Forward Air Corporation

Notice of 2009 Annual Meeting of Shareholders, Proxy Statement and 2008 Annual Report

Forward Air Corporation

Dear Fellow Shareholders:

The year ended December 31, 2008 was marked by three quarters of strong operating results followed by a fourth quarter of severe and pervasive economic decline. Specifically, in each of the first three quarters of last year, we experienced year-over-year quarterly growth in operating revenue, income from operations and income per diluted share. These healthy trends continued into October, but then began slowing the second half of November.

In December, we experienced an unprecedented decline in demand for our core airport-to-airport freight services, with freight volumes dropping in excess of 20% year-over-year. This decline in demand in our core product drove a year-over-year quarterly decline in operating revenue, income from operations and income per diluted share. The logistics group and our pool distribution segment provided some much-needed bright spots in the otherwise dismal fourth quarter by producing year-over-year quarterly revenue increases of 39% and 105%, respectively.

In response to the continuing decline in demand for our core airport-to-airport product, we took aggressive cost containment steps by implementing workforce reductions, initiating an across-the-board salary and wage freeze and curtailing much of the planned 2009 capital spending. We made all of these changes without sacrificing the superior level of service that has differentiated Forward Air from its competitors. We will continue to carefully and diligently monitor all of our variable and fixed costs and take the necessary steps to contain, reduce or eliminate such costs, where possible.

Absent a quicker than expected recovery, we anticipate that 2009 will present one of the most difficult operating environments that we have ever experienced. Nevertheless, we continue to believe that our asset-light, variable operating model and the revenue growth opportunities afforded to us through our "Completing the Model" initiatives will enable us to better endure the depressed freight levels. We further believe Forward Air will emerge from these difficult economic times operationally stronger and better positioned to reap the rewards of a healthier, more robust freight environment.

We thank all of our employees and independent contractors for their hard work, discipline, dedication, and valuable contributions throughout last year, and especially thank you for your continued support of Forward Air.

Sincerely yours,

Bruce A. Campbell
Chairman, President and
Chief Executive Officer

Forward Air Corporation

April 2, 2009

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 Tuesday, May 12, 2009, beginning at 8:00 a.m., EDT, in the Jasmine/Magnolia Room at the Westin Atlanta Airport, 4736 Best Road, Atlanta, Georgia 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 12, 2009

To the Shareholders of Forward Air Corporation:

The Annual Meeting of Shareholders of Forward Air Corporation (the "Company") will be held on Tuesday, May 12, 2009 beginning at 8:00 a.m., EDT, in the Jasmine/Magnolia Room at the Westin Atlanta Airport, 4736 Best Road, Atlanta, Georgia 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 2010, 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; and

3. 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 16, 2009, the record date for the Annual Meeting, for inspection by shareholders during normal business hours from April 4, 2009 until May 11, 2009 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 16, 2009 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 and 2.**

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,

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

Greeneville, Tennessee
April 2, 2009

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 Tuesday, May 12, 2009, beginning at 8:00 a.m., EDT, in the Jasmine/Magnolia Room at the Westin Atlanta Airport, 4736 Best Road, Atlanta, Georgia 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 April 2, 2009.

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 and 2 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 16, 2009 (the "Record Date"). There were 28,939,160 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 whether one or more directors is elected.

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 certain of the proposals contained in this Proxy Statement unless specifically instructed to do so by their clients. Proxies that are returned to us where brokers have received instructions to vote on one or more 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 2009 ANNUAL MEETING OF STOCKHOLDERS TO BE HELD ON MAY 12, 2009.

The Company's Proxy Statement for the 2009 Annual Meeting of Shareholders and the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2008 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 2010 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.

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.

BRUCE A. CAMPBELL — Director since 1993
Greeneville, Tennessee — Age 57

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 also serves as a Director of Green Bankshares, Inc.

C. ROBERT CAMPBELL Director since 2005
Coral Gables, Florida Age 64

Mr. Campbell has been Executive Vice President and Chief Financial Officer of MasTec, Inc., a leading communications and energy infrastructure service provider in North America, since October 2004. 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. Mr. Campbell is a Certified Public Accountant.

RICHARD W. HANSELMAN Director since 2004
Nashville, Tennessee Age 81

Mr. Hanselman served as the Company's Lead Independent Director from May 2007 to December 2008, and Chairman of the Board from May 2005 to May 2007. Mr. Hanselman was a Director of ArvinMeritor, Inc., a global supplier of a broad range of systems, modules and components to the motor vehicle industry, from July 2000 until his retirement from its Board in January 2007. Mr. Hanselman was a Director of Arvin Industries, Inc. from 1983 until it merged with ArvinMeritor, Inc. Mr. Hanselman was the Non-Executive Chairman of the Board of Health Net, Inc., a managed care provider, from May 1999 until December 2003, and he continued to serve as a Director until May 2005. Mr. Hanselman also served as a director of the predecessor corporations of Health Net, Inc. Formerly, Mr. Hanselman was Chairman, President and Chief Executive Officer of Genesco, Inc. from May 1980 until January 1986. In addition, Mr. Hanselman is an Honorary Trustee of the Committee for Economic Development.

C. JOHN LANGLEY, JR. Director since 2004
Knoxville, Tennessee Age 63

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

TRACY A. LEINBACH Director since 2007
Miami, Florida Age 49

Ms. Leinbach 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. Ms. Leinbach also serves as a Director of Hasbro Inc.

G. MICHAEL LYNCH Director since 2005
Bloomfield Hills, Michigan Age 65

Mr. Lynch has served as Lead Independent Director of the Company since January 2009. 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 also sits on the Board of Champion Enterprises, Inc.

RAY A. MUNDY Director since 2000
St. Louis, Missouri Age 64

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

GARY L. PAXTON Director since 2007
Tulsa, Oklahoma Age 62

Mr. Paxton served as Chief Executive Officer and President of DTG until October 2008. He also served as a director of Dollar Thrifty Automotive Group, Inc., from November 1997 to May 2000, and again from October 2003 to December 2008. Prior to serving as Chief Executive Officer and President, Mr. Paxton was an Executive Vice President of DTG from November 1997 to December 2002 and was the Chief Operating Officer and President of DTG - Corporate Operations, from January 2003 to September 2003. Mr. Paxton was President of Dollar Rent A Car Systems, Inc. (now known as DTG Operations, Inc.) from November 1990 to December 2002.

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 4200. 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, Richard W. Hanselman, C. John Langley, Jr., Tracy A. Leinbach, 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 and are available in print by contacting the Corporate Secretary by mail at Forward Air Corporation, 430 Airport Road, Greeneville, Tennessee 37745, or by telephone at (423) 636-7000.

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 120 calendar days prior to the one year anniversary of the Company's proxy statement date for the prior year's Annual Meeting of Shareholders and include all required information to be considered. In the case of the 2010 Annual Meeting of Shareholders, this deadline is December 2, 2009. 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. 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 of Directors.

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 Ethics

The Board of Directors has adopted a Code of 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 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 Ethics to any shareholder who requests a copy. Requests may be made by contacting the Corporate Secretary as described above under "Corporate Governance Guidelines."

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 2008, the Board of Directors held six meetings. All of the incumbent directors 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 2008. All eight incumbent directors attended the 2008 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 4200, 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 2008 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 and Compensation (Chair)
Richard W. Hanselman	*Compensation and Corporate Governance and Nominating
C. John Langley, Jr.	Executive, Compensation and Corporate Governance and Nominating (Chair)
Tracy A. Leinbach	Audit (Chair)
G. Michael Lynch	Executive
Ray A. Mundy	Compensation and Corporate Governance and Nominating
Gary L. Paxton	Audit and Corporate Governance and Nominating

* Mr. Hanselman's service on these Committees commences May 11, 2009

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 27 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, Tracy A. Leinbach, 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 seven meetings during 2008.

Compensation Committee. The Compensation Committee is responsible for determining the overall compensation levels of certain of the Company's executive officers and reviews and approves 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 page 15 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 3 meetings during 2008.

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 annual or bi-annual performance reviews for the Board, Board committees, Chairman, CEO, 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.

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 four meetings during 2008.

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 $20,000 for the Non-Employee Lead Independent Director;
- an annual cash retainer of $35,000 for all non-employee directors;
- an annual cash retainer of $15,000 for the Audit Committee Chair;
- an annual cash retainer of $7,500 for the Corporate Governance and Nominating Committee and Compensation Committee Chairs;
- an annual cash retainer of $7,500 for all non-Chair Audit Committee members;
- a $1,500 per in-person meeting fee; and
- a $750 per teleconference meeting fee.

No additional fee is paid for Committee meetings held on the same day as Board meetings. All directors are reimbursed reasonable travel expenses for meetings attended in person. In addition, the Company 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 (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. In 2008, each non-employee director received 2,306 shares of restricted common stock pursuant to the Amended Plan. 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.

The following table shows the compensation we paid in 2008 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	$ 64,250	$ 111,459	$ 913	$ 176,622
C. Robert Campbell	66,500	111,459	913	178,872
Richard W. Hanselman	62,500	111,459	913	174,872
C. John Langley, Jr.	56,750	111,459	913	169,122
Tracy A. Leinbach	51,500	88,117	729	140,346
Ray A. Mundy	47,750	111,459	913	160,122
Gary L. Paxton	44,000	84,257	651	128,908
B. Clyde Preslar	27,250	44,666	219	72,135

(1) Represents the proportionate amount of the total fair value of non-vested restricted shares and deferred stock unit awards recognized by the Company as an expense in 2008 for financial accounting purposes, disregarding for this purpose the estimate of forfeitures related to service-based vesting conditions.

(2) Represents dividend payments or dividend equivalents on non-vested restricted shares or deferred stock unit awards granted during 2008. These dividend payments are nonforfeitable.

The following table indicates the aggregate number of outstanding options, deferred restricted stock units or non-vested restricted shares held by each incumbent director at the end of 2008 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	--	3,056
C. Robert Campbell	--	3,056
Richard W. Hanselman	--	3,056
C. John Langley, Jr.	10,625	3,056
Tracy A. Leinbach	--	2,556
Ray A. Mundy	52,500	3,056
Gary L. Paxton	--	2,306

Certain Relationships and Related Person Transactions

We review all relationships and transactions in which the Company and our 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, other than as described below, there are no related person transactions to be reported in this Proxy Statement.

C. John Langley, Jr. serves as a director of UTi Worldwide, Inc. In its ordinary course of business, the Company provided transportation services to UTi Worldwide, Inc. during 2008 and may continue to do so in the future. Company revenue from services provided to UTi accounted for less than 0.3% of the Company's gross revenue during the fiscal year ended December 31, 2008.

Compensation Committee Interlocks and Insider Participation

During all of 2008, the Compensation Committee was fully comprised of independent non-employee directors. From January 1, 2008 to the present date, the Compensation Committee members consisted of C. Robert Campbell (Chair), C. John Langley, Jr., and Ray A. Mundy.

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 and a former executive officer, 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, 2008.

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**.**

	Shares Beneficially Owned		
Name and Address of Beneficial Owner (1)	**Number**		**Percent (%) (2) (3)**
Directors, Nominees and Named Executive Officers			
Bruce A. Campbell	600,101	(4)	2.07
C. Robert Campbell	2,306	(5)	*
Richard W. Hanselman	5,306	(6)	*
C. John Langley, Jr.	18,234	(7)	*
Tracy A. Leinbach	5,059	(8)	*
G. Michael Lynch	7,434	(9)	*
Ray A. Mundy	71,681	(10)	*
Gary L. Paxton	4,684	(11)	*
Rodney L. Bell	296,069	(12)	1.02
Craig A. Drum	105,394	(13)	*
Matthew J. Jewell	243,455	(14)	*
Chris C. Ruble	169,262	(15)	*
All directors and executive officers as a group (12 persons)	1,557,362	(16)	5.38
Other Principal Shareholders			
Neuberger Berman, Inc.	2,584,010	(17)	8.93
Fidelity Management & Research Company	2,048,127	(18)	7.08
Columbia Wanger Asset Management, L.P	1,999,500	(19)	6.91
Kayne Anderson Rudnick Investment Management, LLC	1,622,737	(20)	5.61

* 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 executive officers are based on 28,939,160 shares of common stock outstanding on the Record Date.

(3) The percentages shown for other principal shareholders are based on 28,950,873 shares of common stock outstanding on December 31, 2008.

(4) Includes 500,788 options that are fully exercisable.

(5) Includes 2,306 non-vested restricted shares. Excludes 4,628 deferred stock units and 89.31 dividend equivalent rights.

(6) Includes 3,056 non-vested restricted shares. Excludes 2,378 deferred stock units and 36.20 dividend equivalent rights.

(7) Includes 3,056 non-vested restricted shares and 10,625 options that are fully exercisable.

(8) Includes 2,556 non-vested restricted shares.

(9) Includes 3,056 non-vested restricted shares.
(10) Includes 3,056 non-vested restricted shares and 63,750 options that are fully exercisable.
(11) Includes 2,306 non-vested restricted shares.
(12) Includes 667 non-vested restricted shares and 261,519 options that are fully exercisable.
(13) Includes 97,083 options that are fully exercisable.
(14) Includes 232,333 options that are fully exercisable.
(15) Includes 160,833 options that are fully exercisable.
(16) Includes 20,059 non-vested restricted shares and 1,326,931 options that are fully exercisable. Excludes 7,006 deferred stock units and 125.51 dividend equivalent rights.
(17) Neuberger Berman, Inc. ("Neuberger"), 605 Third Avenue, New York, New York 10158, reported beneficial ownership of the shares as of December 31, 2008 in a Schedule 13G filed with the SEC. Neuberger, an investment adviser, reported having sole voting power over 2,450 shares, shared voting power over 2,183,200 shares, shared dispositive power over 2,584,010 shares and no sole voting or dispositive power over the shares.
(18) Fidelity Management & Research Company ("Fidelity"), 82 Devonshire Street, Boston, Massachusetts 02109, reported beneficial ownership of the shares as of December 31, 2008 in a Schedule 13G/A filed with the SEC. Fidelity, an investment adviser, reported having sole dispositive power over 2,048,127 shares.
(19) Columbia Wanger Asset Management, L.P. ("WAM") and Columbia Acorn Trust ("CAT"), 227 West Monroe Street, Suite 3000, Chicago, Illinois 60606, reported beneficial ownership of the shares as of December 31, 2008 in a Schedule 13G/A filed with the SEC. WAM, an investment adviser, and CAT, a Massachusetts business trust advised by WAM, reported having sole voting power over 1,920,000 shares and sole dispositive power over 1,999,500 shares.
(20) Kayne Anderson Rudnick Investment Management, LLC ("Kayne Anderson"), 1800 Avenue of the Stars, Second Floor, Los Angeles, California 90067, reported beneficial ownership of the shares as of December 31, 2008 in a Schedule 13G/A filed with the SEC. Kayne Anderson, an investment adviser, reported having sole voting and dispositive power over the shares and no shared voting or dispositive power over the shares.

EXECUTIVE COMPENSATION

Compensation Discussion And Analysis

Overview of Compensation Program

The Compensation Committee (for purposes of this Compensation and Discussion 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 recommending 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 22 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, including base pay, annual incentive pay, long-term equity incentive pay and any other benefits and/or perquisites.

Compensation Philosophy and Objectives

The Committee believes that the most effective executive compensation program is one that is designed 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 believes that such a philosophy will properly align our executives' interests with our shareholders' interests by creating a pay-for-performance culture at the executive level, with the ultimate objective of increasing shareholder value. It is the Committee's philosophy that executive compensation should recognize the contributions of individual executives to the Company's goals and objectives, and should be competitive with compensation provided by both the Company's functional industry peers as well as financial peers. The Committee believes that 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 goals of attracting, developing, rewarding and retaining superior executive management, the Committee utilizes a compensation package that considers the compensation of similarly situated executives at peer organizations, the length of tenure of the executive, and value of the executive to the organization. Additionally, the Committee utilizes annual cash incentives tied to the Company's performance measured against established goals. Finally, the Committee awards long-term compensation to its executives to recognize and reward past performance of the Company measured against established goals, to encourage retention of its executive management team, to encourage the Company's executives to hold a long-term stake in the Company and to align the executives' long-term compensation directly with the shareholder's long-term value.

Employment Agreement with Bruce A. Campbell

There is an Employment Agreement between Bruce A. Campbell and the Company, which was effective October 30, 2007 with a term ending on December 31, 2010. 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 the two amendments thereto are referred to collectively as the "Employment Agreement".) The term of the

Employment Agreement automatically extends for one additional year unless terminated by the Board of Directors or Mr. Campbell, upon notice.

Under the Employment Agreement, Mr. Campbell received an annual base salary of no less than $400,000 until January 31, 2008 and effective February 1, 2008, his base salary increased to $500,000. 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 Compensation Committee. The Employment Agreement provides that Mr. Campbell will be entitled to the same fringe benefits as are generally available to the Company's executive officers.

In addition, Mr. Campbell was granted 200,000 stock options under the 1999 Plan (as defined below). These options vest equally over a three year period with the first third of the options vesting October 30, 2008, the next third vesting October 30, 2009 and the final third vesting October 30, 2010. These options have a five (5) year term. The Employment Agreement also provides that the Company reserves the right to grant and/or award other long term equity to Mr. Campbell under the 1999 Plan or such other plans that the Company may adopt.

Under the Employment Agreement, the Company may terminate Mr. Campbell 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 twelve months 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, non-solicitation and non-disclosure provisions following termination.

The Company does not have employment agreements with any of its other Named Executive Officers.

Role of Executive Officers in Compensation Decisions

The Committee makes all compensation decisions related to the CEO subject to and consistent with the terms of the employment agreement between the Company and the CEO. 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. Specifically, the CEO will review the performance of each of the other Named Executive Officers for the Committee and then make compensation recommendations. 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.

Setting Executive Compensation

Based on the foregoing objectives, the Committee has 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. In furtherance of this goal, in 2005, the Committee engaged Ernst & Young LLP's Human Capital Group (the "Human Capital Group"), an outside global human resources consulting firm, to conduct a review of its total compensation program for the CEO, Chief Financial Officer and other key executives. The Human Capital Group provided the Committee with relevant market data and alternatives to consider when making compensation decisions for the Named Executive Officers.

In making compensation decisions, the Committee compares each element of total compensation against a group of publicly-traded functional industry peers and a group of financial peers (collectively, the "Peer Group"). The functional industry peers consist of a variety of publicly-traded transportation and logistics companies, which while having a median revenue size larger than the Company, most accurately resemble the Company in model and performance in the transportation sector. The financial peers consist of a variety of publicly-traded companies that have similar financial traits as the Company in such areas as, but not limited to, net sales, EBITDA and ROE (return on equity). The financial peers are not direct competitors but they serve as good comparisons because of their financial size and performance. The Committee updates the Peer Group compensation data annually by utilizing the services of Equilar, a company that provides a comprehensive compensation database relating to executive compensation practices at publicly traded companies, including the Peer Group.

The Peer Group for the fiscal year ended December 31, 2008 consisted of the following companies:

- Heartland Express, Inc.
- Knight Transportation, Inc.
- Old Dominion Freight Line, Inc.
- UTi Worldwide, Inc.
- Cedar Fair, LP
- Commonwealth Telephone Enterprises, Inc.
- Franklin Electric Co., Inc.
- Expeditors International of Washington, Inc.
- Hub Group, Inc.
- Landstar System, Inc.
- Pacer International, Inc.
- ACE Cash Express, Inc.
- Celadon Group, Inc.
- Ennis, Inc.
- ESCO Technologies, Inc.
- Hydril Company

The Committee establishes base salaries for the Named Executive Officers at approximately the 50th percentile of executive pay for executives holding similar positions in the Peer Group. Variations to this objective may occur as dictated by the experience level of the individual, the value of the individual executive to the Company, market and other factors.

Annual incentive payments to the Named Executive Officers are tied to annual financial goals which include payments of a certain percentage of the executive's base pay for reaching certain pre-established annual performance goals. The Committee has discretion as to the amount of the incentive awards to the Company's executives for results that fall below the established performance goals, between two established performance goals or which exceed the highest established performance goal.

2008 Executive Compensation Components

For the fiscal year ended December 31, 2008, the principal components of compensation for Named Executive Officers were:

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

Base Salary

The Company provides its Named Executive Officers and other employees with base salaries to compensate them for services rendered during the fiscal year. Base salary ranges for the Named Executive Officers are determined for each executive based on his position and responsibility and by reference to the Peer Group data. The Committee uses the median, or 50th percentile, Peer Group base salary for similarly situated executives as one of the factors in considering an executive's base salary. Additionally, the Committee conducts an internal review of each executive's compensation, both individually and compared to other Named Executive Officers, including factors such as 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). The base salaries for the Named Executive Officers for the fiscal year ended December 31, 2008 are set forth in the "Salary" column of the Summary Compensation Table on page 22 of this Proxy Statement.

Performance-Based Incentive Compensation

Annual Cash Incentive. The Committee adopts an incentive performance plan every year upon which the executives' performance and incentive pay may be based. In reviewing these plans, the Committee tries to ensure that the plan will promote high performance and achievement, encourage growth in shareholder value, and promote and encourage retention of the Company's executive talent. The Committee adopted an incentive payment grid which established operating income goals for the fiscal year ended December 31, 2008 and the resulting incentive payments for achievement of such goals. The 2008 incentive performance plan was as follows:

Operating Income (In thousands)		Percentage Payout (Of salary)	
$	71,048	0	%
$	71,987	10	%
$	72,925	20	%
$	73,864	30	%
$	74,802	40	%
$	75,741	50	%
$	76,390	60	%
$	77,039	70	%
$	77,689	80	%
$	78,338	90	%
$	78,987	100	%

The Committee had discretion as to the amount, if any, of any annual incentive awards to the Company's executives for results that met any of the established performance goals, fell below the established performance goals, between each level of the goals or which exceeded the one hundred percent operating income goal. The Committee met in February of this year to determine whether the Company's prior-year performance merited payment to the executives under the annual incentive plan and, if so, to determine the amount of such incentive award. The Company's 2008 fiscal year performance did not meet any of the established performance goals required to merit payment of any percentage of the executive's base pay as an incentive; and accordingly, the Committee did not award any annual incentives to the Named Executive Officers of the Company for the fiscal year ended December 31, 2008 (the individual incentive award amounts are set forth in the "Bonus" column of the Summary Compensation Table on page 22 of this Proxy Statement).

Long-Term Equity Incentive Awards

The Named Executive Officers receive incentive awards under the Company's 1999 Stock Option and Incentive Plan. In May 1999, the Company's shareholders approved the 1999 Plan. The Company's shareholders approved an increase to the plan's share pool in May 2004. As of March 1, 2008, an aggregate of 9,516 shares remained available for issuance under the 1999 Plan. In addition, the 1999 Plan was scheduled to expire by its terms on February 5, 2009, before this Annual Meeting. Therefore, the Company asked its shareholders to approve, and the Company's shareholders did approve, an amendment and restatement of the 1999 Plan which was a continuation and extension of the 1999 Plan. The approval of the continuation and extension of the 1999 Plan became effective on April 2, 2008 and provides, among other things, that an aggregate of 7,500,000 shares may be issued under the plan measured from the inception of the 1999 Plan. References to the "Amended and Restated Plan" in this Proxy Statement refer to the 1999 Plan as originally adopted, as amended in May 2004 and as continued and extended in April 2008.

The Committee is charged with administration of and it has sole authority over the Amended and Restated Plan. The Committee has the discretion to award stock options, non-vested restricted shares of common stock, stock appreciation rights and other forms of long-term equity incentives under the Amended and Restated Plan. Annual long-term equity incentive awards to executives are made at the Committee's regularly scheduled meeting in February. Additionally, newly hired or promoted executives may receive stock option or non-vested restricted share awards on or soon after their date of hire or promotion.

In making individual awards under the Amended and Restated Plan, the Committee considers a number of factors including the Company's past financial performance, individual performance of each executive, the retention goal of such a long-term equity incentive award, the grant date value of any proposed award, the other compensation components for the executive, equity plan compensation dilution, the executive's stock ownership and option holdings and long-term equity incentive awards to executives holding similar positions within the Peer Group.

During 2008, the Committee awarded stock options, under the Amended and Restated Plan, to the Named Executive Officers. The awards have a vesting period of three years and vest equally over that three-year period. The options have a seven-year term and therefore will expire if not exercised within seven years of the grant date. Other than the vesting schedule established by these stock option awards, such shares will vest upon the death or disability of the recipient, as well as a "Change in Control," as such term is defined in the Amended and Restated Plan.

Awards made to the Named Executive Officers under the 1999 Plan for the fiscal year ended December 31, 2008 are set forth in the Plan-Based Awards for Fiscal 2008 Table on page 24 of this Proxy Statement.

Stock Ownership Guidelines

Although the Company encourages ownership of Company common stock by the Named Executive Officers, no required ownership guidelines have been established.

Retirement and Other Benefits

All full-time Company employees are entitled to participate in the Company's 401(k) retirement plan. Under the Company's 401(k) retirement plan, the Company matches 25% of an employee's contribution up to 6% of the employee's salary, 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, 2008 are reflected in the "401(k) Match" column of the All Other Compensation Table on page 23 of this Proxy Statement.

Additionally, all full-time employees of the Company 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 that $25,000 per calendar year, as calculated under the 2005 ESPP.

Other than as described above, 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.

Potential Payments upon Termination or Change in Control

Under the Amended and Restated Plan, any non-vested restricted shares, options or other forms of equity-based compensation will vest upon a "Change in Control". The market value of all non-vested restricted shares held by the Named Executive Officers as of December 31, 2008 which would vest upon a Change in Control are set forth in the "Market Value of Shares of Stock That Have Not Vested" column of the Outstanding Equity Awards at Fiscal Year-End Table on page 25 of this Proxy Statement.

Under Bruce A. Campbell's Employment Agreement, he is entitled to certain payments upon a change in control, as described on pages 15-16 of this Proxy Statement. Assuming a change in control took place on December 31, 2008, Mr. Campbell would have been entitled to payment of his base salary of $500,000, his prior year's incentive of $150,000 and any accrued but unpaid vacation.

Perquisites and Other Personal Benefits

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 program to better enable the Company to attract and retain superior employees for key positions. 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 amounts of such benefits received by each Named Executive Officer for the fiscal year ended December 31, 2008 are set forth in the "Car Allowance and Commuting Expenses" column of the All Other Compensation Table on page 23 of this Proxy Statement.

Additionally, the Named Executive Officers are 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.

Tax and Accounting Implications

Deductibility of Executive Compensation. As part of its role, the Committee reviews and considers the deductibility of executive compensation under Section 162(m) of the Internal Revenue Code of 1986, as amended (the "Code"), which provides that the Company may not deduct compensation of more than $1,000,000 that is paid to certain individuals. The Company believes that compensation paid under the management incentive plans is generally fully deductible for federal income tax purposes. However, in certain situations, the Committee may approve compensation that will not meet these requirements in order to ensure competitive levels of total compensation for its executive officers. In this regard, for fiscal 2008, any amount of base salary in excess of $1,000,000 for any Named Executive Officer would not be deductible for federal income tax purposes.

Compensation Committee Report on Executive Compensation

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 the Compensation Discussion and Analysis beginning on page 15 of this Proxy Statement.

Submitted by:

C. Robert Campbell, Chairman
C. John Langley, Jr.
Ray A. Mundy
The Compensation Committee of the Board of Directors

Summary Compensation Table

The following table shows the compensation earned in 2008, 2007 and 2006 by the Named Executive Officers.

Name and Principal Positions	Year	Salary ($)	Bonus ($) (1)	Stock Awards ($) (2)	Option Award (s) ($) (3)	All Other Compensation ($) (4)	Total ($)
Bruce A. Campbell	2008	$ 492,329	$ -	$ 181,714	$ 1,059,121	$ 18,115	$ 1,751,279
Chairman, Chief	2007	417,753	125,000	181,714	457,401	17,767	1,199,635
Executive Officer	2006	393,132	200,000	166,571	-	18,793	778,496
And President							
Rodney L. Bell (3)	2008	267,186	-	146,483	302,053	17,993	733,715
Chief Financial	2007	257,753	69,268	146,483	170,839	17,975	662,318
Officer, Senior Vice	2006	223,246	120,000	125,615	-	18,883	487,744
President and							
Treasurer							
Matthew J. Jewell	2008	267,186	-	132,550	302,053	11,329	713,118
Executive Vice	2007	257,753	69,268	132,550	170,839	16,120	646,530
President, Chief	2006	231,465	120,000	121,504	-	21,110	494,079
Legal Officer and							
Secretary							
Chris C. Ruble	2008	273,346	-	126,525	302,053	14,079	716,003
Executive Vice	2007	252,759	70,813	126,525	170,839	13,845	634,781
President, Operations	2006	218,191	112,500	115,981	-	19,732	466,404
Craig A. Drum	2008	231,251	-	120,500	241,324	11,066	604,141
Senior Vice	2007	223,315	60,255	120,500	170,839	13,727	588,636
President, Sales	2006	204,917	105,000	110,458	-	20,000	440,375

(1) Represents cash incentives allowed for under the 2008 and 2007 Annual Cash Incentive Plans. The 2007 cash incentives represent discretionary awards approved by the Company's Board of Directors as allowed for under the 2007 Annual Cash Incentive Plan.

(2) Represents the proportionate amount of the total fair value of awards of non-vested restricted shares of common stock recognized by the Company as an expense during the applicable year for financial accounting purposes, disregarding for this purpose the estimate of forfeitures related to service-based vesting conditions. The fair values of these awards and the amounts expensed in 2008 were determined in accordance with Financial Accounting Standards Board Statement of Financial Accounting Standards No. 123 (revised 2004), *Share-Based Payment*, disregarding adjustments for forfeiture assumptions. 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, 2008 filed with the SEC.

(3) Represents the proportionate amount of the total fair value of awards of stock options recognized by the Company as expense in 2008 for financial accounting purposes, disregarding for this purpose the estimate of forfeitures related to service-based vesting conditions. The fair values of these awards and the amounts expensed for each applicable year were determined in accordance with Financial Accounting Standards Board Statement of Financial Accounting Standards No. 123 (revised 2004), *Share-Based Payment*, disregarding adjustments for forfeiture assumptions. The awards for which expense is shown in this table include the awards described in the Grants of Plan-Based Awards for Fiscal 2008 Table on page 24 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, 2008 filed with the SEC.

(4) See the All Other Compensation Table on page 23 of this Proxy Statement for additional information.

All Other Compensation Table

The following table shows the components of "all other compensation" earned in 2008, 2007 and 2006 by the Named Executive Officers for the years ended December 31, 2008, 2007 and 2006.

Name and Principal Positions	Year	Total All Other ($)	Payroll Taxes ($) (1)	Car Allowance and Commuting Expenses ($) (2)	401 (k) Match (3)	Dividends (4)	Long-Term Disability Insurance ($) (5)
Bruce A. Campbell	2008	$ 18,115	$ -	$ 11,134	$ 3,180	$ 1,408	$ 2,393
Chairman, Chief	2007	17,767	-	10,880	3,132	2,815	940
Executive Officer	2006	18,793	-	11,194	2,743	4,222	634
and President							
Rodney L. Bell (3)	2008	17,993	-	11,656	3,822	1,213	1,302
Chief Financial	2007	17,975	-	11,365	3,337	2,333	940
Officer, Senior Vice	2006	18,883	2,616	10,510	2,043	3,080	634
President and							
Treasurer							
Matthew J. Jewell	2008	11,329	-	9,000	-	1,027	1,302
Executive Vice	2007	16,120	-	9,397	3,730	2,053	940
President, Chief	2006	21,110	3,876	9,739	3,781	3,080	634
Legal Officer and							
Secretary							
Chris C. Ruble	2008	14,079	-	9,000	2,768	980	1,331
Executive Vice	2007	13,845	-	9,000	1,945	1,960	940
President, Operations	2006	19,732	5,089	9,000	2,069	2,940	634
Craig A. Drum	2008	11,066	-	9,000	-	933	1,133
Senior Vice	2007	13,727	-	9,000	1,921	1,866	940
President, Sales	2006	20,000	5,302	9,000	2,264	2,800	634

(1) This column reports payments by the Company on behalf of the Named Executive Officers for payroll taxes incurred in conjunction with the exercise of nonqualified stock options. Prior to January 1, 2006, it was the Company policy to reimburse all employees for payroll taxes incurred in conjunction with the exercise of nonqualified stock options.
(2) The Company provides a $9,000 annual car allowance plus reimbursement of certain commuting expenses to officers.
(3) The amount shown represents the Company's contributions to the 401(k) Plan.
(4) Represents dividend payments on non-vested restricted shares granted during 2006. These dividend payments are nonforfeitable.
(5) Represents premiums paid by the Company for long-term disability insurance for officers of the Company.

Plan-Based Awards for Fiscal 2008

The following table shows the plan-based awards granted to the Named Executive Officers in 2008.

Name and Principal Position	Grant Date	All Other Option Awards; Numbers of Securities Underlying Options (1) (2)	Exercise or Base Price of Option Awards (3)	Closing Market Price of Underlying Security on Date of Grant	Grant Date Fair Value of Stock and Option Awards (4)
Bruce A. Campbell Chairman, Chief Executive Officer and President		-	$ -	$ -	$ -
Rodney L. Bell Chief Financial Officer, Senior Vice President and Treasurer	2/10/2008	45,000	29.44	29.44	409,410
Matthew J. Jewell Executive Vice President, Chief Legal Officer and Secretary	2/10/2008	45,000	29.44	29.44	409,410
Chris C. Ruble Executive Vice President, Operations	2/10/2008	45,000	29.44	29.44	409,410
Craig A. Drum Senior Vice President, Sales	2/10/2008	22,500	29.44	29.44	204,705

(1) Represents stock options granted under the 1999 Plan.
(2) Each grant vests equally over a three-year period commencing on the one year anniversary of the grant date.
(3) In accordance with the provisions of the 1999 Plan the exercise price of stock option grants is set using the closing market price on the day of grant.
(4) The fair values of these awards were determined in accordance with Financial Accounting Standards Board Statement of Financial Accounting Standards No. 123 (revised 2004), *Share-Based Payment*. The methods and 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, 2008 filed with the SEC.

Outstanding Equity Awards at Fiscal Year-End

The following table shows information about outstanding equity awards at December 31, 2008.

	Option Awards				Stock Awards	
Name & Principal Position	Number of Securities Underlying Unexercised Options (#) Exercisable (1)	Number of Securities Underlying Unexercised Options (#) Unexercisable (2)	Option Exercise Price ($)	Option Expiration Date	Number of Shares of Stock That Have Not Vested (3)	Market Value of Shares of Stock That Have Not Vested ($) (4)
Bruce Campbell	172,453		$ 13.25	2/7/13		
Chairman, Chief Executive	45,001		20.21	10/27/13		
Officer and President	150,000		28.97	2/14/15		
	33,334	66,666	31.65	2/11/14		
	66,667	133,333	30.35	10/30/12		
					5,027	$ 122,005
Rodney Bell	70,686		23.17	2/12/11		
Chief Financial Officer	30,000		18.82	2/4/14		
Senior Vice President and	112,500		28.97	2/14/15		
Treasurer	16,667	33,333	31.65	2/11/14		
		45,000	29.44	2/10/15		
					4,000	80,892
						16,188
Matthew Jewell	37,500		21.88	7/1/12		
Executive Vice President,	4,000		13.25	2/7/13		
Chief Legal Officer and	30,000		18.82	2/4/14		
Secretary	112,500		28.97	2/14/15		
	16,667	33,333	31.65	2/11/14		
		45,000	29.44	2/10/15		
					3,667	88,998
Chris Ruble	112,500		28.97	2/14/15		
Executive vice President,	16,667	33,333	31.65	2/11/14		
Operations		45,000	29.44	2/10/15		
					3,500	84,945
Craig Drum	56,250		28.97	2/14/15		
Senior Vice President,	16,667	33,333	31.65	2/11/14		
Sales		22,500	29.44	2/10/15		
					3,333	80,892

(1) All outstanding stock options granted prior to December 31, 2005 were fully exercisable as a result of the Company's Board of Directors accelerating the vesting of all outstanding stock options awarded to employees, officers and non-employee directors under the Company's stock option award plans. However, portions of these options are subject to certain exercise restrictions pursuant to Option Restriction Agreements between the Company and the Named Executive Officers. The Option Restriction Agreements primarily prevent the Named Executive Officers during their employment with the

Company from exercising the underlying options until the original exercisable date prior to the vesting acceleration by the Board of Directors. These restrictions lapse upon termination of the officers' employment. The following table sets forth the scheduled lapsing of the option exercise restrictions.

	Mr. Campbell	Mr. Bell	Mr. Jewell	Mr. Ruble	Mr. Drum
Date Restriction Lapses	Amounts Lapsing (#)	Amounts Lapsing (#)	Amounts Lapsing (#)	Amounts Lapsing (#)	Amounts Lapsing (#)
2/14/09	-	28,125	28,125	28,125	18,750

(2) Each stock option granted in 2008 vests equally over a three-year period commencing on the one year anniversary of the grant date.
(3) Each grant of non-vested restricted shares vests equally over a three-year period commencing on the one year anniversary of the grant date.
(4) The market value is based on the closing price of the Company's common stock on Nasdaq on December 31, 2008, which was $24.27.

Option Exercises and Stock Vested

The following table shows information about shares acquired on vesting during 2008.

	Option Awards		Stock Awards	
Name & Principal Position	Number of Shares Acquired on Exercise (#)	Value Realized Upon Exercise ($) (1)	Number of Shares Acquired on Vesting (#)	Value Realized Upon Vesting ($)
Bruce Campbell	57,005	$ 1,760,314	5,026	$ 167,617
Rodney Bell	-	-	3,333 666	111,156 24,702
Matthew Jewell	6,402	139,244	3,666	122,261
Chris Ruble	15,000	242,700	3,500	116,725
Craig Drum	15,000	236,228	3,333	111,156

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

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 2008 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 and also available in print by contacting the Company Secretary at Forward Air Corporation, P.O. Box 1058, Greeneville, TN 37744.

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, 2008 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, as adopted by the Public Company Accounting Oversight Board (United States) ("PCAOB") in Rule 3200T. In addition, Ernst & Young LLP has provided, and the Audit Committee has received, written disclosures and the letter required by PCAOB Ethics and Independence Rule 3526, "Communication with Audit Committees Concerning 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, 2008 for filing with the SEC.

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

Tracy A. Leinbach, Chairperson
C. Robert Campbell
Gary L. Paxton

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 2009, 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 2008 and 2007 were as follows:

	2008	2007
Audit Fees (1)	$ 924,627	$ 888,943
Audit Related Fees (2)	78,061	--
Tax Fees (2)	248,911	195,467
All Other Fees (2)	--	--

(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 2008 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 2009. 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 2009.

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 executive officers that no other reports were required, during and for the fiscal year ended December 31, 2008, we complied with all Section 16(a) filing requirements applicable to the Company's directors, executive officers and greater than 10% shareholders, except that the accrual dividend rights on previously granted restricted stock units were not timely reported on one Form 4 by C. Robert Campbell and one Form 4 by Richard W. Hanselman. Additionally, a restricted share grant awarded under the Amended and Restated Non-Employee Director Stock Plan was not timely reported on a Form 4 by G. Michael Lynch as a result of an Edgar access code issue.

Deadline for Submission to Shareholders of Proposals to be Presented at the 2010 Annual Meeting of Shareholders

Any proposal intended to be presented for action at the 2010 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 December 2, 2009 in order for such proposal to be considered for inclusion in the Company's proxy statement and form of proxy relating to its 2010 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 2010 Annual Meeting of Shareholders), a shareholder's notice must be received by the Secretary of the Company not later than March 5, 2010 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 March 5, 2010, 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 2009 Annual Meeting of Shareholders, Proxy Statement and 2008 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, 2008 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
April 2, 2009

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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, 2008
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 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, 2008 was approximately $992,342,913 based upon the $34.60 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 20, 2009 was 28,941,358.

DOCUMENTS INCORPORATED BY REFERENCE
Portions of the proxy statement for the 2009 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, 2008 (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. 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 two principal segments: Forward Air, Inc. ("Forward Air") and Forward Air Solutions, Inc. ("FASI").

Through our Forward Air segment, we are a leading provider of time-definite surface transportation and related logistics services to the North American deferred air freight market. We offer our customers 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 82 cities in the United States and Canada, including a central sorting facility in Columbus, Ohio and 11 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.

Through our Forward Air segment, we market our airport-to-airport services primarily to air freight forwarders, integrated air cargo carriers, and passenger and cargo airlines. To serve this market, we offer customers a very high level of service with a focus on on-time, damage-free deliveries. We serve our customers by locating terminals on or near airports and maintaining regularly scheduled transportation service between major cities. We either receive shipments at our terminals or pick up shipments directly from our customers and transport them by truck (i) directly to the destination terminal; (ii) to our Columbus, Ohio central sorting facility; or (iii) to one of our 11 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 volume of shipments. During 2008, approximately 22.5% of the freight we handled was for overnight delivery, approximately 60.1% was for delivery within two to three days and the balance was for delivery in four or more days. We generally do not market our airport-to-airport services directly to shippers (where such services might compete with our freight forwarder customers). Also, because we do not place significant size or weight restrictions on airport-to-airport shipments, we generally do not compete directly with integrated air cargo carriers such as United Parcel Service and Federal Express in the overnight delivery of small parcels. In 2008, Forward Air's five largest customers accounted for approximately 21.6% of Forward Air's operating revenue and no single customer accounted for more than 10.0% of Forward Air's operating revenue.

We continue to develop and implement complimentary services to the airport-to-airport network. Other complimentary services including expedited truckload (TLX); dedicated fleets; local pick-up and delivery; warehousing; customs brokerage; and shipment consolidation, deconsolidation and handling are critical to helping meet the changing needs of our customers and for efficiently using the people and resources of our airport-to-airport network.

Through our FASI segment, which we formed in July 2007 in conjunction with our acquisition of certain assets and liabilities of USA Carriers, Inc. ("USAC), we provide pool distribution services throughout the Mid-Atlantic, Southeast, Midwest and Southwest continental United States. Pool distribution involves managing high-frequency handling and distribution of time-sensitive product to numerous destinations in specific geographic regions. Our primary customers for pool distribution 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 19 cities. FASI's two largest customers accounted for approximately 43.9% of FASI's operating revenue, but revenues from these two customers did not exceed 10.0% of our consolidated revenue. No other customers accounted for more than 10.0% of FASI's operating revenue.

Our Industry

As businesses minimize inventory levels, close local distribution centers, perform manufacturing and assembly operations in multiple locations and distribute their products through multiple channels, they have an increased need for expedited or time definite delivery services. Expedited or time definite shipments are those shipments for which the customer requires delivery the next day or within two to three days, usually by a specified time or within a specified time window.

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

Although expedited or time definite freight is often transported by aircraft, freight forwarders and shippers often elect to arrange for its transportation by truck, especially for shipments requiring deferred delivery within two to three days. Generally, the cost of shipping freight, especially heavy freight, by truck is substantially less than shipping by aircraft. We believe there are several trends that are increasing demand for lower-cost truck transportation of expedited air freight. These trends include:

- Freight forwarders obtain requests for shipments from customers, make arrangements for transportation of the cargo by a third-party carrier and usually arrange for both delivery from the shipper to the carrier and from the carrier to the recipient.

- Integrated air cargo carriers provide pick-up and delivery services primarily using their own fleet of trucks and provide transportation services generally using their own fleet of aircraft.

- Less-than-truckload carriers also provide pick-up and delivery services through their own fleet of trucks. These carriers operate terminals where freight is unloaded, sorted and reloaded multiple times in a single shipment. This additional handling increases transit time, handling costs and the likelihood of cargo damage.

- Full truckload carriers provide transportation services generally using their own fleet of trucks. A freight forwarder or shipper must have a shipment of sufficient size to justify the cost of a full truckload. These cost benefit concerns can inhibit the flexibility often required by freight forwarders or shippers.

- Passenger or cargo airlines provide airport-to-airport service, but have limited cargo space and generally accept only shipments weighing less than 150 pounds.

Competitive Advantages

We believe that the following competitive advantages are critical to our success in both our Forward Air and FASI segments:

- *Focus on Specific Freight Markets.* Our Forward Air segment focuses on providing time-definite surface transportation and related logistics services to the deferred air cargo industry. Our FASI segment focuses on providing high-quality pool distribution services to retailers and nationwide distributors of retail products. This focused approach enables us to provide a higher level of service in a more cost-effective manner than our competitors.

- *Expansive Network of Terminals and Sorting Facilities.* We have built a network of Forward Air terminals and sorting facilities throughout the United States and Canada located on or near airports. We believe it would be difficult for a competitor to duplicate our Forward Air network without the expertise and strategic facility locations we have acquired and without expending significant capital and management resources. Our expansive Forward Air network enables us to provide regularly scheduled service between most markets with low levels of freight damage or loss, all at rates generally significantly below air freight rates.

  Primarily through acquisitions we have created a FASI network of terminals and service centers throughout the Mid-Atlantic, Southeast, Midwest and Southwest continental United States. The pool distribution market is very fragmented and our competition primarily consists of regional and local providers. We believe through our network of FASI terminals and service locations we can offer our pool distribution customers comprehensive, high-quality service across the majority of the continental United States.

- *Concentrated Marketing Strategy.* Forward Air provides our deferred air freight services mainly to air freight forwarders, integrated air cargo carriers, and passenger and cargo airlines rather than directly serving shippers. Forward Air does not place significant size or weight restrictions on shipments and, therefore, it does not compete with delivery services such as

United Parcel Service and Federal Express in the overnight small parcel market. 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.

FASI provides pool distribution services primarily to regional and nationwide distributors and retailers, such as mall, strip mall and outlet based retail chains.

- *Superior Service Offerings.* Forward Air's published deferred air 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 customers later cut-off times, a higher percentage of direct shipments (which reduces damage and lost time caused by additional sorting and reloading) and shorter delivery times than most of our competitors.

  Our network of FASI terminals allows us the opportunity to provide deliveries to a wider range of locations than most pool distribution providers with increased on-time performance.

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

  Primarily as a result of the structure of our acquisition targets and the nature of pool distribution services, FASI utilizes a higher percentage of Company-employed drivers and Company-owned equipment. However, as the conditions of individual markets and requirements of our customers allow we are increasing the usage of owner-operators in our pool distribution business.

- *Comprehensive Logistic and Other Service Offerings.* Forward Air offers an array of logistic and other services including: expedited truckload (TLX), pick-up and delivery (Forward Air Complete™), dedicated fleet, warehousing, customs brokerage and shipment consolidation and handling. These services are an essential part of many of our Forward Air customers' transportation needs and are not offered by many of our competitors. Forward Air is able to provide these services utilizing existing infrastructure and thereby able to earn additional revenue without incurring significant additional fixed costs.

- *Leading Technology Platform.* We are committed to using information technology to improve our Forward Air and FASI 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 Forward Air 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 Forward Air 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 for Forward Air to the benefit of our customers and our business processes. The primary example of this development is our Terminal Automation Program ("TAP"), a wireless application utilized in all our Forward Air terminals. The system enables individual operators to perform virtually all data entry from our terminal floor locations. The system provides immediate shipment updates, resulting in increased shipment accuracy and improved data timeliness. The TAP system not only reduces operational manpower, but also improves our on-time performance. Additionally, in order to support our Forward Air Complete service offering, we developed and installed a web-based system, which coordinates activities between our customers, operations personnel and external service providers.

  We are committed to developing the same superior level of information technology for FASI. One of the challenges FASI faces is the integration of many different software applications utilized by not only the companies FASI acquired but our individual customers as well. Our goal is to create a comprehensive system that will provide our pool distribution customers with the same level of visibility, interactivity and flexibility as experienced by our Forward Air customers.

- *Strong Balance Sheet and Availability of Funding.* Our asset-light business model and strong market position in the deferred air freight market provides the foundation for operations that produce excellent cash flow from operations even in challenging conditions. Our strong balance sheet 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 the current economic environment. The threat of financial instability may encourage new and existing customers to use a more financially secure transportation provider, such as FASI.

Growth Strategy

Our growth strategy is to take advantage of our competitive strengths in order to increase our profits and shareholder returns. Our "Completing the Model" strategic initiative is designed to facilitate this overall strategy. The goal of this initiative is to use our airport-to-airport network as the base for which to expand and launch new services that will allow us to grow in any economic environment. Principal components of our "Completing the Model" strategy include efforts to:

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

- *Develop New Customers.* We continue to actively market our Forward Air services to potential new customers, such as international freight forwarders. We believe air freight forwarders may move away from integrated air cargo carriers because those carriers charge higher rates, and away from less-than-truckload carriers because those carriers provide less reliable service and compete for the same customers as do the air freight forwarders. In addition, we believe Forward Air's comprehensive North American network and related logistics services are attractive to domestic and international airlines. Forward Air Complete can also help attract business from new customers who require pick-up and delivery for their shipments.

  By expanding our network of FASI terminals, we believe we can attract new customers and new business from existing customers by offering our services across multiple regions of the continental United States.

- *Improve Efficiency of Our Transportation Network.* We constantly seek to improve the efficiency of our airport-to-airport and FASI networks. Regional hubs and direct shuttles improve Forward Air's efficiency by reducing the number of miles freight must be transported and reducing the number of times freight must be handled and sorted. As the volume of freight between key markets increases, we intend to continue to add direct shuttles. In 2007, we completed the purchase of two new facilities in Chicago, Illinois and Atlanta, Georgia and purchased land and began construction on a new regional terminal in Dallas/Fort Worth, Texas. Also, in 2006, we completed the expansion of our national hub in Columbus, Ohio. With these new and expanded facilities, we believe we will have the necessary space to grow our business in key gateway cities and to offer the additional services required by our "Completing the Model" strategy.

  We can improve our FASI operations by improving the efficiencies of our daily and weekly routes and the cartons handled per hour on our docks. We are constantly looking to improve our route efficiencies by consolidating loads and utilizing owner-operators when available. During 2008, we also began to invest in conveyor systems for our FASI terminals to increase productivity of our cargo handlers.

- *Expand Logistics and Other Services.* We continue to expand our logistics and other services to increase revenue and improve utilization of our Forward Air terminal facilities and labor force. Because of the timing of the arrival and departure of cargo, our Forward Air 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 Forward Air logistic services in the past few years, such as TLX (expedited truckload services), dedicated fleet, warehousing, customs brokerage and shipment consolidation and handling services. These services directly benefit our existing customers and increase our ability to attract new customers, particularly those air freight forwarders that cannot justify providing the services directly. These services are not offered by many transportation providers with whom we compete and are attractive to customers who prefer to use one provider for all of their transportation needs.

- *Expand Pool Distribution Services and Integrate with our Forward Air Services.* In addition to increasing our revenue from traditional pool distribution services we are working to integrate our Forward Air and FASI service offerings. Through this process we are able to offer customers linehaul or truckload services, with handling and sorting at the origin and destination terminal, and final distribution to one or many locations utilizing FASI pool distribution or Forward Air Complete.

- *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 intend to continue to evaluate acquisitions that can increase our penetration of a geographic area, add new customers, increase freight volume and add new service offerings. In addition, we expect to explore acquisitions that may enable us to offer additional services. Since our inception, we have acquired certain assets and liabilities of twelve businesses that met one or more of these criteria. During 2008 and 2007, we acquired certain assets and liabilities of four companies that met these criteria.

    - In July 2007, we acquired certain assets and liabilities of USAC which provided the base from which we launched our FASI pool distribution services.

    - In December 2007, we acquired certain assets and liabilities of Black Hawk Freight Services, Inc. ("Black Hawk") which increased the penetration of our Forward Air airport-to-airport network in the Midwest.

    - In March 2008, we acquired certain assets and liabilities of Pinch Holdings, Inc. and its related company AFTCO Enterprises, Inc. and certain of their respective wholly-owned subsidiaries ("Pinch"). Pinch was a privately-held provider of pool distribution, airport-to-airport, truckload, custom, and cartage services primarily to the Southwestern continental United States. This acquisition gave FASI a presence primarily in Texas and strengthens the position of our Forward Air network in the Southwest United States.

    - In September 2008, we acquired certain assets and liabilities of Service Express, Inc. ("Service Express"). The acquisition of Service Express, a privately-held provider of pool distribution services, helped us expand FASI's geographic footprint in the Mid-Atlantic and Southeastern continental United States.

Operations

We operate in two reportable segments, based on differences in the services provided: Forward Air and FASI. Through Forward Air we are a leading provider of time-definite transportation and related logistics services to the North American deferred air freight market. Forward Air's activities can be broadly classified into three categories of services: airport-to-airport, logistics and other.

Through our FASI segment we provide pool distribution services throughout the Mid-Atlantic, Southeast, Midwest and Southwest continental United States. Pool distribution involves managing high-frequency handling and distribution of time-sensitive product to numerous destinations in specific geographic regions.

Forward Air

Airport-to-airport

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

Terminals

Our airport-to-airport network consists of terminals located in the following 82 cities:

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

* Denotes an independent agent location.

Independent agents operate 17 of our 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, Kansas City, Los Angeles, New Orleans, Newark, Newburgh, Orlando and San Francisco.

Shipments

The average weekly volume of freight moving through our network was approximately 34.2 million pounds per week in 2008. During 2008, our average shipment weighed approximately 756 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 1990.

Year	Average Weekly Volume in Pounds (In millions)
1990	1.2
1991	1.4
1992	2.3
1993	3.8
1994	7.4
1995	8.5
1996	10.5
1997	12.4
1998	15.4
1999	19.4
2000	24.0
2001	24.3
2002	24.5
2003	25.3
2004	28.7
2005	31.2
2006	32.2
2007	32.8
2008	34.2

Logistics and Other Services

Our 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 truckload brokerage, or TLX;
- dedicated fleets;
- customs brokerage, such as assistance with U.S. Customs and Border Protection ("U.S. Customs") procedures for both import and export shipments;

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

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

Revenue and purchased transportation for our TLX and dedicated fleet services are largely determined by the number of miles driven. The table below summarizes the average miles driven per week to support our logistics services since 2003:

Year	Average Weekly Miles (In thousands)
2003	211
2004	259
2005	248
2006	331
2007	529
2008	676

Forward Air Solutions (FASI)

Pool Distribution

Through our FASI segment we provide pool distribution services through a network of terminals and service locations in 19 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 primary customers for this product are regional and nationwide distributors and retailers, such as mall, strip mall and outlet based retail chains.

We continue to expand the geographic footprint of our FASI pool distribution business, primarily through acquisitions. On September 8, 2008, we acquired certain assets and liabilities of Service Express. The acquisition of Service Express helped us expand our geographic footprint in the Mid-Atlantic and Southeastern continental United States. On March 17, 2008, we acquired certain assets and liabilities of Pinch. The acquisition of Pinch's pool distribution services expanded the geographic footprint of FASI into Texas and the Southwestern United States. During 2008, we added locations in Alabama, Georgia, Maryland, Nevada, North Carolina, Texas and Virginia. Our pool distribution network consists of terminals and service locations in the following 19 cities:

City	
Albuquerque, NM	Kansas City, MO
Atlanta, GA	Lakeland, FL
Baltimore, MD	Las Vegas, NV
Charlotte, NC	Miami, FL
Dallas/Ft. Worth, TX	Montgomery, AL
Denver, CO	Nashville, TN
Des Moines, IA	Richmond, VA
Greensboro, NC	San Antonio, TX
Houston, TX	Tulsa, OK
Jacksonville, FL	

Customers and Marketing

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

Our FASI pool distribution customers are primarily comprised of national and regional retailers and distributors, such as The Limited, The Marmaxx Group, The GAP, Blockbuster and Aeropostale. We also conduct business with other pool distribution providers.

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. The information contained on our website is not part of this filing.

Technology and Information Systems

Our technology allows us to provide our Forward Air customers with real-time tracking and tracing of shipments throughout the transportation process, complete shipment history, proof of delivery, estimated charges and electronic bill presentment. In addition, our Forward Air customers are able to electronically transmit bookings to us from their own networks and schedule transportation and obtain tracking and tracing information. We continue to develop and enhance our systems to permit our customers to obtain this information both through the Internet and through electronic data interchange.

We continue to enhance our Forward Air TAP application and website service offerings in our continuing effort to automate and improve operations. TAP enables operations personnel to perform data entry from our terminal floor locations. This greatly reduces the need for data entry personnel and provides immediate shipment updates. The result is increased shipment accuracy and improved data timeliness. The TAP system improves our ability to provide accurate, real-time information, and results in both competitive service advantages and increased productivity throughout our network. Our Forward Air Complete website coordinates activities between our customers, operations personnel and external service providers. We believe that the TAP system, Forward Air Complete website and other technical enhancements will assist us in capitalizing on new business opportunities and could encourage customers to increase the volume of freight they send through our network.

We have invested and expect to continue investing management and financial resources on maintaining and upgrading our information systems, particularly for our FASI operations, in an effort to increase the volume of freight we can handle in our networks, improve the visibility of shipment information and reduce our operating costs. The ability to provide accurate, real-time information on the status of shipments is increasingly important to our customers and our efforts in this area could result in both competitive service advantages, and increased productivity throughout our networks. We believe our continuing technical enhancements will assist us in capitalizing on new business opportunities, capturing additional freight from existing customers, and attracting new customers.

Purchased Transportation

We contract for most of our Forward Air transportation services on a per mile basis from owner-operators. FASI also utilizes owner-operators for certain of its transportation services, but relies more on Company-employed drivers. The owner-operators own, operate and maintain their own tractors and employ their own drivers. Our freight handlers load and unload our trailers for hauling by owner-operators between our terminals.

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

As a result of 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 $189.0 million incurred for purchased transportation during 2008, we purchased 66.3% from owner-operators and 33.7% from other surface transportation providers.

Competition

The air freight and pool distribution transportation industries are highly competitive and very fragmented. Our Forward Air and FASI competitors primarily include regional trucking companies and regional 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 is based on service, primarily 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. 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.

Seasonality

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

Employees

As of December 31, 2008, we had 2,021 full-time employees, 559 of whom were freight handlers. Also, as of that date, we had an additional 649 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.

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 materially adverse effect on our business, financial condition or results of operations.

Regulation

The DOT and various state agencies have been granted broad powers over our business. These entities generally regulate such activities as authorization to engage in property brokerage and motor carrier operations, safety and financial reporting. We are licensed through our subsidiaries by the DOT as a motor carrier and as a 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 ®, and Forward Air Complete ™. These marks are of significant value to our business.

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 Ethics and our reports as soon as reasonably practicable after such material is electronically filed with or furnished to the SEC. Our website address is www.forwardair.com. Please note that this website address is provided as an inactive textual reference only. The information provided on the website is not part of this report, and is therefore not incorporated by reference unless such information is otherwise specifically referenced elsewhere in this report.

Item 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.

The severe economic downturn has resulted in weaker demand for ground transportation services, which may continue to have a significant negative impact on us.

We are experiencing significantly weaker demand for our airport-to-airport and pool distribution services driven by the severe downturn in the economy. We began to experience weakening demand late in 2008, and this weakness has continued into 2009. We are adjusting the size of our owner-operator fleet and reducing employee headcount to compensate for the drop in demand. If the economic downturn persists or worsens, demand for our services may continue to weaken. No assurance can be given that our reductions or other steps we may take will be adequate to offset the effects of reduced demand.

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

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

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

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

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

Our continued growth depends in significant part on our ability to increase the amount and revenue per pound of the 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 tonnage levels, 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 our customers and we cannot guarantee that our current customers will continue to utilize our services or that they will continue at the same levels. The actual shippers of the freight moved through our networks include various manufacturers and distributors of electronics, telecommunications equipment, machine parts, trade show exhibit materials and medical equipment. Adverse business conditions affecting these shippers or adverse general economic conditions are likely to cause a decline in the volume of freight shipped through our networks.

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

The freight transportation industry is highly competitive, very fragmented and historically has had few barriers to entry. Our principal competitors include regional trucking companies that specialize in handling deferred air freight and national and regional less-than-truckload carriers. To a lesser extent, we 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 air freight forwarders who decide to establish their own networks to transport deferred air freight. We believe competition is based on service, primarily on-time delivery, flexibility and reliability, as well as rates. Many of our competitors periodically reduce their rates to gain business, especially during times of economic decline. In the past several years, several of our competitors have reduced their rates to unusually low levels that we believe are unsustainable in the long-term, but that may materially adversely affect our business in the short-term. These competitors may cause a decrease in our volume of freight, require us to lower the prices we charge for our services and adversely affect both our growth prospects and profitability.

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

Under DOT regulations, we are liable for property damage and personal injuries caused by owner-operators 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, on favorable terms or at all;
- diversion of management attention;
- retention of employees and customers;
- unexpected liabilities; and
- potential erosion of operating profits as new acquisitions may be unable to achieve profitability comparable with our core airport-to-airport business.

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.

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 $40.7 million of recorded net intangible assets on our consolidated balance sheet at December 31, 2008. 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 a possible impairment, we would be required to record a non-cash impairment charge to our statement of 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 $50.2 million on our consolidated balance sheet at December 31, 2008. Goodwill is also assessed for impairment annually for each of our reportable segments. This assessment includes comparing the fair value of each reportable segment to the carrying value of the assets assigned to each reportable segment. If the carrying value of the reportable segment was to exceed our estimated fair value of the reportable segment, we would then be required to estimate the fair value of the individual assets and liabilities within the reportable segment 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 statement of 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 network. We expect customers to continue to demand more sophisticated, fully integrated information systems from their transportation providers. If we are unable to maintain and enhance our information systems to handle our freight volumes and meet the demands of our customers, our business and results of operations will be adversely affected. If our information systems are unable to handle higher freight volumes and increased logistics services, our service levels and operating efficiency may decline. This may lead to a loss of customers and a decline in the volume of freight we receive from customers.

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

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

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

We depend on owner-operators for most of our transportation needs. In 2008, owner-operators provided 66.3% 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 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.

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

The transportation industry is subject to legislative and regulatory changes that can affect the economics of our business by requiring changes in operating practices or influencing the demand for, and the cost of providing, transportation services. Heightened security concerns may continue to result in increased regulations, including the implementation of various security measures, checkpoints or travel restrictions on trucks.

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

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

Our future performance depends, in significant part, upon the continued service of our senior management team. We cannot 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 shareholder rights plan, charter and bylaws and provisions of Tennessee law could discourage or prevent a takeover that may be considered favorable.

We have a shareholder rights plan that is scheduled to expire on May 18, 2009, that may have the effect of discouraging unsolicited takeover proposals. The rights issued under the shareholder rights plan would cause substantial dilution to a person or group that attempts to acquire us on terms not approved in advance by our Board of Directors. In addition, our shareholder rights plan, charter and bylaws and provisions of Tennessee law may discourage, delay or prevent a merger, acquisition or change in control that may be considered favorable. These provisions could also discourage proxy contests and make it more difficult for shareholders to elect directors and take other corporate actions. Among other things, these provisions:

- authorize us to issue preferred stock, the terms of which may be determined at the sole discretion of our Board of Directors and may adversely affect the voting or economic rights of our shareholders; and

- establish advance notice requirements for nominations for election to the Board of Directors and for proposing matters that can be acted on by shareholders at a meeting.

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

Item 1B. Unresolved Staff Comments

None**.**

Item 2. Properties

Properties and Equipment

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

We 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. During 2006, we completed a $5.5 million expansion of this 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.

In June and March 2007, we completed the purchase of facilities near Atlanta, Georgia and Chicago, Illinois for $14.9 million and $22.3 million, respectively. The Atlanta, Georgia facility is over 142,000 square feet with 118 trailer doors and approximately 12,000 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. In addition, in February 2007, the Company acquired for $3.0 million 36.7 acres of land near Dallas/Fort Worth, Texas on which we are currently building a new regional hub facility. We anticipate completion of the Dallas/Fort Worth facility in the third quarter of 2009.

We lease and maintain 81 additional terminals, including 19 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 17 terminals are agent stations operated by independent agents who handle freight for us on a commission basis.

We own the majority of trailers we use to move freight through 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, 2008, we had 2,219 owned trailers in our fleet with an average age of approximately 3.7 years. In addition, as a result of our recent acquisitions, at December 31, 2008, we also have 127 leased trailers in our fleet.

Through our recent acquisitions we have also increased the size of our tractor and straight truck fleets. At December 31, 2008, we had 307 owned tractors and straight trucks in our fleet, with an average age of approximately 5.0 years. In addition, at December 31, 2008, we also had 185 leased tractors and straight trucks in our fleet.

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 or results of operations.

Item 4. Submission of Matters to a Vote of Security Holders

During the fourth quarter of the fiscal year ended December 31, 2008, no matters were submitted to a vote of security holders through the solicitation of proxies or otherwise.

Executive Officers of the Registrant

Pursuant to Instruction 3 to Item 401(b) of Regulation S-K 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, 2008.

The following are our executive officers:

Name	Age	Position
Bruce A. Campbell	57	President and Chief Executive Officer
Rodney L. Bell	46	Chief Financial Officer, Senior Vice President and Treasurer
Craig A. Drum	53	Senior Vice President, Sales
Matthew J. Jewell	42	Executive Vice President, Chief Legal Officer and Secretary
Chris C. Ruble	46	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. Mr. Campbell also serves as a director of Greene County Bancshares.

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, 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.

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.

2008	High	Low	Dividends
First Quarter	$ 36.86	$ 25.55	$ 0.07
Second Quarter	39.09	32.54	0.07
Third Quarter	38.58	25.77	0.07
Fourth Quarter	28.16	17.31	0.07

2007	High	Low	Dividends
First Quarter	$ 35.32	$ 29.30	$ 0.07
Second Quarter	35.78	29.67	0.07
Third Quarter	41.90	29.18	0.07
Fourth Quarter	34.93	27.07	0.07

There were approximately 433 shareholders of record of our Common Stock as of February 4, 2009.

Subsequent to December 31, 2008, our Board of Directors declared a cash dividend of $0.07 per share that will be paid on March 26, 2009 to shareholders of record at the close of business on March 11, 2009. We expect to continue to pay regular quarterly cash dividends, though each subsequent quarterly dividend is subject to review and approval by the Board of Directors.

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

None of our securities were sold during fiscal year 2008 without registration under the Securities Act.

Securities Authorized for Issuance Under Equity Compensation Plans

The following table provides information as of December 31, 2008 with respect to shares of our Common Stock that may be issued under existing equity compensation plans, including the 1992 Amended and Restated Stock Option and Incentive Plan (the "1992 Plan"), the 1999 Stock Option and Incentive Plan (the "1999 Plan"), the Non-Employee Director Stock Option Plan (the "NED Plan"), the 2000 Non-Employee Director Award (the "2000 NED Award"), 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

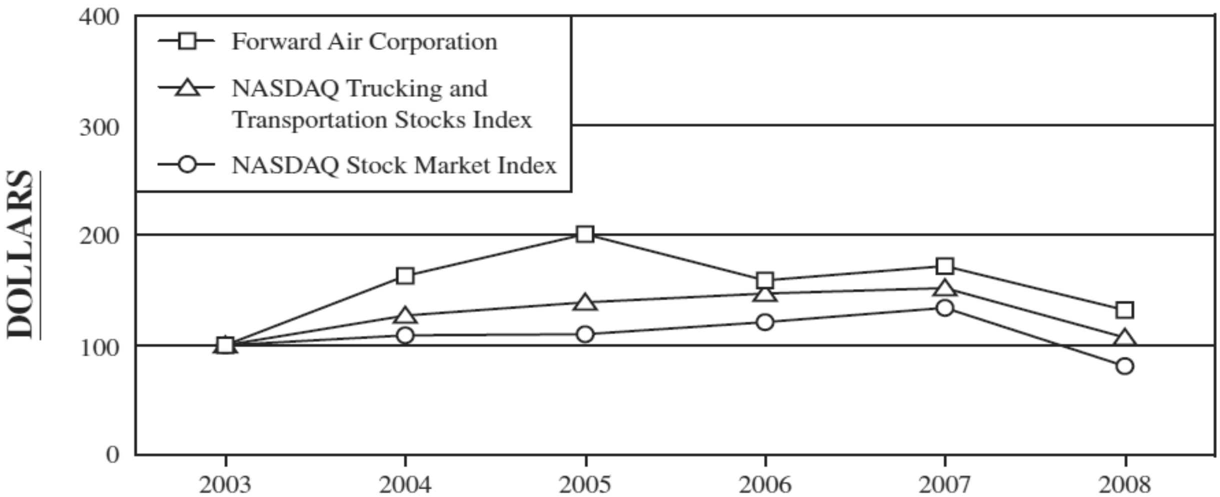
Plan Category	Number of Securities to be Issued upon Exercise of Outstanding Options, Warrants and Rights	Weighted-Average Exercise Price of Outstanding Options, Warrants and Rights	Number of Securities Remaining Available for Future Issuance Under Equity Compensation Plans
		(a)	(b)
Equity Compensation Plans Approved by Shareholders	2,577,691	$ 26.74	4,121,170
Equity Compensation Plans Not Approved by Shareholders	--	--	--
Total	2,577,691	$ 26.74	4,121,170

(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, 2008, an aggregate of 459,324 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 2003 and ending on the last trading day of December 2008. The graph assumes a base investment of $100 made on December 31, 2003 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.



	2003	2004	2005	2006	2007	2008
Forward Air Corporation	100	163	201	159	172	132
NASDAQ Trucking and Transportation Stocks Index	100	127	139	147	152	107
NASDAQ Stock Market Index	100	109	110	121	134	81

Issuer Purchases of Equity Securities

No shares of our Common Stock were repurchased by the Company during the quarter ended December 31, 2008.

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, 2008	**December 31, 2007**	**December 31, 2006**	**December 31, 2005**	**December 31, 2004**
	(In thousands, except per share data)				
Income Statement Data:					
Operating revenue	$ 474,436	$ 392,737	$ 352,758	$ 320,934	$ 282,197
Income from operations	70,285	71,048	75,396	67,437	53,598
Operating margin (1)	14.8%	18.1%	21.4%	21.0%	19.0%
Net income	42,542	44,925	48,923	44,909	34,421
Net income per share:					
Basic	$ 1.48	$ 1.52	$ 1.57	$ 1.41	$ 1.07
Diluted	$ 1.47	$ 1.50	$ 1.55	$ 1.39	$ 1.05
Cash dividends declared per common share	$ 0.28	$ 0.28	$ 0.28	$ 0.24	$ --
Balance Sheet Data (at end of period):					
Total assets	$ 307,527	$ 241,884	$ 213,014	$ 212,600	$ 214,553
Long-term obligations, net of current portion	53,035	31,486	796	837	867
Shareholders' equity	216,434	171,733	185,227	178,816	181,003

(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 two principal segments: Forward Air and FASI.

Through our Forward Air segment, we are a leading provider of time-definite surface transportation and related logistics services to the North American deferred air freight market. We offer our customers 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 82 cities in the United States and Canada, including a central sorting facility in Columbus, Ohio and 11 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.

On July 30, 2007, through our subsidiary and reporting segment, FASI, and in conjunction with the acquisition of USAC, we began providing 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 product 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 19 cities.

Our operations, particularly our network of hubs and terminals, represent substantial fixed costs. Consequently, our continued growth 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, which will allow us to maintain revenue growth in challenging shipping environments.

Trends and Developments

Acquisitions

During the year ended December 31, 2008 we experienced revenue growth across all product lines and segments. The revenue growth was primarily driven by our 2008 and 2007 acquisitions and was partially offset by the challenging economic conditions of 2008.

On September 8, 2008, we acquired certain assets and liabilities of Service Express. Service Express was a privately-held provider of pool distribution services primarily in the Mid-Atlantic and Southeastern continental United States. Service Express generated approximately $39.0 million in revenue during the year ended December 31, 2007. The acquisition of Service Express' pool distribution services added to the geographic footprint of the FASI segment in the Mid-Atlantic and Southeastern United States.

On March 17, 2008, we acquired certain assets and liabilities of Pinch. Pinch was a privately-held provider of pool distribution, airport-to-airport, truckload, custom, and cartage services primarily to the Southwestern continental United States. Pinch generated approximately $35.0 million in revenue during the year ended December 31, 2007. The acquisition of Pinch's pool distribution services expanded the geographic footprint of the FASI segment in the Southwestern United States. In addition, it provided additional tonnage density to the Forward Air airport-to-airport network, and the acquisition of Pinch's cartage and truckload business provided an opportunity for Forward Air to expand its service options in the Southwestern United States.

Further, on December 3, 2007 we acquired certain assets and liabilities of Black Hawk for approximately $35.2 million to increase the penetration of our airport-to-airport network in the Midwest continental United States. Also, on July 30, 2007, we acquired certain assets and liabilities of USAC for approximately $12.9 million. Through this acquisition we began providing pool distribution services throughout the Southeast, Midwest and Southwest continental United States.

While providing different benefits, these acquisitions fit into our "Completing the Model" strategic initiative of using acquisitions to grow our existing business and to expand into new services and lines of business that will provide for revenue growth in any market conditions. We will continue to evaluate potential acquisitions that can increase our penetration of a geographic area, add new customers, increase freight, or enable us to offer additional services.

Results of Operations

During the year ended December 31, 2008, despite the increase in revenue driven primarily by the above acquisitions, we experienced a year-over-year decrease in our income from operations. The year-over-year decrease in income from operations was largely due to the current economic recession and the resulting decrease in our business levels during the fourth quarter of 2008. The depressed fourth quarter 2008 earnings were driven by the decrease in airport-to-airport revenue during the fourth quarter of 2008 versus the same period in 2007 and lower than expected FASI revenue and results of operations. The significant decline in airport-to-airport revenue was driven by an over 10.0% decrease in the tonnage shipped through our network during the fourth quarter of 2008 compared to the same period in 2007. The decline in airport-to-airport tonnage was directly related to the current economic recession. The economic recession was also largely responsible for lower than expected revenue and reduced year-over-year fourth quarter earnings in our FASI segment. FASI's net income was approximately $0.9 million less in the fourth quarter of 2008 versus the fourth quarter of 2007 as depressed revenues due to the economic environment prevented us from achieving results comparable with 2007.

Increases in revenues from our logistics services, mainly TLX, and FASI offset the decline in airport-to-airport revenue; however these services, are not as profitable and did not generate comparable operating results with our airport-to-airport business. We expect these year-over-year decreases to continue into 2009, as our airport-to-airport business continues to experience large year-over-year decreases in business levels.

Also, declining fuel prices may adversely affect our revenues in 2009. 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 tonnage transiting our network. The decline in tonnage levels combined with the year-over-year decline in diesel fuel prices could result in a significant reduction in our net fuel surcharge revenue during 2009.

Segments

Effective July 30, 2007, in conjunction with FASI's acquisition of certain assets and liabilities of USAC, we began reporting our operations as two segments: Forward Air and FASI.

Our Forward Air segment includes our airport-to-airport, Forward Air Complete, and TLX services as well as our other accessorial related services such as warehousing; customs brokerage; and value-added handling services.

Our FASI segment includes our pool distribution business and the related assets and liabilities purchased from USAC, Pinch and Service Express.

Results of Operations

The following table sets forth our historical financial data for the years ended December 31, 2008 and 2007 (in millions):

	Year ended			
	December 31, 2008	**December 31, 2007**	**Change**	**Percent Change**
Operating revenue	$ 474.4	$ 392.7	$ 81.7	20.8 %
Operating expenses:				
Purchased transportation	189.0	164.4	24.6	15.0
Salaries, wages, and employee benefits	116.5	88.8	27.7	31.2
Operating leases	24.4	16.8	7.6	45.2
Depreciation and amortization	16.6	10.9	5.7	52.3
Insurance and claims	8.1	7.7	0.4	5.2
Fuel expense	11.5	2.4	9.1	379.2
Other operating expenses	38.0	30.7	7.3	23.8
Total operating expenses	404.1	321.7	82.4	25.6
Income from operations	70.3	71.0	(0.7)	(1.0)
Other income (expense):				
Interest expense	(1.2)	(0.5)	(0.7)	140.0
Other, net	0.3	1.8	(1.5)	(83.3)
Total other (expense) income	(0.9)	1.3	(2.2)	(169.2)
Income before income taxes	69.4	72.3	(2.9)	(4.0)
Income taxes	26.9	27.4	(0.5)	(1.8)
Net income	$ 42.5	$ 44.9	$ (2.4)	(5.3) %

The following table sets forth our historical financial data for the years ended December 31, 2008 and 2007 (in millions):

	Year ended					
	December 31, 2008	Percent of Revenue	December 31, 2007	Percent of Revenue	Change	Percent Change
Operating revenue						
Forward Air	$ 421.2	88.8%	$ 376.8	95.9%	$ 44.4	11.8 %
FASI	55.3	11.6	16.0	4.1	39.3	245.6
Intercompany Eliminations	(2.1)	(0.4)	(0.1)	--	(2.0)	2,000.0
Total	474.4	100.0	392.7	100.0	81.7	20.8
Purchased transportation						
Forward Air	179.9	42.7	162.4	43.1	17.5	10.8
FASI	11.2	20.2	2.1	13.1	9.1	433.3
Intercompany Eliminations	(2.1)	100.0	(0.1)	100.0	(2.0)	2,000.0
Total	189.0	39.9	164.4	41.9	24.6	15.0
Salaries, wages and employee benefits						
Forward Air	92.5	22.0	82.0	21.8	10.5	12.8
FASI	24.0	43.4	6.8	42.5	17.2	252.9
Total	116.5	24.6	88.8	22.6	27.7	31.2
Operating leases						
Forward Air	18.5	4.4	15.8	4.2	2.7	17.1
FASI	5.9	10.7	1.0	6.3	4.9	490.0
Total	24.4	5.1	16.8	4.3	7.6	45.2
Depreciation and amortization						
Forward Air	14.4	3.4	10.4	2.8	4.0	38.5
FASI	2.2	4.0	0.5	3.1	1.7	340.0
Total	16.6	3.5	10.9	2.8	5.7	52.3
Insurance and claims						
Forward Air	7.3	1.7	7.2	1.9	0.1	1.4
FASI	0.8	1.4	0.5	3.1	0.3	60.0
Total	8.1	1.7	7.7	1.9	0.4	5.2
Fuel expense						
Forward Air	5.8	1.4	1.3	0.3	4.5	346.2
FASI	5.7	10.3	1.1	6.9	4.6	418.2
Total	11.5	2.4	2.4	0.6	9.1	379.2
Other operating expenses						
Forward Air	32.1	7.6	29.0	7.7	3.1	10.7
FASI	5.9	10.7	1.7	10.6	4.2	247.1
Total	38.0	8.0	30.7	7.8	7.3	23.8
Income (loss) from operations						
Forward Air	70.7	16.8	68.7	18.2	2.0	2.9
FASI	(0.4)	(0.7)	2.3	14.4	(2.7)	(117.4)
Total	$ 70.3	14.8%	$ 71.0	18.1%	$ (0.7)	(1.0)%

The following table presents the components of the Forward Air segment's operating revenue and purchased transportation for the years ended December 31, 2008 and 2007 (in millions):

	2008	Percent of Revenue	2007	Percent of Revenue	Change	Percent Change
Forward Air revenue						
Airport-to-airport	$ 336.2	79.8%	$ 313.2	83.1%	$ 23.0	7.3%
Logistics	59.9	14.2	42.7	11.3	17.2	40.3
Other	25.1	6.0	20.9	5.6	4.2	20.1
Total	$ 421.2	100.0 %	$ 376.8	100.0%	$ 44.4	11.8%
Forward Air purchased transportation						
Airport-to-airport	$ 128.9	38.3 %	$ 123.7	39.5%	$ 5.2	4.2%
Logistics	44.5	74.3	32.7	76.6	11.8	36.1
Other	6.5	25.9	6.0	28.7	0.5	8.3
Total	$ 179.9	42.7%	$ 162.4	43.1%	$ 17.5	10.8%

Year ended December 31, 2008 compared to Year ended December 31, 2007

Revenues

Operating revenue increased by $81.7 million, or 20.8%, to $474.4 million for the year ended December 31, 2008 from $392.7 million for the year ended December 31, 2007.

Forward Air

Forward Air operating revenue increased $44.4 million, or 11.8%, to $421.2 million from $376.8 million, accounting for 88.8% of consolidated operating revenue for the year ended December 31, 2008. Airport-to-airport revenue, which is the largest component of our consolidated operating revenue, increased $23.0 million, or 7.3%, to $336.2 million from $313.2 million, accounting for 79.8% of the segment's operating revenue during the year ended December 31, 2008 compared to 83.1% for the year ended December 31, 2007. The increase in airport-to-airport revenue was driven by our recent acquisitions, increased utilization of Forward Air Complete and increased net fuel surcharge revenue. Revenue for Forward Air Complete, our pick-up and delivery service for the airport-to-airport network increased $11.4 million in 2008 over 2007 due to increased customer utilization of the service. Also, net fuel surcharge revenue increased $12.4 million in 2008 over 2007 primarily driven by the increase in tonnage and fuel prices during the second and third quarters of 2008. These increases were slightly offset by a $0.8 million decrease in our base airport-to-airport revenue. The 4.4% increase in tonnage that transited our network was offset by a 4.5% decrease in average revenue per pound before fuel surcharge and Forward Air Complete revenues. The increase in tonnage was primarily driven by the increased activity resulting from our acquisitions of Pinch and Black Hawk in March 2008 and December 2007, respectively, offset by the impact of the economic recession on our airport-to-airport network during the second half of 2008, but most acutely in the fourth quarter of 2008. Average revenue per pound before net fuel surcharge and Forward Air Complete revenues decreased due to a shift in our business mix to shorter distance lower price per pound routes. This shift was primarily the result of new business obtained with the Pinch and Black Hawk acquisitions as well as increased business from international and domestic airlines.

Logistics revenue, which is primarily truckload brokerage (TLX) and priced on a per mile basis, increased $17.2 million, or 40.3%, to $59.9 million in the year ended December 31, 2008 from $42.7 million in the year ended December 31, 2007. The increase in logistics revenue is the result of our continuing efforts as part of our "Completing the Model" strategic initiative to grow TLX and $4.0 million in new revenue from service lines obtained through the Pinch and Black Hawk acquisitions. We continue to place emphasis on capturing a larger percentage of truckload opportunities and correspondingly increasing our access to sufficient truckload capacity through the expansion of our owner-operator fleet and the use of third-party transportation providers. Through these efforts, we increased the number of miles driven to support our TLX revenue by 27.9% during the year ended December 31, 2008 compared to the year ended December 31, 2007. The average revenue per mile of our TLX product, including the impact of fuel surcharges, increased 2.1% for the year ended December 31, 2008 versus the year ended December 31, 2007. The increase in revenue per mile is mainly attributable to increased fuel surcharges to offset increased fuel costs.

Other revenue, which includes warehousing services and terminal handling, accounts for the final component of Forward Air operating revenue. Other revenue increased $4.2 million to $25.1 million for the year ended December 31, 2008, a 20.1% increase from $20.9 million for the year ended December 31, 2007. The increase was primarily due to increased cartage, handling and storage revenue due to new services offered through our recently expanded facilities. The increased cartage revenue is also the result of new business obtained in conjunction with the Pinch and Black Hawk acquisitions.

FASI

FASI operating revenue increased $39.3 million to $55.3 million for the year ended December 31, 2008 from $16.0 million for the year ended December 31, 2007. The increase in revenue is the result of additional activity from the Pinch acquisition on March 17, 2008 and the Service Express acquisition on September 8, 2008. In addition, the year ended December 31, 2008 includes a full twelve months of revenue compared to only five months for the year ended December 31, 2007, as FASI began operations on July 30, 2007 in conjunction with the acquisition of USAC.

Intercompany Eliminations

Intercompany eliminations of $2.1 million are the result of truckload and airport-to-airport services Forward Air provided to FASI during the year ended December 31, 2008. FASI also provides cartage services to Forward Air.

Purchased Transportation

Purchased transportation increased by $24.6 million, or 15.0%, to $189.0 million for the year ended December 31, 2008 from $164.4 million for the year ended December 31, 2007. As a percentage of total operating revenue, purchased transportation was 39.9% during the year ended December 31, 2008 compared to 41.9% for the year ended December 31, 2007.

Forward Air

Forward Air's purchased transportation increased by $17.5 million, or 10.8%, to $179.9 million for the year ended December 31, 2008 from $162.4 million for the year ended December 31, 2007. The increase in purchased transportation is primarily attributable to an increase of approximately 6.4% in miles driven in addition to a 4.1% increase in the total cost per mile for the year ended December 31, 2008 versus the year ended December 31, 2007. As a percentage of segment operating revenue, Forward Air purchased transportation was 42.7% during the year ended December 31, 2008 compared to 43.1% for the year ended December 31, 2007.

Purchased transportation costs for our airport-to-airport network increased $5.2 million, or 4.2%, to $128.9 million for the year ended December 31, 2008 from $123.7 million for the year ended December 31, 2007. For the year ended December 31, 2008, purchased transportation for our airport-to-airport network decreased to 38.3% of airport-to-airport revenue from 39.5% for the year ended December 31, 2007. The $5.2 million increase is attributable to a 1.2% increase in miles driven by our network of owner-operators or third party transportation providers plus a 3.0% increase in cost per mile. The change in miles increased purchased transportation by $1.5 million while the change in cost per mile increased purchased transportation $3.7 million. Miles driven by our network of owner-operators or third party transportation providers increased to support the increased revenue activity, mainly in the first half of 2008 as discussed above. The increase in cost per mile is attributable to increased customer utilization of Forward Air Complete mitigated by increased utilization of our network of owner-operators as opposed to more costly third party transportation providers. Additionally, the increase in cost per mile was also offset by the increased use of Company-employed drivers. The increase in the number of Company-employed drivers and their use in the airport-to-airport network is mainly a result of the Pinch and Black Hawk acquisitions. The cost for the Company-employed drivers is included in salaries, wages and benefits instead of purchased transportation.

Purchased transportation costs for our logistics revenue increased $11.8 million, or 36.1%, to $44.5 million for the year ended December 31, 2008 from $32.7 million for the year ended December 31, 2007. For the year ended December 31, 2008, logistics' purchased transportation costs represented 74.3% of logistics revenue versus 76.6% for the year ended December 31, 2007. The 36.1% increase is partially attributable to a $2.3 million increase in costs associated with new logistics business obtained through the acquisition of Pinch and Black Hawk. The remaining increase is attributable to a 27.9% increase in miles driven by our network of owner-operators or third party transportation providers plus a 0.9% increase in the related cost per mile. Miles driven by our network of owner-operators or third party transportation providers increased to support our continuing efforts to grow our TLX business as discussed above, and accounted for $9.1 million of the increase in logistics purchased transportation. The change in the cost per mile increased the logistics purchased transportation by $0.4 million. The increase in cost per mile was mostly the result of increased rates from third party transportation providers mostly offset by increased use of our network of owner-operators. The decrease in logistics transportation as a percentage of revenue is the result of the favorable change in business mix as well as the addition of the new services from the Pinch and Black Hawk acquisitions.

Purchased transportation costs related to our other revenue increased $0.5 million, or 8.3%, to $6.5 million for the year ended December 31, 2008 from $6.0 million for the year ended December 31, 2007. Other purchased transportation costs as a percentage of other revenue decreased to 25.9% of other revenue for the year ended December 31, 2008 from 28.7% for the year ended December 31, 2007. The improvement in other purchased transportation costs as a percentage of other revenue is attributable to the use of Company-employed drivers to provide the transportation services associated with new business obtained from the Pinch and Black Hawk acquisitions.

FASI

FASI purchased transportation increased to $11.2 million for the year ended December 31, 2008 from $2.1 million for the year ended December 31, 2007. FASI purchased transportation as a percentage of revenue was 20.2% for the year ended December 31, 2008 compared to 13.1% for the year ended December 31, 2007. The increase in purchased transportation is mainly due to our continued expansion of the FASI business through the acquisitions of Pinch and Service Express in March 2008 and September 2008, respectively. In addition, the year ended 2008 includes a full twelve months of FASI activity compared to only five months for the year ended December 31, 2007, as FASI began operations on July 30, 2007. Purchased transportation has increased as a percentage of FASI revenue mainly due to the increased use of owner-operators particularly in conjunction with the acquisition of Pinch.

Intercompany Eliminations

Intercompany eliminations increased to $2.1 million and are the result of truckload and airport-to-airport services Forward Air provided to FASI during the year ended December 31, 2008. During the year ended December 31, 2008, FASI also provided cartage services to Forward Air.

Salaries, Wages, and Benefits

Salaries, wages and employee benefits increased by $27.7 million, or 31.2%, to $116.5 million in the year ended 2008 from $88.8 million in the same period of 2007. As a percentage of total operating revenue, salaries, wages and employee benefits was 24.6% during the year ended December 31, 2008 compared to 22.6% for the same period in 2007.

Forward Air

Salaries, wages and employee benefits of Forward Air increased by $10.5 million, or 12.8%, to $92.5 million in the year ended December 31, 2008 from $82.0 million for the year ended December 31, 2007. Salaries, wages and employee benefits were 22.0% of Forward Air's operating revenue in the year ended December 31, 2008 compared to 21.8% for the year ended December 31, 2007. The increase in salaries, wages and employee benefits as a percentage of revenue was the result of increases in health insurance costs and share-based compensation offset by decreases in workers' compensation and employee incentive costs.

Employee incentives decreased $0.4 million, or 0.2% as a percentage of revenue for the year ended December 31, 2008 as compared to the year ended December 31, 2007. The decrease was due to a reduction of annual incentives for key employees due to failures to achieve performance goals. During the fourth quarter of 2008, salaries, wages and employee benefits were reduced by $1.5 million as we reduced accruals for annual senior management incentives as annual earnings goals were not met. Comparatively, we increased salaries, wages and employee benefits by $1.1 million during the fourth quarter of 2007 for annual incentives to senior management.

Workers' compensation costs decreased approximately $1.1 million, or 0.3% as a percentage of Forward Air operating revenue. The year-over-year difference is primarily due to a $0.7 million increase in our workers' compensation loss reserves recorded in 2007 that resulted from an actuarial analysis. The remaining decrease is due to 2008 reductions in our workers' compensation loss reserves as a result of lower claims experience than projected in previous periods.

Share-based compensation increased $2.4 million, or 0.5% as a percentage of Forward Air operating revenue, due to the annual grants of stock options and non-vested shares of common stock to key members of management and non-employee directors from 2006 to the present. Health insurance costs increased $1.8 million and 0.3% as a percentage of Forward Air operating revenue. The increase is driven by an increase in plan participants primarily as a result of our Pinch and Black Hawk acquisitions in March 2008 and December 2007, respectively.

The remaining increase in total dollars is attributable to the increased headcount of mainly terminal and Company-employed drivers associated with our acquisitions of Pinch and Black Hawk.

FASI

FASI salaries, wages and employee benefits increased to $24.0 million for the year ended December 31, 2008 compared to $6.8 million for the year ended December 31, 2007. The $17.2 million increase is mainly attributable to the year ended 2008 including twelve months of expense while 2007 included only five months, as FASI was not operating until July 30, 2007. As a percentage of FASI operating revenue, salaries, wages and benefits increased to 43.4% for the year ended December 31, 2008 compared to 42.5% for the year ended December 31, 2007. 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 as opposed to independent owner-operators. The increase in salaries, wages and employee benefits as a percentage of revenue is attributable to the acquisition of Service Express in September 2008. The terminals we acquired with the Service Express acquisition utilize a much higher percentage of contract labor for its dock personnel than used by preexisting FASI terminals. Contract labor is more expensive in the short term than Company-employed cargo handlers and dock personnel. We will evaluate the proper utilization of contract labor in these terminals during the first quarter of 2009.

Operating Leases

Operating leases increased by $7.6 million, or 45.2%, to $24.4 million in the year ended December 31, 2008 from $16.8 million in the year ended December 31, 2007. Operating leases, the largest component of which is facility rent, were 5.1% of consolidated operating revenue for the year ended December 31, 2008 compared with 4.3% for the year ended December 31, 2007.

Forward Air

Operating leases increased $2.7 million and 17.1% to $18.5 million in the year ended December 31, 2008 from $15.8 million for the year ended December 31, 2007. Operating leases were 4.4% of Forward Air operating revenue for the year ended December 31, 2008 compared with 4.2% for the year ended December 31, 2007. The increase in operating leases in total dollars was attributable to $1.5 million in higher facility rent expense associated with the assumption of additional facilities as a result of the Pinch and Black Hawk acquisitions and the expansion of certain facilities. Operating leases also increased $1.2 million for trailer and tractor leases assumed in conjunction with the acquisitions of Pinch and Black Hawk.

FASI

FASI operating lease expense increased $4.9 million to $5.9 million for the year ended December 31, 2008 from $1.0 million for the year ended December 31, 2007. Approximately $2.8 million of the increase was attributable to higher facility rent expense due to the increased number of terminals resulting from the Pinch and Service Express acquisitions. Operating leases also increased $2.1 million for trailer, tractor, and straight truck leases assumed in conjunction with the acquisitions of Pinch and Service Express. The increase in operating lease expense, both for facilities and equipment, is also attributable to the year ended 2008 including twelve months of lease expense while 2007 included only five months, as FASI was not operating until July 30, 2007. The increase in lease expense for tractors, straight trucks and trailers is the primary reason for the increase in operating leases as a percentage of revenue.

Depreciation and Amortization

Depreciation and amortization increased $5.7 million, or 52.3%, to $16.6 million in the year ended December 31, 2008 from $10.9 million for the year ended December 31, 2007. Depreciation and amortization was 3.5% of consolidated operating revenue for the year ended December 31, 2008 compared with 2.8% for the year ended December 31, 2007.

Forward Air

Depreciation and amortization expense as a percentage of Forward Air operating revenue was 3.4% in the year ended December 31, 2008 compared to 2.8% for the year ended December 31, 2007. The increase in depreciation and amortization expense as a percentage of revenue is primarily due to a $2.1 million, or 0.5% as a percentage of revenue, increase in amortization expense for intangible assets associated with the acquisitions of Pinch and Black Hawk. The remaining increase represents depreciation on new forklifts and other miscellaneous equipment and assets.

FASI

FASI depreciation and amortization increased $1.7 million to $2.2 million for the year ended December 31, 2008 from $0.5 million for the year ended December 31, 2007. Depreciation and amortization expense as a percentage of FASI operating revenue was 4.0% in the year ended December 31, 2008 compared to 3.1% for the year ended December 31, 2007. The increase in depreciation and amortization expense as a percentage of revenue is partially due to a $0.6 million, or 0.4% as a percentage of revenue, increase in amortization expense for intangible assets associated with the Service Express, Pinch and USAC acquisitions. The remainder of the increase is attributable to a full year of depreciation on assets acquired from USAC and increased depreciation from tractors, trailers and other equipment assumed in conjunction with our acquisitions of Pinch and Service Express.

Insurance and Claims

Insurance and claims expense increased $0.4 million, or 5.2%, to $8.1 million for the year ended December 31, 2008 from $7.7 million for the year ended December 31, 2007. Insurance and claims were 1.7% of consolidated operating revenue during 2008 compared with 1.9% in 2007.

Forward Air

Insurance and claims as a percentage of Forward Air operating revenue was 1.7% in the year ended December 31, 2008 compared to 1.9% for the year ended December 31, 2007. The $0.1 million and 1.4% increase in insurance and claims for the year ended 2008 compared to the year ended December 31, 2007 is the result of increased insurance premiums resulting from the increased number of owner-operators, Company-employed drivers, and rolling stock equipment in our fleet.

FASI

FASI insurance and claims increased $0.3 million to $0.8 million for the year ended December 31, 2008 from $0.5 million for the year ended December 31, 2007. As a percentage of operating revenue, insurance and claims was 1.4% for the year ended December 31, 2008 compared to 3.1% for the year ended December 31, 2007. The decrease as a percentage of revenue is attributable to the increase in revenue outpacing the increase in claims and insurance premiums.

Fuel Expense

Fuel expense increased $9.1 million, to $11.5 million in the year ended December 31, 2008 from $2.4 million in the year ended December 31, 2007. Fuel expense was 2.4% of consolidated operating revenue for the year ended December 31, 2008 compared with 0.6% for the year ended December 31, 2007.

Forward Air

Fuel expense was 1.4% of Forward Air operating revenue in the year ended December 31, 2008 compared to 0.3% in the year ended December 31, 2007. The $4.5 million increase was primarily attributable to the increased number of Company-employed drivers and Company-owned or operated equipment as a result of the Pinch and Black Hawk acquisitions in March 2008 and December 2007, respectively. Also increasing fuel expense was the significant year-over-year increase in average diesel fuel prices during the second and third quarters of 2008.

FASI

FASI fuel expense increased $4.6 million, to $5.7 million in the year ended December 31, 2008 from $1.1 million in the year ended December 31, 2007. Fuel expenses were 10.3% of FASI operating revenue in the year ended December 31, 2008 compared to 6.9% for the year ended December 31, 2007. 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 attributable to the increase in owned and leased tractors assumed with the Pinch and Service Express acquisitions. The increase is also attributable to the year ended 2008 including a full year of FASI activity as opposed to only five months for 2007. Also increasing fuel expense was the significant year-over-year increase in average diesel fuel prices during the second and third quarters of 2008.

Other Operating Expenses

Other operating expenses increased $7.3 million, or 23.8%, to $38.0 million in the year ended December 31, 2008 from $30.7 million for the year ended December 31, 2007. Other operating expenses were 8.0% of consolidated operating revenue for the year ended December 31, 2008 compared with 7.8% in the same period of 2007.

Forward Air

Other operating expenses were 7.6% of Forward Air operating revenue in the year ended December 31, 2008 compared to 7.7% for the year ended December 31, 2007. The 0.1% decrease in other operating expenses as a percentage of operating revenue is the result of efforts to control discretionary costs by reducing expenses such as management training, marketing and travel. In addition, during the year ended December 31, 2008 other operating expenses were reduced by $0.2 million related to the reversal of previous accruals for fines and penalties associated with the settlement of a dispute with a state taxing authority. The dispute was settled with the state taxing authority for less than the amount previously reserved.

FASI

FASI other operating expenses increased $4.2 million to $5.9 million for the year ended December 31, 2008 compared to $1.7 million for the year ended December 31, 2007. The $4.2 million increase is mainly attributable to the year ended 2008, including twelve months of expense while 2007 included only five months, as FASI was not operating until July 30, 2007. FASI other operating expenses for the year ended December 31, 2008 were 10.7% of the segment's operating revenue compared to 10.6% for the December 31, 2007. Other operating expenses are higher as a percentage of revenue than our Forward Air segment due to the higher utilization of Company-owned or leased vehicles resulting in higher maintenance and related expenses.

Income from Operations

Income from operations decreased by $0.7 million or 1.0%, to $70.3 million for the year ended December 31, 2008 compared with $71.0 million for the year ended December 31, 2007. Income from operations was 14.8% of consolidated operating revenue for the year ended December 31, 2008 compared with 18.1% for the year ended December 31, 2007.

Forward Air

Income from operations increased by $2.0 million, or 2.9%, to $70.7 million for the year ended December 31, 2008 compared with $68.7 million for the year ended December 31, 2007. The increase in income from operations was primarily a result of increased revenues partially offset by increased costs for salaries, wages and benefits, operating leases and depreciation and amortization. Income from operations as a percentage of Forward Air operating revenue was 16.8% for the year ended December 31, 2008 compared with 18.2% for the year ended December 31, 2007. The decrease in income from operations as a percentage of revenue was the result of increasing volumes from our lower margin services, such as TLX, and declining airport-to-airport volumes mainly during the fourth quarter of 2008 due to the economic recession.

FASI

FASI results from operations decreased approximately $2.7 million to a $0.4 million loss from operations for the year ended December 31, 2008 from income of operations of $2.3 million for the year ended December 31, 2007. The decrease in FASI results from operations is mainly driven by integration costs that resulted from the March 17, 2008 acquisition of Pinch. These costs primarily impacted salaries, wages, and employee benefits, operating leases and other operating expenses. The loss from operations as a percentage of FASI operating revenue was (0.7)% for the year ended December 31, 2008 compared with 14.4% income from operations as a percentage of revenue for the year ended December 31, 2007. As discussed above, the pool distribution business is highly seasonal and as a result of the timing of the USAC acquisition, our 2007 results primarily included peak seasonal activity. Consequently, our 2007 results were better than we would expect for a full year of operations, such as 2008, which would include less positive results from the non-peak periods of operations. In addition, FASI's fourth quarter of 2008 income from operations of $0.5 million was $1.3 million less than the $1.8 million of income from operations for the fourth quarter of 2007. This was primarily the result of lower peak season volumes than anticipated due to the current economic recession.

Interest Expense

Interest expense increased $0.7 million to $1.2 million for the year ended December 31, 2008 compared to $0.5 million for the year ended December 31, 2007. The increase in interest expense was mostly the result of net borrowings under our line of credit facility used to fund our acquisitions of Service Express, Pinch and Black Hawk in September 2008, March 2008 and December 2007, respectively. These increases were net of a $0.1 million reduction of interest expense resulting from the settlement of a dispute with a state taxing authority during the year ended December 31, 2008. The dispute was settled with the state taxing authority for less than the amount previously reserved.

Other Income, Net

Other income, net was $0.3 million for the year ended December 31, 2008 compared with $1.8 million for the year ended December 31, 2007. The decrease in other income was attributable to reduced tax-exempt interest income due to decreased average cash and investment balances as a result of cash used for the acquisition of USAC in July 2007 and stock repurchases during the fourth quarter of 2007.

Provision for Income Taxes

The combined federal and state effective tax rate for the year ended 2008 was 38.7% compared to a rate of 37.9% for the year ended December 31, 2007. Our effective federal and state rate increased to provide for the decrease in tax-exempt interest income as discussed above and the disallowance of share-based compensation on qualified stock options. However, during the year ended December 31, 2008 we reduced the provision for state income taxes by $0.3 million, net of federal benefit, for the settlement of a dispute with a state taxing authority. The dispute was settled with the state taxing authority for less than the previously reserved amount.

Net Income

As a result of the foregoing factors, net income decreased by $2.4 million, or 5.3%, to $42.5 million for the year ended December 31, 2008 compared to $44.9 million for the year ended December 31, 2007.

Results of Operations

The following table sets forth our historical consolidated financial data for the year ended December 31, 2007 and 2006 (in millions):

	Year ended			
	December 31, 2007	December 31, 2006	Change	Percent Change
Operating revenue	$ 392.7	$ 352.7	$ 40.0	11.3 %
Operating expenses:				
Purchased transportation	164.4	146.7	17.7	12.1
Salaries, wages, and employee benefits	88.8	74.4	14.4	19.4
Operating leases	16.8	14.5	2.3	15.9
Depreciation and amortization	10.9	8.9	2.0	22.5
Insurance and claims	7.7	6.0	1.7	28.3
Fuel expense	2.4	1.0	1.4	140.0
Other operating expenses	30.7	25.8	4.9	19.0
Total operating expenses	321.7	277.3	44.4	16.0
Income from operations	71.0	75.4	(4.4)	(5.8)
Other income (expense):				
Interest expense	(0.5)	(0.1)	(0.4)	400.0
Other, net	1.8	3.2	(1.4)	(43.8)
Total other (expense) income	1.3	3.1	(1.8)	(58.1)
Income before income taxes	72.3	78.5	(6.2)	(7.9)
Income taxes	27.4	29.6	(2.2)	(7.4)
Net income	$ 44.9	$ 48.9	$ (4.0)	(8.2) %

The following table sets forth our historical financial data for the years ended December 31, 2007 and 2006 (in millions):

	2007	Percent of Revenue	2006	Percent of Revenue	Change	Percent Change
Operating revenue						
Forward Air	$ 376.8	95.9%	$ 352.7	100.0%	$ 24.1	6.8 %
FASI	16.0	4.1	--	--	16.0	100.0
Intercompany Eliminations	(0.1)	--	--	--	(0.1)	100.0
Total	392.7	100.0	352.7	100.0	40.0	11.3
Purchased transportation						
Forward Air	162.4	43.1	146.7	41.6	15.7	10.7
FASI	2.1	13.1	--	--	2.1	100.0
Intercompany Eliminations	(0.1)	100.0	--	--	(0.1)	100.0
Total	164.4	41.9	146.7	41.6	17.7	12.1
Salaries, wages and employee benefits						
Forward Air	82.0	21.8	74.4	21.1	7.6	10.2
FASI	6.8	42.5	--	--	6.8	100.0
Total	88.8	22.6	74.4	21.1	14.4	19.4
Operating leases						
Forward Air	15.8	4.2	14.5	4.1	1.3	9.0
FASI	1.0	6.3	--	--	1.0	100.0
Total	16.8	4.3	14.5	4.1	2.3	15.9
Depreciation and amortization						
Forward Air	10.4	2.8	8.9	2.5	1.5	16.9
FASI	0.5	3.1	--	--	0.5	100.0
Total	10.9	2.8	8.9	2.5	2.0	22.5
Insurance and claims						
Forward Air	7.2	1.9	6.0	1.7	1.2	20.0
FASI	0.5	3.1	--	--	0.5	100.0
Total	7.7	1.9	6.0	1.7	1.7	28.3
Fuel expense						
Forward Air	1.3	0.3	1.0	0.3	0.3	30.0
FASI	1.1	6.9	--	--	1.1	100.0
Total	2.4	0.6	1.0	0.3	1.4	140.0
Other operating expenses						
Forward Air	29.0	7.7	25.8	7.3	3.2	12.4
FASI	1.7	10.6	--	--	1.7	100.0
Total	30.7	7.8	25.8	7.3	4.9	19.0
Income (loss) from operations						
Forward Air	68.7	18.2	75.4	21.4	(6.7)	(8.9)
FASI	2.3	14.4	--	--	2.3	100.0
Total	$ 71.0	18.1%	$ 75.4	21.4%	$ (4.4)	(5.8) %

The following table presents the components of the Forward Air segment's revenue and purchased transportation for the years ended December 31, 2007 and 2006 (in millions):

	2007	Percent of Revenue	2006	Percent of Revenue	Change	Percent Change
Forward Air revenue						
Airport-to-airport	$ 313.2	83.1%	$ 301.5	85.5%	$ 11.7	3.9%
Logistics	42.7	11.3	31.3	8.9	11.4	36.4
Other	20.9	5.6	19.9	5.6	1.0	5.0
Total	$ 376.8	100.0 %	$ 352.7	100.0%	$ 24.1	6.8%
Forward Air purchased transportation						
Airport-to-airport	$ 123.7	39.5 %	$ 119.0	39.5%	$ 4.7	3.9%
Logistics	32.7	76.6	22.8	72.8	9.9	43.4
Other	6.0	28.7	4.9	24.6	1.1	22.4
Total	$ 162.4	43.1%	$ 146.7	41.6%	$ 15.7	10.7%

Year ended December 31, 2007 Compared to Year ended December 31, 2006

Revenues

Operating revenue increased by $40.0 million, or 11.3%, to $392.7 million in 2007 from $352.7 million in 2006.

Forward Air

Forward Air operating revenue increased $24.1 million, or 6.8%, to $376.8 million in 2007 from $352.7 million in 2006. Forward Air revenue accounted for 95.9% and 100.0% of consolidated operating revenue during 2007 and 2006, respectively.

Airport-to-airport revenue, which is the largest component of Forward Air operating revenue, increased $11.7 million, or 3.9%, to $313.2 million in 2007 from $301.5 million in 2006. Airport-to-airport revenue accounted for 83.1% of the segment's operating revenue during 2007, compared to 85.5% during 2006. The increase in airport-to-airport revenue was driven by a 2.3% increase in tonnage and a 1.6% increase in revenue per pound, including the impact of fuel surcharges. The increase in tonnage was driven by new airport-to-airport business generated by Forward Air Complete, our pick-up and delivery product introduced during the second half of 2006, our December 2007 acquisition of Black Hawk, and the positive impact of a competitor ceasing operations during the fourth quarter of 2007. These increases were partially offset by a generally weak shipping environment. The increase in average revenue per pound substantially resulted from increased customer utilization of Forward Air Complete, increased fuel surcharges to offset rising fuel costs, and rate increases implemented in March 2007.

Logistics revenue, which is primarily truckload brokerage and priced on a per mile basis, increased $11.4 million, or 36.4%, to $42.7 million in 2007 from $31.3 million in 2006. The increase in logistics revenue is mainly the result of our "Completing the Model" strategic initiative to grow these services. We are placing emphasis on capturing a larger percentage of truckload opportunities and correspondingly increasing our access to sufficient truckload capacity through the use of third-party transportation providers. During 2007, we increased the number of miles driven to support our logistics revenue by 60.5%. The average revenue per mile of our logistics product, including the impact of fuel surcharges, decreased 15.0% for 2007 versus 2006. The decrease in our revenue per mile is largely due to the weak shipping environment and the change in our business mix resulting from our efforts to capture additional truckload opportunities as well as utilizing truckload opportunities to cost effectively position our owner-operators within our airport-to-airport network.

Other revenue, which includes warehousing services and terminal handling increased $1.0 million to $20.9 million, a 5.0% increase from $19.9 million for the same period in 2006. The increase was primarily due to increased handling and storage revenue due to new services offered through our newly expanded facilities.

FASI

FASI operating revenue of $16.0 million represents revenue earned through our new pool distribution service acquired with the acquisition of certain assets and liabilities of USAC on July 30, 2007. The pool distribution business is seasonal and operating revenues tend to be higher in the third and fourth quarters than the first and second quarters. Typically, this pattern is the result of factors such as national holidays, customer demand and economic conditions. Additionally, a significant portion of FASI's revenue is derived from customers whose business levels are impacted by the economy.

Intercompany Eliminations

Intercompany eliminations of $0.1 million are the result of truckload and airport-to-airport services Forward Air provided to FASI during the year ended December 31, 2007.

Purchased Transportation

Purchased transportation increased by $17.7 million, or 12.1%, to $164.4 million in 2007 from $146.7 million in 2006. As a percentage of consolidated operating revenue, purchased transportation was 41.9% during 2007 compared to 41.6% for 2006.

Forward Air

Forward Air purchased transportation increased by $15.7 million, or 10.7%, to $162.4 million for 2007 from $146.7 million for 2006. As a percentage of Forward Air operating revenue, purchased transportation was 43.1% during 2007 compared to 41.6% for 2006.

Purchased transportation costs for Forward Air's airport-to-airport network increased $4.7 million, or 3.9%, to $123.7 million for 2007 from $119.0 million for 2006. During 2007 and 2006, airport-to-airport purchased transportation costs as a percentage of airport-to-airport revenue was 39.5%. A 3.1% increase in miles driven for the airport-to-airport network accounted for $3.7 million of the increase in airport-to-airport purchased transportation. The increase in airport-to-airport miles was due to changes in Forward Air's shipping patterns during the first half of 2007 as a result of changes in business mix, such as increased shipments from our west coast terminals. Approximately $1.0 million of the increase in airport-to-airport purchased transportation is attributable to a 0.8% increase in cost per mile. The increase in the cost per mile is the result of increased customer utilization of Forward Air Complete, which was introduced during the second half of 2006.

Purchased transportation costs related to Forward Air's logistics revenue increased $9.9 million, or 43.4%, to $32.7 million for 2007 from $22.8 million for 2006. For 2007, logistics' purchased transportation costs represented 76.6% of logistics revenue versus 72.8% for 2006. During 2007, Forward Air increased the number of miles driven to support logistics revenue by 60.5%. The increase in miles accounted for a $13.7 million increase in logistics purchased transportation. However, the increase in logistics purchased transportation due to miles was partially offset by a $3.8 million decrease in logistics purchased transportation as a result of a 10.5% decrease in the logistics cost per mile. Logistics cost per mile decreased due to increased capacity resulting in improved purchasing power from third party transportation providers and to a lesser extent increased use of our less costly owner-operator network. The increase in logistics purchased transportation costs as a percentage of revenue resulted from lower revenue per mile as discussed above partially offset by the decrease in our logistics cost per mile.

Purchased transportation costs related to Forward Air's other revenue increased $1.1 million, or 22.4%, to $6.0 million for 2007 from $4.9 million for 2006. Other purchased transportation costs as a percentage of other revenue increased to 28.7% of other revenue for 2007 from 24.6% for 2006. The increase in other purchased transportation is attributable to increased third party transportation services associated with new value added services.

FASI

FASI purchased transportation of $2.1 million represents costs associated with payment of drivers, both networked owner-operators and third party transportation providers, for the transportation services provided to FASI. FASI purchased transportation was 13.1% of the segment's operating revenue. Due to the nature of the services provided FASI purchased transportation is lower as a percentage of revenue than our Forward Air segment as a larger percentage of the transportation services are performed by Company-employed drivers.

Intercompany Eliminations

Intercompany eliminations of $0.1 million are the result of truckload and airport-to-airport services Forward Air provided to FASI during the year ended December 31, 2007.

Salaries, Wages, and Benefits

Salaries, wages and employee benefits increased by $14.4 million, or 19.4%, to $88.8 million for 2007 from $74.4 million in 2006. As a percentage of total operating revenue, salaries, wages and employee benefits was 22.6% during 2007 compared to 21.1% for 2006.

Forward Air

Salaries, wages and employee benefits were 21.8% of Forward Air operating revenue for 2007 compared to 21.1% for 2006. The increase in salaries, wages and employee benefits as a percentage of revenue was attributable to increased costs for share-based compensation and workers compensation claims. Share-based compensation increased $2.4 million, or 0.6% as a percentage of

Forward Air operating revenue, due to the issuance of stock options and non-vested shares of common stock to key members of management and non-employee directors during 2007. In addition, workers' compensation expense increased $0.8 million, or 0.1% as a percentage of Forward Air operating revenue, primarily due to a $0.7 million adjustment recorded in June 2007 that resulted from our actuarial analysis of our reserves for workers' compensation claims. The remaining increase in total dollars is attributable to increases in our workforce to keep pace with the growth of Forward Air's business.

FASI

FASI salary, wages and employee benefits of $6.8 million represents costs associated with payment of employees, mainly Company drivers and employees located at our terminals since our acquisition of certain assets and liabilities of USAC on July 30, 2007. FASI salary, wages and employee benefits were 42.5% of the segment's operating revenue. FASI salary, 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.

Operating Leases

Operating leases increased by $2.3 million, or 15.9%, to $16.8 million for 2007 from $14.5 million in 2006. Operating leases, the largest component of which is facility rent, were 4.3% of consolidated operating revenue for 2007 compared with 4.1% in 2006.

Forward Air

Operating leases were 4.2% of Forward Air operating revenue for 2007 compared with 4.1% in 2006. The increase in operating leases in total dollars and as a percentage of operating revenue between periods was attributable to higher rent costs associated with the expansion of certain facilities, offset by decreases in facility rent due to the opening of Company-owned facilities.

FASI

FASI operating leases of $1.0 million primarily represents facility rent for FASI's 11 facilities since our acquisition of certain assets and liabilities of USAC on July 30, 2007. FASI does not currently own any of its facilities. FASI operating leases were 6.3% of the segment's operating revenue.

Depreciation and Amortization

Depreciation and amortization increased $2.0 million, or 22.5%, to $10.9 million for 2007 from $8.9 million in 2006. Depreciation and amortization was 2.8% of consolidated operating revenue for 2007 compared with 2.5% in 2006.

Forward Air

Depreciation and amortization expense as a percentage of Forward Air operating revenue was 2.8% for 2007 compared to 2.5% in 2006. The increase in depreciation and amortization expense is due to increased depreciation related to our expanded national hub in Columbus, Ohio, our new facilities in Chicago, Illinois and Atlanta, Georgia, the implementation of TAP during the fourth quarter of 2006, new tractors and trailers purchased during 2007 and the latter portion of 2006 and one month of amortization on acquired Black Hawk intangible assets.

FASI

FASI depreciation and amortization of $0.5 million represents $0.3 million of depreciation on acquired equipment and $0.2 million of amortization on acquired intangible assets since our acquisition of certain assets and liabilities of USAC on July 30, 2007. FASI depreciation and amortization expense as a percentage of the segment's operating revenue was 3.1%.

Insurance and Claims

Insurance and claims expense increased $1.7 million, or 28.3%, to $7.7 million for 2007 from $6.0 million for 2006. Insurance and claims were 1.9% of consolidated operating revenue during 2007 compared with 1.7% in 2006.

Forward Air

Insurance and claims were 1.9% of Forward Air operating revenue during 2007 compared to 1.7% for 2006. The $1.2 million, or 20.0% increase in insurance and claims is primarily the result of increased insurance premiums, current vehicle claims and the associated legal fees. The increased insurance premiums and claims result from our increased fleet size.

FASI

FASI insurance and claims of $0.5 million represents the cost of insurance premiums, cargo claims, and accrued vehicle claims including the effects of actuarial valuations since our acquisition of certain assets and liabilities of USAC on July 30, 2007. FASI insurance and claims were 3.1% of the segment's operating revenue.

Fuel Expense

Fuel expense increased $1.4 million, to $2.4 million for the year ended December 31, 2007 from $1.0 million for the year ended December 31, 2006. Fuel expense was 0.6% of consolidated operating revenue for the year ended December 31, 2007 compared with 0.3% for the year ended December 31, 2006.

Forward Air

Fuel expense increased $0.3 million, to $1.3 million for the year ended December 31, 2007 from $1.0 million for the year ended December 31, 2006. Fuel expense was 0.3% of Forward Air operating revenue for the year ended December 31, 2007 and 2006.

FASI

FASI fuel expense was $1.1 million for the year ended December 31, 2007. The increase is the result of our acquisition of certain assets and liabilities of USAC on July 30, 2007. FASI fuel expense will generally be higher as a percentage of operating revenue than Forward Air's fuel expense due to the higher utilization of Company-employed drivers and Company-owned equipment.

Other Operating Expenses

Other operating expenses increased $4.9 million, or 19.0%, to $30.7 million during 2007 from $25.8 million in 2006. Other operating expenses were 7.8% of consolidated operating revenue for 2007 compared with 7.3% in 2006.

Forward Air

Other operating expenses were 7.7% of Forward Air operating revenue for 2007 compared to 7.3% in 2006. The 0.4% increase in other operating expenses as a percentage of operating revenue was primarily attributable to taxes, utilities and permits associated with new or expanded facilities, facility relocation, specialized training for key employees and additional sales and marketing efforts due to the weak freight environment.

FASI

FASI other operating expenses of $1.7 million represent costs such as routine vehicle maintenance, utilities for our facilities, and miscellaneous office and administrative expenses since our USAC acquisition on July 30, 2007. FASI other operating expenses were 10.6% of the segment's operating revenue. Other operating expenses are higher as a percentage of revenue than our Forward Air segment due to the higher utilization of Company-owned equipment.

Income from operations

Income from operations decreased by $4.4 million, or 5.8%, to $71.0 million for 2007 compared with $75.4 million in 2006. Income from operations was 18.1% of consolidated operating revenue for 2007 compared with 21.4% in 2006.

Forward Air

Income from operations decreased by $6.7 million, or 8.9%, to $68.7 million for 2007 compared with $75.4 million for 2006. Income from operations decreased as a percentage of Forward Air operating revenue to 18.2% for 2007 from 21.4% for 2006. The decrease in income from operations both in total dollars and as a percentage of operating revenue is attributable to increases in certain fixed and indirect costs, as outlined in the above discussion, outpacing the increase in operating revenue and gross profit. The decrease in income from operations as a percentage of revenue was also a result of the change in our business mix resulting from slower growth in revenue from the airport-to-airport service as a percentage of total revenue and increased revenue from less profitable services such as truckload service and Forward Air Complete.

FASI

FASI income from operations since our acquisition of certain assets and liabilities of USAC on July 30, 2007 was $2.3 million, or 14.4% of FASI revenue. As discussed above, we expect the pool distribution business to be highly seasonal and as a result of the timing of the USAC acquisition our 2007 results primarily include peak seasonal activity. Consequently, we believe our 2008 income from operations as a percentage of operating revenue will be lower than experienced during 2007.

Interest Expense

Interest expense increased by $0.4 million to $0.5 million for 2007 compared with $0.1 million in 2006. The increase in interest expense was mostly the result of $40.0 million in borrowings under our new line of credit facility primarily to fund our acquisition of Black Hawk in December 2007 and repurchases of our common stock.

Other Income, net

Other income, net was $1.8 million, or 0.4% of operating revenue, for 2007 compared with $3.2 million, or 0.9% as a percentage of operating revenue, for 2006. The decrease in other income was attributable to lower interest income due to decreased average investment balances as a result of cash used for stock repurchases, purchases of real property for new facilities, and the acquisition of certain assets and liabilities of USAC during 2007.

Provision for Income Taxes

The combined federal and state effective tax rate for 2007 was 37.9% compared to a rate of 37.7% for the same period in 2006. Our effective federal and state rate increased to provide for uncertain tax positions as required by Financial Accounting Standards Board ("FASB") Interpretation No. 48, *Accounting for Uncertainty in Income Taxes (an interpretation of FASB Statement No. 109)*, ("FIN 48") and for the decrease in tax-exempt interest income during 2007 due to acquisitions, increased capital expenditures and stock repurchases.

Net Income

As a result of the foregoing factors, net income decreased by $4.0 million, or 8.2%, to $44.9 million for 2007 compared to $48.9 million for 2006.

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. 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 2008, average revenue adjustments per month were approximately $0.4 million, on average revenue per month of approximately $39.5 million (approximately 1.0% of monthly revenue). In order to estimate the allowance for revenue adjustments related to ending accounts receivable, we prepare an analysis that considers average monthly revenue adjustments and the average lag for identifying and quantifying these revenue adjustments. Based on this analysis, we establish an allowance for approximately 40-80 days (dependent upon experience in the last twelve months) of average revenue adjustments, adjusted for rebates and billing errors. The lag is periodically adjusted based on actual historical experience. Additionally, the average amount of revenue adjustments per month can vary in relation to the level of sales or based on other factors (such as personnel issues that could result in excessive manual errors or in excessive spot quotes being granted). Both of these significant assumptions are continually evaluated for validity.

Self-Insurance Loss Reserves

Given the nature of our operating environment, we are subject to vehicle and general liability, workers' compensation and health insurance claims. To mitigate a portion of these risks, we maintain insurance for individual vehicle and general liability claims exceeding $0.5 million and workers' compensation claims and 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 to prior year claims, changes in the timing of the reporting of losses from the loss date to the notification date, and expected costs to settle unpaid claims. Management also monitors the reasonableness of the judgments made in the prior year's estimation process (referred to as a hindsight analysis) and adjusts current year assumptions based on the hindsight analysis. Additionally, we utilize actuarial analysis to evaluate open vehicle liability and workers' compensation 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 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

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.

Effective January 1, 2007, we adopted FIN 48. Accordingly, 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.

Valuation of Goodwill

In accordance with Statement of Financial Accounting Standards ("SFAS") No. 142, *Goodwill and Other Intangible Assets* ("SFAS 142"), we conduct an annual (or more frequently if circumstances indicate possible impairment) impairment test of goodwill for each reportable segment at the end of the second quarter of each year. The tests are based on judgments regarding the market value of our Common Stock, ongoing profitability and cash flow of the reportable segments and underlying assets. Changes in strategy or market conditions could significantly impact these judgments and require adjustments to recorded asset balances. For example, if we had reason to believe that our recorded goodwill had become impaired due to decreases in the fair market value of the underlying business, we would have to take a charge to income for that portion of goodwill that we believe is impaired. The annual impairment test was conducted and it did not result in any impairment charges. In addition, at December 31, 2008, we considered whether any impairment indicators existed and no impairment charges were incurred.

Share-Based Compensation

Prior to January 1, 2006, as permitted by SFAS No. 123, *Accounting for Stock Based Compensation* ("SFAS 123"), as amended by SFAS No. 148, *Accounting for Stock-Based Compensation-Transition and Disclosure*, we accounted for share-based payments to employees using Accounting Principles Board ("APB") Opinion No. 25, *Accounting for Stock Issued to Employees*. As such, we generally recognized no compensation cost for employee stock options as options granted had exercise prices equal to the fair market value of our Common Stock on the date of grant. We also recorded no compensation expense in connection with our employee stock purchase plan as the purchase price of the stock paid by employees was not less than 85% of the fair market value of our Common Stock at the beginning and at the end of each purchase period.

Effective January 1, 2006, we adopted SFAS No. 123(R), *Share-Based Payment* ("SFAS 123R") and elected the modified prospective transition method. Under the modified prospective transition method, awards that are granted, modified, repurchased or canceled after the date of adoption should be measured and accounted for in accordance with SFAS 123R. Share-based awards that are granted prior to the effective date should continue to be valued in accordance with SFAS 123 and stock option expense for unvested options must be recognized in the statement of income. On December 31, 2005, our Board of Directors accelerated the vesting of all of our outstanding and unvested stock options awarded to employees, officers and non-employee directors under our stock option award plans. As a result of the acceleration of the vesting of our outstanding and unvested options in 2005, the Company recognized $1.3 million of stock–based compensation in 2005, but there was no additional compensation expense recognized during the years ended December 31, 2008, 2007 and 2006 related to options granted prior to January 1, 2006.

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. Prior to the implementation of SFAS 123R, we utilized stock options as our sole form of share-based awards. During the year ended December 31, 2006, we granted non-vested shares of Common Stock ("non-vested shares") to key employees, but returned to granting stock options during the year ended December 31, 2007. We returned to granting stock options to key employees, as we believe stock options more closely link long-term compensation with our long-term goals. For non-employee directors, we continued to issue non-vested shares during the year ended December 31, 2008.

Stock options granted during the years ended December 31, 2008 and 2007 expire seven years from the grant date and vest ratably over a three-year period. The share-based compensation for these stock options will be recognized, net of estimated forfeitures, ratably over the requisite service period, or vesting period. Based on our historical experience, forfeitures have been estimated. We used the Black-Scholes option-pricing model to estimate the grant-date fair value of options granted during the years ended December 31, 2008 and 2007.

The fair value of non-vested shares' issued to employees during 2006 and non-employee directors during 2008, 2007 and 2006 were estimated using opening 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 have been estimated based on our historical experience, but will be adjusted for future changes in forfeiture experience. We estimate the forfeitures of dividends paid on non-vested shares and record expense for the estimated forfeitures in accordance with SFAS 123R.

Under the ESPP, which has been approved by shareholders, we are authorized to issue shares of Common Stock to our 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. As the ESPP does not qualify as non-compensatory under the requirements of SFAS 123R, 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.

SFAS 123R also requires companies to calculate an initial "pool" of excess tax benefits available at the adoption date to absorb any unused deferred tax assets that may be recognized under SFAS 123R. The pool includes the net excess tax benefits that would have been recognized if we had adopted SFAS 123 for recognition purposes on its effective date. We have elected to calculate the pool of excess tax benefits under the alternative transition method described in Financial Accounting Standards Board ("FASB") Staff Position No. FAS 123(R)-3, *Transition Election Related to Accounting for Tax Effects of Share-Based Payment Awards*, which also specifies the method we must use to calculate excess tax benefits reported on the statement of cash flows.

Impact of Recent Accounting Pronouncements

During September 2006, the FASB issued SFAS No. 157, *Fair Value Measurements* ("SFAS 157"), which is effective for fiscal years beginning after November 15, 2007 with earlier adoption encouraged. SFAS 157 defines fair value, establishes a framework for measuring fair value in generally accepted accounting principles, and expands disclosures about fair value measurements. In February 2008, the FASB issued FASB Staff Position FAS 157-2, *Effective Date of FASB Statement No. 157* which delayed the effective date of SFAS 157 for all non-financial assets and liabilities, except those that are recognized or disclosed at fair value in the financial statements on a recurring basis, until January 1, 2009. We adopted SFAS 157 on January 1, 2008 for all financial assets and liabilities, but the implementation did not have a significant impact on our financial position or results of operations. We have not fully determined the impact the implementation of SFAS 157 will have on our non-financial assets and liabilities, which are not recognized or disclosed on a recurring basis. However, we do not anticipate that the full adoption of SFAS 157 will significantly impact our consolidated financial statements.

During February 2007, the FASB issued SFAS No. 159, *The Fair Value Option for Financial Assets and Financial Liabilities—Including an amendment of FASB Statement No. 115* ("SFAS 159"), which permits entities to choose to measure many financial instruments and certain other items at fair value. The objective of SFAS 159 is to improve financial reporting by providing entities with the opportunity to mitigate volatility in reported earnings caused by measuring related assets and liabilities differently without having to apply complex hedge accounting provisions. We adopted SFAS 159 on January 1, 2008, but did not elect the fair value measurement for any new assets or liabilities.

In December 2007, the FASB issued SFAS No. 141 (revised 2007), *Business Combinations* ("SFAS 141R"). SFAS 141R establishes principles and requirements for how an acquirer recognizes and measures in its financial statements the identifiable assets acquired, the liabilities assumed, any noncontrolling interest in the acquiree and the goodwill acquired. SFAS 141R also establishes disclosure requirements to enable the evaluation of the nature and financial effects of the business combination. This statement is effective for us beginning January 1, 2009. The impact of SFAS 141R will depend on the nature of any business combinations subsequent to January 1, 2009.

In December 2007, the FASB issued SFAS No. 160, *Noncontrolling Interests in Consolidated Financial Statements—an amendment of Accounting Research Bulletin No. 51* ("SFAS 160"). SFAS 160 establishes accounting and reporting standards for ownership interests in subsidiaries held by parties other than the parent, the amount of consolidated net income attributable to the parent and to the noncontrolling interest, changes in a parent's ownership interest, and the valuation of retained noncontrolling equity investments when a subsidiary is deconsolidated. SFAS 160 also establishes disclosure requirements that clearly identify and distinguish between the interests of the parent and the interests of the noncontrolling owners. This statement is effective for us beginning January 1, 2009. The adoption of SFAS 160 will not have a significant impact on our financial position, results of operations and cash flows as we do not have any noncontrolling interests.

Liquidity and Capital Resources

We have historically financed our working capital needs, including capital expenditures, with cash flows from operations and borrowings under our bank lines of credit. Net cash provided by operating activities totaled approximately $59.1 million for the year ended December 31, 2008 compared to approximately $62.4 million for the year ended December 31, 2007. The $3.3 million decrease in cash provided by operating activities for the year ended December 31, 2008 compared to the year ended December 31, 2007 is mainly attributable to increased estimated income tax payments and prepaid expenses, such as rent, offset by increased cash from operations after non-cash items. The increase in cash paid for income taxes was the result of increased earnings expectations during 2008 which were mainly driven by our 2008 and 2007 acquisitions. Earnings shortfalls from expectations resulted in overpayment of income taxes and income tax receivable balances at December 31, 2008. The increase in prepaid assets was the result of increased activity, such as prepaid insurance premiums, attributable to our 2008 and 2007 acquisitions. Improvement in cash collected from accounts receivable was mostly offset by increases in cash payments to vendors for operating expenses.

Net cash used in investing activities was approximately $56.2 million for the year ended December 31, 2008 compared with approximately $34.1 million used in investing activities during the year ended December 31, 2007. Investing activities during the year ended December 31, 2008 consisted primarily of the acquisition of certain assets and liabilities of Service Express and Pinch as well as capital expenditures, most of which were for our new terminal in Dallas/Fort Worth, Texas. The acquisitions were funded by borrowings from our line of credit. The cash used in investing activities during 2007, for items such as the purchase of certain assets and liabilities of USAC and Black Hawk and purchases of property and equipment, were offset by cash received from the liquidation of our short term investments.

Net cash provided by financing activities totaled approximately $14.3 million for the year ended December 31, 2008 compared with approximately $31.6 million used in financing activities for the year ended December 31, 2007. The change in cash provided by financing activities was primarily attributable to $55.1 million reduction in share repurchases from 2007 to 2008, net of a $10.0 reduction in net borrowings under our line of credit in 2008 compared to 2007. Current year net borrowings from our line of credit were used to partially fund the acquisitions of Service Express and Pinch.

On October 10, 2007, we entered into a $100.0 million senior credit facility. The facility has a term of five years and includes an accordion feature, which if approved by our lender, allows for an additional $50.0 million in borrowings on such terms and conditions as set forth in the credit agreement. Interest rates for advances under the senior credit facility are at LIBOR plus 0.6% to 0.9% based upon covenants related to total indebtness to earnings. The facility replaced our previous $20.0 million line of credit. We entered into this new, larger credit facility in order to fund potential acquisitions, repurchases of our common stock, and for financing other general business purposes. At December 31, 2008, we had $42.2 million of available borrowing capacity under the senior credit facility, not including the accordion feature, and had utilized $7.8 million of availability for outstanding letters of credit.

On November 17, 2005, we announced that our Board of Directors approved a stock repurchase program for up to three million shares of common stock (the "2005 Repurchase Plan"). In addition, on July 31, 2007, our Board of Directors approved an additional stock repurchase program for up to two million shares of our common stock (the "2007 Repurchase Plan"). No shares were repurchased during the year ended December 31, 2008. For the year ended December 31, 2007, the Company repurchased 1,613,327 shares, for $49.0 million or $30.42 per share under the 2005 Repurchase Plan and repurchased an additional 211,173 shares of common stock under the 2007 Repurchase Plan for $6.1 million, or $28.68 per share. As of December 31, 2008, no shares remained eligible for purchase under the 2005 Repurchase Plan and 1,788,827 shares remained eligible for repurchase under the 2007 Repurchase Plan.

During the year ended December 31, 2007, we completed our purchase of new facilities near Chicago, Illinois and Atlanta, Georgia for $22.3 million and $14.9 million, respectively. Deposits of $3.3 million and $1.5 million paid during 2006 were applied to the purchase price of the Chicago and Atlanta facilities, respectively. In addition, during February 2007, we paid approximately $3.0 million for land near Dallas/Fort Worth, Texas on which we are building a new regional hub, which we estimate will be completed in 2009. At December 31, 2008 we have capitalized in construction in progress approximately $13.9 million for the construction of the Dallas/Forth Worth regional hub. We anticipate completion of this new regional hub during the third quarter of 2009 and expect to incur an additional $14.0 in capital expenditures during 2009 to complete its construction. We intend to fund the expenditures for the

Dallas/Fort Worth regional hub through cash currently on our balance sheet, cash provided by operating activities, the sale of existing equipment and/or borrowings under our senior credit facility, if necessary.

During the first, second, third and fourth quarters of 2008, 2007 and 2006, cash dividends of $0.07 per share were declared on common stock outstanding. 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.

We believe that our available cash, investments, expected cash generated from future operations and borrowings under the available senior credit facility will be sufficient to satisfy our anticipated cash needs for at least the next twelve months.

Off-Balance Sheet Arrangements

At December 31, 2008, we had letters of credit outstanding from banks totaling $7.8 million required by our workers' compensation and vehicle liability insurance providers.

Contractual Obligations and Commercial Commitments

Our contractual obligations and other commercial commitments as of December 31, 2008 (in thousands) are summarized below:

Contractual Obligations	**Payment Due Period**				
	Total	**2009**	**2010-2011**	**2012-2013**	**2014 and Thereafter**
Capital lease obligations	$ 5,077	$ 1,629	$ 1,824	$ 1,020	$ 604
Other long-term debt	168	147	21	--	--
Operating leases	73,556	19,958	28,927	12,714	11,957
Senior credit facility	50,000	--	--	50,000	--
Total contractual cash obligations	$ 128,801	$ 21,734	$ 30,772	$ 63,734	$ 12,561

Not included in the above table are reserves for unrecognized tax benefits and for self insurance claims of $0.6 million and $7.1 million, respectively.

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 senior credit facility. The senior credit facility, which represents an aggregate principal amount of $50.0 million at December 31, 2008, bears interest at variable rates. Based on our outstanding borrowings at December 31, 2008, a hypothetical increase in our senior credit facility borrowing rate of 150 basis points, or an increase in the total effective interest rate from 1.0% to 2.5%, 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 equipment notes and capital lease obligations totaling $4.6 million. These notes and lease obligations all bear interest at a fixed rate. Accordingly, there is no exposure to market risk related to these notes and 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 equivalents and short-term investments 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, 2008. 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, 2008. In making this assessment, management used the framework set forth by the Committee on Sponsoring Organizations of the Treadway Commission in *Internal Control — Integrated Framework*. Based on our assessment, we have concluded, as of December 31, 2008, that our internal control over financial reporting was effective based on those criteria.

On March 17, 2008 and September 8, 2008, we acquired certain assets and liabilities of Pinch and Service Express, which are included in the 2008 consolidated financial statements of Forward Air Corporation and constituted $11.2 million and $12.6 million of total revenues, respectively, for the year ended December 31, 2008. We have excluded the internal controls over financial reporting of these acquired businesses from our assessment of and conclusion on the effectiveness of our internal control over financial reporting.

Ernst & Young LLP, the independent registered public accounting firm that audited the Company's consolidated financial statements for the year ended December 31, 2008, 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 2008 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

Report of Independent Registered Public Accounting Firm

The Board of Directors and Shareholders
Forward Air Corporation

We have audited Forward Air Corporation's internal control over financial reporting as of December 31, 2008, based on criteria established in Internal Control—Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (the COSO criteria). Forward Air Corporation's management is responsible for maintaining effective internal control over financial reporting, and for its assessment of the effectiveness of internal control over financial reporting 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 Management's Report on Internal Control over Financial Reporting, management's assessment of and conclusion on the effectiveness of internal control over financial reporting did not include the internal controls of Service Express, Inc. and Pinch Holdings, Inc, which are included in the 2008 consolidated financial statements of Forward Air Corporation and constituted $11.2 million and $12.6 million of total revenues, respectively, for the year ended December 31, 2008. 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 the certain assets and liabilities acquired by Forward Air Corporation through the Service Express, Inc. and Pinch Holding, Inc. acquisitions.

In our opinion, Forward Air Corporation maintained, in all material respects, effective internal control over financial reporting as of December 31, 2008, based on the COSO criteria.

We have also audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the consolidated balance sheets of Forward Air Corporation as of December 31, 2008 and 2007, and the related consolidated statements of income, shareholders' equity, and cash flows for each of the three years in the period ended December 31, 2008 and our report dated February 23, 2009 expressed an unqualified opinion thereon.

/s/ Ernst & Young LLP

Nashville, Tennessee
February 23, 2009

Item 9B. Other Information

Not applicable.

Part III

Item 10. Directors, Executive Officers and Corporate Governance

The information required by this item with respect to our directors is incorporated herein by reference to our proxy statement for the 2009 Annual Meeting of Shareholders (the "2009 Proxy Statement"). The 2009 Proxy Statement will be filed with the SEC not later than 120 days subsequent to December 31, 2008.

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

Item 11. Executive Compensation

The information required by this item is incorporated herein by reference to the 2009 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 2009 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 2009 Proxy Statement.

Item 14. Principal Accounting Fees and Services

The information required by this item is incorporated herein by reference to the 2009 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 26, 2009

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

Forward Air Corporation

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 26, 2009
/s/ Rodney L. Bell Rodney L. Bell	Chief Financial Officer, Senior Vice President and Treasurer (Principal Financial Officer)	February 26, 2009
/s/ Michael P. McLean Michael P. McLean	Chief Accounting Officer, Vice President and Controller	February 26, 2009
/s/ G. Michael Lynch G. Michael Lynch	Lead Director	February 26, 2009
/s/ C. Robert Campbell C. Robert Campbell	Director	February 26, 2009
/s/ Richard W. Hanselman Richard W. Hanselman	Director	February 26, 2009
/s/ C. John Langley, Jr. C. John Langley, Jr.	Director	February 26, 2009
/s/ Tracy A. Leinbach Tracy A. Leinbach	Director	February 26, 2009
/s/ Ray A. Mundy Ray A. Mundy	Director	February 26, 2009
/s/ Gary L. Paxton Gary L. Paxton	Director	February 26, 2009

Annual Report on Form 10-K

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, 2008

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
Forward Air Corporation

We have audited the accompanying consolidated balance sheets of Forward Air Corporation as of December 31, 2008 and 2007, and the related consolidated statements of income, shareholders' equity, and cash flows for each of the three years in the period ended December 31, 2008. 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, 2008 and 2007, and the consolidated results of its operations and its cash flows for each of the three years in the period ended December 31, 2008, 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.

As discussed in Note 1 to the consolidated financial statements, in 2007 the Company changed its method of accounting for income tax contingencies.

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, 2008, based on criteria established in Internal Control-Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission and our report dated February 23, 2009 expressed an unqualified opinion thereon.

/s/ Ernst & Young LLP

Nashville, Tennessee
February 23, 2009

Forward Air Corporation
Consolidated Balance Sheets
(Dollars in thousands)

	December 31, 2008	December 31, 2007
Assets		
Current assets:		
Cash	$ 22,093	$ 4,909
Accounts receivable, less allowance of $2,531 in 2008 and $1,142 in 2007	57,206	59,734
Income taxes receivable	3,427	--
Inventories	669	558
Prepaid expenses and other current assets	6,089	4,463
Deferred income taxes	2,105	1,786
Total current assets	91,589	71,450
Property and equipment:		
Land	16,928	16,928
Buildings	39,895	39,895
Equipment	107,983	95,690
Leasehold improvements	5,049	4,421
Construction in progress	16,522	1,420
Total property and equipment	186,377	158,354
Less accumulated depreciation and amortization	63,401	55,322
Net property and equipment	122,976	103,032
Goodwill and other acquired intangibles:		
Goodwill	50,230	36,053
Other acquired intangibles, net of accumulated amortization of $8,103 in 2008 and $3,740 in 2007	40,708	29,991
Total net goodwill and other acquired intangibles	90,938	66,044
Other assets	2,024	1,358
Total assets	$ 307,527	$ 241,884

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

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

	December 31, 2008	December 31, 2007
Liabilities and Shareholders' Equity		
Current liabilities:		
Accounts payable	$ 11,633	$ 11,714
Accrued payroll and related items	3,652	4,474
Insurance and claims accruals	4,620	3,345
Payables to owner-operators	2,563	2,916
Collections on behalf of customers	612	930
Other accrued expenses	1,480	1,395
Income taxes payable	--	1,214
Current portion of capital lease obligations	1,455	213
Current portion of long-term debt	147	617
Total current liabilities	26,162	26,818
Capital lease obligations, less current portion	3,014	1,351
Long-term debt, less current portion	50,021	30,135
Other long-term liabilities	3,055	4,476
Deferred income taxes	8,841	7,371
Commitments and contingencies (Note 8)		
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 – 28,893,850 in 2008 and 28,648,068 in 2007	289	286
Additional paid-in capital	10,249	--
Retained earnings	205,896	171,447
Total shareholders' equity	216,434	171,733
Total liabilities and shareholders' equity	$ 307,527	$ 241,884

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

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

	Year ended		
	December 31, 2008	December 31, 2007	December 31, 2006
Operating revenue:			
Forward Air			
Airport-to-airport	$ 334,860	$ 313,162	$ 301,551
Logistics	59,290	42,626	31,321
Other	25,133	20,923	19,886
Forward Air Solutions			
Pool distribution	55,153	16,026	--
Total operating revenue	474,436	392,737	352,758
Operating expenses:			
Purchased transportation			
Forward Air			
Airport-to-airport	128,785	123,658	119,011
Logistics	44,560	32,727	22,767
Other	6,425	6,049	4,943
Forward Air Solutions			
Pool distribution	9,315	2,003	--
Total purchased transportation	189,085	164,437	146,721
Salaries, wages and employee benefits	116,504	88,803	74,448
Operating leases	24,403	16,761	14,458
Depreciation and amortization	16,615	10,824	8,934
Insurance and claims	8,099	7,685	5,967
Fuel expense	11,465	2,421	1,010
Other operating expenses	37,980	30,758	25,824
Total operating expenses	404,151	321,689	277,362
Income from operations	70,285	71,048	75,396
Other income (expense):			
Interest expense	(1,236)	(491)	(81)
Other, net	362	1,756	3,229
Total other income (expense)	(874)	1,265	3,148
Income before income taxes	69,411	72,313	78,544
Income taxes	26,869	27,388	29,621
Net income	$ 42,542	$ 44,925	$ 48,923
Net income per share:			
Basic	$ 1.48	$ 1.52	$ 1.57
Diluted	$ 1.47	$ 1.50	$ 1.55
Weighted average shares outstanding:			
Basic	28,808	29,609	31,091
Diluted	29,025	29,962	31,521
Dividends per share:	$ 0.28	$ 0.28	$ 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, 2005	31,361	$ 314	$ --	$ 178,502	$ 178,816
Net and comprehensive income for 2006	--	--	--	48,923	48,923
Exercise of stock options	305	3	4,359	--	4,362
Common stock issued under employee stock purchase plan	9	--	268	--	268
Share-based compensation	--	--	1,307	--	1,307
Dividends ($0.28 per share)	--	--	--	(8,694)	(8,694)
Common stock repurchased under stock repurchase plan	(1,303)	(13)	(7,901)	(33,808)	(41,722)
Income tax benefit from stock options exercised	--	--	1,967	--	1,967
Balance at December 31, 2006	30,372	304	--	184,923	185,227
Adoption of FIN 48	--	--	--	(977)	(977)
Net and comprehensive income for 2007	--	--	--	44,925	44,925
Exercise of stock options	57	--	1,017	--	1,017
Common stock issued under employee stock purchase plan	9	--	259	--	259
Share-based compensation	--	--	3,710	--	3,710
Dividends ($0.28 per share)	--	--	--	(8,305)	(8,305)
Vesting of previously non-vested shares	42	--	--	--	--
Cash settlement of share-based awards for minimum tax withholdings	(8)	--	(250)	--	(250)
Common stock repurchased under stock repurchase plan	(1,824)	(18)	(5,997)	(49,119)	(55,134)
Income tax benefit from stock options exercised	--	--	1,261	--	1,261
Balance at December 31, 2007	28,648	286	--	171,447	171,733
Net and comprehensive income for 2008	--	--	--	42,542	42,542
Exercise of stock options	191	2	3,083	--	3,085
Common stock issued under employee stock purchase plan	10	--	255	--	255
Share-based compensation	--	--	6,269	(2)	6,267
Dividends ($0.28 per share)	--	--	2	(8,091)	(8,089)
Vesting of previously non-vested shares	56	1	(1)	--	--
Cash settlement of share-based awards for minimum tax withholdings	(11)	--	(389)	--	(389)
Income tax benefit from stock options exercised	--	--	1,030	--	1,030
Balance at December 31, 2008	28,894	$ 289	$ 10,249	$ 205,896	$ 216,434

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, 2008	December 31, 2007	December 31, 2006
Operating activities:			
Net income	$ 42,542	$ 44,925	$ 48,923
Adjustments to reconcile net income to net cash provided by operating activities			
Depreciation and amortization	16,615	10,824	8,934
Share-based compensation	6,267	3,710	1,307
Loss (gain) on disposal of property and equipment	171	(172)	(42)
Provision for loss (recovery) on receivables	903	(33)	(223)
Provision for revenue adjustments	4,259	2,312	2,095
Deferred income taxes	1,151	596	(136)
Tax benefit for stock options exercised	(1,030)	(1,261)	(1,967)
Changes in operating assets and liabilities, net of acquisitions			
Accounts receivable	(2,376)	(11,474)	(6,516)
Prepaid expenses and other current assets	(2,102)	291	407
Accounts payable and accrued expenses	(2,665)	6,606	(4,058)
Income taxes	(4,652)	6,069	3,743
Net cash provided by operating activities	59,083	62,393	52,467
Investing activities:			
Proceeds from disposal of property and equipment	87	574	3,665
Purchases of property and equipment	(26,699)	(47,026)	(15,454)
Deposits in escrow for construction of new terminals	--	--	(4,793)
Proceeds from sales or maturities of available-for-sale securities	--	143,410	229,330
Purchases of available-for-sale securities	--	(82,282)	(211,980)
Acquisition of businesses	(29,566)	(48,627)	--
Other	(10)	(119)	26
Net cash (used in) provided by investing activities	(56,188)	(34,070)	794
Financing activities:			
Payments of debt and capital lease obligations	(1,603)	(493)	(39)
Borrowings on line of credit	45,000	40,000	--
Payments on line of credit	(25,000)	(10,000)	(1,504)
Proceeds from exercise of stock options	3,085	1,017	4,362
Payments of cash dividends	(8,089)	(8,305)	(8,694)
Proceeds from common stock issued under employee stock purchase plan	255	259	268
Cash settlement of share-based awards for minimum tax withholdings	(389)	(250)	--
Repurchase of common stock	--	(55,134)	(41,722)
Tax benefit for stock options exercised	1,030	1,261	1,967
Net cash provided by (used in) financing activities	14,289	(31,645)	(45,362)
Net increase (decrease) in cash	17,184	(3,322)	7,899
Cash at beginning of year	4,909	8,231	332
Cash at end of year	$ 22,093	$ 4,909	$ 8,231
Non-cash activity:			
Unpaid capital expenditures included in accounts payable	$ 1,640	$ --	$ --
Uncollected proceeds from disposal of equipment in accounts receivable	$ --	$ --	$ 49

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

1. Accounting Policies

Basis of Presentation and Principles of Consolidation

Forward Air Corporation's ("the Company") services can be broadly classified into two principal segments: Forward Air, Inc. ("Forward Air") and Forward Air Solutions, Inc. ("FASI").

Through the Forward Air business 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 broadly classified into three categories of services. Forward Air's airport-to-airport service operates a comprehensive national network for the time-definite surface transportation of deferred air 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 provides 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 was formed in July 2007 in conjunction with the Company's acquisition of certain assets and liabilities of USA Carriers, Inc. ("USAC"). 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 product are regional and nationwide distributors and retailers, such as mall, strip mall and outlet based retail chains.

In connection with the USAC acquisition, the Company reorganized its management reporting structure along these lines of business. In accordance with Statement of Financial Accounting Standards ("SFAS") No. 131, *Disclosures about Segments of an Enterprise and Related Information* ("SFAS 131"), the Company has evaluated the segment reporting requirements and determined that it has two reportable segments.

Further, revenues and associated purchased transportation by service line have been disclosed on the face of the Consolidated Statements of Income.

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 management is aware of a specific customer's inability to meet its financial obligations to the Company (for example, bankruptcy filings, accounts turned over for collection or litigation), the Company records a specific reserve for these bad debts against amounts due to reduce the net recognized receivable to the amount the Company reasonably believes will be collected. For all other customers, the Company recognizes reserves for these bad debts based on the length of time the receivables are past due. Specifically, amounts that are 90 days or more past due are reserved at 50.0% for Forward Air and 25.0% for FASI. 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,

1. Accounting Policies (Continued)

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 2008, average revenue adjustments per month were approximately $355, on average revenue per month of approximately $39,536 (approximately 1.0% of monthly revenue). In order to estimate the allowance for revenue adjustments related to ending accounts receivable, the Company prepares an analysis that considers average monthly revenue adjustments and the average lag for identifying and quantifying these revenue adjustments. Based on this analysis, the Company establishes an allowance for approximately 40-80 days (dependent upon experience in the last twelve months) of average revenue adjustments, adjusted for rebates and billing errors. The lag is periodically adjusted based on actual historical experience. Additionally, the average amount of revenue adjustments per month can vary in relation to the level of sales or based on other factors (such as personnel issues that could result in excessive manual errors or in excessive spot quotes being granted). Both of these significant assumptions are continually evaluated for validity.

Self-Insurance Loss Reserves

Given the nature of the Company's operating environment, the Company is subject to vehicle and general liability, workers' compensation and health insurance claims. To mitigate a portion of these risks, the Company maintains insurance for individual vehicle and general liability claims exceeding $500 and workers' compensation claims and 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 to prior year claims, changes in the timing of the reporting of losses from the loss date to the notification date, and expected costs to settle unpaid claims. Management also monitors the reasonableness of the judgments made in the prior year's estimation process (referred to as a hindsight analysis) and adjusts current year assumptions based on the hindsight analysis. Additionally, the Company utilizes 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. No single customer accounted for more than 10.0% of our consolidated operating revenue in 2008, 2007 or 2006. While not significant on a consolidated basis, two customers accounted for approximately 43.9% of FASI's 2008 operating revenue. Receivables from these two customers totaled approximately $1,926 at December 31, 2008. No collateral is required to support these receivable balances.

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 income.

1. Accounting Policies (Continued)

Property and Equipment

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

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

Depreciation expense for each of the three years ended December 31, 2008, 2007 and 2006 was $12,252, $9,103, and $7,659, 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. Under the provisions of SFAS No. 142, *Goodwill and Other Intangible Assets* (“SFAS 142”), goodwill and intangible assets with indefinite lives are not amortized but are subject to annual impairment tests in accordance with the statement. Other intangible assets are amortized over their useful lives. The Company completed the required annual impairment test of goodwill during each of the second quarters of 2008, 2007 and 2006, and determined that goodwill had not been impaired. In addition, at December 31, 2008, the Company considered whether any impairment indicators existed and no impairment charges were incurred.

Acquisitions are accounted for using the purchase method in accordance with SFAS No. 141, *Business Combinations* ("SFAS 141"). The definite-lived intangible assets of the Company resulting from acquisition activity and the related amortization are described in Note 2 , Acquisition of Businesses.

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

Income Taxes

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

Effective January 1, 2007, the Company adopted Financial Accounting Standards Board (“FASB”) Interpretation No. 48 *Accounting for Uncertainty in Income Taxes (an interpretation of FASB Statement No. 109)* (“FIN 48”). Accordingly, the Company reports a liability for unrecognized tax benefits resulting from uncertain tax positions taken or expected to be taken in a tax return. The Company recognizes interest and penalties, if any, related to unrecognized tax benefits in interest expense and operating expenses, respectively.

1. Accounting Policies (Continued)

Net Income Per Share

The Company calculates net income per share in accordance with SFAS No. 128, *Earnings Per Share* ("SFAS 128"). Under SFAS 128, income per basic share excludes any dilutive effects of options, warrants and convertible securities. Diluted income per share includes any dilutive effects of options, warrants and convertible securities, and uses the treasury stock method in calculating dilution.

Comprehensive Income

Comprehensive income includes any changes in the equity of the Company from transactions and other events and circumstances from non-operational sources. Unrealized gains and losses on available-for-sale securities are included in other comprehensive income for all years presented. Comprehensive income for the years ended December 31, 2008, 2007 and 2006 approximated net income.

Share-Based Payments

Prior to January 1, 2006, as permitted by SFAS No. 123, *Accounting for Stock Based Compensation* ("SFAS 123"), as amended by SFAS No. 148, *Accounting for Stock-Based Compensation-Transition and Disclosure*, the Company accounted for share-based payments to employees using Accounting Principles Board ("APB") Opinion No. 25, *Accounting for Stock Issued to Employees* . As such, the Company generally recognized no compensation cost for employee stock options as options granted had exercise prices equal to the fair market value of our common stock on the date of grant. The Company also recorded no compensation expense in connection with our employee stock purchase plan.

Effective January 1, 2006, the Company adopted SFAS No. 123(R), *Share-Based Payment* ("SFAS 123R"), and elected the modified prospective transition method. Under the modified prospective transition method, awards that are granted, modified, repurchased or canceled after the date of adoption should be measured and accounted for in accordance with SFAS 123R. Share-based awards that are granted prior to the effective date should continue to be valued in accordance with SFAS 123 and stock option expense for unvested options must be recognized in the statement of income. On December 31, 2005, the Company's Board of Directors accelerated the vesting of all outstanding and unvested stock options awarded to employees, officers and non-employee directors under the Company's stock option award plans. The primary purpose of the accelerated vesting of these options was to eliminate future compensation expense that the Company would otherwise have recognized in its statement of income with respect to these unvested options upon the adoption of SFAS 123R. As a result of the acceleration of the vesting of the Company's outstanding and unvested options in 2005, the Company recognized $1,300 of stock based compensation in 2005, but there was no additional compensation expense recognized during the years ended December 31, 2008, 2007 and 2006 related to options granted prior to January 1, 2006.

The Company's 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, 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. Prior to the implementation of SFAS 123R, the Company utilized stock options as its sole form of share-based awards. During the year ended December 31, 2006, the Company granted non-vested shares of Common Stock ("non-vested shares") to key employees, but returned to granting stock options during the year ended December 31, 2007. The Company returned to granting stock options to key employees as the Company believes stock options more closely link long-term compensation with the Company's long-term goals. For non-employee directors, we continued to grant non-vested shares during the years ended December 31, 2008 and 2007.

The share-based compensation for these stock options and non-vested shares 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 fair values of non-vested shares issued to employees in 2006 and non-employee directors in 2008, 2007 and 2006 were estimated using opening market prices for the business day of the grant. 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.

1. Accounting Policies (Continued)

	December 31, 2008	December 31, 2007	December 31, 2006
Expected dividend yield	0.8%	0.8%	--%
Expected stock price volatility	35.2%	37.0%	--%
Weighted average risk-free interest rate	2.8%	4.5%	--%
Expected life of options (years)	4.5	4.5	--

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 our 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. As the ESPP does not qualify as non-compensatory under the requirements of SFAS 123R, the Company recognizes share-based compensation on the date of purchase based on the difference between the purchase date fair market value and the employee purchase price.

SFAS 123R also requires companies to calculate an initial "pool" of excess tax benefits available at the adoption date to absorb any unused deferred tax assets that may be recognized under SFAS 123R. The pool includes the net excess tax benefits that would have been recognized if the Company had adopted SFAS 123 for recognition purposes on its effective date. The Company elected to calculate the pool of excess tax benefits under the alternative transition method described in FASB Staff Position No. FAS 123(R)-3, *Transition Election Related to Accounting for Tax Effects of Share-Based Payment Awards*, which also specifies the method the Company must use to calculate excess tax benefits reported on the statement of cash flows.

Recently Issued Accounting Pronouncements

During September 2006, the FASB issued SFAS No. 157, *Fair Value Measurements* ("SFAS 157"), which is effective for fiscal years beginning after November 15, 2007 with earlier adoption encouraged. SFAS 157 defines fair value, establishes a framework for measuring fair value in generally accepted accounting principles, and expands disclosures about fair value measurements. In February 2008, the FASB issued FASB Staff Position FAS 157-2, *Effective Date of FASB Statement No. 157* which delayed the effective date of SFAS 157 for all non-financial assets and liabilities, except those that are recognized or disclosed at fair value in the financial statements on a recurring basis, until January 1, 2009. The Company adopted SFAS 157 on January 1, 2008 for all financial assets and liabilities, but the implementation did not have a significant impact on the Company's financial position or results of operations. The Company has not fully determined the impact the implementation of SFAS 157 will have on its non-financial assets and liabilities, which are not recognized or disclosed on a recurring basis. However, the Company does not anticipate that the full adoption of SFAS 157 will significantly impact our consolidated financial statements.

During February 2007, the FASB issued SFAS No. 159, *The Fair Value Option for Financial Assets and Financial Liabilities—Including an amendment of FASB Statement No. 115* ("SFAS 159"), which permits entities to choose to measure many financial instruments and certain other items at fair value. The objective of SFAS 159 is to improve financial reporting by providing entities with the opportunity to mitigate volatility in reported earnings caused by measuring related assets and liabilities differently without having to apply complex hedge accounting provisions. The Company adopted SFAS 159 on January 1, 2008, but did not elect the fair value measurement for any new assets or liabilities.

In December 2007, the FASB issued SFAS No. 141 (revised 2007), *Business Combinations* ("SFAS 141R"). SFAS 141R establishes principles and requirements for how an acquirer recognizes and measures in its financial statements the identifiable assets acquired, the liabilities assumed, any noncontrolling interest in the acquiree and the goodwill acquired. SFAS 141R also establishes disclosure requirements to enable the evaluation of the nature and financial effects of the business combination. This statement is effective beginning January 1, 2009. The impact of SFAS 141R will depend on the nature of the Company's business combinations subsequent to January 1, 2009.

In December 2007, the FASB issued SFAS No. 160, *Noncontrolling Interests in Consolidated Financial Statements-an amendment of Accounting Research Bulletin No. 51* ("SFAS 160"). SFAS 160 establishes accounting and reporting standards for ownership interests in subsidiaries held by parties other than the parent, the amount of consolidated net income attributable to the parent and to the noncontrolling interest, changes in a parent's ownership interest, and the valuation of retained noncontrolling equity investments when a subsidiary is deconsolidated. SFAS 160 also establishes disclosure requirements that clearly identify and distinguish between the interests of the parent and the interests of the noncontrolling owners. This statement is effective beginning January 1, 2009. The adoption of SFAS 160 is not expected to have a significant impact on the Company's financial position, results of operations and cash flows as the Company does not currently have any noncontrolling interests.

1. Accounting Policies (Continued)

Reclassifications

Certain reclassifications have been made to prior-year financial statements to conform to the 2008 presentation. These reclassifications had no effect on net income as previously reported.

2. Acquisition of Businesses

On September 8, 2008, the Company acquired certain assets and liabilities of Service Express, Inc. (Service Express). Service Express was a privately-held provider of pool distribution services primarily in the Mid-Atlantic and Southeastern continental United States. Service Express generated approximately $39,000 (unaudited) in revenue during the year ended December 31, 2007. The acquisition of Service Express' pool distribution services expands the geographic footprint of the FASI segment in the Mid-Atlantic and Southeastern United States. The purchased assets and liabilities and the results of operations of Service Express have been included in the consolidated financial statements since September 8, 2008.

The aggregate purchase price of $10,647 was paid with the Company's available cash and borrowings from the Company's senior credit facility (see note 4). Under the purchase agreement, $1,050 of the purchase price was paid into an escrow account to protect the Company against potential unknown liabilities. The amount paid into escrow will be released to the sellers one year after the acquisition date if not utilized by the Company for unknown liabilities.

The purchase price allocation is preliminary as the Company is still finalizing the valuation of certain acquired property and equipment. The preliminary purchase price allocation is as follows:

	Service Express
Current assets	$ 258
Property and equipment	2,874
Customer relationships	6,000
Goodwill	5,149
Total assets acquired	14,281
Current liabilities	281
Capital lease obligations	3,353
Total liabilities assumed	3,634
Net assets acquired	$ 10,647

The acquired customer relationships from the Service Express acquisition are being amortized on a straight-line basis over a weighted average life of 15 years. The Company began amortizing the assets as of the acquisition date and recorded $133 during the year ended December 31, 2008.

On March 17, 2008, the Company acquired certain assets and liabilities of Pinch Holdings, Inc. and its related company AFTCO Enterprises, Inc. and certain of their respective wholly owned subsidiaries (Pinch). Pinch was a privately-held provider of pool distribution, airport-to-airport, truckload, custom, and cartage services primarily in the Southwestern continental United States. Pinch generated approximately $35,000 (unaudited) in revenue during the year ended December 31, 2007. The acquisition of Pinch's pool distribution services expands the geographic footprint of the FASI segment in the Southwestern United States. In addition to providing additional tonnage density to the Forward Air airport-to-airport network, the acquisition of Pinch's cartage and truckload business provides an opportunity for Forward Air to expand its service options in the Southwestern United States. The purchased assets and liabilities and the results of operations of Pinch have been included in the consolidated financial statements since March 17, 2008.

The aggregate purchase price of $18,682 was paid with the Company's available cash and borrowings from the Company's senior credit facility (see note 4). Under the purchase agreement, $1,825 of the purchase price was paid into an escrow account to protect the Company against potential unknown liabilities. The amount paid into escrow will be released to the sellers one year after the acquisition date if not utilized by the Company for unknown liabilities.

2. Acquisition of Businesses (Continued)

The purchase price allocation is preliminary as the Company is still finalizing the valuation of certain acquired liabilities. The preliminary purchase price allocation is as follows:

	Forward Air	FASI	Total
Current assets	$ 72	$ --	$ 72
Property and equipment	960	148	1,108
Non-compete agreements	80	--	80
Customer relationships	4,700	4,300	9,000
Goodwill	5,573	3,437	9,010
Total assets acquired	11,385	7,885	19,270
Debt and capital leases	480	108	588
Total liabilities assumed	480	108	588
Net assets acquired	$ 10,905	$ 7,777	$ 18,682

The acquired customer relationships and non-compete agreements from the Pinch acquisition are being amortized on a straight-line basis over a weighted average life of 12 and 5 years, respectively. The Company began amortizing the assets as of the acquisition date and recorded $655 during the year ended December 31, 2008. The assumed debt included notes payable on purchased equipment of $350 and capital lease obligations of $238. The notes payable of $350 were settled on the date of purchase and there are no related amounts outstanding on December 31, 2008.

On July 30, 2007, the Company acquired certain assets and liabilities of USAC. The purchased assets and liabilities and the results of operations of USAC have been included in the consolidated financial statements, in our FASI segment, since July 30, 2007. USAC was a well-established transportation service provider with 11 facilities that specialized in pool distribution services throughout the Southeast, Midwest and Southwest continental United States. USAC generated approximately $32,000 (unaudited) in revenue during the year ended December 31, 2006. In conjunction with the Company's strategy to expand into new services complimentary to the airport-to-airport business, the acquisition provides the opportunity for the Company to introduce new services to new and existing customers and to drive efficiencies in existing businesses. The aggregate purchase price was $12,950, paid with the Company's available cash. During 2008, $237 was paid to the previous owners of USAC for final settlement of the purchased working capital.

On December 3, 2007, the Company acquired certain assets and liabilities of Black Hawk Freight Services, Inc. ("Black Hawk"). The purchased assets and liabilities and the results of operations of Black Hawk have been included in the consolidated financial statements, in our Forward Air segment, since December 3, 2007. Black Hawk was a privately-held provider of airport-to-airport, truckload, custom, and cartage services that generated approximately $30,000 (unaudited) in revenue during the year ended December 31, 2006. The acquisition of Black Hawk operations is complimentary to those of the Forward Air segment and will increase the geographic footprint of the segment in the Midwestern United States. The aggregate purchase price was $35,251, paid with the Company's available cash and borrowings from the Company's senior credit facility.

Also during 2007, the Company acquired certain assets of two other operations for $681 in cash. The assets purchased were truckload and cargo handling customer relationships. These acquisitions were completed to expand existing logistics and other services currently provided.

2. Acquisition of Businesses (Continued)

The purchase price allocations of the respective 2007 acquisitions discussed above are as follows:

	USAC	Black Hawk	Other	Total
Current assets	$ 2,262	$ 17	$ --	$ 2,279
Property and equipment	3,425	3,928	--	7,353
Non-compete agreements	200	1,500	--	1,700
Customer relationships	4,800	13,800	681	19,281
Goodwill	3,718	16,765	--	20,483
Other noncurrent assets	215	--	--	215
Total assets acquired	14,620	36,010	681	51,311
Current liabilities	456	--	--	456
Debt and capital leases	1,214	759	--	1,973
Total liabilities assumed	1,670	759	--	2,429
Net assets acquired	$ 12,950	$ 35,251	$ 681	$ 48,882

The Company's total acquired customer relationships and non-compete agreements of $47,031 and $1,780, respectively, have weighted-average useful lives of 11.3 and 5.6 years, respectively. Amortization expense on acquired customer relationships and non-compete agreements for each of the three years ended December 31, 2008, 2007 and 2006 was $4,363, $1,721, and $1,275, respectively.

The estimated amortization expense for the next five years on definite-lived intangible assets as of December 31, 2008 is as follows:

	2009	2010	2011	2012	2013
Customer relationships	$ 4,482	$ 4,296	$ 4,255	$ 4,254	$ 4,255
Non-compete agreements	336	336	336	311	24
Total	$ 4,818	$ 4,632	$ 4,591	$ 4,565	$ 4,279

The changes in the carrying value of goodwill by segment for the year ended December 31, 2008 are as follows:

	Forward Air	FASI	Total
Beginning balance, December 31, 2006	$ 15,588	$ --	$ 15,588
USAC acquisition	--	3,709	3,709
Black Hawk acquisition	16,756	--	16,756
Ending balance, December 31, 2007	32,344	3,709	36,053
Pinch acquisition	5,573	3,437	9,010
Service Express acquisition	--	5,149	5,149
Adjustment to Black Hawk and USAC acquisitions	9	9	18
Ending balance, December 31, 2008	$ 37,926	$ 12,304	$ 50,230

The goodwill for the above acquisitions is deductible for tax purposes.

3. Property

In June 2007, the Company completed the purchase of a new regional hub near Atlanta, Georgia for $14,870. The deposit of 1,478 paid in September 2006, previously included in noncurrent other assets, was applied to this purchase price.

In March 2007, the Company completed the purchase of a new terminal near Chicago, Illinois for $22,312. The deposit of $3,316 paid in July 2006, previously included in noncurrent other assets, was applied to this purchase price.

3. Property (Continued)

In addition, in February 2007, the Company acquired land near Dallas/Fort Worth, Texas for $3,045 on which the Company is building a new regional hub facility. At December 31, 2008, the Company has capitalized in construction in progress $13,925 for the construction of the Dallas/Forth Worth regional hub. The Company anticipates completion of this facility during the third quarter of 2009.

4. Debt and Capital Lease Obligations

Credit Facilities

On October 10, 2007, the Company entered into a $100,000 senior credit facility. This facility has a term of five years and includes an accordion feature, which if approved by the Company's lender, allows for an additional $50,000 in borrowings on such terms and conditions as set forth in the Credit Agreement. The senior credit facility matures on October 10, 2012. The facility replaced the Company's previous $20,000 line of credit. The Company entered into this larger credit facility in order to fund potential acquisitions, the repurchase of its common stock, and for financing other general business purposes. Interest rates for advances under the facility are at LIBOR plus 0.6% to 0.9% based upon covenants related to total indebtedness to earnings (1.0% at December 31, 2008). The agreement contains certain covenants and restrictions, none of which are expected to significantly affect our operations or ability to pay dividends. No assets are pledged as collateral against the senior credit facility. As of December 31, 2008, the Company had $50,000 outstanding under the senior credit facility. At December 31, 2008, the Company had $42,155 of available borrowing capacity outstanding under the senior credit facility, not including the accordion feature, and had utilized $7,845 of availability for outstanding letters of credit. See discussion of the fair value of the Company's debt and capital lease obligations in Note 10.

Other Long-Term Debt

In conjunction with the July 2007 acquisition of certain assets and liabilities of USAC, the Company assumed $1,188 in equipment notes. Interest on the equipment notes is fixed at various rates between 5.9% and 8.5%.

Annual maturities of long-term debt including the senior credit facility, at December 31, 2008, are as follows:

2009	$	147
2010		21
2011		--
2012		50,000
2013		--
Total	$	50,168

Capital Leases

In September 2000, the Company entered into an agreement with the Rickenbacker Port Authority ("Rickenbacker") to lease a building located near the Company's Columbus, Ohio hub facility. At the inception of the lease, the Company made a $2,004 loan to Rickenbacker. The lease agreement has a ten-year initial term, with two five-year renewal options. At December 31, 2008, the present value of the future minimum lease payments was $796. Because the lease met the criteria for classification as a capital lease, the leased building was recorded in property and equipment at $3,015 (which represented the present value of the total minimum lease payments, including the $2,004 initial payment), as it is less than the fair value at the inception date. The building is being depreciated over the initial lease term.

In 2008 and 2007 in conjunction with the acquisitions discussed in Note 2, 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 their useful life.

4. Debt and Capital Lease Obligations (continued)

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

	December 31, 2008	December 31, 2007
Buildings	$ 3,015	$ 3,015
Equipment	2,975	621
Accumulated amortization	(2,061)	(1,260)
	$ 3,929	$ 2,376

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

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, 2008:

2009	$ 1,629
2010	1,041
2011	783
2012	663
2013	357
Thereafter	604
Total	5,077
Less amounts representing interest	608
Present value of net minimum lease payments (including current portion of $1,455)	$ 4,469

Interest Payments

Interest payments during 2008, 2007 and 2006 were $1,628, $433 and $81, respectively. During the year ended December 31, 2008, $301 of interest payments were capitalized.

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

Preferred Stock

The Company has a shareholder rights plan, that expires May 18, 2009, that allows the Board of Directors to issue, at its discretion, up to 5,000,000 shares of preferred stock, par value $0.01. The terms and conditions of the preferred shares are to be determined by the Board of Directors. No shares have been issued to date. The shareholder rights plan also establishes notice requirements for nominations for election to the Board of Directors and for proposing matters that can be acted upon by shareholders at a meeting.

Cash Dividends

Prior to February 15, 2005, the Company had never declared a cash dividend. During each quarter of 2008, 2007 and 2006, the Company's Board of Directors declared a cash dividend of $0.07 per share of common stock. On February 9, 2009, the Company's Board of Directors declared a $0.07 per share dividend that will be paid in the first quarter of 2009. The Company expects to continue to pay regular quarterly cash dividends, though each subsequent quarterly dividend is subject to review and approval by the Board of Directors.

Repurchase of Common Stock

On November 17, 2005, the Company announced that its Board of Directors approved a stock repurchase program for up to three million shares of common stock (the "2005 Repurchase Plan"). During the year ended December 31, 2007, the Company repurchased the remaining available shares of common stock under the 2005 Repurchase plan, or 1,613,327 shares, for $49,079, or $30.42 per share. For the year ended December 31, 2006, the Company repurchased 1,302,695 shares of common stock under the 2005 Repurchase Plan for $41,722, or $32.03 per share. As of December 31, 2008, no shares remained eligible for purchase under the 2005 Repurchase Plan.

5. Shareholders' Equity, Stock Options and Net Income per Share (continued)

On July 31, 2007 our Board of Directors approved an additional stock repurchase program for up to two million shares of the Company's common stock (the "2007 Repurchase Plan"). During the year ended December 31, 2007, the Company repurchased 211,173 shares of common stock under the 2007 Repurchase Plan for $6,055, or $28.68 per share. No shares were repurchased during the year ended December 31, 2008. As of December 31, 2008, 1,788,827 shares of common stock remain that may be repurchased under the 2007 Repurchase Plan.

Share-Based Compensation

The Company had previously reserved 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 originally vested over a one to five year period. On December 31, 2005, the Company's Board of Directors accelerated the vesting of all of the Company's outstanding and unvested stock options awarded to employees, officers and non-employee directors under the Company's stock option award plans.

In May 2008, with the approval of shareholders, the Company amended and restated the 1999 Stock Option and Incentive Plan ("1999 Amended Plan") to reserve an additional 3,000,000 common shares, increasing the total number of reserved common shares under the 1999 Amended Plan to 7,500,000.

Employee Activity - Options

The following table summarizes the Company's employee stock option activity and related information for the years ended December 31, 2008, 2007 and 2006:

	2008		2007		2006	
	Options (000)	Weighted-Average Exercise Price	Options (000)	Weighted-Average Exercise Price	Options (000)	Weighted-Average Exercise Price
Outstanding at beginning of year	2,246	$ 26	1,475	$ 23	1,957	$ 23
Granted/converted	387	30	847	31	--	--
Exercised	(153)	15	(64)	20	(476)	23
Forfeited	(34)	32	(12)	29	(6)	34
Outstanding at end of year	2,446	$ 28	2,246	$ 26	1,475	$ 23
Exercisable at end of year	1,528	$ 26	1,409	$ 23	1,475	$ 23
Options/shares available for grant	3,004		357		1,192	
Average aggregate intrinsic value for options outstanding	$ 7,840					
Average aggregate intrinsic value for exercisable options	$ 7,770					
Weighted-average fair value of options granted during the year	$ 9.17		$ 10.98		$ --	

5. Shareholders' Equity, Stock Options and Net Income per Share (continued)

The following table summarizes information about stock options outstanding as of December 31, 2008:

Range of Exercise Price	Number Outstanding (000)	Weighted Average Remaining Contractual Life	Weighted Average Exercise Price	Number Exercisable (000)	Weighted Average Exercise Price
$ 13.25-18.82	333	4.3	$ 15.64	333	$ 15.64
20.05-29.44	1,284	5.7	28.10	928	27.58
30.35-36.84	829	5.4	31.39	267	31.36
$ 13.25-36.84	2,446	5.4	$ 27.50	1,528	$ 25.60

Share-based compensation expense for options granted in 2008 and 2007 was recognized in salaries, wages and employee benefits. Share-based compensation expense for options granted was $4,036 and $1,823 during 2008 and 2007, respectively. The total tax benefit related to the share-based expense for these options was $1,032 and $390 for 2008 and 2007, respectively. Total compensation cost, net of estimated forfeitures, related to the options not yet recognized in earnings was $6,148 at December 31, 2008. Total unrecognized compensation cost will be adjusted for future changes in estimated forfeitures.

Employee Activity – Non-vested shares

During the year ended December 31, 2006, the Company granted 129,350 non-vested shares to key employees with a weighted-average fair value of $36.09. Share-based compensation expense of $1,403, $1,286 and $1,175 for non-vested shares granted to employees during 2006 was recognized in salaries, wages and employee benefits during the years ended December 31, 2008, 2007 and 2006, respectively. The total tax benefit related to this share-based expense was $550, $487 and $443 for the years ended December 31, 2008, 2007 and 2006, respectively.

During the year ended December 31, 2008, 38,078 previously non-vested shares with a total grant date fair value of $1,374 vested to employees. During the year ended December 31, 2007, 38,540 previously non-vested shares with a total grant date fair value of $1,391 vested to employees. During the years ended December 31, 2008, 2007 and 2006 1,350, 0 and 13,750, respectively, of non-vested shares were forfeited by employees. At December 31, 2008 there were 37,632 non-vested shares granted to employees that had yet to vest. Total compensation cost, net of estimated forfeitures, related to the non-vested shares not yet recognized in earnings was $203 at December 31, 2008. Total unrecognized compensation cost will be adjusted for future changes in estimated forfeitures.

Employee Activity – ESPP

Under the ESPP, the Company is authorized to issue up to a remaining 459,324 shares of common stock to employees of the Company. For the years ended December 31, 2008, 2007 and 2006, participants under the plan purchased 10,377, 9,378 and 9,237 shares, respectively, at an average price of $24.57, $27.66 and $28.54 per share, respectively. The weighted-average fair value of each purchase right under the ESPP granted for the years ended December 31, 2008, 2007 and 2006, which is equal to the discount from the market value of the common stock at the end of each six month purchase period, was $5.00, $5.09 and $4.90 per share, respectively. Share-based compensation expense of $51, $48 and $45 was recognized in salaries, wages and employee benefits, during the years ended December 31, 2008, 2007 and 2006, 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 is designed to better enable the Company to attract and retain well-qualified persons for service as directors of the Company. 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.

5. Shareholders' Equity, Stock Options and Net Income per Share (continued)

During 2008, under the Amended Plan, 18,448 non-vested shares were issued to the Company's non-employee directors with a weighted-average fair value of $34.69. During 2007, under the Amended Plan, 14,268 non-vested shares and 4,756 deferred stock units were issued to the Company's non-employee directors with a weighted-average fair value of $33.64. The share-based compensation for these awards are recognized, net of estimated forfeitures, ratably over the requisite service period, or vesting period, of one year.

Under the 2006 Plan, during 2006, 11,250 non-vested shares and 2,250 deferred stock units were issued to the Company's non-employee directors with a weighted-average fair value of $36.27. In April 2007, 375 non-vested shares with fair values of $30.88 per share were issued to a new non-employee director. The share-based compensation for these awards are recognized, net of estimated forfeitures, ratably over the requisite service period, or vesting period, of three years.

During the year ended December 31, 2008, 18,143 of previously non-vested shares and 5,506 of deferred stock units with a total grant date fair value of $807 vested to non-employee directors. During 2008, a non-employee director resigned from our Board of Directors and forfeited approximately 3,056 non-vested shares. At December 31, 2008 20,142 non-vested shares granted to non-employee directors had yet to vest.

During the years ended December 31, 2008, 2007 and 2006, share-based compensation expense for non-vested shares granted to non-employee directors under the above plans was $777, $552 and $82, respectively, and was recognized in salaries, wages and employee benefits. The total tax benefits related to this share-based expense was $305, $209 and $31 for the years ended December 31, 2008, 2007 and 2006, respectively. Total compensation cost, net of estimated forfeitures, related to these non-vested shares granted to non-employee directors not yet recognized in earnings was $262 at December 31, 2008. Total unrecognized compensation cost will be adjusted for future changes in estimated forfeitures.

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 tables summarize the Company's non-employee stock option activity and related information for the three years ended December 31, 2008:

	2008		2007		2006	
	Options (000)	**Weighted-Average Exercise Price**	**Options (000)**	**Weighted-Average Exercise Price**	**Options (000)**	**Weighted-Average Exercise Price**
Outstanding at beginning of year	112	$ 22	112	$ 22	114	$ 22
Granted/converted	--	--	--	--	--	--
Exercised	(38)	22	--	--	(2)	20
Forfeited	--	--	--	--	--	--
Outstanding and exercisable at end of year	74	$ 22	112	$ 22	112	$ 22
Average aggregate intrinsic value for options outstanding and exercisable	$ 1,876					

At December 31, 2008, weighted average remaining contractual term for these options was 4.1 years.

5. Shareholders' Equity, Stock Options and Net Income per Share (continued)

Net Income per Share

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

	2008	2007	2006
Numerator:			
Numerator for basic and diluted net income per share	$ 42,542	$ 44,925	$ 48,923
Denominator:			
Denominator for basic net income per share - weighted-average shares (in thousands)	28,808	29,609	31,091
Effect of dilutive stock options and non-vested shares (in thousands)	217	353	430
Denominator for diluted net income per share - adjusted weighted-average shares (in thousands)	29,025	29,962	31,521
Basic net income per share	$ 1.48	$ 1.52	$ 1.57
Diluted net income per share	$ 1.47	$ 1.50	$ 1.55

The number of options and non-vested shares that could potentially dilute income per basic share in the future, but that were not included in the computation of income per diluted share because to do so would have been anti-dilutive for the periods presented, were approximately 1,153,000, 120,000 and 105,000 in 2008, 2007 and 2006, respectively.

6. Income Taxes

The provision for income taxes consists of the following:

	2008	2007	2006
Current:			
Federal	$ 22,242	$ 23,179	$ 25,663
State	3,476	3,613	4,094
	25,718	26,792	29,757
Deferred:			
Federal	1,061	525	(57)
State	90	71	(79)
	1,151	596	(136)
	$ 26,869	$ 27,388	$ 29,621

The tax benefits associated with the exercise of stock options during the years ended December 31, 2008, 2007 and 2006 were $1,030, $1,261 and $1,967, respectively, and are reflected as an increase in additional paid-in capital in the accompanying consolidated statements of shareholders' equity.

6. Income Taxes (continued)

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:

	2008	2007	2006
Tax expense at the statutory rate	$ 24,294	$ 25,310	$ 27,490
State income taxes, net of federal benefit	2,318	2,574	2,839
Qualified stock options	503	294	--
Meals and entertainment	194	289	233
Tax-exempt interest income	(6)	(406)	(1,005)
Federal income tax credits	(328)	(498)	--
Other	(106)	(175)	64
	$ 26,869	$ 27,388	$ 29,621

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, 2008	December 31, 2007
Deferred tax assets:		
Accrued expenses	$ 3,049	$ 2,509
Allowance for doubtful accounts	979	440
Non-compete agreements	1,090	488
Share-based compensation	2,467	1,426
Accruals for income tax contingencies	113	478
Net operating loss carryforwards	276	408
Total deferred tax assets	7,974	5,749
Valuation allowance	(276)	(408)
Total deferred tax assets, net of valuation allowance	7,698	5,341
Deferred tax liabilities:		
Tax over book depreciation	8,951	7,412
Prepaid expenses deductible when paid	1,922	1,163
Goodwill	3,561	2,351
Total deferred tax liabilities	14,434	10,926
Net deferred tax liabilities	$ (6,736)	$ (5,585)

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

	December 31, 2008	December 31, 2007
Current assets	$ 2,105	$ 1,786
Noncurrent liabilities	(8,841)	(7,371)
	$ (6,736)	$ (5,585)

Total income tax payments, net of refunds, during fiscal years 2008, 2007 and 2006 were $30,293, $20,995 and $26,019, respectively.

At December 31, 2008 and 2007, the Company had state net operating loss carryforwards of $16,018 that will expire between 2013 and 2024. The use of these state net operating losses is limited to the future taxable income of separate legal entities. As a result,

6. Income Taxes (continued)

the valuation allowance has been provided for certain state loss carryforwards. The valuation allowance decreased $132 during 2008 but was unchanged during 2007. Based on expectations of future taxable income, management believes that it is more likely than not that the results of operations will not generate sufficient taxable income to realize such net operating loss benefits.

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 2003.

The Company adopted the provisions of FIN 48 on January 1, 2007. As a result of the implementation of FIN 48, the Company recognized a $1,397 increase in the liability for income tax contingencies, including related interest and penalties, which net of federal benefit of $420 was accounted for as a reduction to the January 1, 2007 balance of retained earnings. The total liability for income tax contingencies at January 1, 2007, net of federal benefit was $977, which represented tax positions where the realization of the ultimate benefit was uncertain and the disallowance of which would affect the Company's annual effective income tax rate.

During the year ended December 31, 2008, the Company reached a settlement with a state taxing authority regarding the taxability of two Company subsidiaries in the related state for tax years 1996 through 2007. As a result of this settlement, the Company has agreed to pay the state $306, including interest and penalties. Also, the Company further agreed that if the state was successful in certain litigation efforts the Company would pay an additional $213, including interest and penalties. Based on the settlement, the Company has reclassified $306 to income taxes payable, maintained a contingent tax liability for $213, and reversed the excess accrual. The Company had previously reserved $1,393 for this contingency, and as a result of the settlement, was able to reduce current state income tax expense by $611, interest expense by $104 and penalties by $159.

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

	Liability for Unrecognized Tax Benefits
Balance at January 1, 2007	$ 1,020
Additions for tax positions of current year	157
Reductions for tax positions taken in prior year	(60)
Balance at December 31, 2007	1,117
Additions for tax positions of current year	126
Reductions for settlement with state taxing authorities	(815)
Balance at December 31, 2008	$ 428

Included in the liability for unrecognized tax benefits at December 31, 2008 and December 31, 2007 are tax positions of $428 and $1,117 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, 2008 and December 31, 2007, are accrued penalties of $57 and $220, respectively. The liability for unrecognized tax benefits at December 31, 2008 and December 31, 2007 also included accrued interest of $68 and $240, respectively.

7. Operating Leases

The Company leases certain facilities under noncancellable operating leases that expire in various years through 2019. Certain leases may be renewed for periods varying from one to ten years. In 2008 and 2007, in conjunction with the acquisitions discussed in Note 2, 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 2014 and may not be renewed beyond the original term.

Sublease rental income, was $615, $452 and $622 in 2008, 2007 and 2006. The Company expects to receive aggregate future minimum rental payments under noncancellable subleases of approximately $102.

7. Operating Leases (continued)

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, 2008:

2009	$	19,958
2010		16,758
2011		12,169
2012		7,625
2013		5,089
Thereafter		11,957
Total	$	73,556

8. Commitments and Contingencies

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

The primary claims in the Company's business relate to workers' compensation, property damage, vehicle liability and medical benefits. Most of the Company's insurance coverage provides for self-insurance levels with primary and excess coverage which management believes is sufficient to adequately protect the Company from catastrophic claims. In the opinion of management, adequate provision has been made for all incurred claims up to the self-insured limits, including provision for estimated claims incurred but not reported.

The Company estimates its self-insurance loss exposure by evaluating the merits and circumstances surrounding individual known claims and by performing hindsight and actuarial analysis to determine an estimate of probable losses on claims incurred but not reported. Such losses 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.

9. Employee Benefit Plan

The Company has a retirement savings plan (the "401(k) Plan"). The 401(k) Plan is a defined contribution plan whereby employees who have completed 90 days of service, a minimum of 1,000 hours of service and are age 21 or older are eligible to participate. The 401(k) Plan allows eligible employees to make contributions of 2.0% to 80.0% of their annual compensation. Employer contributions were made at 25.0% during 2008, 2007 and 2006 of the employee's contribution up to a maximum of 6.0% for all periods presented of total annual compensation except where government limitations prohibit.

Employer contributions vest 20.0% after two years of service and continue vesting 20.0% per year until fully vested. The Company's matching contributions expensed in 2008, 2007 and 2006 were approximately $615, $405 and $365, respectively.

10. Financial Instruments

Off Balance Sheet Risk

At December 31, 2008, the Company had letters of credit outstanding totaling $7,845 as required by its workers' compensation and vehicle liability insurance providers.

Concentrations of Credit Risk

Financial instruments that potentially subject the Company to significant concentrations of credit risk consist principally of cash and trade accounts receivable. The Company does not generally require collateral from its customers. Concentrations of credit risk with respect to trade accounts receivable on a consolidated basis are limited due to the large number of entities comprising the

10. Financial Instruments (continued)

Company's customer base and their dispersion across many different industries. However, while not significant to the Company on a Consolidated basis, two customers account for approximately 43.9% of FASI's 2008 operating revenue. Receivables from these two customers totaled approximately $1,926 at December 31, 2008.

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 senior credit facility bears interest at LIBOR plus 0.6% to 0.9% based upon covenants related to total indebtedness to earnings. However, due to current economic conditions, the Company believes its borrowing rate to be favorable to current market rates. Using borrowing rates currently available in the market, the Company estimated the fair value of its senior credit facility, notes payable and capital lease obligations as follows:

	December 31, 2008	
	Carrying Value	Fair Value
Senior credit facility	$ 50,000	$ 46,995
Notes payable	168	174
Capital lease obligations	4,469	4,669

At December 31, 2007, the fair value of the Company's senior credit facility, notes payable and capital lease obligations did not differ materially from the carrying amounts.

11. Segment Reporting

The Company operates in two reportable segments, based on differences in services provided. 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.

The accounting policies of the segments are the same as those described in Note 1. 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. The Company's business is conducted principally 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, 2008 and 2007. No segment information has been presented for the year ended December 31, 2006 as FASI did not exist until July 30, 2007 and all 2006 activity would have been solely related to Forward Air.

Year ended December 31, 2008	Forward Air	FASI	Eliminations	Consolidated
External revenues	$ 419,283	$ 55,153	$ --	$ 474,436
Intersegment revenues	1,929	127	(2,056)	--
Depreciation and amortization	14,414	2,201	--	16,615
Share-based compensation expense	6,130	137	--	6,267
Interest expense	1,157	79	--	1,236
Interest income	344	10	--	354
Income tax expense	26,996	(127)	--	26,869
Net income	42,910	(368)	--	42,542
Total assets	298,585	46,901	(37,959)	307,527
Capital expenditures	23,337	3,362	--	26,699

11. Segment Reporting (continued)

Year ended December 31, 2007	Forward Air	FASI	Eliminations	Consolidated
External revenues	$ 376,711	$ 16,026	$ --	$ 392,737
Intersegment revenues	108	--	(108)	--
Depreciation and amortization	10,372	452	--	10,824
Share-based compensation expense	3,698	12	--	3,710
Interest expense	452	39	--	491
Interest income	1,745	5	--	1,750
Income tax expense	26,498	890	--	27,388
Net income	43,531	1,394	--	44,925
Total assets	236,978	17,910	(13,004)	241,884
Capital expenditures	42,986	4,040	--	47,026

12. Quarterly Results of Operations (Unaudited)

The following is a summary of the quarterly results of operations for the years ended December 31, 2008 and 2007:

	2008			
	March 31	June 30	September 30	December 31
Operating revenue	$ 107,938	$ 121,563	$ 121,484	$ 123,451
Income from operations	16,650	20,262	19,328	14,045
Net income	10,008	12,102	12,097	8,335
Net income per share:				
Basic	$ 0.35	$ 0.42	$ 0.42	$ 0.29
Diluted	$ 0.35	$ 0.42	$ 0.42	$ 0.29

	2007			
	March 31	June 30	September 30	December 31
Operating revenue	$ 87,353	$ 93,147	$ 97,746	$ 114,491
Income from operations	15,839	18,313	16,904	19,992
Net income	10,293	11,475	10,753	12,404
Net income per share:				
Basic	$ 0.34	$ 0.38	$ 0.36	$ 0.43
Diluted	$ 0.34	$ 0.38	$ 0.36	$ 0.43

During the fourth quarter of 2008, salaries, wages, and employee benefits were reduced by $1,482 as the Company reduced accruals for annual senior management incentives as annual earnings goals were not met. Comparatively, the Company increased salaries, wages, and employee benefits by $1,105 during the fourth quarter of 2007 for annual incentives to senior management.

Forward Air Corporation
Schedule II — Valuation and Qualifying Accounts

Col. A	Col. B	Col. C		Col. D		Col. E
	Balance at Beginning of Period	Charged to Costs and Expenses (1)	Charged to Other Accounts Describe (2)	Deductions -Describe		Balance at End of Period
Year ended December 31, 2008						
Allowance for doubtful accounts	$ 805	$ 903	$ --	$ 33	(2)	$ 1,675
Allowance for revenue adjustments (1)	337	4,259	--	3,740	(3)	856
	1,142	5,162	--	3,773		2,531
Year ended December 31, 2007						
Allowance for doubtful accounts	$ 624	$ (33)	--	$ (214)	(2)	$ 805
Allowance for revenue adjustments (1)	236	2,312	--	2,211	(3)	337
	860	2,279	--	1,997		1,142
Year ended December 31, 2006						
Allowance for doubtful accounts	$ 637	$ (223)	--	$ (210)	(2)	$ 624
Allowance for revenue adjustments (1)	285	2,095	--	2,144	(3)	236
	922	1,872	--	1,934		860

(1) Represents an allowance for adjustments to accounts receivable due to disputed rates, accessorial charges and other aspects of previously billed shipments.
(2) Uncollectible accounts written off, net of recoveries
(3) 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 3.2 to the registrant's Quarterly Report on Form 10-Q for the quarterly period ended June 30, 2007 filed with the Securities and Exchange Commission on August 2, 2007 (File No. 0-22490))
4.1	Form of Landair Services, Inc. Common Stock Certificate (incorporated herein by reference to Exhibit 4.1 to the registrant’s Registration Statement on Form S-1 filed with the Securities and Exchange Commission on September 27, 1993 (File No. 0-22490))
4.2	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))
4.3	Rights Agreement, dated May 18, 1999, between the registrant and SunTrust Bank, Atlanta, N.A., including the Form of Rights Certificate (Exhibit A) and the Form of Summary of Rights (Exhibit B) (incorporated herein by reference to Exhibit 4 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))
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	* 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 June 30, 1995 filed with the Securities and Exchange Commission on August 14, 1995 (File No. 0-22490))
10.3	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 Annaul 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))
10.4	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))
10.5	* Non-Employee Director Stock Option Plan (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, 1995 filed with the Securities and Exchange Commission on August 14, 1995 (File No. 0-22490))
10.6	* 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))
10.7	Five-year senior, unsecured revolving credit facility (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 October 11, 2007 (File No. 0-22490))
10.8	* 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))
10.9	* Amendment dated December 30, 2008 to Employee Agreement dated October 30, 2007, between Forward Air Corporation and Bruce A. Campbell
10.10	* Second Amendment dated February 24, 2009 to Employee Agreement dated October 30, 2007, between Forward Air Corporation and Bruce A. Campbell
10.11	* 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))

10.12 * 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))

10.13 * 1999 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, 1999 filed with the Securities and Exchange Commission on May 17, 1999 (File No. 0-22490))

10.14 * Amendment to the 1999 Stock Option and Incentive Plan (incorporated herein by reference to Exhibit 10.14 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))

10.15 * Non-Qualified Stock Option Agreement dated August 21, 2000 between the registrant and Ray A. Mundy (incorporated herein by reference to Exhibit 10.1 to the registrant's Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2000 filed with the Securities and Exchange Commission on November 6, 2000 (File No. 0-22490))

10.16 Forward Air Corporation Section 125 Plan (incorporated herein by reference to Exhibit 10.18 to the registrant's Annual Report on Form 10-K for the fiscal year ended December 31, 2001 filed with the Securities and Exchange Commission on March 15, 2002 (File No. 0-22490))

10.17 * 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 2, 2008 (File No. 0-22490))

10.18 * Forward Air Corporation Amended and Restated Stock Option and Incentive Plan, as further amended and restated on December 17, 2008

10.19 * Form of Incentive Stock Option Agreement under the registrant's Amended and Restated Stock Option and Incentive Plan

10.20 * Form of Option Restriction Agreement between the registrant and each executive officer regarding certain restrictions on transferability of accelerated stock options granted under the registrant's 1999 Stock Option and Incentive Plan, as amended (incorporated herein by reference to Exhibit 10.18 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))

10.21 * Form of Restricted Stock Agreement for an award of restricted stock under the registrant's 1999 Stock Option and Incentive Plan, as amended, granted on or after February 12, 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))

10.22 * 2006 Non-Employee Director Stock Plan (incorporated herein by reference to Appendix A of the registrant's Proxy Statement filed with the Securities and Exchange Commission on April 24, 2006 (File No. 0-22490))

10.23 * 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))

10.24 * Amended and Restated Non-Employee Director Stock Plan (incorporated herein by reference to Appendix B of the registrant's Proxy Statement filed with the Securities and Exchange Commission on April 19, 2007 (File No. 0-22490))

10.25 * Amended and Restated Non-Employee Director Stock Plan, as further amended and restated on December 17, 2008

10.26 * Schedule of Non-Employee Director Compensation effective May 23, 2007 (incorporated herein by reference to the registrant's Proxy Statement filed with the Securities and Exchange Commission on April 3, 2008 (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))

14.1 Code of Ethics (incorporated herein by reference to Exhibit 14.1 to the registrant's Annual Report of 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))

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

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

Annual Meeting

The Company's 2009 Annual Meeting of Shareholders will be held at 8:00 a.m., EDT, on Tuesday, May 12, 2009, in the Jasmine/Magnolia Room at the Westin Atlanta Airport, 4736 Best Road, Atlanta, Georgia 30337. Shareholders are invited to attend this meeting.

Inquiries

Inquiries from shareholders, securities analysts, registered representatives, and the news media regarding Company information should be directed to 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 Investor Services
P.O. Box 43023
Providence, RI 02940-3023
(800) 568-3476
www-us.computershare.com

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
Executive Vice President and Chief Financial Officer
MasTec, Inc.

Richard W. Hanselman
Former Director of ArvinMeritor, Inc.

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

Tracy A. Leinbach
Former Executive Vice President and Chief Financial Officer
Ryder System, Inc.

G. Michael Lynch
Lead Independent Director
Forward Air Corporation
Former Executive Vice President and Chief Financial Officer
Federal-Mogul Corporation

Ray A. Mundy
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

Chris C. Ruble
Executive Vice President, Operations

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