FORWARD AIR CORP
Form 10-Q
July 27, 2016
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 x 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 x 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 x Accelerated filer o Non-accelerated filer o Smaller reporting company o

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

Yes o No x

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.

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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.

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	Towne
	January 25, 2016	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

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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	

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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	

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	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 June 30, 2016	Three months ended June 30, 2015	Six months ended June 30, 2016	Six months ended 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 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.

(In thousands, except share and per share data)

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

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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

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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.

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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.

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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.

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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.

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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.

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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.

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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 %	$	