



***Forward Air***  
***Corporation***

**Notice of 2005 Annual Meeting  
of Shareholders,  
Proxy Statement and  
2004 Annual Report**





Dear Shareholders, Employees and Customers:

Forward Air experienced another record year in 2004. We were able to expand revenue, operating margins and earnings beyond our internal goals. As is now a tradition, we have demonstrated that Forward Air's non-asset based business model can deliver profitable growth while consuming minimal capital.

We were pleased to announce early in 2005 that your Board of Directors authorized our first quarterly cash dividend of \$0.06 per share. It is a compliment to the entire Forward Air team and our business model that the Company is able to continue to grow while simultaneously returning cash to its shareholders. Additionally, subsequent to the end of the year, the Board of Directors declared a three-for-two stock split raising the total shares outstanding for the Company to over 32 million.

For the fiscal year ended December 31, 2004, Forward Air reported:

- Record operating revenue of \$282 million, a 17% increase versus fiscal 2003. Our focus on both yield and tonnage improvements, combined with improved productivity, delivered industry-leading operating profit margins of 19% and return on equity of nearly 21%.
- Record net income of \$34 million, a 33% increase from last year. Earnings per share increased 33% to \$1.05, another record for our Company.
- Cash and investments at year-end in excess of \$111 million and total debt of less than \$1 million. Shareholders' equity grew to \$181 million. For the year, our Company generated more than \$37 million in operating cash flow.

Other highlights for the year include:

- For the 6<sup>th</sup> year in a row, Forward Air made Forbes Magazine's annual list of the "200 Best Small Companies" in America, one of only 11 companies to make the list for six or more consecutive years.
- Shareholders have seen the value of their stock increase over 58% during the past year versus an 8% increase in the Nasdaq Composite Index and a 16% appreciation in the Russell 2000 for the same time period.

It is with mixed emotions that I conclude my final letter to you. I recently announced my intention not to stand for reelection to the Board of Directors. It has been my privilege to serve as your Chairman since we founded the Company fifteen years ago. While I will certainly miss my association with everyone at Forward Air, I am very confident that your management team will continue to deliver some of the finest results in the transportation industry.

On behalf of everyone at Forward Air, thank you for your continued support.

Sincerely yours,

A handwritten signature in black ink, appearing to read "Scott M. Niswonger".

Scott M. Niswonger  
*Chairman of the Board*





April 20, 2005

Dear Fellow Shareholder:

On behalf of the Board of Directors and management of Forward Air Corporation, you are cordially invited to attend the Annual Meeting of Shareholders on Thursday, May 26, 2005, at 8:00 a.m., EDT, at the General Morgan Inn and Conference Center, 111 North Main Street, Greeneville, Tennessee 37743.

**YOUR VOTE IS IMPORTANT.** Therefore, whether or not you plan to attend the meeting in person, please vote and submit your proxy by telephone or by Internet, or by completing, signing, dating and returning the enclosed proxy in the envelope provided as promptly as possible. If you attend the meeting and desire to vote in person, you may do so even though you have previously sent a proxy.

I hope you will be able to join us, and we look forward to seeing you in Greeneville.

Sincerely yours,

A handwritten signature in black ink, appearing to read "Bruce A. Campbell", written in a cursive style.

Bruce A. Campbell  
*President and Chief Executive Officer*



**FORWARD AIR CORPORATION**  
**430 Airport Road**  
**Greeneville, Tennessee 37745**

**NOTICE OF ANNUAL MEETING OF SHAREHOLDERS**  
**TO BE HELD MAY 26, 2005**

To the Shareholders of Forward Air Corporation:

The Annual Meeting of Shareholders of Forward Air Corporation (the "Company") will be held on Thursday, May 26, 2005, beginning at 8:00 a.m., EDT, at the General Morgan Inn and Conference Center, 111 North Main Street, Greeneville, Tennessee 37743.

Attendance at the Annual Meeting will be limited to shareholders, those holding proxies from shareholders and representatives of the press and financial community. To gain admission to the Annual Meeting, you will need to show that you are a shareholder of the Company. If your shares are registered in your name and you plan to attend the Annual Meeting, please retain and bring the top portion of the enclosed proxy card as your admission ticket. If your shares are in the name of your broker or bank, or you received your proxy materials electronically, you will need to bring evidence of your stock ownership, such as your most recent brokerage account statement.

The purposes of this meeting are:

1. To elect six members of the Board of Directors with terms expiring at the next Annual Meeting of Shareholders in 2006;
2. To ratify the appointment of Ernst & Young LLP as the independent registered public accounting firm of the Company;
3. To approve the Company's 2005 Employee Stock Purchase Plan; and
4. To transact such other business as may properly come before the meeting and at any adjournment or postponement thereof.

We will make available a list of shareholders of record as of the March 17, 2005 record date for inspection by shareholders during normal business hours from April 22, 2005 until May 25, 2005 at the Company's principal place of business, 430 Airport Road, Greeneville, Tennessee 37745. The list also will be available to shareholders at the meeting.

Only shareholders of the \$0.01 par value common stock of the Company of record at the close of business on March 17, 2005 are entitled to notice of and to vote at the Annual Meeting. Subsequent to March 17, 2005, the Company effected a three-for-two stock split of the common stock. The number of shares eligible to vote at the Annual Meeting are pre-split shares and do not take into account the stock split. Shareholders are cordially invited to attend the meeting in person.

**It is important that your shares be represented at the Annual Meeting. Therefore, whether or not you expect to attend the meeting, please vote and submit your proxy over the Internet, by telephone or by mail. Please refer to the proxy card for specific voting instructions. You may revoke your proxy at any time before it is voted.**

By Order of the Board of Directors,



Matthew J. Jewell  
*Senior Vice President, General Counsel  
and Secretary*

Greeneville, Tennessee  
April 20, 2005





**FORWARD AIR CORPORATION**  
**430 Airport Road**  
**Greeneville, Tennessee 37745**  
**(423) 636-7000**

**PROXY STATEMENT**  
**FOR**  
**ANNUAL MEETING OF SHAREHOLDERS**

This Proxy Statement is furnished to the shareholders of Forward Air Corporation (the "Company") in connection with the solicitation of proxies by the Board of Directors (the "Board") for use at the Annual Meeting of Shareholders to be held on Thursday, May 26, 2005, beginning at 8:00 a.m., EDT, at the General Morgan Inn and Conference Center, 111 North Main Street, Greeneville, Tennessee 37743, and any adjournment thereof, for the purposes set forth in the foregoing Notice of Annual Meeting of Shareholders. This proxy material was first mailed to shareholders on or about April 20, 2005.

You can ensure that your shares are voted at the Annual Meeting by submitting your instructions by telephone or over the Internet, or by completing, signing, dating and returning the enclosed proxy in the envelope provided. You may revoke your proxy at any time before it is exercised by voting in person at the Annual Meeting or by delivering written notice of your revocation to or a subsequent proxy to the Secretary of the Company at its principal executive offices. Each proxy will be voted **FOR** Proposals 1, 2 and 3 if no contrary instruction is indicated in the proxy, and in the discretion of the persons named in the proxy on any other matter that may properly come before the shareholders at the Annual Meeting.

On February 15, 2005, the Board voted to effect a three-for-two stock split by distributing one additional share of the \$0.01 par value common stock of the Company for every two shares of common stock outstanding to shareholders of record on March 18, 2005. The split was effected on April 1, 2005.

Shareholders are entitled to one vote for each share of common stock held of record at the close of business on March 17, 2005 (the "Record Date"). The number of shares eligible to vote at the Annual Meeting are pre-split shares and do not take into account the stock split. There were 21,545,078 pre-split shares of our \$0.01 par value common stock issued and outstanding on the Record Date. A majority of those shares present or represented by proxy, will constitute a quorum. Unless otherwise indicated, all other references to shares and to stock prices in this Proxy Statement have been adjusted to reflect the stock split.

The affirmative vote of a plurality of the votes cast by the shareholders entitled to vote at the Annual Meeting is required for the election of directors. A properly executed proxy marked "**Withhold Authority**" with respect to the election of one or more directors will not be voted with respect to the director or directors indicated, although it will be counted in determining whether there is a quorum. Therefore, so long as a quorum is present, withholding authority will have no effect on whether one or more directors is elected.

Any matter that properly comes before the Annual Meeting will be approved if the number of shares of common stock voted in favor of the proposal exceeds the number of shares of common stock voted against it. A properly executed proxy marked "**Abstain**" with respect to a proposal will not be voted on that proposal, although it will be counted in determining whether there is a quorum. Therefore, as long as a quorum is present, abstaining from any proposal that properly comes before the Annual Meeting will have no effect on whether the proposal is approved.

Brokers who hold shares for the accounts of their clients who do not receive voting instructions may not vote for certain of the proposals contained in this Proxy Statement unless specifically instructed to do so by their clients. Proxies that are returned to us where brokers have received instructions to vote on one or more proposals but do not vote on other proposal(s) are referred to as "broker non-votes" with respect to the proposal(s) not voted upon. Broker non-votes are included in determining the presence of a quorum.

The Company will bear the cost of soliciting proxies for the Annual Meeting. We have retained Automatic Data Processing, Inc. to assist in the solicitation and will pay approximately \$5,000 for its assistance. Our officers

and employees may also solicit proxies by mail, telephone, e-mail or facsimile transmission. They will not be paid additional remuneration for their efforts. Upon request, we will reimburse brokers, dealers, banks and trustees, or their nominees, for reasonable expenses incurred by them in forwarding proxy material to beneficial owners of shares of our common stock.

## **PROPOSAL 1 — ELECTION OF DIRECTORS**

At the date of this Proxy Statement, our Board is comprised of eight directors, six of whom are non-employee directors. There are six nominees for election at the Annual Meeting of Shareholders, four of whom are non-employee directors, each to hold office until the next Annual Meeting of Shareholders or until a successor has been duly elected and qualified. **The Board of Directors recommends a vote FOR the election of the six nominees named below. Duly executed proxies will be so voted unless record holders specify a contrary choice on their proxies.** If for any reason a nominee is unable to serve as a director, it is intended that the proxies solicited hereby will be voted for such substitute nominee as the Board may propose. The Board has no reason to expect that the nominees will be unable to serve and, therefore, at this time it does not have any substitute nominees under consideration. Proxies cannot be voted for a greater number of persons than the number named.

The nominees for election shall be elected by a plurality of the votes cast by the shares of common stock entitled to vote at the Annual Meeting. Shareholders have no right to vote cumulatively for directors. Each share shall have one vote for each directorship to be filled on the Board of Directors.

### **Director Nominees**

The following persons are the nominees for election to serve as directors. All director nominees presently serve on the Board. There are no family relationships between any of the director nominees. Certain information relating to the nominees, furnished by the nominees, is set forth below.

<b>BRUCE A. CAMPBELL</b>	Director since 1993
Greeneville, Tennessee	Age 53

Mr. Campbell has served as a director since April 1993, as President since August 1998 and as Chief Executive Officer since October 2003. Mr. Campbell was Chief Operating Officer from April 1990 until October 2003 and Executive Vice President from April 1990 until August 1998. Prior to joining the Company, Mr. Campbell served as vice president of Ryder-Temperature Controlled Carriage in Nashville, Tennessee from September 1985 until December 1989. Mr. Campbell also serves as a director of Greene County Bancshares.

<b>ANDREW C. CLARKE</b>	Director since 2001
Greeneville, Tennessee	Age 34

Mr. Clarke has served as a director and as Chief Financial Officer, Senior Vice President and Treasurer since April 2001. In April 2000, he began serving as chief financial officer, senior vice president and director of a subsidiary that provided Internet and technology services and support to our operations. From August 1998 to March 2000, Mr. Clarke was an investment banker with Deutsche Banc Alex. Brown, Inc. in the Global Transportation Group. Mr. Clarke has an MBA from the Graduate School of Business at the University of Chicago. Mr. Clarke also serves as a director of Pacer International, Inc.

<b>RICHARD W. HANSELMAN</b>	Director since 2004
Nashville, Tennessee	Age 77

Mr. Hanselman has been a director of ArvinMeritor, Inc., a global supplier of a broad range of systems, modules and components to the motor vehicle industry, since July 2000. He was a director of Arvin Industries, Inc. from 1983 until it merged with ArvinMeritor, Inc. Mr. Hanselman was the non-executive chairman of the board of Health Net, Inc., a managed care provider from May 1999 until December 2003, and he continues to serve as a director. He also served as a director of predecessor corporations of Health Net, Inc. Formerly, Mr. Hanselman was chairman, president and chief executive officer of Genesco, Inc. from May 1980 until January 1986. In addition, he is an Honorary Trustee of the Committee for Economic Development.

**C. JOHN LANGLEY, JR.**  
Knoxville, Tennessee

Director since 2004  
Age 59

Dr. Langley is The Logistics Institute Professor of Supply Chain Management and a member of the faculty of the School of Industrial and Systems Engineering at the Georgia Institute of Technology. He serves as Director of Supply Chain Executive Programs at Georgia Tech and as Executive Director of the Supply Chain Executive Forum. Prior to his September 2001 appointment with Georgia Tech, he served as a Professor at the University of Tennessee from September 1973 where most recently he was the Dove Distinguished Professor of Logistics and Transportation. Dr. Langley is a director of UTi Worldwide Inc.

**RAY A. MUNDY**  
St. Louis, Missouri

Director since 2000  
Age 60

Dr. Mundy has served as director of the Center for Transportation Studies and Barriger Endowed Professor of Transportation and Logistics at the University of Missouri since January 2000. From January 1996 until December 1999, he was the Taylor Distinguished Professor of Logistics and Transportation at the University of Tennessee. Also, while at the University of Tennessee, Dr. Mundy managed its Transportation Management & Policies Studies program and was one of the directors of its Supply Chain Forum. Additionally, Dr. Mundy serves as a consultant to both the public and private sectors and sits on advisory boards for Internet, transportation and logistics companies.

**B. CLYDE PRESLAR**  
Charlotte, North Carolina

Director since 2004  
Age 50

Mr. Preslar has served as Chief Financial Officer and Vice President of Lance, Inc., a snack food company, since April 1996. He also has been Secretary of Lance, Inc. since February 2002. Mr. Preslar was director of finance while at Black & Decker Corporation from July 1989 until April 1996. He also was with RJR Nabisco from 1978 to 1989 where his last position was director of investor relations. Mr. Preslar is a Certified Public Accountant. He also serves as a director of Standard Commercial Corporation.

### **Board of Directors and Committees**

During 2004, the Board held seven meetings. The Board has four standing committees: an Audit Committee, a Corporate Governance and Nominating Committee, a Compensation Committee and an Executive Committee. The Audit Committee is scheduled to meet at least quarterly and the Corporate Governance and Nominating Committee is required under its charter to meet at least twice each year. The other committees do not have a formal meeting schedule, but are required to meet at least once each year. The non-employee directors meet without management in regular executive sessions.

All directors hold office at the pleasure of the shareholders. All of the incumbent directors attended at least 75% of the total number of meetings of the Board and committees on which they served during 2004.

The members of the Board of Directors and the committees of the Board on which they serve as of the date of this Proxy Statement are identified below.

<u>Director</u>	<u>Audit Committee</u>	<u>Corporate Governance and Nominating Committee</u>	<u>Compensation Committee</u>	<u>Executive Committee</u>
Bruce A. Campbell .....				*
Andrew C. Clarke .....				*
Robert Keith Gray† .....		*	*	
Richard W. Hanselman .....		*	*	
C. John Langley, Jr. ....	*		**	
Ray A. Mundy .....	*	**		
Scott M. Niswonger† .....				*
B. Clyde Preslar .....	**			

† Not standing for reelection. Such decision did not result from any disagreements with the Company on any matter relating to the Company’s operations, policies or practices.

\* Member.

\*\* Chairman.

Below is a description of each committee of the Board. With the exception of the Executive Committee, each committee has authority to engage legal counsel or other experts or consultants as it deems appropriate to carry out its responsibilities. The Board has determined that each member of the Audit Committee, Corporate Governance and Nominating Committee and Compensation Committee is “independent” as defined in the applicable listing standards of the National Association of Securities Dealers (“NASD”) and that each member is free of any relationship that would interfere with his individual exercise of independent judgment. The Board has adopted Corporate Governance Guidelines for its directors and written charters for the Audit Committee, Corporate Governance and Nominating Committee and Compensation Committee. The full text of the Corporate Governance Guidelines, each charter and the Company’s Code of Ethics are available on the Company’s Investor Relations website located at [www.forwardair.com](http://www.forwardair.com).

We expect, but do not require, directors to attend the Annual Meeting of Shareholders, subject to compelling personal or business commitments. Last year, all but one of our directors attended the Annual Meeting of Shareholders.

#### *Audit Committee*

The Audit Committee engages the Company’s independent registered public accounting firm, considers the fee arrangement and scope of the audit, reviews the financial statements and the independent registered public accounting firm’s report, considers comments made by such firm with respect to the Company’s internal control structure, and reviews internal accounting procedures and controls with the Company’s financial and accounting staff. The Board of Directors has determined that Mr. Preslar meets the definition of an “audit committee financial expert” as that term is defined by the rules and regulations of the Securities and Exchange Commission (the “SEC”). The Audit Committee held nine meetings during 2004.

#### *Corporate Governance and Nominating Committee*

The Board is responsible for approving nominees for election as directors. To assist in this task, the Corporate Governance and Nominating Committee:

- establishes procedures for evaluating the suitability of potential director nominees proposed by management or shareholders;
- reviews qualifications of candidates for Board membership from whatever source received and identifies individuals qualified to become Board members, consistent with criteria established by the Board;

- identifies and recommends to the Board the director nominees for election by the shareholders or appointment by the Board, as the case may be, and selects individuals to fill vacancies on the Board which occur between annual meetings of shareholders;
- conducts appropriate inquiries into the backgrounds and qualifications of potential candidates with the assistance of a professional search firm, if necessary;
- reviews and recommends to the Board qualifications for Board membership, composition and size to ensure that the Board has the requisite experience and its membership consists of persons with sufficiently diverse and independent backgrounds;
- reviews and recommends to the Board compensation and benefits for directors; and
- develops and recommends for Board approval procedures for annual evaluation of the Board and management.

In evaluating and determining whether to nominate a candidate for a position on the Company's Board, the Corporate Governance and Nominating Committee seeks individuals with high professional ethics and values, relevant management and/or business experience and a commitment to enhancing shareholder value. In evaluating candidates for nomination, the Corporate Governance and Nominating Committee utilizes a variety of methods. The Company regularly assesses the size of the Board, whether any vacancies are expected as a result of retirement or otherwise, and the need for particular skills and expertise on the Board. Candidates may come to the attention of the Corporate Governance and Nominating Committee from current Board members, shareholders, professional search firms, officers or other persons. The Corporate Governance and Nominating Committee will review all candidates in the same manner regardless of the source of the recommendation.

Shareholders wishing to communicate with the Corporate Governance and Nominating Committee concerning potential director candidates may do so by corresponding with the Secretary of the Company at 430 Airport Road, Greeneville, Tennessee 37745, and including the name and biographical data of the individual being suggested. The Corporate Governance and Nominating Committee held two meetings during 2004.

The Corporate Governance and Nominating Committee has retained a professional search firm to identify and evaluate additional independent director candidates. Through this process, nominees will be identified and recommended to the Board for appointment. The Company anticipates filling the two vacated director positions in the near term.

#### *Compensation Committee*

The Compensation Committee is responsible for determining the overall compensation levels of certain of the Company's executive officers and administering the Company's employee stock option plans and other employee benefit plans. For additional information, please refer to the Compensation Committee Report on Executive Compensation contained in this Proxy Statement. The Compensation Committee held three meetings during 2004.

#### *Executive Committee*

The Executive Committee is authorized to act on behalf of and to carry out the functions of the Board to the extent permitted by the laws prescribed by the Tennessee Business Corporation Act and the Bylaws of the Company.

#### *Shareholder Communications With The Board*

Any shareholder who wishes to send communications to the Board or any individual director may do so by writing to the Board of Directors in care of Matthew J. Jewell, Secretary, Forward Air Corporation, 430 Airport Road, Greeneville, Tennessee 37745. The Secretary will then forward all appropriate communication to the Board of Directors or the individual Board member. Your letter should indicate that you are a shareholder.

## **Compensation of Directors**

Employee directors of the Company do not receive additional compensation for serving as members of the Board of Directors or on any committee thereof. Prior to July 2004, in lieu of an annual retainer, non-employee directors were paid a fee of \$1,500 for each Board meeting and \$1,500 for each committee meeting attended, together with reasonable traveling expenses. No additional fee was paid for committee meetings held on the same day as Board meetings.

Effective July 1, 2004, each non-employee director receives an annual retainer of \$20,000 paid in quarterly installments. The Chairman of the Audit Committee receives an additional \$10,000 annual retainer, also paid in quarterly installments. Other members of the Audit Committee receive an additional \$5,000 annual retainer paid in quarterly installments. In addition, non-employee directors are paid \$1,500 for each Board meeting and each committee meeting attended in person, together with reasonable traveling expenses. A fee of \$750 is paid for each Board meeting and each committee meeting attended via teleconference. No additional fee is paid for committee meetings held on the same day as Board meetings.

The Company's Non-Employee Director Stock Option Plan (the "NED Plan") provides that on the first business day following each Annual Meeting of Shareholders each non-employee director is automatically granted an option for the purchase of 11,250 shares of common stock at an exercise price equal to the closing sales price of the common stock on the date of grant. On May 19, 2004, with the exception of Scott M. Niswonger, each non-employee director was granted 11,250 options at an exercise price of \$20.20 per share.

The foregoing share and per share data have been restated to reflect the April 1, 2005 three-for-two stock split of the common stock.

## **Certain Relationships and Related Transactions**

Scott M. Niswonger, the Chairman of the Board, owns a majority interest in the parent company of Landair Transport, Inc. ("Landair"). The Company purchases truckload transportation services from Landair. Matthew J. Jewell, Senior Vice President, General Counsel and Secretary of the Company, served in these same capacities for Landair until May 2004.

During 2004, the Company provided various operational and administrative services to Landair. The Company charged Landair \$0.2 million in 2004 for these services. Landair provided various operational and administrative services to the Company and charged it approximately \$93,000 during 2004 for these services. In addition, Landair provided the Company with truckload services of approximately \$0.2 million during 2004.

The Company leases its Greeneville, Tennessee headquarters from the Greeneville-Greene County Airport Authority. The Company subleases a portion of this facility to Landair. The calculation of rent for this sublease is based upon the cost of such facility to the Company and an agreed-upon percentage of usage. The total sublease rental charged to Landair in 2004 was approximately \$25,000.

The Company purchases air transportation services from Sky Night, L.L.C. ("Sky Night"), a limited liability corporation owned by Scott M. Niswonger, the Chairman of the Board. The air charter expense totaled approximately \$86,000 in 2004. In addition, the Company has a sublease with Sky Night under which the Company subleases hangar space for aircraft at the Company's headquarters that is leased from the Greeneville-Greene County Airport Authority. The total sublease rental charged to Sky Night in 2004 was approximately \$35,000.

## SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

The following table sets forth information with respect to the beneficial ownership of shares of our outstanding common stock held as of the Record Date by (i) each director and director nominee; (ii) our Chief Executive Officer and four other highest paid executive officers (the “Named Executive Officers”); and (iii) all directors and executive officers as a group. The table also sets forth information as to any person, entity or group known to the Company to be the beneficial owner of 5% or more of the Company’s common stock as of December 31, 2004.

Under the rules of the SEC, a person is deemed to be a “beneficial owner” of a security if that person has or shares the power to vote or direct the voting of the security, has or shares the power to dispose of or direct the disposition of the security, or has the right to acquire the security within 60 days. Except as otherwise indicated, the shareholders listed in the table are deemed to have sole voting and investment power with respect to the common stock owned by them on the dates indicated above.

<u>Name and Address of Beneficial Owner (1)</u>	<u>Shares Beneficially Owned</u>	
	<u>Number</u>	<u>Percent (%) (2) (3)</u>
<b>Directors, Nominees and Named Executive Officers</b>		
Bruce A. Campbell .....	441,005 (4)	1.4
Andrew C. Clarke .....	129,886 (5)	*
Hon. Robert Keith Gray .....	198,264 (6)	*
Richard W. Hanselman .....	750	*
C. John Langley, Jr. ....	675	*
Ray A. Mundy .....	40,372 (7)	*
Scott M. Niswonger .....	900 (8)	*
B. Clyde Preslar .....	375	*
Rodney L. Bell .....	141,883 (9)	*
Craig A. Drum .....	7,961 (10)	*
Chris C. Ruble .....	34,405 (11)	*
All directors and executive officers as a group (12 persons) .....	1,053,626 (12)	3.3
<b>Other Principal Shareholders</b>		
Franklin Resources, Inc. ....	2,432,187 (13)	7.5
FMR Corp. ....	2,415,525 (14)	7.5
Kayne Anderson Rudnick Investment Management, LLC .....	2,230,539 (15)	6.9
Columbia Wanger Asset Management, L.P. ....	1,754,400 (16)	5.4

\* Less than one percent.

- (1) The business address of each listed director, nominee and Named Executive Officer is c/o Forward Air Corporation, 430 Airport Road, Greeneville, Tennessee 37745.
- (2) The percentages shown for directors, nominees and Named Executive Officers are based on 32,316,060 split-adjusted shares of common stock outstanding on the Record Date.
- (3) The percentages shown for other principal shareholders are based on 32,397,747 split-adjusted shares of common stock outstanding on December 31, 2004.
- (4) Includes 426,004 shares that are issuable pursuant to stock options exercisable within 60 days of the Record Date. The remaining 15,001 shares also represent shares that are issuable pursuant to stock options exercisable within 60 days of the Record Date; however, Mr. Campbell may not exercise such option shares during his employment with the Company.
- (5) Includes 127,499 shares that are issuable pursuant to stock options exercisable within 60 days of the Record Date.
- (6) Includes 182,814 shares that are issuable pursuant to stock options exercisable within 60 days of the Record Date.
- (7) Includes 39,375 shares that are issuable pursuant to stock options exercisable within 60 days of the Record Date.
- (8) Represents 450 shares held by Mr. Niswonger as custodian for his grandson and 450 shares held by Mr. Niswonger’s spouse as custodian for one of her children.

- (9) Includes 108,751 shares that are issuable pursuant to stock options exercisable within 60 days of the Record Date.
- (10) Includes 7,500 shares that are issuable pursuant to stock options exercisable within 60 days of the Record Date.
- (11) Includes 33,750 shares that are issuable pursuant to stock options exercisable within 60 days of the Record Date.
- (12) Includes 996,944 shares that are issuable pursuant to stock options exercisable within 60 days the Record Date.
- (13) Franklin Resources, Inc. (“FRI”), a parent holding company, Franklin Advisers, Inc. (“FAI”), an investment adviser, Charles B. Johnson, a principal shareholder of FRI, and Rupert H. Johnson, Jr., a principal shareholder of FRI, One Franklin Parkway, San Mateo, California 94403, reported beneficial ownership of the shares in a Schedule 13G jointly filed with the SEC as of December 31, 2004. FRI, Messrs. Johnson and each of the investment adviser subsidiaries of FRI, including FAI and Franklin Templeton Portfolio Advisors, Inc. (“FTPA”), each disclaimed any economic interest or beneficial ownership of the shares. FAI reported having sole voting and dispositive power with respect to 2,049,522 shares. FTPA reported having sole voting and dispositive power with respect to 382,665 shares.
- (14) FMR Corp., a parent holding company of Fidelity Management & Research Company (“Fidelity”), Edward C. Johnson 3d, Chairman of FMR Corp., and Abigail P. Johnson, a director of FMR Corp., 82 Devonshire Street, Boston, Massachusetts 02109, reported beneficial ownership of the shares in a Schedule 13G filed with the SEC as of December 31, 2004. Fidelity, an investment adviser, was reported to beneficially own 1,947,960 shares. Mr. Johnson, FMR Corp., through its control of Fidelity, and various Fidelity funds (“Fidelity Funds”) each had sole dispositive power over 1,947,960 shares. Neither FMR Corp. nor Mr. Johnson had sole power to vote or direct the vote of the shares owned directly by the Fidelity Funds, which power resides with the Fidelity Funds’ Board of Trustees. Fidelity Management Trust Company (“FMT”), a wholly owned subsidiary of FMR Corp. and a bank, was beneficial owner of 250,997 shares. Mr. Johnson and FMR Corp., through its control of FMT, each had sole dispositive power over 250,997 shares and sole power to vote or direct the vote of the 250,997 shares. Fidelity International Limited (“FIL”), a Bermudan joint stock company and an investment adviser, 42 Crowlane, Hamilton, Bermuda, beneficially owned 216,568 shares and had sole power to vote or dispose of the 216,568 shares. Formerly a majority-owned subsidiary of Fidelity, FIL currently operates as an entity independent of FMR Corp. and Fidelity. A partnership controlled by Mr. Johnson and members of his family owns shares of FIL voting stock and Mr. Johnson is Chairman of FIL. Members of the Johnson family were reported to be the predominant owners of Class B shares of FMR Corp., representing approximately 49% of the voting power of FMR. Mr. Johnson owned 12% and Ms. Johnson owned 24.5% of the aggregate outstanding voting stock of FMR Corp. The Johnson family group and all other Class B shareholders have entered into a shareholders’ voting agreement under which all Class B shares will be voted in accordance with the majority vote of Class B shares. Accordingly, through their ownership of voting common stock and the execution of the shareholders’ voting agreement, members of the Johnson family may be deemed under the Investment Company Act of 1940, to form a controlling group with respect to FMR Corp.
- (15) Kayne Anderson Rudnick Investment Management, LLC (“Kayne Anderson”), 1800 Avenue of the Stars, Second Floor, Los Angeles, California 90067, reported beneficial ownership of the shares in a Schedule 13G filed with the SEC as of December 31, 2004. Kayne Anderson, an investment adviser, had sole voting and dispositive powers over all of the shares and no shared voting or dispositive power over the shares.
- (16) Columbia Wanger Asset Management, L.P. (“WAM”) and its corporate general partner, WAM Acquisition GP, Inc. (“WAM GP”), 227 West Monroe Street, Suite 3000, Chicago, Illinois 60606, reported beneficial ownership of the shares in a Schedule 13G filed with the SEC as of December 31, 2004. WAM, an investment adviser, and WAM GP had shared voting and dispositive power over the shares and neither had sole voting or dispositive power over the shares.



## Compensation of Executive Officers in 2004

The following table sets forth the cash and non-cash compensation paid or to be paid by the Company to the Named Executive Officers for the years shown in all capacities in which they served.

### Summary Compensation Table

<u>Name and Principal Positions</u>	<u>Year</u>	<u>Annual Compensation</u>			<u>Long-Term Compensation Awards</u>	<u>All Other Compensation (2)</u>
		<u>Salary</u>	<u>Bonus</u>	<u>Other Annual Compensation</u>	<u>Number of Securities Underlying Options (1)</u>	
Bruce A. Campbell .....	2004	\$291,000	\$330,000	\$ —	—	\$10,688
	2003	262,077	100,000	—	225,000	9,000
	2002	250,000	—	—	—	10,121
Andrew C. Clarke .....	2004	\$197,596	\$209,000	\$ —	30,000	\$10,511
	2003	174,385	100,000	—	45,000	9,793
	2002	150,000	—	—	—	10,345
Craig A. Drum .....	2004	\$156,779	\$166,500	\$ —	30,000	\$ 9,000
	2003	153,058	50,000	—	—	10,238
	2002	150,000	—	—	—	11,385
Chris C. Ruble .....	2004	\$156,779	\$166,500	\$ —	30,000	\$10,618
	2003	153,058	50,000	—	—	10,215
	2002	150,000	—	—	—	10,330
Rodney L. Bell .....	2004	\$156,779	\$166,500	\$ —	30,000	\$11,158
	2003	147,808	50,000	—	—	9,917
	2002	111,000	—	—	—	9,000

(1) The option amounts and prices are adjusted to reflect the April 1, 2005 stock split.

(2) Includes car allowance and employer matching portion of 401(k) contributions, as applicable.

## 2004 Option Grants, Aggregated Option Exercises and Option Values

During 2004, the Company awarded stock options to the four Named Executive Officers as set forth in the following table. Bruce A. Campbell was not awarded stock options in 2004. The Company has not granted and does not have any Stock Appreciation Rights outstanding.

### Option Grants in Last Fiscal Year (1)

<u>Name</u>	<u>Individual Grants</u>				<u>Potential Realizable Value at Assumed Annual Rates of Stock Price Appreciation for Option Term (3)</u>	
	<u>Number of Securities Underlying Options Granted (2)</u>	<u>Percent of Total Options Granted to Employees in Last Year</u>	<u>Exercise or Base Price (\$/Share)</u>	<u>Expiration Date</u>	<u>5%</u>	<u>10%</u>
	Andrew C. Clarke .....	30,000	9.20%	\$18.82	02/04/14	\$340,414
Craig A. Drum .....	30,000	9.20	18.82	02/04/14	340,414	876,484
Chris C. Ruble .....	30,000	9.20	18.82	02/04/14	340,414	876,484
Rodney L. Bell .....	30,000	9.20	18.82	02/04/14	340,414	876,484

- (1) The option amounts and prices are adjusted to reflect the April 1, 2005 stock split.
- (2) All options listed were granted pursuant to the 1999 Stock Option and Incentive Plan (the "1999 Plan"). Option exercise prices are defined in the 1999 Plan as the average closing bid and ask price on the last trading date preceding the grant date.
- (3) Potential realizable values are based on assumed annual rates of return specified by SEC rules. The Company's management has consistently cautioned shareholders and option holders that such increases in values are based on speculative assumptions and should not inflate expectations of the future value of their holdings.

The following table sets forth the year-end aggregated option exercises and the year-end value of unexercised options held by the four Named Executive Officers. Bruce A. Campbell did not exercise any stock options in 2004.

### Aggregated Option Exercises In Last Fiscal Year And Fiscal Year-End Option Values (1)

<u>Name</u>	<u>Option Exercises In Last Year</u>		<u>Number of Securities Underlying Unexercised Options at Fiscal Year-End</u>		<u>Value of Unexercised In-The-Money Options at Fiscal Year-End (2)</u>	
	<u>Shares Acquired on Exercise</u>	<u>Value Realized</u>	<u>Exercisable</u>	<u>Unexercisable</u>	<u>Exercisable</u>	<u>Unexercisable</u>
Andrew C. Clarke .....	11,250	\$150,638	101,248	52,502	\$1,098,017	\$505,971
Craig A. Drum .....	18,750	136,884	3,749	37,501	52,224	406,514
Chris C. Ruble .....	5,925	64,708	26,625	35,625	408,319	394,069
Rodney L. Bell .....	24,375	520,069	82,500	52,502	695,400	505,971

- (1) The option amounts and prices are adjusted to reflect the April 1, 2005 stock split.
- (2) Represents the closing price for the common stock on December 31, 2004 of \$29.80 less the exercise price for all outstanding exercisable and unexercisable options for which the exercise price is less than the December 31, 2004 closing price. Exercisable options have been held at least one year from the date of grant.

## **Employment Agreements, Termination of Employment and Change-in-Control Arrangements**

The Company has an employment agreement that expires in October 2006 with Bruce A. Campbell, the Company's President and Chief Executive Officer. Mr. Campbell's annual base salary under the agreement is \$300,000. Upon certain circumstances, including upon early involuntary termination of Mr. Campbell's employment with the Company, the Company may be obligated to pay Mr. Campbell an amount equal to his annual base salary for one year, including any earned and unpaid bonus of up to 50% of his annual base salary, and health insurance payments for one year. In addition to his base salary, in 2003 Mr. Campbell was granted options to purchase up to 180,000 and 45,000 shares of common stock at \$13.25 and \$20.21 per share, respectively. The 45,000 options granted to Mr. Campbell concurrently with the effective date of the employment agreement vest equally over three years; however, they may not be exercised during his employment with the Company. No stock options were granted to Mr. Campbell in 2004. Mr. Campbell is eligible for participation in the Company's cash incentive and other benefit plans. Mr. Campbell is also bound by the terms of a non-competition agreement entered into in connection with the employment agreement.

In the event of a Change-in-Control (as defined in the employment agreement) which results in the termination of Mr. Campbell's employment, he immediately is entitled to (i) an amount equal to his annual base salary, payable in installments over the 24 months following the date of the Change-in-Control; (ii) payment of the maximum amount earned as a year-end bonus; (iii) any earned and unpaid bonus for prior calendar years, accrued and unpaid vacation pay, unreimbursed expenses and any other benefits owed under any written employee benefit plan or policy of the Company; (iv) the vested portion of his stock options and the acceleration and immediate vesting of the unvested portion of his stock options; and (v) continued coverage under the Company's employee medical and life insurance plans for the 12 month period following the date of the Change-in-Control. Mr. Campbell would have two years from the date of the Change-in-Control to exercise all vested stock options.

In the event of a Change-in-Control involving the continued employment of Mr. Campbell, he will be entitled to compensation and benefits consistent with the terms of the employment agreement.

## **Compensation Committee Interlocks and Insider Participation**

During 2004, the Compensation Committee was fully comprised of independent non-employee directors. Since April 12, 2004, Robert Keith Gray, Richard W. Hanselman and C. John Langley, Jr. have been members of the Compensation Committee. Prior to the new appointments in April 2004, James A. Cronin, III and Ray A. Mundy, also independent non-employee directors, served on the Compensation Committee with Mr. Gray.

## **Compensation Committee Report on Executive Compensation**

The Compensation Committee administers the Company's general compensation policies on executive officer compensation. During 2004, all members of the Compensation Committee were independent non-employee directors. It is the responsibility of the Compensation Committee to determine whether the executive compensation policies are reasonable and appropriate to meet their stated objectives and effectively serve the best interests of the Company and its shareholders.

The three components of executive officer compensation are base salary, annual bonus incentive awards and stock option grants. In addition to the Compensation Committee's determinations on base salary, bonus incentive awards and stock option grants, the Compensation Committee administers the Company's employee stock purchase plan and two stock option and incentive plans and determines the options to be granted to executive officers.

The Company believes that its executive compensation policy should be reviewed annually and should be reviewed in light of the Company's financial performance, annual budget, position within its industry sector and the compensation policies of similar companies in its business sector. The Compensation Committee believes that in addition to corporate performance, it is appropriate to consider, in setting and reviewing executive compensation, the level of experience and the responsibilities of each executive as well as the personal contributions a particular individual may make to the success of the corporate enterprise. Such qualitative factors are taken into account in considering levels of compensation and are applied subjectively by the Compensation Committee.

The Company has an employee cash incentive plan, which provides for quarterly or annual cash incentive payments to employees based on the Company's results of operations. The goals of the cash incentive plan are established based on operating plans for the year, and amounts payable under the cash incentive plan are determined based on the results of the Company's operations.

In February 2004 the Board approved, and in May 2004 the shareholders approved, that the number of authorized shares issuable under the 1999 Stock Option and Incentive Plan (the "1999 Plan") be increased from 2,250,000 to 4,500,000 shares of common stock. The increase was necessary to continue to be able to offer new options to executive officers and key employees. In 2004, stock options totaling 326,258 were granted under the 1999 Plan and 2,272,331 remained available for future grants at December 31, 2004. The Company's 1992 Stock Option and Incentive Plan (the "1992 Plan") provided for issuance of up to 4,500,000 shares of common stock, but further grants under the 1992 Plan ceased upon its expiration in 2002. At December 31, 2004, 312,266 options remained outstanding under the 1992 Plan.

The Company also has an employee stock purchase plan under which all executive officers are entitled to participate unless they own five percent or more of the total shares of outstanding common stock.

Section 162(m) of the Internal Revenue Code of 1986, as amended and any successor thereto (the "Code"), was enacted as part of the 1993 Omnibus Budget Reconciliation Act and generally disallows a corporate deduction for compensation over \$1,000,000 paid to the Company's Chief Executive Officer or any other of the four most highly compensated officers. The Compensation Committee continues to analyze the potential impact of this limitation. Under the regulations and the transition rules of the Code, executive compensation pursuant to the 1992 Plan and the 1999 Plan is expected to qualify as "performance based" compensation and therefore be excluded from the \$1,000,000 limit. Other forms of compensation provided by the Company, however, are not excluded from the limit. The Compensation Committee currently anticipates that substantially all compensation to be paid in future years will be deductible under Section 162(m) because of the present levels of executive officer compensation. In any event, the Compensation Committee believes that performance based compensation is desirable and can be structured in a manner to qualify as performance based compensation under Section 162(m).

*C. John Langley, Jr. Chairman  
Robert Keith Gray  
Richard W. Hanselman*

*The foregoing report of the Compensation Committee shall not be deemed incorporated by reference by any general statement incorporating by reference the Proxy Statement into any filing under the Securities Act of 1933, as amended (the "Securities Act"), or the Securities Exchange Act of 1934, as amended (the "Exchange Act"), except to the extent that the Company specifically incorporates this information by reference, and shall not otherwise be deemed filed under such Acts.*

## **Audit Committee Report**

The Audit Committee oversees the Company's financial reporting process on behalf of the Board of Directors. Management has the primary responsibility for the financial statements and the reporting process including the systems of internal controls. In fulfilling its oversight responsibilities, the Audit Committee reviewed the audited financial statements in the 2004 Annual Report with management including a discussion of the quality, not just the acceptability, of the accounting principles, the reasonableness of significant judgments, and the clarity of disclosures in the financial statements. The Committee's function is more fully described in its charter. The Committee reviews the charter on an annual basis. The Board annually reviews the definition of independence under the NASD listing standards for audit committee members and has determined that each member of the Committee meets that standard.

Management is responsible for the preparation, presentation and integrity of the Company's financial statements, accounting and financial reporting principles, internal controls and procedures designed to ensure compliance with accounting standards, applicable laws and regulations. The Company's independent registered public accounting firm, Ernst & Young LLP, is responsible for performing an independent audit and reporting on the consolidated financial statements of the Company and its subsidiaries, management's assessment of the effectiveness of the Company's internal control over financial reporting, and the effectiveness of the Company's internal control over financial reporting.

The Audit Committee has been updated quarterly on management's process to assess the adequacy of the Company's system of internal control over financial reporting, the framework used to make the assessment, and management's conclusions on the effectiveness of the Company's internal control over financial reporting. The Audit Committee has also discussed with representatives of Ernst & Young LLP the Company's internal control assessment process, management's assessment with respect thereto and the firm's audit of the Company's system of internal control over financial reporting.

The Committee has reviewed and discussed the audited financial statements of the Company for the fiscal year ended December 31, 2004 with the Company's management and has discussed with Ernst & Young LLP the matters required to be discussed by Statement on Auditing Standards Board Standard No. 61, as amended, "Communication with Audit Committees." In addition, Ernst & Young LLP has provided, and the Audit Committee has received, written disclosures and the letter required by Independence Standards Board Standard No. 1, "Independence Discussions with Audit Committees, as amended."

In performing all of these functions, the Audit Committee acts in an oversight capacity. The Audit Committee reviews the Company's quarterly and annual reports on Form 10-Q and Form 10-K prior to filing with the SEC. In its oversight role the Audit Committee relies on the work and assurances of the Company's management, which has the primary responsibility for establishing and maintaining adequate internal controls over financial reporting and for preparing the financial statements, and other reports, and of the independent registered public accountants, who are engaged to audit and report on the consolidated financial statements of the Company and its subsidiaries, management's assessment of the effectiveness of the Company's internal control over financial reporting, and the effectiveness of the Company's internal control over financial reporting.

Based on these reviews and discussions, the Audit Committee recommended to the Board of Directors that the audited financial statements be included in the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2004 for filing with the SEC.

In addition, the Audit Committee has discussed with Ernst & Young, LLP, their independence from management and the Company and considered the compatibility of non-audit services with Ernst & Young, LLP's independence.

*B. Clyde Preslar, Chairman*

*C. John Langley, Jr.*

*Ray A. Mundy*

*The foregoing report of the Audit Committee shall not be deemed incorporated by reference by any general statement incorporating by reference the Proxy Statement into any filing under the Securities Act or the Exchange Act, except to the extent that the Company specifically incorporates this information by reference, and shall not otherwise be deemed filed under such Acts.*

## Independent Registered Public Accounting Firm

The Audit Committee has appointed Ernst & Young LLP to serve as the Company's independent registered public accounting firm for 2005. The fees billed by Ernst & Young LLP for services rendered to the Company and its subsidiaries in 2004 and 2003 were as follows:

	<u>2004</u>	<u>2003</u>
Audit Fees (1) (2) .....	\$673,096	\$315,290
Audit-Related Fees (3) .....	51,014	33,200
Tax Fees (3) .....	87,285	103,111
All Other Fees (3) .....	175	—

- (1) Includes fees and expenses related to the audit and interim reviews for the fiscal year notwithstanding when the fees and expenses were billed or when the services were rendered. Fees in 2003 relate to the audit and interim reviews of the Company's financial statements. Fees in 2004 relate to the audit and interim reviews of the Company's financial statements, and the audit of management's assessment of the effectiveness of the Company's internal control over financial reporting, and the effectiveness of the Company's internal control over financial reporting.
- (2) Includes fees of \$125,540 in 2003 associated with the sale of 2,200,000 shares of Company common stock by Scott M. Niswonger in November 2003. Mr. Niswonger reimbursed the Company for one-third of this expense. The number of shares Mr. Niswonger sold has not been split-adjusted.
- (3) Includes fees and expenses for services rendered from January through December of the fiscal year notwithstanding when the fees and expenses were billed.

## Pre-Approval Policies and Procedures

The Audit Committee has adopted a policy that requires advance approval of all audit, audit-related, tax services and other services performed by the independent registered public accounting firm. The policy provides for pre-approval by the Audit Committee of specifically defined audit and non-audit services. The Audit Committee must approve the permitted service before the independent registered public accounting firm is engaged to perform it. During 2004 and as of the date of this Proxy Statement, the Audit Committee pre-approved all of these services.

## PROPOSAL 2 — RATIFICATION OF APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

The Audit Committee has appointed Ernst & Young LLP to serve as the Company's independent registered public accounting firm for 2005. As in the past, the Board has determined that it would be desirable to request ratification of the appointment by the shareholders of the Company. If the shareholders do not ratify the appointment of Ernst & Young LLP, the Board will reconsider the appointment of the independent registered public accounting firm.

A representative of Ernst & Young LLP is not expected to be present at the Annual Meeting, and thus, is not expected to make a statement or be available to respond to appropriate questions.

This Proposal will be approved if the votes cast in favor of the Proposal exceed the votes cast against it. Unless otherwise directed therein, the proxies solicited hereby will be voted for approval of Ernst & Young LLP.

**The Board of Directors recommends that shareholders vote FOR ratification of appointment of Ernst & Young LLP as the Company's independent registered public accounting firm for 2005.**

### PROPOSAL 3 — APPROVAL OF THE COMPANY’S 2005 EMPLOYEE STOCK PURCHASE PLAN

The Board of Directors believes that broad-based ownership of equity interests in the Company by its employees provides a substantial motivation for superior performance by more closely aligning the economic interests of those employees with the overall performance of the Company. Accordingly, the Board has adopted the Company’s 2005 Employee Stock Purchase Plan (the “2005 Stock Purchase Plan”) effective as of May 26, 2005, subject to the approval of the Company’s shareholders. The 2005 Stock Purchase Plan replaces the Company’s Restated Employee Stock Purchase Plan, approved by the Company’s shareholders at the 1996 Annual Meeting of Shareholders (the “1996 Plan”), which has expired. The 2005 Stock Purchase Plan permits eligible employees of the Company and its subsidiaries to purchase shares of the common stock from the Company through payroll deduction. The Company has reserved 500,000 shares for issuance under the 2005 Stock Purchase Plan, representing less than half of the remaining 1,177,956 shares that were previously approved for issuance under the 1996 Plan, but which were not issued.

The following is a summary description of the 2005 Stock Purchase Plan and is qualified in its entirety by reference to the full text of the 2005 Stock Purchase Plan, which is set forth as Exhibit A to this Proxy Statement.

*Administration.* The 2005 Stock Purchase Plan will be administered by the Compensation Committee of the Board of Directors. The Compensation Committee will have the full power to determine the eligibility of an employee to participate in and to construe and interpret the terms of the 2005 Stock Purchase Plan. The decisions of the Compensation Committee will be final and binding on all employees.

*Eligibility.* All employees of the Company and its subsidiaries (including executive officers of the Company) who work more than twenty hours per week and more than five months in any calendar year are eligible to participate in the 2005 Stock Purchase Plan, subject to such further eligibility requirements as may be specified by the Compensation Committee consistent with Section 423 of the Code. Directors of the Company who are not also employees of the Company, and holders of five percent or more of the common stock of the Company are not permitted to participate in the 2005 Stock Purchase Plan. The Company and its subsidiaries have approximately 1,000 employees who are currently eligible to participate in the 2005 Stock Purchase Plan, including each of the Named Executive Officers.

*Election to Participate.* An eligible employee may elect to participate in the 2005 Stock Purchase Plan by completing an enrollment form and returning it to the Company, which instructs the Company to withhold a specified amount of the employee’s compensation for each pay period. An employee’s election will be effective for an Option Period (as defined below), if the Company receives it on a date specified by the Company prior to the beginning of such Option Period. The minimum employee payroll deduction is \$20.00 per month and the maximum is 10% of the employee’s compensation for each Option Period; provided, however, for the initial Option Period the maximum is 10% of the employee’s compensation from January 1, 2005, through June 30, 2005. Employees may also participate by making lump sum payments to the Company to purchase shares of common stock.

*Offering Periods.* Elections to participate in the 2005 Stock Purchase Plan are made for specified periods referred to as “Option Periods.” The initial Option Period will commence on June 1, 2005, and will end on June 30, 2005, if the Company’s shareholders approve the 2005 Stock Purchase Plan. If the 2005 Stock Purchase Plan does not receive shareholder approval, all payroll deductions and lump sum contributions made under the 2005 Stock Purchase Plan will be returned to the employees. Each Option Period following the initial Option Period will extend for a period of six months, commencing as of July 1 or January 1 of each year.

*Purchase Price.* At the end of each Option Period, the Company will apply the amount deducted from each employee’s compensation plus any additional lump sum contributions made by the employee to the purchase of shares of common stock to be issued to the employee. The purchase price for such shares of common stock will be the lower of: (i) 90% of the closing market price on the first trading day of the Option Period or (ii) 90% of the closing market price on the last trading day of the Option Period. No employee may purchase more than 2,000 shares of common stock per Option Period or shares of common stock having a market value of more than \$25,000 per calendar year (measured as of the first trading day of the Option Period in which the shares are purchased). The closing sales price per share of common stock on The Nasdaq National Market on April 11, 2005, was \$25.15.

*Withdrawal/Termination of Participation.* An employee may elect to withdraw from the 2005 Stock Purchase Plan at any time and have the employee's contributions for the then current Option Period returned to the employee, or to terminate the employee's participation for the remainder of an Option Period. If an employee's employment with the Company or any of its subsidiaries is terminated for any reason, the amount of the employee's contributions to the 2005 Stock Purchase Plan for the then current Option Period will be returned to the employee (or in the event of the employee's death, to the employee's estate) and the employee will no longer be entitled to participate in the Plan.

*Non-Transferability and Restrictions on Transfer of Shares.* Rights under the 2005 Stock Purchase Plan are not transferable by the employee and are exercisable during the employee's lifetime only by the employee. Shares of common stock acquired under the 2005 Stock Purchase Plan may not be sold for a period of one year following the date of purchase.

*Federal Income Tax Consequences.* The following summarizes the federal income tax consequences of participation in the 2005 Stock Purchase Plan. The summary does not cover state, local or foreign tax consequences, if any.

Purchases of shares under the 2005 Stock Purchase Plan are intended to qualify for the favorable federal income tax treatment provided by an employee stock purchase plan that qualifies under Section 423 of the Code. Deductions from an employee's compensation will be made on a post-tax basis. Other than this, no income will be taxable to an employee until disposition of the shares acquired, and the method of taxation will depend on how long the employee held the shares before disposition.

If the purchased shares of common stock are disposed of more than two years after the beginning of the applicable Option Period and more than one year after the last day of the applicable Option Period or if the employee dies at any time while holding the common stock, then the lesser of (i) the excess of the fair market value (as defined in the 2005 Stock Purchase Plan) of the common stock at the time of such disposition or death over the purchase price or (ii) 10% of the fair market value of the common stock as of the first day of the applicable Option Period will be treated as ordinary income. Any further gain or any loss will be taxed as a long-term capital gain or loss. Net long-term capital gains for individuals are currently subject to a maximum marginal federal income tax rate that is less than the maximum marginal rate for ordinary income.

If the employee sells or disposes of the common stock before expiration of either of the holding periods described above (a "disqualifying disposition"), the excess of the fair market value of the common stock on the last day of the applicable Option Period over the purchase price will be treated as ordinary income at the time of such disposition. The balance of any gain on a sale will be treated as capital gain. Even if the common stock is sold for less than its fair market value on the purchase date, the same amount of ordinary income is attributed to the employee, and a capital loss is recognized equal to the difference between the sales price and the fair market value of the common stock on the purchase date. Any capital gain or loss will be long- or short-term depending on whether the stock has been held for more than one year.

There are no federal income tax consequences to the Company by reason of the purchase of shares of common stock by employees under the 2005 Stock Purchase Plan. The Company is generally entitled to a deduction to the extent amounts are taxed as ordinary income to an employee by reason of a disqualifying disposition of the purchased shares of common stock, but we are not entitled to a deduction in respect of any ordinary income realized by an employee upon a later disposition or upon death.

*Amendment and Termination.* The Board of Directors may amend the 2005 Stock Purchase Plan at any time, and from time to time, in any respect, except that if the approval of any such amendment by the Company's shareholders is required by Section 423 of the Code, such amendment will not be effected without such approval. The 2005 Stock Purchase Plan will terminate on the earlier of: (i) the date on which no shares of common stock remain reserved for issuance under the Plan or (ii) the termination of the Plan by the Board of Directors in its discretion at any time.



*Shares Subject to the 2005 Stock Purchase Plan.* The maximum number of shares of common stock which may be purchased by eligible employees under the 2005 Stock Purchase Plan is 500,000 shares. The maximum number of shares authorized for issuance under the 2005 Stock Purchase Plan will be appropriately adjusted in the event of certain changes in the capital structure of the Company. The shares may be authorized but unissued shares of common stock, treasury shares (whether acquired in the open market or otherwise), or both.

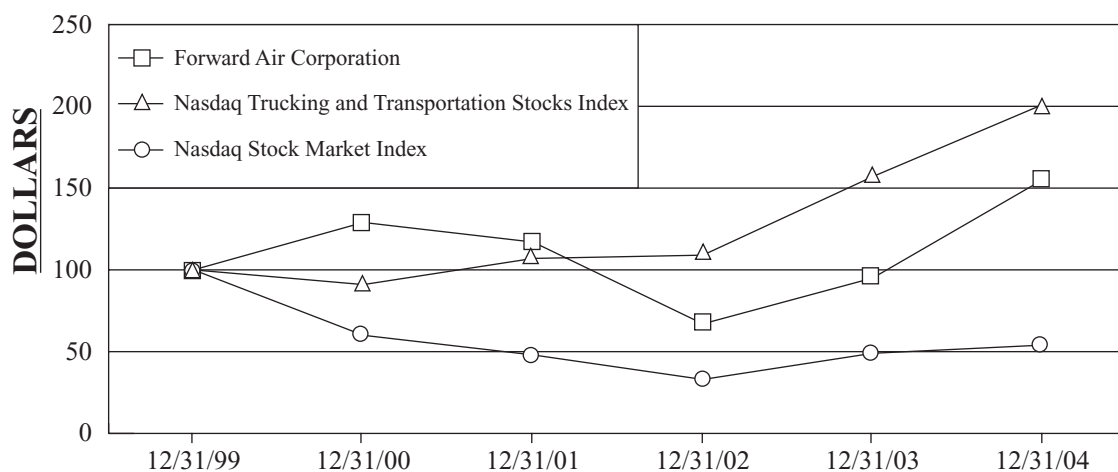
*New Plan Benefits.* Because benefits under the 2005 Stock Purchase Plan will depend on eligible employees' elections to participate and the fair market value of the common stock at various future dates, it is not possible to determine the benefits that will be received by the Named Executive Officers and other employees if the 2005 Stock Purchase Plan is approved by the shareholders.

*Vote Required.* This Proposal will be approved if the votes cast in favor of the Proposal exceed the votes cast against it. Unless otherwise directed therein, the proxies solicited hereby will be voted for approval of the 2005 Stock Purchase Plan.

**The Board of Directors recommends that shareholders vote FOR approval of the 2005 Employee Stock Purchase Plan.**

## Stock Performance Graph

The following graph compares the percentage change in the Company's cumulative shareholder return on its common stock with The Nasdaq Trucking and Transportation Stocks Index and The Nasdaq Stock Market Index commencing December 31, 1999 and ending December 31, 2004. The graph assumes a base investment of \$100 made on December 31, 1999 and the respective returns assume reinvestment of all dividends. The comparisons in this graph are required by the SEC and, therefore, are not intended to forecast or necessarily be indicative of any future return on the common stock.



	<u>12/31/99</u>	<u>12/31/00</u>	<u>12/31/01</u>	<u>12/31/02</u>	<u>12/31/03</u>	<u>12/31/04</u>
Forward Air Corporation .....	\$100	\$129	\$117	\$ 67	\$ 95	\$155
Nasdaq Trucking and Transportation Stocks Index .....	100	91	107	109	157	201
Nasdaq Stock Market Index .....	100	60	48	33	49	54

## Other Matters

The Board of Directors knows of no other matters that may come before the meeting; however, if any other matters should properly come before the meeting or any adjournment thereof, it is the intention of the persons named in the proxy to vote the proxy in accordance with their best judgment.

## Section 16(a) Beneficial Ownership Reporting Compliance

Section 16(a) of the Exchange Act and the disclosure requirements of Item 405 of Regulation S-K require the directors and executive officers of the Company, and any persons holding more than ten percent of any class of equity securities of the Company, to report their ownership of such equity securities and any subsequent changes in that ownership to the SEC, The Nasdaq Stock Market and the Company. Based solely on a review of the written statements and copies of such reports furnished to the Company by its executive officers and directors, the Company believes that during 2004 all Section 16(a) filing requirements applicable to its executive officers, directors and shareholders were timely satisfied.

## Deadline for Submission to Shareholders of Proposals to be Presented at the 2006 Annual Meeting of Shareholders

Any proposal intended to be presented for action at the 2006 Annual Meeting of Shareholders by any shareholder of the Company must be received by the Secretary of the Company not later than December 20, 2005 in order for such proposal to be considered for inclusion in the Company's Proxy Statement relating to its 2006 Annual Meeting of Shareholders. Nothing in this paragraph shall be deemed to require the Company to include any shareholder proposal which does not meet all the requirements for such inclusion established by the SEC at the time in effect.

For other shareholder proposals to be timely (but not considered for inclusion in the Proxy Statement for the 2006 Annual Meeting of Shareholders), a shareholder's notice must be received by the Secretary of the Company not later than March 5, 2006 and the proposal and the shareholder must comply with Regulation 14A under the Exchange Act. In the event that a shareholder proposal intended to be presented for action at the next Annual Meeting is not received prior to March 5, 2006, proxies solicited by the Board of Directors in connection with the Annual Meeting will be permitted to use their discretionary voting authority with respect to the proposal, whether or not the proposal is discussed in the Proxy Statement for the Annual Meeting.

### **Householding of Annual Meeting Materials**

Some banks, brokers and other nominee record holders may be participating in the practice of "householding" proxy statements and annual reports. This means that only one copy of this Notice of Annual Meeting and Proxy Statement and the 2004 Annual Report may have been sent to multiple shareholders in your household. We will promptly deliver a separate copy of each document to you if you write the Company's Secretary c/o Forward Air Corporation, 430 Airport Road, Greeneville, Tennessee 37745, or call (423) 636-7000. If you want to receive separate copies of the Notice of Annual Meeting and Proxy Statement and Annual Report in the future, or if you are receiving multiple copies and would like to receive only one copy for your household, you should contact your bank, broker or other nominee record holder, or, if the shares are not held in "street name," you may contact the Company at the above address and phone number.

### **Miscellaneous**

It is important that proxies be returned promptly to avoid unnecessary expense. Therefore, shareholders who do not expect to attend the Annual Meeting in person are urged, regardless of the number of shares of common stock owned, to please vote and submit your proxy by telephone or by Internet, or by completing, signing, dating and returning the enclosed proxy in the envelope provided as promptly as possible. If you attend the meeting and desire to vote in person, you may do so even though you have previously sent a proxy.

**A copy of the Company's Annual Report on Form 10-K for the year ended December 31, 2004 is included within the Annual Report provided with this Proxy Statement. The Annual Report does not constitute a part of the proxy solicitation material. Copies of exhibits filed with the Form 10-K are available upon written request. Requests should be made in writing to Secretary, c/o Forward Air Corporation, 430 Airport Road, Greeneville, Tennessee 37745.**

By Order of the Board of Directors,



Matthew J. Jewell  
*Senior Vice President, General Counsel  
and Secretary*

Greeneville, Tennessee  
April 20, 2005



**FORWARD AIR CORPORATION  
2005 EMPLOYEE STOCK PURCHASE PLAN**

1. **Purpose of the Plan.** The purpose of this Forward Air Corporation 2005 Employee Stock Purchase Plan is to encourage stock ownership by eligible employees of Forward Air Corporation and each of its participating subsidiaries, thereby increasing eligible employees' personal interest in Forward Air Corporation's continued success and progress. The Plan is intended to facilitate regular investment in the common stock of Forward Air Corporation by furnishing a convenient means for eligible employees to make stock purchases through payroll deduction. The Plan is intended to comply with the provisions of Section 423 of the Internal Revenue Code of 1986, as amended.

2. **Definitions.** For purposes of the Plan, the following terms shall have the meanings indicated herein.

(a) "Code" shall mean the Internal Revenue Code of 1986, as it may be amended from time to time.

(b) "Committee" shall mean the Compensation Committee of the Board of Directors of Forward Air Corporation or such other persons as the Board of Directors of Forward Air Corporation appoints as the Committee from time to time pursuant to the requirements of the Plan.

(c) "Common Stock" shall mean Forward Air Corporation common stock, par value \$.01 per share.

(d) "Company" shall mean Forward Air Corporation, a Tennessee corporation, and each Subsidiary Employer. The term "Company" shall include any corporation into which Forward Air Corporation may be merged or consolidated, provided such corporation does not affirmatively disavow the Plan.

(e) "Compensation" shall mean the amount of a Participant's base salary, before giving effect to any compensation reductions made in connection with any plans described in Section 401(k) or 125 of the Code.

(f) "Custodian" shall mean any custodian appointed by the Committee pursuant to Section 7 herein to hold the shares of Common Stock purchased under the Plan and to maintain the Investment Accounts.

(g) "Eligible Employee" shall mean an employee of the Company who is eligible to participate in the Plan in any Option Period under the rules set forth in Section 5 herein.

(h) "Exchange Act" shall mean the Securities Exchange Act of 1934, as it may be amended from time to time.

(i) "Exercise Date" shall mean the last trading day of each Option Period.

(j) "Exercise Price" shall mean, for each share of Common Stock purchased on an Exercise Date hereunder, the lesser of (i) 90% of the Fair Market Value of such share on such Exercise Date, or (ii) 90% of the Fair Market Value of such share on the Grant Date for the applicable Option Period.

(k) "Fair Market Value" of a share of Common Stock with respect to any trading day shall be (i) the closing sale price on such day of a share of Common Stock as reported on the consolidated tape for the principal securities exchange on which shares of Common Stock are then listed or admitted to trading or (ii) if not so reported, the last sale price as reported on The Nasdaq National Market or (iii) if no sales occurred on such day, the average of the closing bid and ask prices on such day, as reported on the National Association of Securities Dealers Automated Quotation System or (iv) if not so reported, as furnished by any member of the National Association of Securities Dealers, Inc. selected by the Committee. In the event that the price of a share of Common Stock shall not be so reported, the Fair Market Value of a share of Common Stock shall be determined by the Committee in its absolute discretion.

(l) "Grant Date" shall mean the first trading day of each Option Period.

(m) "Investment Account" shall mean a separate account maintained by the Company or the Custodian for each Participant which reflects the number of shares of Common Stock purchased under the Plan by such Participant and held for such Participant.

(n) "Option Period" shall mean each successive period of six months (i) commencing on January 1 and ending on June 30 and (ii) commencing on July 1 and ending on December 31; *provided, however*, that the first Option Period (the "Initial Option Period") shall be a short period that commences on June 1, 2005 and ends on June 30, 2005.

(o) "Participant" shall mean, with respect to any Option Period, each Eligible Employee who has elected to have amounts deducted from his compensation pursuant to Section 6(a)(i) herein for such Option Period.

(p) "Plan" shall mean the Forward Air Corporation 2005 Employee Stock Purchase Plan.

(q) "Subsidiary Employer" means a subsidiary (within the meaning of Section 424(f) of the Code) of Forward Air Corporation other than a subsidiary whose employees have not been permitted by the Board of Directors of the Company to participate in the Plan, or which has terminated its participation in or withdrawn from, the Plan.

3. ***Common Stock Reserved for the Plan.*** There shall be reserved for issuance under the Plan a total of 500,000 shares of Common Stock, subject to adjustment as provided in Section 12 herein. Shares of Common Stock issued under the Plan may be either authorized and unissued shares, treasury shares (whether acquired in the open market or otherwise) or both.

4. ***Administration of the Plan.***

(a) The Plan shall be administered by the Committee. The Committee shall have the authority, consistent with the Plan, to determine the eligibility of an employee to participate in the Plan, to construe, interpret and enforce the terms of the Plan in good faith, to adopt, amend and rescind rules and regulations for the administration of the Plan and to make all determinations in connection therewith which may be necessary or advisable, and all such actions shall be binding and conclusive as to all parties concerned for all purposes under the Plan. The Plan shall be administered at the expense of the Company.

(b) No member of the Committee shall be liable for any action, omission or determination relating to the Plan, and the Company shall indemnify and hold harmless each member of the Committee, and each other director or employee of the Company to whom any duty or power relating to the administration or interpretation of the Plan has been delegated, against any cost, expense (including reasonable attorneys' fees) or liability arising out of any action, omission or determination relating to the Plan, unless, in either case, such action, omission or determination was taken or made by such member, director or employee in bad faith and without reasonable belief that it was in the best interests of the Company.

5. ***Eligibility.***

(a) Each employee of the Company shall be eligible to participate in the Plan during each Option Period, other than:

(i) an employee whose customary employment is 20 hours or less per week;

(ii) an employee whose customary employment is for not more than 5 months per calendar year;

(iii) an employee who, on the Grant Date for such Option Period, owns (within the meaning of Section 424(d) of the Code) securities possessing 5% or more of the total combined voting power or value of all classes of stock of the Company, or any of its subsidiaries, including Common Stock which such employee would be entitled to purchase on the Exercise Date for such Option Period but for this Section 5(a)(iii); and

(iv) such other employees who do not meet such further eligibility requirements as may be specified from time to time by the Committee consistent with Code Section 423.

(b) Notwithstanding any provision in the Plan to the contrary, if any employee who elects pursuant to Section 6 herein to authorize the Company to deduct any amounts from his Compensation for any Option Period terminates his employment with the Company for any reason prior to the Exercise Date for such amounts, then (i) no amounts shall be deducted from such employee's Compensation after the date of such termination of employment, (ii) the Company shall not apply any amounts deducted during such Option Period to purchase

Common Stock under the Plan, and any such amounts shall be returned to such employee (or, in the case of such employee's death, to the employee's estate) as soon as practicable following the Exercise Date for such amounts, with no interest credited thereto, and (iii) such employee shall not be eligible to participate in the Plan for any Option Period commencing after the date of such termination of employment. If, prior to the Exercise Date for any Option Period, the Subsidiary Employer by which an employee is employed will cease to be a subsidiary of the Company (within the meaning of Section 424(f) of the Code), or if the employee is transferred to a subsidiary of the Company that is not a Subsidiary Employer, the employee will be deemed to have terminated employment for the purposes of this Plan.

(c) If the stock of a corporation is acquired by the Company or a Subsidiary Employer so that the acquired corporation becomes a subsidiary within the meaning of Section 424(f) of the Code, or if such a subsidiary is created, the subsidiary in either case shall automatically become a Subsidiary Employer and its employees shall become eligible to participate in the Plan on the first Grant Date for the next Option Period after the acquisition or creation of the subsidiary, as the case may be. In the case of an acquisition, credit shall be given to employees of the acquired subsidiary for service with such corporation prior to the acquisition for purposes of Section 5(a)(i) hereof. Notwithstanding the foregoing, the Board of Directors of the Company may by appropriate resolutions (i) provide that the acquired or newly created subsidiary shall not be a Subsidiary Employer, (ii) specify that the acquired or newly created subsidiary will become a Subsidiary Employer on a date other than the first Grant Date for the next Option Period after the acquisition or creation, or (iii) attach any conditions whatsoever (including denial of credit for prior service) to eligibility of the employees of the acquired or newly created subsidiary.

## 6. *Participation*

### (a) Regular Payroll Contributions:

(i) Each Eligible Employee shall be furnished a summary of the Plan and an enrollment form and may elect to participate in the Plan for each Option Period, effective on the Grant Date for such Option Period, by completing the enrollment form provided by the Company and returning it to the Company on or prior to the 15th day of the month preceding the month in which such Option Period commences or by such other date as the Committee may provide. For each Option Period during which an Eligible Employee elects to participate in the Plan, such Eligible Employee shall authorize the Company to deduct through a payroll deduction an exact number of dollars per month, but not less than \$20.00 per month, or \$5.00 per pay period; *provided, however*, that the total amount for such Option Period shall not exceed 10% of such Eligible Employee's Compensation for such Option Period, and *provided, further, however*, that the total amount for the Initial Option Period shall not exceed 10% of such Eligible Employee's Compensation for the period that commences January 1, 2005 and ends June 30, 2005. Deductions shall be made in each regular payroll period during such Option Period.

(ii) Subject to Section 6(a)(iii) and (b) herein, after the last date for making a participation election described in Section 6(a)(i) herein for any Option Period a Participant shall not be entitled to increase or reduce the amount of Compensation deducted from his Compensation for such Option Period. A Participant may elect to reduce or increase the amount of his Compensation deducted pursuant to the Plan effective for an Option Period by filing a new enrollment form not later than last date for making a participation election described in Section 6(a)(i) for such Option Period.

(iii) A Participant may elect to reduce the amount of his Compensation deducted pursuant to the Plan to zero, effective for any payroll period beginning after the last date for making a participation election described in Section 6(a)(i) herein for any Option Period, by the filing of a suspension form in the form provided by the Company. A Participant making a termination election under this Section 6(a)(iii) shall be deemed to have terminated his participation in the Plan and may not commence participation in the Plan again until the Grant Date of the Option Period immediately following the Option Period in which such termination occurs by filing a new enrollment form pursuant to the requirements of Section 6(a)(i) herein.

### (b) Lump Sum Contributions:

Subject to the limitation on the amount of contributions described in Section 6(a)(i) and Section 8, a Participant who has not discontinued or withdrawn his participation pursuant to Section 6(a)(ii) or 6(a)(iii) may

make no more than two lump sum contributions during each Option Period. These lump sum contributions shall be paid by check by the Participant, or by such other means as the Committee may proscribe, at any time before the Exercise Date, subject to such limitations as the Committee may provide, and shall be credited to the Participant's Investment Account. An Eligible Employee who has not elected to participate pursuant to Section 6(a)(i) with respect to an Option Period or who has discontinued or withdrawn participation for such Option Period pursuant to Section 6(a)(ii) or 6(a)(iii) may not make any lump sum contribution for such Option Period.

(c) A Participant shall automatically continue to participate in the Plan at the same amount of deductions (without regard to any election under Section 6(b)(i) herein) until the Participant makes an election described in Section 6(a)(ii) or (iii) herein.

(d) No interest will be paid on any amounts of Compensation deducted under the Plan; *provided, however*, the Company, in its sole discretion may set such amounts aside in a separate account with the Custodian which shall bear interest at a rate specified from time to time by the Company.

(e) Any election permitted by this Section 6 shall be made in writing in the form determined by the Committee from time to time. The time by which an election must be made as provided herein shall be subject to change by the Committee.

(f) All Participants shall have the same rights and privileges under this Plan, except as stated above with respect to the maximum percentage of Compensation which a Participant may contribute to the Plan.

7. ***Issuance of Options; Purchases.*** On the Grant Date of each Option Period, each Participant shall be deemed to receive an option to purchase shares of Common Stock at the Exercise Price for such Option Period with the number of shares determined as provided in this Section 7, subject to the maximum number of shares specified in Section 8. All such options shall be automatically exercised on the following Exercise Date, except for options which are cancelled when a Participant withdraws the balance of his Investment Account or which are otherwise terminated under the provisions of this Plan. All amounts deducted pursuant to Section 6 hereof from a Participant's Compensation during an Option Period or contributed as lump sum contributions during such Option Period, together with any interest credited thereon pursuant to Section 6(d) hereof and any cash dividends which may have been declared and paid by the Company on shares of Common Stock held in a Participant's Investment Account, shall be applied by the Committee on the Exercise Date for such Option Period to purchase from the Company the maximum number of whole shares of Common Stock determined by dividing the Exercise Price into the balance of the Participant's Investment Account. Any money remaining in a Participant's Investment Account representing a fractional share shall remain in his Investment Account to be used in the next Option Period; provided, however, that if the Participant does not enroll for the next Option Period, the balance remaining shall be returned to him in cash. The Committee may elect to appoint the Custodian for the Plan to hold all shares purchased under the Plan and to maintain a separate Investment Account for each Participant, to which purchases for such Participant and dividends on the Common Stock purchased shall be credited. Each Participant shall receive a statement as soon as practicable after the termination of each Option Period reflecting purchases for his account under the Plan through the date of such termination.

8. ***Limitation on the Number of Shares of Common Stock Which May be Purchased.*** Notwithstanding any provision to the contrary in the Plan, no right to purchase Common Stock under the Plan shall permit an employee to purchase stock, together with any stock which such employee has a right to purchase under all other "employee stock purchase plans" (within the meaning of Section 423 of the Code) maintained by the Company and its subsidiaries (within the meaning of Section 424(d) of the Code), at a rate which exceeds \$25,000 of Fair Market Value of such stock (determined at the Grant Date for the Option Period during which each such share of Common Stock is purchased) for each calendar year in which the right is outstanding at any time. The maximum number of shares of Common Stock which may be purchased on any Exercise Date by any Participant hereunder shall be two thousand (2,000) shares.

9. ***Restriction on Sales of Shares of Common Stock.*** Unless otherwise determined by the Committee, no Participant (or former Participant) shall sell or otherwise dispose of any shares of Common Stock acquired under this Plan (except to members of his immediate family, who will be subject to the same restrictions as the Participant or former Participant) prior to one (1) year after the Exercise Date. If a Participant sells or otherwise disposes of



any shares of Common Stock acquired under this Plan (i) prior to two (2) years after the Grant Date of the option under which such shares were acquired, or (ii) prior to one (1) year after the Exercise Date on which such shares were acquired, such Participant (or former Participant) must notify the Company immediately in writing concerning such disposition.

10. ***Rights as a Shareholder.***

(a) From and after the Exercise Date on which shares of Common Stock are purchased by a Participant under the Plan, such Participant shall have all of the rights and privileges of a shareholder of the Company with respect to such shares. A Participant shall be entitled to direct the Company, or if a Custodian has been appointed, the Custodian, to transfer to him a certificate representing all or any portion of the shares of Common Stock purchased by him hereunder. Once a share certificate has been issued to a Participant, the shares of Common Stock represented by such certificate shall no longer be treated as being held in the Participant's Investment Account.

(b) Prior to the Exercise Date on which shares of Common Stock are purchased by a Participant, such Participant shall not have any rights as a shareholder of the Company with respect to such shares. Each Participant shall be a general unsecured creditor of the Company to the extent of any amounts deducted under the Plan from such Participant's Compensation during the period prior to the Exercise Date on which such amounts are applied to the purchase of Common Stock or the return of such amounts to the Participant.

(c) Participants may direct the Custodian to cause any certificates representing all or any portion of the shares of Common Stock purchased by him hereunder to be issued jointly with the right of survivorship to the Participant and any other individual chosen by the Participant or to the Participant as custodian for the Participant's child under the Gift to Minors Act.

(d) Notwithstanding any other provision in the Plan to the contrary, no shares of Common Stock may be issued if the Company shall determine that such issuance would violate federal, state or foreign securities laws or other applicable laws.

11. ***Rights Not Transferable.*** No Participant may transfer, assign, pledge, hypothecate or otherwise dispose of any rights granted under this Plan, except as provided by will or the applicable laws of descent and distribution, and no rights under this Plan shall be subject to execution, attachment or similar process by a Participant's creditors. Any such attempted disposition of rights under the Plan, or levy of attachment or similar process upon such rights not specifically permitted herein shall be null and void and without effect. Rights under this Plan may be exercised only by the Participant during his lifetime, or by his estate or by the person acquiring such rights upon the Participant's death by bequest or inheritance.

12. ***Adjustment for Changes in Common Stock.*** In the event of any change in the number of shares of Common Stock outstanding by reason of any stock dividend or split, recapitalization, merger, consolidation, combination or exchange of shares or similar corporate change, the maximum aggregate number of shares of Common Stock which may be purchased under the Plan, and the maximum number of shares that may be purchased by any Participant on any Exercise Date pursuant to the last sentence of Section 8 hereof, shall be appropriately adjusted by the Committee. In the event of any change in the number of shares of Common Stock outstanding by reason of any other event or transaction the Committee may, but need not, make such adjustments in the number and class of shares of Common Stock which may be purchased under the Plan as the Committee may deem appropriate.

13. ***Amendment of the Plan.*** The Board of Directors of the Company may at any time, and from time to time, amend the Plan in any respect, except that if the approval of any such amendment by the shareholders of the Company is required by Code Section 423, such amendment will not be effected without such approval.

14. ***Government and Other Regulations.***

(a) The Plan and the purchase of Common Stock hereunder shall be subject to all applicable federal, state and foreign laws, rules and regulations and to such approvals by any regulatory or government agency as may, in the opinion of counsel for the Company, be required.

(b) The Plan and the purchase of Common Stock hereunder shall be subject to all rules and regulations promulgated by the Committee regarding purchases and sales of Common Stock.

15. ***Shareholder Approval.***

If the Plan is not approved by the shareholders of the Company by June 30, 2005, the Plan and all options thereunder shall terminate, the balance in each Participant's Investment Account shall be refunded in cash as promptly as possible, and all rights and obligations hereunder shall be void ab initio.

16. ***Effective Dates of the Plan.***

(a) Subject to Section 15 above, the Plan shall become effective on May 26, 2005 in accordance with applicable law and the requirements of Section 423 of the Code.

(b) The Plan and all rights hereunder shall terminate on the earlier to occur of:

(i) the date on which no Common Stock remains reserved for issuance under the Plan with respect to future deductions pursuant to the Plan; or

(ii) the termination of the Plan by the Board of Directors of the Company in its discretion at any time.

In the event that the Plan terminates under circumstances described in clause (i) above, reserved shares remaining as of the termination date shall be allocated to Participants on a pro rata basis based on the amounts deducted from their Compensation or otherwise contributed pursuant to Section 6 during the Option Period in which such termination occurs and prior to the termination date. In the event the Plan is terminated under circumstances described in clause (ii) above, the Committee may, at its discretion, provide that (i) amounts deducted or otherwise contributed pursuant to Section 6 and not yet applied to purchase shares of Common Stock shall be returned to the Participants from whose Compensation such amounts were deducted, or (ii) a special Exercise Date shall occur prior to such termination on which date amounts deducted or otherwise contributed pursuant to Section 6 and not yet applied to purchase shares of Common Stock will be applied to purchase shares of Common Stock.

17. ***Incorporation by Reference.*** The Company intends that the rights granted and Common Stock issued hereunder shall be treated for all purposes as granted and issued under an employee stock purchase plan within the meaning of Section 423 of the Code and the regulations thereunder. Any provisions required to be included in the Plan under said Code Section and Regulations are hereby included by reference as fully as though set forth in the Plan at length.

18. ***Miscellaneous.***

(a) Nothing in this Plan shall be construed to constitute a contract of employment between the Company and any employee or to be an inducement for the employment of any employee. Nothing contained in this Plan shall be deemed to give any employee the right to be retained in the service of the Company or to interfere with the right of the Company to discharge any employee at any time, with or without cause, regardless of the effect which such discharge may have upon him as a Participant of the Plan.

(b) The rights and powers of the Company shall not be affected in any way by its participation in this Plan, including but not limited to the right or power of the Company to make adjustments, reclassifications, reorganizations or changes of its capital or business structure or to merge or to consolidate or to dissolve, liquidate or sell, or transfer all or any part of its business or assets.

(c) For the purposes of the Plan, unless the contrary is clearly indicated, the use of the masculine gender shall include the feminine, and the singular number shall include the plural and vice versa.

(d) The validity, construction, interpretation, administration and effect of this Plan, and any rules or regulations promulgated hereunder, including all rights or privileges of any Participants hereunder, shall be governed exclusively by and in accordance with the laws of the State of Tennessee, except that the Plan shall be construed to the maximum extent possible to comply with Section 423 of the Code and the regulations promulgated thereunder.

(e) Any headings or subheadings in this Plan are inserted for convenience of reference only and are to be ignored in the construction of any provisions hereof.

(f) If any provision of this Plan is held by a court to be unenforceable or is deemed invalid for any reason, then such provision shall be deemed inapplicable and omitted, but all other provisions of this Plan shall be deemed valid and enforceable to the full extent possible under applicable law.



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

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**FORM 10-K  
ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d)  
OF THE SECURITIES EXCHANGE ACT OF 1934**

**For the Fiscal Year Ended December 31, 2004  
Commission File No. 000-22490**

**FORWARD AIR CORPORATION**

(Exact name of registrant as specified in its charter)

**Tennessee**  
(State or other jurisdiction of  
incorporation or organization)

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

**430 Airport Road  
Greeneville, Tennessee**  
(Address of principal executive offices)

**37745**  
(Zip Code)

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

Securities registered pursuant to Section 12(g) of the Act: **None**

**Common Stock, \$.01 par value**  
(Title of class)

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 if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

Indicate by check mark whether the registrant is an accelerated filer (as defined in Exchange Act Rule 12b-2).

Yes  No

The aggregate market value of the voting stock held by non-affiliates of the registrant as of June 30, 2004 was approximately \$790.9 million based upon the \$24.93 closing price of the stock as reported on The Nasdaq Stock Market on that date. For purposes of this computation, all directors and executive officers of the registrant are assumed to be affiliates. This assumption is not a conclusive determination for purposes other than this calculation.

The number of shares outstanding of the registrant's common stock, \$0.01 par value per share, as of February 28, 2005 was 32,280,437.

**DOCUMENTS INCORPORATED BY REFERENCE**

Portions of the proxy statement for the 2005 Annual Meeting of Shareholders are incorporated by reference into Part III of this report.

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## Introductory Note

*This Annual Report on Form 10-K for the fiscal year ended December 31, 2004 (the "Form 10-K") contains "forward-looking statements," as defined in Section 27A of the Securities Act of 1933, as amended (the "Securities Act"), and Section 21E of the Securities Exchange Act of 1934, as amended (the "Exchange Act"). 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.*

## Part I

### Item 1. Business

We are a leading provider of time-definite surface transportation and related logistics services to the North American deferred air freight market. We offer our customers scheduled surface transportation of cargo as a cost effective, reliable alternative to air transportation. We transport cargo that must be delivered at a specific time, but is less time-sensitive than traditional air freight. This type of cargo is frequently referred to in the transportation industry as deferred air freight. We operate through a network of 80 terminals located on or near airports in the United States and Canada, including a central sorting facility in Columbus, Ohio and eight regional hubs serving key markets. Our typical shipment consists of a pallet load of freight, often consisting of electronics, telecommunications equipment, machine parts, trade show exhibit materials or medical equipment. During 2004, our average shipment weighed over 750 pounds. We utilize a flexible source of capacity made up of owner-operators and, to a lesser extent, other surface transportation providers, which results in a largely variable cost operating model with low capital requirements.

We also offer our customers an array of logistics services including: exclusive-use vehicles (commonly referred to as truck brokerage); dedicated fleets; warehousing; customs brokerage; and shipment consolidation and handling. These services are critical to our air freight forwarder customers, which are businesses that arrange transportation of cargo for third parties, that do not provide these logistics services themselves or that prefer to use one provider for all of their surface transportation needs.

We market our services primarily to air freight forwarders, integrated air cargo carriers, and passenger and cargo airlines. To serve this market, we offer customers a very high level of service with a focus on on-time, damage-free deliveries. We serve our customers by locating terminals on or near airports and maintaining regularly scheduled transportation service between major cities. We receive shipments at our terminals and transport them by truck either (i) directly to the destination terminal; (ii) to our Columbus, Ohio central sorting facility; or (iii) to one of our eight regional hubs, where they are unloaded, sorted and reloaded. After reloading the shipments, we deliver them to the terminals nearest their destinations. We ship freight directly between terminals when justified by the volume

of shipments. During 2004, approximately 28.0% of the freight we handled was for overnight delivery, approximately 65.0% was for delivery within two to four days and the balance was for delivery in five or more days. We typically do not provide local pickup and delivery services and do not market our services directly to shippers. Because we do not place significant size or weight restrictions on shipments, we generally do not compete directly with integrated air cargo carriers such as United Parcel Service, Federal Express and DHL Worldwide in the overnight delivery of small parcels. In 2004, our five largest customers accounted for approximately 20.6% of our operating revenue and no single customer accounted for more than 10.0% of our operating revenue.

## **Our Industry**

As businesses minimize inventory levels, perform manufacturing and assembly operations in multiple locations and distribute their products through multiple channels, they have an increased need for expedited delivery services. Expedited shipments are those shipments for which the customer requires delivery the next day or within two to three days, usually at a specified time or within a specified time window. The Colography Group, Inc., an independent industry market research and consulting firm, estimates that the total U.S. expedited cargo market, including domestic air, domestic ground parcel, domestic less-than-truckload and U.S. air export will generate \$87.6 billion in revenue in 2005. Also according to The Colography Group, Inc., the U.S. domestic air freight market is estimated to be approximately \$32.4 billion, or 37.0%, of this market. Approximately \$4.5 billion, or 13.8%, of that market is made up of heavyweight overnight and deferred air freight, representing the portion of the market within which we primarily compete.

Shippers with expedited delivery requirements have four principal alternatives to transport freight: freight forwarders; integrated air cargo carriers; less-than-truckload carriers; and passenger and cargo airlines.

- Freight forwarders obtain requests for shipments from customers, make arrangements for transportation of the cargo by a third party carrier and usually arrange for both delivery from the shipper to the carrier and from the carrier to the recipient by a third party.
- Integrated air cargo carriers provide pick-up and delivery services primarily using their own fleet of trucks and provide transportation services generally using their own fleet of aircraft.
- Less-than-truckload carriers also provide pick-up and delivery services through their own fleet of trucks. These carriers operate terminals where freight is unloaded, sorted and reloaded multiple times in a single shipment. This additional handling increases transit time, handling costs and the likelihood of cargo damage.
- Passenger or cargo airlines provide airport-to-airport service, but have limited cargo space and generally accept only shipments weighing less than 150 pounds.

Although expedited air freight is usually transported by aircraft, freight forwarders often elect to transport cargo by truck, especially for shipments requiring deferred delivery. Generally, the cost of shipping freight, especially heavy freight, by truck is substantially less than shipping by aircraft. We believe there are several trends that are increasing demand for lower-cost truck transportation of expedited air freight. These trends include:

- *Increased Outsourcing of Logistics Management to Third Party Logistics Providers.* Air freight forwarders are playing an increasingly important role in logistics management. As the growing emphasis on just-in-time processes has added to the complexity of logistics management, companies are finding it more advantageous to outsource their logistics management functions to third parties. According to Conference for Logistics Management, the United States third party logistics market grew at a compound annual rate of approximately 14.5% between 1997 and 2003. In contrast to integrated air cargo carriers and less-than-truckload carriers that are focused on utilizing their own fixed-cost assets, air freight forwarders can select from various transportation modes and suppliers to meet their customers' shipping requirements, thereby serving their customers less expensively. In addition, air freight forwarders generally handle shipments of any size and offer customized shipping options, unlike most integrated air cargo carriers and less-than-truckload carriers.
- *Integrated Air Cargo Carriers' Focus on Overnight Freight.* Integrated air cargo carriers that transport heavy freight are targeting their marketing efforts at higher yielding overnight freight in order to better utilize their high fixed-cost infrastructures. As a result, these carriers are outsourcing deferred freight to surface transportation providers like us.



- *Reduced Airline Cargo Capacity.* Since the 1980's, when the domestic airlines eliminated many of their all-cargo aircraft, growth in demand for air cargo services has generally outpaced the growth of aircraft cargo capacity. Airlines have decreased fleet sizes and are utilizing smaller aircraft, including more regional jets, in many markets. The short supply of air cargo space has resulted in increased demand for surface transportation of cargo.

## Competitive Advantages

We believe that the following competitive advantages are critical to our success as a leading provider of time-definite surface transportation services and related logistics services to the deferred air freight market in North America:

- *Focus on the Deferred Air Freight Market.* We focus on providing time-definite surface transportation and related logistics services to the deferred air cargo industry. We believe that our focused approach has enabled us to provide a higher level of service in a more cost-effective manner than our competitors.
- *Expansive Network of Terminals and Sorting Facilities.* We have built a network of terminals and sorting facilities throughout the United States and Canada located on or near airports. We believe it would be difficult for a competitor to duplicate our network without the expertise and strategic facility locations we have acquired and without expending significant capital and management resources. Our network enables us to provide regularly scheduled service between most markets with low levels of freight damage or loss, all at rates generally significantly below air freight rates.
- *Concentrated Marketing Strategy.* We provide our services mainly to air freight forwarders, integrated air cargo carriers, and passenger and cargo airlines rather than directly serving shippers. We do not place significant size or weight restrictions on shipments and, therefore, do not compete with delivery services such as United Parcel Service, Federal Express and DHL Worldwide in the overnight parcel market. We believe that our customers prefer to purchase their transportation services from us because, among other reasons, we generally do not market our services to their shipper customers and, therefore, do not compete directly with them for customers.
- *Superior Service Offerings.* Our published schedule for transit times with specific cut-off and arrival times generally provides our customers with the predictability they need. In addition, our network of terminals allows us to offer our customers later cut-off times, a higher percentage of direct shipments (which reduces damage and lost time caused by additional sorting and reloading) and shorter delivery times than most of our competitors.
- *Flexible Business Model.* We purchase most of our transportation requirements from owner-operators or truckload carriers, rather than operating our own trucks. This allows us to respond quickly to changing demands and opportunities in our industry and to generate higher returns on assets because of our low capital requirements.
- *Comprehensive Logistics Service Offerings.* We offer an array of logistics services including: exclusive-use vehicles (commonly referred to as truck brokerage), dedicated fleet, warehousing, customs brokerage and shipment consolidation and handling. These logistics services are an essential part of some customers' transportation needs and are not offered by many of our competitors.
- *Leading Technology Platform.* We are committed to using information technology to increase the volume of freight we can handle in our network, improve visibility of shipment information and reduce our operating costs. Our technology allows us to provide our customers with electronic bookings and real-time tracking and tracing of shipments throughout the transportation process, complete shipment history, proof of delivery, estimated charges and electronic bill presentment. Our Internet-based technology enables us to view the volume of shipments that will be moving through specific routes in our network at a given time so that we can better plan the staging of trailers for our outbound shipments. We continue to enhance our systems to permit us and our customers to access vital information through both the Internet and electronic data interchange.

## Growth Strategy

Our growth strategy is to take advantage of our competitive strengths in the deferred air freight market to increase our profits and returns to shareholders. Principal components of our growth strategy include efforts to:

- *Increase Freight Volume from Existing Customers.* Many of our customers currently use us for only a portion of their overall transportation needs. In addition, many of our air freight forwarder customers are growing rapidly, and we expect that they will have a greater need for our services as their businesses grow. We will continue to market directly to these customers to capture additional freight volume. We also believe that there is significant potential for increased freight volume from passenger and cargo airlines, as well as from the integrated air cargo carriers.
- *Develop New Customers.* We continue to actively market our services to potential new air freight forwarder customers. We believe air freight forwarders may move away from integrated air cargo carriers because those carriers charge higher rates, and away from less-than-truckload carriers because those carriers provide less reliable service and compete for the same customers as do the air freight forwarders. In addition, we believe our comprehensive North American network and related logistics services are attractive to domestic and international airlines.
- *Improve Efficiency of Our Transportation Network.* We constantly seek to improve the efficiency of our network without changing our infrastructure or incurring significant capital expenditures. Regional hubs and direct shuttles improve our efficiency by reducing the number of miles freight must be transported and reducing the number of times freight must be handled and sorted. As the volume of freight between key markets increases, we intend to continue to add direct shuttles.
- *Expand Logistics Services.* We continue to expand our logistics services to increase revenue and improve utilization of our terminal facilities and labor force. Because of the timing of the arrival and departure of cargo, our facilities are underutilized during certain portions of the day, allowing us to add logistics services without significantly increasing our costs. Therefore, we have added a number of services in the past few years, such as exclusive-use transportation services, dedicated fleet, warehousing, customs brokerage and shipment consolidation and handling services. These services directly benefit our existing customers and increase our ability to attract new customers, particularly those air freight forwarders that cannot justify providing the services directly. These services are not offered by many transportation providers with whom we compete and are attractive to customers who prefer to use one provider for all of their transportation needs.
- *Enhance Information Systems.* We are committed to the continued enhancement of our information systems in ways that will continue to provide us competitive service advantages and increased productivity. We believe our enhanced systems assist us in capitalizing on new business opportunities with existing customers and developing relationships with new customers because of the customer-friendly, cost-saving features our system provides, including real-time tracking and tracing of shipments and electronic bill presentment.
- *Pursue Strategic Acquisitions.* We intend to continue to evaluate acquisitions that can increase our penetration of a geographic area, add new customers or increase freight volume. In addition, we expect to explore acquisitions that may enable us to offer additional logistics services. Since our inception, we have acquired the assets of eight of our regional competitors that met one or more of these criteria.

## **Operations**

We receive freight from air freight forwarders, integrated air cargo carriers and passenger and cargo airlines at our terminals, which are located on or near airports in the United States and Canada. We consolidate and transport these shipments by truck through our network to our terminals nearest the ultimate destinations of the shipments. We operate regularly scheduled service to and from each of our terminals through our Columbus, Ohio central sorting facility or through one of our eight regional hubs. We also operate regularly scheduled shuttle service directly between terminals where the volume of freight warrants bypassing the Columbus, Ohio central sorting facility or a regional hub. When a shipment arrives at our terminal nearest its destination, the customer arranges for the shipment to be picked up and delivered to its final destination.

## Terminals

Our network consists of terminals located in the following 80 cities:

<u>City</u>	<u>Airport Served</u>	<u>City</u>	<u>Airport Served</u>
Albany, NY.....	ALB	Louisville, KY.....	SDF
Albuquerque, NM .....	ABQ	Memphis, TN.....	MEM
Atlanta, GA .....	ATL	McAllen, TX*.....	MFE
Austin, TX .....	AUS	Miami, FL.....	MIA
Baltimore, MD .....	BWI	Milwaukee, WI.....	MKE
Baton Rouge, LA*.....	BTR	Minneapolis, MN.....	MSP
Birmingham, AL* .....	BHM	Mobile, AL*.....	MOB
Blountville, TN*.....	TRI	Nashville, TN.....	BNA
Boston, MA .....	BOS	Newark, NJ.....	EWR
Brownsville, TX*.....	BRO	Newburgh, NY .....	SWF
Buffalo, NY .....	BUF	New Orleans, LA.....	MSY
Charleston, SC.....	CHS	New York, NY .....	JFK
Charlotte, NC.....	CLT	Norfolk, VA .....	ORF
Chicago, IL.....	ORD	Oklahoma City, OK .....	OKC
Cincinnati, OH .....	CVG	Omaha, NE*.....	OMA
Cleveland, OH.....	CLE	Orlando, FL .....	MCO
Columbia, SC* .....	CAE	Pensacola, FL* .....	PNS
Columbus, OH.....	CMH	Philadelphia, PA .....	PHL
Corpus Christi, TX*.....	CRP	Phoenix, AZ .....	PHX
Dallas/Ft. Worth, TX .....	DFW	Pittsburgh, PA .....	PIT
Dayton, OH* .....	DAY	Portland, OR .....	PDX
Denver, CO.....	DEN	Raleigh, NC .....	RDU
Detroit, MI .....	DTW	Richmond, VA.....	RIC
El Paso, TX .....	ELP	Rochester, NY.....	ROC
Greensboro, NC .....	GSO	Sacramento, CA .....	SMF
Greenville, SC.....	GSP	Salt Lake City, UT .....	SLC
Hartford, CT.....	BDL	San Antonio, TX .....	SAT
Harlingen, TX*.....	HRL	San Diego, CA .....	SAN
Houston, TX.....	IAH	San Francisco, CA.....	SFO
Huntsville, AL.....	HSV	Seattle, WA.....	SEA
Indianapolis, IN .....	IND	St. Louis, MO .....	STL
Jackson, MS*.....	JAN	Syracuse, NY.....	SYR
Jacksonville, FL .....	JAX	Tampa, FL.....	TPA
Kansas City, MO .....	MCI	Toledo, OH*.....	TOL
Knoxville, TN* .....	TYS	Tucson, AZ*.....	TUS
Lafayette, LA* .....	LFT	Tulsa, OK .....	TUL
Laredo, TX*.....	LRD	Washington, DC .....	IAD
Las Vegas, NV .....	LAS	Montreal, Canada*.....	YUL
Little Rock, AR.....	LIT	Ottawa, Canada* .....	YOW
Los Angeles, CA .....	LAX	Toronto, Canada .....	YYZ

\* Denotes an independent agent location.

Independent agents operate 20 of our locations. These locations typically handle low volumes of freight relative to our company-operated facilities.

## Direct Service and Regional Hubs

We operate direct terminal-to-terminal services and regional overnight service between terminals where justified by freight volumes. We currently provide regional overnight service to many of the markets within our network. Direct service allows us to provide quicker scheduled service at a lower cost because it allows us to minimize out of route miles and eliminate the added time and cost of handling the freight at our central or regional hub sorting facilities. Direct shipments also reduce the likelihood of damage because of reduced handling and sorting of the freight. As we continue to increase volume between various terminals, we intend to continue to add direct services. Where warranted by sufficient volume in a region, we utilize larger terminals as regional sorting hubs, which allows us to bypass our Columbus, Ohio central sorting facility. These regional hubs improve our operating efficiency and enhance customer service. We operate regional hubs in Atlanta, Dallas/Ft. Worth, Kansas City, Los Angeles, New Orleans, Newburgh, Orlando and San Francisco.

## Shipments

The average weekly volume of freight moving through our network was over 28.7 million pounds per week in 2004, an increase of 13.4% versus 2003. During 2004, our average shipment weighed over 750 pounds and shipment sizes range from small boxes weighing only a few pounds to large shipments of several thousand pounds. Although we impose no significant size or weight restrictions, we focus our marketing and price structure on shipments of 200 pounds or more. As a result, we do not typically directly compete with integrated air cargo carriers in the overnight delivery of small parcels. The table below summarizes the average weekly volume of freight moving through our network for each year since 1990.

<u>Year</u>	<u>Average Weekly Volume in Pounds</u> (In millions)
1990.....	1.2
1991.....	1.4
1992.....	2.3
1993.....	3.8
1994.....	7.4
1995.....	8.5
1996.....	10.5
1997.....	12.4
1998.....	15.4
1999.....	19.4
2000.....	24.0
2001.....	24.3
2002.....	24.5
2003.....	25.3
2004.....	28.7

## Logistics Services

Customers increasingly demand more than the movement of freight from their transportation providers. To meet these demands, we continually seek ways to customize our logistics services and add new services. Logistics services increase our profit margins by increasing our revenue without corresponding increases in our fixed costs.

Our logistics services allow customers to access the following services from a single source:

- exclusive-use vehicles, commonly referred to as truck brokerage;
- dedicated fleets;
- customs brokerage, such as assistance with U.S. Customs and Border Protection (“U.S. Customs”) procedures for both import and export shipments;
- warehousing, dock and office space; and

- shipment consolidation and handling, such as shipment build-up and break-down and reconsolidation of air or ocean pallets or containers.

These services are critical to many of our air freight forwarder customers that do not provide logistics services themselves or that prefer to use one provider for all of their surface transportation needs.

## **Customers and Marketing**

Our wholesale customer base is primarily comprised of air freight forwarders, integrated air cargo carriers and passenger and cargo airlines. Our air freight forwarder customers vary in size from small, independent, single facility companies to large, international logistics companies such as AIT Worldwide Logistics, DHL Danzas, UPS Supply Chain Solutions and Pilot Air Freight. Because we deliver dependable service, integrated air cargo carriers such as UPS Cargo, DHL Worldwide Express and Menlo Worldwide use our network to provide overflow capacity and other services, including shipment of bigger packages and pallet-loaded cargo. Our passenger and cargo airline customers include British Airways, KLM, Northwest Airlines, Virgin Atlantic and Kitty Hawk Cargo.

We market our services through a sales and marketing staff located in major air cargo transportation markets of the United States. Senior management also is actively involved in sales and marketing at the national account level and supports local sales initiatives. We have a strong commitment to strategically supporting the wholesale air cargo industry and focus on air freight forwarders, integrated air cargo carriers and passenger and cargo airlines that have time-sensitive shipping needs requiring customized services. We also participate in air cargo trade shows and advertise our services through direct mail programs and through the Internet via [www.forwardair.com](http://www.forwardair.com). The information contained on our website is not part of this filing.

## **Technology and Information Systems**

Our technology allows us to provide our customers with real-time tracking and tracing of shipments throughout the transportation process, complete shipment history, proof of delivery, estimated charges and electronic bill presentment. In addition, our customers are able to electronically transmit bookings to us from their own networks and schedule transportation and obtain tracking and tracing information without using our call center. We continue to enhance our systems to permit our customers to obtain this information both through the Internet and electronic data interchange. We have invested and expect to continue to invest management and financial resources on maintaining or upgrading our information systems in an effort to increase the volume of freight we can handle in our network, improve the visibility of shipment information and reduce our operating costs. We believe that the ability to provide accurate, real-time information on the status of shipments is increasingly important and that our efforts in this area could result in both competitive service advantages and increased productivity throughout our network. We believe this will assist us in capitalizing on new business opportunities, such as including additional lines of distribution and related services, and could encourage customers to increase the volume of freight they send through our network. In addition, we believe the service advantages these systems provide could attract new customers.

## **Purchased Transportation**

We contract for most of our transportation services on a per mile basis from owner-operators. The owner-operators own, operate and maintain their own tractors and employ their own drivers. Our freight handlers load and unload our trailers for hauling by owner-operators between our terminals.

We seek to establish long-term relationships with owner-operators to assure dependable service and availability. Historically, we have experienced significantly higher than industry average retention of owner-operators. We have established specific guidelines relating to safety records, driving experience and personal evaluations that we use to select our owner-operators. To enhance our relationship with the owner-operators, our per mile rates are generally above prevailing market rates. In addition, we typically offer our owner-operators and their drivers a consistent work schedule. Usually, schedules are between the same two cities, improving quality of work life for the owner-operators and their drivers and, in turn, increasing driver retention.

As a result of seasonal demands and volume surges in particular markets, we also purchase transportation from other surface transportation providers to handle overflow volume. Of the \$118.4 million of our purchased transportation in 2004, we purchased 66.6% from owner-operators and 33.4% from other surface transportation providers.

## **Competition**

The air freight transportation industry is highly competitive and very fragmented. Our competitors include regional trucking companies that specialize in handling deferred air freight and national and regional less-than-truckload carriers. To a lesser extent, we compete with integrated air cargo carriers and passenger and cargo airlines. We believe competition is based on service, primarily on-time delivery, flexibility and reliability, as well as rates. We offer our services at rates that generally are significantly below the charge to transport the same shipment to the same destination by air. We believe we have an advantage over less-than-truckload carriers because we deliver faster, more reliable service between many cities.

## **Seasonality**

Historically, our operating results have been subject to seasonal trends when measured on a quarterly basis. The first quarter has traditionally been the weakest and the third and fourth quarters have traditionally been the strongest. Typically, this pattern has been the result of factors such as climate, national holidays, customer demand and economic conditions. Additionally, a significant portion of our revenue is derived from customers whose business levels are impacted by the economy.

## **Employees**

As of December 31, 2004, we had 1,008 full-time employees, 340 of whom were freight handlers. Additionally as of that date, there were 615 part-time employees. None of our employees are covered by a collective bargaining agreement. We recognize that our workforce, including our freight handlers, is one of our most valuable assets. The recruitment, training and retention of qualified employees are essential to support our continued growth and to meet the service requirements of our customers.

## **Risk Management and Litigation**

Under U.S. Department of Transportation (“DOT”) regulations, we are liable for property damage and personal injuries caused by owner-operators while they are operating on our behalf. We currently maintain liability insurance coverage that we believe is adequate to cover third-party claims. We have a self-insured retention of \$500,000 per occurrence for each vehicle and general liability claim. We may also be subject to claims for workers’ compensation. We maintain workers’ compensation insurance coverage that we believe is adequate to cover such claims. We have a self-insured retention of \$250,000 for each such claim. We could incur claims in excess of our policy limits or incur claims not covered by our insurance.

From time to time, we are a party to litigation arising in the normal course of our business, most of which involve claims for personal injury, 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.

## **Regulation**

The DOT and various state agencies have been granted broad powers over our business. These entities generally regulate such activities as authorization to engage in property brokerage and motor carrier operations, safety and financial reporting. We are licensed by the DOT as a motor carrier and broker to arrange for the transportation of freight by truck. Our domestic customs brokerage operations are licensed by U.S. Customs. The Federal Maritime Commission regulates our ocean freight forwarding operations. We are subject to similar regulation in the Dominion of Canada.

## **Risk Factors**

In addition to the other information in this Form 10-K and other documents we have filed with the Securities and Exchange Commission (the “SEC”) from time to time, the following factors should be carefully considered in evaluating our business. Such factors could affect results and cause results to differ materially from those

expressed in any forward-looking statements made by, or on behalf of, us. Some or all of these factors may apply to our business.

***Our business is subject to general economic and business factors that are largely out of our control, any of which could have a materially adverse effect on our results of operations.***

Our business is dependent upon a number of factors that may have a materially adverse effect on the results of our operations, many of which are beyond our control. These factors include increases or rapid fluctuations in fuel prices, capacity in the trucking industry, insurance premiums, self-insured retention levels and difficulty in attracting and retaining qualified owner-operators and freight handlers. Our profitability would decline if we were unable to anticipate and react to increases in our operating costs, including purchased transportation and labor, or decreases in the amount of revenue per pound of freight shipped through our system. As a result of competitive factors, we may be unable to raise our prices to meet increases in our operating costs, which could result in a materially adverse effect on our business, results of operations and financial condition.

Economic conditions may adversely affect our customers and the amount of freight available for transport. This may require us to lower our rates, and this may also result in lower volumes of freight flowing through our network. Customers encountering adverse economic conditions represent a greater potential for loss, and we may be required to increase our reserve for bad-debt losses.

Our results of operations may be affected by seasonal factors. Volumes of freight tend to be lower in the first quarter after the winter holiday season. In addition, it is not possible to predict the short or long-term effects of any geopolitical events on the economy or on customer confidence in the United States, or their impact, if any, on our future results of operations.

***In order to continue growth in our business, we will need to increase the volume and revenue per pound of the freight shipped through our system.***

Our continued growth depends in significant part on our ability to increase the amount and revenue per pound of the freight shipped through our network. The amount of freight shipped through our network and our revenue per pound depend on numerous factors, many of which are beyond our control, such as economic conditions and our competitors' pricing. Therefore, we cannot guarantee that the amount of freight shipped or the revenue per pound we realize on that freight will increase or even remain at current levels. If we fail to increase the volume of the freight shipped through our network or the revenue per pound of the freight shipped, we may be unable to maintain or increase our profitability.

***Because a portion of our network costs are fixed, we will be adversely affected by any decrease in the volume or revenue per pound of freight shipped through our network.***

Our operations, particularly our network of hubs and terminals, represent substantial fixed costs. As a result, any decline in the volume or revenue per pound of freight we handle may have an adverse effect on our operating margin and our results of operations. Typically, we do not have contracts with our customers and we cannot guarantee that our current customers will continue to utilize our services or that they will continue at the same levels. The actual shippers of the freight moved through our network include various manufacturers and distributors of electronics, telecommunications equipment, machine parts, trade show exhibit materials and medical equipment. Adverse business conditions affecting these shippers or adverse general economic conditions are likely to cause a decline in the volume of freight shipped through our network.

***We operate in a highly competitive and fragmented industry, and our business will suffer if we are unable to adequately address downward pricing pressures and other factors that may adversely affect our operations and profitability.***

The freight transportation industry is highly competitive, very fragmented and historically has had few barriers to entry. Our principal competitors include regional trucking companies that specialize in handling deferred air freight and national and regional less-than-truckload carriers. To a lesser extent, we compete with integrated air cargo carriers and passenger airlines. Our competition ranges from small operators that compete within a limited geographic area to companies with substantially greater financial and other resources, including greater freight

capacity. We also face competition from air freight forwarders who decide to establish their own networks to transport deferred air freight. We believe competition is based on service, primarily on-time delivery, flexibility and reliability, as well as rates. Many of our competitors periodically reduce their rates to gain business, especially during times of economic decline. In the past several years, several of our competitors have reduced their rates to unusually low levels that we believe are unsustainable in the long-term, but that may materially adversely affect our business in the short-term. These competitors may cause a decrease in our volume of freight, require us to lower the prices we charge for our services and adversely affect both our growth prospects and profitability.

***Claims for property damage, personal injuries or workers' compensation and related expenses could significantly reduce our earnings.***

Under DOT regulations, we are liable for property damage and personal injuries caused by owner-operators while they are operating on our behalf. We currently maintain liability insurance coverage that we believe is adequate to cover third-party claims. We have a self-insured retention of \$500,000 per occurrence for each vehicle and general liability claim. We may also be subject to claims for workers' compensation. We maintain workers' compensation insurance coverage that we believe is adequate to cover such claims. We have a self-insured retention of \$250,000 for each such claim. We could incur claims in excess of our policy limits or incur claims not covered by our insurance. Any claims beyond the limits or scope of our insurance coverage may have a material adverse effect on us. Because we do not carry "stop loss" insurance, a significant increase in the number of claims that we must cover under our self-insurance retainage could adversely affect our profitability. In addition, we may be unable to maintain insurance coverage at a reasonable cost or in sufficient amounts or scope to protect us against losses.

***We have grown and may grow, in part, through acquisitions, which involve various risks, and we may not be able to identify or acquire companies consistent with our growth strategy or successfully integrate acquired businesses into our operations.***

We have grown through acquisitions and we intend to pursue opportunities to expand our business by acquiring other companies in the future. Acquisitions involve risks, including those relating to:

- identification of appropriate acquisition candidates;
- negotiation of acquisitions on favorable terms and valuations;
- integration of acquired businesses and personnel;
- implementation of proper business and accounting controls;
- ability to obtain financing, on favorable terms or at all;
- diversion of management attention;
- retention of employees and customers; and
- unexpected liabilities.

Acquisitions also may affect our short-term cash flow and net income as we expend funds, potentially increase indebtedness and incur additional expenses. If we are not able to identify or acquire companies consistent with our growth strategy, or if we fail to successfully integrate any acquired companies into our operations, we may not achieve anticipated increases in revenue, cost savings and economies of scale, and our operating results may actually decline.

***We may have difficulty effectively managing our growth, which could adversely affect our results of operations.***

Our growth plans will place significant demands on our management and operating personnel. Our ability to manage our future growth effectively will require us to regularly enhance our operating and management information systems and to continue to attract, retain, train, motivate and manage key employees. If we are unable to manage our growth effectively, our business, results of operations and financial condition may be adversely affected.

***If we fail to maintain and enhance our information technology systems, we may lose orders and customers or incur costs beyond expectations.***

We must maintain and enhance our information technology systems to remain competitive and effectively handle higher volumes of freight through our network. We expect customers to continue to demand more



sophisticated, fully integrated information systems from their transportation providers. If we are unable to maintain and enhance our information systems to handle our freight volumes and meet the demands of our customers, our business and results of operations will be adversely affected. If our information systems are unable to handle higher freight volumes and increased logistics services, our service levels and operating efficiency may decline. This may lead to a loss of customers and a decline in the volume of freight we receive from customers.

***Our information technology systems are subject to risks that we cannot control.***

Our information technology systems are dependent upon global communications providers, web browsers, telephone systems and other aspects of the Internet infrastructure that have experienced significant system failures and electrical outages in the past. Our systems are susceptible to outages from fire, floods, power loss, telecommunications failures, break-ins and similar events. Despite our implementation of network security measures, our servers are vulnerable to computer viruses, break-ins and similar disruptions from unauthorized tampering with our computer systems. The occurrence of any of these events could disrupt or damage our information technology systems and inhibit our internal operations, our ability to provide services to our customers and the ability of our customers to access our information technology systems. This may result in the loss of customers or a reduction in demand for our services.

***If we have difficulty attracting and retaining owner-operators or freight handlers, our results of operations could be adversely affected.***

We depend on owner-operators for most of our transportation needs. In 2004, owner-operators provided 66.6% of our purchased transportation. Competition for owner-operators is intense, and sometimes there are shortages of available owner-operators. In addition, we need a large number of freight handlers to operate our business efficiently. During periods of low unemployment in the areas where our terminals are located, we may have difficulty hiring and retaining a sufficient number of freight handlers. If we have difficulty attracting and retaining enough qualified owner-operators or freight handlers, we may be forced to increase wages and benefits, which would increase our operating costs. This difficulty may also impede our ability to maintain our delivery schedules, which could make our service less competitive and force us to curtail our planned growth. If our labor costs increase, we may be unable to offset the increased labor costs by increasing rates without adversely affecting our business. As a result, our profitability may be reduced.

***A determination by regulators that our independent owner-operators are employees rather than independent contractors could expose us to various liabilities and additional costs.***

At times, the Internal Revenue Service, the Department of Labor and state authorities have asserted that owner-operators are “employees,” rather than “independent contractors.” One or more governmental authorities may challenge our position that the owner-operators we use are not our employees.

***We operate in a regulated industry, and increased costs of compliance with, or liability for violation of, existing or future regulations could have a material adverse effect on our business.***

The DOT and various state agencies have been granted broad regulatory powers over our business, and we are licensed by the DOT, U.S. Customs and the Federal Maritime Commission. If we fail to comply with any applicable regulations, our licenses may be revoked or we could be subject to substantial fines or penalties and to civil and criminal liability.

We are also subject to various environmental laws and regulations dealing with the handling of hazardous materials. Our operations involve the risks of fuel spillage or seepage. If we are involved in a spill or other accident involving hazardous substances, our business and operating results may be adversely affected. Changes to current environmental laws or regulations may increase our operating costs and adversely affect our results of operations.

The transportation industry is subject to legislative and regulatory changes that can affect the economics of our business by requiring changes in operating practices or influencing the demand for, and the cost of providing, transportation services. Heightened security concerns in the aftermath of the September 11, 2001 terrorist attacks

may continue to result in increased regulations, including the implementation of various security measures, checkpoints or travel restrictions on trucks.

In addition, there may be changes in applicable federal or state tax or other laws or interpretations of those laws. If this happens, we may incur additional taxes, as well as higher workers' compensation and employee benefit costs, and possibly penalties and interest for prior periods. This could have an adverse effect on our results of operations.

***We are dependent on our senior management team, and the loss of any such personnel could materially and adversely affect our business.***

Our future performance depends, in significant part, upon the continued service of our senior management team. We cannot assure you that we can retain these employees. The loss of the services of one or more of these or other key personnel could have a material adverse effect on our business, operating results and financial condition. We must continue to develop and retain a core group of management personnel and address issues of succession planning if we are to realize our goal of growing our business. We cannot assure you that we will be able to do so.

***If our employees were to unionize, our operating costs would likely increase.***

None of our employees are currently represented by a collective bargaining agreement. However, we have no assurance that our employees will not unionize in the future, which could increase our operating costs and force us to alter our operating methods. This could have a material adverse effect on our operating results.

***Our shareholder rights plan, charter and bylaws and provisions of Tennessee law could discourage or prevent a takeover that may be considered favorable.***

We have a shareholder rights plan that may have the effect of discouraging unsolicited takeover proposals. The rights issued under the shareholder rights plan would cause substantial dilution to a person or group that attempts to acquire us on terms not approved in advance by our Board of Directors. In addition, our shareholder rights plan, charter and bylaws and provisions of Tennessee law may discourage, delay or prevent a merger, acquisition or change in control that may be considered favorable. These provisions could also discourage proxy contests and make it more difficult for shareholders to elect directors and take other corporate actions. Among other things, these provisions:

- authorize us to issue preferred stock, the terms of which may be determined at the sole discretion of our Board of Directors and may adversely affect the voting or economic rights of our shareholders; and
- establish advance notice requirements for nominations for election to the Board of Directors and for proposing matters that can be acted on by shareholders at a meeting.

Our shareholder rights plan, charter and bylaws and provisions of Tennessee law may discourage transactions that otherwise could provide for the payment of a premium over prevailing market prices for our common stock, \$0.01 par value per share (the "Common Stock"), and also could limit the price that investors are willing to pay in the future for shares of our Common Stock.

## **Service Marks**

Through one of our subsidiaries, we hold two service marks: Forward Air, Inc.<sup>®</sup> and North America's Most Complete Roadfeeder Network<sup>®</sup>. These marks are of significant value to our business. Both of these marks are registered with the United States Patent and Trademark Office.

## **Website Access**

We file reports with the SEC, including annual reports on Form 10-K, quarterly reports on Form 10-Q and other reports from time to time. We are an electronic filer and the SEC maintains an Internet site at [www.sec.gov](http://www.sec.gov) that contains these reports and other information filed electronically. We make available free of charge through our website our reports as soon as reasonably practicable after such material is electronically filed with or furnished

to the SEC. Our website address is [www.forwardair.com](http://www.forwardair.com). Please note that this website address is provided as an inactive textual reference only. The information provided on the website is not part of this report, and is therefore not incorporated by reference unless such information is otherwise specifically referenced elsewhere in this report.

## **Item 2. Properties**

### **Properties and Equipment**

Management believes that we have adequate facilities for conducting our business, including properties owned and leased. Management further believes that in the event replacement property is needed, it will be available on terms and at costs substantially similar to the terms and costs experienced by competitors within the transportation industry.

We own our 83,800 square foot Columbus, Ohio central sorting facility. During the fourth quarter of 2002, we repaid early our State of Ohio 1993-8 Ohio Enterprise Bond Fund bond issue with the Director of Development of the State of Ohio for our Columbus central sorting facility. The amount required to satisfy the bond obligation was \$3.9 million and resulted in a one-time charge for the early extinguishment of debt of \$456,000, which we recognized during 2002.

We lease our 37,500 square foot headquarters in Greeneville, Tennessee from the Greeneville-Greene County Airport Authority. The lease term ends in 2006 and has two ten-year and one five-year renewal options.

During the fourth quarter of 2002, the City of Atlanta filed a Petition for Condemnation and Declaration of Taking for a terminal facility owned by Transportation Properties, Inc. and leased by Forward Air, Inc., two of our wholly owned subsidiaries. The condemnation was filed in connection with the fifth runway airport expansion project at Atlanta Hartsfield-Jackson International Airport. According to the 2002 condemnation petition, the City of Atlanta took ownership of the property and building and deposited \$2.6 million into the Registry of the Court as compensation to Transportation Properties, Inc. We filed a protest to the City of Atlanta's evaluation of the property and building and also challenged the method of condemnation it utilized. Prior to December 2003, the City of Atlanta destroyed the condemned building in conjunction with the runway expansion project. On or about December 30, 2003, the Superior Court of Clayton County, Georgia (the "Court") ruled that the City of Atlanta's method of condemnation was improper and returned ownership of the land to us.

During January 2004, the City of Atlanta filed a second condemnation petition to obtain title to the land. In connection with this second petition, the City of Atlanta deposited an additional \$1.3 million into the Registry of the Court, which was the City of Atlanta's estimated fair market value of the land. The City of Atlanta petitioned the Court and was granted the right to withdraw the original \$2.6 million escrow balance it paid into the Court as part of the first petition for condemnation. We and our outside counsel believe that the December 30, 2003 ruling by the Court and the City of Atlanta's actions subsequent to the first condemnation have given rise to additional theories of recovery. We are not challenging the method of condemnation set forth in the second petition but are challenging the withdrawal of the original \$2.6 million escrow balance.

Additionally, we have claims for damages arising from the City of Atlanta's destruction of our building during the wrongful possession of the property by the City of Atlanta. Currently, we are awaiting a trial setting on all issues of damages relating to the first and second condemnations of this property. As a result of the events up to and subsequent to December 31, 2003, we recorded an escrow balance in other assets for approximately \$1.3 million (land value) and a long-term receivable of approximately \$1.3 million (building value as originally determined in the 2002 condemnation petition) from the City of Atlanta as of December 31, 2003. During 2004, the approximately \$1.3 million representing the land value was collected while the approximately \$1.3 million representing the building value as set forth in the first condemnation action remained unchanged in long-term receivables. We remain confident this receivable will be collected.

In July 2003, we relocated our Atlanta operations into a new 63,550 square foot Atlanta terminal facility. The initial lease term for this terminal facility expires in June 2008.

We lease and maintain terminals in 59 additional cities located at or near various airports in the United States and Canada. Lease terms are typically for three to five years. The remaining 20 terminals are agent stations operated by independent agents who handle freight for us on a commission basis.

We own the majority of trailers we use to move freight through the Forward Air network. Substantially all of our trailers are 53' long, and many have specialized roller bed equipment required to serve air cargo industry customers. The average age of our owned trailer fleet was approximately 4.3 years at December 31, 2004.

**Item 3. Legal Proceedings**

We are party to and our property is subject to the legal proceedings discussed in Item 2 of this Form 10-K regarding the condemnation of our property by the City of Atlanta. The information required by Item 103 of Regulation S-K with regard to these proceedings is set forth in such Item 2.

In addition, 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, 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 4. Submission Of Matters To A Vote Of Security Holders**

During the fourth quarter of the fiscal year ended December 31, 2004, no matters were submitted to a vote of security holders through the solicitation of proxies or otherwise.

**Executive Officers Of The Registrant**

Pursuant to Instruction 3 to Item 401(b) of Regulation S-K and General Instruction G(3) to Form 10-K, the following information is included in Part I of this report. The ages listed below are as of December 31, 2004.

The following are our executive officers:

<u>Name</u>	<u>Age</u>	<u>Position</u>
Bruce A. Campbell .....	53	President and Chief Executive Officer
Andrew C. Clarke .....	34	Chief Financial Officer, Senior Vice President and Treasurer
Craig A. Drum.....	49	Senior Vice President, Sales
Matthew J. Jewell .....	38	Senior Vice President, General Counsel and Secretary
Chris C. Ruble.....	42	Senior Vice President, Operations
Rodney L. Bell .....	42	Vice President and Controller

There are no family relationships between any of our executive officers. All officers hold office at the pleasure of the Board of Directors.

Bruce A. Campbell has served as a director since April 1993, as President since August 1998 and as Chief Executive Officer since October 2003. Mr. Campbell was Chief Operating Officer from April 1990 until October 2003 and Executive Vice President from April 1990 until August 1998. Prior to joining us, Mr. Campbell served as Vice President of Ryder-Temperature Controlled Carriage in Nashville, Tennessee from September 1985 until December 1989. Mr. Campbell also serves as a director of Greene County Bancshares.

Andrew C. Clarke has served as a director and as Chief Financial Officer, Senior Vice President and Treasurer since April 2001. In April 2000, he began serving as Chief Financial Officer, Senior Vice President and director of a subsidiary that provided Internet and technology services and support to our operations. From August 1998 to March 2000, Mr. Clarke was an investment banker with Deutsche Banc Alex. Brown in the Global Transportation Group. Mr. Clarke has an MBA from the Graduate School of Business at the University of Chicago. Mr. Clarke also serves as a director of Pacer International, Inc.

Craig A. Drum has served as Senior Vice President, Sales since July 2001 after joining us in January 2000 as Vice President, Sales for our Internet and technology service and support subsidiary. In February 2001, Mr. Drum was promoted to Vice President of National Accounts. Prior to January 2000, Mr. Drum spent most of his 24-year career with Delta Air Lines, Inc., most recently as the Director of Sales and Marketing — Cargo.

Matthew J. Jewell has served as Senior Vice President and General Counsel since July 2002. In October 2002, he was also appointed Secretary. From January 2000 until joining us in July 2002, Mr. Jewell was a partner with the law firm of Austin & Sparks, P.C. Mr. Jewell was an associate at Dennis, Corry & Porter, L.L.P. from July 1991 to December 1998 and a partner from January 1999 to January 2000.

Chris C. Ruble has served as Senior Vice President, Operations since October 2001. He was Regional Vice President from September 1997 to October 2001, regional manager from February 1997 to September 1997, after starting with us as a terminal manager in January 1996. From June 1986 to August 1995, Mr. Ruble served in various management capacities at Roadway Package System, Inc.

Rodney L. Bell has served as Vice President and Controller since October 2000. Mr. Bell began serving as Controller in February 1995 after joining us as Assistant Controller in March 1992. Prior to joining the Company, Mr. Bell was employed in public accounting for over six years, most recently with the accounting firm of Adams and Plucker as a senior manager.

## Part II

### Item 5. Market For Registrant’s Common Equity, Related Shareholder Matters and Issuer Purchases of Equity Securities

Our Common Stock trades on The NASDAQ Stock Market® under the symbol “FWRD.” The following table sets forth the high and low trade prices for the Common Stock as reported by The NASDAQ Stock Market® for each full quarterly period within the two most recent fiscal years. All prices have been restated to reflect a three-for-two stock split declared in February 2005.

<b><u>2004</u></b>	<b><u>High</u></b>	<b><u>Low</u></b>
First Quarter .....	\$22.98	\$18.33
Second Quarter .....	\$25.26	\$19.87
Third Quarter .....	\$27.44	\$23.31
Fourth Quarter.....	\$31.50	\$26.53
<b><u>2003</u></b>	<b><u>High</u></b>	<b><u>Low</u></b>
First Quarter .....	\$15.55	\$12.12
Second Quarter .....	\$17.58	\$13.43
Third Quarter.....	\$21.28	\$16.51
Fourth Quarter.....	\$21.33	\$17.07

There were approximately 300 shareholders of record of our Common Stock as of February 28, 2005.

Prior to February 15, 2005, we had never declared a cash dividend, our policy being to reinvest earnings into our business while retaining adequate cash reserves to fund potential acquisitions. On February 15, 2005, our Board of Directors declared a cash dividend of \$0.06 per share of our Common Stock on a split-adjusted basis to shareholders of record as of April 4, 2005. We expect to continue to pay regular quarterly cash dividends, though each subsequent quarterly dividend is subject to review and approval by our Board of Directors.

There are no material restrictions on our ability to declare dividends. See Note 3 to the consolidated financial statements.

None of our securities were sold during fiscal 2004 without registration under the Securities Act.

### Securities Authorized for Issuance Under Equity Compensation Plans

The following table provides information as of December 31, 2004 with respect to shares of our Common Stock that may be issued under existing equity compensation plans, including the 1992 Amended and Restated Stock Option and Incentive Plan (the “1992 Plan”), the 1999 Stock Option and Incentive Plan (the “1999 Plan”), the Non-Employee Director Stock Option Plan (the “NED Plan”), the 2000 Non-Employee Director Award (the “2000 NED Award”) and the Restated Employee Stock Purchase Plan (the “ESPP”). All shares and prices have been restated to reflect a three-for-two stock split declared in February 2005. Our shareholders have approved each of these plans.

### Equity Compensation Plan Information

<u>Plan Category</u>	<u>Number of Securities to be Issued upon Exercise of Outstanding Options, Warrants and Rights</u>	<u>Weighted-Average Exercise Price of Outstanding Options, Warrants and Rights</u>	<u>Number of Securities Remaining Available for Future Issuance Under Equity Compensation Plans (Excluding Securities Reflected in Column (a))</u>
	(a)	(b)	(c)
Equity Compensation Plans Approved by Shareholders .....	1,732,082(1)	\$14.47(2)	3,965,931(3)
Equity Compensation Plans Not Approved by Shareholders .....	<u>—</u>	<u>—</u>	<u>—</u>
Total .....	<u>1,732,082</u>	<u>\$14.47</u>	<u>3,965,931</u>

- (1) Includes 312,266 shares of Common Stock issuable upon the exercise of options under the 1992 Plan, as of December 31, 2004. The 1992 Plan expired November 12, 2002. No additional options may be granted under the 1992 Plan.
- (2) Includes the weighted-average exercise price of options outstanding under the 1992 Plan. Excludes purchase rights accruing under the ESPP, which has a shareholder-approved reserve of 1,350,000 shares. Under the ESPP, each eligible employee may purchase up to 3,900 shares of Common Stock at semi-annual intervals each year at a purchase price per share equal to 85.0% of the lower of the fair market value of the Common Stock at close of (i) the first trading day of a purchase period or (ii) the last trading day of a purchase period.
- (3) Includes shares available for future issuance under the ESPP. As of December 31, 2004, an aggregate of 1,177,956 shares of Common Stock were available for issuance under the ESPP.

The following table provides information with respect to purchases we made of shares of our Common Stock during each month in the quarter ended December 31, 2004. All shares and prices have been restated to reflect a three-for-two stock split declared in February 2005.

### Issuer Purchases of Equity Securities

<u>Period</u>	<u>Total Number of Shares Purchased</u>	<u>Average Price Paid per Share</u>	<u>Total Number of Shares Purchased as Part of Publicly Announced Program</u>	<u>Maximum Number of Shares that May Yet Be Purchased Under the Program (1)</u>
October 1–31, 2004.....	—	—	1,284,600	1,715,400
November 1–30, 2004.....	—	—	1,284,600	1,715,400
December 1–31, 2004 .....	<u>109,500</u>	<u>\$30.15</u>	<u>1,394,100</u>	<u>1,605,900</u>
Total.....	<u>109,500</u>	<u>\$30.15</u>	<u>1,394,100</u>	<u>1,605,900</u>

- (1) On July 25, 2002, we announced that our Board of Directors approved a stock repurchase program for up to 3.0 million shares of our Common Stock.

## Item 6. Selected Financial Data

The following table sets forth our selected financial data. The selected financial data should be read in conjunction with our consolidated financial statements and notes thereto, included elsewhere in this report.

	Year ended December 31				
	2004	2003	2002	2001	2000
	(in thousands, except per share data)				
<b>Income Statement Data:</b>					
Operating revenue .....	\$282,197	\$241,517	\$226,072	\$227,500	\$214,907
Income from operations (1).....	53,598	40,182	32,737	31,658	37,301
Operating margin (1)(2) .....	19.0%	16.6%	14.5%	13.9%	17.4%
Net income (1) .....	34,421	25,815	21,616	19,882	23,445
Net income per share: (1)(3)					
Basic.....	\$ 1.07	\$ 0.81	\$ 0.67	\$ 0.61	\$ 0.74
Diluted.....	\$ 1.05	\$ 0.79	\$ 0.65	\$ 0.59	\$ 0.70
Cash dividends declared per common share (3) .....	—	—	—	—	—
<b>Balance Sheet Data (at end of period):</b>					
Total assets .....	\$214,553	\$175,087	\$145,511	\$136,959	\$115,968
Long-term obligations, net of current portion..	867	907	935	4,451	7,232
Shareholders' equity .....	181,003	147,708	118,346	106,585	83,453

(1) Data for the years ended December 31, 2004, 2003 and 2002 reflect Statement of Financial Accounting Standards ("SFAS") No. 142, *Goodwill and Other Intangible Assets*, adopted in 2002.

(2) Income from operations as a percentage of operating revenue.

(3) Restated to reflect a three-for-two stock split declared in February 2005.

## Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations

### *Introduction*

We provide scheduled ground transportation of cargo on a time-definite basis. As a result of our established transportation schedule and network of terminals, our operating cost structure includes significant fixed costs. Our ability to improve our operating margins will depend on, among other things, our ability to increase the volume of freight moving through our network.

### *Critical Accounting Policies*

A summary of significant accounting policies is disclosed in Note 1 to the consolidated financial statements included in our 2004 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 2004 Form 10-K.

### *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 2004 Form 10-K.

## Results of Operations

The following table shows the percentage relationship of expense items to operating revenue for the periods indicated. In the accompanying discussion, all percentage figures are as a percent of operating revenue with the exception of revenue growth rates.

	<u>Year Ended December 31</u>		
	<u>2004</u>	<u>2003</u>	<u>2002</u>
Operating revenue .....	100.0%	100.0%	100.0%
Operating expenses:			
Purchased transportation .....	42.0	42.3	43.9
Salaries, wages and employee benefits .....	22.2	22.5	22.3
Operating leases .....	4.5	5.4	5.4
Depreciation and amortization .....	2.4	3.0	3.3
Insurance and claims .....	1.9	2.1	1.7
Other operating expenses .....	<u>8.0</u>	<u>8.1</u>	<u>8.9</u>
Total operating expenses .....	<u>81.0</u>	<u>83.4</u>	<u>85.5</u>
Income from operations .....	<u>19.0</u>	<u>16.6</u>	<u>14.5</u>
Interest expense .....	—	—	(0.2)
Other income, net .....	<u>0.4</u>	<u>0.3</u>	<u>0.8</u>
Total other income .....	<u>0.4</u>	<u>0.3</u>	<u>0.6</u>
Income before income taxes .....	19.4	16.9	15.1
Income taxes .....	<u>7.2</u>	<u>6.2</u>	<u>5.5</u>
Net income .....	<u>12.2%</u>	<u>10.7%</u>	<u>9.6%</u>

### *Year Ended December 31, 2004 Compared to Year Ended December 31, 2003*

Operating revenue increased by \$40.7 million, or 16.9%, to \$282.2 million for 2004 from \$241.5 million in 2003. Airport-to-airport, which is the largest component of our operating revenue, increased \$33.6 million to \$238.4 million, accounting for 84.5% of our total operating revenue. During 2004, we experienced a 14.1% increase in tonnage that transited our network as the result of a stronger economy and positive trends among our customer base. Our airport-to-airport business is priced on a per pound basis and the average revenue per pound including the impact of fuel surcharges increased 2.0% for 2004 versus 2003 primarily as the result of a rate increase implemented during the year. Our logistics revenue, which is primarily truckload brokerage and priced on a per mile basis, increased \$4.6 million to \$24.1 million in 2004. During the year, we increased the number of miles driven to support our logistics revenue by 22.9% while increasing the revenue per mile including the impact of fuel surcharges charged by 0.6%. Accessorial revenue, which includes warehousing services and terminal handling and accounts for our final component of operating revenue, increased \$2.5 million to \$19.7 million, a 14.0% increase from 2003.

Purchased transportation decreased to 42.0% of operating revenue in 2004 versus 42.3% in the same period of 2003. The decrease in purchased transportation as a percentage of operating revenue was primarily attributed to a year over year improvement in tonnage transported through the airport-to-airport network and revenue per pound that allowed us to operate our network more efficiently in 2004 versus 2003. During the year, we increased the amount we spent for purchased transportation by \$16.4 million, an increase of 16.0%. For 2004, purchased transportation costs for our airport-to-airport network represented 40.6% of airport-to-airport revenue versus 40.9% in 2003. During this period, we were able to increase both the volume and revenue per pound of freight, which enabled us to operate the airport-to-airport network more efficiently. These increases were offset, in part, by an increase in the number of miles needed to operate our system as well as an increase in the average rate per mile paid. For 2004, logistics purchased transportation costs represented 69.4% of logistics revenue versus 70.6% last year. We also increased the amount paid during 2004 for cartage or the local pick up and delivery of freight by 12.1% to \$5.0 million.

Salaries, wages and employee benefits were 22.2% of operating revenue in 2004 compared to 22.5% for the same period of 2003. The decrease in salaries, wages and employee benefits as a percentage of operating revenue



was primarily attributed to a year over year improvement in tonnage and revenue per pound that allowed us to operate our network more efficiently in 2004 versus 2003. The amounts spent on salaries and wages, including incentives and health care costs increased 16.0% and 35.5% during 2004, respectively. These increases, however, were offset by a 22.0% decrease in the amount we spent on workers' compensations expenses. This decrease resulted from favorable settlement of prior period claims, as well as better current year claims experience.

Operating leases, the largest component of which is facility rent, were 4.5% of operating revenue in 2004 compared to 5.4% in the same period of 2003. The decrease in operating leases as a percentage of operating revenue between periods was primarily attributable to an increase in operating revenue as the dollar amount in this category decreased slightly between the two periods.

Depreciation and amortization expense as a percentage of operating revenue was 2.4% in 2004 compared to 3.0% in the same period of 2003. The decrease in depreciation and amortization expense as a percentage of operating revenue was primarily attributable to an increase in operating revenue and a decrease in depreciation expense from certain assets becoming fully depreciated, including two non-compete agreements which were fully amortized as of December 31, 2003. These decreases were offset, in part, by new depreciation from capital expenditures during 2004.

Insurance and claims were 1.9% of operating revenue in 2004 compared to 2.1% in the same period of 2003. The net increase in insurance and claims was approximately \$230,000, primarily as the result of a decrease in our loss development factor as we have had, in general, better insurance claims experience over the last few insurance periods. This decrease, however, was offset by increases in claims amount during the period which were driven primarily by an adverse loss development on one major accident. We are self-insured for each auto liability claim in the amount of \$500,000.

Other operating expenses were relatively flat in 2004, accounting for 8.0% of operating revenue compared to 8.1% in the same period of 2003. Other operating expenses include repair and maintenance, license and taxes, driver recruiting and compliance and other miscellaneous expenses.

Income from operations increased by \$13.4 million, or 33.3%, to \$53.6 million for 2004 compared with \$40.2 million for the same period in 2003. The increase in income from operations was primarily a result of the increase in operating revenue, including fuel surcharges, which was offset in part by increases in variable costs associated with operating the network.

Interest expense was \$55,000, or less than 0.1% of operating revenue, in 2004 compared with \$71,000, or less than 0.1%, for the same period in 2003.

Other income, net was \$1.1 million, or 0.4% of operating revenue, in 2004 compared to \$0.6 million, or 0.3%, for the same period in 2003. The increase in other income, net resulted from higher interest income attributed to higher yields on higher balances in available-for-sale securities during 2004.

The combined federal and state effective tax rate for 2004 was 37.0% of pre-tax income compared to a rate of 36.6% for the same period in 2003.

As a result of the foregoing factors, net income increased by \$8.6 million, or 33.3%, to \$34.4 million for 2004 compared to \$25.8 million for the same period in 2003.

#### *Year Ended December 31, 2003 Compared to Year Ended December 31, 2002*

Operating revenue increased by \$15.4 million, or 6.8%, to \$241.5 million for 2003 from \$226.1 million in 2002. This increase resulted from an increase in traditional linehaul revenue of \$12.0 million to \$204.8 million, an increase in logistics revenue of \$0.4 million to \$19.5 million and an increase in other accessorial revenue of \$3.0 million to \$17.2 million. Traditional linehaul revenue was impacted during the year by an increase in average weekly tonnage of 3.2%. We experienced the additional benefit of a 2.9% increase in average revenue per pound, including the effect of fuel surcharge, versus 2002.

Purchased transportation represented 42.3% of operating revenue in 2003 compared to 43.9% in 2002. The decrease in purchased transportation as a percentage of operating revenue was primarily the result of an increase in operating revenue combined with a higher utilization of the airport-to-airport network. This decrease was partially offset by an increase in logistics revenue, where purchased transportation costs are traditionally higher as a percent

of operating revenue than traditional linehaul purchased transportation costs. For 2003, traditional linehaul and logistics purchased transportation costs represented 40.9% and 70.4%, respectively, of operating revenue, versus 42.3% and 69.8%, respectively, during 2002.

Salaries, wages and employee benefits were 22.5% of operating revenue in 2003 compared to 22.3% for 2002. The increase in salaries, wages and employee benefits as a percentage of operating revenue was attributed to a 0.2% increase in workers' compensation expense compared to last year. While we spent a higher dollar amount on wages and benefits during 2003, the increase in operating revenue offset that amount so that the figure essentially remained flat as a percentage of operating revenue.

Operating leases, the largest component of which is facility rent, were 5.4% of operating revenue in 2003 compared to 5.4% in 2002. During 2003, we undertook leases for additional space in several markets of strategic importance which increased the dollar amount of operating leases. The amount of operating revenue we generated during 2003, however, offset the amount of additional rent expense and kept the amount as a percent of operating revenue constant when compared to 2002.

Depreciation and amortization expense as a percentage of operating revenue was 3.0% in 2003, compared to 3.3% in 2002. During 2003, certain of our assets became fully depreciated causing both the dollar amount spent and the percent of operating revenue to decline from 2002 to 2003.

Insurance and claims were 2.1% of operating revenue in 2003, compared with 1.7% in 2002. The increase in insurance and claims as a percentage of operating revenue resulted primarily from a 0.4% increase in insurance premiums which was caused by a favorable premium adjustment under a retroactive premium insurance policy during the fourth quarter of 2002. Claims experience during 2003 remained flat when compared to 2002 both in terms of dollar amount and as a percent of operating revenue.

Other operating expenses were 8.1% of operating revenue in 2003 compared to 8.9% in 2002. During 2003, our miscellaneous expenses, including bad debt expense, decreased by 0.3% of operating revenue from 2002. Additionally, the amounts paid for other taxes and licenses and fuel decreased by 0.3% and 0.2%, respectively, of operating revenue from 2002.

Income from operations increased by \$7.5 million, or 22.9%, to \$40.2 million for 2003 compared with \$32.7 million for 2002. The increase in income from operations was primarily a result of the increase in operating revenue, including fuel surcharge, which was offset by an increase in operating costs associated with operating the network.

Interest expense was \$0.1 million, or less than one-tenth of one percent of operating revenue, in 2003, compared to \$0.3 million, or 0.2%, for 2002. The decrease in interest expense was the result of the early retirement of debt related to our facility in Columbus, Ohio in December 2002.

Other income, net was \$0.6 million, or 0.3% of operating revenue, in 2003, compared to \$1.8 million, or 0.8%, for 2002. Other income, net during 2003 consisted primarily of interest income generated by our short-term investments. While we had a larger amount of available-for-sale securities in 2003, we experienced a lower rate of return on those amounts. Other income during 2002 included a \$1.3 million settlement paid to us by U.S. Xpress Enterprises, Inc., a \$0.4 million gain on the condemnation of a facility we owned in Atlanta and a \$0.5 million charge from the early retirement of debt related to our facility in Columbus, Ohio.

The combined federal and state effective tax rate for 2003 was 36.6% compared to a rate of 36.7% for 2002.

As a result of the foregoing factors, net income increased by \$4.2 million, or 19.4%, to \$25.8 million for 2003, from \$21.6 million in 2002.

#### *Discussion of Critical Accounting Policies*

Our accounting policies are more fully described in Note 1 to the consolidated financial statements. As discussed in Note 1, the preparation of our consolidated financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions about future events that affect the amounts reported in the consolidated financial statements and accompanying notes. Actual results could differ significantly from those estimates. We believe that the following discussion addresses our most critical accounting

policies, which are those that are most important to the portrayal of our financial condition and results of operations and require management's most difficult, subjective and complex judgments.

#### *Allowance for Doubtful Accounts*

We evaluate the collectibility of our accounts receivable based on a combination of factors. In circumstances in which management is aware of a specific customer's inability to meet its financial obligations to us (for example, bankruptcy filings, accounts turned over for collection or litigation), we record a specific reserve for these bad debts against amounts due to reduce the net recognized receivable to the amount we reasonably believe will be collected. For all other customers, we recognize reserves for these bad debts based on the length of time the receivables are past due. Specifically, amounts that are 90 days or more past due are reserved at 50.0%. If circumstances change (i.e., we experience higher than expected defaults or an unexpected material adverse change in a customer's ability to meet its financial obligations to us), the estimates of the recoverability of amounts due to us could be reduced by a material amount. Accounts are written off after all means of collection, including legal action, have been exhausted.

#### *Allowance for Revenue Adjustments*

Our allowance for revenue adjustments consists of amounts reserved for billing rate changes that are not captured upon load initiation. These adjustments generally arise: (i) when the sales department contemporaneously grants small rate changes ("spot quotes") to customers that differ from the standard rates in the system; (ii) when freight requires dimensionalization or is reweighed resulting in a different required rate; (iii) when billing errors occur; and (iv) when data entry errors occur. When appropriate, permanent rate changes are initiated and reflected in the system. We monitor the manual revenue adjustments closely through the employment of various controls that are in place to ensure that revenue recognition is not compromised and that fraud does not occur. During 2004, average revenue adjustments per month were approximately \$150,000, on average revenue per month of approximately \$23.5 million (less than 0.7% of monthly revenue). In order to estimate the allowance for revenue adjustments related to ending accounts receivable, we prepare an analysis that considers average monthly revenue adjustments and the average lag for identifying and quantifying these revenue adjustments. Based on this analysis, we establish an allowance for approximately 40-80 days (dependent upon experience in the last twelve months) of average revenue adjustments, adjusted for rebates and billing errors. The lag is periodically adjusted based on actual historical experience. Additionally, the average amount of revenue adjustments per month can vary in relation to the level of sales or based on other factors (such as personnel issues that could result in excessive manual errors or in excessive spot quotes being granted). Both of these significant assumptions are continually evaluated for validity.

#### *Self-Insurance Loss Reserves*

Given the nature of our operating environment, we are subject to vehicle and general liability, workers' compensation and health insurance claims. To mitigate a portion of these risks, we maintain insurance for individual vehicle and general liability claims exceeding \$500,000 and workers' compensation claims and health insurance claims exceeding \$250,000. The amount of self-insurance loss reserves and loss adjustment expenses is determined based on an estimation process that uses information obtained from both company-specific and industry data, as well as general economic information. The estimation process for self-insurance loss exposure requires management to continuously monitor and evaluate the life cycle of claims. Using data obtained from this monitoring and our assumptions about the emerging trends, management develops information about the size of ultimate claims based on its historical experience and other available market information. The most significant assumptions used in the estimation process include determining the trend in loss costs, the expected consistency in the frequency and severity of claims incurred but not yet reported to prior year claims, changes in the timing of the reporting of losses from the loss date to the notification date, and expected costs to settle unpaid claims. Management also monitors the reasonableness of the judgments made in the prior year's estimation process (referred to as a hindsight analysis) and adjusts current year assumptions based on the hindsight analysis. Additionally, beginning in 2003, we utilize an actuary to evaluate open vehicle liability claims and estimate the ongoing development exposure.

### *Income Taxes*

The Company accounts for income taxes using the liability method, whereby deferred tax assets and liabilities are determined based on differences between financial reporting and tax basis of assets and liabilities and are measured using the enacted tax rates and laws that will be in effect when the differences are expected to be recovered or settled.

### *Liquidity and Capital Resources*

We have historically financed our working capital needs, including capital purchases, with cash flows from operations and borrowings under our bank lines of credit. Net cash provided by operating activities totaled approximately \$37.4 million for 2004 compared with \$32.7 million in 2003.

Net cash used in investing activities was approximately \$51.4 million for 2004 compared with net cash used in investing activities of \$25.0 million in 2003. Investing activities consisted primarily of purchases of available-for-sale securities, operating equipment and information systems, and the proceeds from the sales or maturities of available-for-sale securities during 2004. Included in cash provided by investing activities was approximately \$1.3 million held in escrow as of December 31, 2003 related to the Atlanta condemnation described in Item 2 of this Form 10-K.

Net cash used in financing activities totaled approximately \$2.3 million for 2004 compared with net cash provided by financing activities of \$2.4 million in 2003. Financing activities included the repayment of long-term debt and capital leases, proceeds received from the exercise of stock options and repurchases of our Common Stock.

We expect net capital expenditures in 2005 for operating equipment and management information systems to be approximately \$7.0 million. We intend to fund these expenditures through cash currently on our balance sheet, cash provided by operating activities or borrowings under our credit facility, if necessary. The 2005 capital expenditure budget does not include any allocation for acquisitions.

Our credit facility consists of a working capital line of credit. As long as we comply with the financial covenants and ratios, the credit facility permits us to borrow up to \$20.0 million less the amount of any outstanding letters of credit. Interest rates for advances under the facility vary based on how our performance measures against covenants related to total indebtedness, cash flows, results of operations and other ratios. The facility bears interest at LIBOR plus 1.00% to 1.90% and is unsecured. The facility's expiration was extended until April 2006 by letter agreement entered into in 2005. At December 31, 2004, we had \$15.7 million of available borrowing capacity under the line of credit facility and had utilized \$4.3 million of availability for outstanding letters of credit. As of December 31, 2004, we were in compliance with the financial covenants and ratios under the credit facility.

On July 25, 2002, we announced that our Board of Directors approved a stock repurchase program for up to 3,000,000 shares of our Common Stock. We expect to fund the repurchases of our Common Stock from our cash, available-for-sale securities and cash generated from operating activities. As of December 31, 2004, we had repurchased 1,394,100 shares of our Common Stock for \$23.5 million for an average purchase price of \$16.83 per share. This includes 60,300 shares that were purchased in December 2004, but not paid for until 2005 representing approximately \$1.8 million in accounts payable at year-end.

On February 15, 2005, our Board of Directors declared a three-for-two stock split of our Common Stock to be effected in the form of a stock dividend to shareholders of record as of March 18, 2005. Common Stock issued and additional paid-in capital have been restated to reflect the split for all years presented. All common share and per share data included in the consolidated financial statements and notes thereto have been restated to give effect to the stock split.

Prior to February 15, 2005, we had never declared a cash dividend, our policy being to reinvest earnings into our business while retaining adequate cash reserves to fund potential acquisitions. On February 15, 2005, our Board of Directors declared a cash dividend of \$0.06 per share of our Common Stock on a three-for-two stock split-adjusted basis. We expect to continue to pay regular quarterly cash dividends, though each subsequent quarterly dividend is subject to review and approval by our Board of Directors.

### Off-Balance Sheet Arrangements

At December 31, 2004, we had letters of credit outstanding from a bank totaling \$4.3 million required by our workers' compensation and vehicle liability insurance providers.

### Contractual Obligations and Commercial Commitments

Our contractual obligations and other commercial commitments as of December 31, 2004 (in thousands) are summarized below:

Contractual Obligations	Payment Due Period				
	Total	Less Than 1 Year	2-3 Years	4-5 Years	After 5 Years
Capital lease obligations .....	\$ 1,391	\$ 85	\$ 178	\$ 178	\$950
Operating leases .....	32,091	11,050	15,806	5,235	—
Total contractual cash obligations.....	<u>\$33,482</u>	<u>\$11,135</u>	<u>\$15,984</u>	<u>\$5,413</u>	<u>\$950</u>

At December 31, 2004, we had no outstanding purchase commitments.

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

### Related Party Transactions

#### Transactions with Landair Transport, Inc.

Scott M. Niswonger, the Chairman of the Board, owns a majority interest in the parent company of Landair Transport, Inc. ("Landair"). We purchase truckload transportation services from Landair. Matthew J. Jewell, our Senior Vice President and General Counsel, served in these same capacities with Landair until May 2004.

Disclosures regarding amounts charged to Landair and amounts charged by Landair to us for various operational and administrative services are set forth in Note 7 to the consolidated financial statements.

We purchased \$0.2 million, 0.9 million and \$1.6 million of truckload transportation services from Landair in 2004, 2003 and 2002, respectively, which have been included in purchased transportation in the consolidated statements of income.

#### Transactions with Sky Night, LLC

We purchase air transportation services from Sky Night, LLC ("Sky Night"), a limited liability corporation owned by Scott M. Niswonger, the Chairman of the Board. Air charter expense totaled \$86,000, \$196,000 and \$264,000 in 2004, 2003 and 2002, respectively, and has been included in other operating expenses in the accompanying consolidated statements of income.

During 2001, we entered into an agreement to sublease hangar space at our Greeneville, Tennessee headquarters to Sky Night. The initial term of the sublease was for 12 months and the monthly rental rate was determined based on market prices for similar spaces in the area. The sublease term has been extended through July 2005.

### Impact of Recent Accounting Pronouncements

On December 16, 2004, the Financial Accounting Standards Board ("FASB") issued SFAS No. 123 (Revised 2004), *Share-Based Payment*, which is a revision of SFAS No. 123, *Accounting for Stock-Based Compensation*. SFAS No. 123R supersedes Accounting Principles Board ("APB") Opinion No. 25, *Accounting for Stock Issued to Employees*, and amends SFAS No. 95, *Statement of Cash Flows*. Generally, the approach in SFAS No. 123R is similar to the approach described in SFAS No. 123. However, SFAS No. 123R requires all share-based payments to employees, including grants of employee stock options, to be recognized in the income statement based on their fair values. Pro forma disclosure is no longer an option.

SFAS No. 123R must be adopted no later than July 1, 2005. Early adoption will be permitted in a period in which financial statements have not yet been issued. The Company expects to adopt SFAS No. 123R on July 1, 2005. The Company at this time plans to adopt SFAS No. 123R using the modified-retrospective method, restating all prior periods.

As permitted by SFAS No. 123, the Company currently accounts for share-based payments to employees using APB Opinion No. 25's intrinsic value method and, as such, generally recognizes no compensation cost for employee stock options. Accordingly, the adoption of SFAS No. 123R's fair value method will have significant impact on our results of operations, although it will have no impact on our overall financial position. The impact of adoption of SFAS No. 123R cannot be predicted at this time because it will depend on levels of share-based payments granted in the future. However, had we adopted SFAS No. 123R in prior periods, the impact of that standard would have approximated the impact of SFAS No. 123 as described in the disclosure of pro forma net income and earnings per share in Note 1 to our consolidated financial statements. SFAS No. 123R also requires the benefits of tax deductions in excess of recognized compensation cost to be reported as a financing cash flow, rather than as an operating cash flow as required under current literature. This requirement will reduce net operating cash flows and increase net financing cash flows in the periods after adoption. While the Company cannot estimate what those amounts will be in the future, the amount of operating cash flows recognized in prior periods for such tax deductions is disclosed in Note 5 to our consolidated financial statements.

In January 2003, the FASB issued Interpretation No. 46, *Consolidation of Variable Interest Entities*. This interpretation of Accounting Research Bulletin No. 51, *Consolidated Financial Statements*, sets forth criteria under which a company must consolidate certain variable interest entities. Interpretation No. 46 places increased emphasis on controlling financial interests when determining if a company should consolidate a variable interest entity. We adopted the provisions of Interpretation No. 46 during the first quarter of fiscal 2004 as a result of the FASB deferring the effective date of FASB Interpretation No. 46 for variable interests held by public companies. The adoption of Interpretation No. 46 had no impact on our financial position or results of operations.

#### *Forward-Looking Statements*

This report contains "forward-looking statements," as defined in Section 27A of the Securities Act and Section 21E of the Exchange Act. 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 7A. Quantitative And Qualitative Disclosures About Market Risk**

Except for capital lease obligations totaling \$0.9 million, we had no long-term debt at December 31, 2004. Accordingly, our exposure to market risk related to remaining outstanding debt is not significant.

We are also exposed to changes in interest rates from our available-for-sale securities. As a result of the regularly reset interest rates to market rates on the available-for-sale securities we own, a material adverse effect to the fair market value of the investments is unlikely.

#### **Item 8. Financial Statements And Supplementary Data**

The response to this item is submitted as a separate section of this report.

#### **Item 9. Changes In And Disagreements With Accountants On Accounting And Financial Disclosure**

None.

#### **Item 9A. 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 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.

##### *Management's Report on Internal Control over Financial Reporting*

Management is responsible for establishing and maintaining effective internal control over financial reporting as defined in Rules 13a-15(f) under the Exchange Act. Our internal control over financial reporting is designed to provide reasonable assurance to management and the Board of Directors regarding the preparation and fair presentation of financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Therefore, even those systems determined to be effective can provide only reasonable assurance with respect to financial statement preparation and presentation.

Under the supervision and with the participation of our management, including our Chief Executive Officer and Chief Financial Officer, we assessed the effectiveness of our internal control over financial reporting as of December 31, 2004. In making this assessment, management used the framework set forth by the Committee on Sponsoring Organizations of the Treadway Commission in *Internal Control — Integrated Framework*. Based on our assessment, we believe, as of December 31, 2004, that our internal control over financial reporting was effective based on those criteria.

Management's assessment of the effectiveness of internal control over financial reporting as of December 31, 2004, has been audited by Ernst & Young LLP, the independent registered public accounting firm who also audited our consolidated financial statements. Ernst & Young LLP's attestation report on management's assessment of our internal control over financial reporting appears below.

##### *Changes in Internal Control over Financial Reporting*

There were no changes in our internal control over financial reporting during the fourth quarter of 2004 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

## Report of Independent Registered Public Accounting Firm

The Board of Directors and Shareholders  
Forward Air Corporation

We have audited management's assessment, included in the accompanying Management's Report on Internal Control over Financial Reporting, that Forward Air Corporation maintained effective internal control over financial reporting as of December 31, 2004, based on criteria established in Internal Control — Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (the COSO criteria). Forward Air Corporation's management is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting. Our responsibility is to express an opinion on management's assessment and an opinion on the effectiveness of the company's internal control over financial reporting based on our audit.

We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit included obtaining an understanding of internal control over financial reporting, evaluating management's assessment, testing and evaluating the design and operating effectiveness of internal control, and performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

A company's internal control over financial reporting is a process designed 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. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

In our opinion, management's assessment that Forward Air Corporation maintained effective internal control over financial reporting as of December 31, 2004, is fairly stated, in all material respects, based on the COSO criteria. Also, in our opinion, Forward Air Corporation maintained, in all material respects, effective internal control over financial reporting as of December 31, 2004, based on the COSO criteria.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the consolidated balance sheets of Forward Air Corporation as of December 31, 2004 and 2003, and the related consolidated statements of income, shareholders' equity, and cash flows for each of the three years in the period ended December 31, 2004 and our report dated March 11, 2005 expressed an unqualified opinion thereon.

/s/ Ernst & Young LLP

Nashville, Tennessee  
March 11, 2005



**Item 9B. Other Information**

Not applicable.

**Part III****Item 10. Directors And Executive Officers Of The Registrant**

The information required by this item with respect to our directors is incorporated herein by reference to our proxy statement for the 2005 Annual Meeting of Shareholders (the "2005 Proxy Statement"). The 2005 Proxy Statement will be filed with the SEC not later than 120 days subsequent to December 31, 2004.

Pursuant to Item 401(b) of Regulation S-K, the information required by this item with respect to our executive officers is set forth in Part I of this report.

**Item 11. Executive Compensation**

The information required by this item is incorporated herein by reference to the 2005 Proxy Statement.

**Item 12. Security Ownership Of Certain Beneficial Owners And Management And Related Shareholder Matters**

The information required by this item is incorporated herein by reference to the 2005 Proxy Statement.

**Item 13. Certain Relationships And Related Transactions**

The information required by this item is incorporated herein by reference to the 2005 Proxy Statement.

**Item 14. Principal Accountant Fees And Services**

The information required by this item is incorporated herein by reference to the 2005 Proxy Statement.

## Part IV

### Item 15. Exhibits and Financial Statement Schedules

- (a)(1) and (2) List of Financial Statements and Financial Statement Schedules.  
The response to this portion of Item 15 is submitted as a separate section of this report.
- (a)(3) List of Exhibits.  
The response to this portion of Item 15 is submitted as a separate section of this report.
- (b) Exhibits.  
The response to this portion of Item 15 is submitted as a separate section of this report.
- (c) Financial Statement Schedules.  
The response to this portion of Item 15 is submitted as a separate section of this report.

## SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) 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: March 16, 2005

By: /s/ Bruce A. Campbell

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Bruce A. Campbell  
President and Chief Executive Officer

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Scott M. Niswonger</u> Scott M. Niswonger	Chairman of the Board	March 16, 2005
<u>/s/ Bruce A. Campbell</u> Bruce A. Campbell	President, Chief Executive Officer and Director (Principal Executive Officer)	March 16, 2005
<u>/s/ Andrew C. Clarke</u> Andrew C. Clarke	Chief Financial Officer, Senior Vice President, Treasurer and Director (Principal Financial Officer)	March 16, 2005
<u>/s/ Rodney L. Bell</u> Rodney L. Bell	Vice President and Controller (Principal Accounting Officer)	March 16, 2005
<u>/s/ Robert K. Gray</u> Robert K. Gray	Director	March 16, 2005
<u>/s/ Richard W. Hanselman</u> Richard W. Hanselman	Director	March 16, 2005
<u>/s/ C. John Langley, Jr.</u> C. John Langley, Jr.	Director	March 16, 2005
<u>/s/ Ray A. Mundy</u> Ray A. Mundy	Director	March 16, 2005
<u>/s/ B. Clyde Preslar</u> B. Clyde Preslar	Director	March 16, 2005



**Annual Report on Form 10-K**

**Item 8, Item 15(a)(1) and (2), (c) and (d)**

**List of Financial Statements and Financial Statement Schedule**

**Financial Statements and Supplementary Data**

**Certain Exhibits**

**Financial Statement Schedule**

**Year Ended December 31, 2004**

**Forward Air Corporation**

**Greeneville, Tennessee**

**Forward Air Corporation**

**Form 10-K — Item 8 and Item 15(a)(1) and (2)**

**Index to Financial Statements and Financial Statement Schedule**

The following consolidated financial statements of Forward Air Corporation are included as a separate section of this report:

	<u>Page No.</u>
Audit Report of Ernst & Young LLP, Independent Registered Public Accounting Firm .....	F-3
Consolidated Balance Sheets — December 31, 2004 and 2003 .....	F-4
Consolidated Statements of Income — Years Ended December 31, 2004, 2003 and 2002 .....	F-6
Consolidated Statements of Shareholders' Equity — Years Ended December 31, 2004, 2003 and 2002 .....	F-7
Consolidated Statements of Cash Flows — Years Ended December 31, 2004, 2003 and 2002	F-8
Notes to Consolidated Financial Statements — December 31, 2004 .....	F-9

The following financial statement schedule of Forward Air Corporation is included as a separate section of this report.

Schedule II — Valuation and Qualifying Accounts .....	S-1
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All other schedules for which provision is made in the applicable accounting regulation of the Securities and Exchange Commission are not required under the related instructions or are inapplicable and, therefore, have been omitted.

## Report of Independent Registered Public Accounting Firm

The Board of Directors and Shareholders  
Forward Air Corporation

We have audited the accompanying consolidated balance sheets of Forward Air Corporation as of December 31, 2004 and 2003, and the related consolidated statements of income, shareholders' equity, and cash flows for each of the three years in the period ended December 31, 2004. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with the auditing standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the consolidated financial position of Forward Air Corporation at December 31, 2004 and 2003, and the consolidated results of its operations and its cash flows for each of the three years in the period ended December 31, 2004, in conformity with United States generally accepted accounting principles.

We have also audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the effectiveness of Forward Air Corporation's internal control over financial reporting as of December 31, 2004, based on criteria established in Internal Control — Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission and our report dated March 11, 2005 expressed an unqualified opinion thereon.

/s/ Ernst & Young LLP

Nashville, Tennessee  
March 11, 2005

**Forward Air Corporation**  
**Consolidated Balance Sheets**

	December 31	
	2004	2003
	(In thousands)	
<b>Assets</b>		
Current assets:		
Cash .....	\$ 78	\$ 16,362
Short-term investments .....	111,600	70,177
Accounts receivable, less allowances of \$1,072 in 2004 and \$1,263 in 2003 .....	38,334	31,457
Income taxes receivable .....	3,805	—
Inventories .....	422	399
Prepaid expenses and other current assets .....	3,750	2,669
Deferred income taxes .....	1,433	2,102
Total current assets .....	159,422	123,166
Property and equipment:		
Land .....	2,611	2,611
Buildings .....	8,051	7,961
Equipment .....	67,820	57,336
Leasehold improvements .....	2,743	2,323
Total property and equipment .....	81,225	70,231
Accumulated depreciation and amortization .....	43,939	37,319
Net property and equipment .....	37,286	32,912
Goodwill, net of accumulated amortization of \$1,931 in 2004 and 2003 .....	15,588	15,588
Other assets .....	2,257	3,421
Total assets .....	\$214,553	\$175,087



**Forward Air Corporation**  
**Consolidated Balance Sheets (continued)**

	December 31	
	2004	2003
	(In thousands, except share data)	
<b>Liabilities and shareholders' equity</b>		
Current liabilities:		
Accounts payable .....	\$ 10,026	\$ 7,379
Accrued payroll and related items .....	4,611	2,549
Insurance and claims accruals .....	4,424	4,595
Income taxes payable .....	—	716
Other accrued expenses .....	6,557	5,022
Current portion of capital lease obligations .....	39	29
Total current liabilities .....	25,657	20,290
Capital lease obligations, less current portion .....	867	907
Deferred income taxes .....	7,026	6,182
Shareholders' equity:		
Preferred stock, \$0.01 par value:		
Authorized shares — 5,000,000		
No shares issued .....	—	—
Common stock, \$0.01 par value:		
Authorized shares — 50,000,000		
Issued and outstanding shares — 32,397,747 in 2004 and 32,245,328 in 2003 .....	324	322
Additional paid-in capital .....	36,279	37,410
Accumulated other comprehensive income .....	4	1
Retained earnings .....	144,396	109,975
Total shareholders' equity .....	181,003	147,708
Total liabilities and shareholders' equity .....	\$214,553	\$175,087

The accompanying notes are an integral part of these consolidated financial statements.

**Forward Air Corporation**  
**Consolidated Statements of Income**

	Year ended December 31		
	2004	2003	2002
	(In thousands, except per share data)		
Operating revenue .....	\$282,197	\$241,517	\$226,072
Operating expenses:			
Purchased transportation .....	118,425	102,063	99,319
Salaries, wages and employee benefits .....	62,728	54,267	50,368
Operating leases .....	12,791	13,102	12,250
Depreciation and amortization .....	6,817	7,263	7,461
Insurance and claims .....	5,382	5,153	3,868
Other operating expenses .....	<u>22,456</u>	<u>19,487</u>	<u>20,069</u>
Total operating expenses .....	<u>228,599</u>	<u>201,335</u>	<u>193,335</u>
Income from operations .....	53,598	40,182	32,737
Other income (expense):			
Interest expense .....	(55)	(71)	(342)
Other, net .....	<u>1,127</u>	<u>600</u>	<u>1,763</u>
Total other income .....	<u>1,072</u>	<u>529</u>	<u>1,421</u>
Income before income taxes .....	54,670	40,711	34,158
Income taxes .....	<u>20,249</u>	<u>14,896</u>	<u>12,542</u>
Net income .....	<u>\$ 34,421</u>	<u>\$ 25,815</u>	<u>\$ 21,616</u>
Income per share:			
Basic .....	<u>\$ 1.07</u>	<u>\$ 0.81</u>	<u>\$ 0.67</u>
Diluted .....	<u>\$ 1.05</u>	<u>\$ 0.79</u>	<u>\$ 0.65</u>

The accompanying notes are an integral part of these consolidated financial statements.

**Forward Air Corporation**

**Consolidated Statements of Shareholders' Equity**

	<u>Common Stock</u>		<u>Additional</u>	<u>Retained</u>	<u>Accumulated Other</u>	<u>Total</u>
	<u>Shares</u>	<u>Amount</u>	<u>Paid-in</u>	<u>Earnings</u>	<u>Comprehensive</u>	<u>Shareholders'</u>
			<u>Capital</u>	<u>Income (Loss)</u>	<u>Income (Loss)</u>	<u>Equity</u>
				(In thousands)		
Balance at December 31, 2001 .....	21,638	\$216	\$ 43,796	\$ 62,544	\$ 29	\$106,585
Three-for-two stock split declared						
February 2005 .....	10,819	108	(108)	—	—	—
Net income for 2002 .....	—	—	—	21,616	—	21,616
Unrealized loss on securities available for sale, net of \$(18) tax .....	—	—	—	—	(38)	(38)
Comprehensive income						21,578
Exercise of stock options .....	326	3	1,584	—	—	1,587
Common stock issued under employee stock purchase plan .....	9	—	116	—	—	116
Common stock repurchased under stock repurchase program .....	(965)	(9)	(12,508)	—	—	(12,517)
Income tax benefit from stock options exercised .....	—	—	997	—	—	997
Balance at December 31, 2002 .....	31,827	318	33,877	84,160	(9)	118,346
Net income for 2003 .....	—	—	—	25,815	—	25,815
Unrealized gain on securities available for sale, net of \$6 tax ...	—	—	—	—	10	10
Comprehensive income						25,825
Exercise of stock options .....	402	4	2,693	—	—	2,697
Common stock issued under employee stock purchase plan .....	16	—	210	—	—	210
Income tax benefit from stock options exercised .....	—	—	630	—	—	630
Balance at December 31, 2003 .....	32,245	322	37,410	109,975	1	147,708
Net income for 2004 .....	—	—	—	34,421	—	34,421
Unrealized gain on securities available for sale, net of \$2 tax ...	—	—	—	—	3	3
Comprehensive income						34,424
Exercise of stock options .....	588	6	7,097	—	—	7,103
Common stock issued under employee stock purchase plan .....	14	—	250	—	—	250
Common stock repurchased under stock repurchase plan .....	(449)	(4)	(11,384)	—	—	(11,388)
Income tax benefit from stock options exercised .....	—	—	2,906	—	—	2,906
Balance at December 31, 2004 .....	<u>32,398</u>	<u>\$324</u>	<u>\$ 36,279</u>	<u>\$144,396</u>	<u>\$ 4</u>	<u>\$181,003</u>

The accompanying notes are an integral part of these consolidated financial statements.

**Forward Air Corporation**  
**Consolidated Statements of Cash Flows**

	Year ended December 31		
	2004	2003	2002
	(In thousands)		
<b>Operating activities:</b>			
Net income .....	\$ 34,421	\$ 25,815	\$ 21,616
Adjustments to reconcile net income to net cash provided by operating activities:			
Depreciation and amortization .....	6,817	7,263	7,461
Loss (gain) on sale of property and equipment .....	—	126	(308)
Loss on early extinguishment of debt .....	—	—	456
Provision for losses on receivables .....	161	120	835
Provision for revenue adjustments .....	1,848	1,618	1,821
Deferred income taxes .....	1,511	(1,348)	60
Changes in operating assets and liabilities:			
Accounts receivable .....	(8,886)	(4,357)	(2,730)
Inventories .....	(23)	4	(24)
Prepaid expenses and other current assets .....	(1,081)	(642)	415
Accounts payable and accrued expenses .....	4,262	1,325	1,064
Income taxes .....	(4,521)	2,188	(1,710)
Tax benefit of stock options exercised .....	2,906	630	997
Net cash provided by operating activities .....	37,415	32,742	29,953
<b>Investing activities:</b>			
Purchases of property and equipment .....	(11,200)	(2,874)	(3,913)
Proceeds from disposal of property and equipment .....	9	189	135
Proceeds from sales or maturities of available-for-sale securities .....	232,496	170,875	68,316
Purchases of available-for-sale securities .....	(273,916)	(193,263)	(76,740)
Release of amounts held in escrow related to the Atlanta terminal condemnation .....	1,260	—	—
Other .....	(94)	113	58
Net cash used in investing activities .....	(51,445)	(24,960)	(12,144)
<b>Financing activities:</b>			
Payments of long-term debt .....	—	(443)	(452)
Payments of capital lease obligations .....	(30)	(26)	(3,966)
Proceeds from exercise of stock options .....	7,103	2,697	1,587
Repurchase of common stock .....	(9,577)	—	(12,517)
Proceeds from common stock issued under employee stock purchase plan .....	250	210	116
Net cash (used in) provided by financing activities .....	(2,254)	2,438	(15,232)
Net increase (decrease) in cash .....	(16,284)	10,220	2,577
Cash at beginning of year .....	16,362	6,142	3,565
Cash at end of year .....	\$ 78	\$ 16,362	\$ 6,142
Common stock repurchase liabilities included in accounts payable .....	\$ 1,811	\$ —	\$ —

The accompanying notes are an integral part of these consolidated financial statements.

**FORWARD AIR CORPORATION**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**  
**DECEMBER 31, 2004**

**1. Accounting Policies**

**Basis of Presentation and Principles of Consolidation**

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

The Company operates a comprehensive national network for the time-definite surface transportation of deferred freight. The Company provides its transportation services through a network of terminals located at or near airports in the United States and Canada. The Company's customers primarily consist of air freight forwarders, domestic and international airlines and integrated air cargo carriers. The Company's operations involve receiving deferred freight shipments at its terminals and transporting them by truck to the terminal nearest their destination. These activities constitute a single business segment as defined by the Financial Accounting Standards Board ("FASB") Statement of Financial Accounting Standards ("SFAS") No. 131, *Disclosure about Segments of an Enterprise and Related Information*.

**Use of Estimates**

The preparation of the consolidated financial statements in conformity with accounting principles generally accepted in the United States requires management to make estimates and assumptions that affect the amounts reported in the consolidated financial statements and accompanying notes. Actual results could differ from those estimates. Significant areas requiring management estimates include the following key financial areas:

*Allowance for Doubtful Accounts*

The Company evaluates the collectibility of its accounts receivable based on a combination of factors. In circumstances in which management is aware of a specific customer's inability to meet its financial obligations to the Company (for example, bankruptcy filings, accounts turned over for collection or litigation), the Company records a specific reserve for these bad debts against amounts due to reduce the net recognized receivable to the amount the Company reasonably believes will be collected. For all other customers, the Company recognizes reserves for these bad debts based on the length of time the receivables are past due. Specifically, amounts that are 90 days or more past due are reserved at 50.0%. If circumstances change (i.e., the Company experiences higher than expected defaults or an unexpected material adverse change in a customer's ability to meet its financial obligations to the Company), the estimates of the recoverability of amounts due to the Company could be reduced by a material amount. Accounts are written off after all means of collection, including legal action, have been exhausted.

*Allowance for Revenue Adjustments*

The Company's allowance for revenue adjustments consists of amounts reserved for billing rate changes that are not captured upon load initiation. These adjustments generally arise: (1) when the sales department contemporaneously grants small rate changes ("spot quotes") to customers that differ from the standard rates in the system; (2) when freight requires dimensionalization or is reweighed resulting in a different required rate; (3) when billing errors occur; and (4) when data entry errors occur. When appropriate, permanent rate changes are initiated and reflected in the system. The Company monitors the manual revenue adjustments closely through the employment of various controls that are in place to ensure that revenue recognition is not compromised and that fraud does not occur. During 2004, average revenue adjustments per month were approximately \$150,000, on average revenue per month of approximately \$23.5 million (less than 0.7% of monthly revenue). In order to estimate the allowance for revenue adjustments related to ending accounts receivable, the Company prepares an analysis that considers average monthly revenue adjustments and the average lag for identifying and quantifying these revenue adjustments. Based on this analysis, the Company establishes an allowance for approximately 40-80 days (dependent upon experience in the last twelve months) of average revenue adjustments, adjusted for rebates and billing errors. The lag is periodically adjusted based on actual historical experience. Additionally, the average

## FORWARD AIR CORPORATION

### NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued) DECEMBER 31, 2004

#### 1. Accounting Policies (Continued)

amount of revenue adjustments per month can vary in relation to the level of sales or based on other factors (such as personnel issues that could result in excessive manual errors or in excessive spot quotes being granted). Both of these significant assumptions are continually evaluated for validity.

##### *Self-Insurance Loss Reserves*

Given the nature of the Company's operating environment, the Company is subject to vehicle and general liability, workers' compensation and health insurance claims. To mitigate a portion of these risks, the Company maintains insurance for individual vehicle and general liability claims exceeding \$500,000 and workers' compensation claims and health insurance claims exceeding \$250,000. The amount of self-insurance loss reserves and loss adjustment expenses is determined based on an estimation process that uses information obtained from both company-specific and industry data, as well as general economic information. The estimation process for self-insurance loss exposure requires management to continuously monitor and evaluate the life cycle of claims. Using data obtained from this monitoring and the Company's assumptions about the emerging trends, management develops information about the size of ultimate claims based on its historical experience and other available market information. The most significant assumptions used in the estimation process include determining the trend in loss costs, the expected consistency in the frequency and severity of claims incurred but not yet reported to prior year claims, changes in the timing of the reporting of losses from the loss date to the notification date, and expected costs to settle unpaid claims. Management also monitors the reasonableness of the judgments made in the prior year's estimation process (referred to as a hindsight analysis) and adjusts current year assumptions based on the hindsight analysis. Additionally, beginning in 2003, the Company utilizes an actuary to evaluate open claims and estimate the ongoing development exposure.

##### **Revenue Recognition**

Operating revenue and related costs are recognized as of the date shipments are completed. No single customer accounted for more than 10.0% of operating revenue in 2004, 2003 or 2002.

##### **Cash and Cash Equivalents**

The Company considers all highly liquid investments with a maturity of three months or less when purchased to be cash and cash equivalents.

##### **Available-For-Sale Securities**

Available-for-sale securities are carried at fair value, with unrealized gains and losses, net of tax, reported in other comprehensive income. The amortized cost of debt securities in this category is adjusted for amortization of premiums and accretion of discounts to maturity computed under the effective interest method. Such amortization is included in other income. Realized gains and losses and declines in value judged to be other-than-temporary on available-for-sale securities are included in other income. The cost of securities sold is based on the specific identification method. Interest on securities classified as available-for-sale is included in other income in the consolidated statements of income.

##### **Inventories**

Inventories of tires, replacement parts, supplies, and fuel for equipment are stated at the lower of cost or market utilizing the FIFO (first-in, first-out) method of determining cost. Inventories of tires and replacement parts are not material in the aggregate. Replacement parts are expensed when placed in service, while tires are capitalized and amortized over their expected life. Replacement parts and tires are included as a component of other operating expenses in the consolidated statements of income.

## FORWARD AIR CORPORATION

### NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued) DECEMBER 31, 2004

#### 1. Accounting Policies (Continued)

##### Property and Equipment

Property and equipment are stated at cost. Expenditures for normal repair and maintenance are expensed as incurred. Depreciation of property and equipment is calculated based upon the cost of the asset, reduced by its estimated salvage value, using the straight-line method over the estimated useful lives as follows:

Buildings .....	30–40 years
Equipment .....	3–10 years
Leasehold improvements .....	Lesser of Useful Life or Initial Lease Term

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. When the criteria have been met for long-lived assets to be classified as held for sale, the assets are recorded at the lower of carrying value or fair market value (less selling costs).

##### Operating Leases

Certain operating leases include rent increases during the initial lease term. For these leases, the Company recognizes the related rental expenses on a straight-line basis over the term of the lease, which includes any rent holiday period, and records the difference between the amounts charged to operations and amount paid as rent as a rent liability.

##### Goodwill and Other Intangible Assets

Goodwill is recorded at cost based on the excess of purchase price over the fair value of assets acquired. In June 2001, the FASB issued SFAS No. 142, *Goodwill and Other Intangible Assets*, effective for fiscal years beginning after December 15, 2001. Under the rules in SFAS No. 142, goodwill and intangible assets with indefinite lives are not amortized but are subject to annual impairment tests in accordance with the statement. Other intangible assets continue to be amortized over their useful lives. The Company adopted SFAS No. 142 effective January 1, 2002. The Company completed the initial step of the transitional impairment test of goodwill during the second quarter of 2002 and its required annual impairment test during each of the second quarters of 2003 and 2004, and determined that goodwill had not been impaired. Any subsequent impairment losses will be reflected in income from operations in the consolidated statements of income.

##### Software Development

Costs related to software developed or acquired for internal use are expensed or capitalized and then amortized in accordance with the American Institute of Certified Public Accountants Statement Of Position No. 98-1, *Accounting for the Costs of Computer Software Developed or Obtained for Internal Use*. The Company uses a five-year straight line amortization for the capitalized amounts of software development costs.

##### Income Taxes

The Company accounts for income taxes using the liability method, whereby deferred tax assets and liabilities are determined based on differences between financial reporting and tax basis of assets and liabilities and are measured using the enacted tax rates and laws that will be in effect when the differences are expected to be recovered or settled.

**FORWARD AIR CORPORATION**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)  
DECEMBER 31, 2004**

**1. Accounting Policies (Continued)**

**Income Per Share**

The Company calculates income per share in accordance with SFAS No. 128, *Earnings Per Share*. Under SFAS No. 128, basic income per share excludes any dilutive effects of options, warrants and convertible securities. Diluted income per share includes any dilutive effects of options, warrants and convertible securities, and uses the treasury stock method in calculating dilution. All income per share data included in the consolidated financial statements and notes thereto have been restated to give effect to a three-for-two stock split declared in February 2005 (see Note 4).

**Comprehensive Income**

Comprehensive income includes any changes in the equity of the Company from transactions and other events and circumstances from non-operational sources. Unrealized gains and losses on available-for-sale securities are included in other comprehensive income for all years presented.

**Employee Stock Options**

The Company grants options for a fixed number of shares to employees with an exercise price equal to the fair value of the shares at the grant date. The Company accounts for employee stock option grants in accordance with Accounting Principles Board (“APB”) Opinion No. 25, *Accounting for Stock Issued to Employees*, and, accordingly, recognizes no compensation expense for the stock option grants. The Company adopted the disclosure option of SFAS No. 123, *Accounting for Stock-Based Compensation* (as amended by SFAS No. 148, *Accounting for Stock-Based Compensation — Transition and Disclosure*), which requires that the information be determined as if the Company accounted for its stock options granted subsequent to December 31, 1994 under the fair value method.

For purposes of pro forma disclosures, the estimated fair value of the stock options is amortized to expense over the options’ vesting period. The Company’s pro forma information follows (in thousands, except per share data):

	<u>2004</u>	<u>2003</u>	<u>2002</u>
Net income, as reported .....	\$34,421	\$25,815	\$21,616
Pro forma compensation expense, net of tax.....	<u>(2,658)</u>	<u>(2,969)</u>	<u>(2,736)</u>
Pro forma net income.....	<u>\$31,763</u>	<u>\$22,846</u>	<u>\$18,880</u>
Pro forma net income per share:			
Basic.....	\$ 0.98	\$ 0.71	\$ 0.58
Diluted.....	\$ 0.96	\$ 0.70	\$ 0.57

**Recently Issued Accounting Pronouncements**

On December 16, 2004, the FASB issued SFAS No. 123 (Revised 2004), *Share-Based Payment*, which is a revision of SFAS No. 123, *Accounting for Stock-Based Compensation*. SFAS No. 123R supersedes Accounting Principles Board (“APB”) Opinion No. 25, *Accounting for Stock Issued to Employees*, and amends SFAS No. 95, *Statement of Cash Flows*. Generally, the approach in SFAS No. 123R is similar to the approach described in SFAS No. 123. However, SFAS No. 123R requires all share-based payments to employees, including grants of employee stock options, to be recognized in the income statement based on their fair values. Pro forma disclosure is no longer an option.

SFAS No. 123R must be adopted no later than July 1, 2005. Early adoption will be permitted in a period in which financial statements have not yet been issued. The Company expects to adopt SFAS No. 123R on July 1, 2005. The Company at this time plans to adopt SFAS No. 123R using the modified-retrospective method, restating all prior periods.

As permitted by SFAS No. 123, the Company currently accounts for share-based payments to employees using APB Opinion No. 25’s intrinsic value method and, as such, generally recognizes no compensation cost for employee



**FORWARD AIR CORPORATION**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**  
**DECEMBER 31, 2004**

**1. Accounting Policies (Continued)**

stock options. Accordingly, the adoption of SFAS No. 123R's fair value method will have significant impact on our results of operations, although it will have no impact on our overall financial position. The impact of adoption of SFAS No. 123R cannot be predicted at this time because it will depend on levels of share-based payments granted in the future. However, had we adopted SFAS No. 123R in prior periods, the impact of that standard would have approximated the impact of SFAS No. 123 as described in the disclosure of pro forma net income and earnings per share in Note 1 to our consolidated financial statements. SFAS No. 123R also requires the benefits of tax deductions in excess of recognized compensation cost to be reported as a financing cash flow, rather than as an operating cash flow as required under current literature. This requirement will reduce net operating cash flows and increase net financing cash flows in the periods after adoption. While the Company cannot estimate what those amounts will be in the future, the amount of operating cash flows recognized in prior periods for such tax deductions is disclosed in Note 5 to our consolidated financial statements.

In January 2003, the FASB issued Interpretation No. 46, *Consolidation of Variable Interest Entities*. This interpretation of Accounting Research Bulletin No. 51, *Consolidated Financial Statements*, sets forth criteria under which a company must consolidate certain variable interest entities. Interpretation No. 46 places increased emphasis on controlling financial interests when determining if a company should consolidate a variable interest entity. The Company adopted the provisions of Interpretation No. 46 during the first quarter of fiscal 2004 as a result of the FASB deferring the effective date of FASB Interpretation No. 46 for variable interests held by public companies. The adoption of Interpretation No. 46 had no impact on the Company's financial position or results of operations.

**2. Investments**

The Company had a total of \$111.6 and \$70.2 million in available-for-sale securities as of December 31, 2004 and 2003, respectively. In the consolidated balance sheet as of December 31, 2003, there has been a reclassification from cash and cash equivalents to short-term investments of \$67.2 million. In prior years, the Company had considered its municipal bonds with the option to go to auction every 7-35 days ("auction rate securities") as cash and cash equivalents. Since the stated maturities on the auction rate securities were in excess of three months from the time of purchase, the auction rate securities meet the Company's policy for classification as available-for-sale securities. Securities are classified as available for sale when the Company does not intend to hold the securities to maturity nor regularly trade the securities. In addition to the reclassification from cash equivalents to available-for-sale securities in the December 31, 2003 consolidated balance sheet, there were reclassifications of \$39.8 million and \$11.7 million from net increase in cash and cash equivalents to net cash used by investing activities related to the purchase and sale of available-for-sale securities for the years ended December 31, 2003 and 2002 in the consolidated statements of cash flows.

The following is a summary of available-for-sale securities at December 31, 2004 and 2003 (in thousands) (December 31, 2003 disclosure reclassified to reflect 2004 presentation):

	<u>Amortized Cost</u>	<u>Gross Unrealized Gains</u>	<u>Gross Unrealized Losses</u>	<u>Fair Value</u>
<u>December 31, 2004</u>				
Available-for-sale securities.....	\$111,594	\$ 6	\$ —	\$111,600
<u>December 31, 2003</u>				
Available-for-sale securities.....	\$ 70,176	\$ 1	\$ —	\$ 70,177

The gross realized gains on sales of available-for-sale securities totaled \$-0- for each of the years ended December 31, 2004, 2003, and 2002, respectively. The net adjustments to unrealized holding gains (losses) on available for sale securities included in other comprehensive income totaled \$3,000, \$10,000, and (\$38,000) in 2004, 2003, and 2002, respectively. Realized gains and losses are recorded based on the specific identification of securities sold.

**FORWARD AIR CORPORATION**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**  
**DECEMBER 31, 2004**

**2. Investments (Continued)**

The net carrying value and estimated fair value of debt securities at December 31, 2004 by contractual maturity are show below: Expected maturities will differ from contractual maturities because the Company has the intent and ability to sell prior to stated maturity without penalty (via auction).

	Cost	Fair Value
Debt securities:		
Contractual maturity within one year.....	\$ —	\$ —
Contractual maturity after one year through five years .....	—	—
Contractual maturity after five years through ten years.....	—	—
Contractual maturity after ten years .....	<u>111,594</u>	<u>111,600</u>
Total debt securities with contractual maturities .....	<u>\$111,594</u>	<u>\$111,600</u>

**3. Credit Facilities and Long-Term Debt**

The Company has a \$20.0 million unsecured working capital line of credit facility, which expires in April 2006, with a Tennessee bank. Interest rates for advances under the facility vary from LIBOR plus 1.0% to 1.9% based upon covenants related to total indebtedness and cash flows, (3.3% and 2.2% at December 31, 2004 and 2003, respectively). The agreement contains certain covenants and restrictions, none of which are expected to significantly affect our operations or ability to pay dividends. As of December 31, 2004 and 2003, the Company had no borrowings outstanding under the line of credit facility. At December 31, 2004, the Company had \$15.7 million of available borrowing capacity outstanding under the line and had utilized \$4.3 million of availability for outstanding letters of credit.

Interest payments during 2004, 2003 and 2002 were \$55,000, \$71,000 and \$342,000, respectively, none of which were capitalized.

**4. Shareholders' Equity and Stock Options**

*Preferred Stock* — The Board of Directors is authorized to issue, at its discretion, up to 5.0 million shares of preferred stock, par value \$0.01. The terms and conditions of the preferred shares are to be determined by the Board of Directors. No shares have been issued to date.

*Common Stock Split* — On February 15, 2005, the Board of Directors declared a three-for-two stock split of the common stock to be effected in the form of a stock dividend to shareholders of record as of March 18, 2005. Common stock issued and additional paid-in capital have been restated to reflect the split for all years presented. All common share and per share data included in the consolidated financial statements and notes thereto have been restated to give effect to the stock split.

*Cash Dividend* — On February 15, 2005, the Company's Board of Directors declared a cash dividend of \$0.06 per share of common stock on a split-adjusted basis to shareholders of record as of April 4, 2005. 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.

*Repurchase of Common Stock* — On July 25, 2002, the Company announced that its Board of Directors approved a stock repurchase program for up to 3.0 million shares of the Company's common stock. The Company expects to fund the repurchases of its common stock from its cash, available-for-sale securities and cash generated from operating activities. As of December 31, 2004, the Company had repurchased 1,394,100 shares of the Company's common stock for \$23.5 million for an average purchase price of \$16.83 per share. This includes 60,300 shares that were purchased in December 2004 but not paid for until 2005 representing approximately \$1.8 million in accounts payable at year-end.

**FORWARD AIR CORPORATION**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**  
**DECEMBER 31, 2004**

**4. Shareholders' Equity and Stock Options (Continued)**

*Employee Stock Option and Incentive Plan* — The Company follows APB Opinion No. 25, *Accounting for Stock Issued to Employees*, and related interpretations in accounting for its employee stock options. Under Opinion No. 25, because the exercise price of the Company's employee stock options equals the market price of the underlying stock on the date of grant, no compensation expense is recognized.

At December 31, 1998, the Company had reserved 4.5 million shares of common stock under the 1992 Amended and Restated Stock Option and Incentive Plan (the "1992 Plan"). As of February 2004, the Company had reserved 4.5 million common shares under the 1999 Stock Option and Incentive Plan, resulting in a total of 9.0 million shares being reserved under the Plans. Options issued under the Plans have eight to ten-year terms and vest over a one to five year period. As of November 12, 2002, no additional options may be granted under the 1992 Plan resulting in the cancellation of 57,000 options available for grant under the 1992 Plan.

Pro forma information regarding net income and income per share is required by SFAS No. 123, *Accounting for Stock Based Compensation*, which also requires that the information be determined as if the Company has accounted for its stock options granted subsequent to December 31, 1994 under the fair value method of that Statement. The fair value for these options was estimated at the date of grant using a Black-Scholes option pricing model with the following weighted-average assumptions for 2004, 2003 and 2002, respectively: risk-free interest rates of 3.7%, 3.7% and 4.6%; dividend rate of zero; volatility factors of the expected market price of the common stock of 0.4, 0.5 and 0.7; and a weighted-average expected life of the option of seven years.

The Black-Scholes option valuation model was developed for use in estimating the fair value of traded options which have no vesting restrictions and are fully transferable. In addition, option valuation models require the input of highly subjective assumptions, including the expected stock price volatility. Because the Company's stock options have characteristics significantly different from those of traded options, and because changes in the subjective input assumptions can materially affect the fair value estimate, in management's opinion, the existing models do not necessarily provide a reliable single measure of the fair value of its stock options. Refer to Note 1 for the pro forma disclosures under SFAS No. 123 (as amended by SFAS No. 148).

A summary of the Company's employee stock option activity and related information for the years ended December 31 follows:

	2004		2003		2002	
	Options (000)	Weighted-Average Exercise Price	Options (000)	Weighted-Average Exercise Price	Options (000)	Weighted-Average Exercise Price
Outstanding at beginning of year .....	1,476	\$15	1,595	\$13	2,079	\$12
Granted/converted .....	326	19	337	14	78	19
Exercised .....	(333)	17	(402)	7	(325)	5
Forfeited .....	(26)	19	(54)	18	(237)	19
Outstanding at end of year .....	<u>1,443</u>	<u>\$15</u>	<u>1,476</u>	<u>\$15</u>	<u>1,595</u>	<u>\$13</u>
Exercisable at end of year .....	<u>783</u>	<u>\$12</u>	<u>753</u>	<u>\$12</u>	<u>713</u>	<u>\$ 9</u>
Options available for grant .....	<u>2,273</u>		<u>323</u>		<u>606</u>	
Weighted-average fair value of options granted during the year .....	<u>\$ 9.49</u>		<u>\$ 8.07</u>		<u>\$11.40</u>	

**FORWARD AIR CORPORATION**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**  
**DECEMBER 31, 2004**

**4. Shareholders' Equity and Stock Options (Continued)**

The following table summarizes information about stock options outstanding as of December 31, 2004:

Range of Exercise Price	Number Outstanding (000)	Weighted-Average Remaining Contractual Life	Weighted-Average Exercise Price	Number Exercisable (000)	Weighted-Average Exercise Price
\$ 2.55– 4.95	341	4.0 years	\$ 4.20	341	\$ 4.20
4.96–17.79	459	7.4 years	14.53	246	14.81
<u>17.80–24.94</u>	<u>643</u>	<u>7.9 years</u>	<u>20.76</u>	<u>196</u>	<u>22.82</u>
<u>\$ 2.55–24.94</u>	<u>1,443</u>	<u>6.8 years</u>	<u>\$14.87</u>	<u>783</u>	<u>\$12.21</u>

*Non-Employee Director Options* — In May 2004, 2003 and 2002, options to purchase 56,250, 33,750 and 33,750 shares of common stock, respectively, were granted to the non-employee directors of the Company at option prices of \$20.20, \$15.57, and \$19.60 per share, respectively.

The options have terms of ten years and are exercisable in installments which vest over two-year periods from the date of grant. At December 31, 2004, 289,688 options are outstanding and will expire in May 2006 through May 2014, unless a non-employee director resigns or is not re-elected, in which event the options expire 90 days after the option holder is no longer a non-employee director.

*Employee Stock Purchase Plan* — The Company implemented an employee stock purchase plan effective January 1, 1996 (the "ESPP") at which time participating employees became entitled to purchase common stock through payroll deduction of up to 10.0% of the employee's annual compensation. Under the ESPP, each eligible employee may purchase up to 3,900 shares of common stock at semi-annual intervals each year at an issue price equal to the lesser of (1) 85.0% of market price on the first trading day of the semi-annual option period or (2) 85.0% of market price on the last trading day of the semi-annual option period. The Company has reserved 1,350,000 shares of common stock for issuance pursuant to the ESPP. At December 31, 2004, 172,044 shares had been issued under the ESPP.

*Income Per Share* — The following table sets forth the computation of basic and diluted income per share (in thousands, except per share data):

	<u>2004</u>	<u>2003</u>	<u>2002</u>
Numerator:			
Numerator for basic and diluted income per share — net income ...	<u>\$34,421</u>	<u>\$25,815</u>	<u>\$21,616</u>
Denominator:			
Denominator for basic income per share —			
weighted-average shares .....	32,310	31,991	32,405
Effect of dilutive stock options.....	<u>630</u>	<u>570</u>	<u>700</u>
Denominator for diluted income per share —			
adjusted weighted-average shares.....	<u>32,940</u>	<u>32,561</u>	<u>33,105</u>
Basic income per share .....	<u>\$ 1.07</u>	<u>\$ 0.81</u>	<u>\$ 0.67</u>
Diluted income per share.....	<u>\$ 1.05</u>	<u>\$ 0.79</u>	<u>\$ 0.65</u>

The number of options that could potentially dilute basic income per share in the future, but that were not included in the computation of diluted income per share because to do so would have been anti-dilutive for the periods presented, were 30,000, 636,000 and 699,000 in 2004, 2003 and 2002, respectively.

**FORWARD AIR CORPORATION**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**  
**DECEMBER 31, 2004**

**5. Income Taxes**

The provision for income taxes consists of the following:

	<b>2004</b>	<b>2003</b>	<b>2002</b>
	(In thousands)		
Current:			
Federal .....	\$16,598	\$14,333	\$11,073
State .....	2,140	1,911	1,409
	18,738	16,244	12,482
Deferred:			
Federal .....	1,224	(1,253)	54
State .....	287	(95)	6
	1,511	(1,348)	60
	<u>\$20,249</u>	<u>\$14,896</u>	<u>\$12,542</u>

The tax benefits associated with the exercise of stock options during the years ended 2004, 2003 and 2002 were \$2.9 million, \$0.6 million and \$1.0 million, respectively, and are reflected as an increase in additional paid-in capital in the accompanying consolidated statements of shareholders' equity.

In addition to the provision for income taxes included in the accompanying consolidated statements of income, a deferred tax provision (benefit) of approximately \$2,000, \$6,000 and \$(18,000) is included in other comprehensive income (loss) for the years ended December 31, 2004, 2003 and 2002, respectively.

The historical income tax expense differs from the amounts computed by applying the federal statutory rate of 35.0% to income before income taxes as follows:

	<b>2004</b>	<b>2003</b>	<b>2002</b>
	(In thousands)		
Tax expense at the statutory rate .....	\$19,134	\$14,249	\$11,955
State income taxes, net of federal benefit .....	1,578	1,180	920
Meals and entertainment .....	195	156	172
Penalties .....	5	10	26
Tax-exempt interest income .....	(419)	(231)	(325)
Other .....	(244)	(468)	(206)
	<u>\$20,249</u>	<u>\$14,896</u>	<u>\$12,542</u>

**FORWARD AIR CORPORATION**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**  
**DECEMBER 31, 2004**

**5. Income Taxes (Continued)**

Deferred income taxes reflect the net tax effects of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for income tax purposes. Significant components of the Company's deferred tax liabilities and assets are as follows:

	December 31	
	2004	2003
	(In thousands)	
Deferred tax assets:		
Accrued expenses .....	\$ 1,859	\$ 2,230
Allowance for doubtful accounts .....	406	479
Net operating loss carryforwards .....	480	402
Total deferred tax assets .....	2,745	3,111
Valuation allowance .....	(480)	(402)
Total deferred tax assets, net of valuation allowance .....	2,265	2,709
Deferred tax liabilities:		
Tax over book depreciation .....	5,290	4,374
Research and development expenses .....	766	1,351
Prepaid expenses deductible when paid .....	833	607
Other .....	969	457
Total deferred tax liabilities .....	7,858	6,789
Net deferred tax liabilities .....	\$(5,593)	\$(4,080)

The balance sheet classification of deferred income taxes is as follows:

	December 31	
	2004	2003
	(In thousands)	
Current assets .....	\$ 1,433	\$ 2,102
Noncurrent liabilities .....	(7,026)	(6,182)
	\$(5,593)	\$(4,080)

Total income tax payments, net of refunds, during fiscal 2004, 2003 and 2002 were \$20.4 million, \$13.7 million and \$12.8 million, respectively.

At December 31, 2004, the Company had state net operating loss carryforwards of \$0.5 million that will expire between 2013 and 2024. The use of these state net operating losses is limited to the future taxable income of separate legal entities. As a result, a valuation allowance for the entire amount has been provided, as the Company believes it unlikely that sufficient taxable income will be generated by these entities to use the loss carryforwards.

**6. Leases**

In September 2000, the Company entered into an agreement with the Rickenbacker Port Authority ("Rickenbacker") to lease a building located near the Company's Columbus, Ohio hub facility. At the inception of the lease, the Company made a \$2.0 million loan to Rickenbacker. The lease agreement has a ten year initial term, with two five-year renewal options. The present value of the future minimum lease payments of \$0.9 million (at December 31, 2004) is included in capital lease obligations in the accompanying consolidated balance sheet. Because the lease met the criteria for classification as a capital lease, the leased building was recorded in property and equipment at \$3.0 million (which represents the present value of minimum lease payments, including the \$2.0

**FORWARD AIR CORPORATION**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**  
**DECEMBER 31, 2004**

**6. Leases (Continued)**

million initial payment), as it is less than the fair value at the inception date. The building is being depreciated over the initial lease term.

SFAS No. 13, *Accounting for Leases*, requires that a lease meet one or more of four specified criteria in order to be classified as a capital lease. With respect to the Rickenbacker lease, it was classified as a capital lease since the present value of the minimum lease payments, including the initial \$2.0 million payment, exceeded 90.0% of the fair value of the property at lease inception.

Prior to December 1, 2002, the Company had a capital lease agreement (with a bargain purchase option) extending to 2008 with the Director of Development of the State of Ohio for its main terminal facility located in Columbus, Ohio. The amounts due under the lease were included in capital lease obligations. The Company was responsible for all taxes, assessments and other costs of ownership under the lease agreement. The lease also required, among other things, restrictions on the payment of dividends and the maintenance of certain levels of net worth and other financial ratios. The assets were being amortized over the estimated useful lives of the assets under the assumption that the bargain purchase option would be exercised.

On October 25, 2002, the Company elected the early extinguishment of the obligation associated with the lease agreement on the Columbus hub facility and to exercise the related purchase option. As of the date of extinguishment, the outstanding capital lease obligation was approximately \$3.4 million. With pre-payment penalties, the total amount required in satisfaction of the obligation and of the purchase option was approximately \$3.9 million, resulting in a loss of approximately \$456,000 from early extinguishment. This loss is included in other income, net in the accompanying 2002 consolidated statement of income.

Property and equipment include the following amounts for assets under capital leases:

	<b>December 31</b>	
	<b>2004</b>	<b>2003</b>
	<b>(In thousands)</b>	
Buildings .....	3,015	3,015
Less accumulated amortization .....	711	533
	<b>\$2,304</b>	<b>\$2,482</b>

Amortization of assets under capital leases is included in depreciation and amortization expense.

The Company leases certain facilities under noncancellable operating leases that expire in various years through 2009. Certain of these leases may be renewed for periods varying from one to ten years.

Sublease rental income, including amounts from related parties (see Note 7), was \$323,000, \$457,000 and \$562,000 in 2004, 2003 and 2002, respectively, and was included in operating revenue in the accompanying consolidated statements of income. The Company expects to receive aggregate future minimum rental payments under noncancelable subleases of approximately \$79,000.

**FORWARD AIR CORPORATION**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)  
DECEMBER 31, 2004**

**6. Leases (Continued)**

Future minimum rental payments under capital leases and noncancellable operating leases with initial or remaining terms in excess of one year consisted of the following at December 31, 2004:

<u>Fiscal Year</u>	<u>Capital Leases</u>	<u>Operating Leases</u>
	(In thousands)	
2005 .....	\$ 85	\$11,050
2006 .....	89	9,211
2007 .....	89	6,595
2008 .....	89	3,811
2009 .....	89	1,424
Thereafter .....	<u>950</u>	<u>—</u>
Total minimum lease payments .....	\$1,391	<u>\$32,091</u>
Amounts representing interest .....	<u>485</u>	
Present value of net minimum lease payments (including current portion of \$39) .....	<u>\$ 906</u>	

**7. Transactions With Related Parties**

*Transactions with Landair Transport, Inc.*

Scott M. Niswonger, the Chairman of the Board of the Company, owns a majority interest in the parent company of Landair Transport, Inc. ("Landair"). The Company purchases truckload transportation services from Landair. Matthew J. Jewell, Senior Vice President and General Counsel, also served in these same capacities with Landair until May 2004.

During 2004, 2003 and 2002, the Company provided various operational and administrative services to Landair. The Company charged Landair \$0.2 million, \$0.2 million and \$0.2 million, respectively, during the years ended December 31, 2004, 2003 and 2002 for these services. These amounts have been included as a reduction of salaries, wages and employee benefits in the accompanying consolidated statements of income. Landair provided various operational and administrative services to the Company and charged it approximately \$93,000, \$58,000 and \$40,000, respectively, during the years ended December 31, 2004, 2003 and 2002 for these services. These charges have been included in salaries, wages and employee benefits in the accompanying consolidated statements of income.

The Company purchased approximately \$0.2 million, \$0.9 million and \$1.6 million of truckload transportation services from Landair in 2004, 2003 and 2002, respectively, which are included in purchased transportation in the accompanying consolidated statements of income.

The Company has a sublease with Landair pursuant to which the Company sublets to Landair a portion of the headquarters of the Company in Greeneville, Tennessee that is leased from the Greeneville-Greene County Airport Authority. The Company subleases the facility to Landair for consideration based upon the cost of such facility to the Company and an agreed-upon percentage of usage. Sublease rental income charged to Landair in 2004, 2003 and 2002 was approximately \$25,000, \$28,000 and \$79,000, respectively. These amounts are included in sublease rental income disclosed in Note 6.



## FORWARD AIR CORPORATION

### NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued) DECEMBER 31, 2004

#### 7. Transactions With Related Parties (Continued)

##### *Transactions With Sky Night, LLC*

The Company purchases air transportation services from Sky Night, LLC ("Sky Night"), a limited liability corporation owned by Scott M. Niswonger, the Chairman of the Board. The air charter expense totaled approximately \$86,000, \$196,000 and \$264,000 in 2004, 2003 and 2002, respectively, and is included in other operating expenses in the accompanying consolidated statements of income.

During 2001, the Company entered into an agreement to sublease hangar space at its Greeneville, Tennessee headquarters to Sky Night. The initial term of the sublease was for 12 months and the monthly rental rate was determined based on market prices for similar spaces in the area. The sublease term has been extended through July 7, 2005. Sublease rental income charged to Sky Night in 2004, 2003 and 2002 was approximately \$35,000, \$35,000 and \$35,000, respectively.

#### 8. Commitments and Contingencies

The primary claims in the Company's business are 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 analysis to determine an estimate of probable losses on claims incurred but not reported. Such losses could be realized immediately as the events underlying the claims have already occurred as of the balance sheet dates.

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

##### *Atlanta Terminal Condemnation*

During the fourth quarter of 2002, the City of Atlanta filed a Petition for Condemnation and Declaration of Taking for a terminal facility owned by Transportation Properties, Inc. and leased by Forward Air, Inc., two of the Company's wholly owned subsidiaries. The condemnation was filed in connection with the fifth runway airport expansion project at Atlanta Hartsfield-Jackson International Airport. According to the 2002 condemnation petition, the City of Atlanta took ownership of the property and building and deposited \$2.6 million into the Registry of the Court as compensation to Transportation Properties, Inc. The Company filed a protest to the City of Atlanta's evaluation of the property and building and also challenged the method of condemnation it utilized. Prior to December 2003, the City of Atlanta destroyed the condemned building in conjunction with the runway expansion project. On or about December 30, 2003, the Superior Court of Clayton County, Georgia (the "Court") ruled that the City of Atlanta's method of condemnation was improper and returned ownership of the land to the Company.

During January 2004, the City of Atlanta filed a second condemnation petition to obtain title to the land. In connection with this second petition, the City of Atlanta deposited an additional \$1.3 million into the Registry of the Court, which was the City of Atlanta's estimated fair market value of the land. The City of Atlanta petitioned the Court and was granted the right to withdraw the original \$2.6 million escrow balance it paid into the Court as part of the first petition for condemnation. The Company and its outside counsel believe that the December 30, 2003 ruling by the Court and the City of Atlanta's actions subsequent to the first condemnation have given rise

## FORWARD AIR CORPORATION

### NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued) DECEMBER 31, 2004

#### 8. Commitments and Contingencies (Continued)

to additional theories of recovery. The Company is not challenging the method of condemnation set forth in the second petition but is challenging the withdrawal of the original \$2.6 million escrow balance.

Additionally, the Company has claims for damages arising from the City of Atlanta's destruction of the Company's building during the wrongful possession of the property by the City of Atlanta. Currently, the Company is awaiting a trial setting on all issues of damages relating to the first and second condemnations of this property. As a result of the events up to and subsequent to December 31, 2003, the Company has recorded an escrow balance in other assets for approximately \$1.3 million (land value) and a long-term receivable of approximately \$1.3 million (building value as originally determined in the 2002 condemnation petition) from the City of Atlanta as of December 31, 2003. During 2004, the approximately \$1.3 million representing the land value was collected while the approximately \$1.3 million representing the building value as set forth in the first condemnation action remained unchanged in long-term receivables. The Company remains confident this receivable will be collected.

In July 2003, the Company relocated its Atlanta operations into a new 63,550 square foot terminal facility. The initial lease term for this terminal facility expires in June 2008.

#### *Litigation Against U.S. Xpress*

In conjunction with the Company's acquisition of Dedicated Transportation Services, Inc. ("DTSI") in December 2000, the Company alleged that U.S. Xpress Enterprises, Inc. ("U.S. Xpress") illegally interfered with the delivery of DTSI freight and gained illegal access to certain of the Company's trade secrets. The Company brought legal action against U.S. Xpress for these allegations. During the fourth quarter of 2002, the Company reached a settlement agreement with U.S. Xpress whereby U.S. Xpress agreed to pay the Company \$1.3 million. This gain is reflected in other income, net on the accompanying 2002 consolidated statement of income.

#### *Contractual Obligations and Commercial Commitments*

At December 31, 2004, the Company had no outstanding purchase commitments.

#### 9. Employee Benefit Plan

The Company has a retirement savings plan (the "401(k) Plan"). The 401(k) Plan is a defined contribution plan whereby employees who have completed 90 days of service, a minimum of 1,000 hours of service and are age 21 or older are eligible to participate. The 401(k) Plan allows eligible employees to make contributions of 2.0% to 15.0% of their annual compensation. Employer contributions were made at 25.0% during 2004, 2003 and 2002 of the employee's contribution up to a maximum of 6.0% for all periods presented of total annual compensation except where government limitations prohibit.

Employer contributions vest 20.0% after two years of service and continue vesting 20.0% per year until fully vested. The Company's matching contributions included in operations for 2004, 2003 and 2002 were approximately \$203,000, \$158,000 and \$170,000, respectively.

#### 10. Financial Instruments

##### *Off Balance Sheet Risk*

At December 31, 2004, the Company had letters of credit outstanding totaling \$4.3 million as required by its workers' compensation and vehicle liability insurance providers.

**FORWARD AIR CORPORATION**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**  
**DECEMBER 31, 2004**

**10. Financial Instruments (Continued)**

*Concentrations of Credit Risk*

Financial instruments that potentially subject the Company to significant concentrations of credit risk consist principally of cash investments and trade accounts receivable. The Company does not generally require collateral from its customers. Concentrations of credit risk with respect to trade accounts receivable are limited due to the large number of entities comprising the Company's customer base and their dispersion across many different industries.

*Fair Value of Financial Instruments*

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

Investments: The carrying amount for investments in available-for-sale securities was reported in the consolidated balance sheet at fair market value.

Accounts receivable and accounts payable: The carrying amounts reported in the balance sheet for accounts receivable and accounts payable approximate their fair value.

Long-and short-term debt: The fair value of the Company's capital lease obligations is estimated using discounted cash flow analyses, based on the Company's current incremental borrowing rates for similar types of borrowing arrangements, and does not differ materially from the carrying amount.

**11. Quarterly Results of Operations (Unaudited)**

The following is a summary of the quarterly results of operations for the years ended December 31, 2004 and 2003:

	<u>2004</u>			
	<u>March 31</u>	<u>June 30</u>	<u>September 30</u>	<u>December 31</u>
	(In thousands, except per share data)			
Operating revenue .....	\$64,303	\$68,410	\$71,905	\$77,579
Income from operations .....	10,735	13,404	13,807	15,652
Net income .....	6,808	8,508	9,012	10,093
Net income per share:				
Basic .....	\$ 0.21	\$ 0.27	\$ 0.28	\$ 0.31
Diluted .....	\$ 0.21	\$ 0.26	\$ 0.27	\$ 0.31
	<u>2003</u>			
	<u>March 31</u>	<u>June 30</u>	<u>September 30</u>	<u>December 31</u>
	(In thousands, except per share data)			
Operating revenue .....	\$56,646	\$59,174	\$60,513	\$65,184
Income from operations .....	8,571	10,017	10,019	11,575
Net income .....	5,435	6,349	6,329	7,702
Net income per share:				
Basic .....	\$ 0.17	\$ 0.20	\$ 0.20	\$ 0.24
Diluted .....	\$ 0.17	\$ 0.19	\$ 0.19	\$ 0.23

## EXHIBIT INDEX

<u>No.</u>	<u>Exhibit</u>	<u>Exhibit No. in Document Where Incorporated by Reference</u>
3.1 (g)	Restated Charter of the registrant	3
3.2 (m)	Amended and Restated Bylaws of the registrant	3.2
4.1 (b)	Form of Landair Services, Inc. Common Stock Certificate	4.1
4.2 (e)	Form of Forward Air Corporation Common Stock Certificate	4.1
4.3 (g)	Rights Agreement, dated May 18, 1999, between the registrant and SunTrust Bank, Atlanta, N.A., including the Form of Rights Certificate (Exhibit A) and the Form of Summary of Rights (Exhibit B)	4
10.1 (d)	Registrant's Restated Employee Stock Purchase Plan	10
10.2 (c)*	Registrant's Amended and Restated Stock Option and Incentive Plan	10.1
10.3 (b)	Lease Agreement, dated July 27, 1981, between the Greeneville-Greene County Airport Authority and General Aviation of Tennessee, Inc., as assumed by the registrant by agreement, dated May 10, 1988	10.18
10.4 (b)	Assignment, Assumption and Release Agreement, dated May 10, 1988, between Greeneville-Greene County Airport, General Aviation, Inc., and the registrant	10.19
10.5 (l)	Air Carrier Certificate, effective August 28, 2003	10.5
10.6 (c)*	Registrant's Non-Employee Director Stock Option Plan	10.2
10.7 (l)*	Amendment to the Non-Employee Director Stock Option Plan	10.7
10.8 (e)	Amended and Restated Loan and Security Agreement, dated as of September 10, 1998, between First Tennessee Bank National Association and the registrant	10.5
10.9 (k)	Modification Agreement (to Amended and Restated Loan and Security Agreement), dated as of June 18, 2002, among the registrant, First Tennessee Bank National Association, FAF, Inc., Forward Air, Inc. and Transportation Properties, Inc.	10.1
10.10 (l)*	Employment Agreement between the registrant and Bruce A. Campbell	10.10
10.11 (l)*	Incentive Stock Option Agreement between the registrant and Bruce A. Campbell	10.11
10.12 (l)	Noncompetition Agreement between the registrant and Bruce A. Campbell	10.12
10.13 (f)*	1999 Stock Option and Incentive Plan	10.1
10.14 (l)*	Amendment to the 1999 Stock Option and Incentive Plan	10.14
10.15 (h)*	Non-Qualified Stock Option Agreement dated August 21, 2000 between the registrant and Ray A. Mundy	10.1
10.16 (j)	Forward Air Corporation Section 125 Plan	10.18
14.1 (l)	Code of Ethics	14.1
21.1 (i)	Subsidiaries of the registrant	21.1
23.1 (a)	Consent of Ernst & Young LLP	—
31.1 (a)	Certification Pursuant to 15 U.S.C. Section 10A, as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002, executed by Bruce A. Campbell, President and Chief Executive Officer of Forward Air Corporation	—
31.2 (a)	Certification Pursuant to 15 U.S.C. Section 10A, as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002, executed by Andrew C. Clarke, Chief Financial Officer, Senior Vice President and Treasurer of Forward Air Corporation	—
32.1 (a)	Certification Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, executed by Bruce A. Campbell, President and Chief Executive Officer of Forward Air Corporation	—

<u>No.</u>	<u>Exhibit</u>	<u>Exhibit No. in Document Where Incorporated by Reference</u>
32.2 (a)	Certification Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, executed by Andrew C. Clarke, Chief Financial Officer, Senior Vice President and Treasurer of Forward Air Corporation	—
<hr/> <ul style="list-style-type: none"> <li data-bbox="177 354 405 379">(a) Filed herewith.</li> <li data-bbox="177 391 1418 451">(b) Filed as an exhibit to the registrant's Registration Statement of Form S-1, filed with the Commission on September 27, 1993.</li> <li data-bbox="177 464 1418 524">(c) Filed as an exhibit to the registrant's Quarterly Report on Form 10-Q for the quarterly period ended June 30, 1995, filed with the Commission on August 14, 1995.</li> <li data-bbox="177 536 1418 596">(d) Filed as an exhibit to the registrant's Quarterly Report on Form 10-Q for the quarterly period ended September 30, 1995, filed with the Commission on November 14, 1995.</li> <li data-bbox="177 609 1418 669">(e) Filed as an exhibit to the registrant's Quarterly Report on Form 10-Q for the quarterly period ended September 30, 1998, filed with the Commission on November 16, 1998.</li> <li data-bbox="177 681 1418 741">(f) Filed as an exhibit to the registrant's Quarterly Report on Form 10-Q for the quarterly period ended March 31, 1999, filed with the Commission on May 17, 1999.</li> <li data-bbox="177 754 1418 814">(g) Filed as an exhibit to the registrant's Current Report on Form 8-K, filed with the Commission on May 28, 1999.</li> <li data-bbox="177 826 1418 886">(h) Filed as an exhibit to the registrant's Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2000, filed with the Commission on November 6, 2000.</li> <li data-bbox="177 899 1418 959">(i) Filed as an exhibit to the registrant's Annual Report on Form 10-K for the fiscal year ended December 31, 2000, filed with the Commission on April 2, 2001.</li> <li data-bbox="177 971 1418 1031">(j) Filed as an exhibit to the registrant's Annual Report on Form 10-K for the fiscal year ended December 31, 2001, filed with the Commission on March 15, 2002.</li> <li data-bbox="177 1044 1418 1104">(k) Filed as an exhibit to the registrant's Quarterly Report on Form 10-Q for the quarterly period ended June 30, 2002, filed with the Commission on August 14, 2002.</li> <li data-bbox="177 1116 1418 1176">(l) Filed as an exhibit to the registrant's Annual Report on Form 10-K for the fiscal year ended December 31, 2003, filed with the Commission on March 11, 2004.</li> <li data-bbox="177 1189 1418 1249">(m) Filed as an exhibit to the registrant's Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2004, filed with the Commission on November 2, 2004.</li> </ul>		
* Management contract or compensatory plan or arrangement.		



## Shareholder Information

### Forward Air Corporation Corporate Headquarters

430 Airport Road  
Greenville, Tennessee 37745  
(423) 636-7000

### Annual Meeting

The Company's 2005 Annual Meeting of Shareholders will be held at 8:00 a.m., EDT, on Thursday, May 26, 2005, at the General Morgan Inn and Conference Center, 111 North Main Street, Greenville, TN 37743. Shareholders are invited to attend this meeting.

### Inquiries

Inquiries from shareholders, securities analysts, registered representatives, and the news media regarding Company information should be directed to Andrew Clarke at (423) 636-7103 or e-mail [investorrelations@forwardair.com](mailto:investorrelations@forwardair.com) at the Company's corporate headquarters.

The Company maintains a direct mailing list to assist shareholders with stock held in brokerage accounts to receive information on a timely basis. Shareholders wishing to be added to this list should direct their requests to Forward Air Corporation Investor Relations, P.O. Box 1058, Greenville, Tennessee 37744, e-mail [investorrelations@forwardair.com](mailto:investorrelations@forwardair.com) or call (423) 636-7009.

Shareholder inquiries regarding change of address, transfer of stock certificates and lost certificates should be directed to:

SunTrust Bank  
Stock Transfer Department  
P.O. Box 4625  
Atlanta, Georgia 30302  
(800) 568-3476

### Independent Auditors

Ernst & Young LLP  
Suite 1100  
424 Church Street  
Nashville, Tennessee 37219

### Board of Directors

Bruce A. Campbell  
*President and Chief Executive Officer*  
Forward Air Corporation

Andrew C. Clarke  
*Chief Financial Officer,*  
*Senior Vice President and Treasurer*  
Forward Air Corporation

Hon. Robert Keith Gray  
*Chairman and Chief Executive Officer*  
*Gray and Company II*

Richard W. Hanselman  
*Director*  
*ArvinMeritor, Inc. and Health Net, Inc.*

Dr. C. John Langley, Jr.  
*The Logistics Institute Professor of Supply Chain*  
*Management*  
*Georgia Institute of Technology*

Dr. Ray A. Mundy  
*Director of the Center for Transportation Studies and*  
*Barriger Endowed Professor of Transportation and*  
*Logistics*  
*University of Missouri*

Scott M. Niswonger  
*Chairman*  
*Forward Air Corporation*

B. Clyde Preslar  
*Chief Financial Officer, Vice President and Secretary*  
*Lance, Inc.*

### Executive Officers

Bruce A. Campbell  
*President and Chief Executive Officer*

Andrew C. Clarke  
*Chief Financial Officer,*  
*Senior Vice President and Treasurer*

Craig A. Drum  
*Senior Vice President, Sales*

Matthew J. Jewell  
*Senior Vice President,*  
*General Counsel and Secretary*

Chris C. Ruble  
*Senior Vice President, Operations*

Rodney L. Bell  
*Vice President and Controller*

