

HUNT J B TRANSPORT SERVICES INC  
Form 10-Q  
July 30, 2015

**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**FORM 10-Q**

**(Mark One)**

**QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE  
ACT OF 1934**

**For the quarterly period ended June 30, 2015**

**OR**

**TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE  
—ACT OF 1934**

**Commission File Number: 0-11757**

**J.B. HUNT TRANSPORT SERVICES, INC.**

**(Exact name of registrant as specified in its charter)**

**Arkansas**                      **71-0335111**  
**(State or other jurisdiction (I.R.S. Employer**  
**of incorporation or Identification No.)**  
**organization)**

615 J.B. Hunt Corporate Drive, Lowell, Arkansas 72745

(Address of principal executive offices)

479-820-0000

(Registrant's telephone number, including area code)

www.jbhunt.com

(Registrant's web site)

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 the filing requirements for the past 90 days.

Yes  No

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

Yes  No

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

Large accelerated filer	Accelerated filer	Non-accelerated filer	Smaller reporting company
<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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

Yes  No

The number of shares of the registrant's \$0.01 par value common stock outstanding on June 30, 2015 was 116,250,852.

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**J.B. HUNT TRANSPORT SERVICES, INC.**

**Form 10-Q**

**For The Quarterly Period Ended June 30, 2015**

**Table of Contents**

	<u>Page</u>
<b>Part I. Financial Information</b>	
Item 1. Financial Statements	
Condensed Consolidated Statements of Earnings for the Three and Six Months Ended June 30, 2015 and 2014	3
Condensed Consolidated Balance Sheets as of June 30, 2015 and December 31, 2014	4
Condensed Consolidated Statements of Cash Flows for the Six Months Ended June 30, 2015 and 2014	5
Notes to Condensed Consolidated Financial Statements as of June 30, 2015	6
Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations	11
Item 3. Quantitative and Qualitative Disclosures About Market Risk	18
Item 4. Controls and Procedures	19
<b>Part II. Other Information</b>	
Item 1. Legal Proceedings	19
Item 1A. Risk Factors	19
Item 2. Unregistered Sales of Equity Securities and Use of Proceeds	20
Item 3. Defaults Upon Senior Securities	20

Item 4. Mine Safety Disclosures	20
Item 5. Other Information	20
Item 6. Exhibits	20
Signatures	22
Exhibits	23

**Part I. Financial Information****ITEM 1. FINANCIAL STATEMENTS****J.B. HUNT TRANSPORT SERVICES, INC.****Condensed Consolidated Statements of Earnings**

(in thousands, except per share amounts)

(unaudited)

	<b>Three Months Ended June 30,</b>		<b>Six Months Ended June 30,</b>	
	<b>2015</b>	<b>2014</b>	<b>2015</b>	<b>2014</b>
Operating revenues, excluding fuel surcharge revenues	\$1,360,631	\$1,268,636	\$2,624,541	\$2,420,985
Fuel surcharge revenues	179,326	279,231	355,596	533,789
Total operating revenues	1,539,957	1,547,867	2,980,137	2,954,774
Operating expenses:				
Rents and purchased transportation	730,851	775,485	1,424,535	1,480,900
Salaries, wages and employee benefits	348,277	320,016	678,786	624,410
Fuel and fuel taxes	84,891	116,999	166,704	236,949
Depreciation and amortization	83,661	71,726	165,038	140,693
Operating supplies and expenses	56,718	58,173	107,199	108,961
Insurance and claims	18,207	19,886	35,635	35,718
General and administrative expenses, net of asset dispositions	27,670	11,547	41,606	21,470
Operating taxes and licenses	10,734	9,650	20,822	18,623
Communication and utilities	5,213	5,155	10,857	10,513
Total operating expenses	1,366,222	1,388,637	2,651,182	2,678,237
Operating income	173,735	159,230	328,955	276,537
Net interest expense	6,661	8,329	13,364	14,710
Earnings before income taxes	167,074	150,901	315,591	261,827
Income taxes	63,655	57,493	120,240	99,756
Net earnings	\$103,419	\$93,408	\$195,351	\$162,071
Weighted average basic shares outstanding	116,470	116,764	116,514	117,006
Basic earnings per share	\$0.89	\$0.80	\$1.68	\$1.39

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Weighted average diluted shares outstanding	117,811	118,541	117,805	118,740
Diluted earnings per share	\$0.88	\$0.79	\$1.66	\$1.36
Dividends declared per common share	\$0.21	\$0.20	\$0.42	\$0.40

See Notes to Condensed Consolidated Financial Statements.

**J.B. HUNT TRANSPORT SERVICES, INC.****Condensed Consolidated Balance Sheets**

(in thousands)

	<b>June 30, 2015 (unaudited)</b>	<b>December 31, 2014</b>
<b>ASSETS</b>		
Current assets:		
Cash and cash equivalents	\$ 5,586	5,961
Trade accounts receivable, net	665,241	653,795
Prepaid expenses and other	115,803	220,374
Total current assets	786,630	880,130
Property and equipment, at cost	3,881,077	3,719,757
Less accumulated depreciation	1,254,973	1,237,225
Net property and equipment	2,626,104	2,482,532
Other assets	72,616	34,455
Total assets	\$ 3,485,350	3,397,117
<b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>		
Current liabilities:		
Current portion of long-term debt	\$ 250,000	250,000
Trade accounts payable	341,520	325,838
Claims accruals	98,423	96,719
Accrued payroll	65,671	80,547
Other accrued expenses	20,991	17,966
Total current liabilities	776,605	771,070
Long-term debt	643,202	683,539
Other long-term liabilities	59,197	59,561
Deferred income taxes	667,141	678,424
Stockholders' equity	1,339,205	1,204,523
Total liabilities and stockholders' equity	\$ 3,485,350	3,397,117

See Notes to Condensed Consolidated Financial Statements.





**J.B. HUNT TRANSPORT SERVICES, INC.****Condensed Consolidated Statements of Cash Flows**

(in thousands)

(unaudited)

	<b>Six Months Ended</b>	
	<b>June 30,</b>	
	<b>2015</b>	<b>2014</b>
Cash flows from operating activities:		
Net earnings	\$ 195,351	\$ 162,071
Adjustments to reconcile net earnings to net cash provided by operating activities:		
Depreciation and amortization	165,038	140,693
Share-based compensation	20,697	18,814
(Gain)/Loss on sale of revenue equipment and other	147	(5,110 )
Benefit from deferred income taxes	(11,283 )	(17,672 )
Changes in operating assets and liabilities:		
Trade accounts receivable	(11,446 )	(99,101 )
Other assets	14,964	25,441
Trade accounts payable	17,701	46,858
Income taxes payable or receivable	73,073	7,500
Claims accruals	1,704	13,000
Accrued payroll and other accrued expenses	(12,409 )	8,507
Net cash provided by operating activities	453,537	301,001
Cash flows from investing activities:		
Additions to property and equipment	(381,681 )	(438,013)
Net proceeds from sale of equipment	82,435	85,161
Changes in other assets	(20,097 )	9
Net cash used in investing activities	(319,343 )	(352,843)
Cash flows from financing activities:		
Proceeds from long-term debt	-	499,642
Payments on long-term debt	-	(250,000)
Proceeds from revolving lines of credit and other	977,630	869,221
Payments on revolving lines of credit and other	(1,030,833)	(954,763)
Purchase of treasury stock	(34,357 )	(75,000 )
Stock option exercises and other	1,193	4,611
Stock repurchased for payroll taxes	(955 )	(520 )
Tax benefit of stock options exercised	1,698	5,437
Dividends paid	(48,945 )	(46,747 )

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Net cash provided by/(used in) financing activities	(134,569 )	51,881
Net change in cash and cash equivalents	(375 )	39
Cash and cash equivalents at beginning of period	5,961	5,831
Cash and cash equivalents at end of period	\$5,586	\$5,870

Supplemental disclosure of cash flow information:

Cash paid during the period for:

Interest	\$13,435	\$12,306
Income taxes	\$54,816	\$93,853

See Notes to Condensed Consolidated Financial Statements.

**J.B. HUNT TRANSPORT SERVICES, INC.**

**Notes to Condensed Consolidated Financial Statements**

(Unaudited)

**1. General**

*Basis of Presentation*

The accompanying unaudited interim Condensed Consolidated Financial Statements have been prepared in accordance with U.S. generally accepted accounting principles (GAAP) for interim financial information. We believe such statements include all adjustments (consisting only of normal recurring adjustments) necessary for the fair presentation of our financial position, results of operations and cash flows at the dates and for the periods indicated. Pursuant to the requirements of the Securities and Exchange Commission (SEC) applicable to quarterly reports on Form 10-Q, the accompanying financial statements do not include all disclosures required by GAAP for annual financial statements. While we believe the disclosures presented are adequate to make the information not misleading, these unaudited interim Condensed Consolidated Financial Statements should be read in conjunction with the Consolidated Financial Statements and related notes included in our Annual Report on Form 10-K for the year ended December 31, 2014. Operating results for the periods presented in this report are not necessarily indicative of the results that may be expected for the calendar year ending December 31, 2015, or any other interim period. Our business is somewhat seasonal with slightly higher freight volumes typically experienced during August through early November in our full-load freight transportation business.

*Recent Accounting Pronouncements*

In May 2014, the Financial Accounting Standards Board (FASB) issued Accounting Standards Update (“ASU”) No. 2014-09, Revenue from Contracts with Customers, which supersedes virtually all existing revenue recognition guidance. The new standard requires an entity to recognize revenue when it transfers promised goods or services to customers in an amount that reflects the consideration the entity expects to receive in exchange for those goods or services. This update also requires additional disclosure about the nature, amount, timing, and uncertainty of revenue and cash flows arising from customer contracts, including significant judgments and changes in judgments and assets recognized from costs incurred to obtain or fulfill a contract. We have the option of using either a full retrospective or a modified retrospective approach when adopting this new standard. In July 2015, the FASB board elected to defer the effective date of ASU 2014-09 one year to interim and annual periods beginning after December 15, 2017. Early

adoption is permitted after the original effective date of December 15, 2016. We are currently evaluating the alternative transition methods and the potential effects of the adoption of this update on our financial statements.

In April 2015, the FASB issued ASU 2015-03, simplifying the Presentation of Debt Issuance Costs, which amends the current presentation of debt issuance costs in the financial statements. ASU 2015-03 requires that debt issuance costs related to a recognized debt liability be presented in the balance sheet as a direct deduction from the carrying amount of that debt liability, consistent with debt discounts, instead of as an asset. The amendments are to be applied retrospectively and are effective for public business entities for fiscal years, and for interim periods within those fiscal years, beginning after December 15, 2015, but early adoption is permitted. The adoption of the new guidance is not expected to have a material impact on the Company's condensed consolidated financial statements.

## **2. Earnings Per Share**

We compute basic earnings per share by dividing net earnings available to common stockholders by the actual weighted average number of common shares outstanding for the reporting period. Diluted earnings per share reflects the potential dilution that could occur if holders of unvested restricted and performance share units or vested and unvested stock options exercised or converted their holdings into common stock. The dilutive effect of restricted and performance share units and stock options was 1.3 million shares during the second quarter 2015, compared to 1.8 million shares during second quarter 2014. During the six months ended June 30, 2015 and 2014, the dilutive effect of restricted and performance share units and stock options was 1.3 million shares and 1.7 million shares, respectively.

### 3.Share-based Compensation

The following table summarizes the components of our share-based compensation program expense (in thousands):

	Three Months Ended		Six Months Ended	
	June 30,		June 30,	
	2015	2014	2015	2014
Restricted share units:				
Pretax compensation expense	\$8,053	\$6,671	\$15,704	\$14,430
Tax benefit	3,068	2,542	5,983	5,498
Restricted share unit expense, net of tax	\$4,985	\$4,129	\$9,721	\$8,932
Performance share units:				
Pretax compensation expense	\$2,515	\$2,139	\$4,993	\$4,254
Tax benefit	958	815	1,902	1,621
Performance share unit expense, net of tax	\$1,557	\$1,324	\$3,091	\$2,633
Stock options:				
Pretax compensation expense	\$-	\$33	\$-	\$130
Tax benefit	-	13	-	50
Stock option expense, net of tax	\$-	\$20	\$-	\$80

As of June 30, 2015, we had \$43.8 million and \$11.8 million of total unrecognized compensation expense related to restricted share units and performance share units, respectively, that is to be recognized over the remaining weighted-average period of approximately 3.9 years for restricted share units and 2.6 years for performance share units. During the six months ended June 30, 2015, we issued 38,992 shares for vested restricted share units and 58,600 shares as a result of stock option exercises. Of these totals, 24,783 shares for vested restricted share units and 6,400 shares resulting from stock option exercises were issued during the second quarter 2015.

### 4.Financing Arrangements

Outstanding borrowings under our current financing arrangements consist of the following (in millions):

	June 30, 2015	December 31, 2014
Senior revolving line of credit	\$141.0	\$ 183.0

Senior notes, net of unamortized discount	752.2	750.5
Less current portion of long-term debt	(250.0)	(250.0 )
Total long-term debt	\$643.2	\$ 683.5

*Senior Revolving Line of Credit*

At June 30, 2015, we were authorized to borrow up to \$500 million under a senior revolving line of credit, which is supported by a credit agreement with a group of banks and expires in August 2016. This senior credit facility allows us to request an increase in the total commitment by up to \$250 million and to request a one-year extension of the maturity date. The applicable interest rate under this agreement is based on either the Prime Rate, the Federal Funds Rate or LIBOR, depending upon the specific type of borrowing, plus an applicable margin based on our credit rating and other fees. At June 30, 2015, we had \$141.0 million outstanding at an average interest rate of 1.14% under this agreement.

### *Senior Notes*

Our senior notes consist of three separate issuances. The first issuance is \$250 million of 3.375% senior notes, which mature in September 2015, with interest payments due semiannually in March and September of each year. The second and third issuances are \$250 million of 2.40% senior notes due March 2019 and \$250 million of 3.85% senior notes due March 2024, respectively, both of which were issued in March 2014 by J.B. Hunt Transport Services, Inc., a parent-level holding company with no significant assets or operations. The notes are guaranteed on a full and unconditional basis by a wholly-owned subsidiary. All other subsidiaries of the parent are minor. We registered these offerings and the sale of the notes under the Securities Act of 1933, pursuant to a shelf registration statement filed in February 2014. Interest payments under both notes are due semiannually in March and September of each year, beginning September 2014. At March 31, 2014 we had \$100 million dollars outstanding on our 6.08% senior notes, which was paid in full in April 2014. All notes are unsecured obligations and rank equally with our existing and future senior unsecured debt. We may redeem for cash some or all of the notes based on a redemption price set forth in the note indenture. See Note 5, Derivative Financial Instruments, for terms of an interest rate swap entered into on the \$250 million of 2.40% senior notes due March 2019.

Our financing arrangements require us to maintain certain covenants and financial ratios. We were in compliance with all covenants and financial ratios at June 30, 2015.

### **5. Derivative Financial Instruments**

We periodically utilize derivative instruments for hedging and non-trading purposes to manage exposure to changes in interest rates and to maintain an appropriate mix of fixed and variable-rate debt. At inception of a derivative contract, we document relationships between derivative instruments and hedged items, as well as our risk-management objective and strategy for undertaking various derivative transactions, and assess hedge effectiveness. If it is determined that a derivative is not highly effective as a hedge, or if a derivative ceases to be a highly effective hedge, we discontinue hedge accounting prospectively.

In March, 2014, we entered into a receive fixed-rate and pay variable-rate interest rate swap agreement with a notional amount of \$250 million simultaneously with the issuance of our \$250 million of 2.40% senior notes due March 2019, to effectively convert this fixed rate debt to a variable rate. The applicable interest rate under this agreement is based on LIBOR plus an established margin, resulting in an interest rate of 1.13% at June 30, 2015. The swap expires March 15, 2019, when the related senior notes are due. The fair value of this swap is recorded in other assets in our Condensed Consolidated Balance Sheet at June 30, 2015. See Note 7, Fair Value Measurements, for disclosure of fair value. This derivative meets the required criteria to be designated as a fair value hedge and as the specific terms and notional amount of this derivative instrument match those of the fixed-rate debt being hedged, this derivative instrument is assumed to perfectly hedge the related debt against changes in fair value due to changes in the



benchmark interest rate. Accordingly, any change in the fair value of the interest rate swap to be recorded in earnings is offset by a corresponding change in the fair value of the related debt.

## **6. Capital Stock**

On October 27, 2011, our Board of Directors authorized the purchase of \$500 million of our common stock, of which \$179 million was remaining at June 30, 2015. We purchased approximately 331,000 shares, or \$28 million, of our common stock under our repurchase authorization during the three months ended June 30, 2015 and approximately 410,000, or \$34.4 million, for the six months ended June 30, 2015. On April 23, 2015, our Board of Directors declared a regular quarterly dividend of \$0.21 per common share, which was paid on May 22, 2015, to stockholders of record on May 8, 2015. On July 23, 2015, our Board of Directors declared a regular quarterly dividend of \$0.21 per common share, which will be paid on August 14, 2015, to stockholders of record on July 31, 2015.

## 7. Fair Value Measurements

### *Assets and Liabilities Measured at Fair Value on a Recurring Basis*

Our assets and liabilities measured at fair value are based on the market approach valuation technique which considers prices and other relevant information generated by market transactions involving identical or comparable assets and liabilities. This valuation method is based on either quoted market prices (Level 1) or inputs, other than the quoted prices in active markets, that are observable either directly or indirectly (Level 2). The following are assets and liabilities measured at fair value on a recurring basis at June 30, 2015 (in millions):

	Asset/(Liability) Balance	Input Level
Trading investments	\$ 14.0	1
Interest rate swap	\$ 2.5	2
Senior notes	\$ (252.4 )	2

Trading investments and the interest rate swap are classified in other assets in our Condensed Consolidated Balance Sheets and the senior notes are classified in long-term debt in our Condensed Consolidated Balance Sheets.

### *Financial Instruments*

The carrying amount and estimated fair value at June 30, 2015, using the income method (Level 2), based on their net present value, discounted at our current borrowing rate, of our senior revolving line of credit and remaining senior notes not measured at fair value on a recurring basis, were \$640.8 million and \$656.0 million, respectively. The fair value of the interest rate swap has been measured using the income approach and level 2 input, which includes the relevant interest rate curves.

The carrying amounts of all other instruments at June 30, 2015, approximate their fair value due to the short maturity of these instruments.

## 8. Income Taxes

Our effective income tax rate was 38.10% for the three and six months ended June 30, 2015 and June 30, 2014. In determining our quarterly provision for income taxes, we use an estimated annual effective tax rate, adjusted for discrete items. This rate is based on our expected annual income, statutory tax rates, best estimate of nontaxable and nondeductible items of income and expense, and the ultimate outcome of tax audits.

At June 30, 2015, we had a total of \$30.6 million in gross unrecognized tax benefits, which are a component of other long-term liabilities on our balance sheet. Of this amount, \$19.9 million represents the amount of unrecognized tax benefits that, if recognized, would impact our effective tax rate. The total amount of accrued interest and penalties for such unrecognized tax benefits was \$4.2 million at June 30, 2015.

### **9. Legal Proceedings**

We are a defendant in certain class-action lawsuits in which the plaintiffs are current and former California-based drivers who allege claims for unpaid wages, failure to provide meal and rest periods, and other items. During the first half of 2014, the Court in the lead class-action granted Judgment in our favor with regard to all claims. The plaintiffs have appealed the case to the Ninth Circuit Court of Appeals and we are currently awaiting the appointment of a panel of judges. The overlapping claims in the remaining action have been stayed pending a decision in the lead class-action case. We cannot reasonably estimate at this time the possible loss or range of loss, if any, that may arise from these lawsuits.

We are involved in certain other claims and pending litigation arising from the normal conduct of business. Based on present knowledge of the facts and, in certain cases, opinions of outside counsel, we believe the resolution of these claims and pending litigation will not have a material adverse effect on our financial condition, results of operations or liquidity.

## 10. Business Segments

We reported four distinct business segments during the three and six months ended June 30, 2015 and 2014. These segments included Intermodal (JBI), Dedicated Contract Services® (DCS), Integrated Capacity Solutions (ICS), and Truck (JBT). The operation of each of these businesses is described in Note 10, *Segment Information*, of our Annual Report (Form 10-K) for the year ended December 31, 2014. A summary of certain segment information is presented below (in millions):

	Assets			
	(Excludes intercompany accounts)			
	As of			
	June 30, 2015	December 31, 2014		
JBI	\$1,872	\$ 1,733		
DCS	888	832		
ICS	83	106		
JBT	316	289		
Other (includes corporate)	326	437		
Total	\$3,485	\$ 3,397		
	Operating Revenues			
	Three Months Ended		Six Months Ended	
	June 30, 2015		June 30, 2014	
	2015	2014	2015	2014
JBI	\$905	\$931	\$1,749	\$1,766
DCS	367	348	712	670
ICS	174	173	337	336
JBT	97	101	188	193
Subtotal	1,543	1,553	2,986	2,965
Inter-segment eliminations	(3 )	(5 )	(6 )	(10 )
Total	\$1,540	\$1,548	\$2,980	\$2,955
	Operating Income			
	Three Months Ended		Six Months Ended	

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	June 30,		June 30,	
	2015	2014	2015	2014
JBI	\$118.6	\$113.4	\$222.9	\$206.6
DCS	40.6	30.3	76.4	45.9
ICS	4.9	6.2	11.5	12.3
JBT	9.7	9.4	18.2	11.8
Other (includes corporate)	(0.1 )	(0.1 )	-	(0.1 )
Total	\$173.7	\$159.2	\$329.0	\$276.5

Depreciation and Amortization  
Expense

	Three Months Ended		Six Months Ended	
	June 30,		June 30,	
	2015	2014	2015	2014
JBI	\$36.4	\$31.4	\$71.5	\$61.9
DCS	32.7	28.6	64.5	56.3
ICS	0.3	0.2	0.6	0.4
JBT	10.4	7.7	20.6	14.7
Other (includes corporate)	3.9	3.8	7.8	7.4
Total	\$83.7	\$71.7	\$165.0	\$140.7

## **ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS**

You should refer to the attached interim Condensed Consolidated Financial Statements and related notes and also to our Annual Report (Form 10-K) for the year ended December 31, 2014, as you read the following discussion. We may make statements in this report that reflect our current expectation regarding future results of operations, performance and achievements. These are "forward-looking" statements as defined in the Private Securities Litigation Reform Act of 1995, and are based on our belief or interpretation of information currently available. You should realize there are many risks and uncertainties that could cause actual results to differ materially from those described. Some of the factors and events that are not within our control and could have a significant impact on future operating results are general economic conditions, cost and availability of fuel, accidents, adverse weather conditions, competitive rate fluctuations, availability of drivers, adverse legal decisions and audits or tax assessments of various federal, state or local taxing authorities. Additionally, our business is somewhat seasonal with slightly higher freight volumes typically experienced during August through early November in our full-load transportation business. You should also refer to Item 1A of our Annual Report (Form 10-K) for the year ended December 31, 2014, for additional information on risk factors and other events that are not within our control. Our future financial and operating results may fluctuate as a result of these and other risk factors as described from time to time in our filings with the SEC.

### **GENERAL**

We are one of the largest surface transportation, delivery, and logistics companies in North America. We operate four distinct, but complementary, business segments and provide a wide range of transportation and delivery services to a diverse group of customers throughout the continental United States, Canada, and Mexico. Our service offerings include transportation of full-truckload containerized freight, which we directly transport utilizing our company-controlled revenue equipment and company drivers or independent contractors. We have arrangements with most of the major North American rail carriers to transport freight in containers or trailers, while we perform the majority of the pickup and delivery services. We also provide customized freight movement, revenue equipment, labor, systems, and delivery services that are tailored to meet individual customers' requirements and typically involve long-term contracts. These arrangements are generally referred to as dedicated services and may include multiple pickups and drops, local and home deliveries, freight handling, specialized equipment, and freight network design. Our local and home delivery services typically are provided through a network of cross-dock service centers throughout the continental United States. Utilizing a network of thousands of reliable third-party carriers, we also provide comprehensive transportation and logistics services. In addition to dry-van, full-load operations, these unrelated outside carriers also provide flatbed, refrigerated, less-than-truckload (LTL), and other specialized equipment, drivers, and services. Also, we utilize a combination of company-owned and contracted power units to provide traditional over-the-road full truckload delivery services. We account for our business on a calendar year basis, with our full year ending on December 31 and our quarterly reporting periods ending on March 31, June 30, and September 30. The operation of each of our four business segments is described in Note 10, Segment Information, of our Annual Report (Form 10-K) for the year ended December 31, 2014.

### **Critical Accounting Policies and Estimates**

The preparation of our financial statements in conformity with U.S. GAAP requires us to make estimates and assumptions that impact the amounts reported in our Condensed Consolidated Financial Statements and accompanying notes. Therefore, the reported amounts of assets, liabilities, revenues, expenses and associated disclosures of contingent liabilities are affected by these estimates. We evaluate these estimates on an ongoing basis, utilizing historical experience, consultation with experts and other methods considered reasonable in the particular circumstances. Nevertheless, actual results may differ significantly from our estimates. Any effects on our business, financial position or results of operations resulting from revisions to these estimates are recognized in the accounting period in which the facts that give rise to the revision become known.

Information regarding our Critical Accounting Policies and Estimates can be found in our Annual Report (Form 10-K). The critical accounting policies that we believe require us to make more significant judgments and estimates when we prepare our financial statements include those relating to self-insurance accruals, revenue equipment, revenue recognition and income taxes. We have discussed the development and selection of these critical accounting policies and estimates with the Audit Committee of our Board of Directors. In addition, Note 2, *Summary of Significant Accounting Policies*, to the financial statements in our Annual Report (Form 10-K) for the year ended December 31, 2014, contains a summary of our critical accounting policies. There have been no material changes to the methodology we apply for critical accounting estimates as previously disclosed in our Annual Report on Form 10-K.

## **RESULTS OF OPERATIONS**

### **Comparison of Three Months Ended June 30, 2015 to Three Months Ended June 30, 2014**

#### Summary of Operating Segment Results

For the Three Months Ended June 30,

(in millions)

	Operating Revenues		Operating Income	
	2015	2014	2015	2014
JBI	\$905	\$931	\$118.6	\$113.4
DCS	367	348	40.6	30.3
ICS	174	173	4.9	6.2
JBT	97	101	9.7	9.4
Other (includes corporate)	-	-	(0.1 )	(0.1 )
Subtotal	1,543	1,553	173.7	159.2
Inter-segment eliminations	(3 )	(5 )	-	-
Total	\$1,540	\$1,548	\$173.7	\$159.2

Total consolidated operating revenues were \$1.54 billion for second quarter 2015, compared with \$1.55 billion for the second quarter 2014. Customer rate increases across all business units, load growth of 2% in Intermodal (JBI), a 6% increase in revenue producing trucks in Dedicated Contract Services (DCS) and load growth of 12% in Integrated Capacity Solutions (ICS) could not offset the decrease in fuel surcharge (FSC) revenue, sluggish consumer freight demand and lower equipment utilization in our Truck (JBT) business segment resulting in flat consolidated revenue compared to prior year. Current quarter total operating revenue, excluding fuel surcharges, increased 7% versus the comparable quarter in 2014.



JBI segment revenue decreased 3%, to \$905 million during the second quarter 2015, compared with \$931 million in 2014. This decrease in segment revenue was primarily a result of a 2% increase in load volume, offset by a 4.5% decrease in revenue per load, which is the combination of changes in freight mix, customer rate increases, and lower FSC revenue, compared to a year ago. Load volume in our eastern network increased 3%, and transcontinental loads grew 1% over the second quarter 2014. Operating income of the JBI segment increased 5% to \$118.6 million in the second quarter 2015, from \$113.4 million in 2014. Benefits from rate increases, reduced reliance on outsourced dray carriers, lower insurance and cargo claim costs and lower fleet maintenance costs were partially offset by approximately \$6.4 million in corporate wide streamlining and technology redevelopment costs, increases in rail purchased transportation rates and slower rail service recovery.

DCS segment revenue increased 5%, to \$367 million in the second quarter 2015, from \$348 million in 2014. Productivity (revenue per truck per week) decreased by approximately 1% versus 2014 primarily from lower fuel surcharge revenue. Productivity excluding fuel surcharge increased 5% from a year ago primarily from customer rate increases and increased customer demand. A net additional 413 revenue producing trucks, approximately 58% representing private fleet conversions versus traditional dedicated capacity services, were in the fleet by the end of the quarter compared to 2014 from new contract implementations in the current and prior periods. Customer retention rates remain above 96% as value driven services continue to support necessary rate increases. Operating income of our DCS segment increased 34% to \$40.6 million in 2015, from \$30.3 million in 2014. Revenues from new accounts, higher productivity, less reliance on third party carrier capacity and lower equipment maintenance costs were partially offset by approximately \$2.6 million in corporate wide streamlining and technology redevelopment costs and higher driver wages and recruiting costs.

ICS revenue was flat compared to the second quarter of 2014. Volumes increased 12%, while revenue per load decreased 10%, primarily from lower fuel prices and less transactional customer demand versus second quarter 2014. Contractual volumes increased 32% to approximately 70% of total load volume and 62% of total revenue compared to 60% and 52%, respectively, in second quarter 2014. Operating income of our ICS segment decreased 21% over the same period in 2014. Gross profit margin increased to 15.2% in the current quarter versus 12.7% last year. Improvements in gross profit margin were offset by approximately \$4.4 million in corporate wide streamlining and technology redevelopment costs and higher personnel costs as the total branch count increased to 31 from 26 in the second quarter 2014. ICS's carrier base increased 17%, and the employee count increased 18% versus second quarter 2014.

JBT segment revenue was down 3.5% compared to the same period in 2014. Revenue excluding fuel surcharges increased 2%, primarily from an increased truck count and core rate increases of approximately 6.5% partially offset by less spot activity and lower utilization per tractor. At the end of the second quarter 2015, JBT operated 2,073 tractors compared to 1,860 a year ago. JBT segment operating income was \$9.7 million, a 3% increase compared to the same quarter 2014. Favorable changes in core rates, increased truck count, lower equipment maintenance costs and improved fuel economy were partially offset by increased driver and independent contractor costs per mile, increased driver hiring costs, approximately \$2.6 million in fewer equipment gains and approximately \$700,000 in corporate wide streamlining and technology redevelopment costs compared to second quarter 2014.

### Consolidated Operating Expenses

The following table sets forth items in our Condensed Consolidated Statements of Earnings as a percentage of operating revenues and the percentage increase or decrease of those items as compared with the prior period.

	Three Months Ended June 30, Dollar Amounts			
as a	Percentage			
Percentage of	Change			
Total	of Dollar			
Operating	Amounts			
Revenues	Between			
	Quarters			
	2015	2014	2015 vs.	
			2014	
Total operating revenues	100.0%	100.0%	(0.5	%)
Operating expenses:	47.5	50.1	(5.8	)

Rents and purchased transportation			
Salaries, wages and employee benefits	22.6	20.7	8.8
Fuel and fuel taxes	5.5	7.6	(27.4 )
Depreciation and amortization	5.4	4.6	16.6
Operating supplies and expenses	3.7	3.8	(2.5 )
Insurance and claims	1.2	1.3	(8.4 )
General and administrative expenses, net of asset dispositions	1.8	0.7	139.6
Operating taxes and licenses	0.7	0.6	11.2
Communication and utilities	0.3	0.3	1.1
Total operating expenses	88.7	89.7	(1.6 )
Operating income	11.3	10.3	9.1
Net interest expense	0.5	0.6	(20.0 )
Earnings before income taxes	10.8	9.7	10.7
Income taxes	4.1	3.7	10.7
Net earnings	6.7 %	6.0 %	10.7 %

Total operating expenses decreased 1.6%, while operating revenues decreased 0.5%, during the second quarter 2015, from the comparable period 2014. Operating income increased to \$173.7 million during the second quarter 2015, from \$159.2 million in 2014.

Rents and purchased transportation costs decreased 5.8% in 2015. This decrease was primarily the result of the lower fuel component in the cost of services provided by third-party rail and truck carriers within JBI, DCS, and ICS segments.



Salaries, wages and employee benefits costs increased 8.8% during the second quarter 2015, compared with 2014. This increase was primarily related to increases in driver pay and office personnel compensation due to an increase in the number of employees and a tighter supply of qualified drivers. In addition, workers' compensation claims expense increased due to increases in incident volume and insurance premium costs.

Fuel costs decreased 27.4% in 2015, compared with 2014, due to decreases in the price of fuel, partially offset by increased road miles during the current period. Depreciation and amortization expense increased 16.6% in 2015, primarily due to additions to our JBI segment tractor, container and chassis fleets to support additional business demand, equipment purchased related to new DCS long-term customer contracts, and new replacement equipment in JBT. Operating supplies and expenses decreased 2.5%, driven primarily by increased general maintenance costs resulting from growth in equipment fleets, increased tire expense, and increased toll activity.

Insurance and claims expense decreased 8.4% in 2015 compared with 2014, primarily due to lower incident volume and accident severity. General and administrative expenses increased 139.6% for the current quarter from the comparable period in 2014, primarily due to costs related to corporate wide streamlining and technology redevelopment efforts. Net loss from sale or disposal of assets was \$951,000 in 2015, compared to a net gain of \$2.4 million in 2014.

Net interest expense decreased 20% in 2015 primarily due to the comparable quarter 2014 including an accelerated payment in full of previously outstanding notes. Our effective income tax rate was 38.10% for the three months ended June 30, 2015 as well as the three months ended June 30, 2014. In determining our quarterly provision for income taxes, we use an estimated annual effective tax rate, adjusted for discrete items. This rate is based on our expected annual income, statutory tax rates, best estimate of nontaxable and nondeductible items of income and expense, and the ultimate outcome of tax audits.

### Comparison of Six Months Ended June 30, 2015 to Six Months Ended June 30, 2014

#### Summary of Operating Segment Results

For the Six Months Ended June 30,

(in millions)

	Operating Revenues		Operating Income	
	2015	2014	2015	2014
JBI	\$1,749	\$1,766	\$222.9	\$206.6

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DCS	712	670	76.4	45.9
ICS	337	336	11.5	12.3
JBT	188	193	18.2	11.8
Other (includes corporate)	-	-	-	(0.1 )
Subtotal	2,986	2,965	329.0	276.5
Inter-segment eliminations	(6 )	(10 )	-	-
Total	\$2,980	\$2,955	\$329.0	\$276.5

Total consolidated operating revenues increased to \$2.98 billion for the first six months of 2015, a 1% increase from the \$2.96 billion for the comparable period 2014. FSC revenues were \$355.6 million during the first six months in 2015, compared with \$533.8 million in 2014. If FSC revenues were excluded from both periods, the increase in revenue from 2014 to 2015 was 8%.

JBI segment revenue decreased 1%, to \$1.75 billion during the first six months of 2015, compared with \$1.77 billion in 2014. This decrease in revenue was the result of a decrease in revenue per load, which is the combination of changes in customer rate, freight mix and fuel surcharges. This decrease was partially offset by increases in load volume in both our eastern and transcontinental networks. Operating income of the JBI segment increased to \$222.9 million in the first six months of 2015, from \$206.6 million in 2014. Benefits from customer rate increases, reduced reliance on outsourced dray carriers, lower insurance and cargo claim costs and lower maintenance costs were partially offset by increases in rail purchased transportation rates and the \$6.4 million in corporate wide streamlining and technology redevelopment costs recorded in the current quarter.

DCS segment revenue increased 6%, to \$712 million in 2015, from \$670 million in 2014. Productivity, defined as revenue per truck per week, was up slightly when compared to the first six months of 2014, primarily due to increases in customer rate and additional activity at customer accounts, partially offset by lower fuel surcharge revenues. Operating income of our DCS segment increased to \$76.4 million in 2015, from \$45.9 million in 2014. Higher revenue, improved asset utilization, less reliance on third party carriers and lower maintenance costs were partially offset by \$2.6 million in corporate wide streamlining and technology redevelopment costs and higher driver wage and recruiting costs.

ICS segment revenue was flat during the first six months when compared to 2014, as a result of increases in volume being offset by decreases in revenue per load as a result of lower fuel prices and less transactional customer demand. Operating income of our ICS segment decreased 6.7% over the same period in 2014. Gross profit margin increased to 14.5% for the six months ended 2015 versus 12.4% in the prior year. Improvements in gross profit margin were offset by approximately \$4.4 million in corporate wide streamlining and technology redevelopment costs and higher personnel costs.

JBT segment revenue totaled \$188 million for the first six months 2015, a decrease of 2.5% from \$193 million in the same period in 2014. Revenue excluding fuel surcharges increased 3.9%. Increased truck count and core customer rate increases contributed to the improved revenue excluding fuel surcharges. Our JBT segment operating income increased 54.1% to \$18.2 million during the first six months 2015, from \$11.8 million in 2014. Benefits from core rate increases and improvements in equipment maintenance costs, insurance and claims costs and fuel economy, were partially offset by higher driver wage and hiring costs, lower gains on equipment sales and approximately \$700,000 of corporate wide streamlining and technology redevelopment costs.

### Consolidated Operating Expenses

The following table sets forth items in our Condensed Consolidated Statements of Earnings as a percentage of operating revenues and the percentage increase or decrease of those items as compared with the prior period.

Six Months Ended June 30,		Percentage Change of Dollar Amounts Between Periods
Dollar Amounts		
as a		
Percentage of		
Total		
Operating		
Revenues		
2015	2014	

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			2015 vs. 2014	
Total operating revenues	100.0%	100.0%	.9	%
Operating expenses:				
Rents and purchased transportation	47.8	50.1	(3.8	)
Salaries, wages and employee benefits	22.8	21.1	8.7	
Fuel and fuel taxes	5.6	8.0	(29.6	)
Depreciation and amortization	5.5	4.8	17.3	
Operating supplies and expenses	3.6	3.7	(1.6	)
Insurance and claims	1.2	1.2	(0.2	)