Income taxes	(4.8)	7.4	(12.2)	(164.9)
Net (loss) income	$ (10.1)	$ 11.8	$ (21.9)	(185.6)%

During the three months ended June 30, 2016, we experienced a 4.4% increase in our consolidated revenues compared to the three months ended June 30, 2015. Due to a $42.4 million impairment charge in the TQI reporting unit, operating results decreased $34.3 million and over 100% from 2015 to an operating loss of $14.4 million for the three months ended June 30, 2016.

Segment Operations

Expedited LTL's revenue decreased $11.1 million, or 7.1%, while operating income increased $4.1 million, or 19.7% for the three months ended June 30, 2016, compared to the same period in 2015. The decrease of Expedited LTL's revenue was the result of lower airport-to-airport volumes due to trimming of lower yielding business, customer attrition since the acquisition of Towne and reduced net fuel surcharge revenue as a result of the decline in fuel prices since the second quarter of 2015. The revenue decrease was partially offset by improved pricing, the implementation of the February 2016 change to our dim-factor standard and further operating efficiencies leading to an increase in operating income.

TLX's revenue was flat, but operating income decreased $44.4 million for the three months ended June 30, 2016, compared to the same period in 2015. The decrease of TLX's operating income was the result of the impairment charges recorded to the TQI reporting unit within TLX. The impairment was the result of decreases in revenue from TQI pharma customers and continued operating losses. Excluding impairment charges, operating income declined $2.0 million due to the decline of the TQI pharmaceutical business and TLX revenue per mile declining at a faster pace than cost per mile.

Pool Distribution revenue increased $3.8 million, or 13.7%, while operating results decreased $0.4 million for the three months ended June 30, 2016, compared to the same period in 2015. The decline in Pool Distribution operating income was primarily the result of higher lease costs as Pool Distribution opened new facilities and relocated others to support business wins since the second quarter of 2015.

Intermodal revenue decreased $3.3 million, or 12.0%, and operating income decreased $0.5 million, or 15.2%, for the three months ended June 30, 2016, compared to the same period in 2015. The decreases in operating revenue and income were primarily attributable to suppressed market conditions, the negative impact of decreased fuel surcharges and decreased chassis rental and rail storage revenues.

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 volume transiting our network. During the three months ended June 30, 2016, total net fuel surcharge revenue decreased 35.0% as compared to the same period in 2015. The decrease in net fuel surcharge revenue for the three months ended June 30, 2016 compared to the same period in 2015 was mostly due to decreased fuel prices and decreased volumes in the Expedited LTL and Intermodal segments. Partially offsetting the decline in net fuel surcharge revenue was a 28.6% decline in fuel expense which was also the result of the declining fuel prices.

Interest Expense

Interest expense was $0.4 million for the three months ended June 30, 2016 compared to $0.6 million for the same period of 2015. Decrease in interest expense was attributable to principal payments made on the term loan used to finance the Towne acquisition in March 2015.

Income Taxes

The combined federal and state effective tax rate for the second quarter of 2016 was 32.6% compared to a rate of 38.6% for the same period in 2015. The tax rate for the second quarter of 2016 is the result of the impairment of goodwill in the second quarter of 2016 that is non-deductible for tax purposes.

Net Income (Loss)

As a result of the foregoing factors, net income decreased by $21.9 million to a net loss of $10.1 million for the second quarter of 2016 compared to net income of $11.8 million for the same period in 2015.

Expedited LTL - Three Months Ended June 30, 2016 compared to Three Months Ended June 30, 2015

The following table sets forth our historical financial data of the Expedited LTL segment for the three months ended June 30, 2016 and 2015 (in millions):

Expedited LTL Segment Information
(In millions)
(Unaudited)

	Three months ended					
	June 30, 2016	Percent of Revenue	June 30, 2015	Percent of Revenue	Change	Percent Change
Operating revenue	$ 144.7	100.0%	$ 155.8	100.0%	$ (11.1)	(7.1)%
Operating expenses:						
Purchased transportation	55.8	38.6	66.0	42.4	(10.2)	(15.5)
Salaries, wages and employee benefits	33.9	23.4	39.3	25.2	(5.4)	(13.7)
Operating leases	8.5	5.9	8.4	5.4	0.1	1.2
Depreciation and amortization	5.3	3.7	5.6	3.6	(0.3)	(5.4)
Insurance and claims	3.4	2.3	2.4	1.5	1.0	41.7
Fuel expense	0.8	0.5	1.1	0.7	(0.3)	(27.3)
Other operating expenses	12.1	8.4	12.2	7.9	(0.1)	(0.8)
Total operating expenses	119.8	82.8	135.0	86.7	(15.2)	(11.3)
Income from operations	$ 24.9	17.2%	$ 20.8	13.3%	$ 4.1	19.7 %

Expedited LTL Operating Statistics

	Three months ended		
	June 30, 2016	June 30, 2015	Percent Change
Operating ratio	82.8%	86.7%	(4.5)%
Business days	64.0	64.0	—
Business weeks	12.8	12.8	—
Expedited LTL:			
Tonnage			
Total pounds [1]	606,033	650,276	(6.8)
Average weekly pounds [1]	47,346	50,803	(6.8)
Linehaul shipments			
Total linehaul	964,756	1,010,978	(4.6)
Average weekly	75,372	78,983	(4.6)
Forward Air Complete shipments	206,406	256,553	(19.5)
As a percentage of linehaul shipments	21.4%	25.4%	(15.7)
Average linehaul shipment size	628	643	(2.3)
Revenue per pound [2]			
Linehaul yield	$ 17.58	$ 16.98	2.8
Fuel surcharge impact	0.94	1.20	(1.2)
Forward Air Complete impact	3.31	3.48	(0.8)
Total Expedited LTL yield	$ 21.83	$ 21.66	0.8 %

[1] - In thousands

[2] - In dollars per hundred pound; percentage change is expressed as a percent of total yield.

Revenues

Expedited LTL (LTL), which is our legacy airport-to-airport service, had operating revenue decrease $11.1 million, or 7.1%, to $144.7 million from $155.8 million, accounting for 60.6% of consolidated operating revenue for the three months ended June 30, 2016 compared to 62.4% for the same period in 2015. The decrease is mostly the result of a $4.2 million, or 3.8%, decrease in linehaul revenue. The decrease in linehaul revenue is attributable to the decrease in tonnage, partially offset by the linehaul yield changes noted in the preceding table. The increase in average base revenue per pound was attributable to targeted rate increases implemented in the third and fourth quarters of 2015. The decrease in tonnage is primarily due to the attrition of acquired, poorly-priced Towne revenue since the second quarter of 2015 slightly offset by the tonnage increases attributable to a February 2016 change to our dim-factor standard. This change in dim-factor standard allows us to capture more billable tonnage on certain shipments.

The remaining $6.9 million decrease in LTL revenue is the result of a decrease in Forward Air Complete ("Complete") pick-up and delivery revenue, net fuel surcharge revenue and other terminal based revenues. Complete revenue decreased $2.5 million, or 11.3%, during the three months ended June 30, 2016 compared to the same period of 2015. The decrease in Complete revenue was attributable to a decrease in shipping volumes in our LTL network and a 15.7% decrease in the attachment rate of Complete activity to linehaul shipments. Other terminal based revenues, which includes warehousing services and terminal handling, decreased $2.3 million, or 15.4%, to $12.5 million in the second quarter of 2016 from $14.8 million in the same period of 2015. The decrease in other terminal revenue was mainly attributable to attrition of acquired Towne activity. Compared to the same period in 2015, net fuel surcharge revenue decreased $2.1 million largely due to the decline in fuel prices and volume decreases discussed previously.

Purchased Transportation

LTL’s purchased transportation decreased by $10.2 million, or 15.5%, to $55.8 million for the three months ended June 30, 2016 from $66.0 million for the three months ended June 30, 2015. As a percentage of segment operating revenue, LTL purchased transportation was 38.6% during the three months ended June 30, 2016 compared to 42.4% for the same period in 2015. The decrease in percentage of revenue is due to a 4.2% decrease in LTL cost per mile, improved revenue per mile due to yield and dim-factor changes discussed previously and improved network efficiency. The LTL cost per mile decrease and improvement in network efficiencies were largely the result of higher utilization of owner operators instead of more costly third party transportation providers.

Salaries, Wages, and Benefits

Salaries, wages and employee benefits of LTL decreased by $5.4 million, or 13.7%, to $33.9 million in the second quarter of 2016 from $39.3 million in the same period of 2015. Salaries, wages and employee benefits were 23.4% of LTL’s operating revenue in the second quarter of 2016 compared to 25.2% for the same period of 2015. The decrease in salaries, wages and employee benefits in total dollars was primarily attributable to a $6.2 million, or 18.0%, decrease in direct LTL terminal and management salaries, wages and employee benefits. The decrease in terminal expense is primarily due to a decrease in employee headcount and employee incentives. These improvements were partially mitigated by higher workers' compensation and health insurance costs and increased share based compensation. Reduction in head count is a result of operating efficiencies gained since the Towne acquisition.

Operating Leases

Operating leases increased $0.1 million, or 1.2%, to $8.5 million for the three months ended June 30, 2016 from $8.4 million for the same period in 2015. Operating leases were 5.9% of LTL operating revenue for the three months ended June 30, 2016 compared to 5.4% for the same period in 2015. The increase in cost is due to $0.2 million of additional facility lease expenses partially offset by a $0.1 million decrease in truck, trailer and equipment rentals and leases. Facility leases increased due to the expansion of certain facilities to service increased volumes from the acquisition of Towne.

Depreciation and Amortization

Depreciation and amortization decreased $0.3 million or 5.4%, to $5.3 million in the second quarter of 2016 from $5.6 million in the same period of 2015. Depreciation and amortization expense as a percentage of LTL operating revenue was 3.7% in the second quarter of 2016 compared to 3.6% in the same period of 2015. The decrease was due to the disposal of equipment during the second quarter of 2016.

Insurance and Claims

LTL insurance and claims expense increased $1.0 million, or 41.7%, to $3.4 million for the three months ended June 30, 2016 from $2.4 million for the same period of 2015. Insurance and claims was 2.3% of operating revenue for the three months ended June 30, 2016 compared to 1.5% for the same period of 2015. The increase was due to a $0.8 million increase in vehicle premiums and a $0.2 million increase in cargo claims and vehicle claim reserves. Insurance premiums increases in conjunction with our current year insurance plan renewals.

Other Operating Expenses

Other operating expenses decreased $0.1 million, or 0.8%, to $12.1 million during the three months ended June 30, 2016 from $12.2 million in the same period of 2015. Other operating expenses were 8.4% of LTL operating revenue in the second quarter of 2016 compared to 7.9% in the same period of 2015. The decrease in total dollars and as percentage of revenue was the result of $0.5 million decrease in vehicle maintenance and dock expenses mostly offset by a $0.4 million increase in ancillary owner operator costs which increased in conjunction with our higher utilization of owner operators.

Income from Operations

Income from operations increased by $4.1 million, or 19.7%, to $24.9 million for the second quarter of 2016 compared with $20.8 million for the same period in 2015. Income from operations as a percentage of LTL operating revenue was 17.2% for the three months ended June 30, 2016 compared with 13.3% in the same period of 2015. The improvement in income from operations was due to dim-factor standard changes implemented in February 2016, rate increases initiated during the third and fourth quarters of 2015 and improved efficiency in purchased transportation and dock operations. These improvements were partially offset by increased vehicle insurance premiums and other operating expenses.

Truckload Expedited Services - Three Months Ended June 30, 2016 compared to Three Months Ended June 30, 2015

The following table sets forth our historical financial data of the Truckload Expedited Services segment for the three months ended June 30, 2016 and 2015 (in millions):

Truckload Expedited Services Segment Information
(In millions)
(Unaudited)

	Three months ended					
	June 30, 2016	Percent of Revenue	June 30, 2015	Percent of Revenue	Change	Percent Change
Operating revenue	$ 39.4	100.0 %	$ 39.4	100.0%	$ —	— %
Operating expenses:						
Purchased transportation	27.4	69.6	25.3	64.2	2.1	8.3
Salaries, wages and employee benefits	4.5	11.4	4.7	11.9	(0.2)	(4.3)
Operating leases	0.1	0.3	0.1	0.3	—	—
Depreciation and amortization	1.7	4.3	1.5	3.8	0.2	13.3
Insurance and claims	1.0	2.5	0.9	2.3	0.1	11.1
Fuel expense	0.6	1.5	0.9	2.3	(0.3)	(33.3)
Other operating expenses	2.0	5.1	1.9	4.8	0.1	5.3
Impairment of goodwill, intangibles and other assets	42.4	107.6	—	—	42.4	100.0
Total operating expenses	79.7	202.3	35.3	89.6	44.4	125.8
(Loss) income from operations	$ (40.3)	(102.3)%	$ 4.1	10.4%	$ (44.4)	(1,082.9)%

Truckload Expedited Services Operating Statistics

	Three months ended		
	June 30, 2016	June 30, 2015	Percent Change
Company driver [1]	1,544	1,880	(17.9)
Owner operator [1]	12,563	8,722	44.0
Third party [1]	7,491	7,600	(1.4)
Total Miles	21,598	18,202	18.7
Revenue per mile	$ 1.77	$ 2.05	(13.7)
Cost per mile	$ 1.34	$ 1.46	(8.2)%

[1] - In thousands

Revenues

Truckload Expedited Services (TLX) revenue, which is legacy Forward Air truckload services and our pharmaceutical services, was $39.4 million in the second quarter of 2016 and 2015. TLX revenue was flat due to an increase in overall miles and new business wins in our legacy truckload services partially offset by a decline in pharmaceutical revenue. TLX had a 13.7% decrease in average revenue per mile and an 18.7% increase in miles driven to support revenue. TLX's revenue per mile decreased on a shift in business mix that moved away from revenue requiring use of more expensive third party transportation providers. Revenue per mile also declined due to the decrease in pharmaceutical revenue which historically has a higher revenue per mile than traditional truckload business.

Purchased Transportation

Purchased transportation costs for our TLX revenue increased $2.1 million, or 8.3%, to $27.4 million for the three months ended June 30, 2016 from $25.3 million for the same period in 2015. For the three months ended June 30, 2016, TLX purchased transportation costs represented 69.6% of TLX revenue compared to 64.2% for the same period in 2015. The increase in TLX purchased transportation was attributable to a 22.9% increase in non-Company miles driven during the three months ended June 30, 2016 compared to the same period in 2015. The increase in non-Company miles was slightly offset by a 8.7% decrease in cost per mile during the three months ended June 30, 2016 compared to the same period of 2015. The increase in TLX non-Company miles driven was attributable to the change in business mix discussed above. The decrease in cost per mile was due to TLX's ability to utilize owner operators to cover the additional miles instead of more costly third party transportation providers. The increase in TLX purchased transportation as a percentage of revenue was attributable to TLX cost per mile not decreasing in proportion with the previously discussed decline in TLX revenue per mile.

Salaries, Wages, and Benefits

Salaries, wages and employee benefits of TLX decreased by $0.2 million, or 4.3%, to $4.5 million in the second quarter of 2016 from $4.7 million in the same period of 2015. Salaries, wages and employee benefits were 11.4% of TLX’s operating revenue in the second quarter of 2016 compared to 11.9% for the same period of 2015. The decrease in salaries, wages and employee benefits in total dollars and as a percentage of revenue was mostly attributable to lower driver pay due to the decreased Company drivers miles and health insurance costs.

Depreciation and Amortization

Depreciation and amortization increased $0.2 million, or 13.3%, to $1.7 million in the second quarter of 2016 from $1.5 million in the same period of 2015. Depreciation and amortization expense as a percentage of TLX operating revenue was 4.3% in the second quarter of 2016 compared to 3.8% in the same period of 2015. The increase was due to trailers purchased at the end of 2015 and increased use of Company equipment instead of more costly third party carriers.

Insurance and Claims

TLX insurance and claims expense increased $0.1 million, or 11.1%, to $1.0 million for the three months ended June 30, 2016 from $0.9 million for the same period of 2015. Insurance and claims were 2.5% of operating revenue for the three months ended June 30, 2016 compared to 2.3% in the same period of 2015. The increase was due to higher vehicle insurance premiums and increased vehicle accident damage repairs. The higher insurance premiums were driven by current year insurance renewals.

Fuel Expense

TLX fuel expense decreased $0.3 million, or 33.3%, to $0.6 million for the second quarter of 2016 from $0.9 million for the same period of 2015. Fuel expense as a percentage of TLX operating revenue was 1.5% in the second quarter of 2016 compared to 2.3% in the same period of 2015. The decrease as a percentage of revenue was mostly attributable to a decline in year-over-year fuel prices and the decrease in Company driver miles.

Other Operating Expenses

Other operating expenses increased $0.1 million, or 5.3%, to $2.0 million during the three months ended June 30, 2016 from $1.9 million in the same period of 2015. Other operating expenses were 5.1% of TLX operating revenue in the second quarter of 2016 compared to 4.8% in the same period of 2015. The increase was attributable to $0.1 million in legal fees for an ongoing legal issue.

Impairment of goodwill, intangibles and other assets

In conjunction with our policy to annually test goodwill for impairment as of June 30 we determined there were indicators of potential impairment of goodwill and other long lived assets assigned to the TQI acquisition. As a result, we performed fair value calculations as of June 30, 2016. Based on these calculations we recorded $42.4 million in total impairment charges related to TQI’s goodwill and other long lived assets.

Results from Operations

Results from operations decreased by $44.4 million to a $40.3 million loss from operations for the second quarter of 2016 compared with $4.1 million of income from operations for the same period in 2015. Excluding the impairment charges, results from operations decreased $2.0 million for the three months ended June 30, 2016 compared to the same period of 2015. Excluding the impairment charges, the deterioration in income from operations was due to the revenue decline of the pharmaceutical business and TLX revenue per mile declining at a faster pace than our cost per mile.

Pool Distribution - Three Months Ended June 30, 2016 compared to Three Months Ended June 30, 2015

The following table sets forth our historical financial data of the Pool Distribution segment for the three months ended June 30, 2016 and 2015 (in millions):

Pool Distribution Segment Information
(In millions)
(Unaudited)

	Three months ended					
	June 30, 2016	**Percent of Revenue**	**June 30, 2015**	**Percent of Revenue**	**Change**	**Percent Change**
Operating revenue	$ 31.5	100.0 %	$ 27.7	100.0%	$ 3.8	13.7 %
Operating expenses:						
Purchased transportation	8.6	27.3	7.5	27.1	1.1	14.7
Salaries, wages and employee benefits	11.9	37.8	10.6	38.3	1.3	12.3
Operating leases	3.0	9.5	2.1	7.6	0.9	42.9
Depreciation and amortization	1.5	4.8	1.5	5.4	—	—
Insurance and claims	1.0	3.2	0.9	3.2	0.1	11.1
Fuel expense	1.1	3.5	1.3	4.7	(0.2)	(15.4)
Other operating expenses	4.8	15.2	3.8	13.7	1.0	26.3
Total operating expenses	31.9	101.3	27.7	100.0	4.2	15.2
Loss from operations	$ (0.4)	(1.3)%	$ —	—%	$ (0.4)	(100.0)%

Revenues

Pool Distribution (Pool) operating revenue increased $3.8 million, or 13.7%, to $31.5 million for the three months ended June 30, 2016 from $27.7 million for the same period in 2015. The increase was attributable to new customer business wins, current year rate increases and increased volume from previously existing customers. The increase in revenue was partly offset by the closing of a facility in early second quarter of 2016.

Purchased Transportation

Pool purchased transportation increased $1.1 million, or 14.7%, to $8.6 million for the three months ended June 30, 2016 compared to $7.5 million for the same period of 2015. Pool purchased transportation as a percentage of revenue was 27.3% for the three months ended June 30, 2016 compared to 27.1% for the same period of 2015. The slight deterioration in Pool purchased transportation as a percentage of revenue was attributable to an increased utilization of owner operators over Company drivers. The increase was partly offset by increased agent station revenue, which has handling costs that would not contribute to purchased transportation.

Salaries, Wages, and Benefits

Pool salaries, wages and employee benefits increased $1.3 million, or 12.3%, to $11.9 million for the three months ended June 30, 2016 compared to $10.6 million for the same period of 2015. As a percentage of Pool operating revenue, salaries, wages and benefits decreased to 37.8% for the three months ended June 30, 2016 compared to 38.3% for the same period in 2015. The decline in salaries, wages and benefits as a percentage of revenue was mostly the result of a $0.2 million decrease in health insurance costs, partly offset by an increase in dock pay.

Operating Leases

Operating leases increased $0.9 million, or 42.9%, to $3.0 million for the three months ended June 30, 2016 from $2.1 million for the same period in 2015. Operating leases were 9.5% of Pool operating revenue for the three months ended June 30, 2016 compared with 7.6% in the same period of 2015. Operating leases increased due to an additional $0.7 million in facility rent expense as during the second half of 2015 certain terminals moved to larger facilities to handle additional business wins. The remaining $0.2 million was due to additional truck rentals used to provide capacity at a new facility added in the second half of 2015 as well as for additional business wins throughout the network.

Depreciation and Amortization

Pool depreciation and amortization was $1.5 million for the three months ended June 30, 2016 and 2015. Depreciation and amortization expense as a percentage of Pool operating revenue was 4.8% in the second quarter of 2016 compared to 5.4% in the same period of 2015. Depreciation and amortization decreased as a percentage of revenue as Pool utilized more truck rentals and owner operators instead of Company-owned equipment to provide the capacity for the increase in revenue.

Fuel Expense

Pool fuel expense decreased $0.2 million, or 15.4%, to $1.1 million for the second quarter of 2016 from $1.3 million in the same period of 2015. Fuel expenses were 3.5% of Pool operating revenue in the second quarter of 2016 compared to 4.7% in the second quarter of 2015. Pool fuel expenses decreased due to a decline in year-over-year fuel prices and increased utilization of owner-operators. These decreases were partially offset by the impact of the higher revenue volumes.

Other Operating Expenses

Pool other operating expenses increased $1.0 million, or 26.3%, to $4.8 million for the three months ended June 30, 2016 compared to $3.8 million for the same period of 2015. Pool other operating expenses for the second quarter of 2016 were 15.2% compared to 13.7% for the same period of 2015. As a percentage of revenue the increase was attributable to a 1.0% increase in agent station costs and a 0.7% increase in dock maintenance costs. These increases were partially offset by a 0.2% decrease in recruiting expenses. Agent station costs increased on shift in business mix that increased revenue volumes flowing to our agent stations and dock maintenance expenses increased primarily on start up of new business.

Results from Operations

Results from operations decreased to a $0.4 million loss from operations for the second quarter of 2016 compared with a breakeven performance for the same period in 2015. Loss from operations as a percentage of Pool operating revenue was 1.3% for the three months ended June 30, 2016 compared to breakeven in the same period of 2015. The decline in Pool operating results was primarily the result of increased facility costs associated with the on-boarding of new business. These increases in expenses were partly offset by the increased revenue from new business wins.

Intermodal - Three Months Ended June 30, 2016 compared to Three Months Ended June 30, 2015

The following table sets forth our historical financial data of the Intermodal segment for the three months ended June 30, 2016 and 2015 (in millions):

Intermodal Segment Information
(In millions)
(Unaudited)

	Three months ended					
	June 30, 2016	Percent of Revenue	June 30, 2015	Percent of Revenue	Change	Percent Change
Operating revenue	$ 24.2	100.0%	$ 27.5	100.0%	$ (3.3)	(12.0)%
Operating expenses:						
Purchased transportation	8.4	34.7	9.0	32.7	(0.6)	(6.7)
Salaries, wages and employee benefits	6.0	24.8	6.2	22.6	(0.2)	(3.2)
Operating leases	2.9	12.0	2.9	10.5	—	—
Depreciation and amortization	0.9	3.7	0.9	3.3	—	—
Insurance and claims	0.5	2.0	0.7	2.5	(0.2)	(28.6)
Fuel expense	0.6	2.5	0.9	3.3	(0.3)	(33.3)
Other operating expenses	2.1	8.7	3.6	13.1	(1.5)	(41.7)
Total operating expenses	21.4	88.4	24.2	88.0	(2.8)	(11.6)
Income from operations	$ 2.8	11.6%	$ 3.3	12.0%	$ (0.5)	(15.2)%

Revenues

Intermodal operating revenue decreased $3.3 million, or 12.0%, to $24.2 million for the three months ended June 30, 2016 from $27.5 million for the same period in 2015. The decreases in operating revenue were primarily attributable to the negative impact of reduced fuel surcharges, decreased rental and storage revenues and suppressed market conditions. These decreases were partially offset by volumes associated with the acquisition of Ace.

Purchased Transportation

Intermodal purchased transportation decreased $0.6 million, or 6.7%, to $8.4 million for the three months ended June 30, 2016 from $9.0 million for the same period in 2015. Intermodal purchased transportation as a percentage of revenue was 34.7% for the three months ended June 30, 2016 compared to 32.7% for the three months ended June 30, 2015. The increase in Intermodal purchased transportation as a percentage of revenue was attributable to higher utilization of owner-operators as opposed to Company-employed drivers in select markets. The increase as a percentage of revenue was also due to a change in business mix as revenues, such as rental and storage revenues, that do not utilize purchased transportation decreased in the second quarter of 2016 compared to the same period of 2015.

Salaries, Wages, and Benefits

Intermodal salaries, wages and employee benefits decreased $0.2 million, or 3.2%, to $6.0 million for the three months ended June 30, 2016 compared to $6.2 million for the three months ended June 30, 2015. As a percentage of Intermodal operating revenue, salaries, wages and benefits increased to 24.8% for the three months ended June 30, 2016 compared to 22.6% for the same period in 2015. The deterioration in salaries, wages and employee benefits as a percentage of revenue is attributable to increased administrative staffing, wage increases and increased workers' compensation costs. These increases were partially offset by less reliance on Company-employed drivers and improved dock efficiency.

Operating Leases

Operating leases were $2.9 million for the three months ended June 30, 2016 and 2015. Operating leases were 12.0% of Intermodal operating revenue for the three months ended June 30, 2016 compared with 10.5% in the same period of 2015. Operating leases increased as a percentage of revenue due to the decrease in revenue impacting fixed costs, such as facility rent.

Depreciation and Amortization

Depreciation and amortization was $0.9 million for the three months ended June 30, 2016 and 2015. Depreciation and amortization expense as a percentage of Intermodal operating revenue was 3.7% in the second quarter of 2016 compared to 3.3% in the same period of 2015. Depreciation and amortization increased as a percentage of revenue as Intermodal lost leverage on its fixed asset costs due to the decrease in revenue.

Insurance and Claims

Intermodal insurance and claims expense decreased $0.2 million, or 28.6%, to $0.5 million for the three months ended June 30, 2016 from $0.7 million for the three months ended June 30, 2015. Intermodal insurance and claims were 2.0% of operating revenue for the three months ended June 30, 2016 compared with 2.5% for the same period in 2015. The decrease in Intermodal insurance and claims was attributable to a $0.2 million decrease in reserves for accident claims.

Fuel Expense

Intermodal fuel expense decreased $0.3 million, or 33.3%, to $0.6 million for the second quarter of 2016 from $0.9 million in the same period of 2015. Fuel expenses were 2.5% of Intermodal operating revenue in the second quarter of 2016 compared to 3.3% in the second quarter of 2015. Intermodal fuel expenses decreased primarily as a result of the year-over-year decline in fuel prices, declining revenue and increased utilization of owner-operators.

Other Operating Expenses

Intermodal other operating expenses decreased $1.5 million, or 41.7%, to $2.1 million for the three months ended June 30, 2016 compared to $3.6 million for the same period of 2015. Intermodal other operating expenses for the second quarter of 2016 were 8.7% compared to 13.1% for the same period of 2015. The decrease in Intermodal other operating expenses was due mostly to a $1.2 million decline in container related rental and storage charges. The remaining decrease was due to declining maintenance expenses and other variable costs corresponding with the decrease in revenue.

Income from Operations

Intermodal's income from operations decreased by $0.5 million, or 15.2%, to $2.8 million for the second quarter of 2016 compared with $3.3 million for the same period in 2015. Income from operations as a percentage of Intermodal operating revenue was 11.6% for the three months ended June 30, 2016 compared to 12.0% in the same period of 2015. The deterioration in operating income was primarily attributable to the negative impact on revenue of decreased fuel surcharges and suppressed market conditions.

Other Operations

Other operating activity improved from a $8.3 million loss during the three months ended June 30, 2015 to a $1.4 million operating loss during the three months ended June 30, 2016. The year-over-year improvement in other operations and corporate activities was largely due to $6.9 million of Towne acquisition and integration costs included in results for the three months ended June 30, 2015 and no similar costs being included in the second quarter of 2016. The prior year acquisition and integration costs included $0.5 million of severance obligations and $4.9 million in reserves for remaining net payments on duplicate facilities vacated during the three months ended June 30, 2015. The expenses associated with the severance obligations and vacated, duplicate facility costs were recognized in the salaries, wages and benefits and operating lease line items, respectively. During the second quarter of 2015, we also incurred expense of $1.0 million for various other integration and transaction related costs which are largely included in other operating expenses. The $1.4 million in operating loss included in other operations and corporate activities for the three months ended June 30, 2016, was primarily for increases to loss development factors resulting from our bi-annual actuary analysis of our vehicle and workers' compensation claims. Other operating activity for the three months ended June 30, 2015 included approximately $1.9 million of additional expenses associated with our bi-annual actuary analysis. These loss development adjustments were kept at the corporate level and not passed through to our segments.

Results from Operations

The following table sets forth our consolidated historical financial data for the six months ended June 30, 2016 and 2015 (in millions):

	Six months ended June 30			
	2016	**2015**	**Change**	**Percent Change**
Operating revenue:				
Expedited LTL	$ 279.1	$ 278.1	$ 1.0	0.4 %
Truckload Expedited	78.1	73.9	4.2	5.7
Pool Distribution	64.7	54.9	9.8	17.9
Intermodal	48.8	50.5	(1.7)	(3.4)
Eliminations and other operations	(2.5)	(1.8)	(0.7)	38.9
Operating revenue	468.2	455.6	12.6	2.8
Operating expenses:				
Purchased transportation	195.7	196.8	(1.1)	(0.6)
Salaries, wages, and employee benefits	115.7	115.8	(0.1)	(0.1)
Operating leases	28.5	34.0	(5.5)	(16.2)
Depreciation and amortization	19.0	18.2	0.8	4.4
Insurance and claims	12.0	11.4	0.6	5.3
Fuel expense	6.0	8.2	(2.2)	(26.8)
Other operating expenses	41.8	43.0	(1.2)	(2.8)
Impairment of goodwill, intangibles and other assets	42.4	—	42.4	100.0
Total operating expenses	461.1	427.4	33.7	7.9
Income (loss) from operations:				
Expedited LTL	42.0	35.7	6.3	17.6
Truckload Expedited	(38.7)	7.4	(46.1)	NM
Pool Distribution	(0.3)	0.2	(0.5)	(250.0)
Intermodal	5.1	5.3	(0.2)	(3.8)
Other operations	(1.0)	(20.4)	19.4	(95.1)
Income (loss) from operations	7.1	28.2	(21.1)	(74.8)
Other expense:				
Interest expense	(1.0)	(0.9)	(0.1)	11.1
Other, net	(0.2)	(0.2)	—	—
Total other expense	(1.2)	(1.1)	(0.1)	9.1
(Loss) income before income taxes	5.9	27.1	(21.2)	(78.2)
Income taxes	2.9	10.4	(7.5)	(72.1)
Net (loss) income	$ 3.0	$ 16.7	$ (13.7)	(82.0)%

Expedited LTL - Six Months Ended June 30, 2016 compared to Six Months Ended June 30, 2015

The following table sets forth our historical financial data of the Expedited LTL segment for the six months ended June 30, 2016 and 2015 (in millions):

Expedited LTL Segment Information
(In millions)
(Unaudited)

	Six months ended					
	June 30, 2016	Percent of Revenue	June 30, 2015	Percent of Revenue	Change	Percent Change
Operating revenue	$ 279.1	100.0%	$ 278.1	100.0%	$ 1.0	0.4 %
Operating expenses:						
Purchased transportation	109.2	39.1	118.9	42.8	(9.7)	(8.2)
Salaries, wages and employee benefits	68.8	24.7	69.6	25.0	(0.8)	(1.1)
Operating leases	16.5	5.9	14.3	5.1	2.2	15.4
Depreciation and amortization	10.8	3.9	10.3	3.7	0.5	4.9
Insurance and claims	6.2	2.2	5.2	1.9	1.0	19.2
Fuel expense	1.5	0.6	2.1	0.8	(0.6)	(28.6)
Other operating expenses	24.1	8.6	22.0	7.9	2.1	9.5
Total operating expenses	237.1	85.0	242.4	87.2	(5.3)	(2.2)
Income from operations	$ 42.0	15.0%	$ 35.7	12.8%	$ 6.3	17.6 %

Expedited LTL Operating Statistics

	Six months ended		
	June 30, 2016	June 30, 2015	Percent Change
Operating ratio	85.0%	87.2%	(2.5)%
Business days	128.0	127.0	0.8
Business weeks	25.6	25.4	0.8
Expedited LTL:			
Tonnage			
Total pounds [1]	1,169,760	1,170,180	—
Average weekly pounds [1]	45,694	46,070	(0.8)
Linehaul shipments			
Total linehaul	1,841,232	1,796,547	2.5
Average weekly	71,923	70,730	1.7
Forward Air Complete shipments	384,379	426,288	(9.8)
As a percentage of linehaul shipments	20.9%	23.7%	(11.8)
Average linehaul shipment size	635	651	(2.5)
Revenue per pound [2]			
Linehaul yield	$ 17.72	$ 17.15	2.6
Fuel surcharge impact	0.87	1.23	(1.7)
Forward Air Complete impact	3.19	3.34	(0.7)
Total Expedited LTL yield	$ 21.78	$ 21.72	0.3 %

[1] - In thousands

[2] - In dollars per hundred pound; percentage change is expressed as a percent of total yield.

Revenues

Expedited LTL (LTL), which is our legacy airport-to-airport service, had operating revenue increase $1.0 million, or 0.4%, to $279.1 million from $278.1 million, accounting for 59.6% of consolidated operating revenue for the six months ended June 30, 2016 compared to 61.0% for the same period in 2015. The increase in revenue is mostly the result of a $6.2 million, or 3.1%, increase in linehaul revenue. The increase in linehaul revenue is attributable to the linehaul yield changes noted in the preceding table. The increase in average base revenue per pound was attributable to targeted rate increases implemented in the third and fourth quarters of 2015. Tonnage was flat primarily due to the attrition of acquired, poorly-priced Towne revenue since the second quarter of 2015 offset by the tonnage increases attributable to a February 2016 change to our dim-factor standard. This change in dim-factor standard allows us to capture more billable tonnage on certain shipments.

The $6.2 million increase in linehaul revenue was partly offset by decreased revenue from our Complete pick-up and delivery revenue and net fuel surcharge revenue. Complete revenue decreased $1.7 million, or 4.4%, during the six months ended June 30, 2016 compared to the same period of 2015. The decrease in Complete revenue was attributable to declines in Complete shipment counts and an 11.8% decrease in the attachment rate of Complete activity to linehaul shipments. These declines in Complete activity are in conjunction with the attrition of Towne revenue discussed above. Compared to the same period in 2015, net fuel surcharge revenue decreased $4.3 million largely due to the decline in fuel prices.

Other terminal based revenues, which includes warehousing services and terminal handling, increased $0.8 million, or 3.2%, to $24.3 million for the six months ended June 30, 2016 from $23.5 million in the same period of 2015. The increase in other terminal revenue was mainly attributable to a full six months of Towne activity in 2016.

Purchased Transportation

LTL's purchased transportation decreased by $9.7 million, or 8.2%, to $109.2 million for the six months ended June 30, 2016 from $118.9 million for the six months ended June 30, 2015. As a percentage of segment operating revenue, LTL purchased transportation was 39.1% during the six months ended June 30, 2016 compared to 42.8% for the same period in 2015. The decrease in total dollars and as a percentage of revenue is due to a 2.9% decrease in LTL cost per mile, improved revenue per mile due to yield and dim-factor changes discussed previously and improved network efficiency. The LTL cost per mile decrease and improvement in network efficiencies were largely the result of higher utilization of owner operators instead of more costly third party transportation providers.

Salaries, Wages, and Benefits

Salaries, wages and employee benefits of LTL decreased by $0.8 million, or 1.1%, to $68.8 million for the six months ended June 30, 2016 from $69.6 million in the same period of 2015. Salaries, wages and employee benefits were 24.7% of LTL's operating revenue for the six months ended June 30, 2016 compared to 25.0% for the same period of 2015. The decrease in salaries, wages and employee benefits in total dollars was primarily attributable to a $4.0 million, or 7.0%, decrease in direct LTL terminal and management salaries, wages and employee benefits. The decrease in terminal expense is primarily due to a decrease in employee headcount and employee incentives. These improvements were partially mitigated by higher workers' compensation and health insurance costs. Reduction in head count is a result of operating efficiencies gained since the Towne acquisition.

Operating Leases

Operating leases increased $2.2 million, or 15.4%, to $16.5 million for the six months ended June 30, 2016 from $14.3 million for the same period in 2015. Operating leases were 5.9% of LTL operating revenue for the six months ended June 30, 2016 compared to 5.1% for the same period in 2015. The increase in cost is due to $0.9 million of additional truck, trailer and equipment rentals and leases and a $1.3 million increase in facility lease expenses resulting from a full six months of Towne activity.

Depreciation and Amortization

Depreciation and amortization increased $0.5 million, or 4.9%, to $10.8 million in the six months ended June 30, 2016 from $10.3 million in the same period of 2015. Depreciation and amortization expense as a percentage of LTL operating revenue was 3.9% in the six months ended June 30, 2016 compared to 3.7% in the same period of 2015. The increase was primarily the result of trailers purchased at the end of 2015, added trailers from the Towne acquisition and information technology upgrades.

Insurance and Claims

LTL insurance and claims expense increased $1.0 million, or 19.2%, to $6.2 million for the six months ended June 30, 2016 from $5.2 million for the six months ended June 30, 2015. Insurance and claims was 2.2% of operating revenue for the six months ended June 30, 2016 compared to 1.9% for the same period of 2015. The increase was due to a $0.8 million increase in insurance premiums and a $0.1 million increase in cargo claims and vehicle claim reserves.

Other Operating Expenses

Other operating expenses increased $2.1 million, or 9.5%, to $24.1 million during the six months ended June 30, 2016 from $22.0 million in the same period of 2015. Other operating expenses were 8.6% of LTL operating revenue in the six months ended June 30, 2016 compared to 7.9% in the same period of 2015. The increase in total dollars and as percentage of revenue was the result of $0.5 million increase in fixed costs such as facility related expenses and a $1.1 million increase in cost to support the expansion of our terminal network attributable to a full six months of Towne in 2016 compared to 2015. Also, during 2016 we incurred $0.3 million in legal and professional fees in a successful effort to defeat a union movement at one of our locations. Finally, we incurred approximately $0.2 million for a redesign of a new logo and brand image during the six months ended June 30, 2016.

Income from Operations

Income from operations increased by $6.3 million, or 17.6%, to $42.0 million for the six months ended June 30, 2016 compared with $35.7 million for the same period in 2015. Income from operations as a percentage of LTL operating revenue was 15.0% for the six months ended June 30, 2016 compared with 12.8% in the same period of 2015. The improvement in income from operations was due to dim-factor standard changes implemented in February 2016, rate increases initiated during the third and fourth quarters of 2015 and improved efficiency in purchased transportation and dock operations. These improvements were partially offset by increased insurance premiums and facility and other operating expenses.

Truckload Expedited Services - Six Months Ended June 30, 2016 compared to Six Months Ended June 30, 2015

The following table sets forth our historical financial data of the Truckload Expedited Services segment for the six months ended June 30, 2016 and 2015 (in millions):

Truckload Expedited Services Segment Information
(In millions)
(Unaudited)

	Six months ended					
	June 30, 2016	Percent of Revenue	June 30, 2015	Percent of Revenue	Change	Percent Change
Operating revenue	$ 78.1	100.0 %	$ 73.9	100.0%	$ 4.2	5.7 %
Operating expenses:						
Purchased transportation	53.9	69.0	47.9	64.8	6.0	12.5
Salaries, wages and employee benefits	9.5	12.2	9.1	12.3	0.4	4.4
Operating leases	0.2	0.3	0.2	0.3	—	—
Depreciation and amortization	3.5	4.5	2.9	3.9	0.6	20.7
Insurance and claims	1.9	2.4	1.4	1.9	0.5	35.7
Fuel expense	1.2	1.5	1.8	2.5	(0.6)	(33.3)
Other operating expenses	4.2	5.4	3.2	4.3	1.0	31.3
Impairment of goodwill, intangibles and other assets	42.4	54.3	—	—	42.4	100.0
Total operating expenses	116.8	149.6	66.5	90.0	50.3	75.6
(Loss) income from operations	$ (38.7)	(49.6)%	$ 7.4	10.0%	$ (46.1)	(623.0)%

Truckload Expedited Services Operating Statistics

	Six months ended		
	June 30, 2016	June 30, 2015	Percent Change
Company driver [1]	3,313	3,596	(7.9)
Owner operator [1]	24,615	15,016	63.9
Third party [1]	14,565	15,115	(3.6)
Total Miles	42,493	33,727	26.0
Revenue per mile	$ 1.79	$ 2.07	(13.5)
Cost per mile	$ 1.36	$ 1.48	(8.1)%

[1] - In thousands

Revenues

TLX revenue, which is legacy Forward Air truckload services and our pharmaceutical services, increased $4.2 million, or 5.7%, to $78.1 million for the six months ended June 30, 2016 from $73.9 million in the same period of 2015. The increase in TLX revenue was attributable to new business wins in our legacy truckload services partially offset by a decline in pharmaceutical revenue. TLX had a 13.5% decrease in average revenue per mile and a 26.0% increase in miles driven to support revenue. TLX's revenue per mile decreased on a shift in business mix that moved away from revenue requiring use of more expensive third party transportation providers. Revenue per mile also declined due to the decrease in pharmaceutical revenue which historically has a higher revenue per mile than traditional truckload business.

Purchased Transportation

Purchased transportation costs for our TLX revenue increased $6.0 million, or 12.5%, to $53.9 million for the six months ended June 30, 2016 from $47.9 million for the six months ended June 30, 2015. For the six months ended June 30, 2016, TLX purchased transportation costs represented 69.0% of TLX revenue compared to 64.8% for the same period in 2015. The increase in TLX purchased transportation was attributable to a 30.0% increase in non-Company miles driven during the six months ended June 30, 2016 compared to the same period in 2015. The increase in miles was slightly offset by a 9.9% decrease in non-Company cost per mile during the six months ended June 30, 2016 compared to the same period of 2015. The increase in TLX miles driven was attributable to new business wins discussed above. The decrease in cost per mile was due to TLX's ability to utilize owner operators to cover the additional miles instead of more costly third party transportation providers. The increase in TLX purchased transportation as a percentage of revenue was attributable to TLX cost per mile not decreasing in proportion with the decline in TLX revenue per mile.

Salaries, Wages, and Benefits

Salaries, wages and employee benefits of TLX increased by $0.4 million, or 4.4%, to $9.5 million in the six months ended June 30, 2016 from $9.1 million in the same period of 2015. Salaries, wages and employee benefits were 12.2% of TLX's operating revenue in the six months ended June 30, 2016 compared to 12.3% for the same period of 2015. The increase in salaries, wages and employee benefits was mostly attributable to an increase in Company-driver pay as a temporary pay scale was introduced to encourage driver retention.

Depreciation and Amortization

Depreciation and amortization increased $0.6 million, or 20.7%, to $3.5 million in the six months ended June 30, 2016 from $2.9 million in the same period of 2015. Depreciation and amortization expense as a percentage of TLX operating revenue was 4.5% in the six months ended June 30, 2016 compared to 3.9% in the same period of 2015. The increase was due to trailers purchased at the end of 2015 and tractors purchased after the second quarter of 2015.

Insurance and Claims

TLX insurance and claims expense increased $0.5 million, or 35.7%, to $1.9 million for the six months ended June 30, 2016 from $1.4 million for the six months ended June 30, 2015. Insurance and claims were 2.4% of operating revenue for the six months ended June 30, 2016 compared to 1.9% in the same period of 2015. The increase was due to higher vehicle insurance premiums and increased vehicle accident damage repairs. The higher insurance premiums were driven by current year insurance renewals.

Fuel Expense

TLX fuel expense decreased $0.6 million, or 33.3%, to $1.2 million for the six months ended June 30, 2016 from $1.8 million for the same period of 2015. Fuel expense as a percentage of TLX operating revenue was 1.5% in the six months ended June 30, 2016 compared to 2.5% in the same period of 2015. The decrease as a percentage of revenue was mostly attributable to a decline in year-over-year fuel prices and Company miles.

Other Operating Expenses

Other operating expenses increased $1.0 million, or 31.3%, to $4.2 million during the six months ended June 30, 2016 from $3.2 million in the same period of 2015. Other operating expenses were 5.4% of TLX operating revenue in the six months ended June 30, 2016 compared to 4.3% in the same period of 2015. Approximately $0.3 million of the increase was attributable to maintenance expenses and $0.2 million of the increase was driven by operating expenses for the six months ended June 30, 2015 including a gain on the sale of equipment that did not occur in 2016. The remaining increase was due to $0.2 in legal expenses and $0.3 in additional costs to handle the expanding TLX business mentioned above.

Impairment of goodwill, intangibles and other assets

In conjunction with our policy to annually test goodwill for impairment as of June 30 we determined there were indicators of potential impairment of goodwill and other long lived assets assigned to the TQI acquisition. As a result, we performed fair value calculations as of June 30, 2016. Based on these calculations we recorded $42.4 million in total impairment charges related to TQI's goodwill and other long lived assets.

Results from Operations

Results from operations decreased by $46.1 million to a $38.7 million loss from operations for the six months ended June 30, 2016 compared with $7.4 million in income from operations for the same period in 2015. Excluding the impairment charges, results from operations decreased $3.6 million for the six months ended June 30, 2016 compared to the same period of 2015. Excluding the impairment charges, the deterioration in income from operations was due to the revenue decline of the pharmaceutical business and TLX revenue per mile declining at a faster pace than our cost per mile.

Pool Distribution - Six Months Ended June 30, 2016 compared to Six Months Ended June 30, 2015

The following table sets forth our historical financial data of the Pool Distribution segment for the six months ended June 30, 2016 and 2015 (in millions):

Pool Distribution Segment Information
(In millions)
(Unaudited)

	Six months ended					
	June 30, 2016	Percent of Revenue	June 30, 2015	Percent of Revenue	Change	Percent Change
Operating revenue	$ 64.7	100.0 %	$ 54.9	100.0%	$ 9.8	17.9 %
Operating expenses:						
Purchased transportation	17.5	27.0	15.0	27.3	2.5	16.7
Salaries, wages and employee benefits	24.7	38.2	20.7	37.7	4.0	19.3
Operating leases	5.9	9.1	4.2	7.6	1.7	40.5
Depreciation and amortization	3.0	4.7	3.0	5.5	—	—
Insurance and claims	2.1	3.2	1.8	3.3	0.3	16.7
Fuel expense	2.1	3.3	2.6	4.7	(0.5)	(19.2)
Other operating expenses	9.7	15.0	7.4	13.5	2.3	31.1
Total operating expenses	65.0	100.5	54.7	99.6	10.3	18.8
(Loss) income from operations	$ (0.3)	(0.5)%	$ 0.2	0.4%	$ (0.5)	(250.0)%

Revenues

Pool Distribution (Pool) operating revenue increased $9.8 million, or 17.9%, to $64.7 million for the six months ended June 30, 2016 from $54.9 million for the same period in 2015. The increase was attributable to new customer business wins, current year rate increases and increased volume from previously existing customers.

Purchased Transportation

Pool purchased transportation increased $2.5 million, or 16.7%, to $17.5 million for the six months ended June 30, 2016 compared to $15.0 million for the same period of 2015. Pool purchased transportation as a percentage of revenue was 27.0% for the six months ended June 30, 2016 compared to 27.3% for the same period of 2015. The improvement in Pool purchased transportation as a percentage of revenue was attributable to rate increases initiated during the first quarter of 2016 which improved our revenue per mile and our purchased transportation as a percentage of revenue. The decrease was also attributable to increased agent station revenue, which has handling costs that would not contribute to purchased transportation.

Salaries, Wages, and Benefits

Pool salaries, wages and employee benefits increased $4.0 million, or 19.3%, to $24.7 million for the six months ended June 30, 2016 compared to $20.7 million for the same period of 2015. As a percentage of Pool operating revenue, salaries, wages and benefits increased to 38.2% for the six months ended June 30, 2016 compared to 37.7% for the same period in 2015. The deterioration in salaries, wages and benefits as a percentage of revenue was mostly the result of a $1.4 million increase in dock handler pay and a $0.3 million increase in incentives. These increases accounted for a 1.1% increase in costs as a percentage of revenue, but was partially offset by improved leverage on fixed salaries, wages and benefits as a result of the revenue increases discussed above.

Operating Leases

Operating leases increased $1.7 million, or 40.5%, to $5.9 million for the six months ended June 30, 2016 from $4.2 million for the same period in 2015. Operating leases were 9.1% of Pool operating revenue for the six months ended June 30, 2016 compared with 7.6% in the same period of 2015. Operating leases increased due to $1.3 million of additional facility rent expense during the second half of 2015 as certain terminals moved to larger facilities to handle additional business wins. The remaining $0.4 million increase is attributable to additional truck rentals to provide capacity at a new facility added in the second half of 2015 as well as for additional business wins throughout the network.

Depreciation and Amortization

Pool depreciation and amortization was $3.0 million for the six months ended June 30, 2016 and 2015. Depreciation and amortization expense as a percentage of Pool operating revenue was 4.7% for the six months ended June 30, 2016 compared to 5.5% in the same period of 2015. Depreciation and amortization decreased as a percentage of revenue as Pool utilized more truck rentals and owner operators instead of Company-owned equipment to provide the capacity for the increase in revenue.

Fuel Expense

Pool fuel expense decreased $0.5 million, or 19.2%, to $2.1 million for the six months ended June 30, 2016 from $2.6 million in the same period of 2015. Fuel expenses were 3.3% of Pool operating revenue in the six months ended June 30, 2016 compared to 4.7% in the same period of 2015. Pool fuel expenses decreased due to a decline in year-over-year fuel prices and increased utilization of owner-operators. These decreases were partially offset by the impact of the higher revenue volumes.

Other Operating Expenses

Pool other operating expenses increased $2.3 million, or 31.1%, to $9.7 million for the six months ended June 30, 2016 compared to $7.4 million for the same period of 2015. Pool other operating expenses for the six months ended June 30, 2016 were 15.0% compared to 13.5% for the same period of 2015. As a percentage of revenue the increase was attributable to a 0.8% increase in agent station costs and a 0.7% increase in dock related costs. Agent station costs increased on a shift in business mix that increased revenue volumes flowing to our agent stations. The dock related costs increase was mainly attributable to the start up of new business.

Results from Operations

Results from operations decreased by $0.5 million to a $0.3 million loss from operations for the six months ended June 30, 2016 compared with $0.2 million of income from operations for the same period in 2015. Loss from operations as a percentage of Pool operating revenue was 0.5% for the six months ended June 30, 2016 compared to income from operations as a percentage of revenue of 0.4% in the same period of 2015. The decline in Pool operating results was primarily the result of increased facility costs for the on-boarding of new business. These increases in expenses were partly offset by the increased revenue from new business wins.

Intermodal - Six Months Ended June 30, 2016 compared to Six Months Ended June 30, 2015

The following table sets forth our historical financial data of the Intermodal segment for the six months ended June 30, 2016 and 2015 (in millions):

Intermodal Segment Information
(In millions)
(Unaudited)

	Six months ended					
	June 30, 2016	Percent of Revenue	June 30, 2015	Percent of Revenue	Change	Percent Change
Operating revenue	$ 48.8	100.0%	$ 50.5	100.0%	$ (1.7)	(3.4)%
Operating expenses:						
Purchased transportation	16.8	34.4	16.0	31.7	0.8	5.0
Salaries, wages and employee benefits	12.0	24.6	12.1	24.0	(0.1)	(0.8)
Operating leases	6.0	12.3	5.4	10.7	0.6	11.1
Depreciation and amortization	1.8	3.7	1.9	3.8	(0.1)	(5.3)
Insurance and claims	1.4	2.9	1.3	2.5	0.1	7.7
Fuel expense	1.1	2.2	1.8	3.5	(0.7)	(38.9)
Other operating expenses	4.6	9.4	6.7	13.3	(2.1)	(31.3)
Total operating expenses	43.7	89.5	45.2	89.5	(1.5)	(3.3)
Income from operations	$ 5.1	10.5%	$ 5.3	10.5%	$ (0.2)	(3.8)%

Revenues

Intermodal operating revenue decreased $1.7 million, or 3.4%, to $48.8 million for the six months ended June 30, 2016 from $50.5 million for the same period in 2015. The decrease in operating revenue was primarily attributable to the negative impact of reduced fuel surcharges, decreased rental and storage revenues and suppressed market conditions. The decrease was partially offset by volumes associated with the acquisition of Ace.

Purchased Transportation

Intermodal purchased transportation increased $0.8 million, or 5.0%, to $16.8 million for the six months ended June 30, 2016 from $16.0 million for the same period in 2015. Intermodal purchased transportation as a percentage of revenue was 34.4% for the six months ended June 30, 2016 compared to 31.7% for the six months ended June 30, 2015. The increase in Intermodal purchased transportation as a percentage of revenue was attributable to higher utilization of owner-operators as opposed to Company-employed drivers in select markets. The increase as a percentage of revenue was also due to a change in business mix as revenues, such as rental and storage revenues, that do not not utilize owner operators decreased for the six months ended June 30, 2016 compared to the same period of 2015.

Salaries, Wages, and Benefits

Intermodal salaries, wages and employee benefits decreased $0.1 million, or 0.8%, to $12.0 million for the six months ended June 30, 2016 compared to $12.1 million for the six months ended June 30, 2015. As a percentage of Intermodal operating revenue, salaries, wages and benefits increased to 24.6% for the six months ended June 30, 2016 compared to 24.0% for the same period in 2015. The deterioration in salaries, wages and employee benefits as a percentage of revenue is attributable to increased administrative staffing, wage increases and increased health insurance costs. These increases were partially offset by less reliance on Company-employed drivers.

Operating Leases

Operating leases increased $0.6 million, or 11.1%, to $6.0 million for the six months ended June 30, 2016 from $5.4 million for the same period in 2015. Operating leases were 12.3% of Intermodal operating revenue for the six months ended June 30, 2016 compared with 10.7% in the same period of 2015. Operating leases increased due to $0.3 million of additional truck and trailer rentals, in lieu of new equipment purchases, to provide capacity for new business wins. The remaining $0.3 million increase is attributable to increased rent expense as certain terminals moved to larger facilities to handle additional business volumes added since the second quarter of 2015.

Depreciation and Amortization

Depreciation and amortization decreased $0.1 million, or 5.3%, to $1.8 million for the six months ended June 30, 2016 from $1.9 million for the same period in 2015. Depreciation and amortization expense as a percentage of Intermodal operating revenue was 3.7% in the second quarter of 2016 compared to 3.8% in the same period of 2015. Depreciation and amortization decreased in total dollars and as a percentage of revenue as the trade name intangible asset from the CST acquisition reached its useful life in the first quarter of 2016.

Insurance and Claims

Intermodal insurance and claims expense increased $0.1 million, or 7.7%, to $1.4 million for the six months ended June 30, 2016 from $1.3 million for the six months ended June 30, 2015. Intermodal insurance and claims were 2.9% of operating revenue for the six months ended June 30, 2016 compared with 2.5% for the same period in 2015. The increase in Intermodal insurance and claims was attributable to a $0.4 million increase in vehicle insurance premiums partially offset by a $0.2 million decrease in reserves for accident claims.

Fuel Expense

Intermodal fuel expense decreased $0.7 million, or 38.9%, to $1.1 million for the six months ended June 30, 2016 from $1.8 million in the same period of 2015. Fuel expenses were 2.2% of Intermodal operating revenue in the second quarter of 2016 compared to 3.5% in the second quarter of 2015. Intermodal fuel expenses decreased primarily as a result of the year-over-year decline in fuel prices, declining revenue and increased utilization of owner-operators.

Other Operating Expenses

Intermodal other operating expenses decreased $2.1 million, or 31.3%, to $4.6 million for the six months ended June 30, 2016 compared to $6.7 million for the same period of 2015. Intermodal other operating expenses for the second quarter of 2016 were 9.4% compared to 13.3% for the same period of 2015. The decrease in Intermodal other operating expenses was due mostly to a $1.8 million decline in container related rental and storage charges. The remaining decrease was due to declining maintenance expenses and other variable costs corresponding with the decrease in revenue.

Income from Operations

Intermodal's income from operations decreased by $0.2 million, or 3.8%, to $5.1 million for the second quarter of 2016 compared with $5.3 million for the same period in 2015. Income from operations as a percentage of Intermodal operating revenue was 10.5% for the six months ended June 30, 2016 and 2015. The deterioration in operating income was primarily attributable to the negative impact in revenue of decreased fuel surcharges and suppressed market conditions.

Other Operations

Other operating activity improved from a $20.4 million operating loss during the six months ended June 30, 2015 to a $1.0 million operating loss during the six months ended June 30, 2016. The year-over-year improvement in other operations and corporate activities was largely due to $18.7 million of Towne acquisition and integration costs included in results for the six months ended June 30, 2015 and no similar costs being included in the same period of 2016. The prior year acquisition and integration costs included $2.5 million of severance obligations and $8.7 million in reserves for remaining net payments, on duplicate facilities vacated during the six months ended June 30, 2015. The expenses associated with the severance obligations and vacated, duplicate facility costs were recognized in the salaries, wages and benefits and operating lease line items, respectively. During the six months ended June 30, 2015, we also incurred expense of $7.5 million for various other integration and transaction related costs which are largely included in other operating expenses. The $1.0 million in operating loss included in other operations and corporate activities for the six months ended June 30, 2016, was primarily for increases to loss development factors resulting from our bi-annual actuary analysis of our vehicle and workers' compensation claims. Other operating activity for the six months ended June 30, 2015 included approximately $1.9 million of additional expenses associated with our bi-annual actuary analysis. These loss development adjustments were kept at the corporate level and not passed through to our segments.

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 2015 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 2015 Annual Report on Form 10-K.

Valuation of Goodwill and Other Long Term Assets

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 reporting unit and related components in accordance with U.S. GAAP. Goodwill is allocated to reporting units that are expected to benefit from the business combinations generating the goodwill. We have five reporting units - Expedited LTL, TLX Forward Air, Intermodal, Pool Distribution and Total Quality, Inc. ("TQI"). The TLX Forward Air and the TQI reporting units are assigned to the TLX Expedited Services reporting segment. In evaluating reporting units, we first assess qualitative factors to determine whether it is more likely than not that the fair value of any 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 any reporting unit is less than the reporting unit's carrying amount, or periodically as deemed appropriate by management, we will prepare an estimation of the respective reporting unit's fair value utilizing a quantitative approach. 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 is adjusted for appropriate risk factors. We believe the most sensitive estimate used in our income approach is the management prepared projected cash flows. Consequently, 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. The inputs used in 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.

In 2016, we performed a fair value estimation for each reporting unit, except Intermodal as we did not believe it was more likely than not that Intermodal's fair value was less than the carrying amount. Currently, there is no goodwill assigned to the TLX Forward Air reporting unit. Our 2016 calculations for LTL and Pool Distribution indicated that, as of June 30, 2016, the fair value of each reporting unit exceeded their carrying value by approximately 122.0% and 76.0%, respectively. However, due to TQI's financial performance falling notably short of our previous projections, declining revenue from significant customers and strategic initiatives not having the required impact on financial results, we reduced TQI's projected cash flows and as a result our estimate of TQI's fair value no longer exceeded the respective carrying value. We concluded that an impairment loss was probable and could be reasonably estimated. Consequently, we recorded an estimated goodwill impairment charge of $25.7 million for the TQI reporting unit.

Additionally, the Company reviews its other long-lived assets for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. In conjunction with the TQI impairment calculations we obtained fair value information or prepared new fair value calculations for TQI's other long term assets. Impairment is recognized on assets classified as held and used when the sum of undiscounted estimated cash flows expected to result from the use of the asset is less than the carrying value. If such measurement indicates a possible impairment, the estimated fair value of the asset is compared to its net book value to measure the impairment charge, if any. Through our TQI goodwill impairment calculations we determined there were indicators that TQI's customer relationship and non-compete intangible assets were impaired as the undiscounted cash flows associated with the applicable assets exceeded the related assets' net book values. We then estimated the current market values of the customer relationship and non-compete assets 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, we used cash flows discounted at rates considered appropriate given the inherent risks associated with each type of asset. We believe that the level and timing of cash flows appropriately reflect market participant assumptions. As a result of these calculations, we recorded an impairment charge of $16.5 million.

In addition, during the three months ended June 30, 2016, we also discontinued use of an owned maintenance facility and began efforts to sell the property. In conjunction with these actions, we incurred a $0.2 million impairment charge that was estimated using current offers we received to sell the property (level 1).

For our 2016 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:

	LTL	Pool Distribution	TQI
Discount rate	12.5%	17.0%	14.5%
Long-term growth rate	5.0%	5.0%	4.0%

As shown with the TQI impairment, these estimates used to calculate the fair value of each reporting unit change from year to year based on operating results, market conditions, and other factors. Changes in these estimates and assumptions could materially affect the determination of the reporting unit's fair value and goodwill impairment for the reporting unit.

Impact of Recent Accounting Pronouncements

In March 2016, the Financial Accounting Standards Board (FASB) issued guidance that changes the accounting for certain aspects of share-based payments to employees. The guidance requires the recognition of the income tax effects of awards in the income statement when the awards vest or are settled, thus eliminating additional paid in capital pools. The guidance also allows for the employer to repurchase more of an employee’s shares for tax withholding purposes without triggering liability accounting. In addition, the guidance allows for a policy election to account for forfeitures as they occur rather than on an estimated basis. The guidance is effective in 2017 with early adoption permitted. We are currently evaluating the impact of this guidance on our financial statements and the timing of adoption.

In February 2016, the FASB, issued ASU 2016-02, Leases, which introduces the recognition of lease assets and lease liabilities by lessees for those leases classified as operating leases under previous guidance. The guidance will be effective for annual reporting periods beginning after December 15, 2018 and interim periods within those fiscal years with early adoption permitted. We are evaluating the impact of the future adoption of this standard on our consolidated financial statements.

In November 2015, the FASB issued Accounting Standard Update No. 2015-17, "Balance Sheet Classification of Deferred Taxes", an update to ASC 740, Income Taxes (“Update”). Current GAAP requires an entity to separate deferred income tax liabilities and assets into current and noncurrent amounts in a classified statement of financial position. To simplify the presentation of deferred income taxes, the amendments in this Update require that deferred tax liabilities and assets be classified as noncurrent in a classified statement of financial position. The current requirement that deferred tax liabilities and assets of a tax-paying component of an entity be offset and presented as a single amount is not affected by the amendments in this Update. For public business entities, the amendments in this Update are effective for financial statements issued for annual periods beginning after December 15, 2017, and interim periods within those annual periods. The FASB also decided to permit earlier application by all entities as of the beginning of any interim or annual reporting period. The FASB further provides that this Update may be applied to all deferred tax liabilities and assets retrospectively to all periods presented. We chose to adopt the Update retrospectively for the year ended December 31, 2015.

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. 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 $61.2 million for the six months ended June 30, 2016 compared to approximately $18.6 million for the six months ended June 30, 2015. The $42.6 million increase in cash provided by operating activities is mainly attributable to a $33.1 million increase in net earnings after consideration of non-cash items, a $5.9 million decrease in cash used to fund accounts payable and prepaid assets and a $3.6 million increase in cash collected from accounts receivable. The decreases in cash used for accounts payable and prepaid assets is mainly attributable to the prior year having cash paid to settle trade payables assumed with the Towne acquisition. The increase in cash received from accounts receivables is attributable to improved collections on accounts receivable subsequent to the Towne acquisition.

Net cash used in investing activities was approximately $17.2 million for the six months ended June 30, 2016 compared with approximately $73.8 million used in investing activities during the six months ended June 30, 2015. Investing activities during the six months ended June 30, 2016 consisted primarily of $1.7 million used to acquire Ace, which rolled into the Intermodal segment, and net capital expenditures of $14.9 million primarily for new trailers, forklifts, computer hardware and internally developed software. Investing activities during the six months ended June 30, 2015 consisted primarily of $61.9 million used to acquire Towne and net capital expenditures of $11.3 million primarily for new tractors and trailers to replace aging units. The proceeds from disposal of property and equipment during the six months ended June 30, 2016 and 2015 were primarily from sales of older trailers and vehicles.

Net cash used in financing activities totaled approximately $55.6 million for the six months ended June 30, 2016 compared with net cash provided by financing activities of $56.3 million for the six months ended June 30, 2015. The $111.9 million change in cash from financing activities was attributable to the prior year including $125.0 million of proceeds from executing a two year term loan in conjunction with the Towne acquisition. This was partly offset by a $45.4 million decrease in payments on debt and capital leases. Additionally, there was a $12.4 million decrease in cash from employee stock transactions and related tax benefits. Payments on debt and capital leases decreased as the result of 2015 included the settlement of debt assumed with the acquisition of Towne. The six months ended June 30, 2016 also included $20.0 million used to repurchase shares of our common stock, while no stock was repurchased during the six months ended June 30, 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, 2016, we had no borrowings outstanding under the revolving credit facility. At June 30, 2016, we had utilized $10.1 of availability for outstanding letters of credit and had $139.9 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 1.8% at June 30, 2016. The remaining balance on the term loan was $55.6 million as of June 30, 2016 and is a current liability.

On February 7, 2014, our Board of Directors approved a stock repurchase authorization for up to two million shares of our common stock. During the three months ended June 30, 2016, we repurchased 221,441 for $9,996, or $45.14 per share. During the six months ended June 30, 2016, we repurchased 454,385 for $19,991, or $44.00 per share. There were no shares repurchased by the Company for the three and six months ended June 30, 2015. As of June 30, 2016, 241,232 shares remain that may be repurchased.

On July 21, 2016, our Board of Directors cancelled the Company's remaining 2014 share repurchase authorization and approved a stock repurchase authorization for up to three million shares of the Company's common stock.

During each quarter of 2015 and the first and second quarter of 2016, 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, 2015.

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 three and six months ended June 30, 2016 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 2015 Annual Report on Form 10-K. There have been no changes in the nature of these factors since December 31, 2015.

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

Issuer Purchases of Equity Securities

On February 7, 2014, the Board of Directors approved a stock repurchase program for up to 2.0 million shares of the Company's common stock and as of June 30, 2016, 241,232 shares remained available under that authorization. On July 21, 2016, our Board of Directors approved a stock repurchase authorization for up to three million shares of the Company's common stock and cancelled the Company's remaining 2014 share repurchase authorization.

Period	Total Number of Shares Purchased	Average Price Paid per Share	Total Number of Shares Purchased as Part of Publicly Announced Program	Maximum Number of Shares that May Yet Be Purchased Under the Program
April 1-30, 2016	221,441	$ 45	221,441	241,232
May 1-31, 2016	—	—	—	—
June 1-30, 2016	—	—	—	—
Total	221,441	$ 45	221,441	241,232

Item 3. Defaults Upon Senior Securities.

Not applicable.

Item 4. Mine Safety Disclosures.

Not applicable.

Item 5. Other Information.

On July 21, 2016, our Board of Directors approved a stock repurchase authorization for up to three million shares of the Company's common stock. In connection with this action, the Board of Directors canceled the Company's 2014 share repurchase authorization. The amount and timing of any repurchases under the Company's new repurchase authorization will be at such prices as determined by management of the Company. Repurchases of common stock may also be made under a Rule 10b5-1 plan, which would permit common stock to be repurchased when the Company might otherwise be precluded from doing so under insider trading laws. Share repurchases may be commenced or suspended from time to time for any reason.

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.

No.	Exhibit
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	Michael J. Morris Offer Letter dated as of May 24, 2016 (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 May 26, 2016 (File No. 0-22490))
10.2	Form of Employee Restricted Share Agreement under the Registrant's 2016 Omnibus Incentive Compensation Plan
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
32.2	Certification of Chief Financial Officer Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
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.

		Forward Air Corporation
Date: July 27, 2016	By:	/s/ Michael J. Morris
		Michael J. Morris 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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FORWARD AIR CORPORATION

NOTICE OF GRANT OF RESTRICTED SHARES

The Participant has been granted an award (the *"**Award**"*) of ____________ restricted shares (each, an "***Award Share***," and collectively, the "***Award Shares***") of the Common Stock of Forward Air Corporation, a Tennessee corporation (the "***Company***"), pursuant to the Forward Air Corporation 2016 Omnibus Incentive Compensation Plan (the *"**Plan**"*) and the Employee Restricted Share Agreement attached hereto (the *"**Agreement**"*), as follows:

Participant:	________________________	**Employee ID:**	
Grant Date:	_______________	**Grant No.:**	
Number of Award Shares:	[______________], subject to adjustment as provided by the Plan.		
Vesting Schedule:	All of the Award Shares are nonvested and forfeitable as of the Grant Date. So long as your Service with the Company is continuous from the Grant Date through the applicable date upon which vesting is scheduled to occur, one-third (1/3rd) of the Award Shares will vest and become nonforfeitable on each of the following dates: __________, 20__; __________, 20__; __________, 20__. The Award Agreement provides additional details regarding vesting of the Award Shares.		
Recoupment Policy:	The Award shall be subject to the terms and conditions of such policy on the recoupment of incentive compensation as shall be adopted by the Company to implement the requirements of Section 954 of the Dodd-Frank Wall Street Reform and Consumer Protection Act.		

By their signatures below, the Company and the Participant agree that the Award is governed by this Notice of Grant of Restricted Shares and by the provisions of the Plan and the Agreement, both of which are made a part of this document. The Participant acknowledges receipt of a copy of the Plan, the Agreement and the prospectus for the Plan, represents that the Participant has read and is familiar with the provisions of the Plan and the Agreement, and hereby accepts the Award subject to all of its terms and conditions.

FORWARD AIR CORPORATION PARTICIPANT

By:

Signature

Its:

Date

ATTACHMENT: Employee Restricted Share Agreement

FORWARD AIR CORPORATION
EMPLOYEE RESTRICTED SHARE AGREEMENT

Forward Air Corporation, a Tennessee corporation (the "***Company***"), has granted to the Participant named in the *Notice of Grant of Restricted Shares* (the *"**Grant Notice**"*) to which this Employee Restricted Share Agreement (the *"**Agreement**"*) is attached an Award consisting of Award Shares subject to the terms and conditions set forth in the Grant Notice and this Agreement. The Award has been granted pursuant to the Forward Air Corporation 2016 Omnibus Incentive Compensation Plan (the *"**Plan**"*), as amended to the Grant Date, the provisions of which are incorporated herein by reference.

1. Terminology. Unless otherwise defined herein, including within the Glossary at the end of this Agreement, capitalized terms shall have the meanings assigned to such terms in the Grant Notice or the Plan.

2. Vesting.

(a) All of the Award Shares are nonvested and forfeitable as of the Grant Date.

(b) So long as your Service with the Company is continuous from the Grant Date through the applicable date upon which vesting is scheduled to occur, the Award Shares will vest and become nonforfeitable on the dates set forth on the Grant Notice.

(c) If you die while in the Service of the Company or your Service terminates by reason of Disability, all of the Award Shares will become vested and nonforfeitable as of your death or such termination of employment.

(d) Unless otherwise determined by the Administrator or as specified herein, none of the Award Shares will become vested and nonforfeitable after your Service with the Company ceases.

(e) If a Change in Control occurs, the vesting and forfeitability of the Award Shares shall not be altered or accelerated solely as a result of such occurrence unless otherwise determined by the Administrator in its discretion, and the Award Shares shall be assumed or an equivalent award shall be substituted by the successor corporation to the Company or a parent or subsidiary of such successor corporation (each such assumed or equivalent award, a "***Substitute Award***"). In the event that you suffer an Involuntary Termination coincident with or within 24 months following the occurrence of a Change in Control, the Award Shares or Substitute Award, to the extent not previously vested nor earlier forfeited, shall become fully vested and nonforfeitable as of the date of such Involuntary Termination. If a Substitute Award is not issued or the Award Shares assumed in connection with the Change in Control, as determined in the discretion of the Administrator, then the Administrator shall provide for full vesting and lapse of restrictions on the Award Shares immediately before the effective time of the Change in Control.

3. Termination of Employment or Service.

(a) Unless otherwise determined by the Administrator or as specified herein, if your Service with the Company ceases for any reason other than death or Disability, all Award Shares that are not then vested and nonforfeitable will be immediately forfeited by you and transferred to the Company upon such cessation for no consideration.

(b) You acknowledge and agree that upon the forfeiture of any unvested Award Shares in accordance with Section 3(a), (i) your right to vote and to receive cash dividends on, and all other rights, title or interest in, to or with respect to, the forfeited Award Shares shall automatically, without further act, terminate and (ii) the forfeited Award Shares shall be returned to the Company. You hereby irrevocably appoint (which appointment is coupled with an interest) the Company as your agent and attorney-in-fact to take any necessary or appropriate action to cause the forfeited Award Shares to be returned to the Company, including without limitation executing and delivering stock powers and instruments of transfer, making endorsements and/or making, initiating or issuing instructions or entitlement orders, all in your name and on your behalf. You hereby ratify and approve all acts done by the Company as such attorney-in-fact. Without limiting the foregoing, you expressly acknowledge and agree that any transfer agent for the Common Stock of the Company is fully authorized and protected in relying on, and shall incur no liability in acting on, any documents, instruments, endorsements, instructions, orders or communications from the Company in connection with the forfeited Award Shares or the transfer thereof, and that any such transfer agent is a third party beneficiary of this Agreement.

4. Restrictions on Transfer.

(a) Until an Award Share becomes vested and nonforfeitable, it may not be sold, assigned, transferred, pledged, hypothecated or disposed of in any way (whether by operation of law or otherwise), except by will or the laws of descent and distribution, and shall not be subject to execution, attachment or similar process.

(b) Any attempt to dispose of any such Award Shares in contravention of the restrictions set forth in Section 4(a) of this Agreement shall be null and void and without effect. The Company shall not be required to (i) transfer on its books any Award Shares that have been sold or transferred in contravention of this Agreement or (ii) treat as the owner of Award Shares, or otherwise accord voting, dividend or liquidation rights to, any transferee to whom Award Shares have been transferred in contravention of this Agreement.

5. Stock Certificates. You are reflected as the owner of record of the Award Shares as of the Grant Date on the Company's books. The Company or an escrow agent appointed by the Administrator will hold in escrow the share certificates for safekeeping, or the Company may otherwise retain the Award Shares in uncertificated book entry form, until the Award Shares become vested and nonforfeitable. Until the Award Shares become vested and nonforfeitable, any share certificates representing such shares will include a legend to the effect that you may not sell, assign, transfer, pledge, or hypothecate the Award Shares. All regular cash dividends on the Award Shares held by the Company will be paid directly to you on the dividend payment date. As soon as practicable after vesting of an Award Share, the Company will continue to retain the Award Share in uncertificated book entry form but remove the restrictions on transfer on its books with respect to that Award Share. Alternatively, upon your request, the Company will deliver a share certificate to you or deliver a share electronically or in certificate form to your designated broker on your behalf, for the vested Award Share.

6. Tax Election and Tax Withholding.

(a) You hereby agree to make adequate provision for foreign, federal, state and local taxes required by law to be withheld, if any, which arise in connection with the grant or vesting of the Award Shares. The Company shall have the right to deduct from any compensation or any other payment of any kind due you (including withholding the issuance or delivery of shares of Common Stock or redeeming Award Shares) the amount of any federal, state, local or foreign taxes required by law to be withheld as a result of the grant or vesting of the Award Shares in whole or in part. In lieu of such deduction, the Company may require you to make a cash payment to the Company equal to the amount required to be withheld. If you do not make such payment when requested, the Company may refuse to issue any Common Stock certificate under this Agreement until arrangements satisfactory to the Administrator for such payment have been made.

(b) You hereby acknowledge that you have been advised by the Company to seek independent tax advice from your own advisors regarding the availability and advisability of making an election under Section 83(b) of the Internal Revenue Code of 1986, as amended, and that any such election, if made, must be made within 30 days of the Grant Date. You expressly acknowledge that you are solely responsible for filing any such Section 83(b) election with the appropriate governmental authorities, irrespective of the fact that such election is also delivered to the Company. You may not rely on the Company or any of its officers, directors or employees for tax or legal advice regarding this award. You acknowledge that you have sought tax and legal advice from your own advisors regarding this award or have voluntarily and knowingly foregone such consultation.

7. Adjustments for Corporate Transactions and Other Events.

(a) Stock Dividend, Stock Split and Reverse Stock Split. Upon a stock dividend of, or stock split or reverse stock split affecting, the Common Stock, the number of Award Shares and the number of such Award Shares that are nonvested and forfeitable shall, without further action of the Administrator, be adjusted to reflect such event. Fractional shares that result from such adjustments shall be eliminated. Adjustments under this Section 7 will be made by the Administrator, whose determination as to what adjustments, if any, will be made and the extent thereof will be final, binding and conclusive.

(b) Binding Nature of Agreement. The terms and conditions of this Agreement shall apply with equal force to any additional and/or substitute securities received by you in exchange for, or by virtue of your ownership of, the Award Shares, to the same extent as the Award Shares with respect to which such additional and/or substitute securities are distributed, whether as a result of any spin-off, stock split-up, stock dividend, stock distribution, other reclassification of the Common Stock of the Company, or similar event. If the Award Shares are converted into or exchanged for, or stockholders of the Company receive by reason of any distribution in total or partial liquidation or pursuant to any merger of the Company or acquisition of its assets, securities of another entity, or other property (including cash), then the rights of the Company under this Agreement shall inure to the benefit of the Company's successor, and this Agreement shall apply to the securities or other property received upon such conversion, exchange or distribution in the same manner and to the same extent as the Award Shares.

8. Federal Excise Tax Under Section 4999 of the Code.

(a) Excess Parachute Payment**.** In the event that any acceleration of vesting of the Award Shares and any other payment or benefit received or to be received by you would subject you to any excise tax pursuant to Section 4999 of the Code due to the characterization of such acceleration of vesting, payment or benefit as an "excess parachute payment" under Section 280G of the Code, you may elect, in your sole discretion before the consummation of the Change in Control transaction, to reduce the amount of any acceleration of vesting called for by this Agreement in order to avoid such characterization.

(b) Determination by Independent Accountants**.** To aid you in making any election called for under Section 8(a), no later than ten (10) days before the anticipated date of the occurrence of any event that might reasonably be anticipated to result in an "excess parachute payment" to you as described in Section 8(a) (an ***"Event"***), the Company shall request a determination in writing by independent public accountants selected by the Company (the ***"Accountants"***). Unless the Company and you otherwise agree in writing, the Accountants shall determine and report to the Company and you within three (3) days before the date of the Event the amount of such acceleration of vesting, payments and benefits which would produce the greatest after-tax benefit to you. For the purposes of such determination, the Accountants may rely on reasonable, good faith interpretations concerning the application of Sections 280G and 4999 of the Code and make reasonable assumptions and projections needed to make their required determination. The Company and you shall furnish to the Accountants such information and documents as the Accountants may reasonably request in order to make their required determination. The Company shall bear all fees and expenses the Accountants may reasonably charge in connection with their services contemplated by this Section 8(b).

9. Recoupment. Notwithstanding anything to the contrary in this Agreement, the Award Shares (including any income, capital gains, proceeds realized or other economic benefit actually or constructively received by you upon the receipt or vesting of the Award Shares, and your sale or other disposition of the Award Shares) shall be subject to recovery under any clawback, recovery or recoupment policy which the Company may adopt from time to time, including without limitation the Company's existing Recoupment Policy, as amended from time to time or any successor thereto, and any policy which the Company may be required to adopt under Section 954 of the Dodd-Frank Wall Street Reform and Consumer Protection Act or other applicable law, the rules and regulations of the U.S. Securities and Exchange Commission, or the requirements of any national securities exchange on which the Company's Common Stock may be listed. By accepting the Award Shares, you expressly acknowledge and agree that the Award Shares are subject to the terms of the foregoing policies, whether retroactively or prospectively adopted, and agree to cooperate fully with the Administrator to facilitate the recovery of any Award Shares or proceeds realized from your sale or other disposition of the Award Shares that the Administrator determines in its sole discretion is required or entitled to be recovered pursuant to the terms of such policies.

10. Retention. Notwithstanding anything to the contrary in this Agreement, you acknowledge and agree that the terms and conditions of the Company's existing Executive Stock Ownership and Retention Guideline, as amended from time to time or any successor thereto (the "***Ownership Guideline***"), are incorporated by reference into this Agreement and shall apply to your Award Shares if you on the Grant Date are or subsequently become an employee who is subject to the Ownership Guideline.

11. Non-Guarantee of Employment or Service Relationship. Nothing in the Plan or this Agreement shall alter your at-will or other employment status or other service relationship with the Company, nor be construed as a contract of employment or service relationship between the Company and you, or as a contractual right of you to continue in the employ of, or in a service relationship with, the Company for any period of time, or as a limitation

of the right of the Company to discharge you at any time with or without cause or notice and whether or not such discharge results in the forfeiture of any Award Shares or any other adverse effect on your interests under the Plan.

12. Rights as Stockholder. Except as otherwise provided in this Agreement with respect to the nonvested and forfeitable Award Shares, you will possess all incidents of ownership of the Award Shares, including the right to vote the Award Shares and receive dividends and/or other distributions declared on the Award Shares.

13. The Company's Rights. The existence of the Award Shares shall not affect in any way the right or power of the Company or its stockholders to make or authorize any or all adjustments, recapitalizations, reorganizations or other changes in the Company's capital structure or its business, or any merger or consolidation of the Company, or any issue of bonds, debentures, preferred or other stocks with preference ahead of or convertible into, or otherwise affecting the Common Stock or the rights thereof, or the dissolution or liquidation of the Company, or any sale or transfer of all or any part of the Company's assets or business, or any other corporate act or proceeding, whether of a similar character or otherwise.

14. Notices. All notices and other communications made or given pursuant to this Agreement shall be in writing and shall be sufficiently made or given if hand delivered or mailed by certified mail, addressed to you at the address contained in the records of the Company, or addressed to the Administrator, care of the Company for the attention of its Corporate Secretary at its principal executive office or, if the receiving party consents in advance, transmitted and received via telecopy or via such other electronic transmission mechanism as may be available to the parties.

15. Electronic Delivery of Documents.

(a) Delivery of Documents and Notices**.** Any document relating to participation in the Plan or any notice required or permitted hereunder shall be given in writing and shall be deemed effectively given upon personal delivery, electronic delivery at the e-mail address, if any, provided for you by the Company or any Affiliate, or upon deposit in the U.S. Post Office, by registered or certified mail, or with a nationally recognized overnight courier service, with postage and fees prepaid, addressed as applicable to your last known address or the address of the principal executive office of the Company, in care of its General Counsel, or at such other address as such party may designate in writing from time to time to the other party.

(b) Description of Electronic Delivery**.** The Plan documents, which may include but do not necessarily include: the Plan, the Grant Notice, this Agreement, the Plan prospectus, and any reports of the Company provided generally to the Company's shareholders, may be delivered to you electronically. In addition, you may deliver electronically the Grant Notice to the Company or to such third party involved in administering the Plan as the Company may designate from time to time. Such means of electronic delivery may include but do not necessarily include the delivery of a link to a Company intranet or the internet site of a third party involved in administering the Plan, the delivery of the document via e-mail or such other means of electronic delivery specified by the Company.

(c) Consent to Electronic Delivery**.** You acknowledge that you have read Section 15(b) of this Agreement and consent to the electronic delivery of the Plan documents and Grant Notice, as described in Section 15(b). You acknowledge that you may receive from the Company a paper copy of any documents delivered electronically at no cost to you by contacting the Company by telephone or in writing. Requests should be made to the Secretary of the Company at 430 Airport Road, Greeneville, Tennessee 37745 (Telephone: (423) 636 7000). You may revoke your consent to the electronic delivery of documents described in Section 15(b) or may change the electronic mail address to which such documents are to be delivered (if you have provided an electronic mail address) at any time by notifying the Company of such revoked consent or revised e-mail address by telephone, postal service or electronic mail. Finally, you understand that you are not required to consent to electronic delivery of documents described in Section 15(b).

16. Entire Agreement. This Agreement, inclusive of the Grant Notice and the Plan, contains the entire agreement between the parties with respect to the Award Shares granted hereunder. Any oral or written agreements, representations, warranties, written inducements, or other communications made prior to the execution of this Agreement with respect to the Award Shares granted hereunder shall be void and ineffective for all purposes.

17. Amendment. This Agreement may be amended from time to time by the Administrator in its discretion; provided, however, that this Agreement may not be modified in a manner that would have a materially adverse effect on the Award Shares as determined in the discretion of the Administrator, except as provided in the Plan or in a written document signed by each of the parties hereto.

18. Conformity with Plan. This Agreement is intended to conform in all respects with, and is subject to all applicable provisions of, the Plan. Conflicts between this Agreement and the Plan shall be resolved in accordance with the terms of the Plan. In the event of any ambiguity in this Agreement or any matters as to which this Agreement is silent, the Plan shall govern. A copy of the Plan is available upon request to the Administrator.

19. Governing Law. The validity, construction and effect of this Agreement, and of any determinations or decisions made by the Administrator relating to this Agreement, and the rights of any and all persons having or claiming to have any interest under this Agreement, shall be determined exclusively in accordance with the laws of the State of Tennessee, without regard to its provisions concerning the applicability of laws of other jurisdictions. Any suit with respect hereto will be brought in the federal or state courts in the districts which include Greeneville, Tennessee, and you hereby agree and submit to the personal jurisdiction and venue thereof.

20. Headings. The headings in this Agreement are for reference purposes only and shall not affect the meaning or interpretation of this Agreement.

21. Counterparts. The Grant Notice may be executed in counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same instrument.

{*Glossary begins on next page*}

GLOSSARY

(a) "***Administrator***" means the Compensation Committee of the Board of Directors of Forward Air Corporation, or such other committee(s) or officer(s) duly appointed by such Board or the Compensation Committee to administer the Plan or delegated limited authority to perform administrative actions under the Plan, and having such powers as shall be specified by such Board or the Compensation Committee; provided, however, that at any time the Board of Directors of Forward Air Corporation may serve as the Administrator in lieu of or in addition to the Compensation Committee or such other committee(s) or officer(s) to whom administrative authority has been delegated.

(b) "***Affiliate***" means any entity, whether now or hereafter existing, which controls, is controlled by, or is under common control with, Forward Air Corporation or any successor to Forward Air Corporation. For this purpose, "control" (including the correlative meanings of the terms "controlled by" and "under common control with") shall mean ownership, directly or indirectly, of 50% or more of the total combined voting power of all classes of voting securities issued by such entity, or the possession, directly or indirectly, of the power to direct the management and policies of such entity, by contract or otherwise.

(c) "***Cause***" means any one or more of the following, as determined by the Administrator or its delegate in its sole discretion, which determination will be conclusive: (i) any act or omission by you which, if convicted by a court of law, would constitute a felony or a crime of moral turpitude; (ii) your dishonesty or material violation of standards of integrity in the course of fulfilling his or her employment duties to the Company or any Affiliate; (iii) your insubordination or a material violation of a material written policy of the Company or any Affiliate, violation of which would be grounds for dismissal under applicable Company policy; (iv) your willful, repeated failure to perform your employment duties (provided that such duties are ethical and proper under applicable law) in any material respect, after reasonable written notice of such failure and an opportunity to correct it under a circumstance where the conduct constituting "Cause" is reasonably open to a cure (for instance, where the conduct does not involve a violation of trust or otherwise adversely affect the relationship between you and the Company on a going-forward basis), and the period to correct shall be established by the Administrator; (v) any act or omission materially adverse to the interest of the Company or any Affiliate, or reasonably likely to result in material harm to the Company or any Affiliate; (vi) your failure to comply in any material respect with the Company's Code of Business Conduct and Ethics or Insider Trading Policy, or willful, repeated failure to comply in any material respect with the Company's Executive Stock Ownership and Retention Guidelines, if applicable; or (vii) failure to comply in any material respect with the Foreign Corrupt Practices Act, the Securities Act of 1933, the Securities Exchange Act of 1934, the Sarbanes-Oxley Act of 2002, the Dodd-Frank Wall Street Reform and Consumer Protection Act of 2010, or any rules or regulations thereunder, or any similar, applicable statute, regulation or legal requirement.

(d) "***Change in Control***" shall have the meaning ascribed thereto in the Plan.

(e) "***Company***" means Forward Air Corporation and its Affiliates, except where the context otherwise requires. For purposes of determining whether a Change in Control has occurred, Company shall mean only Forward Air Corporation.

(f) "***Disability***" means that you are (i) unable to engage in any substantial gainful activity by reason of any medically determinable physical or mental impairment that can be expected to last until your death or result in death, or (ii) determined to be totally disabled by the Social Security Administration or other governmental or quasi-governmental body that administers a comparable social insurance program outside of the United States in which you participate and which conditions the right to receive benefits under such program on your being unable to engage in any substantial gainful activity by reason of any medically determinable physical or mental impairment that can be expected to last until your death or result in death. The Administrator shall have sole authority to determine whether you have suffered a Disability and may require such medical or other evidence as it deems necessary to judge the nature and permanency of your condition.

(g) "***Executive Severance Plan***" means the Company's Executive Severance and Change in Control Plan or any successor plan thereto.

(h) "***Involuntary Termination***" means your termination of Service with the Company or its successor provided that the termination is either (a) initiated by the Company or a parent or subsidiary of the Company, or a successor to any such entity for a reason other than Disability, death, Retirement or for Cause, or (b) initiated by you for Good Reason, as defined under the Executive Severance Plan with respect to a termination of employment following a Change Date, as defined in the Executive Severance Plan, and provided that you are a participant in the Executive Severance Plan at the time of such Involuntary Termination.

(i) "***Retirement***" means your termination of Service with the Company and its Affiliates on or after attainment of age 65.

(j) "***Service***" means your employment with the Company and its Affiliates. Your Service will be considered to have ceased with the Company and its Affiliates if, immediately after a sale, merger or other corporate transaction, the trade, business or entity with which you are employed or otherwise have a service relationship is not Forward Air Corporation or an Affiliate of Forward Air Corporation.

(k) "***You***"; "***Your***". You means the recipient of the Award Shares as reflected in the Grant Notice. Whenever the word "you" or "your" is used in any provision of this Agreement under circumstances where the provision should logically be construed, as determined by the Administrator, to apply to the estate, personal representative, or beneficiary to whom the Award Shares may be transferred by will or by the laws of descent and distribution, the words "you" and "your" shall be deemed to include such person.

{*End of Agreement*}

IMPORTANT TAX INFORMATION

INSTRUCTIONS REGARDING SECTION 83(b) ELECTIONS

1. **The 83(b) Election is Irrevocable. The 83(b) Election is a voluntary election that is available to you. It is your decision whether to file an 83(b) Election.**
2. **If you choose to make an 83(b) Election, the 83(b) Election Form must be filed with the Internal Revenue Service within 30 days of the Grant Date; no exceptions to this rule are made.**
3. **If you choose to make an 83(b) Election, you must provide a copy of the 83(b) Election Form to the Corporate Secretary or other designated officer of the Company. This copy should be provided to the Company at the same time that you file your 83(b) Election Form with the Internal Revenue Service.**
4. **In addition to making the filing under Item 2 above, you must attach a copy of your 83(b) Election Form to your tax return for the taxable year that includes the Grant Date.**
5. **If you make an 83(b) Election and later forfeit the Award Shares, you will not be entitled to a refund of the taxes paid with respect to the gross income you recognized under the 83(b) Election.**
6. **You must consult your personal tax advisor before making an 83(b) Election. The attached election forms are intended as samples only, they must be tailored to your circumstances and may not be relied upon without consultation with a personal tax advisor.**

SECTION 83(b) ELECTION FORM

Election Pursuant to Section 83(b) of the Internal Revenue Code to Include Property in Gross Income in Year of Transfer

The undersigned hereby makes an election pursuant to Section 83(b) of the Internal Revenue Code with respect to the property described below and supplies the following information in accordance with the regulations promulgated thereunder:

1. The name, address, and taxpayer identification number of the undersigned are:

____
____
____

___-__-____

2. The property with respect to which the election is made is _________ shares of Common Stock, par value $.01 per share, of Forward Air Corporation, a Tennessee corporation (the "Company").

3. The date on which the property was transferred was _____________, 20__, the date on which the taxpayer received the property pursuant to a grant of restricted stock.

4. The taxable year to which this election relates is calendar year 20__.

5. The property is subject to restrictions in that the property is not transferable and is subject to a substantial risk of forfeiture until the taxpayer vests in the property. The taxpayer will vest in one-third of the shares of Common Stock on ______________ __ of each of calendar years 20__, 20__ and 20__, provided the taxpayer is in the employ of the Company on such dates. Vesting also may accelerate upon the occurrence of certain events.

6. The fair market value at the time of transfer (determined without regard to any restrictions other than restrictions which by their terms will never lapse) of the property with respect to which this election is being made is $________________ per share; with a cumulative fair market value of $______________. The taxpayer did not pay any amount for the property transferred.

7. A copy of this statement was furnished to Forward Air Corporation, for whom the taxpayer rendered the services underlying the transfer of such property.

8. This election is made to the same effect, and with the same limitations, for purposes of any applicable state statute corresponding to Section 83(b) of the Internal Revenue Code.

The undersigned understands that the foregoing election may not be revoked except with the consent of the Commissioner of Internal Revenue.

Signed: ____

Date: __________________________

Letter for filing §83(b) Election Form

[Date]

CERTIFIED MAIL
RETURN RECEIPT REQUESTED

Internal Revenue Service Center

(the Service Center to which individual income tax return is filed)

Re: 83(b) Election of [Name]
Social Security Number: _______________________

Dear Sir/Madam:

Enclosed is an election under §83(b) of the Internal Revenue Code of 1986, as amended, with respect to certain shares of stock of Forward Air Corporation, a Tennessee corporation, that were transferred to me on _______________, 20__.

Please file this election.

Sincerely,

____
[Name]

cc: Corporate Secretary of Forward Air Corporation

Exhibit 31.1

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, 2016 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 27, 2016

/s/ Bruce A. Campbell

Bruce A. Campbell
Chairman, President and Chief Executive Officer

Exhibit 31.2

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

I, Michael J. Morris, certify that:

1 I have reviewed this quarterly report on Form 10-Q for the quarter ended June 30, 2016 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 27, 2016

/s/ Michael J. Morris

Michael J. Morris
Chief Financial Officer, Senior Vice President and Treasurer

Exhibit 32.1

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, 2016 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 27, 2016

/s/ Bruce A. Campbell
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.

Exhibit 32.2

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, 2016 as filed with the Securities and Exchange Commission on the date hereof (the “Report”), I, Michael J. Morris, 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 27, 2016

/s/ Michael J. Morris
Michael J. Morris
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.