Forward Air Corporation

Notice of 2014 Annual Meeting of Shareholders, Proxy Statement and 2013 Annual Report

Forward Air Corporation

Dear Fellow Shareholder,

2013 presented many challenges for the Forward Air team, from an uneven, sputtering economic recovery to historic winter weather problems in the fourth quarter. Nevertheless, through their hard work, dedication, discipline and commitment to excellence, our team rose to the challenge and delivered good results.

Here are some of the financial and other highlights for the year ended December 31, 2013:

- Operating revenue increased 11.7% in 2013 over the prior year, increasing to a record $652.5 million versus $584.4 million in 2012.

- Income from operations increased to $84.4 million from $83.5 million in 2012.

- We continued to generate cash, ending the year with cash on hand of $127.4 million.

- We acquired Total Quality, Inc. ("TQI") in March of last year. TQI provides high quality, high-level security, refrigerated truckload carrier service primarily to the pharmaceutical industry. We remain very excited about the many opportunities created by this acquisition.

Despite the difficult operating environment created by this seemingly never-ending winter, we already have much to celebrate in 2014. We announced the acquisition of Central States Trucking, Inc. ("CST") in February expanding our intermodal, drayage and customs brokerage service offerings. CST met all of our acquisition criteria: no core customer channel conflicts, low asset intensity and superior margins and returns. We are extremely excited about CST's potential and believe that it will be a key growth vehicle for us for the foreseeable future.

Also, in February we announced a new 2 million share repurchase authorization and a 20% increase in our annual dividend. From stock-backs, to dividends, to acquisitions, cash is king and our ability to generate and deploy it to create shareholder value provides us with a key advantage over our competitors. We remain focused on leveraging that advantage and making strategic decisions that will enhance shareholder value.

Thank you for investing in our Company and your confidence in the Forward Air Team.

Sincerely yours,

Bruce A. Campbell
Chairman, President and Chief Executive Officer

March 25, 2014

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 8, 2014, beginning at 8:00 a.m., EDT in The Executive Board Room at the Atlanta Airport Marriott Gateway, 2020 Convention Center Concourse, Atlanta, GA 30337.

YOUR VOTE IS IMPORTANT. Whether or not you plan to attend the meeting in person, please vote and submit your proxy over the Internet, by telephone 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 submitted a proxy.

I hope you will be able to join us, and we look forward to seeing you at the meeting.

Sincerely yours,

Bruce A. Campbell
Chairman, President and Chief Executive Officer

FORWARD AIR CORPORATION
430 Airport Road
Greeneville, Tennessee 37745

NOTICE OF ANNUAL MEETING OF SHAREHOLDERS
TO BE HELD MAY 8, 2014

To the Shareholders of Forward Air Corporation:

The Annual Meeting of Shareholders of Forward Air Corporation (the “Company”) will be held on Thursday, May 8, 2014, beginning at 8:00 a.m., EDT, in The Executive Board Room at the Atlanta Airport Marriott Gateway, 2020 Convention Center Concourse, Atlanta, GA 30337.

Attendance at the Annual Meeting will be limited to shareholders, those holding proxies from shareholders and representatives of the Company, 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 eight members of the Board of Directors with terms expiring at the next Annual Meeting of Shareholders in 2015, or until their respective successors are elected and qualified;

2. To ratify the appointment of Ernst & Young LLP as the independent registered public accounting firm of the Company;

3. To approve, on an advisory basis, the compensation of the named executive officers (the “say on pay vote”); 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 March 14, 2014, the record date for the Annual Meeting, for inspection by shareholders during normal business hours from March 27, 2014 until May 7, 2014 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 holders of the Company’s common stock, par value $0.01 per share, of record at the close of business on March 14, 2014 are entitled to notice of and to vote at the Annual Meeting. Shareholders are cordially invited to attend the meeting in person. **Our Board of Directors recommends a vote FOR proposals 1, 2, and 3.**

It is important that your shares be represented at the Annual Meeting. 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. If you attend the meeting and desire to vote in person, you may do so even though you have previously submitted a proxy. You may revoke your proxy at any time before it is voted.

By Order of the Board of Directors,

Greeneville, Tennessee
March 25, 2014

Matthew J. Jewell
Executive Vice President,
Chief Legal Officer and Secretary

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 (the "Annual Meeting") to be held on Thursday, May 8, 2014, beginning at 8:00 a.m., EDT, in The Executive Board Room at the Atlanta Airport Marriott Gateway, 2020 Convention Center Concourse, Atlanta, GA 30337, and any adjournment or postponement thereof, for the purposes set forth in the foregoing Notice of Annual Meeting of Shareholders. This proxy material is first being sent to shareholders on or about March 25, 2014.

You can ensure that your shares are voted at the Annual Meeting by submitting your instructions over the Internet, by telephone 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.

Shareholders are entitled to one vote for each share of common stock held of record at the close of business on March 14, 2014 (the "Record Date"). There were 31,186,231 shares of our common stock, par value $0.01 per share, issued and outstanding on the Record Date. The presence, in person or by proxy, of a majority of those shares will constitute a quorum at the Annual Meeting.

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 the election of directors.

In the event that any nominee for director in an uncontested election receives a greater number of votes "withheld" from his or her election than votes "for" such election, such director shall tender his or her resignation for consideration by the Corporate Governance and Nominating Committee. The Committee shall recommend to the Board the action to be taken with respect to the resignation. The Board will publicly disclose its decision within 90 days of the certification of the election results.

Any other 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 such 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 matters that are not considered "routine." The matters contained in this Proxy Statement that are not considered routine are the election of the Board of Directors and the advisory vote on the compensation paid to our named executive officers. Shares held by your broker will not be voted on these matters absent specific instruction from you, which means your shares may go unvoted and not affect the outcome if you do not specify a vote. Proxies that are returned to us where brokers have received instructions to vote on one or more proposal(s) but have not received instructions to 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. 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 materials to beneficial owners of shares of our common stock.

IMPORTANT NOTICE REGARDING THE AVAILABILITY OF PROXY MATERIALS FOR THE 2014 ANNUAL MEETING OF SHAREHOLDERS TO BE HELD ON MAY 8, 2014.

The Company's Proxy Statement for the 2014 Annual Meeting of Shareholders and the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2013 are available at www.forwardair.com.

PROPOSAL 1 - ELECTION OF DIRECTORS

At the date of this Proxy Statement, our Board is comprised of eight directors, seven of whom are non-employee directors. There are eight nominees for election at the Annual Meeting of Shareholders, each to hold office until the next Annual Meeting of Shareholders in 2015 or until a successor has been duly elected and qualified. **The Board of Directors recommends a vote FOR the election of the eight 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, or the Board may reduce the number of directors. 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.

Shareholder Vote Requirement

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. In the event any director nominee, in an uncontested election, receives a greater number of votes "withheld" from his or her election than votes "for" such election, he or she shall tender his or her resignation for consideration by the Corporate Governance and Nominating Committee. The Committee shall recommend to the Board the action to be taken with respect to the resignation. The Board will publicly disclose its decision within 90 days of the certification of the election results.

Director Nominees

The following persons are the nominees for election to serve as directors. There are no family relationships between any of the director nominees. Each director nominee is standing for re-election by the shareholders. Certain information relating to the nominees, furnished by the nominees, is set forth below. The ages set forth below are accurate as of the date of this Proxy Statement.

The Board has determined that all of its current directors are qualified to serve as directors of the Company. In addition to the specified business experience listed below, each of the directors has the tangible and intangible skills and attributes which the Board believes are required to be an effective director of the Company, including experience at senior levels in areas of expertise helpful to the Company, a willingness and commitment to assume the responsibilities required of a director of the Company and the character and integrity the Board expects of its directors.

BRUCE A. CAMPBELL Director since 1993
Greeneville, Tennessee Age 62

Mr. Campbell has served as a director since April 1993, as President since August 1998, as Chief Executive Officer since October 2003 and as Chairman since May 2007. 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 has held a leadership role with the Company for over 25 years, has served as its Chief Executive Officer for over 10 years and its Chairman for over 6 years. Prior to joining the Company, Mr. Campbell served in a leadership role with another transportation concern. The Board believes that Mr. Campbell possesses a wealth of industry knowledge, experience and expertise and has been a strong, proven leader of the Company.

C. ROBERT CAMPBELL Director since 2005
Coral Gables, Florida Age 69

Mr. Campbell served as Executive Vice President and Chief Financial Officer of MasTec, Inc., a leading communications and energy infrastructure service provider in North America, from October 2004 until December 2013. Mr. Campbell has over 25 years of senior financial management experience. From January 2002 to October 2004, Mr. Campbell was Executive Vice President and Chief Financial Officer for TIMCO Aviation Services, Inc. From April 1998 to June 2000, Mr. Campbell was the President and Chief Executive Officer of BAX Global, Inc., and from March 1995 to March 1998, he was Executive Vice President-Finance and Chief Financial Officer for Advantica Restaurant Group, Inc. Also, Mr. Campbell worked for Ryder System, Inc., for over 20 years including serving for 10 years as Executive Vice President and Chief Financial Officer for their Vehicle Leasing and Services Division. Mr. Campbell is a Certified Public Accountant. The Board believes that Mr. Campbell brings to the Company a tremendous amount of industry-related knowledge and experience in a multitude of areas, including accounting, finance, operations, sales and marketing. He has served in executive leadership capacities with transportation and logistics companies and served as a Chief Financial Officer for a publicly-traded concern, until his retirement in December 2013. Mr. Campbell is also a Director of Pernix Group, Inc.

C. JOHN LANGLEY, JR., Ph.D. Director since 2004
Knoxville, Tennessee Age 68

Dr. Langley is Clinical Professor of Supply Chain Management and Director of Development for The Center for Supply Chain Research at The Pennsylvania State University. Formerly, Dr. Langley served from September 2001 until October 2010 as Professor of Supply Chain Management at the Georgia Institute of Technology, and from September 1973 until July 2001 as The John H. Dove Professor of Logistics and Transportation at the University of Tennessee. Dr. Langley has spent over 40 years teaching, lecturing and consulting in the logistics field. He brings a breadth of knowledge and experience that the Board and management relies upon in discussing the Company’s strategy and opportunities. Dr. Langley also is a Director of UTi Worldwide, Inc.

TRACY A. LEINBACH Director since 2007
Miami, Florida Age 54

Ms. Leinbach has served as Lead Independent Director of the Company since January 2012. She served as Executive Vice President and Chief Financial Officer of Ryder System, Inc., a global leader in supply chain, warehousing and transportation management solutions, from March 2003 until her retirement in February 2006. Ms. Leinbach served as Executive Vice President of Ryder’s Fleet Management Solutions from March 2001 to March 2003, Senior Vice President, Sales and Marketing from September 2000 to March 2001, and she was Senior Vice President, Field Management from July 2000 to September 2000. Ms. Leinbach also served as Managing Director-Europe of Ryder Transportation Services from January 1999 to July 2000 and previously she had served Ryder Transportation Services as Senior Vice President and Chief Financial Officer from 1998 to January 1999, Senior Vice President, Business Services from 1997 to 1998, and Senior Vice President, Purchasing and Asset Management for six months during 1996. From 1985 to 1996, Ms. Leinbach held various financial positions in Ryder subsidiaries. Including her service on the Company’s Board, Ms. Leinbach has worked in the transportation industry for over 25 years and the Board believes that she brings that breadth of experience to the Company. She held leadership roles with Ryder System (and its subsidiaries) in multiple areas, including, operations, sales, and finance. She is an instrumental contributor in discussions of corporate strategy and risk. Ms. Leinbach also serves as a Director of Hasbro, Inc.

LARRY D. LEINWEBER Director since 2011
Bloomfield Hills, Michigan Age 72

Mr. Leinweber is President and Chief Executive Officer of New World Systems, where he is responsible for product strategy, strategic direction, and organization development. Mr. Leinweber has over 30 years of executive management and operations management experience in the software and technology industry. Prior to founding New World, Mr. Leinweber served as President and CEO for a software and service division of Citicorp. Earlier in his career, he was a co-founder and President of Advanced Computer Management Corporation. Mr. Leinweber brings to the Board a wealth of experience in executive leadership, strategy and innovation.

G. MICHAEL LYNCH Director since 2005
Greensboro, Georgia Age 70

Mr. Lynch served as Lead Independent Director of the Company from January 2009 to December 2011. Mr. Lynch served as Executive Vice President and Chief Financial Officer and a member of the Strategy Board for Federal-Mogul Corporation from July 2000 until March 2008. Federal-Mogul is a global manufacturer and marketer of automotive component parts. Prior to joining Federal-Mogul in July 2000, Mr. Lynch worked at Dow Chemical Company, where he was Vice President and Controller. Mr. Lynch also spent 29 years at Ford Motor Company, where his most recent position was Controller, automotive components division, which ultimately became Visteon Corporation. While at Ford, Mr. Lynch held a number of varied financial assignments, including Executive Vice President and Chief Financial Officer of Ford New Holland. Mr. Lynch brings over 40 years experience of serving in key positions with Fortune 500 companies, and approximately 10 years experience serving as a director on public company boards. The Board believes that Mr. Lynch utilized that breadth of experience in his service as the Company's Lead Independent Director and now as a member of the Corporate Governance and Nominating Committee and the Audit Committee. Mr. Lynch served as Director for Champion Enterprises, Inc. until March 2011.

RAY A. MUNDY, Ph.D. Director since 2000
St. Louis, Missouri Age 69

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. Also, Dr. Mundy has served as the Executive Director of the Airport Ground Transportation Association for the past 30 years. Dr. Mundy brings over 38 years of experience, teaching, advising and consulting in transportation and logistics. He has served on the Company's Board for over 13 years and is the Chair of the Company's Corporate Governance and Nominating Committee and member of the Executive Committee. Dr. Mundy brings a breadth of knowledge and experience that the Board and management rely upon in discussing the Company's strategies, challenges and opportunities. 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.

GARY L. PAXTON Director since 2007
Tulsa, Oklahoma Age 67

Mr. Paxton served as President and Chief Executive Officer of Dollar Thrifty Automotive Group, Inc., (DTG-NYSE) from October 2003 until his retirement in October 2008. From 1997 until 2002, he was Executive Vice President of DTG. He served as President and CEO of Dollar Rent A Car Systems, Inc. from December 1990 until October 2002, having joined that company in 1968 at one of the first Dollar A Day Rent A Car franchisees in Seattle, Washington. In 1972, he joined the franchisor parent as Vice President of Operations, guiding and supporting new franchisees establishing their operations. The Board believes that Mr. Paxton brings a wealth of chief executive officer and other leadership experience to our Board, having served in management leadership roles with a publicly-traded company for more than 20 years. His extensive leadership experience is invaluable to management and the Board in its discussions of strategy, opportunity and risk. Mr. Paxton is a member of and designated as a certified director by the National Association of Corporate Directors.

CORPORATE GOVERNANCE

Independent Directors

The Company's common stock is listed on The NASDAQ Stock Market LLC ("Nasdaq"). Nasdaq requires that a majority of the Company's directors be "independent directors," as defined in Nasdaq Marketplace Rule 5605. Generally, a director does not qualify as an independent director if, among other reasons, the director (or in some cases, members of the director's immediate family) has, or in the past three years has had, certain material relationships or affiliations with the Company, its external or internal auditors, or other companies that do business with the Company. The Board has affirmatively determined that seven of the Company's eight current directors are "independent directors" on the basis of Nasdaq's standards and an analysis of all facts specific to each director.

The independent directors are C. Robert Campbell, C. John Langley, Jr., Tracy A. Leinbach, Larry D. Leinweber, G. Michael Lynch, Ray A. Mundy, and Gary L. Paxton.

Corporate Governance Guidelines

The Board of Directors has adopted Corporate Governance Guidelines that give effect to Nasdaq's requirements related to corporate governance and various other corporate governance matters. The Company's Corporate Governance Guidelines, as well as the charters of the Audit Committee, Compensation Committee and Corporate Governance and Nominating Committee, are available on the Company's website at www.forwardair.com.

Non-Employee Director Meetings

Pursuant to the Company's Corporate Governance Guidelines, the Company's non-employee directors meet in executive session without management on a regularly scheduled basis, but not less frequently than quarterly. The Lead Independent Director presides at such executive sessions or, in his or her absence, a non-employee director designated by such Lead Independent Director.

Interested parties who wish to communicate with the Chairman of the Board, Lead Independent Director, or the non-employee directors as a group should follow the procedures found below under "Shareholder Communications."

Director Nominating Process

The Corporate Governance and Nominating Committee evaluates a candidate for director who was recommended by a shareholder in the same manner as a candidate recommended by other means. Shareholders wishing to communicate with the Corporate Governance and Nominating Committee concerning potential director candidates may do so by corresponding with the Corporate Secretary at Forward Air Corporation, 430 Airport Road, Greeneville, Tennessee 37745, and including the name and biographical data of the individual being suggested.

All recommendations should include the written consent of the nominee to be nominated for election to the Company's Board of Directors. To be considered, the Company must receive recommendations at least 90 calendar days prior to the one year anniversary of the prior year's Annual Meeting of Shareholders and include all required information to be considered. In the case of the 2015 Annual Meeting of Shareholders, this deadline is February 7, 2015. All recommendations will be brought to the attention of the Corporate Governance and Nominating Committee.

The Corporate Governance and Nominating Committee annually reviews the appropriate experience, skills and characteristics required of Board members in the context of the current membership of the Board. This assessment includes among other relevant factors in the context of the perceived needs of the Board at that time, the possession of such knowledge, experience, skills, expertise and diversity to enhance the Board's ability to manage and direct the affairs and business of the Company.

The Company's Board of Directors has established the following process for the identification and selection of candidates for director. The Corporate Governance and Nominating Committee, in consultation with the Chairman of the Board and Lead Independent Director, if any, periodically examines the composition of the Board and determines whether the Board would better serve its purposes with the addition of one or more directors. If the Corporate Governance and Nominating Committee determines that adding a new director is advisable, the Corporate Governance and Nominating Committee initiates the search, working with other directors and management and, if appropriate or necessary, a third-party search firm that specializes in identifying director candidates.

The Corporate Governance and Nominating Committee will consider all appropriate candidates proposed by management, directors and shareholders. Information regarding potential candidates shall be presented to the Corporate Governance and Nominating Committee, and the Committee shall evaluate the candidates based on the needs of the Board at that time and issues of knowledge, experience, skills, expertise and diversity, as set forth in the Company's Corporate Governance Guidelines. In particular, the Board and the Committee believe that the Board should be comprised of a well-balanced group of individuals with diverse knowledge, experience, skills and expertise. Although the Board does not have a formal policy regarding board diversity, the Board believes that having diversity of knowledge, experience, skills and expertise among its members enhances the Board's ability to make fully informed, comprehensive decisions.

Potential candidates will be evaluated according to the same criteria, regardless of whether the candidate was recommended by shareholders, the Corporate Governance and Nominating Committee, another director, Company management, a search firm or another third party. The Corporate Governance and Nominating Committee will submit any recommended candidate(s) to the full Board of Directors for approval and recommendation to the shareholders.

Shareholder Communications

Shareholders who wish to communicate with the Board, a Board committee or any such other individual director or directors may do so by sending written communications addressed to the Board of Directors, a Board committee or such individual director or directors, c/o Corporate Secretary, Forward Air Corporation, 430 Airport Road, Greeneville, Tennessee 37745. All communications will be compiled by the Secretary of the Company and forwarded to the members of the Board to whom the communication is directed or, if the communication is not directed to any particular member(s) of the Board, the communication will be forwarded to all members of the Board.

Annual Performance Evaluations

The Company's Corporate Governance Guidelines provide that the Board of Directors shall conduct an annual evaluation to determine, among other matters, whether the Board and the Committees are functioning effectively. The Audit Committee, Compensation Committee and Corporate Governance and Nominating Committee are also required to each conduct an annual self-evaluation. The Corporate Governance and Nominating Committee is responsible for overseeing this self-evaluation process.

Code of Business Conduct and Ethics

The Board has adopted a Code of Business Conduct and Ethics that applies to all Company employees, officers and directors, which is available on the Company's website at www.forwardair.com. The Code of Business Conduct and Ethics complies with Nasdaq and Securities and Exchange Commission (the "SEC") requirements, including procedures for the confidential, anonymous submission by employees or others of any complaints or concerns about the Company or its accounting practices, internal accounting controls or auditing matters. The Company will also mail the Code of Business Conduct and Ethics to any shareholder who requests a copy. Requests may be made by contacting the Corporate Secretary as described above under "Shareholder Communications."

Board Attendance

The Company's Corporate Governance Guidelines provide that all directors are expected to attend all meetings of the Board and committees on which they serve and are also expected to attend the Annual Meeting of Shareholders. During 2013, the Board of Directors held five meetings. All of the incumbent directors who were on the Board during 2013 attended at least 75%

of the aggregate number of meetings of the Board of Directors and meetings of committees of the Board on which they served during 2013. All eight of the incumbent directors attended the 2013 Annual Meeting of Shareholders.

Board Committees

The Board presently has four standing committees: an Executive Committee, an Audit Committee, a Compensation Committee and a Corporate Governance and Nominating Committee. 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. In addition, the Board has determined that each member of the Audit Committee, Compensation Committee and Corporate Governance and Nominating Committee is "independent," as defined in Nasdaq Marketplace Rule 5605, and that each member is free of any relationship that would interfere with his or her individual exercise of independent judgment. Additional information regarding the functions of the Board's committees, the number of meetings held by each committee during 2013 and their present membership is set forth below.

The Board nominated each of the nominees for election as a director and each nominee currently is a director. Assuming election of all of the director nominees, the following is a list of persons who will constitute the Company's Board of Directors following the meeting, including their current committee assignments.

Name	**Committees**
Bruce A. Campbell	Executive
C. Robert Campbell	Audit (Chair)
C. John Langley, Jr.	Compensation and Corporate Governance and Nominating
Tracy A. Leinbach	Executive
Larry D. Leinweber	Audit and Compensation
G. Michael Lynch	Audit and Corporate Governance and Nominating
Ray A. Mundy	Corporate Governance and Nominating (Chair) and Executive
Gary L. Paxton	Compensation (Chair)

Executive Committee. The Executive Committee is authorized, to the extent permitted by law and the Bylaws of the Company, to act on behalf of the Board on all matters that may arise between regular meetings of the Board upon which the Board would be authorized to act, subject to certain materiality restrictions established by the Board.

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 the internal audit process and internal accounting procedures and controls with the Company's financial and accounting staff. A more detailed description of the Audit Committee's duties and responsibilities can be found in the Audit Committee Report on page 39 of this Proxy Statement and in the Audit Committee Charter. A current copy of the written charter of the Audit Committee is available on the Company's website at www.forwardair.com.

The Board has determined that the chairperson of the Audit Committee, C. Robert Campbell, meets the definition of an "audit committee financial expert," as that term is defined by the rules and regulations of the SEC. The Audit Committee held four meetings during 2013.

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 incentive plans and other employee benefit plans. Additionally, it reviews and approves the Compensation Discussion and Analysis for inclusion in the proxy statement (see pages 17-28 of this Proxy Statement). A current copy of the written charter of the Compensation Committee is available on the Company's website at www.forwardair.com. The Compensation Committee held three meetings during 2013.

The Compensation Committee engaged Meridian Compensation Partners, LLC, an independent consultant, to assist it during 2013. During the year, the consultant assisted the Committee with short-term and long-term incentive redesign, as well as other compensation issues. Meridian Compensation Partners provided no services to management during 2013. The Compensation

Committee, considering all relevant factors, including those set forth in Rule 10C-1(b)(4)(i) through (vi) under the Exchange Act, is not aware of any conflict of interest that has been raised by the work performed by Meridian.

Corporate Governance and Nominating Committee. The Corporate Governance and Nominating Committee is responsible for identifying individuals qualified to become Board members and recommending them to the full Board for consideration. This responsibility includes all potential candidates, whether initially recommended by management, other Board members or shareholders. In addition, the Committee makes recommendations to the Board for Board committee assignments, develops and annually reviews corporate governance guidelines for the Company, and otherwise oversees corporate governance matters. In addition, the Committee coordinates an annual performance review for the Board, Board committees, Chairman, Lead Independent Director, if any, and individual director nominees. The Committee periodically reviews and makes recommendations to the Board regarding director compensation for the Board's approval. Also, the Committee oversees management succession planning along with the Compensation Committee.

A description of the Committee's policy regarding director candidates nominated by shareholders appears in "Director Nominating Process" above. A current copy of the written charter of the Corporate Governance and Nominating Committee is available on the Company's website at www.forwardair.com. The Corporate Governance and Nominating Committee held three meetings during 2013.

Board Structure

In accordance with our bylaws and governance guidelines, the Board is responsible for selecting the Chief Executive Officer and the Chairman of the Board, and both of these positions may be held by the same person or they may be held by two persons. The Company's Corporate Governance Guidelines require the election, by the Board, of an independent lead director to serve during any period when there is no independent Chairman of the Board. Currently, Tracy A. Leinbach serves as Lead Independent Director and she has served in that capacity since January of 2012.

The Company has operated for over six years using a board leadership structure, in which the Chief Executive Officer also serves as Chairman of the Board. The Board believes that the Company, with its current Chief Executive Officer and Chairman, has been well-served by this leadership structure. Having Mr. Campbell serve as both Chief Executive Officer and Chairman of the Board demonstrates for the Company's employees, suppliers, customers and other stakeholders that the Company is under strong leadership, with a single person setting the tone and having primary responsibility for managing its operations. The Board believes having Mr. Campbell serve as Chief Executive Officer and Chairman of the Board is best for the Company and its shareholders at the present time. He has led the Company as Chief Executive Officer since 2003, has worked with two Chairmen and three Lead Independent Directors, is a recognized leader in the transportation industry and has all of the skills incumbent to serve as a board chair.

Under the Company's bylaws and Corporate Governance Guidelines, the Chairman of the Board is responsible for (a) chairing Board meetings and the Annual Meeting, (b) setting the agendas for these meetings, (c) attending Board committee meetings and (d) providing information to Board members in advance of each Board meeting and between Board meetings. The Lead Independent Director is responsible for (a) chairing executive sessions of the independent directors and communicating with management relating to these sessions, and presiding at all meetings of the Board at which the Chairman is not present, (b) approving agendas and schedules for Board meetings and the information that is provided to directors, and (c) serving as a liaison between the Chairman and the independent directors. The Lead Independent Director also has the authority to call meetings of the independent directors.

The Board believes that, in addition to fulfilling our lead director responsibilities, the Lead Independent Director makes valuable contributions to the Company, including but not limited to: (a) monitoring the performance of the Board and seeking to develop a high-performing Board, for example, by helping the directors reach consensus, keeping the Board focused on strategic decisions, taking steps to ensure that all the directors are contributing to the work of the Board, and coordinating the work of the four Board Committees, (b) developing a productive relationship with our Chief Executive Officer and ensuring effective communication between the Chief Executive Officer and the Board, and (c) ensuring and supporting effective shareholder communications. Accordingly, the Board believes that the Company has benefited from having the Chairman/Chief Executive Officer as the leader of the Company, and having the Lead Independent Director serving as the leader of the independent directors.

On an annual basis, as part of our review of corporate governance and succession planning, the Board (led by the Corporate Governance and Nominating Committee) evaluates the Board's leadership structure, to ensure that it remains the optimal structure for the Company and its shareholders. The Board recognizes that different board leadership structures may be appropriate for companies with different histories and cultures, as well as companies with varying sizes and performance characteristics. The Board believes its current leadership structure—under which the Chief Executive Officer serves as Chairman of the Board, the Board Committees are chaired by independent directors and a Lead Independent Director assumes specified responsibilities on behalf of the independent directors—is presently the optimal board leadership structure for the Company and its shareholders.

Risk Oversight

On at least a quarterly basis, the Company's Chief Legal Officer provides a comprehensive risk report to the Audit Committee and the Board. While the Audit Committee has primary responsibility for overseeing financial risks, the Board is charged with overseeing the Company's enterprise risks. Accordingly, on an annual basis, the Board receives a report from the Company's Chief Legal Officer on the most significant risks that the Company is facing. The full Board also engages in periodic discussions about enterprise risk management with our Chief Legal Officer, Chief Executive Officer, Chief Financial Officer, and other Company officers as the Board may deem appropriate. In addition, each of our Board Committees considers the risks within its area of responsibilities. For example, the Compensation Committee considers the risks that may be implicated by the Company's executive compensation programs, and the Corporate Governance and Nominating Committee considers the best governance structure and guidelines for the Company to minimize enterprise risks brought about by weak governance. The Board believes that its leadership structure supports the Board's effective oversight of the Company's enterprise risks.

DIRECTOR COMPENSATION

The general policy of the Board is that compensation for non-employee directors should be a mix of cash and equity-based compensation. The Company does not pay employee directors for Board service in addition to their regular employee compensation.

The Corporate Governance and Nominating Committee, which consists solely of independent non-employee directors, has the primary responsibility for reviewing and considering any revisions to the non-employee director compensation program. In accordance with the Corporate Governance and Nominating Committee's recommendations, the non-employee directors' cash compensation program is as follows:

- an annual cash retainer of $50,000 for all non-employee directors;
- an additional annual cash retainer of $35,000 for the Lead Independent Director;
- an additional annual cash retainer of $15,000 for the Audit Committee Chair;
- an additional annual cash retainer of $7,500 for the Corporate Governance and Nominating Committee Chair;
- an additional annual cash retainer of $10,000 for the Compensation Committee Chair;
- an additional annual cash retainer of $8,500 for all non-Chair Audit Committee members, an additional annual cash retainer of $7,000 for all non-Chair Compensation members and an additional annual cash retainer of $5,000 for all non-Chair Corporate Governance and Nominating Committee members.

All directors are reimbursed reasonable travel expenses for meetings attended in person. The Company also reimburses directors for expenses associated with participation in continuing director education programs.

In addition, effective May 22, 2007, the Company's shareholders approved the Company's Amended and Restated Non-Employee Director Stock Plan, as further amended on February 8, 2013 (the "Amended Plan"). Under the Amended Plan, on the first business day after each Annual Meeting of Shareholders, each non-employee director is automatically granted an award (the "Annual Grant") in such form and size as the Board determines from year to year. Unless otherwise determined by the Board, the Annual Grants will become vested and non-forfeitable on the earlier of (a) the day immediately prior to the first Annual Meeting that occurs after the grant date or (b) the first anniversary of the grant date, so long as the non-employee director's service with the Company does not earlier terminate. In 2013, each non-employee director received 2,089 shares of restricted common stock pursuant to the Amended Plan.

Finally, the Board believes that directors more effectively represent the Company's shareholders, whose interests they are charged with protecting, if they are shareholders themselves. Therefore, the Board established certain independent director stock ownership guidelines which are set forth in the Company's Corporate Governance Guidelines. Specifically, the Company's independent directors are required to own shares of the Company's common stock, with a value equal to at least three times the annual cash retainer for independent directors. Each new independent director has three years from the date he or she joins the Board to obtain this ownership stake. Each independent director has achieved the stock ownership guideline set forth in the Company's Corporate Governance Guidelines. The following table shows the compensation we paid in 2013 to our non-employee directors. The Company does not pay employee directors for Board service in addition to their regular employee compensation.

Name		Fees Paid in Cash ($)		Stock Awards ($) (1)		Dividends ($) (2)		Total ($)
G. Michael Lynch	$	60,772	$	79,988	$	800	$	141,560
Ronald W. Allen (3)		22,375		--		174		22,549
C. Robert Campbell		64,486		79,988		800		145,274
C. John Langley, Jr.		59,607		79,988		800		140,395
Tracy A. Leinbach		85,836		79,988		800		166,624
Larry D. Leinweber		61,955		79,988		800		142,743
Ray A. Mundy		56,986		79,988		800		137,774
Gary L. Paxton		56,526		79,988		800		137,314

(1) Represents the aggregate grant date fair value of non-vested restricted shares and deferred stock unit awards. The fair values of these awards were determined in accordance with FASB ASC Topic 718. The assumptions used in determining the grant date fair value of these awards are set forth in the notes to the Company's consolidated financial statements, which are included in our Annual Report on Form 10-K for the year ended December 31, 2013 filed with the SEC.

(2) Represents dividend payments or dividend equivalents on non-vested restricted shares or deferred stock unit awards granted during 2013 and 2012. These dividend payments are non-forfeitable.

(3) Mr. Allen retired from the Board of Directors immediately prior to the 2013 Annual Meeting of Shareholders that was held on May 6, 2013.

The following table indicates the aggregate number of outstanding options held by each incumbent director at the end of 2013, and the aggregate number of deferred stock units or non-vested restricted shares held by each incumbent director at the end of 2013 and those shares or units that have not yet vested.

Name	Number of Securities Underlying Unexercised Options Exercisable (#)	Number of Shares or Units of Stock Held That Have Not Vested
G. Michael Lynch	-	2,089
C. Robert Campbell	-	7,063
C. John Langley, Jr.	7,500	2,089
Tracy A. Leinbach	-	11,662
Larry D. Leinweber	-	2,089
Ray A. Mundy	18,750	4,927
Gary L. Paxton	-	2,089

Certain Relationships and Related Person Transactions

The Audit Committee of the Board reviews all relationships and transactions in which the Company and its directors and executive officers or their immediate family members are participants to determine whether such persons have a direct or indirect material interest. Other than as provided in the Audit Committee Charter, the Company does not have a written policy governing related person transactions. The Company's legal staff is primarily responsible for the development and implementation of processes and controls to obtain information from the directors and executive officers with respect to related person transactions and for then determining, based on the facts and circumstances, whether the Company or a related person has a direct or indirect material interest in the transaction. As required under SEC rules, transactions that are determined to be directly or indirectly material to the Company or a related person are disclosed in this Proxy Statement. In addition, the Audit Committee reviews and approves or ratifies any related person transaction that is required to be disclosed. In the course of its review and approval or ratification of a disclosable related person transaction, the Audit Committee considers:

- the nature of the related person's interest in the transaction;
- the material terms of the transaction, including, without limitation, the amount and type of transaction;
- the importance of the transaction to the related person; and
- the importance of the transaction to the Company.

Any member of the Audit Committee who is a related person with respect to a transaction under review may not participate in the deliberations or vote respecting approval or ratification of the transaction, provided, however, that such director may be counted in determining the presence of a quorum at a meeting of the Audit Committee when considering the transaction.

Based on information provided by the directors, director nominees and executive officers, and the Company's legal department, the Audit Committee determined that there are no related person transactions to be reported in this Proxy Statement.

Compensation Committee Interlocks and Insider Participation

During all of 2013, the Compensation Committee was fully comprised of independent non-employee directors. From January 1, 2013 to May 6, 2013, the Compensation Committee members consisted of Gary L. Paxton (Chair), C. John Langley, Jr., and Ronald W. Allen. After Ronald W. Allen's resignation from the Board of Directors on May 6, 2013, Larry D. Leinweber joined the Compensation Committee, where he serves to the present date.

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, Chief Financial Officer, each of the next three most highly compensated executive officers, as required by SEC rules (collectively, 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, 2013.

Under SEC rules, 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. Shareholders of non-vested restricted shares included in the table are entitled to voting and dividend rights.

Name and Address of Beneficial Owner (1)	Shares Beneficially Owned		
	Number		Percent (%) (2) (3)
Directors, Nominees and Named Executive Officers			
Bruce A. Campbell	567,889	(4)	1.8
C. Robert Campbell	18,436	(5)	0.1
C. John Langley, Jr.	24,765	(6)	0.1
Tracy A. Leinbach	19,556	(7)	0.1
Larry D. Leinweber	7,924	(8)	*
G. Michael Lynch	14,052	(9)	*
Ray A. Mundy	50,059	(10)	0.2
Gary L. Paxton	14,395	(11)	*
Rodney L. Bell	305,302	(12)	1.0
Craig A. Drum	9,962	(13)	*
Matthew J. Jewell	192,464	(14)	0.6
Chris C. Ruble	151,044	(15)	0.5
All directors and executive officers as a group (16) persons)	1,485,166	(16)	4.8
Other Principal Shareholders			
BlackRock, Inc.	2,661,003	(17)	8.7
Royce & Associates, LLC	2,646,992	(18)	8.7
Columbia Wanger Asset Management, LLC	2,152,000	(19)	7.1
Neuberger Berman Group LLC	2,086,096	(20)	6.8
The Vanguard Group, Inc.	1,961,455	(21)	6.4
Barrow, Hanley, Mewhinney & Strauss, LLC	1,594,251	(22)	5.2

* 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 31,186,231 shares of common stock outstanding on the Record Date.
(3) The percentages shown for other principal shareholders are based on 30,522,079 shares of common stock outstanding on December 31, 2013.
(4) Includes 412,492 options that are fully exercisable and 16,869 non-vested restricted shares
(5) Includes 2,089 non-vested restricted shares, 4,974 deferred stock units
(6) Includes 2,089 non-vested restricted shares and 7,500 options that are fully exercisable
(7) Includes 2,089 non-vested restricted shares, 9,573 deferred stock units
(8) Includes 2,089 non-vested restricted shares
(9) Includes 2,089 non-vested restricted shares
(10) Includes 2,089 non-vested restricted shares 7,500 options that are fully exercisable and 2,838 deferred stock units

(11) Includes 2,089 non-vested restricted shares
(12) Includes 233,123 options that are fully exercisable and 5,566 non-vested restricted shares
(13) Includes 1,469 options that are fully exercisable and 3,035 non-vested restricted shares
(14) Includes 165,623 options that are fully exercisable and 5,566 non-vested restricted shares
(15) Includes 134,613 options that are fully exercisable and 5,566 non-vested restricted shares
(16) Includes 54,260 non-vested restricted shares, 1,058,693 options that are fully exercisable and 17,385 deferred stock units.
(17) BlackRock, Inc. ("BlackRock"), 40 East 52nd Street, New York, New York 10022, reported beneficial ownership of the shares as of December 31, 2013 in a Schedule 13G/A filed with the SEC. BlackRock, an investment adviser, reported having sole voting power over 2,562,744 shares and sole dispositive power over 2,661,003 shares.
(18) Royce & Associates, LLC ("Royce"), 745 Fifth Avenue, New York, New York 10151, reported beneficial ownership of the shares as of December 31, 2013 in a Schedule 13G/A filed with the SEC. Royce, an investment adviser, reported having sole voting and dispositive power over 2,646,992 shares.
(19) Columbia Wanger Asset Management, LLC ("Columbia"), 227 West Monroe Street, Suite 3000 Chicago, Illinois 60606, reported beneficial ownership of the shares as of December 31, 2013 in a Schedule 13G/A filed with the SEC. Columbia, an investment adviser, reported having sole voting power over 1,926,000 shares and sole dispositive power over 2,152,000 shares.
(20) Neuberger Berman Group LLC ("Neuberger"), 605 Third Avenue, New York, New York 10158, reported beneficial ownership of the shares as of December 31, 2013 in a Schedule 13G/A filed with the SEC. Neuberger, an investment adviser, reported having shared voting power over 2,082,096 shares, shared dispositive power over 2,086,096 shares.
(21) The Vanguard Group, Inc. ("Vanguard"), 100 Vanguard Boulevard, Malvern, Pennsylvania 19355, reported beneficial ownership of the shares as of December 31, 2013 in a Schedule 13G/A filed with the SEC. Vanguard, an investment adviser, reported having sole voting power over 45,306 shares, shared dispositive power over 43,006 shares and sole dispositive power over 1,918,449 shares.
(22) Barrow, Hanley, Mewhinny & Strauss, LLC ("Barrow"), 2200 Ross Avenue, 31st Floor, Dallas, Texas 75201, reported beneficial ownership of the shares as of December 31, 2013 in a Schedule 13G filed with the SEC. Barrow, an investment adviser, reported having sole voting power over 819,042 shares, shared voting power over 775,209 shares, and sole dispositive power over 1,594,251 shares.

EXECUTIVE COMPENSATION

Compensation Discussion And Analysis

Overview of Compensation Program

The Compensation Committee (for purposes of this Compensation Discussion and Analysis, the "Committee") of the Board is comprised of three independent, non-employee directors. The Committee has the responsibility for establishing and monitoring adherence to the Company's executive compensation philosophy and implementing compensation programs consistent with such philosophy. The Committee reviews and approves the Company's goals and objectives relevant to the compensation of the Chief Executive Officer ("CEO") and the other Named Executive Officers (each of whom is identified in the Summary Compensation Table on page 29 of this Proxy Statement). The Committee then evaluates the performance of the Named Executive Officers in light of these established goals and objectives to determine the compensation of the Named Executive Officers.

Compensation Philosophy and Objectives

The Committee has designed the executive compensation program to attract, develop, reward and retain quality management talent in order to facilitate the Company's achievement of its annual, long-term and strategic goals. The Committee's objective is to align the Company's executives' interests with the Company's shareholders' interests by creating a pay-for-performance culture at the executive level, with the ultimate objective of increasing shareholder value. At the same time, the Committee believes that executive compensation should recognize the contributions of individual executives to the Company's goals and objectives, and should be market competitive. Thus, while executive compensation should be directly linked to performance, it should also be an incentive for executives to continually improve performance.

In order to meet its objectives of attracting, developing, rewarding and retaining superior executive management, the Committee utilizes a compensation package that considers the compensation of similarly situated executives in the market, the tenure of the executive and the value of the executive to the organization. It uses annual cash incentives tied to the Company's performance measured against established goals. Also, the Committee provides long-term compensation opportunities to reward performance of the Company measured against established goals, to encourage retention of its executive management team, to foster executive ownership in the Company and to align the executives' long-term compensation directly with the shareholder's long-term value.

Key Elements of Compensation Plan Design

Our executive compensation program is based on the following best practices:

- Pay opportunities for executives that are appropriate to the size of the Company;
- A pay program that is heavily performance-based using multiple performance measures;
- Full disclosure of the financial performance metrics and goals used in our incentives;
- A long-term incentive program aligned with shareholders through a link to stock price and measurement of stock performance versus peer companies;
- Equity-based incentive plans that prohibit backdating and repricing of stock options;
- Few perquisites and no tax gross-ups on perquisites;
- Moderate severance;
- Conservative change-in-control severance amounts and no excise tax gross-ups; and

- Retention of an independent compensation consultant engaged by, and who reports directly to, the Committee.

2013 in Brief

During the year ended December 31, 2013, the Company experienced significant year-over-year increases in its consolidated revenues and results from operations.

- Operating revenue increased by $68.1 million, or 11.7%, to $652.5 million for the year ended December 31, 2013 from $584.4 million for the year ended December 31, 2012.

- Income from operations improved to $84.4 million for the year ended December 31, 2013 from $83.5 million in the prior year, up 1.1%.

- On March 4, 2013, the Company acquired 100% of the outstanding stock of Total Quality, Inc. ("TQI"), a provider of maximum security and temperature-controlled logistics services (primarily truckload services), to the pharmaceutical and life science industries, for $66 million.

- The Company generated and conserved cash and strengthened its balance sheet, with approximately $127.4 million of cash and cash-equivalents at fiscal year-end.

Under this backdrop of improved Company performance, our pay-for-performance philosophy and the design of our pay programs led to the following Committee actions and plan payouts to our Named Executive Officers for 2013:

- Based on updated market data obtained at the request of the Committee, approved base salary increases to our Named Executive Officers effective in January 2013 ranging from 9.9% to 15.4%. Mr. Campbell, the CEO, received no increase to his base salary in 2013. Mr. Bell and Mr. Jewell each received base salary increases of 10.1% in 2013 in order to bring salaries nearer to market. Mr. Drum and Mr. Ruble received base salary increases of 9.9%, and 15.4%, respectively, in 2013 for the same reason.

- Approved payouts under our annual incentive bonus plan at 20% of the target opportunity based solely on individual performance.

- Approved long-term equity incentive awards in 2013 for our Named Executive Officers consisting of three components: stock options, restricted stock and performance shares.

- For the 3-year performance period ended February 11, 2014, paid 150% of target Performance Shares granted in 2011 based on our 3-year Total Shareholder Return at the 83rd percentile of transportation industry peers.

- Approved program changes effective January 1, 2013, including adding a Recoupment Policy, Executive Stock Ownership Guidelines and a Severance and Change in Control Plan.

- Enhanced the Insider Trading Policy, effective February 8, 2013, to prohibit the Company's executive officers from engaging in any form of hedging transaction and to prohibit, with limited exceptions, the Company's executive officers from holding Company securities in margin account and from pledging Company securities as collateral for loans.

Role of Shareholder Say-on-Pay Vote

The Company provides its shareholders with the opportunity to cast an annual advisory vote on executive compensation (a “say-on-pay proposal”). At the Company’s annual meeting of shareholders held in May 2013, approximately 96.1% of the votes cast on the say-on-pay proposal at that meeting were voted in favor of the proposal. The Committee believes this outcome affirms shareholders’ support of the Company’s approach to executive compensation, and did not change its approach in 2013 based upon the results of this advisory vote. The Committee will continue to consider the outcome of the Company’s say-on-pay votes when making future compensation decisions for the Named Executive Officers.

Role of the Compensation Committee

The Compensation Committee is responsible for reviewing and approving the company’s executive compensation policies, plan designs and the compensation of our senior officers, including our Named Executive Officers. The Committee considers various factors in making compensation determinations, including the officer’s responsibilities and performance, the effectiveness of our programs in supporting the company’s short-term and long-term strategic objectives, and the Company’s overall financial performance. Additionally, the Committee coordinates the full board’s annual review of the CEO’s performance and considers the board’s assessment in its compensation decisions related to the CEO.

To this end, the Committee conducts an annual review of executive officer pay levels, reviews market data provided by the independent consultant, approves changes to program designs (including post-termination arrangements) based on an assessment of competitive market practice and emerging trends, oversees the development of succession plans, and evaluates the risks associated with the Company’s executive compensation programs.

Role of the Compensation Consultant

The Committee has selected and directly retains the services of Meridian Compensation Partners, LLC (“Meridian”), an independent executive compensation consulting firm. Meridian provides only executive and director pay services to the Company and works with the Company’s management only on matters for which a Board Committee is responsible. The Committee has assessed the independence of Meridian pursuant to SEC rules and has concluded that the work performed by Meridian does not raise any conflicts of interest. The Committee periodically seeks input from Meridian on a range of external market factors, including evolving compensation trends, appropriate peer companies and market survey data. Meridian also provides general observations on the Company’s compensation programs, but it does not determine or recommend the amount or form of compensation for the Named Executive Officers. During 2013, Meridian attended all three of the Committee’s meetings.

Role of Executive Officers in Compensation Decisions

At the request of the Compensation Committee, the CEO makes recommendations regarding base salary, annual incentive pay and long-term equity incentive awards for the other Named Executive Officers and provides the Committee with justification for such awards. In forming his recommendations, he considers information provided by the Senior Vice President of Human Resources and the independent compensation consultant, assessments of individual contributions, achievement of performance objectives and other qualitative factors. While the Committee gives great weight to the recommendations of the CEO, it has full discretion and authority to make the final decision on the salaries, annual incentive awards and long-term equity incentive awards as to all of the Named Executive Officers. The CEO does not make recommendations concerning his own compensation.

The CEO, Senior Vice President of Human Resources and the Chief Legal Officer regularly attend Compensation Committee meetings at the Committee’s request. The Senior Vice President of Human Resources typically presents recommendations for program design changes and individual pay levels for executive officers, taking into consideration individual performance of each incumbent, appropriate benchmarking information and issues that may arise from an accounting, legal and tax perspective.

Setting Executive Compensation

Based on the foregoing objectives, we have structured the Company's annual and long-term incentive-based cash and non-cash executive compensation to motivate executives to achieve the business goals set by the Company and to reward the executives for achieving such goals.

At the beginning of 2013, the Compensation Committee established a Total Target Compensation for each Named Executive Officer. These targets included base pay, annual short-term incentives ("STI") and long-term incentives ("LTI"). The Committee used updated market data prepared by its independent compensation consultant in 2012 from Aon Hewitt's Total Compensation Measurement general industry database providing pay opportunities at the size-adjusted 50th percentile of the market for executives holding similar positions. The Committee considered the data as one of the factors in considering an executive's target total compensation, but also considered other factors such as the experience level of the individual, the value of the individual executive to the Company, the individual's level within the Company, existing and prior year awards for the individual and other factors.

In 2013, the Total Target Compensation set at the beginning of the year for the Named Executive Officers was:

NEO	Base Salary	STI	LTI	Target Total Compensation
Mr. Campbell	$ 600,000	$ 1,000,000	$ 1,000,000	$ 2,600,000
Mr. Bell	333,000	250,000	330,000	913,000
Mr. Jewell	333,000	250,000	330,000	913,000
Mr. Ruble	400,000	300,000	330,000	1,030,000
Mr. Drum	288,000	144,000	180,000	612,000

The compensation that an executive actually receives will differ from that executive's target compensation for a variety of reasons. Base salary increases, annual bonus awards and long-term incentive awards received are based on achievement of individual and business objectives. Additionally, compensation realized from long-term incentive awards are dependent upon stock price increases, stock performance versus peer companies and/or continued employment.

2013 Executive Compensation Components

For the fiscal year ended December 31, 2013, the principal components of compensation for Named Executive Officers were:

- base salary;
- annual incentive compensation;
- long-term equity incentive compensation;
- retirement and other benefits (available to all employees); and
- perquisites and other personal benefits.

The Committee combines these elements, particularly base salary, and the short and long-term incentives, to provide a total compensation package designed to attract highly qualified individuals and provide strong incentives to align efforts and motivate executives to deliver company performance that creates shareholder value. The total value of the compensation package is weighted towards the variable incentive components.

Base Salary

The objective of base salary is to reflect the base market value of the executive's role. It is designed to reward core competence in roles that are complex and demanding. We choose to pay base salary because it is required for talent attraction and retention. Base salary ranges for 2013 for the Named Executive Officers were determined for each executive based on his position and responsibility and by reference to the market data. Additionally, the Committee also considers factors such as internal pay equity, level of experience and qualifications of the individual, scope of responsibilities and future potential, goals and objectives established for the executive as well as the executive's past performance. Base salaries for the Named Executive Officers and other executives at the Company are reviewed and adjusted on an annual basis as part of the Company's overall performance review process (or upon a promotion or change in the executive's duties). In 2013, Mr. Campbell, the CEO, received no increase to his base salary. The base salaries of the other Named Executive Officers were increased in January 2013 to bring them closer to the market median as identified in the market data provided by the Committee's independent compensation consultant in 2012. The base salaries for the Named Executive Officers for the fiscal year ended December 31, 2013 are set forth in the "Salary" column of the Summary Compensation Table on page 29 of this Proxy Statement.

Annual Short-Term Incentive Compensation

The objective of our annual incentive program is to provide focus on attaining specific business goals that lead to our long-term success, encourage growth in shareholder value, and promote and encourage retention of the Company's executive talent. The plan is designed to reward achievement of year-over-year operating income growth and achievement of individual objectives important to the Company's short-term and long-term success. Payments made under the annual incentive compensation program to the Named Executive Officers are made, in cash, and correspond to a certain percentage of the executive's pay, as described in more detail below.

2013 Target Bonus Opportunity. In prior years, all executives had the same 50% of base salary Target annual incentive opportunity. Due primarily to differences between our prior practice and applicable market data, the Committee in December 2012 modified its approach for establishing Target opportunities. As a result of this modification, in 2013 the Committee set Target incentive opportunities for the Named Executive Officers to allow payouts of different percentages of their base salaries, as described in the table below, for achieving pre-established goals.

Annual Incentive Plan Target Opportunities

Executive	Total Target Bonus Opportunity as Percentage of Base Salary
Campbell	100%
Bell, Jewell, Ruble	75%
Drum	50%

Overview of 2013 Bonus Program Component. Historically, the Company's annual short-term incentive plan was based exclusively on the Company's annual operating income performance. In 2013, the Compensation Committee determined to add a new component to the program by basing a portion of the short-term incentive opportunity on the attainment of individual objectives set for each Named Executive Officer. The Committee made this change to better enable it to recognize the individual contributions made by each executive.

As a result, in 2013, the Company's annual incentive program consisted of two components. Eighty percent (80%) of the Named Executive Officers' total incentive opportunity was based on the Company's annual operating income performance measured against a specific pre-established goal. The remaining twenty percent (20%) of the Named Executive Officers' opportunity was based on the achievement of their individual objectives.

Operating Income Goals. The Committee established operating income goals for 2013 and corresponding incentive payments for achievement of such goals. The 2013 operating income incentive payment grid was as shown below. Payout for performance between points is interpolated on a straight-line basis, and the Committee retains discretion as to the amount, if any, of any annual incentive awards to the Company's executives for results that fell below the established performance levels:

Operating Income Component of 2013 Annual Incentive Program			
	Operating Income (In thousands)	**Increase over Prior Year Actual**	**Possible Payout as Percentage of Total Target Bonus Opportunity**
Threshold	$88,032	5.4%	0%
Target	$102,224	22.3%	80%
Maximum	$112,665	34.9%	160%

Individual Objectives. Individual personal objectives specific to each executive officer position were set at the start of the fiscal year. At the end of the fiscal year, the CEO used his judgment to evaluate the performance of the other Named Executive Officers against those personal objectives, taking into account the extent to which the goals were met; unforeseen financial, operational and strategic issues of the Company; and any other information deemed relevant. The Compensation Committee reviewed and approved this performance evaluation and evaluated the performance of the CEO in a similar manner with input from the full Board.

The 2013 individual objectives payout opportunities were as shown in the chart below. From zero percent (0%) to the Maximum award amount described in the chart below, the Committee had discretion as to the exact amount of awards, if any, made in connection with an executive's attainment of the executive's individual objectives.

Individual Objectives Component of Annual Incentive Program	
	Possible Payout as Percentage of Total Target Bonus Opportunity
Threshold	0%
Target	20%
Maximum	40%

*2013 Bonus Payout***.** The Committee met in February 2014 to determine whether the Company's 2013 performance merited payment to the Named Executive Officers under the annual incentive compensation plan, and, if so, to determine the amount of such incentive awards. Because the Company's operating income results were below the Threshold payout level established under the 2013 annual incentive program, the Committee made no awards to the Named Executive Officers under the operating income component of the program.

The Committee also considered performance against the individual objectives set for the Named Executive Officers. In 2013, those individual objectives encompassed:

- contributions to meeting established corporate and departmental goals;
- contributions to the Company's acquisition activities;
- managing resources within established departmental budgets; and
- effectiveness and development in areas of leadership, planning and teamwork.

After a performance appraisal of each executive officer and a review of their achievement of the personal goals which had been set for them, Mr. Campbell determined that each Named Executive Officer achieved 100% of his personal individual objectives. As a result, Mr. Campbell recommended that each Named Executive Officer (not including himself), receive his Target amount of the individual objectives component of the Annual Incentive Program. The Compensation Committee discussed and approved the awards recommended by the Chief Executive Officer for the Named Executive Officers. Additionally, the Compensation Committee evaluated the performance of the CEO in a similar manner, and based on its review determined that Mr. Campbell achieved all of his personal individual objectives for 2013. As a result, the Committee awarded Mr. Campbell his Target amount of the Individual Objectives component of the Annual Incentive Plan. (See individual incentive award amounts set forth in the "Non-equity Incentive Plan" column of the Summary Compensation Table on page 29 of this Proxy Statement).

Long-Term Equity Incentive Awards

The objective of providing long-term incentives is to focus the Named Executive Officers on metrics that lead to increased shareholder value over the long term, enhance long-term thinking in general, and retain executives; we choose to pay long-term incentives to attain those objectives. Our long-term incentives are specifically designed to reward stock price increase, stock performance relative to industry peer companies and continued employment.

In 2013, the LTI compensation for the Named Executive Officers consisted of three parts: stock options, restricted stock and performance shares. Based on market data and industry practice, the Committee determined to allocate the economic value of the total LTI incentive award approximately as follows: one-third stock options; one-third restricted stock; and one-third performance shares.

As previously discussed, at the beginning of 2013, the Committee established a target value for the total LTI component. In determining that target value and in making LTI equity awards under the Amended and Restated Stock Option and Incentive Plan (the "Stock Incentive Plan"), the Committee considers a number of factors including the Company's past financial performance, the individual performance of each executive, the retention goal of such long-term equity incentive award, the grant date value of any proposed award, the other compensation components for the executive, equity plan compensation dilution, affordability to the Company and market data for long-term equity incentive awards as discussed previously.

Stock Options. A "stock option" is the right to purchase the Company's stock at a fixed price for a defined period of time. In 2013, grant sizes of stock options for the Named Executive Officers were calculated generally by multiplying the target LTI economic value by the weighting assigned to the options component (33% in 2013) and dividing it by the value of a single option, determined under the Black-Scholes methodology and based on assumptions used for recognizing expense in our financial statements contained in our Annual Report in accordance with Generally Accepted Accounting Principles ("GAAP"). For the 2013 option grant, the grant date fair value was $13.61. The exercise price for options is equal to the fair market value of the Company's Common Stock on the date the option is granted. The exercise price for the 2013 grants was $37.14. The options granted have a vesting period of three years and vest evenly over that three-year period. Additionally, the options granted to Mr. Campbell in 2013 were subject to a financial performance standard whereby the vesting of the options was contingent upon the Company's achievement of pre-established operating income goals that must be achieved within a three-year period or else the options will be forfeited. All of the options granted to the Named Executive Officers will expire if not exercised within seven years of the grant date. To the extent not earlier vested, these options will vest upon the death or disability of the recipient, as well as upon a "Change in Control," as such term is defined in the Stock Incentive Plan.

Restricted Stock. A share of "restricted stock" is a share of the Company's stock subject to vesting requirements based on continued employment. Restricted stock grant sizes are calculated generally by multiplying the target LTI economic value by the weighting assigned to the restricted stock component (33% in 2013) and dividing it by the value of a single share of restricted stock determined using the estimated grant date fair value. The 2013 restricted stock fair value on the date of grant was $37.14. The restricted stock awards are restricted from sale or transfer until vesting occurs, and these restrictions lapse in three equal installments beginning one year after the date of grant. Dividends are paid in cash on restricted shares on a current basis throughout the vesting period. To the extent not earlier vested, restricted stock awards will vest upon the death or disability of the recipient, as well as upon a "Change in Control," as such term is defined in the Stock Incentive Plan.

Performance Shares. A "performance share" is the right to receive a share of Company stock based upon the achievement of certain performance criteria. Performance share grant sizes were calculated by multiplying the target LTI economic value by the weighting assigned to the performance share component (33% in 2013) and dividing it by the value of a single performance share determined using a Monte Carlo valuation model. The 2013 performance share fair value on the date of grant was $40.33.

Performance shares are earned on the basis of our Total Shareholder Return ("TSR") measured over a three year period, relative to the TSR of our comparator group that includes the following 12 companies: C.H. Robinson Worldwide, Inc.; Con-way, Inc.; Expeditors International of Washington, Inc.; FedEx Corporation; Hub Group, Inc.; J.B. Hunt Transport Services, Inc.; Knight Transportation, Inc.; Landstar System, Inc.; Old Dominion Freight Line, Inc.; United Parcel Service, Inc.; UTi Worldwide, Inc.; and Werner Enterprises, Inc.

- TSR reflects price appreciation and reinvestment of dividends.
- Share price appreciation is measured as the difference between the beginning market price and the ending market price of our shares.
    - The beginning market price equals the average closing price on the 30 trading days immediately preceding and including the first day of the performance period.
    - The ending market price equals the average closing price on the last 30 trading days of the performance period.

The actual number of performance shares awarded is based on our change in TSR versus the change in TSR of the comparator group companies described above, during the three-year performance period. The performance shares pay out in shares of our common stock, shortly after the close of the three-year performance period, in a range of 0 percent to 200 percent of the number of performance shares awarded. The chart set forth below determines the percent of a target award that is paid. Payout for performance between points will be calculated using straight-line interpolation.

Performance Level	**Payout (as a % of Target)**
90th percentile or higher	200%
70th to 89th percentile	150%
50th to 69th percentile	100%
30th to 49th percentile	50%
Below 30th percentile	0%

Dividends will not be paid on unvested performance shares. Outstanding performance shares will vest upon the death or disability of the recipient, as well as upon a "Change in Control," as such term is defined in the Stock Incentive Plan.

The value to the executive of each of the three components comprising long-term equity compensation in 2013 (stock options, restricted stock and performance shares) is directly tied to the performance of the Company's stock. A stock option provides value to the executive only if share price increases. Restricted stock becomes more valuable to the executive only if the Company's stock price increases, and the executive shares in the downside risk of a decline in the Company's stock price. Finally, the number of performance shares earned, if any, will depend on how the Company's stock performs against transportation industry peers. As it is possible that there will be no payout under the performance shares or stock options, these awards are completely ''at-risk'' compensation. The Committee believes that this long-term incentive structure better accomplishes the Company's goal of creating a pay-for-performance culture at the executive level, while striking the appropriate balance between risk, retention and reward.

Awards made to the Named Executive Officers under the Stock Incentive Plan for the fiscal year ended December 31, 2013 are set forth in the Grants of Plan-Based Awards for Fiscal 2013 Table on page 31 of this Proxy Statement.

Payout of 2011 Performance Shares. The Performance Shares awarded in February 2011 were paid out based on their terms after the 3-year Performance Period ended in February 2014. Based on TSR of 59% and at the 83rd percentile of the transportation industry peer group, the payouts were 150% of target.

Retirement and Other Benefits

Our Named Executive Officers received retirement and other benefits the same as other employees at the Company. We choose to pay these benefits to meet the objective of having a competitive retirement and benefit package in the marketplace. Retirement benefits reward employees for saving for their retirement, particularly in the form of Company stock, and for continued employment. Welfare benefits such as medical and life insurance reward continued employment.

All full-time Company employees, including the Named Executive Officers, are entitled to participate in the Company's 401(k) retirement savings plan. Under the Company's 401(k) retirement savings plan, for each pay period, the Company provides a $.25 matching contribution for every dollar an employee elects to defer into the 401(k) plan. However, this $.25 matching contribution is limited to elective deferrals up to 6% of the employee's compensation for the pay period. The Company's matching contribution is subject to the rules and regulations on maximum contributions by individuals under such a plan. Matching contributions to the Named Executive Officers for the fiscal year ended December 31, 2013 are reflected in the "401(k) Match" column of the All Other Compensation Table on page 30 of this Proxy Statement.

Additionally, all full-time employees of the Company, including the Named Executive Officers, are eligible to participate in the Company's 2005 Employee Stock Purchase Plan (the "2005 ESPP") upon enrolling in the 2005 ESPP during one of the established enrollment periods. Under the terms of the 2005 ESPP, eligible employees of the Company can purchase shares of the Company's common stock through payroll deduction and lump sum contributions at a discounted price. The purchase price for such shares of common stock for each Option Period, as described in the 2005 ESPP, will be the lower of: (a) 90% of the closing market price on the first trading day of an Option Period (there are two Option Periods each year—January 1 to June 30 and July 1 to December 31) or; (b) 90% of the closing market price on the last trading day of the Option Period. Under the 2005 ESPP, no Company employee is permitted to purchase more than 2,000 shares of the Company's common stock per Option Period or shares of common stock having a market value of more than $25,000 per calendar year, as calculated under the 2005 ESPP.

The Named Executive Officers are also eligible to participate in the Company's health, dental, disability and other insurance plans on the same terms and at the same cost as such plans are available to all of the Company's full-time employees. The Company does not have or provide any supplemental executive retirement plan, or similar plan that provides for specified retirement payments or benefits. Moreover, the Company does not have or provide any defined contribution or other plan that provides for the deferral of compensation on a basis that is not tax-qualified.

Perquisites

Perquisites do not reward any particular performance. We choose to pay them to meet the objective of creating a competitive advantage for attracting and retaining superior employees for key positions.

The Company provides its Named Executive Officers with perquisites and other personal benefits that the Company and the Committee believe are reasonable and consistent with its overall compensation. The Committee periodically reviews the levels of perquisites and other personal benefits provided to the Named Executive Officers. The Named Executive Officers are provided a monthly car allowance and reimbursement of certain commuting expenses. The perquisites provided to our Named Executive Officers, in the aggregate, comprise less than 1.1% of their total compensation. The amounts of such benefits received by each Named Executive Officer for the fiscal year ended December 31, 2013 are set forth in the "Car Allowance and Commuting Expenses" column of the All Other Compensation Table on page 30 of this Proxy Statement.

Severance Arrangements

The Company maintains an employment agreement with Mr. Campbell, which was put in place to secure his services and provide for certain benefits upon termination of employment, and also to protect the Company's interests by imposing confidentiality, noncompetition, non-solicitation and other restrictive covenants. Under Mr. Campbell's Employment Agreement, described in detail below, if the Company were to terminate Mr. Campbell without "just cause," he would be entitled to receive (i) his base salary for the longer of one year from the date of termination or the remainder of the then-pending term of the Employment Agreement but not to exceed two years; (ii) any unpaid bonus amounts previously earned; and (iii) continued insurance coverage for one year from the date of such termination. In the event of a change in control, Mr. Campbell may elect to resign and receive (i) his base salary for one year following the date of the change of control; and (ii) a cash bonus equal to the prior year's year-end cash bonus, plus any unpaid bonus amounts previously earned. The payments due to Mr. Campbell in the event he is terminated without "just cause" or following a change in control are set forth in the "Termination without Cause" column of the 2013 Potential Payments upon Termination, Change of Control, Death and Disability Table on page 37 of this Proxy Statement.

Our other executive officers do not have employment contracts, and prior to 2013, were not covered under any form of change in control agreements. However, on December 10, 2012, the Company adopted an executive severance and change in control plan (the "Severance Plan"), which became effective January 1, 2013. All Named Executive Officers (other than the CEO whose severance is governed by the terms of his employment agreement), along with other senior officers of the Company, are participants in the Severance Plan. The objectives of the Severance Plan are to enhance the attraction and retention of executive talent during corporate upheaval, enable management to evaluate and support potential transactions that might be beneficial to shareholders even though the result would be a change in control of the Company, and obtain important corporate protections upon terminations of employment. The plan is designed to reward executives for remaining employed when their prospects for continued employment following a change in control or other corporate upheaval may be uncertain. We chose to adopt the plan to protect shareholder value in such events by increasing the possibility of retaining an intact management team.

The severance benefits available to our Named Executive Officers under the Severance Plan are described in more detail under the Section entitled "Potential Payments upon Termination, Change of Control, Death or Disability" on pages 36-38 of this Proxy Statement and in the table set forth on page 38 of that Section.

Tax and Accounting Implications

The Committee and management consider the accounting and tax effects of various compensation elements when designing our annual incentive and equity compensation plans and making other compensation decisions. Although the Committee designs the Company's plans and programs to be tax-efficient and to minimize compensation expense, these considerations are secondary to meeting the overall objectives of the executive compensation program.

Deductibility of Executive Compensation. Section 162(m) of the Internal Revenue Code generally disallows a federal income tax deduction to public corporations for compensation greater than $1 million paid for any fiscal year to the corporation's chief executive officer and to the three most highly compensated executive officers other than the chief executive officer or chief financial officer. However, certain forms of performance-based compensation are excluded from the $1 million deduction limit if specific requirements are met. It is the policy of the Committee to periodically evaluate the qualification of compensation for exclusion from the $1 million deduction limit under Section 162(m) of the Internal Revenue Code, while maintaining flexibility to take actions with respect to compensation that it deems to be in the interest of the Company and its shareholders which may not qualify for tax deductibility.

Accounting for Executive Compensation. We account for stock-based compensation in accordance with generally accepted accounting principles. Consequently, stock-based compensation cost is measured at the grant date based on the fair value of the award in accordance with FASB ASC Topic 718. We generally recognize stock-based compensation expense ratably over the vesting period of each award except as required otherwise by FASB ASC Topic 718.

Other Compensation and Governance Policies

Risk Management

Our incentive program rewards reasonable risk-taking, accomplished through both program design and Committee processes.

Program design features for Named Executive Officers that mitigate risk include the following:

- Balanced mix of pay including substantial base salary (fixed compensation) and a balance of annual (cash) and long-term (equity) incentives;

- Capped short-term incentives;
- Short-term incentive goals tied to financial goals of corporate-level strategic plan;
- Annual equity-based incentive grants without backdating or repricing;
- Stock ownership guidelines applicable to senior executive officers, as described below;
- Prohibition on hedging and pledging Company stock, as described below; and
- A compensation recoupment or "clawback" policy, as described below.

Committee processes mitigating risk include:

- Overall administration of executive plans by the Committee;
- Reasonable short-term incentive goals;
- Financial performance objectives based upon budget objectives that are reviewed and approved by the Committee and the Board;
- Avoidance of steep payout cliffs;
- Ongoing and active discussion of the Committee with management regarding process on short-term and long-term goals; and
- Committee authority to pay less than the maximum short-term incentive amount after assessing the overall contribution and performance of the executive officers.

Other incentive programs at the Company either have similar characteristics or are small in amount.

Stock Ownership Guidelines

The Company adopted executive stock ownership and retention guidelines on December 10, 2012 (the "Ownership Guidelines"), that became effective January 1, 2013. These Ownership Guidelines are applicable to the Company's executive officers, including the Named Executive Officers, and other executives holding a title of senior vice president or above. The Company's Ownership Guidelines are designed to increase executives' equity stakes in the Company and to align executives' interests more closely with those of shareholders. The Ownership Guidelines require covered executives to own, and hold during his or her tenure with the Company, shares of the Company's common stock sufficient in number to satisfy the relevant amount specified below as a multiple of the executive's annual base salary:

Position	Value of Common Stock to be Owned
Chief Executive Officer	3 times base salary
Executive Vice Presidents and Senior Vice Presidents	2 times base salary
Chief Accounting Officer	1 times base salary

Until the executive achieves the applicable ownership level, he or she is required to retain 50% of the net number of shares of common stock acquired through Company-provided stock-based awards, the vesting of restricted stock awards, the delivery of shares in settlement of stock units or performance share awards, or the delivery of shares to the executive through any other incentive compensation arrangement of the Company. This retention requirement applies only to stock-based awards that are granted on or after January 1, 2013. No retention requirement applies under the Ownership Guidelines to shares acquired in excess of the requisite ownership level. Unvested restricted stock, unvested stock units, shares underlying unexercised stock options and unvested or unearned performance share awards or performance units do not count towards the stock ownership guidelines.

Prohibition Against Hedging and Pledging

On February 7, 2013, the Company amended its Insider Trading Policy to prohibit the Company's executive officers from engaging in any form of hedging transaction. In addition, the policy was amended to prohibit, with limited exceptions, the Company's executive officers from holding Company securities in margin accounts and from pledging Company securities as collateral for loans. The Company believes that these policies further align our executives' interests with those of our shareholders.

Policy on Recoupment of Executive Compensation

On December 10, 2012, the Company adopted a discretionary incentive compensation clawback policy (the "Recoupment Policy") that applies to its executive officers, including the Named Executive Officers, and certain other specified employees. This policy allows the Company to seek reimbursement with respect to incentive compensation paid or awarded to executive officers if the executive engaged in fraudulent or illegal conduct to the material detriment of the Company, or if the executive is terminated for fraudulent or illegal conduct that materially harms the business or reputation of the Company. Additionally, the Company can seek reimbursement under the Recoupment Policy if a determination is made that the Company is required to file an accounting restatement with the SEC that resulted from either the intentional misconduct of the executive officer or, regardless of the existence of intentional misconduct, results in a material negative revision of a financial or operating measure that was used to determine incentive compensation. The Recoupment Policy allows the Company to recover incentive compensation awarded to the affected executive officers, including, but not limited to, bonuses, annual, periodic or long-term cash incentive compensation, stock-based awards and the Company stock acquired thereunder, and sale proceeds realized from the sale of Company stock acquired through stock-based awards. All actions taken and decisions made relating to the Recoupment Policy are in the Committee's sole and absolute discretion. The Company expects to update the Recoupment Policy when the regulations mandated by the Dodd-Frank Act are implemented by the Securities and Exchange Commission.

Prohibition on Repricing Without Shareholder Approval

On February 7, 2013, the Company amended and restated the Stock Incentive Plan to incorporate certain terms and procedures that reflect the current compensation philosophy of the Company's Compensation Committee. Specifically, the Stock Incentive Plan prohibits the re-pricing or cash-out of underwater stock options and stock appreciation rights without prior shareholder approval. It also clarifies that the taking of certain permitted actions affecting outstanding awards in the event of a change in control of the Company will in all cases be conditioned upon the consummation of the transaction giving rise to the change in control and will not be taken with respect to any awards that are subject to the provisions of Section 409A of the Internal Revenue Code ("Section 409A") if the action would result in a violation of Section 409A. Finally, the amendments ensure that awards granted under the Stock Incentive Plan may be made subject to the Company's Recoupment Policy on incentive compensation.

Compensation Committee Report on Executive Compensation

The information contained in this report shall not be deemed to be "soliciting material" or "filed" with the SEC or subject to the liabilities of Section 18 of the Securities Exchange Act of 1934, as amended (Exchange Act) except the extent that Forward Air Corporation specifically incorporates it by reference into a document filed under the Securities Act of 1933, as amended, or the Exchange Act. The Compensation Committee of the Company has reviewed and discussed the Compensation Discussion and Analysis required by Item 402(b) of Regulation S-K with management and, based on such review and discussions, the Compensation Committee recommended to the Board that the Compensation Discussion and Analysis be included in this Proxy Statement and incorporated by reference into the Form 10-K.

Submitted by:

Gary L. Paxton, Chairman
C. John Langley, Jr.
Larry D. Leinweber
The Compensation Committee of the
Board of Directors

Summary Compensation Table

The following table shows the compensation earned in 2013, 2012 and 2011 by the Named Executive Officers.

Name & Principal Position	Year	Salary ($)	Stock Awards(s) ($) (1)	Option Award(s) ($) (2)	Payments Under Non-Equity Incentive Plans ($) (3)	All Other Compensation ($) (4)	Total
Bruce A. Campbell	2013	$ 600,000	$ 666,659	$ 333,254	$ 120,000	$ 23,204	$ 1,743,117
Chairman, President	2012	600.000	666,598	334,455	145,800	20,351	1,767,204
and CEO	2011	550,000	725,698	395,596	467,500	18,221	2,157,015
Rodney L. Bell	2013	324,000	219,952	109,969	49,950	19,934	723,805
Senior Vice	2012	302,560	219,945	110,368	73,522	16,452	722,847
President and CFO	2011	281,923	239,470	130,544	247,285	16,599	915,821
Matthew J. Jewell	2013	324,000	219,952	109,969	49,950	17,284	721,155
Executive Vice	2012	302,560	219,945	110,368	73,522	15,700	722,095
President, CLO	2011	281,923	239,470	130,544	247,285	13,886	913,108
and Secretary							
Chris C. Ruble	2013	391,000	219,952	109,969	60,000	17,431	798,352
Executive Vice	2012	346,580	219,945	110,368	84,219	14,635	775,747
President,	2011	324,250	239,470	130,544	283,263	12,716	990,243
Operations							
Craig A. Drum	2013	279,000	119,952	59,979	28,800	14,974	502,705
Senior Vice	2012	262,101	119,948	60,199	63,691	13,739	519,678
President, Sales	2011	243,020	130,609	71,200	214,217	13,642	672,688

(1) Represents the aggregate grant date fair value of non-vested restricted share and performance share awards. The fair values of these awards were determined in accordance with FASB ASC Topic 718. The awards for which the aggregate grant date fair value is shown in this table include the awards described in the Grants of Plan-Based Awards for Fiscal 2013 Table on page 31 of this Proxy Statement. The assumptions used in determining the grant date fair values of these awards are set forth in the notes to the Company's consolidated financial statements, which are included in our Annual Report on Form 10-K for the year ended December 31, 2013, filed with the SEC.

(2) Represents the aggregate grant date fair value of stock option awards. The fair values of these awards were determined in accordance with FASB ASC Topic 718. The awards for which the aggregate grant date fair value is shown in this table include the awards described in the Grants of Plan-Based Awards for Fiscal 2013 Table on page 31 of this Proxy Statement. The assumptions used in determining the grant date fair values of these awards are set forth in the notes to the Company's consolidated financial statements, which are included in our Annual Report on Form 10-K for the year ended December 31, 2013, filed with the SEC.

(3) Represents cash incentives earned under the 2013 Annual Cash Incentive Plan.

(4) See the All Other Compensation Table on page 30 of this Proxy Statement for additional information.

All Other Compensation Table

The following table shows the components of "all other compensation" earned in 2013, 2012 and 2011 by the Named Executive Officers.

Name & Principal Position	Year	Total All Other	Car Allowance & Commuting Expenses (1)	401(k) Match (2)	Dividends (3)	Long-term Disability Insurance (4)
Bruce A. Campbell Chairman, President and CEO	2013	$ 23,204	$ 9,602	$ 3,072	$ 7,668	$ 2,862
	2012	20,351	10,089	4,300	3,100	2,862
	2011	18,221	10,309	1,828	3,457	2,627
Rodney L. Bell Senior Vice President and CFO	2013	19,934	11,708	4,131	2,530	1,565
	2012	16,452	11,716	2,291	1,023	1,422
	2011	16,599	11,620	2,471	1,141	1,367
Matthew J. Jewell Executive Vice President, CLO and Secretary	2013	17,284	9,000	4,189	2,530	1,565
	2012	15,700	9,000	4,255	1,023	1,422
	2011	13,886	9,000	2,378	1,141	1,367
Chris C. Ruble Executive Vice President, Operations	2013	17,431	9,000	4,021	2,530	1,880
	2012	14,635	9,000	2,983	1,023	1,629
	2011	12,716	9,000	1,009	1,141	1,566
Craig A. Drum Senior Vice President, Sales	2013	14,974	9,000	3,240	1,380	1,354
	2012	13,739	9,000	2,949	558	1,232
	2011	13,642	9,000	2,835	622	1,185

(1) The Company provides a $9,000 annual car allowance plus reimbursement of certain commuting expenses to officers.
(2) The amount shown represents the Company's contributions to the 401(k) Plan.
(3) Represents dividend payments during 2013 on all non-vested restricted shares held by the executive. These dividend payments are nonforfeitable.
(4) Represents premiums paid by the Company for long-term disability insurance for officers of the Company.

Grants of Plan-Based Awards for Fiscal 2013

The following table shows the plan-based awards granted to the Named Executive Officers in 2013.

		Estimated Future Payouts Under Non-Equity Incentive Plan Awards			Estimated Future Shares to be Issued Under Equity Incentive Plan Awards (1)						
Name	Grant Date	Threshold ($)	Target ($)	Maximum ($)	Threshold	Target	Maximum	All Other Stock Awards; Numbers of Stock (2), (4)	All Other Option Awards; Numbers of Securities Underlying Options (3), (4)	Exercise or Base Price of Option Awards (5)	Grant Date Fair Value of Stock and Option Awards
Bruce A. Campbell	2/7/2013	$ 60,000	$ 300,000	$ 1,200,000							
	2/7/2013				4,133	8,265	16,530				$ 333,328
	2/7/2013							8,975			333,332
	2/7/2013								24,486	$ 37.14	333,254
Rodney L. Bell	2/7/2013	32,400	162,000	648,000							
	2/7/2013				1,364	2,727	5,454				109,980
	2/7/2013							2,961			109,972
	2/7/2013								8,080	37.14	109,969
Matthew J. Jewell	2/7/2013	32,400	162,000	648,000							
	2/7/2013				1,364	2,727	5,454				109,980
	2/7/2013							2,961			109,972
	2/7/2013								8,080	37.14	109,969
Chris C. Ruble	2/7/2013	39,100	195,500	782,000							
	2/7/2013				1,364	2,727	5,454				109,980
	2/7/2013							2,961			109,972
	2/7/2013								8,080	37.14	109,969
Craig A. Drum	2/7/2013	27,900	139,500	558,000							
	2/7/2013				744	1,487	2,974				59,970
	2/7/2013							1,615			59,981
	2/7/2013								4,407	37.14	59,979

(1) Represents performance share awards granted under the Amended and Restated Plan. The performance shares cliff vest on the 30th day after the close of the three-year performance period that ends February 7, 2016 and the number of shares that vest will be based on the TSR of Forward Air Corporation stock compared to the TSR of a determined peer group. See pages 23-24 of this Proxy Statement for additional information.
(2) Represents non-vested restricted shares granted under the Amended and Restated Plan.
(3) Represents stock options granted under the Amended and Restated Plan.
(4) Each grant vests equally over a three-year period with the first vesting occurring on the one-year anniversary of the grant date.
(5) In accordance with the provisions of the Amended and Restated Plan the exercise price of stock option grants is set using the closing market price on the day of grant. In the event that there is no public trading of the Company's common stock on the date of stock option grant, the exercise price will be the closing price on the most recent, prior date that the Company's common stock was traded.

Employment Agreement with Bruce A. Campbell

There is an Employment Agreement between Bruce A. Campbell and the Company, which was effective October 30, 2007. This Employment Agreement was amended in December of 2008 to the extent necessary to make the Agreement comply with Section 409A of the Internal Revenue Code and the Treasury regulations promulgated under that section, which relate to nonqualified deferred compensation. The Employment Agreement was subsequently amended in February of 2009 to extend the term of the Agreement to December 31, 2012. (The Employment Agreement and all amendments thereto are referred to collectively as the "Employment Agreement.") The term of the Employment Agreement automatically extends for additional one-year terms thereafter unless the Board of Directors or Mr. Campbell provide prior notice of non-renewal at least six months before the expiration of the then-pending term.

Under the Employment Agreement, Mr. Campbell received an annual base salary of not less than $500,000, subject to adjustment annually in the discretion of the Committee. Mr. Campbell is eligible under the Employment Agreement to receive an annual year-end cash bonus dependent upon the achievement of performance objectives by Mr. Campbell and the Company as established by the Committee. The Employment Agreement provides that this year-end bonus may be paid in one or more installments, on or after December 1st of the measurement year but no later than March 15th of the following year. The Employment Agreement further provides that Mr. Campbell will be entitled to the same fringe benefits as are generally available to the Company's executive officers.

While the Company does not have employment agreements with any of its other Named Executive Officers, the Company did adopt an executive severance and change and control plan in December of 2012, which became effective January 1, 2013, that provides for certain payments to its Named Executive Officers in the event of a termination or a change in control. This plan is discussed in greater detail on pages 36-38 of the Proxy Statement under a Section entitled "Potential Payments upon Termination, Change of Control, Death or Disability."

Outstanding Equity Awards at Fiscal Year-End

The following table shows information about outstanding equity awards at December 31, 2013.

	Option Awards					Stock Awards			
Name	Number of Securities Underlying Unexercised Options (#) Exercisable	Number of Securities Underlying Unexercised Options (#) Unexercisable (1)	Option Exercise Price ($)	Option Grant Date	Option Expiration Date	Number of Shares of Stock That Have Not Vested (1)	Market Value of Shares of Stock That Have Not Vested (2)	Equity Incentive Plan Awards: Number of Unearned Shares That Have Not Vested (3)	Equity Incentive Plan Awards: Market Value of Unearned Shares That Have Not Vested (2)
Bruce A. Campbell	150,000		$ 28.97	2/14/05	2/14/15				
	100,000		31.65	2/11/07	2/11/14				
	100,000		22.87	2/8/09	2/8/16				
	100,000		22.47	2/7/10	2/7/17				
	24,961	12,076	28.61	2/11/11	2/11/18				
	8,647	17,293	36.55	2/7/12	2/7/19				
		24,486	37.14	2/7/13	2/7/20				
						19,169	$ 841,711	56,128	$ 2,464,580
Rodney L. Bell	112,500		28.97	2/14/05	2/14/15				
	45,000		29.44	2/10/08	2/10/15				
	50,000		22.87	2/8/09	2/8/16				
	50,000		22.47	2/7/10	2/7/17				
	8,148	4,074	28.61	2/11/11	2/11/18				
	2,854	5,706	36.55	2/7/12	2/7/19				
		8,080	37.14	2/7/13	2/7/20				
						6,325	277,731	18,520	813,213
Matthew J. Jewell	30,400		28.97	2/14/05	2/14/15				
	45,000		29.44	2/10/08	2/10/15				
	50,000		22.87	2/8/09	2/8/16				
	50,000		22.47	2/7/10	2/7/17				
	8,148	4,074	28.61	2/11/11	2/11/18				
	2,854	5,706	36.55	2/7/12	2/7/19				
		8,080	37.14	2/7/13	2/7/20				
						6,325	277,731	18,520	813,213

Chris C. Ruble	26,416		28.97	2/14/05	2/14/15				
	45,000		29.44	2/10/08	2/10/15				
	16,667		22.87	2/8/09	2/8/16				
	49,857		22.47	2/7/10	2/7/17				
	8,148	4,074	28.61	2/11/11	2/11/18				
	2,854	5,706	36.55	2/7/12	2/7/19				
		8,080	37.14	2/7/13	2/7/20				
						6,325	277,731	18,520	813,213
Craig A. Drum	2,222	2,222	28.61	2/11/11	2/11/18				
	1,557	3,112	36.55	2/7/12	2/7/19				
		4,407	37.14	2/7/13	2/7/20				
						3,450	151,490	10,100	443,491

(1) Each grant vests equally over a three-year period with the first vesting occurring on the one-year anniversary of the grant date.

(2) The market value is based on the closing price of the Company's common stock on Nasdaq on December 31, 2013 of $43.91.

(3) Represents performance share awards granted under the Amended and Restated Plan. The performance shares cliff vest on the 30th day after the close of the three-year performance periods that end on February 7, 2016. The number of shares that vest will be based on the TSR of Forward Air Corporation stock compared to the TSR of a determined peer group. See pages 22-24 of this Proxy Statement for additional information. Shares presented represent the maximum available award as to date the related performance condition has exceeded the threshold for the maximum award.

Option Exercises and Stock Vested

The following table shows information about options exercised or shares acquired on vesting during 2013.

	Option Awards		Stock Awards	
Name	Number of Shares Acquired on Exercise (#)	Value Realized Upon Exercise ($) (1)	Number of Shares Acquired on Vesting (#)	Value Realized Upon Vesting ($) (1)
Bruce A. Campbell	217,454	$ 5,094,294	7,155	$ 266,189
Rodney L. Bell	80,000	911,920	2,361	87,837
Matthew J. Jewell	162,100	1,650,388	2,361	87,837
Chris C. Ruble	348,579	1,133,013	2,361	87,837
Craig A. Drum	88,464	628,613	1,287	47,881

(1) The value realized upon exercise or vesting is based on the current market price on the date of exercise or vesting.

2013 Potential Payments Upon Termination, Change of Control, Death or Disability

Under the Employment Agreement with Mr. Campbell, the Company may terminate Mr. Campbell's employment at any time with or without "just cause," as defined in the Employment Agreement. If the Company should terminate Mr. Campbell without "just cause," he would be entitled to receive (i) his base salary for the longer of one year from the date of termination or the remainder of the then-pending term of the Employment Agreement but not to exceed two years; (ii) any unpaid bonus amounts previously earned; and (iii) continued insurance coverage for one year from the date of such termination. Mr. Campbell would not be entitled to any unearned salary, bonus or other benefits if the Company were to terminate him for "just cause."

Mr. Campbell also may terminate the Employment Agreement at any time; however, he would not be entitled to any unearned salary, bonus or other benefits if he does so absent circumstances resulting from a "change of control" or "material change in duties," each defined in the Employment Agreement. In the event of a "change of control" or "material change in duties," Mr. Campbell would have two alternatives. Mr. Campbell may resign and receive (i) his base salary for one year following the date of the "change of control" or "material change in duties," (ii) a cash bonus equal to the prior year's year-end cash bonus, plus any unpaid bonus amounts previously earned; (iii) any other payments due, including, among others, accrued and unpaid vacation pay; (iv) immediate acceleration of any stock options which are not then exercisable; and (v) continued insurance coverage for one year following the date of the "change of control" or "material change in duties." Alternatively, Mr. Campbell could continue to serve as President and CEO of the Company for the duration of the term of the Employment Agreement or until he or the Company terminates the Employment Agreement. The Employment Agreement also contains non-competition and non-solicitation provisions which apply during his employment and for a period of thirty-six (36) months following termination of his employment.

Under the Severance Plan, which is applicable to selected employees of the Company, including the Named Executive Officers (other than its Chief Executive Officer), each participant would receive severance benefits in the event his or her employment is terminated in certain circumstances. Under the Severance Plan, a participant would receive severance benefits if their employment is involuntarily terminated by the Company (other than for cause or upon death or disability, as those terms are defined in the Severance Plan) or in the event the participant voluntarily terminates their employment for good reason (as defined in the Severance Plan). The circumstances that permit a participant to terminate employment for good reason and receive severance benefits after a change in control differ from the more limited circumstances that permit a termination of employment for good reason prior to or absent a change in control. Generally, eligible participants would be entitled to the severance benefits included in the chart below upon an involuntary termination of their employment, in addition to any accrued obligations (such as unpaid salary through the termination date) and vested amounts to which they may be entitled under the Company's benefit plans:

General Severance Upon Involuntary Termination Absent a Change in Control	Severance Upon Involuntary Termination Within Two Years after a Change in Control
• a lump sum severance payment in an amount equal to one year of the participant's annualized base salary	• a lump sum severance payment in an amount equal to two times the participant's annualized base salary
• a pro-rata annual incentive for the fiscal year in which the termination occurs based on actual performance results	• a pro-rata target annual incentive for the fiscal year in which the termination occurs
• a lump sum healthcare assistance payment in an amount equal to the excess of the monthly COBRA premium to provide the group medical, dental, vision, and/or prescription drug plan benefits the participant had been receiving before the termination above the monthly premium payable by active employees under the Company's healthcare plan for similar coverage, multiplied by 12 months	• a lump sum healthcare assistance payment in an amount equal to the excess of the monthly COBRA premium to provide the group medical, dental, vision, and/or prescription drug plan benefits the participant had been receiving before the termination above the monthly premium payable by active employees under the Company's healthcare plan for similar coverage, multiplied by 24 months

- access to up to $20,000 of employer-paid outplacement services for 12 months following termination
- access to up to $20,000 of employer-paid outplacement services for 12 months following termination

A condition to participating in the Severance Plan is the execution of a non-competition and non-solicitation agreement with respect to the Company's employees and customers for a specified period following the termination of employment. In addition, any severance benefits payable under the Severance Plan are subject to the execution by the participant of a general release of claims against the Company and certain affiliated persons and entities. The Severance Plan does not provide for any tax gross-up payments to participants.

In addition to the benefits available under the Severance Plan, all of the Named Executive Officers are eligible to receive certain other benefits in the event of specific termination of employment, including as a consequence of a change in control. Under the Company's Annual Incentive Plan, any unpaid incentive amounts previously earned under this plan would be payable to any Named Executive Officer terminated without cause. Under the Stock Incentive Plan, any non-vested restricted shares, options or other forms of equity-based compensation will vest upon a "Change in Control."

The following table shows the estimated benefits payable to each Named Executive Officer in the event of termination of employment or change of control of the Company. The amounts shown assume that a termination of employment or a change of control occurs on December 31, 2013. The amounts do not include payments or benefits provided under insurance or other plans that are generally available to all full-time employees.

Name	**Termination without Cause ($) (1)**	**Death and Disability ($) (2)**	**Change of Control ($) (3)**
Bruce A. Campbell			
Employment Agreement	$ 732,824	$ 732,824	$ 865,800
Amended and Restated Plan	--	5,671,064	5,671,064
Total	$ 732,824	$ 6,403,888	$ 6,536,864
Rodney L. Bell (4)			
Amended and Restated Plan	--	1,875,177	1,875,177
Matthew J. Jewell (4)			
Amended and Restated Plan	--	1,875,177	1,875,177
Chris C. Ruble (4)			
Amended and Restated Plan	--	1,875,177	1,875,177
Craig A. Drum (4)			
Amended and Restated Plan	--	1,022,708	1,022,708

(1) The Company entered into an Employment Agreement with Bruce Campbell effective October 30, 2007 which has been subsequently amended to extend the term of the Employment Agreement to December 31, 2013 with one-year annual extensions thereafter absent a notice of non-renewal by the Company or Mr. Campbell. Under this Agreement, Mr. Campbell is entitled upon termination without "just cause" (as defined in the Agreement) to payment of his base salary for the longer of one (1) year, or the remainder of the Agreement term, payment of any bonus previously earned but unpaid, and one (1) year of health insurance continuation. Mr. Campbell is not entitled to any of these payments/benefits if he is terminated with "just cause" or he voluntarily resigns without a "Change in Control" or "Material Change in Duties," as such terms are defined in the Agreement. The Company does not have employment agreements with any of its other Named Executive Officers.

(2) Under his Employment Agreement, upon termination due to his disability or death, Mr. Campbell (or his spouse or estate in the event of death) is entitled to the same payments/benefits that Mr. Campbell is entitled to receive in the event of a termination without "just cause;" however, in the event of termination due to death, all such payments owed shall be made in a lump sum payment within 60 days of his death.

(3) Under his Employment Agreement, upon a Change in Control (as defined in the Agreement), Mr. Campbell is entitled to payment of his base salary for one (1) year payable over the course of the twelve (12) months following the Change in Control, payment of any bonus previously earned but unpaid, payment of an amount equal to the prior-year's year-end bonus and one (1) year continuation of health insurance. The amounts in the Amended and Restated Plan rows for death, disability and Change in Control reflect unvested option awards detailed in the "Outstanding Equity Awards at Fiscal Year-End" table on pages 33-34, multiplied by the excess, if any, of the market price of our common stock on December 31, 2013 ($43.91) over the exercise price listed in the same table.

(4) The Severance Plan provides for the payment of severance benefits to participants in the event their employment is involuntarily terminated by the Company (other than for cause or upon death or disability, as defined by the Severance Plan) or by the participant for good reason (as defined in the Severance Plan) (collectively, "Involuntary Terminations"). Assuming a December 31, 2013, involuntary termination, under the Severance Plan the above officers, other than the Chief Executive Officer, would be entitled to the following severance benefits upon an Involuntary Termination, in addition to any accrued obligation and vested amounts to which they may be entitled under the Company's benefit plans:

Name	Unpaid Annual Incentive (i)	Salary & Incentive (ii)	Healthcare (iii)	Placement Services (iv)	Total Severance
Rodney L. Bell					
Termination without Cause	$ 49,950	$ 324,000	$ 17,071	$ 20,000	$ 411,021
Change of Control	49,950	972,000	34,142	20,000	1,076,092
Matthew J. Jewell					
Termination without Cause	49,950	324,000	17,071	20,000	411,021
Change of Control	49,950	972,000	34,142	20,000	1,076,092
Chris C. Ruble					
Termination without Cause	60,000	391,000	17,071	20,000	488,071
Change of Control	60,000	1,173,000	34,142	20,000	1,287,142
Craig A. Drum					
Termination without Cause	28,800	279,000	6,393	20,000	334,193
Change of Control	28,800	837,000	12,786	20,000	898,586

i. Represents unpaid cash incentives earned under the 2013 annual Cash Incentive Plan as of December 31, 2013.

ii. Participants are entitled to a lump sum severance payment in an amount equal to the participant's annualized base salary in effect on his or her termination date if the termination date is prior to or absent a Change in Control, or equal to two times the sum of the participant's base salary and target annual incentive (each determined as of the termination date) if the termination date is on or within two years following a Change in Control.

iii. Participants are entitled to a lump sum healthcare assistance payment in an amount equal to the excess of the monthly COBRA premium to provide the group medical, dental, vision, and/or prescription drug plan benefits the participant had been receiving before termination above the monthly premium payable by active employees under the Company's healthcare plan for similar coverage, multiplied by 12 months if the termination date is prior to or absent a Change in Control, or by 24 months if the termination date is on or within two years following a Change in Control.

iv. Participants are entitled to access to up to $20,000 of employer-paid outplacement services for 12 months following termination.

Audit Committee Report

The Audit Committee oversees the Company's financial reporting process on behalf of the Board. 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 2013 Annual Report with management and the Company's independent registered public accounting firm, Ernst & Young LLP, 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 Audit Committee's function is more fully described in its charter, which is available on the Company's website at www.forwardair.com.

The Audit Committee reviews the charter on an annual basis. The Board annually reviews the definition of independence under Nasdaq's 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, and applicable laws and regulations. Ernst & Young LLP is responsible for performing an independent audit and reporting on the consolidated financial statements of the Company and its subsidiaries and the effectiveness of the Company's internal controls 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 controls over financial reporting, the framework used to make the assessment, and management's conclusions on the effectiveness of the Company's internal controls over financial reporting. The Audit Committee has also discussed with representatives of Ernst & Young LLP the Company's internal control assessment process and the firm's audit of the Company's system of internal controls over financial reporting.

The Audit Committee has reviewed and discussed the audited financial statements of the Company for the fiscal year ended December 31, 2013 with the Company's management and has discussed with Ernst & Young LLP the matters required to be discussed by the Statement on Auditing Standards No. 61, as amended, and as adopted by the Public Company Accounting Oversight Board ("PCAOB"). The Audit Committee also discussed with Ernst & Young LLP its independence from management and the Company, and received Ernst & Young LLP's written disclosures and letter pursuant to applicable requirements of the PCAOB regarding the independent accountant's communication with the Audit Committee concerning independence. The Audit Committee further considered the compatibility of the non-audit services with maintaining Ernst & Young LLP's independence.

In performing all of these functions, the Audit Committee acts in an oversight capacity. The Audit Committee reviews the Company's quarterly reports on Form 10-Q and annual report on 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 and the effectiveness of the Company's internal controls 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, 2013 for filing with the SEC.

C. Robert Campbell, Chair
G. Michael Lynch
Larry D. Leinweber

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 2014, subject to ratification of the appointment by the shareholders of the Company. The fees billed by Ernst & Young LLP for services rendered to the Company and its subsidiaries in 2013 and 2012 were as follows:

	2013	2012
Audit Fees (1)	$ 1,275,060	$ 861,557
Audit Related Fees (2)	112,100	75,000
Tax Fees (2)	425,365	335,827
All Other Fees (2)	-	-

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(1) Includes fees and expenses related to the audit and interim reviews of the Company's financial statements and the audit of the effectiveness of the Company's internal controls over financial reporting for the fiscal year notwithstanding when the fees and expenses were billed or when the services were rendered.

(2) 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 2013 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 2014. 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 Audit Committee 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 questions.

Shareholder Vote Requirement

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 2014.

PROPOSAL NO. 3 — ADVISORY VOTE ON COMPENSATION OF NAMED EXECUTIVE OFFICERS

Introduction

The Company's goal with respect to executive compensation is to provide a comprehensive package that is sufficient to attract, motivate and retain executives of outstanding ability, performance and potential. The Compensation Committee seeks to establish and maintain an appropriate relationship between executive compensation and the creation of shareholder value. The Compensation Committee believes that the most effective compensation program is one that provides competitive base pay, rewards the achievement of established annual and long-term goals and objectives, and provides incentives for retention. The Compensation Committee seeks a compensation program that is internally consistent and believes that pay differences among jobs should be commensurate with differences in the levels of responsibility between the Chief Executive Officer and the other Named Executive Officers.

We urge you to read the Compensation Discussion and Analysis section of this proxy statement for additional details on our executive compensation, including our compensation philosophy and objectives and the 2013 compensation of our Named Executive Officers.

We are asking you to vote on the adoption of the following resolution:

> **BE IT RESOLVED** by the shareholders of Forward Air, that the shareholders approve the compensation of the Company's Named Executive Officers as disclosed pursuant to Item 402 of Regulation S-K in the Company's proxy statement for the 2014 Annual Meeting of Shareholders.

As an advisory vote, this Proposal is non-binding. Although the vote is non-binding, the Board of Directors and the Compensation Committee value the opinions of our shareholders, and will consider the outcome of the vote when making future compensation decisions for our Named Executive Officers.

Vote Required

The affirmative vote of a majority of the shares of common stock present or represented by proxy and voting on this Proposal No. 3 at the Annual Meeting is required for approval of this Proposal. Unless contrary instructions are received, shares of common stock represented by duly executed proxies will be voted for the adoption of the resolution approving the compensation of Named Executive Officers. If you own shares through a bank, broker, or other holder of record, you must instruct your bank, broker, or other holder of record how to vote in order for them to vote your shares so that your vote can be counted on this Proposal.

Recommendation of the Board of Directors

The Board of Directors recommends a vote FOR approval, on an advisory basis, of the compensation of the Named Executive Officers.

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 Securities Exchange Act of 1934, as amended (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 10% 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, Nasdaq and the Company. Based solely on a review of the reports that have been filed by or on behalf of such persons in this regard and written representations from our directors and named executive officers, we believe that all ownership reports were timely filed during 2013.

Deadline for Submission to Shareholders of Proposals to be Presented at the 2015 Annual Meeting of Shareholders

Any proposal intended to be presented for action at the 2015 Annual Meeting of Shareholders by any shareholder of the Company must be received by the Secretary of the Company at its principal executive offices not later than November 25, 2014 in order for such proposal to be considered for inclusion in the Company's proxy statement and form of proxy relating to its 2015 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 Rule 14a-8 of the Exchange Act.

For other shareholder proposals to be timely (but not considered for inclusion in the proxy statement for the 2015 Annual Meeting of Shareholders), a shareholder's notice must be received by the Secretary of the Company not later than February 7, 2015 and the proposal and the shareholder must comply with Rule 14a-4 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 February 7, 2015, 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 2014 Annual Meeting of Shareholders, Proxy Statement and 2013 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 at 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 of Shareholders, 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 over the Internet, by telephone 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, 2013 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 Matthew J. Jewell, Secretary of the Company, at Forward Air Corporation, 430 Airport Road, Greeneville, Tennessee 37745. The Company's filings with the SEC are also available, without charge, on our website (www.forwardair.com) as soon as reasonably practical after filing.

By Order of the Board of Directors,

Matthew J. Jewell
Executive Vice President,
Chief Legal Officer and Secretary

Greeneville, Tennessee
March 25, 2014

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

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, 2013
Commission File No. 000-22490

FORWARD AIR CORPORATION
(Exact name of registrant as specified in its charter)

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

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

Securities registered pursuant to Section 12(b) of the Act:

Common Stock, $0.01 par value	**The NASDAQ Stock Market LLC**
(Title of class)	(Name of exchange on which registered)

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

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes ☑ No ☐

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes ☐ No ☑

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ☑ No ☐

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes ☑ No ☐

Indicate by check mark 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. Yes ☑ No ☐

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

Large accelerated filer ☑	Accelerated filer ☐	Non-accelerated filer ☐	Smaller reporting Company ☐
		(Do not check if a smaller reporting company)	

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act.) Yes ☐ No ☑

The aggregate market value of the voting stock held by non-affiliates of the registrant as of June 30, 2013 was approximately $1,150,074,099 based upon the $38.28 closing price of the stock as reported on The NASDAQ Stock Market LLC 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 10, 2014 was 30,721,944.

DOCUMENTS INCORPORATED BY REFERENCE
Portions of the proxy statement for the 2014 Annual Meeting of Shareholders are incorporated by reference into Part III of this report.

Table of Contents

Forward Air Corporation

Introductory Note

This Annual Report on Form 10-K for the fiscal year ended December 31, 2013 (this "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 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. Except as required by law, 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 were formed as a corporation under the laws of the State of Tennessee on October 23, 1981. Our operations can be broadly classified into three principal segments: Forward Air, Inc. ("Forward Air"), Forward Air Solutions, Inc. ("FASI") and Total Quality, Inc. ("TQI").

Forward Air is a leading provider of time-definite surface transportation and related logistics services to the North American expedited ground freight market. We offer our customers local pick-up and delivery (Forward Air Complete™) and scheduled surface transportation of cargo as a cost-effective, reliable alternative to air transportation. We transport cargo that must be delivered at a specific time but is less time-sensitive than traditional air freight. This type of cargo is frequently referred to in the transportation industry as deferred air freight. We also offer our customers an array of logistics and other services including: expedited full truckload ("TLX"); dedicated fleets; warehousing; customs brokerage; and shipment consolidation, deconsolidation and handling.

FASI, which we formed in July 2007, provides pool distribution services throughout the Mid-Atlantic, Southeast, Midwest and Southwest continental United States. Pool distribution involves managing high-frequency, last mile handling and distribution of time-sensitive product to numerous destinations in specific geographic regions. Our primary customers for pool distribution are regional and nationwide distributors and specialty retailers, such as mall, strip mall and outlet-based retail chains.

TQI, which we acquired in March 2013, provides maximum security and temperature-controlled logistics services, primarily truckload services, to the pharmaceutical and life science industries. In addition to core pharmaceutical services, TQI provides truckload and less-than-truckload brokerage transportation services.

Growth Strategy

Our strategy is to take advantage of our competitive strengths in order to increase our profits and shareholder returns. Our goal is to use our established businesses as the base from which to expand and launch new services that will allow us to grow and provide shareholder returns in any economic environment. Principal components of our efforts include:

- *Increase Freight Volume from Existing Customers.* Many of our customers currently use us for only a portion of their overall transportation needs. We believe we can increase freight volumes from existing customers by offering more enhanced and comprehensive services that address all of the customer's transportation needs, such as Forward Air Complete™ ("Complete"), our direct to door pick-up and delivery service and customer label integration. By offering additional services that can be integrated with our existing services, we believe we will attract additional business from existing customers.

- *Expand Service Offerings.* We continue to expand our offered 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 under-utilized during certain portions of the day, allowing us to add logistics services without significantly increasing our costs. Therefore, we have added a number of additional services in the past few years, such as TLX, pool distribution, temperature-controlled shipments, warehousing, drayage, 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 customers 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 development and enhancement of our information systems in ways that will continue to provide us competitive service advantages and increased productivity. We believe our enhanced systems have and will assist us in capitalizing on new business opportunities with existing customers and developing relationships with new customers.

- *Pursue Strategic Acquisitions.* We continue to evaluate and pursue acquisitions that can increase our penetration of a geographic area, add new customers, add new business verticals, and increase freight volume. In addition, we expect to explore acquisitions, such as TQI, that enable us to offer additional services. Further, in February 2014, we completed the acquisition of Central States Trucking Co. and Central States Logistics, Inc. (collectively, "CST") from Central States Inc. CST provides industry leading container and intermodal drayage services primarily within the Midwest region of the United States. CST also provides linehaul service within the airport-to-airport space as well as dedicated contract and Container Freight Station warehouse services. Acquisitions may affect our short-term cash flow and net income as we expend funds, potentially increase indebtedness and incur additional expenses.

Competitive Advantages

We believe that the following competitive advantages are critical to our success:

- *Focus on Specific Freight Markets and Concentrated Marketing Strategy.* Our Forward Air segment focuses on providing time-definite surface transportation and related logistics services to the North American expedited ground freight market. Forward Air provides our expedited ground freight services mainly to freight forwarders, integrated air cargo carriers, and passenger and cargo airlines rather than directly serving shippers. We believe that Forward Air customers prefer to purchase their transportation services from us because, among other reasons, we generally do not market Forward Air's services to their shipper customers and, therefore, do not compete directly with them for customers. Our FASI segment focuses on providing high-quality pool distribution services to retailers and nationwide distributors of retail products. Our TQI segment focuses on providing maximum security and temperature-controlled logistics services to the pharmaceutical and life science industries. This focused approach enables us to provide a higher level of service across all our business segments in a more cost-effective manner than our competitors.

- *Expansive Network of Terminals and Facilities.* We have developed a network of terminals and facilities throughout the United States and Canada. We believe it would be difficult for a competitor to duplicate our network of facilities with the expertise and strategic facility locations we have acquired without expending significant capital and management resources. We believe that through our network of terminals and facilities we can offer our customers a variety of comprehensive, high-quality, consistent service across the majority of the continental United States.

- *Superior Service Offerings.* Forward Air's published expedited ground freight schedule for transit times with specific cut-off and arrival times generally provides Forward Air customers with the predictability they need. In addition, our network of Forward Air terminals allows us to offer our Forward Air customers later cut-off times, a higher percentage of direct shipments (which reduces damage and shortens transit times) and earlier delivery times than most of our competitors. Our network of FASI terminals allows us the opportunity to provide precision deliveries to a wider range of locations than most pool distribution providers with increased on-time performance. TQI utilizes industry-leading temperature-controlled equipment, 24-hour real-time monitoring and tracking technology, and layered security features and practices to provide its customers with a level of service that is unmatched in the industry today.

- *Flexible Business Model.* Rather than owning and operating our own large fleets of trucks, we purchase most of our transportation requirements from owner-operators or truckload carriers. This approach allows us to respond quickly to changing demands and opportunities in our industry and to generate higher returns on assets because of the lower capital requirements.

- *Comprehensive Logistic and Other Service Offerings.* Through our three segments we offer an array of logistic and other services including: TLX, pick-up and delivery (Forward Air Complete™), pool distribution, temperature-controlled truckload, warehousing, customs brokerage and shipment consolidation and handling. These services are an essential part of many of our customers' transportation needs and are not offered by many of our competitors. We are often able to provide these services utilizing existing infrastructure and thereby earning additional revenue without incurring significant additional fixed costs.

- *Leading Technology Platform.* We are committed to using information technology to improve our operations. Through improved information technology, we believe we can increase the volume of freight we handle in our networks, 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 while in our network, complete shipment history, proof of delivery, estimated charges and electronic bill presentment. We continue to enhance our systems to permit us and our customers to access vital information through both the Internet and electronic data interchange. We have continued to invest in information technology to the benefit of our customers and our business processes.

- *Strong Balance Sheet and Availability of Funding.* Our asset-light business model and strong market position in the expedited ground freight market provides the foundation for operations that have produced excellent cash flow from operations even in challenging conditions. Our strong balance sheet and available borrowing capacity, can also be a competitive advantage. Our competitors, particularly in the pool distribution market, are mainly regional and local operations, and may struggle to maintain operations in an uncertain economic environment. The threat of financial instability may encourage new and existing customers to use a more financially secure transportation provider.

Operations

The following describes in more detail the operations of each of our reportable segments:

Forward Air

Airport-to-airport

Forward Air is a leading provider of time-definite surface transportation and related logistics services to the North American expedited ground freight market. Through Forward Air, 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 market our Forward Air airport-to-airport services primarily to freight forwarders, integrated air cargo carriers, and passenger and cargo airlines. To serve this market, we offer customers a high level of service with a focus on on-time, damage-free deliveries. We serve our customers by locating our terminals on or near airports in the United States and Canada and maintaining regularly scheduled transportation service between major cities. We either receive shipments at our terminals or if instructed to do so pick up shipments directly from our customers. We then transport the freight by truck (i) directly to the destination terminal; (ii) to our Columbus, Ohio central sorting facility; or (iii) to one of our 12 regional hubs, where they are unloaded, sorted and reloaded. After reloading the shipments, we deliver them to the terminals nearest their destinations and then, if requested by the customer, on to a final designated site. We ship freight directly between terminals when justified by the tonnage volume.

During 2013, approximately 27.7% of the freight Forward Air handled was for overnight delivery, approximately 56.7% was for delivery within two to three days and the balance was for delivery in four or more days. Forward Air generally does not market its airport-to-airport services directly to shippers (where such services might compete with our freight forwarder customers). Also, because Forward Air does not place significant size or weight restrictions on airport-to-airport shipments, Forward Air generally does not compete directly with integrated air cargo carriers such as United Parcel Service and Federal Express in the overnight delivery of small parcels. In 2013, Forward Air's ten largest customers accounted for approximately 35.5% of Forward Air's operating revenue and no single customer accounted for more than 10.0% of Forward Air's operating revenue.

Terminals

Our airport-to-airport network consists of terminals located in the following 87 cities:

City	Airport Served	City	Airport Served
Albany, NY	ALB	Louisville, KY	SDF
Albuquerque, NM*	ABQ	Memphis, TN	MEM
Allentown, PA*	ABE	McAllen, TX	MFE
Atlanta, GA	ATL	Miami, FL	MIA
Austin, TX	AUS	Milwaukee, WI	MKE
Baltimore, MD	BWI	Minneapolis, MN	MSP
Baton Rouge, LA*	BTR	Mobile, AL*	MOB
Birmingham, AL*	BHM	Moline, IA	MLI
Blountville, TN*	TRI	Montgomery, AL*	MGM
Boston, MA	BOS	Nashville, TN**	BNA
Buffalo, NY	BUF	Newark, NJ	EWR
Burlington, IA	BRL	Newburgh, NY	SWF
Cedar Rapids, IA	CID	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
Des Moines, IA**	DSM	Richmond, VA**	RIC
Detroit, MI	DTW	Rochester, NY	ROC
El Paso, TX	ELP	Sacramento, CA	SMF
Fort Wayne, IN*	FWA	Salt Lake City, UT	SLC
Grand Rapids, MI*	GRR	San Antonio, TX	SAT
Greensboro, NC	GSO	San Diego, CA	SAN
Greenville, SC	GSP	San Francisco, CA	SFO
Hartford, CT	BDL	Seattle, WA	SEA
Harrisburg, PA	MDT	Shreveport, LA*	SHV
Houston, TX	IAH	South Bend, IN*	SBN
Huntsville, AL*	HSV	St. Louis, MO	STL
Indianapolis, IN	IND	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	Toronto, Canada	YYZ
Los Angeles, CA	LAX		

*   Denotes an independent agent location.
** Denotes a location with combined Forward Air and FASI operations.
*** Denotes a location in which Forward Air is an agent for FASI.

Independent agents operate 22 of our Forward Air locations. These locations typically handle lower 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 add other direct services. Where warranted by sufficient volume in a region, we utilize larger terminals as regional sorting hubs, which allow 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, Charlotte, Chicago, Dallas/Ft. Worth, Denver, Kansas City, Los Angeles, New Orleans, Newark, Newburgh, Orlando, and Sacramento.

Shipments

The average weekly volume of freight moving through our airport-to-airport network was approximately 35.4 million pounds per week in 2013. During 2013, our average shipment weighed approximately 654 pounds and shipment sizes ranged 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 typically do not 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 1998.

Year	Average Weekly Volume in Pounds (In millions)
1998	15.4
1999	19.4
2000	24.0
2001	24.3
2002	24.5
2003	25.3
2004	28.7
2005	31.2
2006	32.2
2007	32.8
2008	34.2
2009	28.5
2010	32.6
2011	34.0
2012	34.9
2013	35.4

Forward Air Logistics and Other Services

Forward Air 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 and other services increase our profit margins by increasing our revenue without corresponding increases in our fixed costs, as airport-to-airport assets and resources are primarily used to provide the logistics and other services.

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

- expedited full truckload, or TLX;
- dedicated fleet;
- 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;
- drayage and intermodal;
- hotshot or ad-hoc ultra expedited services; 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 freight forwarder customers that do not provide logistics services themselves or that prefer to use one provider for all of their surface transportation needs.

Revenue and purchased transportation for our TLX service, which is the largest component of our Logistics revenue, are largely determined by the number of miles driven. The table below summarizes the average miles driven per week to support our TLX service since 2003:

Year	Average Weekly Miles (In thousands)
2003	211
2004	259
2005	248
2006	331
2007	529
2008	676
2009	672
2010	788
2011	876
2012	1,005
2013	967

Forward Air Customers

Our Forward Air wholesale customer base is primarily comprised of freight forwarders, integrated air cargo carriers and passenger and cargo airlines. Our freight forwarder customers vary in size from small, independent, single facility companies to large, international logistics companies such as SEKO Worldwide, AIT Worldwide Logistics, Expeditors International of Washington, Associated Global, UPS Supply Chain Solutions, FedEx Corporation and Pilot Air Freight. Because we deliver dependable service, integrated air cargo carriers such as UPS Cargo, FedEx Corporation and DHL Worldwide Express 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 United Airlines and Delta.

Forward Air Purchased Transportation

Forward Air contracts with owner-operators for most of its transportation services. The owner-operators own, operate and maintain their own tractors and employ their own drivers. Our freight handlers load and unload our trailers and vehicles for hauling by owner-operators between our terminals.

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

As a result of efforts to expand our logistics and other services, seasonal demands and volume surges in particular markets, we also purchase transportation from other surface transportation providers to handle overflow volume. Of the $230.9 million incurred for Forward Air purchased transportation during 2013, we purchased 59.5% from owner-operators and 40.5% from other surface transportation providers.

Forward Air Competition

The expedited ground freight segment of the transportation industry is highly competitive and very fragmented. Our competitors primarily include national and regional truckload and less-than-truckload carriers. To a lesser extent, Forward Air also competes with integrated air cargo carriers and passenger and cargo airlines.

We believe competition in the expedited ground freight segment is based primarily on service, on-time delivery, flexibility and reliability, as well as rates. We offer our Forward Air services at rates that generally are significantly below the charge to transport the same shipment to the same destination by air. We believe Forward Air has an advantage over less-than-truckload carriers because Forward Air delivers faster, more reliable service between many cities.

Forward Air Solutions (FASI)

Pool Distribution

Through our FASI segment we provide pool distribution services through a network of terminals and service locations in 24 cities throughout the Mid-Atlantic, Southeast, Midwest and Southwest continental United States. Pool distribution involves managing high-frequency handling and distribution of time-sensitive product to numerous destinations in specific geographic regions. Our FASI pool distribution customers are primarily comprised of national and regional retailers and distributors, such as Stage Stores, The Limited, The Marmaxx Group, The GAP, and Aeropostale. FASI's four largest customers accounted for approximately 69.6% of FASI's 2013 operating revenue, but revenues from these four customers do not exceed 10.0% of our consolidated revenue. No other customers accounted for more than 10.0% of FASI's operating revenue.

Our pool distribution network consists of terminals and service locations in the following 24 cities:

City	
Albuquerque, NM*	Jeffersonville, OH
Atlanta, GA	Kansas City, MO***
Baltimore, MD	Lakeland, FL
Baton Rouge, LA*	Las Vegas, NV
Charlotte, NC	Little Rock, AR*
Columbus, OH**	Miami, FL
Dallas/Ft. Worth, TX***	Montgomery, AL
Denver, CO***	Nashville, TN***
Des Moines, IA***	Raleigh, NC
Houston, TX	Richmond, VA***
Jacksonville, FL	San Antonio, TX
Jacksonville, TX	Tulsa, OK***

* Denotes an independent agent station.
** Denotes a location in which Forward Air is an agent for FASI.
*** Denotes a location with combined Forward Air and FASI operations.

FASI Transportation

FASI provides its transportation services through a mix of Company-employed drivers, owner-operators and third party carriers. The mix of sources utilized to provide FASI transportation services is dependent on the individual markets and related customer routes. During 2013, approximately 38.1% of FASI's direct transportation expenses were provided by Company-employed drivers, 26.0% by owner-operators and 35.9% was provided by third party carriers.

FASI Competition

The pool distribution segments of the transportation industry is also highly competitive and very fragmented. Our competitors primarily include regional and national truckload and less-than-truckload carriers. We believe FASI has an advantage over its competitors due to its presence in several regions across the continental United States allowing us to provide consistent, high-quality service to our customers regardless of location.

Total Quality, Inc. (TQI)

TQI is a premium provider of maximum security and temperature-controlled services to the pharmaceutical and life science industries. TQI utilizes industry-leading temperature-controlled equipment, 24-hour real-time monitoring and tracking technology, and layered security features and practices to provide its customers with a high level of service. In addition to its core pharmaceutical services, TQI also provides truckload and less-than-truckload brokerage transportation services. TQI's administrative headquarters are located in Grand Haven, Michigan.

TQI Transportation

TQI maintains a fleet of Company-employed drivers and owner-operators. All Company-employed drivers and owner-operators are incentivized to follow strict operating procedures during pick up, transport and delivery. In addition to TQI's private and owner-operator fleet, TQI has prequalified select third party partner carriers, which have committed to meet TQI's high standards of service and serve as a dedicated source of scalable capacity. Utilizing these qualified third party partner carriers TQI is able to accommodate spikes in demand created by product launches, product recalls, special promotions and other seasonal marketing efforts that require additional capacity. During 2013, approximately 23.4% of TQI's direct transportation expenses were provided by Company-employed drivers, 5.0% by owner-operators and 71.6% was provided by third party carriers.

TQI Competition

TQI competitors primarily include national and regional truckload carriers. We believe competition in TQI's market is based primarily on service, on-time delivery and flexibility and reliability. We believe TQI has a competitive advantage as a result of its superior technology and its established relationships with market leaders in the pharmaceutical and life science industries.

Marketing

We market all our services through a sales and marketing staff located in major 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 also participate in air cargo and retail trade shows and advertise our services through direct mail programs and through the Internet via www.forwardair.com, www.forwardairsolutions.com and www.shiptqi.com. The information contained on our websites is not part of this filing and is therefore not incorporated by reference unless such information is otherwise specifically referenced elsewhere in this report.

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 economic conditions, customer demand, weather and national holidays. Additionally, a significant portion of our revenue is derived from customers whose business levels are impacted by the economy. The impact of seasonal trends and the economy is more pronounced on our pool distribution business. The pool distribution business is seasonal and operating revenues and results tend to improve in the third and fourth quarters compared to the first and second quarters.

Employees and Equipment

As of December 31, 2013, we had 2,371 full-time employees, 709 of whom were freight handlers. Also, as of that date, we had an additional 1,166 part-time employees, of whom the majority were freight handlers. 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 is essential to support our continued growth and to meet the service requirements of our customers.

We own the majority of trailers we use to move freight through our networks. Substantially all of our trailers are 53' long, some of which have specialized roller bed equipment required to serve air cargo industry customers. At December 31, 2013, we had 3,237 owned trailers in our fleet with an average age of approximately 5.2 years. In addition, at December 31, 2013, we also had 67 leased trailers in our fleet. At December 31, 2013, we had 529 owned tractors and straight trucks in our fleet, with an average age of approximately 4.1 years. In addition, at December 31, 2013, we also had 29 leased tractors and straight trucks in our fleet.

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 and Company-employed drivers 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 $0.5 million per occurrence for vehicle and general liability claims. 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 approximately $0.3 million for each such claim, except in Ohio, where we are a qualified self-insured entity with an approximately $0.4 million self-insured retention. 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 and federal 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 through our subsidiaries by the DOT as a motor carrier and as a property broker to arrange for the transportation of freight by truck. Our domestic customs brokerage operations are licensed by U.S. Customs. We are subject to similar regulation in Canada.

Service Marks

Through one of our subsidiaries, we hold federal trademark registrations or applications for federal trademark registration, associated with the following service marks: Forward Air, Inc. ®, North America's Most Complete Roadfeeder Network ®, Forward Air ™, Forward Air Solutions ®, Forward Air TLX™, Forward Air Complete ™, and PROUD™. These marks are of significant value to our business. We are also in the process of obtaining trademarks for Total Quality, Inc. and TQI Inc.

Website Access

We file reports with the Securities and Exchange Commission (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 that contains these reports and other information filed electronically. We make available free of charge through our website our Code of Business Conduct and Ethics and our reports as soon as reasonably practicable after such material is electronically filed with or furnished to the SEC. Our website addresses are www.forwardair.com, www.forwardairsolutions.com, and www.shiptqi.com. Our goal is to maintain our website as a portal through which investors can easily find or navigate to pertinent information about us. 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 1A. Risk Factors

In addition to the other information in this Form 10-K and other documents we have filed with 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 material adverse effect on our results of operations.

Our business is dependent upon a number of factors that may have a material 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, freight volumes, 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 networks. 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 material 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 consumer confidence in the United States, or their impact, if any, on our future results of operations.

In order to grow our business, we will need to increase the volume and revenue per pound of the freight shipped through our networks.

Our growth depends in significant part on our ability to increase the amount and revenue per pound of freight shipped through our networks. The amount of freight shipped through our networks 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 networks or the revenue per pound of the freight shipped, we may be unable to maintain or increase our profitability.

Our rates, overall revenue and expenses are subject to volatility.

Our rates are subject to change based on competitive pricing and market factors. Our overall transportation rates consist of base transportation and fuel surcharge rates. Our base transportation rates exclude fuel surcharges and are set based on numerous factors such as length of haul, freight class and weight per shipment. The base rates are subject to change based on competitive pricing pressures and market factors. Most of our competitors impose fuel surcharges, but there is no industry standard for the calculation of fuel surcharge rates. Our fuel surcharge rates are set weekly based on the national average for fuel prices as published by the U.S. Department of Energy ("DOE") and our fuel surcharge table. Historically, we have not adjusted our method for determining fuel surcharge rates.

Our net fuel surcharge revenue is the result of our fuel surcharge rates and the tonnage transiting our networks. The fuel surcharge revenue is then netted with the fuel surcharge we pay to our owner-operators and third party transportation providers. Fluctuations in volumes, related load factors, and fuel prices may subject us to volatility in our net fuel surcharge revenue. This potential volatility in net fuel surcharge revenue may adversely impact our overall revenue, base transportation revenue plus net fuel surcharge revenue, and results of operations.

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 networks.

Our operations, particularly our networks 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, Forward Air does not have contracts with its customers. FASI does have contracts with its customers but these contracts typically have terms allowing cancellation within 30 to 60 days. As a result, 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 networks include various manufacturers, distributors and/or retailers of electronics, clothing, 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 networks.

We operate in highly competitive and fragmented segments of our 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 segments of the freight transportation industry in which we participate are highly competitive, very fragmented and historically have few barriers to entry. Our principal competitors include national and regional truckload and less-than-truckload carriers. To a lesser extent, we also 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 freight forwarders who decide to establish their own networks to transport expedited ground freight. We believe competition is based primarily on service, 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 and Company-employed drivers 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 $0.5 million per occurrence for vehicle and general liability claims. 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 approximately $0.3 million for each such claim, except in Ohio, where we are a qualified self-insured entity with an approximately $0.4 million self-insured retention. 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, at favorable terms or at all;
- diversion of management attention;
- retention of employees and customers;
- unexpected liabilities;
- potential erosion of operating profits as new acquisitions may be unable to achieve profitability comparable with our core airport-to-airport business; and
- detrimental issues not discovered during due diligence.

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, our operating results may actually decline and acquired goodwill may become impaired.

Severe economic downturns like the recession experienced in 2008 and 2009 can result in weaker demand for ground transportation services, which may have a significant negative impact on our results of operations.

During 2008 and 2009, we experienced significantly weaker demand for our airport-to-airport and pool distribution services as a result of the severe downturn in the economy. During the time in question, we adjusted the size of our owner-operator fleet and reduced employee headcount to compensate for the drop in demand. If the economic downturn persisted or worsened, demand for our services may have continued to weaken. No assurance can be given that reductions in owner-operators and employees or other steps we may take during similar times in the future will be adequate to offset the effects of reduced demand. If we experience another economic downturn it may have a significant negative impact on our results of operations.

We could be required to record a material non-cash charge to income if our recorded intangible assets or goodwill are determined to be impaired.

We have $40.1 million of recorded net definite-lived intangible assets on our consolidated balance sheet at December 31, 2013. Our definite-lived intangible assets primarily represent the value of customer relationships and non-compete agreements that were recorded in conjunction with our various acquisitions. We review our long-lived assets, such as our definite-lived intangible assets, for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. Impairment is recognized on these assets 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 an impairment, we would be required to record a non-cash impairment charge to our consolidated statement of comprehensive income in the amount that the carrying value of these assets exceed the estimated fair value of the assets.

We also have recorded goodwill of $88.5 million on our consolidated balance sheet at December 31, 2013. Goodwill is assessed for impairment annually (or more frequently if circumstances indicate possible impairment) for each of our reporting units. This assessment includes comparing the fair value of each reporting unit to the carrying value of the assets assigned to each reporting unit. If the carrying value of the reporting unit was to exceed our estimated fair value of the reporting unit, we would then be required to estimate the fair value of the individual assets and liabilities within the reporting unit to ascertain the amount of fair value of goodwill and any potential impairment. If we determine that our fair value of goodwill is less than the related book value, we could be required to record a non-cash impairment charge to our consolidated statement of comprehensive income, which could have a material adverse effect on our earnings.

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 networks. 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. While we take measures to ensure our major systems have redundant capabilities, our systems are susceptible to outages from fire, floods, power loss, telecommunications failures, break-ins, cyber-attacks 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 hamper our internal operations, our ability to provide services to our customers and the ability of our customers to access our information technology systems. A material network breach in the security of our information technology systems could include the theft of our intellectual property or trade secrets. To the extent that any disruptions or security breach results in a loss or damage to our data, or in inappropriate disclosure of confidential information, it could cause significant damage to our reputation, affect our relationships with our customers, reduce the demand for our services, lead to claims against us and ultimately harm our business. In addition, we may be required to incur significant costs to protect against damage caused by these disruptions or security breaches in the future.

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 2013, owner-operators provided 53.7% 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. A determination by regulators that our independent owner-operators are employees rather than independent contractors could expose us to various liabilities and additional costs including, but not limited to, employment-related expenses such as workers' compensation insurance coverage and reimbursement of work-related expenses.

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 and federal agencies have been granted broad regulatory powers over our business, and we are licensed by the DOT and U.S. Customs. 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.

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 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 subject to various environmental laws and regulations, and costs of compliance with, or liabilities for violations of, existing or future laws and regulations could significantly increase our costs of doing business.

Our operations are subject to environmental laws and regulations dealing with, among other things, the handling of hazardous materials and discharge and retention of stormwater. We operate in industrial areas, where truck terminals and other industrial activities are located, and where groundwater or other forms of environmental contamination may have occurred. Our operations involve the risks of fuel spillage, environmental damage, and hazardous waste disposal, among others. If we are involved in a spill or other accident involving hazardous substances, or if we are found to be in violation of applicable environmental laws or regulations, it could significantly increase our cost of doing business. Under specific environmental laws and regulations, we could be held responsible for all of the costs relating to any contamination at our past or present terminals and at third-party waste disposal sites. If we fail to comply with applicable environmental laws and regulations, we could be subject to substantial fines or penalties and to civil and criminal liability.

In addition, as global warming issues become more prevalent, federal and local governments and our customers are beginning to respond to these issues. This increased focus on sustainability may result in new regulations and customer requirements that could negatively affect us. This could cause us to incur additional direct costs or to make changes to our operations in order to comply with any new regulations and customer requirements, as well as increased indirect costs or loss of revenue resulting from, among other things, our customers incurring additional compliance costs that affect our costs and revenues. We could also lose revenue if our customers divert business from us because we have not complied with their sustainability requirements. These costs, changes and loss of revenue could have a material adverse affect on our business, financial condition and 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 be certain 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 be certain 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 charter and bylaws and provisions of Tennessee law could discourage or prevent a takeover that may be considered favorable.

Our 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 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 and also could limit the price that investors are willing to pay in the future for shares of our Common Stock.

Item 1B. Unresolved Staff Comments

None.

Item 2. Properties

Properties

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 lease our 37,500 square foot headquarters in Greeneville, Tennessee from the Greeneville-Greene County Airport Authority. The initial lease term ended in 2006 and has two ten-year and one five-year renewal options. During 2007, we renewed the lease through 2016.

We own our Columbus, Ohio central sorting facility. The expanded Columbus, Ohio facility is 125,000 square feet with 168 trailer doors. This premier facility can unload, sort and load upwards of 3.7 million pounds in five hours. In addition to the expansion, we process-engineered the freight sorting in the expanded building to improve handling efficiencies. The benefits include reductions in the distance each shipment moves in the building to speed up the transfer process, less handling of freight to further improve service integrity and flexibility to operate multiple sorts at the same time.

We also own facilities near Dallas/Fort Worth, Texas, Chicago, Illinois and Atlanta, Georgia. The Dallas/Fort Worth, Texas facility has over 216,000 square feet with 134 trailer doors and approximately 28,000 square feet of office space. The Chicago, Illinois facility is over 125,000 square feet with 110 trailer doors and over 10,000 square feet of office space. The Atlanta, Georgia facility is over 142,000 square feet with 118 trailer doors and approximately 12,000 square feet of office space.

We lease and maintain 75 additional terminals, including our pool distribution terminals, located in major cities throughout the United States and Canada. Lease terms for these terminals are typically for three to five years. The remaining 26 terminals are agent stations operated by independent agents who handle freight for us on a commission basis.

Item 3. Legal Proceedings

From time to time, we are a party to ordinary, routine litigation incidental to and arising in the normal course of our business, most of which involve claims for personal injury, 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, results of operations or cash flow.

Item 4. Mine Safety Disclosures

Not applicable.

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 Global Select Stock Market™ under the symbol "FWRD." The following table sets forth the high and low sales prices for Common Stock as reported by The NASDAQ Global Select Stock Market™ for each full quarterly period within the two most recent fiscal years.

2013	High	Low	Dividends
First Quarter	$ 39.58	$ 35.28	$ 0.10
Second Quarter	39.66	35.93	0.10
Third Quarter	41.94	36.05	0.10
Fourth Quarter	44.57	38.26	0.10

2012	High	Low	Dividends
First Quarter	$ 37.39	$ 31.78	$ 0.07
Second Quarter	37.12	30.17	0.07
Third Quarter	36.66	30.28	0.10
Fourth Quarter	35.09	29.65	0.10

According to a position listing there were approximately 446 shareholders of record of our Common Stock as of January 22, 2014.

Subsequent to December 31, 2013, our Board of Directors declared a cash dividend of $0.12 per share that will be paid in the first quarter of 2014. 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.

There are no material restrictions on our ability to declare dividends.

None of our securities were sold during fiscal year 2013 without registration under the Securities Act.

Securities Authorized for Issuance Under Equity Compensation Plans

The following table provides information as of December 31, 2013 with respect to shares of our Common Stock that may be issued under existing equity compensation plans, the 1999 Stock Option and Incentive Plan (the "1999 Plan"), the Amended and Restated Stock Option and Incentive Plan ("1999 Amended Plan"), the Non-Employee Director Stock Option Plan (the "NED Plan"), the 2000 Non-Employee Director Award (the "2000 NED Award"), the 2005 Employee Stock Purchase Plan (the "ESPP") and the Amended and Restated Non-Employee Director Stock Plan (the "Amended Plan"). Our shareholders have approved each of these plans.

Equity Compensation Plan Information

Plan Category	Number of Securities to be Issued upon Exercise or Vesting of Outstanding/ Unvested Shares, Options, Warrants and Rights	Weighted-Average Exercise Price of Outstanding Options, Warrants and Rights	Number of Securities Remaining Available for Future Issuance Under Equity Compensation Plans
		(a)	(b)
Equity Compensation Plans Approved by Shareholders	2,084,639	$ 27	1,948,144
Equity Compensation Plans Not Approved by Shareholders	—	—	—
Total	2,084,639	$ 27	1,948,144

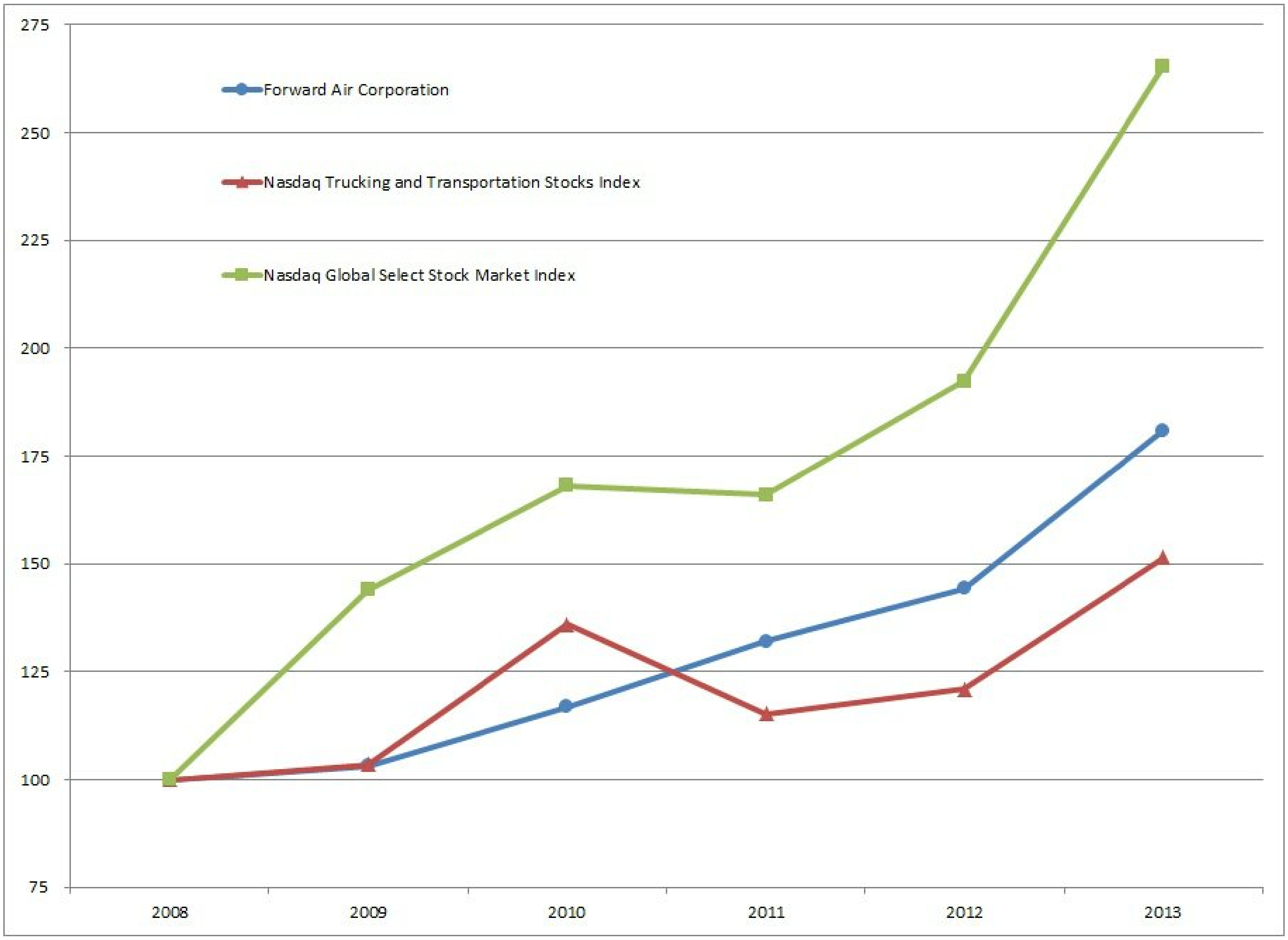
(a) Excludes purchase rights accruing under the ESPP, which has an original shareholder-approved reserve of 500,000 shares. Under the ESPP, each eligible employee may purchase up to 2,000 shares of Common Stock at semi-annual intervals each year at a purchase price per share equal to 90.0% of the lower of the fair market value of the Common Stock at close of (i) the first trading day of an option period or (ii) the last trading day of an option period.

(b) Includes shares available for future issuance under the ESPP. As of December 31, 2013, an aggregate of 412,322 shares of Common Stock were available for issuance under the ESPP.

Stock Performance Graph

The following graph compares the percentage change in the cumulative shareholder return on our Common Stock with The NASDAQ Trucking and Transportation Stocks Index and The NASDAQ Global Select Stock Market™ Index commencing on the last trading day of December 2008 and ending on the last trading day of December 2013. The graph assumes a base investment of $100 made on December 31, 2008 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 our Common Stock.

The performance graph and related information shall not be deemed "soliciting material" or be "filed" with the Securities and Exchange Commission, nor shall such information be incorporated by reference into any future filing under the Securities Act or the Exchange Act, except to the extent that the Company specifically incorporates it by reference into such filing.



	2008	2009	2010	2011	2012	2013
Forward Air Corporation	$ 100	$ 103	$ 117	$ 132	$ 144	$ 181
Nasdaq Trucking and Transportation Stocks Index	100	104	136	115	121	151
Nasdaq Global Select Stock Market Index	100	144	168	166	192	265

Issuer Purchases of Equity Securities

Period	Total Number of Shares Purchased	Average Price Paid per Share	Total Number of Shares Purchased as Part of Publicly Announced Program	Maximum Number of Shares that May Yet Be Purchased Under the Program (1)
October 1-31, 2013	—	$ —	—	—
November 1-30, 2013	8,675	41	8,675	806,384
December 1-31, 2013	—	—	—	—
Total	8,675	$ 41	8,675	806,384

(1) On July 31, 2007, our Board of Directors approved a stock repurchase program for up to 2.0 million shares of our common stock. On February 7, 2014, the Board of Directors cancelled the 2007 share repurchase authorization and approved a new stock repurchase authorization for up to 2.0 million shares of the Company's 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, 2013	December 31, 2012	December 31, 2011	December 31, 2010	December 31, 2009
	(In thousands, except per share data)				
Income Statement Data:					
Operating revenue	$ 652,481	$ 584,446	$ 536,402	$ 483,939	$ 417,410
Income from operations	84,355	83,532	77,110	53,739	18,550
Operating margin (1)	12.9%	14.3%	14.4%	11.1%	4.4%
Net income	54,467	52,668	47,199	32,036	9,802
Net income per share:					
Basic	$ 1.81	$ 1.82	$ 1.62	$ 1.11	$ 0.34
Diluted	$ 1.77	$ 1.78	$ 1.60	$ 1.10	$ 0.34
Cash dividends declared per common share	$ 0.40	$ 0.34	$ 0.28	$ 0.28	$ 0.28
Balance Sheet Data (at end of period):					
Total assets	$ 506,269	$ 399,187	$ 341,151	$ 348,796	$ 316,730
Long-term obligations, net of current portion	3	58	333	50,883	52,169
Shareholders' equity	435,865	351,671	286,902	256,086	224,507

(1) Income from operations as a percentage of operating revenue

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

Overview and Executive Summary

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

Through our Forward Air segment, we are a leading provider of time-definite surface transportation and related logistics services to the North American expedited ground freight market. We offer our customers local pick-up and delivery (Forward Air Complete™) and scheduled surface transportation of cargo as a cost-effective, reliable alternative to air transportation. We transport cargo that must be delivered at a specific time, but is less time-sensitive than traditional air freight. This type of cargo is frequently referred to in the transportation industry as deferred air freight. We operate our Forward Air segment through a network of terminals located on or near airports in 87 cities in the United States and Canada, including a central sorting facility in Columbus, Ohio and 12 regional hubs serving key markets. We also offer our customers an array of logistics and other services including: expedited truckload brokerage (“TLX”); dedicated fleets; warehousing; customs brokerage; and shipment consolidation, deconsolidation and handling.

FASI provides pool distribution services throughout the Mid-Atlantic, Southeast, Midwest and Southwest continental United States. Pool distribution involves managing high-frequency handling and distribution of time-sensitive product to numerous destinations in specific geographic regions. Our primary customers for this service are regional and nationwide distributors and retailers, such as mall, strip mall and outlet based retail chains. We service these customers through a network of terminals and service centers located in 24 cities.

TQI is a provider of maximum security and temperature-controlled logistics services, primarily truckload services, to the pharmaceutical and life science industries. In addition to core pharmaceutical services, TQI provides truckload and less-than-truckload brokerage transportation services.

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

Trends and Developments

Acquisition of TQI

On March 4, 2013, we entered into a Stock Purchase Agreement ("Agreement") with all of the shareholders of TQI to acquire 100% of the outstanding stock. Pursuant to the terms of the Agreement and concurrently with the execution of the Agreement, we acquired all of the outstanding capital stock of TQI in exchange for $45.3 million in net cash, $20.1 million in assumed debt and an available earn-out of up to $5.0 million. The assumed debt was immediately paid in full after funding of the acquisition. The acquisition and settlement of the assumed debt were funded using our cash on hand.

Pursuant to the terms of the Agreement, we could pay the former shareholders of TQI additional cash consideration from $0 to $5.0 million if certain earnings before interest, taxes, depreciation and amortization ("EBITDA") goals are exceeded. The ultimate payout is based on the level by which TQI operating results exceed specified thresholds as defined by the Agreement in both 2013 and 2014.

Results from Operations

During the year ended December 31, 2013, we experienced a 11.7% and 1.1% increase in our consolidated revenues and income from operations, respectively, compared to the year ended December 31, 2012. The increase in revenue is primarily attributable to revenue from our newly acquired segment, TQI and increased revenue from FASI, partially offset by reduced Forward Air revenue. During the year ended December 31, 2013, TQI contributed $41.8 million in operating revenue and approximately $3.6 million in income from operations.

Forward Air revenue and income from operations decreased 0.1% and 3.4%, respectively. The Forward Air revenue decrease was driven by lower logistics revenue partially offset by increases in airport-to-airport revenue. The logistics revenue decrease was driven by reduced TLX revenue on lower miles driven. The higher airport-to-airport revenue was attributable to increased tonnage transiting the Forward Air network.

FASI revenue increased 33.4% during the year ended December 31, 2013 compared to the year ended December 31, 2012. In conjunction with the revenue growth, FASI's income from operations improved $0.1 million and 5.0%, from $2.0 million in 2012 to $2.1 million during 2013. The increase in revenue and the corresponding increase in income from operations was the result of new business wins in the fourth quarter of 2012 and the first half of 2013.

Our net fuel surcharge revenue is the result of our fuel surcharge rates, which are set weekly using the national average for diesel price per gallon, and the volumes shipped. Due to the acquisition of TQI, higher diesel prices for the majority of 2013 and improved volumes, our net fuel surcharge revenue increased by 23.1% during the year end December 31, 2013 compared to the year ended December 31, 2012.

Results of Operations

The following table sets forth our historical financial data for the years ended December 31, 2013 and 2012 (in millions):

	Year ended			
	December 31, 2013	December 31, 2012	Change	Percent Change
Operating revenue	$ 652.5	$ 584.4	$ 68.1	11.7%
Operating expenses:				
Purchased transportation	285.7	252.7	33.0	13.1
Salaries, wages, and employee benefits	151.1	135.0	16.1	11.9
Operating leases	29.3	28.0	1.3	4.6
Depreciation and amortization	23.6	21.1	2.5	11.8
Insurance and claims	12.5	11.3	1.2	10.6
Fuel expense	15.2	10.0	5.2	52.0
Other operating expenses	50.7	42.8	7.9	18.5
Total operating expenses	568.1	500.9	67.2	13.4
Income from operations	84.4	83.5	0.9	1.1
Other income (expense):				
Interest expense	(0.5)	(0.4)	(0.1)	25.0
Other, net	0.1	—	0.1	100.0
Total other expense	(0.4)	(0.4)	—	—
Income before income taxes	84.0	83.1	0.9	1.1
Income taxes	29.5	30.4	(0.9)	(3.0)
Net income	$ 54.5	$ 52.7	$ 1.8	3.4%

The following table sets forth our historical financial data by segment for the years ended December 31, 2013 and 2012 (in millions):

	Year ended					
	December 31, 2013	Percent of Revenue	December 31, 2012	Percent of Revenue	Change	Percent Change
Operating revenue						
Forward Air	$ 501.1	76.8%	$ 501.7	85.9%	$ (0.6)	(0.1)%
FASI	113.4	17.4	85.0	14.5	28.4	33.4
TQI	41.8	6.4	—	—	41.8	100.0
Intercompany eliminations	(3.8)	(0.6)	(2.3)	(0.4)	(1.5)	65.2
Total	652.5	100.0	584.4	100.0	68.1	11.7
Purchased transportation						
Forward Air	230.9	46.1	231.4	46.1	(0.5)	(0.2)
FASI	34.5	30.4	23.3	27.4	11.2	48.1
TQI	23.2	55.5	—	—	23.2	100.0
Intercompany eliminations	(2.9)	76.3	(2.0)	87.0	(0.9)	45.0
Total	285.7	43.8	252.7	43.3	33.0	13.1
Salaries, wages and employee benefits						
Forward Air	105.4	21.0	103.1	20.6	2.3	2.2
FASI	39.3	34.7	31.9	37.5	7.4	23.2
TQI	6.4	15.3	—	—	6.4	100.0
Total	151.1	23.2	135.0	23.1	16.1	11.9
Operating leases						
Forward Air	20.2	4.0	20.4	4.1	(0.2)	(1.0)
FASI	9.0	7.9	7.6	9.0	1.4	18.4
TQI	0.1	0.2	—	—	0.1	100.0
Total	29.3	4.5	28.0	4.8	1.3	4.6
Depreciation and amortization						
Forward Air	16.2	3.2	16.4	3.3	(0.2)	(1.2)
FASI	5.0	4.4	4.7	5.5	0.3	6.4
TQI	2.4	5.8	—	—	2.4	100.0
Total	23.6	3.6	21.1	3.6	2.5	11.8
Insurance and claims						
Forward Air	8.7	1.8	8.9	1.8	(0.2)	(2.2)
FASI	3.3	2.9	2.4	2.8	0.9	37.5
TQI	0.5	1.2	—	—	0.5	100.0
Total	12.5	1.9	11.3	1.9	1.2	10.6
Fuel expense						
Forward Air	4.0	0.8	4.2	0.8	(0.2)	(4.8)
FASI	7.0	6.2	5.8	6.8	1.2	20.7
TQI	4.2	10.1	—	—	4.2	100.0
Total	15.2	2.3	10.0	1.7	5.2	52.0
Other operating expenses						
Forward Air	37.0	7.4	35.8	7.1	1.2	3.4
FASI	13.2	11.6	7.3	8.6	5.9	80.8
TQI	1.4	3.3	—	—	1.4	100.0
Intercompany eliminations	(0.9)	23.7	(0.3)	13.0	(0.6)	200.0
Total	50.7	7.8	42.8	7.3	7.9	18.5
Income from operations						
Forward Air	78.7	15.7	81.5	16.2	(2.8)	(3.4)
FASI	2.1	1.9	2.0	2.4	0.1	5.0
TQI	3.6	8.6	—	—	3.6	100.0
Total	$ 84.4	12.9%	$ 83.5	14.3%	$ 0.9	1.1 %

The following table presents the components of the Forward Air segment's operating revenue and purchased transportation for the years ended December 31, 2013 and 2012 (in millions):

	2013	Percent of Revenue	2012	Percent of Revenue	Change	Percent Change
Forward Air revenue						
Airport-to-airport	$ 393.2	78.5%	$ 391.2	78.0%	$ 2.0	0.5 %
Logistics	80.3	16.0	84.2	16.8	(3.9)	(4.6)
Other	27.6	5.5	26.3	5.2	1.3	4.9
Total	$ 501.1	100.0%	$ 501.7	100.0%	$ (0.6)	(0.1)%
Forward Air purchased transportation						
Airport-to-airport	$ 163.3	41.5%	$ 160.7	41.1%	$ 2.6	1.6 %
Logistics	59.7	74.3	63.5	75.4	(3.8)	(6.0)
Other	7.9	28.6	7.2	27.4	0.7	9.7
Total	$ 230.9	46.1%	$ 231.4	46.1%	$ (0.5)	(0.2)%

Year ended December 31, 2013 compared to Year ended December 31, 2012

Revenues

Operating revenue increased by $68.1 million, or 11.7%, to $652.5 million for the year ended December 31, 2013 from $584.4 million for the year ended December 31, 2012.

Forward Air

Forward Air operating revenue decreased $0.6 million, or 0.1%, to $501.1 million from $501.7 million, accounting for 76.8% of consolidated operating revenue for the year ended December 31, 2013. Airport-to-airport revenue, which is the largest component of our consolidated operating revenue, increased $2.0 million, or 0.5%, to $393.2 million from $391.2 million. Airport-to-airport revenue accounted for 78.5% of the Forward Air's operating revenue during the years ended December 31, 2013 compared to 78.0% for the year ended December 31, 2012. An increase in tonnage net of a decline in our base revenue per pound, excluding net fuel surcharge revenue and Forward Air Complete™ ("Complete") revenue, accounted for $2.9 million of the increase in airport-to-airport revenue. Our airport-to-airport business is priced on a per pound basis and the average revenue per pound, excluding the impact of fuel surcharges and Complete, decreased 0.4% for the year ended December 31, 2013 versus the year ended December 31, 2012. Tonnage that transited our network increased by 1.4% during the year ended December 31, 2013 compared with the year ended December 31, 2012. The increase in airport-to-airport revenue was partially offset by a decrease in Complete pick-up and delivery revenue. Complete pick-up and delivery revenue decreased $0.9 million, or 1.7%, during the year ended December 31, 2013 compared to the year ended December 31, 2012. The decrease in Complete revenue is attributable to a reduction in the attachment rate of our Complete service to our standard airport-to-airport linehaul service, to 17.3% in 2013 compared to 23.1% in 2012. The decline in the Complete attachment rate was mainly attributable to the loss of a customer. Airport-to-airport net fuel surcharge revenue for the year ended December 31, 2013 was flat compared to the year ended December 31, 2012.

Logistics revenue, which is primarily TLX and priced on a per mile basis, decreased $3.9 million, or 4.6%, to $80.3 million for the year ended December 31, 2013 from $84.2 million for the year ended December 31, 2012. TLX revenue decreased $2.6 million, or 3.4%, year-over-year as miles driven to support our TLX revenue decreased 3.8%. However, the decline in TLX mileage was partially offset by a 0.4% increase in TLX average revenue per mile. The change in miles and average revenue per mile is mostly attributable to a change in customer mix. The remaining $1.3 million decrease in logistics revenue was attributable to declines in our drayage business and other non-mileage based services. Drayage services declined $0.8 million on the loss of a customer while other non-mileage based services were negatively impacted by the reduced TLX shipping volumes.

Other revenue, which includes warehousing services and terminal handling, accounts for the final component of Forward Air operating revenue. Other revenue increased $1.3 million, or 4.9%, to $27.6 million during the year ended December 31, 2013 from $26.3 million during the year ended December 31, 2012. The increase in revenue was mainly attributable to container handling services performed at certain terminals.

FASI

FASI operating revenue increased $28.4 million, or 33.4%, to $113.4 million for the year ended December 31, 2013 from $85.0 million for the year ended December 31, 2012. The increase in revenue was attributable to new business wins, primarily from two new customers that were initiated during the fourth quarter of 2012, February 2013 and April 2013. In order to service this new business FASI opened three new agent stations and two new service centers.

TQI

TQI operating revenue of $41.8 million represents temperature-controlled truckload and less-than-truckload services provided from the acquisition date of March 4, 2013 through December 31, 2013.

Intercompany Eliminations

Intercompany eliminations increased $1.5 million, or 65.2%, to $3.8 million during the year ended December 31, 2013 from $2.3 million during the year ended December 31, 2012. The intercompany eliminations are the result of truckload, airport-to-airport, and handling services Forward Air provided to FASI, truckload services Forward Air provided to TQI and FASI cartage and handling services provided to Forward Air.

Purchased Transportation

Purchased transportation increased by $33.0 million, or 13.1%, to $285.7 million for the year ended December 31, 2013 from $252.7 million for the year ended December 31, 2012. As a percentage of total operating revenue, purchased transportation was 43.8% during the year ended December 31, 2013 compared to 43.3% for the year ended December 31, 2012.

Forward Air

Forward Air's purchased transportation decreased by $0.5 million, or 0.2%, to $230.9 million for the year ended December 31, 2013 from $231.4 million for the year ended December 31, 2012. The decrease in purchased transportation is primarily attributable to 0.6% decrease in the total cost per mile, net of a 0.4% increase in miles driven for the year ended December 31, 2013 versus the year ended December 31, 2012. As a percentage of segment operating revenue, Forward Air purchased transportation was 46.1% during the years ended December 31, 2013 and 2012.

Purchased transportation costs for our airport-to-airport network increased $2.6 million, or 1.6%, to $163.3 million for the year ended December 31, 2013 from $160.7 million for the year ended December 31, 2012. For the year ended December 31, 2013, purchased transportation for our airport-to-airport network increased to 41.5% of airport-to-airport revenue from 41.1% for the year ended December 31, 2012. The $2.6 million increase is partially attributable to a 2.3% increase in miles driven by our network of owner-operators or third party transportation providers in addition to a 0.3% increase in cost per mile paid to our network of owner-operators or third party transportation providers. The increase in miles increased purchased transportation by $2.9 million while the increase in cost per mile increased purchased transportation $0.4 million. Miles driven by our network of owner-operators or third party transportation providers increased in conjunction with the tonnage increase discussed above and a shift in our customer and route mix. The 0.3% increase in airport-to-airport cost per mile was mostly the result of increased utilization of more costly third party transportation providers as opposed to our network of owner-operators. These increases associated with higher airport-to-airport mileage and cost per mile, were partially offset by a $0.7 million decrease in third party transportation costs associated with the reduced Complete volumes discussed above.

Purchased transportation costs for our logistics revenue decreased $3.8 million, or 6.0%, to $59.7 million for the year ended December 31, 2013 from $63.5 million for the year ended December 31, 2012. For the year ended December 31, 2013, logistics' purchased transportation costs represented 74.3% of logistics revenue versus 75.4% for the year ended December 31, 2012. The reduction in logistics' purchased transportation was largely attributable to a $3.0 million, or 5.1%, decrease in TLX purchased transportation. Miles driven to support our TLX revenue decreased 3.8% and the cost per mile decreased 1.3% year-over-year. The improvement in the cost per mile was the result of increased utilization of our network of owner-operators, as opposed to more costly third party transportation providers. The remaining $0.8 million decrease in logistics purchase transportation was attributable to $0.4 million decrease in our drayage business and a $0.4 million reduction for other non-mileage based services. Purchased transportation for our drayage services declined in conjunction with the drayage revenue decline discussed previously, while other non-mileage based services have been impacted by the reduced TLX shipping volumes.

Purchased transportation costs related to our other revenue increased $0.7 million, or 9.7%, to $7.9 million for the year ended December 31, 2013 from $7.2 million for the year ended December 31, 2012. Other purchased transportation costs as a percentage of other revenue increased to 28.6% of other revenue for the year ended December 31, 2013 from 27.4% for the year ended December 31, 2012. Other purchased transportation increased as a percentage of the associated revenue as certain airport-to-airport linehaul business required the use of local pick-up and delivery services. This new business required us to incur other purchased transportation costs without direct corresponding other revenue.

FASI

FASI purchased transportation increased $11.2 million, or 48.1%, to $34.5 million for the year ended December 31, 2013 from $23.3 million for the year ended December 31, 2012. FASI purchased transportation as a percentage of revenue was 30.4% for the year ended December 31, 2013 compared to 27.4% for the year ended December 31, 2012. The increase in FASI purchased transportation as a percentage of revenue was attributable to the new business discussed above having an increased linehaul component which increased the utilization of owner-operators and third-party transportation providers.

TQI

TQI purchased transportation of $23.2 million, or 55.5% of revenue, represents costs associated with payments to owner-operators, Forward Air and third party transportation providers for services performed from the acquisition date of March 4, 2013 through December 31, 2013.

Intercompany Eliminations

Intercompany eliminations increased $0.9 million, or 45.0%, to $2.9 million during the year ended December 31, 2013 from $2.0 million during the year ended December 31, 2012. The intercompany eliminations are the result of truckload, airport-to-airport, and handling services Forward Air provided to FASI, truckload services Forward Air provided to TQI and FASI cartage and handling services provided to Forward Air.

Salaries, Wages, and Benefits

Salaries, wages and employee benefits increased $16.1 million, or 11.9%, to $151.1 million for the year ended December 31, 2013 from $135.0 million for the year ended December 31, 2012. As a percentage of total operating revenue, salaries, wages and employee benefits was 23.2% during the year ended December 31, 2013 compared to 23.1% in December 31, 2012.

Forward Air

Salaries, wages and employee benefits of Forward Air increased by $2.3 million, or 2.2%, to $105.4 million for the year ended December 31, 2013 from $103.1 million for the year ended December 31, 2012. Salaries, wages and employee benefits were 21.0% of Forward Air's operating revenue for the year ended December 31, 2013 compared to 20.6% for the year ended December 31, 2012. The increase in salaries, wages and employee benefits in total dollars and as a percentage of revenue was mainly due to increased health insurance and workers' compensation expenses and higher wages and benefits paid to employees, net of reductions in employee incentives. Health insurance and workers' compensation expenses increased $2.0 million for the year ended December 31, 2013 compared to the year ended December 31, 2012. The increase was largely driven by increased health insurance claims in 2013 and favorable claim development in the second quarter of 2012 identified in our semi-annual actuarial review. A similar favorable development did not recur in 2013. Wages and benefits paid to employees increased $2.5 million, or 3.0%, mainly as a result of 2013 cost of living increases and a full year of 2012 merit pay increases. Accruals for employee incentives decreased approximately $2.2 million as incentives were reduced in conjunction with Forward Air not meeting earnings and performance goals.

FASI

Salaries, wages and employee benefits of FASI increased by $7.4 million, or 23.2%, to $39.3 million for the year ended December 31, 2013 from $31.9 million for the year ended December 31, 2012. As a percentage of FASI operating revenue, salaries, wages and benefits decreased to 34.7% for the year ended December 31, 2013 compared to 37.5% for the year ended December 31, 2012. FASI salaries, wages and employee benefits are higher as a percentage of operating revenue than our Forward Air segment, as a larger percentage of FASI transportation services are performed by Company-employed drivers. The increase in salaries, wages and employee benefits in total dollars is largely due to higher wages and benefits that increased in conjunction with the revenue volumes discussed previously. The decline as a percentage of revenue is largely attributable to improved terminal labor efficiency during 2013 and leverage on fixed salaries and benefits as a result of the increased revenue volumes discussed above.

Despite the improvement as percentage of revenue FASI salaries, wages and benefits were adversely impacted by the new business start up in late February 2013. Due to the anticipated volumes from the new business, FASI maintained higher headcount, primarily of driver personnel, during January and February which resulted in approximately $0.1 million of additional costs during the first quarter of 2013.

TQI

TQI salaries, wages and employee benefits were $6.4 million, or 15.3% of revenue, and represent salaries, wages and benefits for Company-employed drivers, other operations personnel and TQI management since the acquisition on March 4, 2013 through December 31, 2013.

Operating Leases

Operating leases increased by $1.3 million, or 4.6%, to $29.3 million for the year ended December 31, 2013 from $28.0 million in the year ended December 31, 2012. Operating leases, the largest component of which is facility rent, were 4.5% of consolidated operating revenue for the year ended December 31, 2013 compared with 4.8% for the year ended December 31, 2012.

Forward Air

Operating leases decreased $0.2 million, or 1.0%, to $20.2 million for the year ended December 31, 2013 from $20.4 million for the year ended December 31, 2012. Operating leases were 4.0% of Forward Air's operating revenue for the year ended December 31, 2013 compared with 4.1% for the year ended December 31, 2012. The decrease in operating leases was the result of a $0.4 million decrease in trailer and $0.2 million decrease in truck rentals, partially offset by a $0.4 million increase in facility rent. The decline in trailer and truck rentals was in conjunction with new trailers and trucks purchased during 2013. Office rent increased on relocation of certain facilities to larger, more expensive facilities.

FASI

Operating leases increased $1.4 million, or 18.4%, to $9.0 million for the year ended December 31, 2013 from $7.6 million for the year ended December 31, 2012. Operating leases were 7.9% of FASI operating revenue for the year ended December 31, 2013 compared with 9.0% for the year ended December 31, 2012. The increase in total dollars was attributable to $1.4 million increase for additional trailer and truck leases and rentals due to the increased revenue volumes discussed previously. Further, FASI facility lease expense did not increase for the new locations opened in conjunction with the new business, as the new locations were either agent stations or service centers operated within a customer's facility.

TQI

Operating lease expense for TQI was $0.1 million, or 0.2% of operating revenue, for the year ended December 31, 2013, as currently TQI does not utilize leased or rented equipment and only leases one facility for its administrative offices.

Depreciation and Amortization

Depreciation and amortization increased $2.5 million, or 11.8%, to $23.6 million for the year ended December 31, 2013 from $21.1 million for the year ended December 31, 2012. Depreciation and amortization was 3.6% of consolidated operating revenue for the years ended December 31, 2013 and 2012.

Forward Air

Depreciation and amortization decreased $0.2 million, or 1.2%, to $16.2 million for the year ended December 31, 2013 from $16.4 million for the year ended December 31, 2012. Depreciation and amortization expense as a percentage of Forward Air operating revenue was 3.2% in the year ended December 31, 2013 compared to 3.3% for the year ended December 31, 2012. Depreciation decreased year-over-year as certain internally developed software and older trailers became fully depreciated, but these decreases were partially offset by depreciation on new trucks and trailers purchased during 2013.

FASI

Depreciation and amortization increased $0.3 million, or 6.4%, to $5.0 million for the year ended December 31, 2013 from $4.7 million for the year ended December 31, 2012. Depreciation and amortization expense as a percentage of FASI operating revenue was 4.4% for the year ended December 31, 2013 compared to 5.5% for the year ended December 31, 2012. The increase in FASI depreciation is attributable to new tractors purchased to replace aging, fully depreciated equipment.

TQI

TQI depreciation and amortization of $2.4 million, or 5.8% of revenue, represents $0.9 million of depreciation on acquired equipment and $1.5 million of amortization on acquired intangible assets since the acquisition of TQI on March 4, 2013.

Insurance and Claims

Insurance and claims expense increased $1.2 million, or 10.6%, to $12.5 million for the year ended December 31, 2013 from $11.3 million for the year ended December 31, 2012. Insurance and claims was 1.9% of consolidated operating revenue during the years ended December 31, 2013 and 2012.

Forward Air

Forward Air insurance and claims expense decreased $0.2 million, or 2.2%, to $8.7 million for the year ended December 31, 2013 from $8.9 million for the year ended December 31, 2012. Insurance and claims as a percentage of Forward Air's operating revenue was 1.8% for the years ended December 31, 2013 and 2012. The decrease in Forward Air insurance and claims was driven by a $0.9 million decrease in cargo claims partially offset by a $0.5 million increase in vehicle accident repairs and a $0.2 million increase in insurance related costs. Cargo claims decreased due to 2012 including several unusually large claims, while 2013 did not include any similar claims.

FASI

FASI insurance and claims increased $0.9 million. or 37.5%, to $3.3 million for the year ended December 31, 2013 from $2.4 million for the year ended December 31, 2012. As a percentage of operating revenue, insurance and claims was 2.9% for the year ended December 31, 2013 compared to 2.8% for the year ended December 31, 2012. The increase in FASI insurance and claims was largely attributable to a $0.4 million increase in cargo claims, a $0.3 million increase in vehicle accident repairs and a $0.2 million increase in reserves for accident claims and related insurance costs.

TQI

TQI insurance and claims of $0.5 million, or 1.2% of revenue, includes $0.4 million for insurance premiums and $0.1 million of vehicle accident repairs since the TQI acquisition on March 4, 2013 through December 31, 2013.

Fuel Expense

Fuel expense increased $5.2 million,or 52.0%, to $15.2 million for the year ended December 31, 2013 and from $10.0 million for the year ended December 31, 2012. Fuel expense was 2.3% of consolidated operating revenue for the year ended December 31, 2013 compared to 1.7% for the year ended December 31, 2012.

Forward Air

Forward Air fuel expense decreased $0.2 million, or 4.8%, to $4.0 million for the year ended December 31, 2013 from $4.2 million in the year ended December 31, 2012. Fuel expense was 0.8% of Forward Air's operating revenue for the years ended December 31, 2013 and 2012.

FASI

FASI fuel expense increased $1.2 million, or 20.7%, to $7.0 million for the year ended December 31, 2013 from $5.8 million for the year ended December 31, 2012. Fuel expenses were 6.2% of FASI operating revenue during the year ended December 31, 2013 compared to 6.8% for the year ended December 31, 2012. FASI fuel expense is significantly higher as a percentage of operating revenue than Forward Air’s fuel expense, as FASI utilizes a higher ratio of Company-employed drivers and Company-owned or leased vehicles in its operations than Forward Air. The increase in FASI fuel expense was mostly the result of increased Company miles associated with the higher business volumes discussed previously and changes in average fuel prices.

TQI

TQI fuel expense was $4.2 million, or 10.1% of revenue, and represents fuel expense incurred since the acquisition of TQI on March 4, 2013 through December 31, 2013. TQI fuel expense is significantly higher as a percentage of operating revenue than Forward Air and FASI's fuel expense, as TQI utilizes a higher ratio of Company-employed drivers and Company-owned vehicles in its operations.

Other Operating Expenses

Other operating expenses increased $7.9 million, or 18.5%, to $50.7 million for the year ended December 31, 2013 from $42.8 million for the year ended December 31, 2012. Other operating expenses were 7.8% of consolidated operating revenue for the year ended December 31, 2013 compared with 7.3% for the year ended December 31, 2012.

Forward Air

Forward Air other operating expenses increased $1.2 million, or 3.4%, to $37.0 million for the year ended December 31, 2013 from $35.8 million for the year ended December 31, 2012. Forward Air other operating expenses were 7.4% of operating revenue for the year ended December 31, 2013 compared to 7.1% for the year ended December 31, 2012. The increase in other operating expenses in total dollars is attributable to increased variable costs, such as vehicle maintenance and dock and terminal supplies, during the year ended December 31, 2013 compared to the year end December 31, 2012. The increase in other operating expenses as a percentage of revenue was mostly attributable to $1.1 million of merger and acquisition related costs, $0.2 million increase in bad debt reserves and $0.8 million increase in other taxes and licenses. These increases were partially offset by a $0.8 million increase in gains on the disposal of operating equipment for the year ended December 31, 2013 compared to the year ended December 31, 2012.

FASI

FASI other operating expenses increased $5.9 million, or 80.8%, to $13.2 million for the year ended December 31, 2013 compared to $7.3 million for the year ended December 31, 2012. FASI other operating expenses were 11.6% of operating revenue for the year ended December 31, 2013 compared to 8.6% for the year ended December 31, 2012. The increase in FASI's other operating expenses as a percentage of revenue and in terms of total dollars, was driven by a $4.5 million increase in agent station costs. As noted above, we opened additional agent stations to service the new business initiated during February and April 2013. The remaining increase is attributable to higher variable terminal and maintenance costs which increased in conjunction with the revenue volumes discussed previously.

TQI

TQI other operating expenses were $1.4 million, or 3.3% of revenue, and represent costs such as vehicle maintenance and miscellaneous office and administrative expenses incurred since the acquisition of TQI on March 4, 2013 through December 31, 2013. Other operating expenses for TQI were reduced by $0.6 million reduction in the fair value of the earn out liability associated with the acquisition of TQI. The reduction in the liability was the result of reductions in the projected cash flows used to estimate the fair value of the liability.

Intercompany Eliminations

Intercompany eliminations were $0.9 million during the year ended December 31, 2013 compared to $0.3 million for the year ended December 31, 2012. The intercompany eliminations are for agent station services Forward Air and FASI provided each other during the years ended December 31, 2013 and 2012.

Income from Operations

Income from operations increased by $0.9 million, or 1.1%, to $84.4 million for the year ended December 31, 2013 compared with $83.5 million for the year ended December 31, 2012. Income from operations was 12.9% of consolidated operating revenue for the year ended December 31, 2013 compared with 14.3% for the year ended December 31, 2012.

Forward Air

Forward Air income from operations decreased by $2.8 million, or 3.4%, to $78.7 million for the year ended December 31, 2013 compared with $81.5 million for the year ended December 31, 2012. Forward Air's income from operations was 15.7% of operating revenue for the year ended December 31, 2013 compared with 16.2% for the year ended December 31, 2012. The decline in income from operations was primarily the result of reduced revenue and increased workers' compensation and health insurance costs.

FASI

FASI income from operations improved by $0.1 million, or 5.0%, to $2.1 million for the year ended December 31, 2013 from $2.0 million for the year ended December 31, 2012. FASI income from operations was 1.9% of operating revenue for the year ended December 31, 2013 compared 2.4% of operating revenue for the year ended December 31, 2012. The decline in income from operations as a percentage of revenue is largely attributable to start up and integration costs as FASI's struggled to efficiently integrate new business.

TQI

TQI income from operations was $3.6 million, or 8.6% of revenue, since the acquisition of TQI on March 4, 2013 through December 31, 2013. TQI income from operations benefited from the $0.6 million reduction in the fair value of the earn out liability associated with the acquisition of TQI.

Interest Expense

Interest expense was $0.5 million for the year ended December 31, 2013 and increased $0.1 million, or 25.0%, from $0.4 million for the year ended December 31, 2012. Increase is primarily a full year of fees associated with our line of credit and accrued interest on income tax contingency accruals.

Other, Net

Other, net of $0.1 million for the year ended December 31, 2013, primarily represents interest income earned on excess cash balances and unrealized gains on trading securities held.

Provision for Income Taxes

The combined federal and state effective tax rate for the year ended December 31, 2013 was 35.1% compared to an effective rate of 36.7% for the year ended December 31, 2012. The reduction in our effective tax rate was due to the 2013 retroactive reinstatement of alternative fuel tax credits for 2012 and benefits obtained from disqualified dispositions by employees of previously non-deductible incentive stock options.

Net Income

As a result of the foregoing factors, net income increased by $1.8 million, or 3.4%, to $54.5 million for the year ended December 31, 2013 compared to $52.7 million for the year ended December 31, 2012.

Results of Operations

The following table sets forth our historical financial data for the years ended December 31, 2012 and 2011 (in millions):

	Year ended			
	December 31, 2012	December 31, 2011	Change	Percent Change
Operating revenue	$ 584.4	$ 536.4	$ 48.0	8.9%
Operating expenses:				
Purchased transportation	252.7	223.0	29.7	13.3
Salaries, wages, and employee benefits	135.0	130.7	4.3	3.3
Operating leases	28.0	27.1	0.9	3.3
Depreciation and amortization	21.1	21.0	0.1	0.5
Insurance and claims	11.3	8.8	2.5	28.4
Fuel expense	10.0	10.0	—	—
Other operating expenses	42.8	38.7	4.1	10.6
Total operating expenses	500.9	459.3	41.6	9.1
Income from operations	83.5	77.1	6.4	8.3
Other income (expense):				
Interest expense	(0.4)	(0.6)	0.2	(33.3)
Other, net	—	0.1	(0.1)	(100.0)
Total other expense	(0.4)	(0.5)	0.1	(20.0)
Income before income taxes	83.1	76.6	6.5	8.5
Income taxes	30.4	29.4	1.0	3.4
Net income	$ 52.7	$ 47.2	$ 5.5	11.7%

The following table sets forth our historical financial data by segment for the years ended December 31, 2012 and 2011 (in millions):

	Year ended					
	December 31, 2012	Percent of Revenue	December 31, 2011	Percent of Revenue	Change	Percent Change
Operating revenue						
Forward Air	$ 501.7	85.9%	$ 464.5	86.6%	$ 37.2	8.0%
FASI	85.0	14.5	73.2	13.6	11.8	16.1
Intercompany eliminations	(2.3)	(0.4)	(1.3)	(0.2)	(1.0)	76.9
Total	584.4	100.0	536.4	100.0	48.0	8.9
Purchased transportation						
Forward Air	231.4	46.1	206.0	44.4	25.4	12.3
FASI	23.3	27.4	18.2	24.9	5.1	28.0
Intercompany eliminations	(2.0)	87.0	(1.2)	92.3	(0.8)	66.7
Total	252.7	43.3	223.0	41.6	29.7	13.3
Salaries, wages and employee benefits						
Forward Air	103.1	20.6	101.3	21.8	1.8	1.8
FASI	31.9	37.5	29.4	40.2	2.5	8.5
Total	135.0	23.1	130.7	24.4	4.3	3.3
Operating leases						
Forward Air	20.4	4.1	19.7	4.2	0.7	3.6
FASI	7.6	9.0	7.4	10.1	0.2	2.7
Total	28.0	4.8	27.1	5.0	0.9	3.3
Depreciation and amortization						
Forward Air	16.4	3.3	16.8	3.6	(0.4)	(2.4)
FASI	4.7	5.5	4.2	5.7	0.5	11.9
Total	21.1	3.6	21.0	3.9	0.1	0.5
Insurance and claims						
Forward Air	8.9	1.8	7.2	1.6	1.7	23.6
FASI	2.4	2.8	1.6	2.2	0.8	50.0
Total	11.3	1.9	8.8	1.6	2.5	28.4
Fuel expense						
Forward Air	4.2	0.8	4.4	0.9	(0.2)	(4.5)
FASI	5.8	6.8	5.6	7.6	0.2	3.6
Total	10.0	1.7	10.0	1.9	—	—
Other operating expenses						
Forward Air	35.8	7.1	32.6	7.0	3.2	9.8
FASI	7.3	8.6	6.2	8.5	1.1	17.7
Intercompany eliminations	(0.3)	13.0	(0.1)	7.7	(0.2)	200.0
Total	42.8	7.3	38.7	7.2	4.1	10.6
Income from operations						
Forward Air	81.5	16.2	76.5	16.5	5.0	6.5
FASI	2.0	2.4	0.6	0.8	1.4	233.3
Total	$ 83.5	14.3%	$ 77.1	14.4%	$ 6.4	8.3%

The comparison of the year ended December 31, 2012 to the year ended December 31, 2011 does not include the TQI segment because the TQI acquisition was not completed until March 2013.

The following table presents the components of the Forward Air segment's operating revenue and purchased transportation for the years ended December 31, 2012 and 2011 (in millions):

	2012	Percent of Revenue	2011	Percent of Revenue	Change	Percent Change
Forward Air revenue						
Airport-to-airport	$ 391.2	78.0%	$ 362.1	78.0%	$ 29.1	8.0%
Logistics	84.2	16.8	74.7	16.1	9.5	12.7
Other	26.3	5.2	27.7	5.9	(1.4)	(5.1)
Total	$ 501.7	100.0%	$ 464.5	100.0%	$ 37.2	8.0%
Forward Air purchased transportation						
Airport-to-airport	$ 160.7	41.1%	$ 143.0	39.5%	$ 17.7	12.4%
Logistics	63.5	75.4	56.2	75.2	7.3	13.0
Other	7.2	27.4	6.8	24.5	0.4	5.9
Total	$ 231.4	46.1%	$ 206.0	44.4%	$ 25.4	12.3%

Year ended December 31, 2012 compared to Year ended December 31, 2011

Revenues

Operating revenue increased by $48.0 million, or 8.9%, to $584.4 million for the year ended December 31, 2012 from $536.4 million for the year ended December 31, 2011.

Forward Air

Forward Air operating revenue increased $37.2 million, or 8.0%, to $501.7 million from $464.5 million, accounting for 85.9% of consolidated operating revenue for the year ended December 31, 2012. Airport-to-airport revenue, which is the largest component of our consolidated operating revenue, increased $29.1 million, or 8.0%, to $391.2 million from $362.1 million, accounting for 78.0% of the segment's operating revenue during the years ended December 31, 2012 and 2011. An increase in tonnage and our base revenue per pound, excluding net fuel surcharge revenue and Forward Air Complete™ ("Complete") revenue, accounted for $13.1 million of the increase in airport-to-airport revenue. Our airport-to-airport business is priced on a per pound basis and the average revenue per pound, excluding the impact of fuel surcharges and Complete, increased 1.9% for the year ended December 31, 2012 versus the year ended December 31, 2011. Tonnage that transited our network increased by 2.5% during the year ended December 31, 2012 compared with the year ended December 31, 2011. Average base revenue per pound increased as a result of general rate increases implemented in September 2012 and June 2011. The remaining increase in airport-to-airport revenue is the result of increased net fuel surcharge revenue and Complete pick-up and delivery revenue. Net fuel surcharge revenue increased $2.6 million, or 8.3%, during the year ended December 31, 2012 as compared to the year ended December 31, 2011 as a result of higher average fuel prices and increased overall business volumes. Complete pick-up and delivery revenue increased $13.4 million, or 34.1%, during the year ended December 31, 2012 compared to 2011. The increase in Complete revenue is attributable to an increased attachment rate of the Complete service to our standard airport-to-airport service to 23.1% in 2012 compared to 15.5% in 2011 and the overall improvement in airport-to-airport tonnage volumes during the year ended December 31, 2012 compared to the year ended December 31, 2011.

Logistics revenue, which is primarily TLX and priced on a per mile basis, increased $9.5 million, or 12.7%, to $84.2 million for the year ended December 31, 2012 from $74.7 million for the year ended December 31, 2011. TLX revenue increased $9.4 million year-over-year as miles driven to support our TLX revenue increased 14.7%, but the mileage increase was partially offset by a 0.8% decline in TLX average revenue per mile. The change in miles and average revenue per mile is mainly attributable to a change in customer mix. The remaining $0.1 million increase in Logistics revenue was attributable to other non-mileage based services.

Other revenue, which includes warehousing services and terminal handling, accounts for the final component of Forward Air operating revenue. Other revenue decreased $1.4 million, or 5.1%, to $26.3 million during the year ended December 31, 2012 from $27.7 million during the year ended December 31, 2011. The decrease in revenue was primarily due to ceasing certain dedicated local pick up and delivery services in the fourth quarter of 2011.

FASI

FASI operating revenue increased $11.8 million, or 16.1%, to $85.0 million for the year ended December 31, 2012 from $73.2 million for the year ended December 31, 2011. The increase in revenue was mostly attributable to new business wins for new and previously existing customers. Approximately $1.7 million of the new business was from new customers, including non-specialty retailers. Another $2.3 million of revenue was attributable to truckload direct to store business for a previously existing customer that started in the fourth quarter of 2011. The remainder of the FASI revenue increase was attributable to higher volumes as well as new market wins from existing customers.

Intercompany Eliminations

Intercompany eliminations increased $1.0 million, or 76.9%, to $2.3 million during the year ended December 31, 2012 from $1.3 million during the year ended December 31, 2011. The intercompany eliminations are the result of truckload, airport-to-airport and handling services Forward Air provided to FASI. FASI also provided cartage and handling services to Forward Air.

Purchased Transportation

Purchased transportation increased by $29.7 million, or 13.3%, to $252.7 million for the year ended December 31, 2012 from $223.0 million for the year ended December 31, 2011. As a percentage of total operating revenue, purchased transportation was 43.3% during the year ended December 31, 2012 compared to 41.6% for the year ended December 31, 2011.

Forward Air

Forward Air's purchased transportation increased by $25.4 million, or 12.3%, to $231.4 million for the year ended December 31, 2012 from $206.0 million for the year ended December 31, 2011. The increase in purchased transportation is primarily attributable to an increase of approximately 8.2% in miles driven and a 3.8% increase in the total cost per mile for the year ended December 31, 2012 versus the year ended December 31, 2011. As a percentage of segment operating revenue, Forward Air purchased transportation was 46.1% during the year ended December 31, 2012 compared to 44.4% for the year ended December 31, 2011.

Purchased transportation costs for our airport-to-airport network increased $17.7 million, or 12.4%, to $160.7 million for the year ended December 31, 2012 from $143.0 million for the year ended December 31, 2011. For the year ended December 31, 2012, purchased transportation for our airport-to-airport network increased to 41.1% of airport-to-airport revenue from 39.5% for the year ended December 31, 2011. The $17.7 million increase is partially attributable to a 5.4% increase in miles driven by our network of owner-operators or third party transportation providers in addition to a 1.2% increase in cost per mile paid to our network of owner-operators or third party transportation providers. The increase in miles increased purchased transportation by $6.3 million while the increase in cost per mile increased purchased transportation $1.5 million. Miles driven by our network of owner-operators or third party transportation providers increased in conjunction with the tonnage increase discussed above and a shift in our customer mix. The 1.2% increase in airport-to-airport cost per mile was mostly the result of increased utilization of more costly third party transportation providers as opposed to our network of owner-operators and increased rates paid to third party transportation providers and our network of owner operators. The increase in the rates paid to third party transportation providers and our network of owner operators was largely attributable to a shift in business and customer mix and the impact of these changes on the routes driven. The remaining increase was attributable to a $9.9 million increase in third party transportation costs associated with the increased Complete volumes discussed above.

Purchased transportation costs for our logistics revenue increased $7.3 million, or 13.0%, to $63.5 million for the year ended December 31, 2012 from $56.2 million for the year ended December 31, 2011. For the year ended December 31, 2012, logistics' purchased transportation costs represented 75.4% of logistics revenue versus 75.2% for the year ended December 31, 2011. The increase in logistics' purchased transportation was largely attributable to a $7.2 million, or 13.9%, increase in TLX purchased transportation. Miles driven to support our TLX revenue increased 14.7% but the cost per mile decreased 0.7% year-over-year. The improvement in the cost per mile was the result of increased utilization of our network of owner-operators, as opposed to more costly third party transportation providers. Other non-mileage based logistics' purchased transportation costs increased $0.1 million in 2012 compared to 2011.

Purchased transportation costs related to our other revenue increased $0.4 million, or 5.9%, to $7.2 million for the year ended December 31, 2012 from $6.8 million for the year ended December 31, 2011. Other purchased transportation costs as a percentage of other revenue increased to 27.4% of other revenue for the year ended December 31, 2012 from 24.5% for the year ended December 31, 2011. The increase in other purchased transportation costs as a percentage of revenue is primarily attributable to the cessation of certain, dedicated local pick up and delivery business in the fourth quarter of 2011. This business was primarily serviced by Company-employed drivers so revenues were reduced without a corresponding decrease in other purchased transportation. Also, contributing to the increase as a percentage of revenue was the adverse impact on other terminal revenue of the slowing airport-to-airport tonnage growth during the second half of 2012 compared to the same period in 2011. Further, certain new airport-to-airport linehaul business required the use of local pick-up and delivery services. This new business required us to incur other purchased transportation costs without direct corresponding other revenue.

FASI

FASI purchased transportation increased $5.1 million, or 28.0%, to $23.3 million for the year ended December 31, 2012 from $18.2 million for the year ended December 31, 2011. FASI purchased transportation as a percentage of revenue was 27.4% for the year ended December 31, 2012 compared to 24.9% for the year ended December 31, 2011. The increase in FASI purchased transportation in total dollars and as a percentage of revenue was attributable to our continued efforts to convert from Company-employed drivers to owner-operators and certain new business having an increased linehaul component which increased the utilization of owner-operators and third-party transportation providers.

Intercompany Eliminations

Intercompany eliminations increased $0.8 million, or 66.7%, to $2.0 million during the year ended December 31, 2012 from $1.2 million during the year ended December 31, 2011. The intercompany eliminations are the result of truckload and airport-to-airport services Forward Air provided to FASI during the year end December 31, 2012. FASI also provided cartage services to Forward Air.

Salaries, Wages, and Benefits

Salaries, wages and employee benefits increased $4.3 million, or 3.3%, to $135.0 million for the year ended December 31, 2012 from $130.7 million for the year ended December 31, 2011. As a percentage of total operating revenue, salaries, wages and employee benefits was 23.1% during the year ended December 31, 2012 compared to 24.4% in December 31, 2011.

Forward Air

Salaries, wages and employee benefits of Forward Air increased by $1.8 million, or 1.8%, to $103.1 million for the year ended December 31, 2012 from $101.3 million for the year ended December 31, 2011. Salaries, wages and employee benefits were 20.6% of Forward Air's operating revenue for the year ended December 31, 2012 compared to 21.8% for the year ended December 31, 2011. The increase in salaries, wages and employee benefits in total dollars is attributable to a $4.1 million increase in employee wages and benefits net of a $2.3 million decrease in employee incentive expense. Employee wages and benefits increased in conjunction with the revenue volume increases discussed previously. The decrease in employee incentives was largely due to failures to meet revenue and operating income goals during 2012. The improvement as a percentage of revenue is attributable to the increase in revenue outpacing the increase in salaries, wages and employee benefits.

FASI

Salaries, wages and employee benefits of FASI increased by $2.5 million, or 8.5%, to $31.9 million for the year ended December 31, 2012 from $29.4 million for the year ended December 31, 2011. As a percentage of FASI operating revenue, salaries, wages and benefits decreased to 37.5% for the year ended December 31, 2012 compared to 40.2% for the year ended December 31, 2011. FASI salaries, wages and employee benefits are higher as a percentage of operating revenue than our Forward Air segment, as a larger percentage of the transportation services are performed by Company-employed drivers. The increase in salaries, wages and employee benefits in total dollars is due to increased wages and benefits for terminal employees, which increased in conjunction with the revenue volume increases discussed previously. Approximately 0.9% of the the improvement in salaries, wages and employee benefits as a percentage of revenue is the result of certain new business being primarily linehaul based and requiring no significant salaries, wages and benefits. Also, during 2012 we continued our efforts to shift, wherever feasible, from Company-employed drivers to owner-operators or third party transportation providers. As a result we reduced pay to Company-employed drivers by 0.7% as a percentage of revenue. The remaining improvement as a percentage of revenue is the increase in revenue outpacing the increase in salaries, wages and employee benefits.

Operating Leases

Operating leases increased by $0.9 million, or 3.3%, to $28.0 million for the year ended December 31, 2012 from $27.1 million in the year ended December 31, 2011. Operating leases, the largest component of which is facility rent, were 4.8% of consolidated operating revenue for the year ended December 31, 2012 compared with 5.0% for the year ended December 31, 2011.

Forward Air

Operating leases increased $0.7 million, or 3.6%, to $20.4 million for the year ended December 31, 2012 from $19.7 million for the year ended December 31, 2011. Operating leases were 4.1% of Forward Air's operating revenue for the year ended December 31, 2012 compared with 4.2% for the year ended December 31, 2011. The $0.7 million increase was the result of a $0.4 million increase in facility rent and $0.3 million increase in trailer rentals. Facility rent increased due to new or renewed lease agreements that become effective during 2012. Trailer rentals increased $0.2 million on trailer rentals associated with our non-mileage based Logistics operations and $0.1 million to provide additional capacity in support of the higher revenue volumes discussed above.

FASI

Operating leases increased $0.2 million, or 2.7%, to $7.6 million for the year ended December 31, 2012 from $7.4 million for the year ended December 31, 2011. Operating leases were 9.0% of FASI operating revenue for the year ended December 31, 2012 compared with 10.1% for the year ended December 31, 2011. The $0.2 million increase was attributable to increased trailer rentals in conjunction with the higher revenue volumes discussed above.

Depreciation and Amortization

Depreciation and amortization increased $0.1 million, or 0.5%, to $21.1 million for the year ended December 31, 2012 from $21.0 million for the year ended December 31, 2011. Depreciation and amortization was 3.6% of consolidated operating revenue for the year ended December 31, 2012 compared with 3.9% for the year ended December 31, 2011.

Forward Air

Depreciation and amortization decreased $0.4 million, or 2.4%, to $16.4 million for the year ended December 31, 2012 from $16.8 million for the year ended December 31, 2011. Depreciation and amortization expense as a percentage of Forward Air operating revenue was 3.3% in the year ended December 31, 2012 compared to 3.6% for the year ended December 31, 2011. Depreciation decreased year-over-year as certain internally developed software and older trailers became fully depreciated, but these decreases were partially offset by depreciation on new trailers purchased during 2012.

FASI

Depreciation and amortization increased $0.5 million, or 11.9%, to $4.7 million for the year ended December 31, 2012 from $4.2 million for the year ended December 31, 2011. Depreciation and amortization expense as a percentage of FASI operating revenue was 5.5% for the year ended December 31, 2012 compared to 5.7% for the year ended December 31, 2011. The increase in FASI depreciation and amortization is largely due to new vehicles and terminal conveyor equipment purchased during 2012.

Insurance and Claims

Insurance and claims expense increased $2.5 million, or 28.4%, to $11.3 million for the year ended December 31, 2012 from $8.8 million for the year ended December 31, 2011. Insurance and claims was 1.9% of consolidated operating revenue during 2012 compared with 1.6% in 2011.

Forward Air

Forward Air insurance and claims expense increased $1.7 million, or 23.6%, to $8.9 million for the year ended December 31, 2012 from $7.2 million for the year ended December 31, 2011. Insurance and claims as a percentage of Forward Air's operating revenue was 1.8% in the year ended December 31, 2012 compared to 1.6% for the year ended December 31, 2011. The increase in Forward Air insurance and claims was driven by a $0.7 million increase in cargo claims, a $0.8 million increase in vehicle accident repairs and a $0.4 million increase in professional fees associated with litigating vehicle accident claims. These increases were offset by a $0.2 million reduction in reserves for accident claims.

FASI

FASI insurance and claims increased $0.8 million to $2.4 million for the year ended December 31, 2012 from $1.6 million for the year ended December 31, 2011. As a percentage of operating revenue, insurance and claims was 2.8% for the year ended December 31, 2012 compared to 2.2% for the year ended December 31, 2011. The increase in FASI insurance and claims was largely attributable to a $0.5 million increase in cargo claims primarily from our specialty retail customers, a $0.2 million increase in vehicle accident repairs and $0.1 million increase in reserves for accident claims.

Fuel Expense

Fuel expense was $10.0 million in the year ended December 31, 2012 and 2011. Fuel expense was 1.7% of consolidated operating revenue for the year ended December 31, 2012 compared to 1.9% for the year ended December 31, 2011.

Forward Air

Forward Air fuel expense decreased $0.2 million, or 4.5%, to $4.2 million for the year ended December 31, 2012 from $4.4 million in the year ended December 31, 2011. Fuel expense was 0.8% of Forward Air’s operating revenue for the years ended December 31, 2012 compared to 0.9% for the year ended December 31, 2011. The decrease in fuel expense resulted from the cessation of certain dedicated local pick up and delivery services in the fourth quarter of 2011 which was performed mostly by Company-owned vehicles. This decrease was partially offset by increased average fuel prices.

FASI

FASI fuel expense increased $0.2 million, or 3.6%, to $5.8 million for the year ended December 31, 2012 from $5.6 million for the year ended December 31, 2011. Fuel expenses were 6.8% of FASI operating revenue during the year ended December 31, 2012 compared to 7.6% for the year ended December 31, 2011. FASI fuel expense is significantly higher as a percentage of operating revenue than Forward Air’s fuel expense, as FASI utilizes a higher ratio of Company-employed drivers and Company-owned or leased vehicles in its operations than Forward Air. The increase in FASI fuel expense was mostly the result of increased Company miles associated with the higher business volumes discussed previously and changes in average fuel prices.

Other Operating Expenses

Other operating expenses increased $4.1 million, or 10.6%, to $42.8 million for the year ended December 31, 2012 from $38.7 million for the year ended December 31, 2011. Other operating expenses were 7.3% of consolidated operating revenue for the year ended December 31, 2012 compared with 7.2% for the year ended December 31, 2011.

Forward Air

Forward Air other operating expenses increased $3.2 million, or 9.8%, to $35.8 million for the year ended December 31, 2012 from $32.6 million for the year ended December 31, 2011. Forward Air other operating expenses were 7.1% of operating revenue for the year ended December 31, 2012 compared to 7.0% for the year ended December 31, 2011. The increase in other operating expenses in total dollars is attributable to increased variable costs, such as vehicle maintenance and dock and terminal supplies, during the year ended December 31, 2012 compared to the year end December 31, 2011. The increase in other operating expenses as a percentage of revenue during 2012 compared to 2011 was attributable to a $0.4 million, or 0.1% as a percentage of revenue, increase in reserves for bad debts.

FASI

FASI other operating expenses increased $1.1 million, or 17.7%, to $7.3 million for the year ended December 31, 2012 compared to $6.2 million for the year ended December 31, 2011. FASI other operating expenses were 8.6% of operating revenue for the year ended December 31, 2012 compared to 8.5% for the year ended December 31, 2011. The increase in FASI's other operating expenses is partially attributable to increases in variable dock and maintenance costs in conjunction with the increased revenue volumes discussed previously. Also, contributing to the increase in total dollars and as a percentage of revenue, was $0.2 million incurred for the implementation of certain strategic initiatives during the first quarter of 2012.

Intercompany Eliminations

Intercompany eliminations were $0.3 million during the year ended December 31, 2012 compared to $0.1 million for the year ended December 31, 2011 . The intercompany eliminations are for agent station services Forward Air and FASI provided one another during the years ended December 31, 2012 and 2011.

Income from Operations

Income from operations increased by $6.4 million, or 8.3%, to $83.5 million for the year ended December 31, 2012 compared with $77.1 million for the year ended December 31, 2011. Income from operations was 14.3% of consolidated operating revenue for the year ended December 31, 2012 compared with 14.4% for the year ended December 31, 2011.

Forward Air

Forward Air income from operations increased by $5.0 million, or 6.5%, to $81.5 million for the year ended December 31, 2012 compared with $76.5 million for the year ended December 31, 2011. Forward Air's income from operations was 16.2% of operating revenue for the year ended December 31, 2012 compared with 16.5% for the year ended December 31, 2011. The increase in income from operations was primarily the result of the increased revenue discussed previously. The 0.3% decline in operating income as a percentage of revenue was due to the increases in insurance and claims and purchased transportation partially offset by the leverage on fixed costs obtained from the increase in Forward Air revenue.

FASI

FASI income from operations improved by $1.4 million to $2.0 million for the year ended December 31, 2012 from $0.6 million for the year ended December 31, 2011. FASI income from operations was 2.4% of operating revenue for the year ended December 31, 2012 compared 0.8% of operating revenue for the year ended December 31, 2011. The improvement in FASI's results from operations was primarily attributable to higher revenue volumes associated with new business wins partially offset by increased cargo claims and costs incurred to implement strategic initiatives.

Interest Expense

Interest expense was $0.4 million for the year ended December 31, 2012 and decreased $0.2 million, or 33.3%, from $0.6 million for the year ended December 31, 2011. Decrease in interest expense was primarily attributable to the maturity of capital lease arrangements and the corresponding decrease in associated interest expense.

Other, Net

Other, net decreased $0.1 million from $0.1 million for the year ended December 31, 2011. Decline is due to declining interest rates on our cash accounts and lower average cash on hand during 2012.

Provision for Income Taxes

The combined federal and state effective tax rate for the year ended December 31, 2012 was 36.7% compared to an effective rate of 38.4% for the year ended December 31, 2011. The decrease in our effective tax rate is attributable to federal refunds we have received and accrued for prior years resulting from a change in an income tax reporting position.

Net Income

As a result of the foregoing factors, net income increased by $5.5 million, or 11.7%, to $52.7 million for the year ended December 31, 2012 compared to $47.2 million for the year ended December 31, 2011.

Discussion of Critical Accounting Policies

Our consolidated financial statements have been prepared in accordance with United States generally accepted accounting principles ("GAAP"). The preparation of financial statements in accordance with GAAP requires our management to make estimates and assumptions that affect the amounts reported in the consolidated financial statements and accompanying notes. Our estimates and assumptions are based on historical experience and changes in the business environment. However, actual results may differ from estimates under different conditions, sometimes materially. Critical accounting policies and estimates are defined as those that are both most important to the portrayal of our financial condition and results and require management's most subjective judgments.

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 or 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% for Forward Air and 25.0% for FASI and TQI. 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 changed 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 2013, average revenue adjustments per month were approximately $0.2 million, on average revenue per month of approximately $54.4 million (less than 0.5% 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 preceding 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 employee health insurance claims. To mitigate a portion of these risks, we maintain insurance for individual vehicle and general liability claims exceeding $0.5 million and workers' compensation claims and employee health insurance claims exceeding approximately $0.3 million, except in Ohio, where we are a qualified self-insured entity with an approximately $0.4 million self-insured retention. 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, changes in the timing of the reporting of losses from the loss date to the notification date, and expected costs to settle unpaid claims. We utilize semi-annual actuarial analysis to evaluate the open vehicle liability and workers' compensation claims and estimate the ongoing development exposure.

Changes in the inputs described above, such as claim life cycles, severity of claims and trends in loss costs, can result in material changes to our self-insurance loss reserves. Historically, significant changes in one assumption or changes in several assumptions have resulted in both increases and decreases to self-insurance loss reserves. Based on facts and circumstances one significant claim, such as a dock or vehicle accident, could result in an immediate increase in our self-insurance loss reserves of at least $0.3 million to $0.5 million, our self-insured retention limits. Significant facts and circumstances for a claim would involve the degree of injuries, whether fatalities occurred, the amount of property damage, the degree of our involvement and whether or not our employees or representatives followed our processes and procedures. However, changes in the above variables could also reduce our self-insurance loss reserves. For example, during the second quarter of 2012, we reduced our workers' compensation loss reserve by approximately $1.1 million as the result of improvements in our loss experience and in the severity of claims incurred over a certain period of time.

Revenue Recognition

Operating revenue and related costs are recognized as of the date shipments are completed. The transportation rates we charge our customers consist of base transportation rates and fuel surcharge rates. The revenues earned and related direct freight expenses incurred from our base transportation services are recognized on a gross basis in revenue and in purchased transportation. Transportation revenue is recognized on a gross basis as we are the primary obligor. The fuel surcharges billed to customers and paid to owner-operators and third party transportation providers are recorded on a net basis in revenue as we are not the primary obligor with regards to the fuel surcharges.

Income Taxes

We account 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. Also, we report a liability for unrecognized tax benefits resulting from uncertain tax positions taken or expected to be taken in a tax return. We recognize interest and penalties, if any, related to unrecognized tax benefits in interest expense and operating expenses, respectively.

At December 31, 2013, we had state net operating loss carryforwards of $5.5 million for certain legal entities that will expire between 2014 and 2028. The use of these state net operating losses is limited to the future taxable income of separate legal entities. Based on expectations of future taxable income, management believes that it is more likely than not that the results of operations for the related legal entities will not generate sufficient taxable income to realize the net operating loss benefits for these state loss carryforwards. As a result, a valuation allowance has been provided for these state loss carryforwards. The valuation allowance on these certain state loss carryforwards was approximately $0.3 million at December 31, 2013.

Valuation of Goodwill

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

We determine the fair value of our reporting units based on a combination of a market approach, which considers comparable companies, and the income approach, using a discounted cash flow model. Under the market approach, valuation multiples are derived based on a selection of comparable companies and applied to projected operating data for each reporting unit to arrive at an indication of fair value. Under the income approach, the discounted cash flow model determines fair value based on the present value of management prepared projected cash flows over a specific projection period and a residual value related to future cash flows beyond the projection period. Both values are discounted using a rate which reflects our best estimate of the weighted average cost of capital of a market participant, and is adjusted for appropriate risk factors. We believe the most sensitive estimate used in our income approach is the management prepared projected cash flows. Consequently, we perform sensitivity tests to ensure reductions of the present value of the projected cash flows by at least 10% would not adversely impact the results of the goodwill impairment tests. Historically, we have equally weighted the income and market approaches as we believed the quality and quantity of the collected information were approximately equal. The inputs used in the fair value calculations for goodwill are classified within level 3 of the fair value hierarchy as defined in the FASB Accounting Standards Codification and the Hierarchy of Generally Accepted Accounting Principles.

In 2013, we performed a fair value estimation for each reporting unit. Our 2013 calculations for Forward Air, FASI and TQI indicated that, as of June 30, 2013, the fair value of each reporting unit exceeded their carrying value by approximately 165.0%, 81.0% and 3.0%, respectively. The minor variance between the fair value estimate and carrying value of TQI was expected given the recent acquisition of the segment.

For our 2013 analysis the significant assumptions used for the income approach were 10 years of projected net cash flows and the following discount and long-term growth rates.

	Forward Air	FASI	TQI
Discount rate	13.5%	18.0%	19.0%
Long-term growth rate	5.0%	5.0%	4.0%

These estimates used to calculate the fair value of each reporting unit change from year to year based on operating results, market conditions, and other factors. Changes in these estimates and assumptions could materially affect the determination of the reporting unit's fair value and goodwill impairment for the reporting unit. For example, during the first quarter of 2009, we determined there were indicators of potential impairment of the goodwill assigned to the FASI segment. This determination was based on the continuing economic recession, declines in current market valuations, FASI operating losses in excess of expectations and reductions of projected net cash flows. As a result, we performed an interim impairment test as of March 31, 2009. Based on the results of the interim impairment test, we concluded that an impairment loss was probable and could be reasonably estimated. Consequently, we recorded a goodwill impairment charge of $7.0 million related to the FASI segment during the first quarter of 2009.

Share-Based Compensation

Our general practice has been to make a single annual grant to key employees and to generally make other grants only in connection with new employment or promotions. In addition, we make annual grants to non-employee directors in conjunction with their annual election to our Board of Directors or at the time of their appointment to the Board of Directors. For employees, we have granted stock options, non-vested shares and performance shares. For non-employee directors, we have granted non-vested shares annually beginning in 2006.

Stock options typically expire seven years from the grant date and vest ratably over a three-year period. The share-based compensation for stock options are recognized, net of estimated forfeitures, ratably over the requisite service period, or vesting period. Forfeitures were estimated based on our historical experience. We used the Black-Scholes option-pricing model to estimate the grant-date fair value of options granted. The following table contains the weighted-average assumptions used to estimate the fair value of options granted. These assumptions are highly subjective and changes in these assumptions can materially affect the fair value estimate.

	December 31, 2013	December 31, 2012	December 31, 2011
Expected dividend yield	1.2%	0.9%	1.0%
Expected stock price volatility	43.7%	46.6%	44.9%
Weighted average risk-free interest rate	0.9%	0.8%	2.4%
Expected life of options (years)	5.20	4.20	4.60

The fair value of non-vested shares issued were estimated using the closing market prices for the business day of the grant. The share-based compensation for the non-vested shares is recognized, net of estimated forfeitures, ratably over the requisite service period or vesting period. Forfeitures are estimated based on our historical experience, but will be adjusted for future changes in forfeiture experience.

We have also granted performance shares to key employees. Under the terms of the performance share agreements, on the third anniversary of the grant date, we will issue to the employees a calculated number of common stock shares based on the three year performance of our common stock share price as compared to the share price performance of a selected peer group.

No shares may be issued if the share price performance outperforms 30% or less of the peer group, but the number of shares issued may be doubled if the share price performs better than 90% of the peer group. The share-based compensation for performance shares are recognized, net of estimated forfeitures, ratably over the requisite service period, or vesting period. The fair value of the performance shares was estimated using a Monte Carlo simulation. The following table contains the weighted-average assumptions used to estimate the fair value of performance shares granted. These assumptions are highly subjective and changes in these assumptions can materially affect the fair value estimate.

	Year ended	
	December 31, 2013	December 31, 2012
Expected stock price volatility	34.5%	40.8%
Weighted average risk-free interest rate	0.4%	0.4%

Under the ESPP, which has been approved by our shareholders, we are authorized to issue shares of Common Stock to our employees. These shares may be issued at a price equal to 90.0% of the lesser of the market value on the first day or the last day of each six-month purchase period. Common Stock purchases are paid for through periodic payroll deductions and/or up to two large lump sum contributions. We recognize share-based compensation on the date of purchase based on the difference between the purchase date fair market value and the employee purchase price.

Operating Leases

Certain operating leases include rent increases during the initial lease term. For these leases, we recognize 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. Leasehold improvements are amortized over the shorter of the estimated useful life or the initial term of the lease.

Liquidity and Capital Resources

We have historically financed our working capital needs, including capital expenditures, with cash flows from operations and borrowings under our bank lines of credit.

Year Ended December 31, 2013 Cash Flows compared to December 31, 2012 Cash Flows

Net cash provided by operating activities totaled approximately $90.8 million for the year ended December 31, 2013 compared to approximately $68.6 million for the year ended December 31, 2012. The $22.3 million increase in cash provided by operating activities is mainly attributable to a $3.4 million increase in net earnings after consideration of non-cash items, a $8.0 million increase in cash collected from accounts receivable and a $10.9 million decrease in cash used to fund accounts payable and prepaid assets. Improvement in cash used for accounts payable and prepaid assets is largely due to reduced estimated income tax prepayments.

Net cash used in investing activities was approximately $78.9 million for the year ended December 31, 2013 compared with approximately $20.7 million used in investing activities during the year ended December 31, 2012. Investing activities during the year ended December 31, 2013 consisted primarily of $45.3 million used to acquire TQI and capital expenditures of $35.4 million. Capital expenditures in 2013 and 2012 were primarily for new trailers, vehicles and forklifts to replace aging units. The proceeds from disposal of property and equipment during the years ended December 31, 2013 and 2012 were primarily from sales of older trailers and vehicles.

Net cash provided by financing activities totaled approximately $3.3 million for the year ended December 31, 2013 compared with $5.5 million for the year ended December 31, 2012. Changes in cash from financing activities are mainly the settlement of the $20.1 million in debt assumed with the acquisition of TQI, net of a $20.6 million increase in cash received from the exercise of stock options and the related income tax benefit. Cash from financing for the year ended December 31, 2013 and 2012 also included quarterly dividend payments which increased $2.2 million year over year as during the third quarter of 2012 our Board of the Directors increased the quarterly cash dividend from our historic $0.07 per share to $0.10 per share.

Year Ended December 31, 2012 Cash Flows compared to December 31, 2011 Cash Flows

Net cash provided by operating activities totaled approximately $68.6 million for the year ended December 31, 2012 compared to approximately $77.0 million for the year ended December 31, 2011. The $8.4 million decrease in cash provided by operating activities is mainly attributable to increases in cash used for estimated tax payments, trade accounts payable and prepaid assets. Due to increases in our income from operations over recent years we had to increase our estimated federal and state income tax prepayments in 2012 by $12.5 million compared to 2011. The timing of payments associated with trade accounts payable and prepaid assets accounted for an additional $2.9 million increase in cash used for operations. These increases in cash used were partially offset by a $3.7 million increase in earnings after consideration of non-cash items and a $3.3 million increase in cash collected from accounts receivable.

Net cash used in investing activities was approximately $20.7 million for the year ended December 31, 2012 compared with approximately $19.7 million used in investing activities during the year ended December 31, 2011. Investing activities during the years ended December 31, 2012 and 2011 consisted primarily of capital expenditures for new tractors, trailers and vehicles to replace aging units. The $0.9 million and $1.3 million of proceeds from disposals of property and equipment for the years ended December 31, 2012 and 2011, respectively, were primarily from sales of older vehicles replaced by the 2012 and 2011 capital expenditures.

Net cash provided by financing activities totaled approximately $5.5 million for the year ended December 31, 2012 and increased $78.5 million compared with $73.0 million used in financing activities during the year ended December 31, 2011. The increase in cash from financing activities is mainly attributable to the year ended December 31, 2011 including a $50.0 million payment on our line of credit and $26.1 million of common stock share repurchases. In addition, during the year ended December 31, 2012, cash received from the exercise of stock options increased $4.8 million compared to the year ended December 31, 2011. These increases from financing activities were partially offset by a $1.8 million increase in dividend payments. Dividends increased on new shares issued through stock option exercises and our Board of Directors during the third quarter of 2012 increasing the quarterly cash dividend from our historic $0.07 per share to $0.10 per share.

Liquidity and Capital Resources

In February 2012, we entered into a new $150.0 million credit facility. This facility has a term of five years and matures in February 2017. Interest rates for advances under the facility are LIBOR plus 1.1% based upon covenants related to total indebtedness to earnings (1.3% at December 31, 2013). The agreement contains certain covenants and restrictions related to new indebtedness, investment types and dispositions of property. None of the covenants are expected to significantly affect our operations or ability to pay dividends. No assets are pledged as collateral against the credit facility. As of December 31, 2013, we had no borrowings outstanding under the credit facility. At December 31, 2013, we had utilized $9.4 million of availability for outstanding letters of credit and had $140.6 million of available borrowing capacity under this credit facility.

In July 2007, our Board of Directors approved a stock repurchase program (“Repurchase Plan”) for up to two million shares of our common stock. During the year ended December 31, 2013, we repurchased 8,675 shares of common stock under the Repurchase Plan for $0.4 million, or an average cost of $40.84 per share. No shares were repurchased during the year ended December 31, 2012. During the year ended December 31, 2011, we repurchased 973,768 shares of common stock under the Repurchase Plan for $26.1 million, or an average cost of $26.80 per share. As of December 31, 2013, 806,384 shares remain that may be repurchased under the Repurchase Plan. On February 7, 2014, the Board of Directors cancelled the 2007 share repurchase authorization and approved a new stock repurchase authorization for up to two million shares of the our common stock.

During the first and second quarters of 2012 and each quarter of 2011, our Board of Directors declared a cash dividend of $0.07 per share of Common Stock. During each quarter of 2013 and the third and fourth quarter of 2012, our Board of Directors declared a cash dividend of $0.10 per share of Common Stock. We expect to continue to pay regular quarterly cash dividends, though each subsequent quarterly dividend is subject to review and approval by our Board of Directors.

In February, 2014, we acquired all of the stock of Central States Trucking Company and Central States Logistics, Inc. (collectively referred to as “CST”). CST provides industry leading container and intermodal drayage services primarily within the Midwest region of the United States. CST also provides linehaul service within the airport-to-airport space, as well as, dedicated contract and Container Freight Station (“CFS”) warehouse services. The purchase price will be $84.9 million. CST will be acquired on a cash-free, debt-free basis with an adjustment for working capital. The transaction will be funded by the Company’s cash reserves.

We believe that our available cash, investments, expected cash generated from future operations and borrowings under the available credit facility will be sufficient to satisfy our anticipated cash needs for at least the next twelve months. However, we continue to evaluate and pursue acquisitions that can increase our penetration of a geographic area, add new customers, add new business verticals, increase freight volume and add new service offerings. In addition, we expect to explore acquisitions that may enable us to offer additional services. Acquisitions may affect our short-term cash flow, liquidity and net income as we expend funds, potentially increase indebtedness and incur additional expenses.

Off-Balance Sheet Arrangements

At December 31, 2013, we had letters of credit outstanding from banks totaling $9.4 million required primarily 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, 2013 (in thousands) are summarized below:

Contractual Obligations	Payment Due Period				
	Total	2014	2015-2016	2017-2018	2019 and Thereafter
Capital lease obligations	$ 73	$ 71	$ 2	$ —	—
Equipment purchase commitments	32,865	32,865	—	—	—
Operating leases	69,199	21,420	31,391	13,790	2,598
Total contractual cash obligations	$ 102,137	$ 54,356	$ 31,393	$ 13,790	$ 2,598

Not included in the above table are reserves for unrecognized tax benefits and self insurance claims of $1.9 million and $10.0 million, respectively. The equipment purchase commitments are for various trailers, vehicles and forklifts. All of the above commitments are expected to be funded by cash on hand and cash flows from 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

Our exposure to market risk relates principally to changes in interest rates and fuel prices. Our interest rate exposure relates principally to changes in interest rates for borrowings under our credit facility. The credit facility, for which no balance was outstanding at or during December 31, 2013, bears interest at variable rates. However, based on our average outstanding borrowings during 2011, a hypothetical increase in our credit facility borrowing rate of 150 basis points, or an increase in the total effective interest rate from 1.3% to 2.8%, would increase our annual interest expense by approximately $0.8 million and would have decreased our annual cash flow from operations by approximately $0.8 million.

Our only other debt is capital lease obligations totaling $0.1 million. These lease obligations all bear interest at a fixed rate. Accordingly, there is no exposure to market risk related to these capital lease obligations.

We are exposed to the effects of changes in the price and availability of diesel fuel, as more fully discussed in Item 1A, “Risk Factors.”

Our cash and cash equivalents are also subject to market risk, primarily interest-rate and credit risk.

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

Our management, including our principal executive and principal financial officers, has evaluated the effectiveness of our disclosure controls and procedures as of December 31, 2013. Our disclosure controls and procedures are designed to provide reasonable assurance that the information required to be disclosed in this annual report on Form 10-K has been appropriately recorded, processed, summarized and reported within the time periods specified in the Securities and Exchange Commission’s rules and forms, and that such information is accumulated and communicated to our management, including our principal executive and principal financial officers, to allow timely decisions regarding required disclosure. Based on that evaluation, our principal executive and principal financial officers have concluded that our disclosure controls and procedures are effective at the reasonable assurance level.

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, 2013. 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* (1992 Framework). Based on our assessment, we have concluded, as of December 31, 2013, that our internal control over financial reporting was effective based on those criteria.

The SEC's general guidance permits the exclusion of an assessment of the effectiveness of a registrant's disclosure controls and procedures as they relate to its internal controls over financial reporting for an acquired business during the first year following such acquisition, if among other circumstances and factors there is not adequate time between the acquisition date and the date of assessment. As previously disclosed, the Company completed its acquisition of TQI Holdings, Inc. (“TQI”) on March 4, 2013. TQI represents approximately 16.9% percent of the Company's total assets as of December 31, 2013. Management's assessment and conclusion on the effectiveness of the Company's disclosure controls and procedures as of December 31, 2013 excluded an assessment of the internal control over financial reporting of TQI.

Ernst & Young LLP, the independent registered public accounting firm that audited the Company’s consolidated financial statements for the year ended December 31, 2013, has issued an attestation report on the Company’s internal control over financial reporting.

Changes in Internal Control over Financial Reporting

There were no changes in our internal control over financial reporting during the fourth quarter of 2013 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 of Forward Air Corporation,

We have audited Forward Air Corporation's internal control over financial reporting as of December 31, 2013, based on criteria established in Internal Control-Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (1992 framework) (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 included in the accompanying Management's Report on Internal Control over Financial Reporting. Our responsibility is to express an opinion on 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, assessing the risk that a material weakness exists, testing and evaluating the design and operating effectiveness of internal control based on the assessed risk, 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.

As indicated in the accompanying Form 10-K, management's assessment of and conclusion on the effectiveness of internal control over financial reporting did not include the internal controls of Total Quality Inc., which is included in the 2013 consolidated financial statements of Forward Air Corporation and constituted $85.5 million and $70.3 million of total and net assets, respectively, as of December 31, 2013 and $41.8 million and $2.0 million of revenues and net income, respectively, for the year then ended. Our audit of internal control over financial reporting of Forward Air Corporation also did not include an evaluation of the internal control over financial reporting of Total Quality, Inc.

In our opinion, Forward Air Corporation maintained, in all material respects, effective internal control over financial reporting as of December 31, 2013, 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 as of December 31, 2013 and 2012, and the related consolidated statements of comprehensive income, shareholders' equity, and cash flows for each of the three years in the period ended December 31, 2013 of Forward Air Corporation and our report dated February 19, 2014 expressed an unqualified opinion thereon.

/s/ Ernst & Young LLP

Nashville, Tennessee
February 19, 2014

Item 9B. Other Information

Not applicable.

Part III

Item 10. Directors, Executive Officers and Corporate Governance

Executive Officers of the Registrant

Pursuant to Instruction 3 to Item 401(b) of Regulation S-K of the Securities Act 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, 2013.

The following are our executive officers:

Name	Age	Position
Bruce A. Campbell	62	Chairman, President and Chief Executive Officer
Rodney L. Bell	51	Chief Financial Officer, Senior Vice President and Treasurer
Craig A. Drum	58	Senior Vice President, Sales
Matthew J. Jewell	47	Executive Vice President, Chief Legal Officer and Secretary
Chris C. Ruble	51	Executive Vice President, Operations

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, as Chief Executive Officer since October 2003 and as Chairman of the Board since May 2007. 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.

Rodney L. Bell began serving as Chief Financial Officer, Senior Vice President and Treasurer in June 2006. Mr. Bell, who is a Certified Public Accountant (inactive), was appointed Chief Accounting Officer in February 2006 and continued to serve as Vice President and Controller, positions held since October 2000 and February 1995, respectively. Mr. Bell joined the Company in March 1992 as Assistant Controller after serving as a senior manager with the accounting firm of Adams and Plucker in Greeneville, Tennessee.

Craig A. Drum has served as Senior Vice President, Sales since July 2001 after joining us in January 2000 as Vice President, Sales for one of our subsidiaries. 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 in air freight with Delta Air Lines, Inc., most recently as the Director of Sales and Marketing - Cargo.

Matthew J. Jewell has served as Executive Vice President and Chief Legal Officer since January 2008. From July 2002 until January 2008, he served as Senior Vice President and General Counsel. In October 2002, he was also appointed Secretary. From July 2002 until May 2004, Mr. Jewell was also the Senior Vice President, General Counsel and Secretary of Landair Corporation. 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 Executive Vice President, Operations since August 2007. From October 2001 until August 2007, he served as Senior Vice President, Operations. He was a Regional Vice President from September 1997 to October 2001 and a 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.

Other information required by this item with respect to our directors is incorporated herein by reference to our proxy statement for the 2014 Annual Meeting of Shareholders (the “2014 Proxy Statement”). The 2014 Proxy Statement will be filed with the SEC not later than 120 days subsequent to December 31, 2013.

Item 11. Executive Compensation

The information required by this item is incorporated herein by reference to the 2014 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 2014 Proxy Statement.

Item 13. Certain Relationships and Related Transactions, and Director Independence

The information required by this item is incorporated herein by reference to the 2014 Proxy Statement.

Item 14. Principle Accounting Fees and Services

The information required by this item is incorporated herein by reference to the 2014 Proxy Statement.

Part IV

Item 15. Exhibits, 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: February 19, 2014

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

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

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.

Signature	Title	Date
/s/ Bruce A. Campbell Bruce A. Campbell	Chairman, President and Chief Executive Officer (Principal Executive Officer)	February 19, 2014
/s/ Rodney L. Bell Rodney L. Bell	Chief Financial Officer, Senior Vice President and Treasurer (Principal Financial Officer)	February 19, 2014
/s/ Michael P. McLean Michael P. McLean	Chief Accounting Officer, Vice President and Controller (Principal Accounting Officer)	February 19, 2014
/s/ Tracy A. Leinbach Tracy A. Leinbach	Lead Director	February 19, 2014
/s/ C. Robert Campbell C. Robert Campbell	Director	February 19, 2014
/s/ C. John Langley, Jr. C. John Langley, Jr.	Director	February 19, 2014
/s/ Larry D. Leinweber Larry D. Leinweber	Director	February 19, 2014
/s/ G. Michael Lynch G. Michael Lynch	Director	February 19, 2014
/s/ Ray A. Mundy Ray A. Mundy	Director	February 19, 2014
/s/ Gary L. Paxton Gary L. Paxton	Director	February 19, 2014

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Item 8, Item 15(a)(1) and (2), (a)(3), (b) and (c)

List of Financial Statements and Financial Statement Schedule

Financial Statements and Supplementary Data

Certain Exhibits

Financial Statement Schedule

Year Ended December 31, 2013

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:

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

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 of Forward Air Corporation

We have audited the accompanying consolidated balance sheets of Forward Air Corporation as of December 31, 2013 and 2012, and the related consolidated statements of comprehensive income, shareholders' equity, and cash flows for each of the three years in the period ended December 31, 2013. Our audits also included the financial statement schedule listed in the Index at Item 15 (a). These financial statements and schedule are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements and schedule based on our audits.

We conducted our audits 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 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, 2013 and 2012, and the consolidated results of its operations and its cash flows for each of the three years in the period ended December 31, 2013, in conformity with U.S. generally accepted accounting principles. Also, in our opinion, the related financial statement schedule, when considered in relation to the basic financial statements taken as a whole, presents fairly in all material respects the information set forth therein.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), Forward Air Corporation's internal control over financial reporting as of December 31, 2013, based on criteria established in Internal Control-Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (1992 framework) and our report dated February 19, 2014 expressed an unqualified opinion thereon.

/s/ Ernst & Young LLP

Nashville, Tennessee
February 19, 2014

Forward Air Corporation
Consolidated Balance Sheets
(Dollars in thousands)

	December 31, 2013	December 31, 2012
Assets		
Current assets:		
Cash and cash equivalents	$ 127,367	$ 112,182
Accounts receivable, less allowance of $1,919 in 2013 and $1,444 in 2012	76,500	75,262
Inventories	1,052	901
Prepaid expenses and other current assets	14,296	8,769
Deferred income taxes	1,145	1,282
Total current assets	220,360	198,396
Property and equipment:		
Land	16,998	16,928
Buildings	66,474	65,727
Equipment	178,752	149,571
Leasehold improvements	6,263	5,973
Construction in progress	2,563	939
Total property and equipment	271,050	239,138
Less accumulated depreciation and amortization	116,287	105,581
Net property and equipment	154,763	133,557
Goodwill and other acquired intangibles:		
Goodwill	88,496	43,332
Other acquired intangibles, net of accumulated amortization of $31,790 in 2013 and $26,028 in 2012	40,110	22,102
Total net goodwill and other acquired intangibles	128,606	65,434
Other assets	2,540	1,800
Total assets	$ 506,269	$ 399,187

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

Forward Air Corporation
Consolidated Balance Sheets (Continued)
(Dollars in thousands)

	December 31, 2013	December 31, 2012
Liabilities and Shareholders' Equity		
Current liabilities:		
Accounts payable	$ 16,267	$ 11,168
Accrued payroll and related items	6,325	5,623
Insurance and claims accruals	5,105	5,475
Payables to owner-operators	4,710	3,978
Collections on behalf of customers	416	457
Other accrued expenses	1,719	943
Current portion of capital lease obligations	69	276
Total current liabilities	34,611	27,920
Capital lease obligations, less current portion	3	58
Other long-term liabilities	8,940	7,098
Deferred income taxes	26,850	12,440
Commitments and contingencies (Note 7)		
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 - 30,522,079 in 2013 and 29,194,761 in 2012	305	292
Additional paid-in capital	107,726	64,644
Retained earnings	327,834	286,735
Total shareholders' equity	435,865	351,671
Total liabilities and shareholders' equity	$ 506,269	$ 399,187

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

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

	Year ended		
	December 31, 2013	December 31, 2012	December 31, 2011
Operating revenue:			
Airport-to-airport	$ 392,323	$ 390,697	$ 361,630
Logistics	120,822	83,787	74,394
Other	26,570	26,137	27,640
Pool distribution	112,766	83,825	72,738
Total operating revenue	652,481	584,446	536,402
Operating expenses:			
Purchased transportation			
Airport-to-airport	162,847	160,065	142,705
Logistics	82,339	63,203	56,259
Other	7,911	7,241	6,681
Pool distribution	32,593	22,211	17,355
Total purchased transportation	285,690	252,720	223,000
Salaries, wages and employee benefits	151,097	135,006	130,651
Operating leases	29,310	27,989	27,122
Depreciation and amortization	23,579	21,021	20,993
Insurance and claims	12,619	11,309	8,798
Fuel expense	15,145	10,038	10,041
Other operating expenses	50,686	42,831	38,687
Total operating expenses	568,126	500,914	459,292
Income from operations	84,355	83,532	77,110
Other income (expense):			
Interest expense	(532)	(391)	(619)
Other, net	99	14	74
Total other expense	(433)	(377)	(545)
Income before income taxes	83,922	83,155	76,565
Income taxes	29,455	30,487	29,366
Net income and comprehensive income	$ 54,467	$ 52,668	$ 47,199
Net income per share:			
Basic	$ 1.81	$ 1.82	$ 1.62
Diluted	$ 1.77	$ 1.78	$ 1.60
Weighted average shares outstanding:			
Basic	30,135	28,967	29,052
Diluted	30,762	29,536	29,435
Dividends per share:	$ 0.40	$ 0.34	$ 0.28

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

Forward Air Corporation
Consolidated Statements of Shareholders' Equity
(In thousands, except per share data)

	Common Stock Shares	Common Stock Amount	Additional Paid-in Capital	Retained Earnings	Total Shareholders' Equity
Balance at December 31, 2010	29,031	$ 290	$ 24,300	$ 231,496	$ 256,086
Net income and comprehensive income for 2011	—	—	—	47,199	47,199
Exercise of stock options	473	5	10,941	—	10,946
Common stock issued under employee stock purchase plan	9	—	248	—	248
Share-based compensation	—	—	5,971	—	5,971
Dividends ($0.28 per share)	—	—	5	(8,199)	(8,194)
Share repurchases	(974)	(10)	—	(26,091)	(26,101)
Vesting of previously non-vested shares	14	—	—	—	—
Income tax benefit from stock options exercised	—	—	747	—	747
Balance at December 31, 2011	28,553	285	42,212	244,405	286,902
Net income and comprehensive income for 2012	—	—	—	52,668	52,668
Exercise of stock options	582	6	15,734	—	15,740
Common stock issued under employee stock purchase plan	9	—	259	—	259
Share-based compensation	—	—	6,050	—	6,050
Dividends ($0.34 per share)	—	—	5	(9,952)	(9,947)
Cash settlement of share-based awards for minimum tax withholdings	(11)	—	—	(386)	(386)
Share repurchases	—	—	—	—	—
Vesting of previously non-vested shares	62	1	(1)	—	—
Income tax benefit from stock options exercised	—	—	385	—	385
Balance at December 31, 2012	29,195	292	64,644	286,735	351,671
Net income and comprehensive income for 2013	—	—	—	54,467	54,467
Exercise of stock options	1,263	12	32,990	—	33,002
Common stock issued under employee stock purchase plan	9	—	296	—	296
Share-based compensation	—	—	6,178	—	6,178
Dividends ($0.40 per share)	—	—	7	(12,148)	(12,141)
Cash settlement of share-based awards for minimum tax withholdings	(23)	—	—	(866)	(866)
Share repurchases	(9)	—	—	(354)	(354)
Vesting of previously non-vested shares	87	1	(1)	—	—
Income tax benefit from stock options exercised	—	—	3,612	—	3,612
Balance at December 31, 2013	30,522	$ 305	$ 107,726	$ 327,834	$ 435,865

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

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

	Year ended December 31, 2013	Year ended December 31, 2012	Year ended December 31, 2011
Operating activities:			
Net income	$ 54,467	$ 52,668	$ 47,199
Adjustments to reconcile net income to net cash provided by operating activities			
Depreciation and amortization	23,579	21,021	20,993
Gain on change in fair value of earn-out liability	(615)	—	—
Share-based compensation	6,178	6,050	5,971
(Gain) loss on disposal of property and equipment	(454)	318	(82)
Provision for loss (recovery) on receivables	423	199	(217)
Provision for revenue adjustments	2,531	2,003	1,951
Deferred income taxes	4,856	2,043	5,148
Tax benefit for stock options exercised	(3,707)	(385)	(747)
Changes in operating assets and liabilities, net of acquisition of business			
Accounts receivable	1,447	(6,542)	(9,893)
Prepaid expenses and other current assets	(215)	(1,331)	(1,757)
Accounts payable and accrued expenses	2,588	(3,477)	3,825
Income taxes	(239)	(3,981)	4,568
Net cash provided by operating activities	90,839	68,586	76,959
Investing activities:			
Proceeds from disposal of property and equipment	1,973	911	1,267
Purchases of property and equipment	(35,439)	(21,353)	(21,216)
Acquisition of business, net of cash acquired	(45,328)	—	—
Other	(129)	(263)	278
Net cash used in investing activities	(78,923)	(20,705)	(19,671)
Financing activities:			
Payments of debt and capital lease obligations	(20,375)	(551)	(637)
Payments on line of credit	—	—	(50,000)
Proceeds from exercise of stock options	33,002	15,740	10,946
Payments of cash dividends	(12,141)	(9,947)	(8,194)
Repurchase of common stock (repurchase program)	(354)	—	(26,101)
Common stock issued under employee stock purchase plan	296	259	248
Cash settlement of share-based awards for minimum tax withholdings	(866)	(386)	—
Tax benefit for stock options exercised	3,707	385	747
Net cash provided (used in) by financing activities	3,269	5,500	(72,991)
Net increase (decrease) in cash	15,185	53,381	(15,703)
Cash at beginning of year	112,182	58,801	74,504
Cash at end of year	$ 127,367	$ 112,182	$ 58,801

The accompanying notes are an integral part of the consolidated financial statements

FORWARD AIR CORPORATION
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
DECEMBER 31, 2013
(In thousands, except share and per share data)

1. Accounting Policies

Basis of Presentation and Principles of Consolidation

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

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

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

TQI is a provider of maximum security and temperature-controlled logistics services, primarily truckload services, to the pharmaceutical and life science industries. In addition to core pharmaceutical services, TQI provides truckload and less-than-truckload brokerage transportation services.

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.

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 collectability of its accounts receivable based on a combination of factors. In circumstances in which the Company 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% for Forward Air, 25.0% for FASI and 25.0% for TQI. 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 changed 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 2013, average revenue adjustments per month were approximately $211 on average revenue per month of approximately $54,373 (less than 0.5% 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 covering 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 the Company's operating environment, the Company is subject to vehicle and general liability, workers' compensation and employee health insurance claims. To mitigate a portion of these risks, the Company maintains insurance for individual vehicle and general liability claims exceeding $500 and workers' compensation claims and employee health insurance claims exceeding $250, except in Ohio, where for workers' compensation we are a qualified self-insured entity with a $350 self-insured retention. 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, changes in the timing of the reporting of losses from the loss date to the notification date, and expected costs to settle unpaid claims. The Company utilizes a semi-annual actuarial analyses 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. The transportation rates the Company charges its customers consist of base transportation rates and fuel surcharge rates. The revenues earned and related direct freight expenses incurred from the Company's base transportation services are recognized on a gross basis in revenue and in purchased transportation. Transportation revenue is recognized on a gross basis as the Company is the primary obligor. The fuel surcharges billed to customers and paid to owner-operators and third party transportation providers are recorded on a net basis as the Company is not the primary obligor with regards to the fuel surcharges.

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.

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 comprehensive income.

(In thousands, except share and per share data)

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

Depreciation expense for each of the three years ended December 31, 2013, 2012 and 2011 was $17,817, $16,455 and $16,402, respectively.

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 net assets acquired. Goodwill and intangible assets with indefinite lives are not amortized but the Company conducts an annual (or more frequently if circumstances indicate possible impairment) impairment test of goodwill for each reportable segment at June 30 of each year. Other intangible assets are amortized over their useful lives. Results of impairment testing are described in Note 2, Acquisition, Goodwill and Other Long-Lived Assets.

Acquisitions are accounted for using the purchase method. The definite-lived intangible assets of the Company resulting from acquisition activity and the related amortization are described in Note 2**,** Acquisition, Goodwill and Other Long-Lived Assets.

Software Development

Costs related to software developed or acquired for internal use are expensed or capitalized based on the applicable stage of software development and any capitalized costs are amortized over their estimated useful life. The Company typically uses a five-year straight line amortization for the capitalized amounts of software development costs. At December 31, 2013 and 2012 the Company had $11,763 and $10,389, respectively, of capitalized software development costs included in property and equipment. Accumulated amortization on these assets was $7,644 and $6,436 at December 31, 2013 and 2012, respectively. Included in depreciation expense is amortization of capitalized software development costs. Amortization of capitalized software development for the years ended December 31, 2013, 2012 and 2011 was $1,228, $1,100 and $1,447 respectively. As of December 31, 2013 the estimated amortization expense for the next five years of capitalized software development costs is as follows:

(In thousands, except share and per share data)

2014	$ 1,328
2015	1,112
2016	821
2017	529
2018	260
Total	$ 4,050

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. We report a liability for unrecognized tax benefits resulting from uncertain tax positions taken or expected to be taken in a tax return. We recognize interest and penalties, if any, related to unrecognized tax benefits in interest expense and operating expenses, respectively.

Net Income Per Share

The Company calculates net income per share in accordance with the FASB Accounting Standards Codification and the Hierarchy of Generally Accepted Accounting Principles, Earnings per Share (the "FASB Codification 260"). Under the FASB Codification 260, basic net income per share excludes any dilutive effects of options, warrants and convertible securities. Diluted net income per share includes any dilutive effects of options, non-vested shares and performance shares, and uses the treasury stock method in calculating dilution.

Share-Based Payments

The Company's general practice has been to make a single annual grant of share-based compensation to key employees and to generally make other grants only in connection with new employment or promotions. In addition, the Company makes annual grants to non-employee directors in conjunction with their annual election to our Board of Directors or at the time of their appointment to the Board of Directors. For employees, the Company has granted stock options, non-vested shares and performance shares. For non-employee directors, the Company issued non-vested shares during the years ended December 31, 2013, 2012 and 2011.

Stock options typically expire seven years from the grant date and vest ratably over a three-year period. The share-based compensation for stock options is recognized, net of estimated forfeitures, ratably over the requisite service period, or vesting period. Based on the Company's historical experience, forfeitures have been estimated. The Company uses the Black-Scholes option-pricing model to estimate the grant-date fair value of options granted. The following table contains the weighted-average assumptions used to estimate the fair value of options granted. These assumptions are highly subjective and changes in these assumptions can materially affect the fair value estimate.

	December 31, 2013	December 31, 2012	December 31, 2011
Expected dividend yield	1.2%	0.9%	1.0%
Expected stock price volatility	43.7%	46.6%	44.9%
Weighted average risk-free interest rate	0.9%	0.8%	2.4%
Expected life of options (years)	5.2	4.2	4.6

The fair value of non-vested shares issued were estimated using the closing market prices for the business day of the grant. The share-based compensation for the non-vested shares is recognized, net of estimated forfeitures, ratably over the requisite service period or vesting period. Forfeitures are estimated based on our historical experience, but will be adjusted for future changes in forfeiture experience.

The fair value of the performance shares was estimated using a Monte Carlo simulation. The share-based compensation for performance shares are recognized, net of estimated forfeitures, ratably over the requisite service period, or vesting period.

The following table contains the weighted-average assumptions used to estimate the fair value of performance shares granted. These assumptions are highly subjective and changes in these assumptions can materially affect the fair value estimate.

	Year ended	
	December 31, 2013	December 31, 2012
Expected stock price volatility	34.5%	40.8%
Weighted average risk-free interest rate	0.4%	0.4%

Under the 2005 Employee Stock Purchase Plan (the "ESPP"), which has been approved by shareholders, the Company is authorized to issue shares of Common Stock to eligible employees. These shares may be issued at a price equal to 90% of the lesser of the market value on the first day or the last day of each six-month purchase period. Common Stock purchases are paid for through periodic payroll deductions and/or up to two large lump sum contributions. We recognize share-based compensation on the date of purchase based on the difference between the purchase date fair market value and the employee purchase price.

2. Acquisitions, Goodwill and Other Long-Lived Assets

Acquisition of TQI

On March 4, 2013, the Company entered into a Stock Purchase Agreement ("Agreement") with all of the shareholders of TQI to acquire 100% of the outstanding stock. Pursuant to the terms of the Agreement and concurrently with the execution of the Agreement, the Company acquired all of the outstanding capital stock of TQI in exchange for $45,328 in net cash, $20,113 in assumed debt and an available earn-out of up to $5,000. The assumed debt was immediately paid in full after funding of the acquisition. The acquisition and settlement of the assumed debt were funded using the Company's cash on hand. Under the purchase agreement, $4,500 of the purchase price was paid into an escrow account to protect the Company against potential unknown liabilities. The amount held in escrow will be remitted to the sellers on September 4, 2014.

Pursuant to the terms of the Agreement, the Company could pay the former shareholders of TQI additional cash consideration from $0 to $5,000 if certain earnings before interest, taxes, depreciation and amortization ("EBITDA") goals are exceeded. The ultimate payout is based on the level by which TQI operating results exceed specified thresholds as defined by the Agreement in both 2013 and 2014. At the time of acquisition the Company recognized an estimated earn-out liability of $615. The fair value of the earn-out liability (level 3) was estimated using an income approach based on the present value of probability-weighted amounts payable under a range of performance scenarios for 2013 and 2014 and a discount rate of 10.9%. However, based on the most probable outcomes the estimated earn-out liability was reduced to $0 and recognized as a gain in our results from operations during the fourth quarter of 2013. If TQI's 2014 EBITDA performance does exceed the goals established by the Agreement, the final value of the liability could be significantly higher than the liability the Company has currently recorded.

The Company incurred total transaction costs related to the acquisition of approximately $943, which was expensed during the year ended December 31, 2013, in accordance with U.S. GAAP. These transaction costs were primarily included in "Other operating expenses" expense in the consolidated statements of comprehensive income.

The acquisition allows the Company to expand and diversify its complimentary truckload operations while maintaining its goal of offering high-value added services.

The following table presents the allocation of the TQI purchase price to the assets acquired and liabilities assumed based on their estimated fair values and resulting residual goodwill (in thousands):

	March 4, 2013
Tangible assets:	
Accounts receivable	$5,639
Prepaid expenses and other current assets	1,093
Property and equipment	5,103
Other assets	728
Deferred income taxes	947
Total tangible assets	13,510
Intangible assets:	
Non-compete agreements	470
Trade name	1,000
Customer relationships	22,300
Goodwill	45,164
Total intangible assets	68,934
Total assets acquired	82,444
Liabilities assumed:	
Current liabilities	4,725
Other liabilities	1,735
Debt	20,113
Deferred income taxes	10,543
Total liabilities assumed	37,116
Net assets acquired	$45,328

The acquired non-compete agreements and trade names are being amortized on straight-line basis over a 5 year life. Customer relationships acquired are being amortized on straight-line basis over a 15 year life.

The fair value of the non-compete agreements, trade name and customer relationship assets were estimated using an income approach (level 3). Under this method, an intangible asset's fair value is equal to the present value of the incremental after-tax cash flows (excess earnings) attributable solely to the intangible asset over its remaining useful life. To calculate fair value, the Company used cash flows discounted at rates considered appropriate given the inherent risks associated with each type of asset. The Company believes that the level and timing of cash flows appropriately reflect market participant assumptions. The fair value of the TQI trade name was estimated using an income approach, specifically known as the relief from royalty method. The relief from royalty method is based on a hypothetical royalty stream that would be paid if the Company did not own the TQI name and had to license the trade name. The Company derived the hypothetical royalty income from the projected revenues of TQI. Cash flows were assumed to extend through the remaining economic useful life of each class of intangible asset.

Included in the assumed liabilities of TQI is a liability for unrecognized tax benefits for $1,120. The liability is attributable to TQI not filing income tax returns in all jurisdictions in which it operated. The $1,120 consists of unrecognized tax benefits of $853 and related penalties and interest of $174 and $93, respectively. In accordance with the Agreement, the former shareholders of TQI have indemnified the Company against this tax exposure. As a result, the Company also recognized an offsetting receivable net of the estimated federal tax benefit for $728.

The assets, liabilities, and operating results of TQI have been included in the Company's consolidated financial statements from the date of acquisition and have been assigned to a new TQI reportable segment. The results of TQI reflected in the Company's consolidated statements of comprehensive income are as follows (in thousands, except per share data):

FORWARD AIR CORPORATION
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)
December 31, 2013
(In thousands, except share and per share data)

		March 4, 2013 to December 31, 2013
Logistics revenue	$	41,842
Operating income		3,600
Net income		1,961
Net income per share		
Basic	$	0.07
Diluted	$	0.06

The following unaudited pro forma information presents a summary of the Company's consolidated results of operations as if the TQI acquisition occurred as of January 1, 2012 (in thousands, except per share data).

	Year ended			
	December 31, 2013		December 31, 2012	
Operating revenue	$	661,025	$	641,943
Income from operations		84,664		87,774
Net income		54,660		55,277
Net income per share				
Basic	$	1.81	$	1.91
Diluted	$	1.78	$	1.87

Goodwill

The following is a summary of the changes in goodwill for the year ended December 31, 2013. All goodwill, except the goodwill assigned to TQI, is deductible for tax purposes.

	Forward Air		FASI		TQI		Total
	Goodwill	Accumulated Impairment	Goodwill	Accumulated Impairment	Goodwill	Accumulated Impairment	Net
Beginning balance, December 31, 2012	$ 37,926	$ —	$ 12,359	$ (6,953)	$ —	$ —	$ 43,332
TQI acquisition	—	—	—	—	45,164	—	45,164
Ending balance, December 31, 2013	$ 37,926	$ —	$ 12,359	$ (6,953)	$ 45,164	$ —	$ 88,496

The Company conducted its annual impairment assessments and tests of goodwill for each reporting unit as of June 30, 2013 and no impairment charges were required. The Company conducts an annual (or more frequently if circumstances indicate possible impairment) impairment test of goodwill for each reporting unit at June 30 of each year. The first step of the goodwill impairment test is the Company assesses qualitative factors to determine whether it is more likely than not that the fair value of a reporting unit is less than the reporting unit's carrying amount, including goodwill. When performing the qualitative assessment, the Company considers the impact of factors including, but not limited to, macroeconomic and industry conditions, overall financial performance of each reporting unit, litigation and new legislation. If based on the qualitative assessments, the Company believes it more likely than not that the fair value of a reporting unit is less than the reporting unit's carrying amount, or periodically as deemed appropriate by management, the Company will prepare an estimation of the respective reporting unit's fair value utilizing a quantitative approach. If a quantitative fair value estimation is required, the Company calculates the fair value of the applicable reportable units, using a combination of discounted projected cash flows and market valuations for comparable companies as of the valuation date. The Company's inputs into the fair value calculations for goodwill are classified within level 3 of the fair value hierarchy as defined in the FASB Accounting Standards Codification and the Hierarchy of Generally Accepted Accounting Principles ("the FASB Codification"). If this estimation of fair value indicates that impairment potentially exists, the Company will then measure the amount of the impairment, if any. Goodwill impairment exists when the calculated implied fair value of goodwill is less than its carrying value. Changes in strategy or market conditions could significantly impact these fair value estimates and require adjustments to recorded asset balances.

(In thousands, except share and per share data)

Through acquisitions between 2005 and 2013, including TQI, the Company acquired customer relationships, non-compete agreements and trade names of $68,650, $2,250 and $1,000, respectively, having weighted-average useful lives of 12.6, 5.4 and 5.0 years, respectively. Amortization expense on acquired customer relationships, non-compete agreements and trade names for each of the three years ended December 31, 2013, 2012 and 2011 was $5,762, $4,566 and $4,591, respectively.

The estimated amortization expense for the next five years on definite-lived intangible assets as of December 31, 2013 is as follows:

	2014	2015	2016	2017	2018
Customer relationships	$ 5,554	$ 4,747	$ 4,216	$ 4,101	$ 2,596
Non-compete agreements	114	114	114	106	16
Trade name	200	200	200	200	33
Total	$ 5,868	$ 5,061	$ 4,530	$ 4,407	$ 2,645

Additionally, the Company reviews its long-lived assets for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. Impairment is recognized on assets classified as held and used when the sum of undiscounted estimated cash flows expected to result from the use of the asset is less than the carrying value. If such measurement indicates a possible impairment, the estimated fair value of the asset is compared to its net book value to measure the impairment charge, if any.

3. Debt and Capital Lease Obligations

Credit Facilities

In February 2012, the Company entered into a new $150,000 credit facility. This facility has a term of five years and matures in February 2017. Interest rates for advances under the facility are LIBOR plus 1.1% based upon covenants related to total indebtedness to earnings (1.3% at December 31, 2013). The agreement contains certain covenants and restrictions related to new indebtedness, investment types and dispositions of property. None of the covenants are expected to significantly affect the Company's operations or ability to pay dividends. No assets are pledged as collateral against the credit facility. As of December 31, 2013, the Company had no borrowings outstanding under the credit facility. At December 31, 2013, the Company had utilized $9,374 of availability for outstanding letters of credit and had $140,626 of available borrowing capacity outstanding under the credit facility.

Capital Leases

Through acquisitions, the Company assumed several equipment leases that met the criteria for classification as a capital lease. The leased equipment is being amortized over the shorter of the lease term or useful life.

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

	December 31, 2013	December 31, 2012
Equipment	$ 685	$ 1,402
Accumulated amortization	(680)	(1,322)
	$ 5	$ 80

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

(In thousands, except share and per share data)

Future minimum payments, by year and in the aggregate, under non-cancelable capital leases with initial or remaining terms of one year or more consist of the following at December 31, 2013:

2014	$	71
2015		2
Total		73
Less amounts representing interest		1
Present value of net minimum lease payments (including current portion of $69)	$	72

Interest Payments

Interest payments during 2013, 2012 and 2011 were $482, $365 and $563, respectively. No interest was capitalized during the years ended December 31, 2013, 2012 and 2011.

4. Shareholders' Equity, Stock Options and Net Income per Share

Preferred Stock

There are 5,000,000 shares of preferred stock with a par value of $0.01 authorized, but no shares have been issued to date.

Cash Dividends

During each quarter of 2013 and the third and fourth quarter of 2012, the Company’s Board of Directors declared a cash dividend of $0.10 per share of Common Stock. During the first and second quarter of 2012 and each quarter of 2011, the Company's Board of Directors declared a cash dividend of $0.07 per share of Common Stock. On February 7, 2014, the Company’s Board of Directors declared a $0.12 per share dividend that will be paid in the first quarter of 2014. 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

In July 2007, our Board of Directors approved a stock repurchase program (“Repurchase Plan”) for up to 2,000,000 shares of our common stock. During the year ended December 31, 2013, we repurchased 8,675 shares of common stock under the Repurchase Plan for $354, or $40.84 per share. No shares were repurchased during the year ended December 31, 2012. During the year ended December 31, 2011, we repurchased 973,768 shares of common stock under the Repurchase Plan for $26,101, or $26.80 per share. As of December 31, 2013, 806,384 shares remain that may be repurchased under the Repurchase Plan.

Also, on February 7, 2014, our Board of Directors approved a stock repurchase authorization for up to 2,000,000 shares of the Company’s common stock. In connection with this action, the board cancelled the Company’s Repurchase Plan. The amount and timing of any repurchases under the Company’s new repurchase authorization will be at such prices as determined by management of the Company.

Share-Based Compensation

The Company had previously reserved for issuance 4,500,000 common shares under the 1999 Stock Option and Incentive Plan (the “1999 Plan”). Options issued under the 1999 Plan have seven to ten-year terms and vested over a one to five year period.

In May 2008, with the approval of shareholders, the Company amended and restated the 1999 Stock Option and Incentive Plan (the “1999 Amended Plan”) to reserve for issuance an additional 3,000,000 common shares, increasing the total number of reserved common shares under the 1999 Amended Plan to 7,500,000. As of December 31, 2013, there were approximately 1,001,148 shares remaining available for grant.

Employee Activity - Options

The following tables summarize the Company's employee stock option activity and related information for the years ended December 31, 2013, 2012 and 2011:

	2013		2012		2011	
	Options (000)	Weighted-Average Exercise Price	Options (000)	Weighted-Average Exercise Price	Options (000)	Weighted-Average Exercise Price
Outstanding at beginning of year	2,874	$ 26	3,363	$ 26	3,702	$ 26
Granted	118	38	94	37	117	29
Exercised	(1,260)	26	(570)	27	(451)	23
Forfeited	—	—	(13)	29	(5)	24
Outstanding at end of year	1,732	$ 27	2,874	$ 26	3,363	$ 26
Exercisable at end of year	1,514	$ 26	2,487	$ 26	2,585	$ 27
Weighted-average fair value of options granted during the year	$ 14		$ 13		$ 11	
Aggregate intrinsic value for options exercised	$ 15,477		$ 3,924		$ 3,771	
Average aggregate intrinsic value for options outstanding	$ 19,823					
Average aggregate intrinsic value for exercisable options	$ 19,156					

Range of Exercise Price	Number Outstanding (000)	Weighted-Average Remaining Contractual Life	Outstanding Weighted-Average Exercise Price	Number Exercisable (000)	Exercisable Weighted-Average Exercise Price
$ 22.47 - 24.98	769	2.7	$ 22.67	769	$ 22.67
28.61 - 31.65	751	1.4	29.40	713	29.44
36.55 - 41.80	212	5.7	37.13	32	36.59
$ 22.47 - 41.80	1,732	2.5	$ 27.36	1,514	$ 26.14

	Year ended		
	December 31, 2013	December 31, 2012	December 31, 2011
Shared-based compensation for options	$ 1,410	$ 2,585	$ 3,981
Tax benefit for option compensation	$ 508	$ 713	$ 1,042
Unrecognized compensation cost for options, net of estimated forfeitures	$ 1,635		

Employee Activity – Non-vested shares

Non-vested share grants to employees vest ratably over a three-year period. The following tables summarize the Company's employee non-vested share activity and related information:

	Year ended					
	2013		2012		2011	
	Non-vested Shares (000)	Weighted-Average Grant Date Fair Value	Non-vested Shares (000)	Weighted-Average Grant Date Fair Value	Non-vested Shares (000)	Weighted-Average Grant Date Fair Value
Outstanding and non-vested at beginning of year	168	$ 33	108	$ 29	—	$ —
Granted	98	37	103	37	108	29
Vested	(68)	37	(36)	29	—	—
Forfeited	(12)	36	(7)	33	—	—
Outstanding and non-vested at end of year	186	$ 35	168	$ 33	108	$ 29
Aggregate grant date fair value	$ 6,588		$ 5,579		$ 3,076	
Total fair value of shares vested during the year	$ 2,503		$ 1,249		$ —	

	Year ended		
	December 31, 2013	December 31, 2012	December 31, 2011
Shared-based compensation for non-vested shares	$ 3,058	$ 2,039	$ 895
Tax benefit for non-vested share compensation	$ 1,165	$ 785	$ 347
Unrecognized compensation cost for non-vested shares, net of estimated forfeitures	$ 3,856		

Employee Activity – Performance shares

In 2013, 2012 and 2011, the Company granted performance shares to key employees. Under the terms of the performance share agreements, on the third anniversary of the grant date, the Company will issue to the employees a calculated number of common stock shares based on the three year performance of the Company's common stock share price as compared to the share price performance of a selected peer group. No shares may be issued if the Company share price performance outperforms 30% or less of the peer group, but the number of shares issued may be doubled if the Company share price performs better than 90% of the peer group.

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

	Year ended					
	2013		2012		2011	
	Non-vested Shares (000)	Weighted-Average Grant Date Fair Value	Non-vested Shares (000)	Weighted-Average Grant Date Fair Value	Non-vested Shares (000)	Weighted-Average Grant Date Fair Value
Outstanding and non-vested at beginning of year	62	$ 36	38	$ 30	—	$ —
Granted	26	40	24	45	38	30
Vested	—	—	—	—	—	—
Forfeited	—	—	—	—	—	—
Outstanding and non-vested at end of year	88	$ 37	62	$ 36	38	$ 30
Aggregate grant date fair value	$ 3,278		$ 2,205		$ 1,132	

	Year ended		
	December 31, 2013	December 31, 2012	December 31, 2011
Shared-based compensation for performance shares	$ 1,055	$ 699	$ 335
Tax benefit for performance share compensation	$ 402	$ 269	$ 130
Unrecognized compensation cost for performance shares, net of estimated forfeitures	$ 1,190		

Employee Activity – Employee Stock Purchase Plan

Under the ESPP at December 31, 2013, the Company is authorized to issue up to a remaining 412,322 shares of Common Stock to employees of the Company. For the years ended December 31, 2013, 2012 and 2011, participants under the plan purchased 8,800, 8,846, and 9,122 shares, respectively, at an average price of $33.68, $29.26, and $27.20 per share, respectively. The weighted-average fair value of each purchase right under the ESPP granted for the years ended December 31, 2013, 2012 and 2011, which is equal to the discount from the market value of the Common Stock at the end of each six month purchase period, was $7.52, $4.47, and $5.79 per share, respectively. Share-based compensation expense of $66, $40, and $53 was recognized in salaries, wages and employee benefits, during the years ended December 31, 2013, 2012 and 2011, respectively.

Non-employee Directors – Non-vested shares

On May 23, 2006, the Company's shareholders approved the Company's 2006 Non-Employee Director Stock Plan (the "2006 Plan"). The Company's shareholders then approved the Company's Amended and Restated Non-Employee Director Stock Plan (the "Amended Plan") on May 22, 2007. The Amended Plan was then further amended and restated on December 17, 2008. Under the Amended Plan, on the first business day after each Annual Meeting of Shareholders, each non-employee director will automatically be granted an award (the "Annual Grant"), in such form and size as the Board determines from year to year. Unless otherwise determined by the Board, Annual Grants will become vested and nonforfeitable one year after the date of grant so long as the non-employee director's service with the Company does not earlier terminate. Each director may elect to defer receipt of the shares under a non-vested share award until the director terminates service on the Board of Directors. If a director elects to defer receipt, the Company will issue deferred stock units to the director, which do not represent actual ownership in shares and the director will not have voting rights or other incidents of ownership until the shares are issued. However, the Company will credit the director with dividend equivalent payments in the form of additional deferred stock units for each cash dividend payment made by the Company.

The following tables summarize the Company's non-employee non-vested share activity and related information:

	Year ended					
	2013		2012		2011	
	Non-vested Shares and Deferred Stock Units (000)	Weighted-Average Grant Date Fair Value	Non-vested Shares and Deferred Stock Units (000)	Weighted-Average Grant Date Fair Value	Non-vested Shares and Deferred Stock Units (000)	Weighted-Average Grant Date Fair Value
Outstanding and non-vested at beginning of year	20	$ 32	24	$ 33	19	$ 29
Granted	15	38	20	32	24	33
Vested	(20)	32	(24)	32	(19)	29
Forfeited	—	—	—	—	—	—
Outstanding and non-vested at end of year	15	$ 38	20	$ 32	24	$ 33
Aggregate grant date fair value	$ 560		$ 640		$ 776	
Total fair value of shares vested during the year	$ 762		$ 752		$ 615	

	Year ended		
	December 31, 2013	December 31, 2012	December 31, 2011
Shared-based compensation for non-vested shares	$ 589	$ 687	$ 707
Tax benefit for non-vested share compensation	$ 225	$ 264	$ 274
Unrecognized compensation cost for non-vested shares, net of estimated forfeitures	$ 194		

Non-employee Directors - Options

In addition to the above activity, each May from 1995 to 2005, options were granted to the non-employee directors of the Company. The options have terms of ten years and are fully exercisable. The following table summarizes the Company's non-employee stock option activity and related information for the years ended December 31, 2013, 2012 and 2011:

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	2013		2012		2011	
	Options (000)	Weighted-Average Exercise Price	Options (000)	Weighted-Average Exercise Price	Options (000)	Weighted-Average Exercise Price
Outstanding at beginning of year	29	$ 23	41	$ 21	63	$ 22
Granted	—	—	—	—	—	—
Exercised	(3)	20	(12)	16	(22)	23
Forfeited	—	—	—	—	—	—
Outstanding and exercisable at end of year	26	$ 23	29	$ 23	41	$ 21
Aggregate intrinsic value for options exercised	$ 54		$ 207		$ 202	
Average aggregate intrinsic value for options outstanding and exercisable	$ 403					

At December 31, 2013, weighted average remaining contractual term for these options was 1.0 years.

Net Income per Share

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

	2013	2012	2011
Numerator:			
Numerator for basic and diluted net income per share	$ 54,467	$ 52,668	$ 47,199
Denominator:			
Denominator for basic net income per share - weighted-average shares (in thousands)	30,135	28,967	29,052
Effect of dilutive stock options (in thousands)	507	492	333
Effect of dilutive performance shares (in thousands)	12	41	25
Effect of dilutive non-vested shares and deferred stock units (in thousands)	108	36	25
Denominator for diluted net income per share - adjusted weighted-average shares (in thousands)	30,762	29,536	29,435
Basic net income per share	$ 1.81	$ 1.82	$ 1.62
Diluted net income per share	$ 1.77	$ 1.78	$ 1.60

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

	2013	2012	2011
Anti-dilutive stock options (in thousands)	192	226	649
Anti-dilutive performance shares (in thousands)	—	22	—
Total anti-dilutive shares (in thousands)	192	248	649

FORWARD AIR CORPORATION
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December 31, 2013
(In thousands, except share and per share data)

5. Income Taxes

The provision for income taxes consists of the following:

	2013	2012	2011
Current:			
Federal	$ 22,466	$ 24,981	$ 20,841
State	2,133	3,462	3,175
	24,599	28,443	24,016
Deferred:			
Federal	4,367	2,452	4,640
State	489	(408)	710
	4,856	2,044	5,350
	$ 29,455	$ 30,487	$ 29,366

The tax benefit associated with the exercise of stock options and the vesting of non-vested shares recorded to additional paid in capital during the years ended December 31, 2013, 2012 and 2011 were $3,612, $385 and $747, respectively, and are reflected as an increase in additional paid-in capital in the accompanying consolidated statements of shareholders' equity.

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:

	2013	2012	2011
Tax expense at the statutory rate	$ 29,373	$ 29,125	$ 26,798
State income taxes, net of federal benefit	1,876	1,842	2,542
Incentive stock options	(908)	(154)	472
Meals and entertainment	139	172	207
Deferred tax asset valuation allowance	(85)	(39)	(17)
Federal income tax credits	(1,023)	(619)	(675)
Other	83	160	39
	$ 29,455	$ 30,487	$ 29,366

(In thousands, except share and per share data)

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, 2013	December 31, 2012
Deferred tax assets:		
Accrued expenses	$ 4,287	$ 4,374
Allowance for doubtful accounts	745	565
Non-compete agreements	—	3,288
Share-based compensation	6,066	6,471
Accruals for income tax contingencies	547	56
Impairment of goodwill and other intangible assets	854	1,170
Net operating loss carryforwards	253	319
Total deferred tax assets	12,752	16,243
Valuation allowance	(234)	(319)
Total deferred tax assets, net of valuation allowance	12,518	15,924
Deferred tax liabilities:		
Tax over book depreciation	21,806	16,907
Non-compete agreements	5,149	—
Prepaid expenses deductible when paid	2,354	2,202
Goodwill	8,914	7,973
Total deferred tax liabilities	38,223	27,082
Net deferred tax liabilities	$ (25,705)	$ (11,158)

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

	December 31, 2013	December 31, 2012
Current assets	$ 1,145	$ 1,282
Noncurrent liabilities	(26,850)	(12,440)
	$ (25,705)	$ (11,158)

Total income tax payments, net of refunds, during fiscal years 2013, 2012 and 2011 were $25,168, $32,214 and $19,891, respectively.

At December 31, 2013 and 2012, the Company had state net operating loss carryforwards of $5,468 and $7,376, respectively, that will expire between 2014 and 2028. The use of these state net operating losses is limited to the future taxable income of separate legal entities. Based on expectations of future taxable income, management believes that it is more likely than not that the results of operations for these separate legal entities will not generate sufficient taxable income to realize these net operating loss benefits for state loss carryforwards. As a result, a valuation allowance has been provided for most of these state loss carryforwards. The valuation allowance on these state loss carryforwards decreased $85 and $10 during 2013 and 2012.

The Company had also previously established a valuation allowance on the state portion of FASI's net deferred tax assets. This valuation allowance was established based on expectations of future taxable income as management believed that it was more likely than not that the results of FASI operations will not generate sufficient taxable income to realize the state benefit of the net deferred tax assets. During 2012, in conjunction with FASI having a net deferred tax liability the previous valuation allowance of $39 was removed.

(In thousands, except share and per share data)

Income Tax Contingencies

The Company, or one of its subsidiaries, files income tax returns in the U.S. federal jurisdiction, various states and Canada. With a few exceptions, the Company is no longer subject to U.S. federal, state and local, or Canadian examinations by tax authorities for years before 2009.

A reconciliation of the beginning and ending amount of unrecognized tax benefit is as follows:

	Liability for Unrecognized Tax Benefits
Balance at December 31, 2010	$ 725
Additions for tax positions of current year	75
Reductions for tax positions of prior years	(150)
Reductions for settlement with state taxing authorities	(169)
Balance at December 31, 2011	481
Reductions for settlement with state taxing authorities	(204)
Balance at December 31, 2012	277
Additions for tax positions of current year	209
Additions for tax positions of prior years - TQI	853
Balance at December 31, 2013	$ 1,339

Included in the liability for unrecognized tax benefits at December 31, 2013 and December 31, 2012 are tax positions of $1,339 and $277, respectively, which represents tax positions where the realization of the ultimate benefit is uncertain and the disallowance of which would affect the Company's annual effective income tax rate.

Included in the liability for unrecognized tax benefits at December 31, 2013 and December 31, 2012, are accrued penalties of $277 and $57, respectively. The liability for unrecognized tax benefits at December 31, 2013 and December 31, 2012 also included accrued interest of $299 and $160, respectively.

6. Operating Leases

The Company leases certain facilities under noncancellable operating leases that expire in various years through 2020. Certain leases may be renewed for periods varying from one to ten years. Through acquisitions, the Company assumed several operating leases for tractors, straight trucks and trailers with original lease terms between three and six years. These leases expire in various years through 2018 and may not be renewed beyond the original term.

Sublease rental income, was $914, $813 and $770 in 2013, 2012 and 2011, respectively. In 2014, the Company expects to receive aggregate future minimum rental payments under noncancellable subleases of approximately $205. Noncancellable subleases expire between 2015 and 2016.

(In thousands, except share and per share data)

Future minimum rental payments under noncancellable operating leases with initial or remaining terms in excess of one year consisted of the following at December 31, 2013:

2014	$	21,420
2015		18,014
2016		13,377
2017		8,474
2018		5,316
Thereafter		2,598
Total	$	69,199

7. Commitments and Contingencies

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

The primary claims in the Company's business relate to workers' compensation, property damage, vehicle liability and employee 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. Such insurance coverage above the applicable self-insurance levels continues to be an important part of the Company's risk management process. In the opinion of management, adequate provision has been made for all incurred claims up to the self-insured limits, including provision for estimated claims incurred but not reported.

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

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

As of December 31, 2013, the Company had commitments to purchase various trailers, vehicles and forklifts for approximately $32,865 during 2014.

8. 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 80.0% of their annual compensation. For all periods presented, employer contributions were made at 25.0% of the employee's contribution up to a maximum of 6.0% 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 expensed in 2013, 2012 and 2011 were approximately $823, $675 and $626, respectively.

9. Financial Instruments

Off Balance Sheet Risk

At December 31, 2013, the Company had letters of credit outstanding totaling $9,374.

(In thousands, except share and per share data)

Fair Value of Financial Instruments

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

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

The Company's credit facility bears interest at LIBOR plus 1.1% based upon covenants related to total indebtedness to earnings. Using interest rate quotes currently available in the market and remaining cash flows on these arrangements, the Company estimated the fair value of its outstanding capital lease obligations as follows:

	December 31, 2013		December 31, 2012	
	Carrying Value	Fair Value	Carrying Value	Fair Value
Capital lease obligations	$ 72	$ 99	$ 334	$ 387

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

10. Segment Reporting

The Company operates in three reportable segments based on information available to and used by the chief operating decision maker. Forward Air provides time-definite transportation and logistics services to the deferred air freight market. FASI provides pool distribution services primarily to regional and national distributors and retailers. TQI is a provider of maximum security and temperature-controlled logistics services, primarily truckload services, to the pharmaceutical and life science industries.

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

The following tables summarize segment information about net income and assets used by the chief operating decision maker of the Company in making decisions regarding allocation of assets and resources as of and for the years ended December 31, 2013, 2012 and 2011.

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Year ended December 31, 2013	Forward Air	FASI	TQI	Eliminations	Consolidated
External revenues	$ 497,993	$ 112,766	$ 41,722	$ —	$ 652,481
Intersegment revenues	3,075	645	120	(3,840)	—
Depreciation and amortization	16,222	4,945	2,412	—	23,579
Share-based compensation expense	5,959	140	79	—	6,178
Interest expense	513	8	11	—	532
Interest income	36	—	1	—	37
Income tax expense	26,981	846	1,628	—	29,455
Net income	51,251	1,255	1,961	—	54,467
Total assets	478,790	42,049	85,490	(100,060)	506,269
Capital expenditures	25,017	6,901	3,521	—	35,439

Year ended December 31, 2012	Forward Air	FASI	TQI	Eliminations	Consolidated
External revenues	$ 500,621	$ 83,825	$ —	$ —	$ 584,446
Intersegment revenues	1,116	1,152	—	(2,268)	—
Depreciation and amortization	16,356	4,665	—	—	21,021
Share-based compensation expense	5,857	193	—	—	6,050
Interest expense	369	22	—	—	391
Interest income	41	—	—	—	41
Income tax expense	30,053	434	—	—	30,487
Net income	51,127	1,541	—	—	52,668
Total assets	395,936	37,135	—	(33,884)	399,187
Capital expenditures	15,910	5,443	—	—	21,353

Year ended December 31, 2011	Forward Air	FASI	TQI	Eliminations	Consolidated
External revenues	$ 463,664	$ 72,738	$ —	$ —	$ 536,402
Intersegment revenues	822	512	—	(1,334)	—
Depreciation and amortization	16,793	4,200	—	—	20,993
Share-based compensation expense	5,642	329	—	—	5,971
Interest expense	578	41	—	—	619
Interest income	165	—	—	—	165
Income tax expense	29,162	204	—	—	29,366
Net income	46,851	348	—	—	47,199
Total assets	342,109	39,244	—	(40,202)	341,151
Capital expenditures	18,250	2,966	—	—	21,216

FORWARD AIR CORPORATION
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)
December 31, 2013
(In thousands, except share and per share data)

11. Quarterly Results of Operations (Unaudited)

The following is a summary of the quarterly results of operations for the years ended December 31, 2013 and 2012:

	2013			
	March 31	June 30	September 30	December 31
Operating revenue	$ 141,560	$ 159,804	$ 170,033	$ 181,084
Income from operations	15,790	22,505	22,857	23,203
Net income	10,855	13,831	14,197	15,584
Net income per share:				
Basic	$ 0.37	$ 0.46	$ 0.47	$ 0.51
Diluted	$ 0.36	$ 0.45	$ 0.46	$ 0.50

	2012			
	March 31	June 30	September 30	December 31
Operating revenue	$ 137,081	$ 148,326	$ 143,514	$ 155,525
Income from operations	16,789	23,083	19,626	24,034
Net income	10,273	14,167	12,267	15,961
Net income per share:				
Basic	$ 0.36	$ 0.49	$ 0.42	$ 0.55
Diluted	$ 0.35	$ 0.48	$ 0.41	$ 0.54

12. Subsequent Event

On February 2, 2014 the Company acquired all of the stock of Central States Trucking Company and Central States Logistics, Inc. (collectively referred to as “CST”). CST provides industry leading container and intermodal drayage services primarily within the Midwest region of the United States. CST also provides linehaul service within the airport-to-airport space, as well as, dedicated contract and Container Freight Station (“CFS”) warehouse services. The purchase price will be $84,884. CST will be acquired on a cash-free, debt-free basis with an adjustment for working capital. The transaction was funded using the Company’s cash reserves.

The acquisition of CST provides the Company with a scalable platform for which to enter the intermodal drayage space and thereby continuing to expand and diversify the Company's service offering.

The following table presents a preliminary allocation of the CST purchase price to the assets acquired and liabilities assumed based on their estimated fair values and resulting residual goodwill:

FORWARD AIR CORPORATION
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)
December 31, 2013
(In thousands, except share and per share data)

	February 2, 2014
Tangible assets:	
Accounts receivable	$ 9,463
Property and equipment	1,051
Other assets	186
Total tangible assets	10,700
Intangible assets:	
Non-compete agreements	850
Trade name	1,250
Customer relationships	42,500
Goodwill	44,892
Total intangible assets	89,492
Total assets acquired	100,192
Liabilities assumed:	
Current liabilities	6,040
Other liabilities	123
Debt	9,145
Total liabilities assumed	15,308
Net assets acquired	$ 84,884

The above estimated fair values of assets acquired and liabilities assumed are based on the information that was available as of the CST acquisition date through the date of this filing. The Company is still in the process of finalizing the valuation of the acquired assets and liabilities assumed as part of this acquisition. As of the time of this filing, the Company estimates the acquired trade names and non-compete agreements will be amortized on straight-line basis of 3.0 and 5.0 year lives, respectively. The Company further estimates the customer relationships acquired will be amortized on straight-line basis over a 12.0 year life. The goodwill assigned to the CST transaction will be deductible for tax purposes.

The following unaudited pro forma information presents a summary of the Company's consolidated results of operations as if the CST acquisition occurred as of January 1, 2012 (in thousands, except per share data).

	Year ended	
	December 31, 2013	December 31, 2012
Operating revenue	$ 717,027	$ 639,936
Income from operations	91,789	89,284
Net income	59,091	56,205
Net income per share		
Basic	$ 1.96	$ 1.94
Diluted	$ 1.92	$ 1.90

Forward Air Corporation
Schedule II — Valuation and Qualifying Accounts
(In thousands)

Col. A		Col. B	Col. C		Col. D		Col. E
		Balance at Beginning of Period	Charged to Costs and Expenses	Charged to Other Accounts Described	Deductions -Describe		Balance at End of Period
Year ended December 31, 2013							
Allowance for doubtful accounts		$ 1,149	$ 423	$ —	$ (11)	(2)	$ 1,583
Allowance for revenue adjustments	(1)	295	2,531	—	2,490	(3)	336
Income tax valuation		319	(85)	—	—		234
		1,763	2,869	—	2,479		2,153
Year ended December 31, 2012							
Allowance for doubtful accounts		$ 1,219	$ 199	$ —	$ 269	(2)	$ 1,149
Allowance for revenue adjustments	(1)	284	2,003	—	1,992	(3)	295
Income tax valuation		348	(29)	—	—		319
		1,851	2,173	—	2,261		1,763
Year ended December 31, 2011							
Allowance for doubtful accounts		$ 1,619	$ (217)	$ —	$ 183	(2)	$ 1,219
Allowance for revenue adjustments	(1)	377	1,951	—	2,044	(3)	284
Income tax valuation		335	13	—	—		348
		2,331	1,747	—	2,227		1,851

(1) Represents an allowance for adjustments to accounts receivable due to disputed rates, accessorial charges and other aspects of previously billed shipments.

(2) Represents uncollectible accounts written off, net of recoveries

(3) Represents adjustments to billed accounts receivable

EXHIBIT INDEX

No.		Exhibit
3.1		Restated Charter of the registrant (incorporated herein by reference to Exhibit 3 to the registrant's Current Report on Form 8-K filed with the Securities and Exchange Commission on May 28, 1999 (File No. 0-22490))
3.2		Amended and Restated Bylaws of the registrant (incorporated herein by reference to Exhibit 3.1 to the registrant's Current Report on Form 8-K filed with the Securities and Exchange Commission on July 6, 2009 (File No. 0-22490))
4.1		Form of Forward Air Corporation Common Stock Certificate (incorporated herein by reference to Exhibit 4.1 to the registrant's Quarterly Report on Form 10-Q for the quarterly period ended September 30, 1998 filed with the Securities and Exchange Commission on November 16, 1998 (File No. 0-22490))
10.1	*	Forward Air Corporation 2005 Employee Stock Purchase Plan (incorporated herein by reference to the registrant's Proxy Statement filed with the Securities and Exchange Commission on April 20, 2005 (File No. 0-22490))
10.2		Lease Agreement, dated as of June 1, 2006, between the Greeneville-Greene County Airport Authority and the registrant (incorporated herein by reference to Exhibit 10.3 to the registrant's Annual Report on Form 10-K for the fiscal year ended December 31, 2006 filed with the Securities and Exchange Commission on February 27, 2007 (File No. 0-22490))
10.3		Air Carrier Certificate, effective August 28, 2003 (incorporated herein by reference to Exhibit 10.5 to the registrant's Annual Report on Form 10-K for the fiscal year ended December 31, 2003 filed with the Securities and Exchange Commission on March 11, 2004 (File No. 0-22490))
10.4	*	Amendment to the Non-Employee Director Stock Plan (incorporated herein by reference to Exhibit 10.7 to the registrant's Annual Report on Form 10-K for the fiscal year ended December 31, 2003 filed with the Securities and Exchange Commission on March 11, 2004 (File No. 0-22490))
10.5		Credit Agreement dated February 14, 2012 among the registrant and certain of its subsidiaries and Bank of America, N.A., as administrative agent and other lenders party thereto (incorporated herein by reference to Exhibit 10.1 to the registrant's Current Report on Form 8-K filed with the Securities and Exchange Commission on February 21, 2012 (File No. 0-22490))
10.6	*	Employment Agreement dated October 30, 2007, between Forward Air Corporation and Bruce A. Campbell, including Attachment B, Restrictive Covenants Agreement entered into contemporaneously with and as part of the Employment Agreement (incorporated herein by reference to Exhibit 99.1 to the registrant's Current Report on Form 8-K filed with the Securities and Exchange Commission on October 31, 2007 (File No. 0-22490))
10.7	*	Amendment dated December 30, 2008 to Employment Agreement dated October 30, 2007, between Forward Air Corporation and Bruce A. Campbell (incorporated herein by reference to Exhibit 10.9 to the registrant's Annual Report on Form 10-K for the fiscal year ended December 31, 2008 filed with the Securities and Exchange Commission on February 26, 2009 (File No. 0-22490))
10.8	*	Second Amendment dated February 24, 2009 to Employment Agreement dated October 30, 2007, between Forward Air Corporation and Bruce A. Campbell (incorporated herein by reference to Exhibit 10.10 to the registrant's Annual Report on Form 10-K for the fiscal year ended December 31, 2008 filed with the Securities and Exchange Commission on February 26, 2009 (File No. 0-22490))
10.90	*	Third Amendment dated December 15, 2010 to Employment Agreement dated October 30, 2007, between Forward Air Corporation and Bruce A. Campbell (incorporated herein by reference to Exhibit 10.10 to the registrant's Annual Report on Form 10-K for the fiscal year ended December 31, 2010 filed with the Securities and Exchange Commission on February 24, 2011 (File No. 0-22490))
10.10	*	Form of Incentive Stock Option Agreement under the registrant's Amended and Restated Stock Option and Incentive Plan, as amended and 1999 Stock Option and Incentive Plan, as amended, for grants prior to February 12, 2006 (incorporated herein by reference to Exhibit 10.12 to the registrant's Annual Report on Form 10-K/A for the fiscal year ended December 31, 2005 filed with the Securities and Exchange Commission on March 22, 2006 (File No. 0-22490))
10.11	*	Form of Non-Qualified Stock Option Agreement under the registrant's Non-Employee Director Stock Option Plan, as amended, for grants prior to February 12, 2006 (incorporated herein by reference to Exhibit 10.13 to the registrant's Annual Report on Form 10-K/A for the fiscal year ended December 31, 2005 filed with the Securities and Exchange Commission on March 22, 2006 (File No. 0-22490))
10.12	*	Forward Air Corporation Amended and Restated Stock Option and Incentive Plan (incorporated herein by reference to Appendix A of the registrant's Proxy Statement on Schedule 14A filed with the Securities and Exchange Commission on April 3, 2008 (File No. 0-22490))

10.13	*	Form of Incentive Stock Option Agreement under the registrant's Amended and Restated Stock Option and Incentive Plan (incorporated herein by reference to Exhibit 10.19 to the registrant's Annual Report on Form 10-K for the fiscal year ended December 31, 2008 filed with the Securities and Exchange Commission on February 26, 2009 (File No. 0-22490))
10.14	*	Form of Non-Qualified Stock Option Agreement under the registrant's Amended and Restated Stock Option and Incentive Plan (incorporated herein by reference to Exhibit 10.16 to the registrant's Annual Report on Form 10-K for the fiscal year ended December 31, 2010 filed with the Securities and Exchange Commission on February 24, 2011 (File No. 0-22490))
10.15	*	Form of Restricted Stock Agreement for an award of restricted stock under the registrant's 1999 Stock Option and Incentive Plan, as amended, granted during 2006 (incorporated herein by reference to Exhibit 10.19 to the registrant's Annual Report on Form 10-K/A for the fiscal year ended December 31, 2005 filed with the Securities and Exchange Commission on March 22, 2006 (File No. 0-22490))
10.16	*	Form of Restricted Stock Agreement under the registrant's Amended and Restated Stock Option and Incentive Plan (incorporated herein by reference to Exhibit 10.19 to the registrant's Annual Report on Form 10-K for the fiscal year ended December 31, 2010 filed with the Securities and Exchange Commission on February 24, 2011 (File No. 0-22490))
10.17	*	Form of Non-Employee Director Restricted Stock Agreement for an award of restricted stock under the registrant's 2006 Non-Employee Director Stock Plan (incorporated herein by reference to Exhibit 99.2 to the registrant's Registration Statement on Form S-8 filed with the Securities and Exchange Commission on May 19, 2006 (File No. 0-22490))
10.18	*	Form of Performance Share Agreement for performance shares granted in February 2011, under the registrant's Amended and Restated Stock Option and Incentive Plan (incorporated herein by reference to Exhibit 10.1 to the registrant's Quarterly Report on Form 10-Q for the quarterly period ended March 31, 2011, filed with the Securities and Exchange Commission on April 25, 2011 (File No. 0-22490))
10.19	*	Forward Air Corporation Executive Severance and Change in Control Plan, effective as of January 1, 2013 (incorporated herein by reference to Exhibit 10.1 to the registrant's Current Report on Form 8-K filed with the Securities and Exchange Commission on December 14, 2012 (File No. 0-22490))
10.20	*	Forward Air Corporation Recoupment Policy, effective as of January 1, 2013 (incorporated herein by reference to Exhibit 10.2 to the registrant's Current Report on Form 8-K filed with the Securities and Exchange Commission on December 14, 2012 (File No. 0-22490))
10.21	*	Forward Air Corporation Amended and Restated Stock Option and Incentive Plan, as further amended and restated on February 7, 2013 (incorporated herein by reference to Exhibit 10.1 to the registrant's Current Report on Form 8-K filed with the Securities and Exchange Commission on February 13, 2013 (File No. 0-22490))
10.22	*	Form of Performance Share Agreement for performance shares granted in February 2013, under the registrant's Amended and Restated Stock Option and Incentive Plan (incorporated herein by reference to Exhibit 10.2 to the registrant's Quarterly Report on Form 10-Q for the quarterly period ended March 31, 2013, filed with the Securities and Exchange Commission on April 25, 2013 (File No. 0-22490))
10.23	*	Form of Restricted Stock Agreement for an award granted in February 2013, under the registrant's Amended and Restated Stock Option and Incentive Plan (incorporated herein by reference to Exhibit 10.3 to the registrant's Quarterly Report on Form 10-Q for the quarterly period ended March 31, 2013, filed with the Securities and Exchange Commission on April 25, 2013 (File No. 0-22490))
10.24	*	Form on Non-Qualified Stock Option Agreement for an award granted in February 2013, under the registrant's Amended and Restated Stock Option and Incentive Plan (incorporated herein by reference to Exhibit 10.4 to the registrant's Quarterly Report on Form 10-Q for the quarterly period ended March 31, 2013, filed with the Securities and Exchange Commission on April 25, 2013 (File No. 0-22490))
10.25	*	Amended and Restated Non-Employee Director Stock Plan, as further amended and restated on February 8, 2013 (incorporated herein by reference to Exhibit 10.5 to the registrant's Quarterly Report on Form 10-Q for the quarterly period ended March 31, 2013, filed with the Securities and Exchange Commission on April 25, 2013 (File No. 0-22490))
10.26		Stock Purchase Agreement dated March 4, 2013, by and among Forward Air Corporation, TQI Holdings, Inc. and the sellers named therein (incorporated herein by reference to Exhibit 2.1 to the registrant's Current Report on Form 8-K filed with the Securities and Exchange Commission on March 4, 2013 (File No. 0-22490))
10.27		Agreement of Purchase and Sale, dated as of July 10, 2006, among AMB Property II, L.P., Headlands Realty Corporation and Forward Air, Inc. (incorporated herein by reference to Exhibit 10.2 to the registrant's Quarterly Report on Form 10-Q for the quarterly period ended June 30, 2006 filed with the Securities and Exchange Commission on August 4, 2006 (File No. 0-22490))
10.28		Agreement of Purchase and Sale, dated as of September 14, 2006, by and between Headlands Realty Corporation and Forward Air, Inc. (incorporated herein by reference to Exhibit 10.2 to the registrant's Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2006 filed with the Securities and Exchange Commission on November 3, 2006 (File No. 0-22490))

10.29	Asset Purchase Agreement dated November 26, 2007 by and among Forward Air Corporation, Black Hawk Freight Services, Inc. and the stockholders of Black Hawk Freight Services, Inc. (incorporated herein by reference to Exhibit 2.1 to the registrant's Current Report on Form 8-K filed with the Securities and Exchange Commission on November 30, 2007 (File No. 0-22490))
21.1	Subsidiaries of the registrant
23.1	Consent of Ernst & Young LLP, Independent Registered Public Accounting Firm
31.1	Certification of Chief Executive Officer Pursuant to Exchange Act Rule 13a-14(a) (17 CFR 240.13a-14(a))
31.2	Certification of Chief Financial Officer Pursuant to Exchange Act Rule 13a-14(a) (17 CFR 240.13a-14(a))
32.1	Certification of Chief Executive Officer Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
32.2	Certification of Chief Financial Officer Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

*Denotes a management contract or compensatory plan or arrangement.

Shareholder Information

Corporate Headquarters
430 Airport Road
Greeneville, Tennessee 37745
(423) 636-7000
www.forwardair.com

Annual Meeting

The Company's 2014 Annual Meeting of Shareholders will be held at 8:00 a.m., EDT, on Thursday, May 8, 2014, in The Executive Board Room at the Atlanta Airport Marriott Gateway, 2020 Convention Center Concourse, Atlanta, GA 30337. Shareholders are invited to attend this meeting.

Inquiries

Inquiries from shareholders, securities analysts, registered representatives, and the news media regarding the Company should be directed to Rodney L. Bell at (423) 636-7000 or e-mailed to 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, Greeneville, Tennessee 37744, e-mail investorrelations@forwardair.com or call (404) 362-3954.

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

Computershare
P.O. Box 30170
College Station, TX 77842-3170
(800) 568-3476
https://www-us.computershare.com/investor/Contact

Independent Registered Public Accounting Firm

Ernst & Young LLP
One Nashville Place
Suite 1400
150 Fourth Avenue North
Nashville, Tennessee 37219

Board of Directors

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

C. Robert Campbell
Former Executive Vice President and Chief Financial Officer
MasTec, Inc.

C. John Langley, Jr., Ph.D.
Clinical Professor of Supply Chain Management and Director of Development for The Center for Supply Chain Research
The Pennsylvania State University

Tracy A. Leinbach
Lead Independent Director, Forward Air Corporation
Former Executive Vice President and Chief Financial Officer
Ryder System, Inc.

Larry D. Leinweber
President and Chief Executive Officer
New World Systems

G. Michael Lynch
Former Executive Vice President and Chief Financial Officer
Federal-Mogul Corporation

Ray A. Mundy, Ph.D.
Director of the Center for Transportation Studies and Barriger Endowed Professor of Transportation and Logistics
University of Missouri

Gary L. Paxton
Former President and Chief Executive Officer
Dollar Thrifty Automotive Group

Executive Officers

Bruce A. Campbell
Chairman, President and Chief Executive Officer

Rodney L. Bell
Chief Financial Officer, Senior Vice President and Treasurer

Craig A. Drum
Senior Vice President, Sales

Matthew J. Jewell
Executive Vice President, Chief Legal Officer and Secretary

Michael P. McLean
Chief Accounting Officer, Vice President and Controller

Chris C. Ruble
Executive Vice President, Operations