

CoreSite Realty Corp
Form DEF 14A
April 10, 2014

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

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of
the Securities Exchange Act of 1934 (Amendment No.)

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
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- Definitive Proxy Statement
- Definitive Additional Materials
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CORESITE REALTY CORPORATION

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

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- No fee required.
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**1001 17th Street, Suite 500
Denver, Colorado 80202
(866) 777-2673**

April 9, 2014

Dear CoreSite Stockholder:

You are cordially invited to the CoreSite Realty Corporation 2014 Annual Meeting of Stockholders (the "Annual Meeting") to be held on Thursday, May 29, 2014, at 3:00 p.m., Pacific Time. The Annual Meeting will be held at The Fairmont San Jose, 170 South Market Street, San Jose, California 95113.

At the Annual Meeting, you will be asked to (i) elect seven directors to our Board of Directors, (ii) ratify the appointment of KPMG LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2014, (iii) approve an advisory resolution on executive compensation and (iv) transact such other business as may properly come before the meeting or any postponements or adjournments thereof.

The accompanying Notice of 2014 Annual Meeting of Stockholders describes these matters. We have elected to provide access to our proxy materials on the Internet under the U.S. Securities and Exchange Commission's "notice and access" rules. Our proxy materials are available at www.proxyvote.com. We have sent the Notice of 2014 Annual Meeting of Stockholders to each of our stockholders, providing instructions on how to access our proxy materials and our 2013 Annual Report on the Internet. Please read the enclosed information carefully before submitting your proxy.

Please join us at the meeting. Whether or not you plan to attend, it is important that you authorize your proxy promptly. If you do attend the meeting, you may withdraw your proxy should you wish to vote in person.

Sincerely,

THOMAS M. RAY
President, Chief Executive Officer and Director

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Denver, Colorado 80202
(866) 777-2673**

NOTICE OF 2014 ANNUAL MEETING OF STOCKHOLDERS

To the Stockholders of CoreSite Realty Corporation:

NOTICE IS HEREBY GIVEN that the 2014 Annual Meeting of Stockholders (the "Annual Meeting") of CoreSite Realty Corporation, a Maryland corporation, will be held at The Fairmont San Jose, 170 South Market Street, San Jose, California 95113, on Thursday, May 29, 2014, at 3:00 p.m., Pacific Time, for the following purposes:

1. To elect seven directors to the Board of Directors to serve until the 2015 Annual Meeting of Stockholders and until their successors have been duly elected and qualify;
2. To consider and vote upon the ratification of the appointment of KPMG LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2014;
3. To consider and vote upon the advisory resolution to approve the compensation of our named executive officers, as described in the Proxy Statement; and
4. To transact such other business as may properly come before the meeting and any postponements or adjournments thereof.

We know of no other matters to come before the Annual Meeting. Only stockholders of record at the close of business on April 2, 2014, are entitled to notice of and to vote at the Annual Meeting or at any postponements or adjournments thereof.

IMPORTANT NOTICE REGARDING THE AVAILABILITY OF PROXY MATERIALS FOR THE 2014 ANNUAL MEETING OF STOCKHOLDERS TO BE HELD ON MAY 29, 2014. Our Proxy Statement and 2013 Annual Report are available at www.proxyvote.com.

Regardless of the number of shares of common stock you hold, as a stockholder your role is very important and the Board of Directors strongly encourages you to exercise your right to vote.

BY ORDER OF THE BOARD OF DIRECTORS

DEREK S. MCCANDLESS
Secretary

Dated: April 9, 2014
Denver, Colorado

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2014 PROXY STATEMENT SUMMARY

This summary highlights information contained elsewhere in this Proxy Statement. This summary does not contain all of the information you should consider. You should read the entire Proxy Statement carefully before voting.

GENERAL INFORMATION

(see pages 1-4)

Meeting: 2014 Annual Meeting of Stockholders

Date: Thursday, May 29, 2014

Time: 3:00 p.m., Pacific Time

Location: The Fairmont San Jose, 170 South Market Street, San Jose, California 95113

Record Date: April 2, 2014

Common Stock Outstanding as of Record Date: 21,629,362 shares

Stock Symbol: COR

Exchange: NYSE

Registrar & Transfer Agent: American Stock Transfer & Trust Company, LLC

State of Incorporation: Maryland

Year of Incorporation: 2010

Public Company Since: September 2010

Corporate Headquarters: 1001 17th Street, Suite 500, Denver Colorado 80202

Corporate Website: www.coresite.com

Investor Relations Website: www.coresite.com/investors

Annual Report: www.coresite.com/investors/shareholder-resources/annual-meetings-material

2013 BUSINESS HIGHLIGHTS

(see page 23)

Total shareholder return in 2013 of 20.6%.

Revenue in 2013 grew by 13.5% over 2012, with data center revenue in 2013 growing 14.3% over 2012.

EBITDA (as defined herein) in 2013 grew by 23.5% versus 2012.

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Funds from operations (FFO) (as defined herein) attributable to common shares and units in 2013 grew by 18.5% versus 2012.

Maintained six nines of up time across our platform for third consecutive year.

Continued to expand our properties in New Jersey, Virginia and California.

EXECUTIVE COMPENSATION HIGHLIGHTS

(see pages 22-37)

2013 Say-on-Pay Vote: Approximately 97% of the votes cast at the 2013 Annual Meeting of Stockholders approved the advisory resolution to approve the compensation of our named executive officers. As a result, the Compensation Committee did not materially change its approach to executive compensation in 2013.

2013 Compensation Mix:

CEO: 19% Fixed Salary
81% Performance or Stock Price Variable

Other NEOs: 30% Fixed Salary
70% Performance or Stock Price Variable

2013 Cash vs. Equity Compensation:

CEO: 38% Cash
62% Long-Term Equity

Other NEOs: 48% Cash
52% Long -Term Equity

CORPORATE GOVERNANCE

(see pages 13-19)

Director Nominees: 7

Robert G. Stuckey (Independent)(Chairman)

Thomas M. Ray (Management)

James A. Attwood, Jr. (Independent)

Michael Koehler (Independent)

Paul E. Szurek (Independent)

J. David Thompson (Independent)

David A. Wilson (Independent)

Director Term: One year

Director Election Standard: Plurality

Board Meetings in 2013: 9

Executive Sessions: Yes

Standing Board Committees (Meetings in 2013): Audit (7), Compensation (4), Nominating/Corporate Governance (4)

Independent Board Committees: All

Stock Ownership Guidelines: Yes

Corporate Governance Materials:

www.coresite.com/investors/corporate-governance

**ANNUAL MEETING AGENDA
(Board Recommendation)**

Election of Seven Directors ("FOR")

Ratification of Appointment of KPMG LLP as Independent Registered Public Accounting Firm ("FOR")

Advisory Resolution to Approve Compensation of Named Executive Officers ("FOR")

Transact Other Business That May Properly Come Before the Meeting

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1001 17th Street, Suite 500
Denver, Colorado 80202
(866) 777-2673

PROXY STATEMENT

GENERAL INFORMATION REGARDING SOLICITATION AND VOTING

General

This proxy statement will first be made available to stockholders on or about April 9, 2014. This proxy statement is furnished by the Board of Directors (the "Board") in connection with its solicitation of proxies for CoreSite Realty Corporation's 2014 Annual Meeting of Stockholders (the "Annual Meeting") to be held on Thursday, May 29, 2014, at 3:00 p.m., Pacific Time, at The Fairmont San Jose, 170 South Market Street, San Jose, California 95113, and at any postponements or adjournments thereof. Unless the context requires otherwise, references in this proxy statement to "CoreSite," "we," "our," "us" and "our company" refer to CoreSite Realty Corporation, a Maryland corporation, together with its consolidated subsidiaries, including CoreSite, L.P., a Delaware limited partnership of which CoreSite Realty Corporation is the sole general partner (our "Operating Partnership"), and CoreSite Data Center Services, Inc., a Delaware corporation, our taxable REIT subsidiary.

Pursuant to rules adopted by the U.S. Securities and Exchange Commission ("SEC"), we have elected to provide access to our proxy materials via the Internet. Accordingly, we are sending a Notice of Internet Availability of Proxy Materials (the "Notice") to our stockholders entitled to notice of and to vote at the Annual Meeting. Stockholders will have the ability to access the proxy materials at www.proxyvote.com or request to receive a printed set of the proxy materials by mail or an electronic set of materials by email. Instructions on how to access the proxy materials over the Internet or to request a printed copy may be found in the Notice. In addition, stockholders may request to receive proxy materials in printed form by mail or electronically by email on an ongoing basis. We believe these rules allow us to provide our stockholders with the information they need, while lowering the cost of delivery and reducing the environmental impact of our Annual Meeting.

IMPORTANT NOTICE REGARDING THE AVAILABILITY OF PROXY MATERIALS FOR THE 2014 ANNUAL MEETING OF STOCKHOLDERS TO BE HELD ON MAY 29, 2014. Our Proxy Statement and 2013 Annual Report are available at www.proxyvote.com.

Certain of our directors, officers and employees may solicit proxies by telephone, personal contact, or other means of communication. They will not receive any additional compensation for these activities. We also have retained Eagle Rock Proxy Advisors to assist in the solicitation of proxies for an estimated fee of \$5,500, plus reimbursement of reasonable expenses. In addition, brokers, banks and other persons holding common stock on behalf of beneficial owners will be requested to solicit proxies or authorizations from beneficial owners. We will bear all costs incurred in connection with the preparation, assembly and mailing of the proxy materials and the solicitation of proxies and will reimburse brokers, banks and other nominees, fiduciaries and custodians for reasonable expenses incurred by them in forwarding proxy materials to beneficial owners of our common stock.

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No person is authorized to give any information or to make any representation not contained in this proxy statement, and, if given or made, you should not rely on that information or representation as having been authorized by us. The delivery of this proxy statement does not imply that the information herein has remained unchanged since the date of this proxy statement.

Purposes of the Annual Meeting

The purposes of the Annual Meeting are to: (1) elect seven members to the Board to serve until the next meeting of stockholders and until their successors are duly elected and qualify (Proposal One); (2) consider and vote upon the ratification of the appointment of KPMG LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2014 (Proposal Two); (3) consider and vote upon the advisory resolution to approve the compensation of our named executive officers (Proposal Three); and (4) transact such other business as may properly come before the Annual Meeting or any postponement or adjournment thereof. Our Board knows of no other matters to be brought before the Annual Meeting.

Stockholders Entitled to Vote

The close of business on April 2, 2014, has been fixed as the record date (the "Record Date") for the determination of stockholders entitled to receive notice of and to vote at the Annual Meeting. Only stockholders of record as of the close of business on the Record Date are entitled to receive notice of, to attend, and to vote at the Annual Meeting. On the Record Date, our outstanding voting securities consisted of 21,629,362 shares of common stock. Each share of common stock is entitled to one vote. Votes may not be cumulated.

How to Vote

If your shares are registered directly in your name with our transfer agent, American Stock Transfer & Trust Company, LLC, you are considered the stockholder of record with respect to those shares, and the Notice was sent directly to you by us. You may authorize your proxy via the Internet by following the instructions provided in the Notice. If you request printed copies of the proxy materials by mail, you may also authorize your proxy by filling out the proxy card included with the materials or by calling the toll-free number found on the proxy card.

If your shares are held in an account at a brokerage firm, bank, broker-dealer, or other similar organization, then you are the beneficial owner of shares held in "street name," and the Notice was forwarded to you by that organization. The organization holding your account is considered the stockholder of record for purposes of voting at the Annual Meeting. As a beneficial owner, you have the right to instruct that organization on how to vote the shares held in your account. Those instructions are contained in a "vote instruction form." If you request printed copies of the proxy materials by mail, you will receive a vote instruction form. You should instruct your broker or nominee how to vote your shares by following the voting instructions provided by your broker or nominee.

In addition, you may vote in person at the Annual Meeting as described below under the heading "Attending and Voting at the Annual Meeting."

Attending and Voting at the Annual Meeting

Only stockholders as of the Record Date, or their duly appointed proxies, may attend the Annual Meeting. Stockholders may be asked to present valid picture identification such as a driver's license or passport and proof of stock ownership as of the Record Date. If you are not a stockholder of record but hold shares through a broker or nominee (i.e., in street name), you should provide proof of beneficial ownership on the Record Date, such as your most recent account statement, a copy of the voting instruction card provided by your broker, trustee or nominee, or other similar evidence of

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ownership. The use of cell phones, smartphones, pagers, recording and photographic equipment and/or computers is not permitted in the meeting rooms at the Annual Meeting.

Shares held in your name as the stockholder of record may be voted in person at the Annual Meeting. If you are not a stockholder of record but hold shares through a broker or nominee (i.e., in street name), you may vote your shares in person only if you obtain a legal proxy from the broker, trustee or nominee that holds your shares authorizing you to vote the shares. Even if you plan to attend the Annual Meeting, we recommend that you also authorize your proxy or submit voting instructions prior to the meeting as described below so that your vote will be counted if you later decide not to attend the meeting.

Voting Without Attending the Annual Meeting

Whether you hold shares directly as the stockholder of record or beneficially in street name, you may direct how your shares are voted without attending the Annual Meeting. If you are a stockholder of record, you may authorize your proxy to vote your shares, either by mail or via the Internet, or by calling the toll-free number found on the Notice and the proxy card.

Proxies authorized properly via one of the methods discussed above will be voted in accordance with the instructions contained therein. If the proxy is authorized but voting directions are not made, the proxy will be voted "FOR" each of the seven director nominees, "FOR" the ratification of the appointment of KPMG LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2014, "FOR" the advisory resolution to approve the compensation of our named executive officers as described in this proxy statement and in such manner as the proxy holders named on the proxy (the "Proxy Agents"), in their discretion, determine upon such other business as may properly come before the Annual Meeting or any postponement or adjournment thereof.

If your shares of common stock are held through a broker, bank or other nominee (collectively referred to as "brokers"), under applicable rules of the New York Stock Exchange (the "NYSE") (the exchange on which our common stock is traded), the brokers will vote your shares according to the specific instructions they receive from you. If a broker that holds shares of our common stock for a beneficial owner does not receive voting instructions from that owner, the broker may vote on the proposal if it is considered a "routine" matter under the NYSE's rules, including this year's ratification of the appointment of KPMG LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2014, or leave that owner's shares unvoted. Pursuant to the rules of the NYSE, the election of directors and the vote on the advisory resolution to approve the compensation of our named executive officers are not "routine" matters as to which brokerage firms may vote in their discretion on behalf of clients who have not furnished voting instructions.

The proposals set forth in this proxy statement constitute the only business that the Board intends to present at the Annual Meeting. The proxy does, however, confer discretionary authority upon the Proxy Agents or their substitutes, to vote on any other business that may properly come before the Annual Meeting. If the Annual Meeting is postponed or adjourned, the Proxy Agents can vote your shares on the new meeting date as well, unless you have revoked your proxy.

Quorum

Holders of a majority of our outstanding common stock entitled to vote must be present, in person or by proxy, at the Annual Meeting for a quorum to exist. If the shares present in person or by proxy at the Annual Meeting do not constitute a quorum, the Annual Meeting may be adjourned by the chairman of the Annual Meeting to a subsequent time. Shares that are voted "FOR," "AGAINST," "ABSTAIN," or, with respect to the election of directors, "WITHHOLD," will be treated as being present at the Annual Meeting for purposes of establishing a quorum. Accordingly, if you have returned a valid proxy or attend the Annual Meeting in person, your shares will be counted for the

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purpose of determining whether there is a quorum, even if you wish to abstain from voting on some or all matters at the Annual Meeting. "Broker non-votes" will also be counted as present for purposes of determining the presence of a quorum. A broker non-vote occurs when a bank, broker or other person holding shares for a beneficial owner does not vote on a particular proposal because that holder does not have discretionary voting power for that particular item and has not received voting instructions from the beneficial owner.

Required Vote

With respect to Proposal One, you may vote "FOR" all nominees, "WITHHOLD" your vote as to all nominees, or "FOR" all nominees except those specific nominees from whom you "WITHHOLD" your vote. A properly executed proxy marked "WITHHOLD" with respect to the election of one or more directors will not be voted with respect to the director or directors indicated. Members of the Board are elected by a plurality of votes cast. This means that the seven nominees who receive the greatest number of "FOR" votes cast will be elected. Cumulative voting is not permitted. Neither broker non-votes nor votes marked "WITHHOLD" will have an effect with respect to the election of any nominee.

You may vote "FOR," "AGAINST" or "ABSTAIN" on Proposals Two and Three. To be approved, each of Proposals Two and Three must receive the affirmative vote of a majority of the votes cast, in person or by proxy, at the Annual Meeting on the proposal. Abstentions and broker non-votes, if any, will not be counted as votes cast on Proposals Two and Three and will have no effect on the result of this vote.

Board Recommendation

The Board recommends that you vote as follows:

"FOR" each of the seven director nominees set forth in Proposal One;

"FOR" Proposal Two, relating to the ratification of KPMG LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2014; and

"FOR" Proposal Three, relating to the advisory resolution to approve the compensation of our named executive officers.

Any proxy as to which no instructions are given will be voted in accordance with the foregoing recommendations.

Revocation of Proxies

You may revoke your proxy at any time prior to it being exercised by (i) delivering a written notice of revocation to our Secretary, (ii) filing a duly executed proxy bearing a later date with us or (iii) attending the Annual Meeting and voting in person. Attendance at the Annual Meeting will not, by itself, revoke a duly executed proxy.

Voting Results

The voting results will be tallied by the inspector of election appointed for the meeting and filed with the SEC in a Current Report on Form 8-K within four business days following the Annual Meeting.

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PROPOSAL ONE: ELECTION OF DIRECTORS

Currently, there are seven directors on our Board. The seven persons named below, each of whom currently serves on our Board, have been recommended by our Nominating/Corporate Governance Committee and nominated by our Board to serve on the Board until our 2015 Annual Meeting of Stockholders and until their respective successors are elected and qualify. The Board has no reason to believe that any of the persons named below as a nominee for our Board will be unable, or will decline, to serve as a member of the Board if elected. Each of the nominees has consented to being named in this proxy statement. In addition, the Board has determined that all of our directors, other than Mr. Ray, are independent under applicable SEC and NYSE rules. In making their independence determination, the Board considered the relationship of Messrs. Attwood and Stuckey with The Carlyle Group L.P. ("Carlyle"), the majority holder of our Operating Partnership. A plurality of votes cast is necessary for the election of a director. There is no cumulative voting in the election of directors.

The Nominating/Corporate Governance Committee has not set forth minimum qualifications for Board nominees. However, pursuant to its charter, in identifying candidates to recommend for election to the Board, the Nominating/Corporate Governance Committee considers the following criteria:

personal and professional integrity, ethics and values;

experience in corporate governance, including as an officer, board member or senior executive or as a former officer, board member or senior executive of a publicly held company, and a general understanding of finance, marketing and other elements relevant to the success of a publicly traded company in today's business environment;

experience in our industry;

experience as a board member of another publicly held company;

academic expertise in an area of our operations;

diversity of experience, profession, skill and background, both on an individual level and in relation to the Board as a whole;

practical and mature business judgment, including ability to make independent analytical inquiries; and

the nature of and time involved in a director's service on other boards of directors and/or committees.

The Board does not have a formal policy specifying how diversity of background and personal experience should be applied in identifying or evaluating director candidates. A director candidate's background and personal experience, however, will be significant in the Board's candidate identification and evaluation process to help ensure that the Board remains aware of and responsive to the needs and interests of our customers, stockholders, employees and other stakeholders.

Under the partnership agreement governing our Operating Partnership (the "Operating Partnership Agreement"), Carlyle, which directly or indirectly holds 53.8% ownership of our Operating Partnership, is currently entitled to nominate up to two directors for election to our Board. (See "Information about our Board of Directors and its Committees" for more information about the circumstances under which Carlyle is entitled to appoint nominees to our Board.) Carlyle has exercised this right by nominating James A. Attwood, Jr. and Robert G. Stuckey for election at the Annual Meeting.

Table of Contents**Nominees for Election as Directors**

The table below sets forth the names and biographical information of each of the directors nominated for election at the Annual Meeting.

Name	Position With the Company	Age as of the Annual Meeting	Director Since
Robert G. Stuckey	Director and Chairman of the Board	52	2010
Thomas M. Ray	Director and President and Chief Executive Officer	51	2010
James A. Attwood, Jr.	Director	56	2010
Michael Koehler	Director	47	2010
Paul E. Szurek	Director	53	2010
J. David Thompson	Director	47	2010
David A. Wilson	Director	72	2010

Directors

Robert G. Stuckey has served as a director since September 2010. Mr. Stuckey is a Managing Director and Fund Head, US Real Estate, at Carlyle. Prior to joining Carlyle in 1998, Mr. Stuckey was Chief Investment Officer at CarrAmerica Realty Corporation ("CarrAmerica"), a real estate investment trust ("REIT"). Prior to that, he was Senior Vice President of Prologis, Inc. ("Prologis"), a REIT which is an owner, operator and developer of industrial real estate, and Chief Financial Officer for Trammel Crow Company, N.E., a developer of, and investor in, commercial real estate. Mr. Stuckey was twice an Academic All-American in football at the University of Nebraska and received an M.B.A. from Harvard University. In determining Mr. Stuckey's qualifications to serve on our Board, the Board considered, among other things, Mr. Stuckey's significant experience concerning the acquisition, disposition, financing, operations and market opportunities of data center properties and private and publicly traded REITs, which provides us with valuable insight into commercial real estate, REIT and data center industry trends that affect our business.

Thomas M. Ray is our President and Chief Executive Officer and a member of our Board since September 2010. Mr. Ray has been responsible for our company's activities since its founding in 2001. From 1998 to September 2010, Mr. Ray served in roles of increasing responsibility, including Managing Director, at Carlyle, focusing upon opportunities for the firm's real estate funds and leading those funds' activities in the data center sector. He brings over 25 years of experience making and managing investments and businesses throughout the U.S., Europe and Asia. Prior to joining Carlyle, Mr. Ray held management-level roles at companies such as Prologis, CarrAmerica and predecessors to Archstone-Smith, an apartment REIT. Prior thereto, he practiced real estate and transactional law. Mr. Ray received his M.B.A. from the University of Texas at Austin Graduate School of Business, where he was a Longhorn Scholar. He also received a J.D. from the University of Colorado at Boulder School of Law and a B.S. in Business Administration with emphasis in Finance from the University of Denver, where he was a Hornbeck Scholar. In determining Mr. Ray's qualifications to serve on our Board, the Board considered, among other things, Mr. Ray's significant experience with publicly traded REITs and in the acquisition, finance and operation of commercial real estate, as well as over a decade of experience in the data center industry, which provide us with insight into commercial real estate, REIT and data center trends that affect our business.

James A. Attwood, Jr. has served as a director since September 2010. Mr. Attwood is a Managing Director and Head of the Global Telecommunications and Media Group at Carlyle. Prior to joining Carlyle in 2000, Mr. Attwood served as Executive Vice President for Strategy, Development and Planning at Verizon Communications, Inc. ("Verizon"), a telecommunications provider, and GTE Corporation (prior to its merger with Bell Atlantic to form Verizon). Prior to his four years at Verizon

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and GTE Corporation, Mr. Attwood served as an investment banker at Goldman, Sachs & Co. for 11 years. Mr. Attwood graduated summa cum laude from Yale University with a B.A. in applied mathematics and an M.A. in statistics. He also received J.D. and M.B.A. degrees from Harvard University. Mr. Attwood currently serves as a member of the boards of directors of Syniverse Holdings, Inc., a provider of business and technology services for the mobile telecommunications industry, Nielsen Holdings N.V., a global information and measurement company, and Getty Images Inc., a global creator and distributor of still imagery, video and multimedia products, which is privately held. Mr. Attwood has gained significant knowledge of the telecommunications industry through his work with Verizon and Carlyle. In determining Mr. Attwood's qualifications to serve on our Board, the Board considered, among other things, Mr. Attwood's private equity experience, together with the experience gained by having served as an officer and on the boards of directors of various telecommunications companies, which provide us with a valuable perspective in monitoring and evaluating our business.

Michael Koehler has served as a director since September 2010. Mr. Koehler currently serves as Senior Vice President, Global Services, of EMC Corporation, a provider of IT consulting services and hardware, a position he has held since August 2011. During 2008 and 2009, Mr. Koehler served as Senior Vice President, Americas Region, of Electronic Data Systems Corporation ("EDS"), a division of the Hewlett-Packard Company ("HP"). EDS, a global provider of information technology and business processing outsourcing services, was acquired by HP in 2008. Prior to HP's acquisition of EDS, Mr. Koehler served as Executive Vice President, Global ITO Services and as Senior Vice President, Infrastructure Technology and Business Process Outsourcing at EDS. During 2007, Mr. Koehler served as Regional Senior Vice President, Europe, Middle East and Africa Operations at EDS, and, from 2006 to 2008, as Enterprise Client Executive, Navy Marine Corps Intranet Account at EDS. From 2004 to 2006, Mr. Koehler served as Chief Operating Officer of The Feld Group, a management information technology consulting firm that was acquired by EDS in 2004. From 1994 to 2001, he held management positions of increasingly greater responsibility at The Feld Group. Mr. Koehler received his B.S. in Industrial Engineering from Texas Tech University. In determining Mr. Koehler's qualifications to serve on our Board, the Board considered, among other things, Mr. Koehler's significant experience in the technology consulting and outsourcing industries and extensive operational and strategic planning experience in complex global companies, which provide us with valuable insight into the technology trends that affect our business.

Paul E. Szurek has served as a director since September 2010. Mr. Szurek has been Chief Financial Officer of Biltmore Farms, LLC, a residential and commercial real estate development and operating company, since 2003. Prior to joining Biltmore Farms, LLC, Mr. Szurek served as Chief Financial Officer of Security Capital Group Incorporated, a publicly-traded real estate investment, development and operating company with exclusive REIT engagement. Mr. Szurek is currently a director of the Charlotte, North Carolina branch of the Federal Reserve Bank of Richmond. He has also previously served as a director to two publicly traded real estate companies, Regency Centers and Security Capital U.S. Realty. Mr. Szurek received a J.D. with honors from Harvard Law School and a B.A. in Government, magna cum laude, from the University of Texas at Austin. In determining Mr. Szurek's qualifications to serve on our Board, the Board considered, among other things, Mr. Szurek's significant experience concerning the acquisition, disposition, financing, operations and market opportunities of private and publicly traded REITs, which provide us with valuable insight into REIT-industry trends that affect our business.

J. David Thompson has served as a director since September 2010. Mr. Thompson has been the Executive Vice President and Chief Information Officer of The Western Union Company, a global payment services company, since April 2012. From 2006 to April 2012, Mr. Thompson was Group President of the Symantec Services Group and Chief Information Officer of Symantec Corporation, a global provider of security, storage, and systems management solutions. From 2004 to 2006,

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Mr. Thompson served as Senior Vice President and Chief Information Officer for Oracle Corporation. Mr. Thompson was Senior Vice President and Chief Information Officer at PeopleSoft, Inc. from 1998 to 2005, prior to its acquisition by Oracle Corporation. Mr. Thompson began his career as an officer in the U.S. Air Force as an Intelligence Systems Officer. Mr. Thompson studied computer science at American University. In determining Mr. Thompson's qualifications to serve on our Board, the Board considered, among other things, Mr. Thompson's significant experience in the technology industry and extensive operational experience in information technology systems optimization, which provide us with valuable insights into the information technology trends that affect our business.

David A. Wilson has served as a director since September 2010. Mr. Wilson currently serves as a senior advisor to the Graduate Management Admission Council (the "Council"), where he also served as its President and Chief Executive Officer from 1995 until his retirement in December 2013. The Council is a \$100.0 million enterprise that is the owner of the Graduate Management Admission Test, the GMAT. Prior to 1995, he was a Managing Partner and National Director for Professional Development at Ernst & Young LLP, a public accounting firm. From 1968 to 1978, Mr. Wilson held faculty positions at the University of Texas at Austin, where he was awarded tenure, and at Harvard Business School. Mr. Wilson completed his undergraduate studies at Queen's University in Canada, received his M.B.A. at the University of California, Berkeley, and received his doctorate at the University of Illinois. He is a Chartered Accountant in Canada and a Certified Public Accountant in the United States. Mr. Wilson served on the board of directors of Laureate Education, Inc. ("Laureate"), a company which provides access to high-quality, innovative institutions of higher education, from 2002 to 2007, and of Terra Industries, Inc. ("Terra"), a producer and marketer of nitrogen products for the agricultural and industrial markets, from 2009 to 2010. At Laureate, he chaired the Audit Committee and served as a member of the Nominating and Governance Committee and the Conflicts Committee. He served on the Audit Committee of Terra. He has served on the Worldwide Board of Junior Achievement, the Conseil d'Administration de la Confrérie de la Chaîne des Rôtisseurs (Paris) and The Wolf Trap Foundation. He presently serves on the board of directors of Barnes and Noble, Inc., a book retailer and content, commerce and technology company, and as chair of its Audit Committee. In determining Mr. Wilson's qualifications to serve on our Board, the Board considered, among other things, Mr. Wilson's significant industry experience in the areas of accounting policy, internal controls and risk management.

THE BOARD OF DIRECTORS RECOMMENDS A VOTE "FOR" ELECTION OF EACH OF MESSRS. STUCKEY, RAY, ATTWOOD, KOEHLER, SZUREK, THOMPSON AND WILSON.

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PROPOSAL TWO: RATIFICATION OF THE APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

The Audit Committee of our Board, which is composed entirely of independent directors, has appointed KPMG LLP as our company's independent registered public accounting firm for the fiscal year ending December 31, 2014. Although stockholder approval is not required, we desire to obtain from our stockholders an indication of their approval or disapproval of the Audit Committee's action in appointing KPMG LLP as the independent registered public accounting firm of our company for 2014. If our stockholders do not ratify and approve this appointment, the appointment will be reconsidered by the Audit Committee and our Board.

A representative of KPMG LLP will be present at our Annual Meeting, where the representative will be afforded an opportunity to make a statement and to respond to appropriate questions.

The affirmative vote of a majority of all votes cast on the proposal is necessary to ratify the appointment of KPMG LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2014.

Principal Accountant Fees and Services

Interest expense	
(195)	(185)
Other, net	
16	30
Total other expense	
(179)	(155)
Income before income taxes	
13,107	5,900
Income tax expense	
5,238	2,481
Net income	
\$7,869	\$3,419
Net income per share:	

Basic	
\$0.27	\$0.12
Diluted	
\$0.27	\$0.12
Weighted average shares outstanding:	

Basic	
29,135	28,951
Diluted	
29,371	29,074
Dividends per share:	
\$0.07	\$0.07

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

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

	Three months ended	
	March 31, 2011	March 31, 2010
Operating activities:		
Net income	\$ 7,869	\$ 3,419
Adjustments to reconcile net income to net cash provided by operating activities		
Depreciation and amortization	5,082	4,949
Share-based compensation	1,443	1,763
Loss on sale or disposal of property and equipment	21	1
Provision for (recovery) loss on receivables	(50)	90
Provision for revenue adjustments	484	423
Deferred income taxes	20	(873)
Tax benefit for stock options exercised	(88)	(4)
Changes in operating assets and liabilities		
Accounts receivable	(6,058)	(3,218)
Prepaid expenses and other current assets	(881)	1,786
Accounts payable and accrued expenses	7,377	1,856
Net cash provided by operating activities	15,219	10,192
Investing activities:		
Proceeds from disposal of property and equipment	279	20
Purchases of property and equipment	(7,329)	(5,426)
Other	308	39
Net cash used in investing activities	(6,742)	(5,367)
Financing activities:		
Payments of debt and capital lease obligations	(171)	(261)
Proceeds from exercise of stock options	4,838	38
Payments of cash dividends	(2,055)	(2,029)
Tax benefit for stock options exercised	88	4
Net cash provided by (used in) financing activities	2,700	(2,248)
Net increase in cash	11,177	2,577

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Cash at beginning of period	74,504	42,035
Cash at end of period	\$ 85,681	\$ 44,612

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

Forward Air Corporation

Notes to Condensed Consolidated Financial Statements
(In thousands, except per share data)
(Unaudited)
March 31, 2011

1. Basis of Presentation

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

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

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

The accompanying unaudited condensed consolidated financial statements have been prepared in accordance with United States generally accepted accounting principles for interim financial information and with the instructions to Form 10-Q and Article 10 of Regulation S-X. Accordingly, they do not include all of the information and notes required by United States generally accepted accounting principles for complete financial statements. In the opinion of management, all adjustments (consisting of normal recurring accruals) considered necessary for a fair presentation have been included. The Company's operating results are subject to seasonal trends when measured on a quarterly basis, therefore operating results for the three months ended March 31, 2011 are not necessarily indicative of the results that may be expected for the year ending December 31, 2011. For further information, refer to the consolidated financial statements and notes thereto included in the Forward Air Corporation Annual Report on Form 10-K for the year ended December 31, 2010.

The balance sheet at December 31, 2010 has been derived from the audited financial statements at that date, but does not include all of the financial information and notes required by United States generally accepted accounting principles for complete financial statements.

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.

2. Recent Accounting Pronouncements

In January 2010, the Financial Accounting Standards Board ("the FASB") expanded the disclosure requirements for fair value measurements. The expanded disclosures require a greater level of disaggregated information and additional disclosures about valuation techniques and inputs to fair value measurements. The amendment requires expanded

disclosures on transfers in and out of Level 1 and Level 2 fair values, activity in Level 3 investments and inputs and valuation techniques. For level 3 fair value measurements, the disclosure requirements were effective for fiscal years beginning after December 15, 2010, and for interim periods within those fiscal years. The adoption of the provisions of this amendment required for periods beginning after December 15, 2010 did not have a material impact on the Company's financial statement disclosures.

3. Comprehensive Income

Comprehensive income includes any changes in the equity of the Company from transactions and other events and circumstances from non-owner sources. Comprehensive income for the three months ended March 31, 2011 and 2010 was \$7,869 and \$3,419, respectively. The comprehensive results approximated net income.

Forward Air Corporation
Notes to Condensed Consolidated Financial Statements

4. Goodwill and Long-Lived Assets

The Company conducts an annual (or more frequently if circumstances indicate possible impairment) impairment test of goodwill for each reportable segment at June 30 of each year. The first step of the goodwill impairment test is the estimation of the reportable segment's fair value. If step one indicates that impairment potentially exists, the second step is performed to measure the amount of the impairment, if any. Goodwill impairment exists when the calculated implied fair value of goodwill is less than its carrying value. Changes in strategy or market conditions could significantly impact these fair value estimates and require adjustments to recorded asset balances.

The Company conducted its annual impairment test of goodwill for each reportable segment as of June 30, 2010 and no impairment charges were required. For the goodwill impairment calculations, the Company calculates the fair value of the applicable reportable segments, using a combination of discounted projected cash flows and market valuations for comparable companies as of the valuation date. The Company's fair value calculations for goodwill are classified within level 3 of the fair value hierarchy as defined in the FASB Accounting Standards Codification and the Hierarchy of Generally Accepted Accounting Principles ("the FASB Codification").

As of March 31, 2011, the carrying value of goodwill related to the Forward Air and FASI segments was \$37,926 and \$5,406, respectively. The estimation of fair value related to the impairment test for goodwill is particularly sensitive to projected financial information used in the calculations. Earnings estimated to be generated by the Forward Air segment are expected to continue supporting the carrying value of its goodwill. The FASI segment is currently facing the challenges of building, expanding and diversifying its revenue base. If FASI's efforts are significantly delayed, future estimates of projected financial information may be reduced, and the Company may be required to record an impairment charge against the carrying value of FASI's goodwill. There were no changes in the carrying amount of goodwill during the three months ended March 31, 2011.

5. Share-Based Payments

The Company's general practice has been to make a single annual grant of share-based compensation to key employees and to make other employee grants only in connection with new employment or promotions. Forms of share-based compensation granted to employees by the Company include stock options, non-vested shares of common stock ("non-vested share"), and performance shares. The Company also typically makes a single annual grant of non-vested shares to non-employee directors in conjunction with the annual election of non-employee directors to the Board of Directors. Share-based compensation is based on the grant date fair value of the instrument and is recognized, net of estimated forfeitures, ratably over the requisite service period, or vesting period. The Company estimates forfeitures based upon historical experience. All share-based compensation expense is recognized in salaries, wages and employee benefits.

Employee Activity

Stock option grants to employees typically expire seven years from the grant date and vest ratably over a three-year period. The Company used the Black-Scholes option-pricing model to estimate the grant-date fair value of options granted. The weighted-average fair value of options granted during the three months ended March 31, 2011 and 2010 was \$10.68 and \$8.24, respectively. The fair values were estimated using the following weighted-average assumptions:

	Three months ended			
	March 31, 2011		March 31, 2010	
Expected dividend yield	1.0	%	1.3	%
Expected stock price volatility	44.9	%	45.7	%
Weighted average risk-free interest rate	2.4	%	2.5	%
Expected life of options (years)	4.6		4.5	

During the three months ended March 31, 2011 and 2010, share-based compensation expense for options granted to employees was \$1,115 and \$1,624, respectively. The total tax benefit related to the share-based expense for these options for the three months ended March 31, 2011 and 2010, was \$307 and \$477, respectively. Total compensation cost, net of estimated forfeitures, related to the options not yet recognized in earnings was \$5,678 at March 31, 2011. Total unrecognized compensation cost will be adjusted for future changes in estimated forfeitures.

Forward Air Corporation
Notes to Condensed Consolidated Financial Statements

5. Share-Based Payments (continued)

The following tables summarize the Company's employee stock option activity and related information for the three months ended March 31, 2011:

	Three months ended March 31, 2011				
	Options (000)	Weighted- Average Exercise Price	Aggregate Intrinsic Value (000)	Weighted- Average Remaining Contractual Term	
Outstanding at December 31, 2010	3,702	\$ 26			
Granted	118		29		
Exercised	(201)		23		
Forfeited	(3)		23		
Outstanding at March 31, 2011	3,616	\$ 26	\$ 9,916	4.1	
Exercisable at March 31, 2011	2,834	\$ 27	\$ 5,757	3.7	

During the first quarter of 2011, the Company granted 107,505 non-vested shares to key employees with a weighted-average fair value of \$28.61. The non-vested shares' fair values were estimated using closing market prices on the day of grant. Share-based compensation expense was \$137 during the three months ended March 31, 2011 for non-vested shares granted to employees. The total tax benefit related to this share-based expense was \$55 for the three months ended March 31, 2011. As of March 31, 2011, total compensation cost, net of estimated forfeitures, related to the non-vested shares not yet recognized in earnings was \$2,939.

During the first quarter of 2011, the Company granted performance shares to key employees. Under the terms of the performance share agreements, on the third anniversary of the grant date, the Company will issue to the employees a calculated number of common stock shares based on the three year performance of the Company's common stock share price as compared to the share price performance of a selected peer group. The median number of shares eligible for issuance to employees under these agreements is 37,530. No shares may be issued if the Company share price performance outperforms 30 percent or less of the peer group, but the number of shares issued may be increased to 75,060 shares if the Company share price performs better than 90 percent of the peer group. The fair value of the performance shares was calculated using a Monte Carlo simulation with a risk free rate of return of 1.4% and a three year volatility of 47.7%. The Company is currently in the process of finalizing the Monte Carlo valuation, but currently estimates the fair value of the performance shares to be \$32.45 per share. Share-based compensation expense for the performance shares was \$53 during the three months ended March 31, 2011. As of March 31, 2011, total compensation cost, net of estimated forfeitures, related to the performance shares not yet recognized in earnings was \$1,164.

Non-employee Director Activity

Grants of non-vested shares to non-employee directors vest ratably over the elected term to the Board of Directors, or one year. Share-based compensation expense during the three months ended March 31, 2011 and 2010 was \$138 and

\$139, respectively, for non-vested shares granted to non-employee directors. The total tax benefit related to this share-based expense was \$55 and \$56 for the three months ended March 31, 2011 and 2010, respectively. Total compensation cost, net of estimated forfeitures, related to the non-vested shares granted to non-employee directors not yet recognized in earnings was \$120 at March 31, 2011. Total unrecognized compensation cost will be adjusted for future changes in estimated forfeitures.

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. At March 31, 2011, 51,875 options were outstanding and will expire between May 2011 and May 2015. During the three months ended March 31, 2011, non-employee directors of the Company exercised 11,250 stock options with a weighted average exercise price of \$25. At March 31, 2011, the weighted average exercise price per share and remaining contractual term for the outstanding options of non-employee directors were \$21 and 2.8 years, respectively.

Forward Air Corporation
Notes to Condensed Consolidated Financial Statements

6. Senior Credit Facility

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 allows for an additional \$50,000 in borrowings. However, at this time the Company believes that to access the accordion feature the Company's lender would require that the interest rates for the senior credit facility be reset to match current market rates. The senior credit facility matures on October 10, 2012. 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 (0.8% at March 31, 2011). The agreement contains certain covenants and restrictions, none of which are expected to significantly affect the Company's operations or ability to pay dividends. No assets are pledged as collateral against the senior credit facility. As of March 31, 2011, the Company had \$50,000 outstanding under the senior credit facility. At March 31, 2011, the Company had utilized \$11,704 of availability for outstanding letters of credit and had \$38,296 of available borrowing capacity outstanding under the senior credit facility.

7. Net Income Per Share

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

	Three months ended	
	March 31, 2011	March 31, 2010
Numerator:		
Numerator for basic and diluted income per share - net income	\$ 7,869	\$ 3,419
Denominator (in thousands):		
Denominator for basic income per share - weighted-average shares	29,135	28,951
Effect of dilutive stock options and non-vested shares	236	123
Denominator for diluted income per share - adjusted weighted-average shares	29,371	29,074
Basic income per share	\$ 0.27	\$ 0.12
Diluted income per share	\$ 0.27	\$ 0.12

The number of options and non-vested shares that could potentially dilute net earnings per 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 2,059,000 and 2,948,000 at March 31, 2011 and 2010, respectively.

8. Income Taxes

The Company or one of its subsidiaries files income tax returns in the U.S. federal jurisdiction, various states and Canada. With a few exceptions, the Company is no longer subject to U.S. federal, state and local, or Canadian examinations by tax authorities for years before 2005.

For the three months ended March 31, 2011 and 2010, the effective income tax rates varied from the statutory federal income tax rate of 35.0%, primarily as a result of the effect of state income taxes, net of the federal benefit and permanent differences between book and tax net income.

9. Financial Instruments

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 Company's customer base and their dispersion across many different industries. However, while not significant to the Company on a consolidated basis, four customers accounted for approximately 70.4% of FASI's 2010 annual operating revenue.

In February 2010, the Company notified one of FASI's largest customers that it would cease providing services and concluded the business relationship by July 2010. During the three months ended March 31, 2010, revenues from this customer were 16.5% of FASI's operating revenue and 2.5% of the Company's consolidated operating revenue. The revenue associated with this customer was low yielding and the impact on 2011 and 2010's operating results from curtailing these services were minimal.

Forward Air Corporation
Notes to Condensed Consolidated Financial Statements

9. Financial Instruments (Continued)

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, based on the adverse economic conditions experienced since the senior credit facility was established, the Company believes its borrowing rate to be favorable to current market rates. Using interest rate quotes and discounted cash flows, the Company estimated the fair value of its senior credit facility and debt and capital lease obligations as follows:

	March 31, 2011	
	Carrying Value	Fair Value
Senior credit facility	\$ 50,000	\$ 48,480
Debt and capital leases	1,350	1,380

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

10. Shareholders' Equity

During the first quarter of 2011 and 2010, the Company's Board of Directors declared a cash dividend of \$0.07 per share of common stock. The Company expects to continue to pay regular quarterly cash dividends, though each subsequent quarterly dividend is subject to review and approval by the Board of Directors.

11. 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.

Forward Air Corporation
Notes to Condensed Consolidated Financial Statements

12. 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 the summary of significant accounting policies disclosed in Note 1 to the Consolidated Financial Statements included in the Company's 2010 Annual Report on Form 10-K. Segment data includes intersegment revenues. Assets and costs of the corporate headquarters are allocated to the segments based on usage. The Company evaluates the performance of its segments based on net income (loss). The Company's business is conducted principally in the U.S. and Canada.

The following tables summarize segment information about net income (loss) and assets used by the chief operating decision maker of the Company in making decisions regarding allocation of assets and resources as of and for the three months ended March 31, 2011 and 2010.

	Three months ended March 31, 2011			
	Forward Air	FASI	Eliminations	Consolidated
External revenues	\$ 105,044	\$ 15,157	\$ --	\$ 120,201
Intersegment revenues	122	81	(203)	--
Depreciation and amortization	4,072	1,010	--	5,082
Share-based compensation expense	1,354	89	--	1,443
Interest expense	183	12	--	195
Interest income	49	--	--	49
Income tax expense (benefit)	5,614	(376)	--	5,238
Net income (loss)	8,507	(638)	--	7,869
Total assets	369,901	35,766	(37,565)	368,102
Capital expenditures	5,381	1,948	--	7,329

	Three months ended March 31, 2010			
	Forward Air	FASI	Eliminations	Consolidated
External revenues	\$ 90,618	\$ 16,359	\$ --	\$ 106,977
Intersegment revenues	274	68	(342)	--
Depreciation and amortization	4,039	910	--	4,949
Share-based compensation expense	1,655	108	--	1,763
Interest expense	168	17	--	185
Interest income	5	2	--	7
Income tax expense (benefit)	2,901	(420)	--	2,481

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Net income (loss)	4,125	(706)	--	3,419
Total assets	320,120	38,956	(38,453)	320,623
Capital expenditures	2,651	2,775	--	5,426

Item

2. 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, 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 84 cities in the United States and Canada, including a central sorting facility in Columbus, Ohio and 12 regional hubs serving key markets. We also offer our customers an array of logistics and other services including: expedited truckload brokerage ("TLX"); dedicated fleets; warehousing; customs brokerage; and shipment consolidation, deconsolidation and handling.

FASI provides pool distribution services throughout the Mid-Atlantic, Southeast, Midwest and Southwest continental United States. Pool distribution involves managing high-frequency handling and distribution of time-sensitive product to numerous destinations in specific geographic regions. Our primary customers for this service are regional and nationwide distributors and retailers, such as mall, strip mall and outlet based retail chains. We service these customers through a network of terminals and service centers located in 19 cities.

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

Trends and Developments

Results from Operations

During the three months ended March 31, 2011, we experienced notable increases of 12.3% in our consolidated revenues compared to the three months ended March 31, 2010. The increase in revenue is attributable to our Forward Air segment which experienced revenue increases of 15.7% during the three months ended March 31, 2011 as compared to the three months ended March 31, 2010. Forward Air revenue increases were driven by the continued improvement of general economic conditions compared to the same periods in 2010, a general rate increase initiated on May 1, 2010 and increased net fuel surcharge revenues.

However, FASI revenue decreased 7.3% for the three months ended March 31, 2011, compared to the same period in 2010. The FASI revenue decrease was the result of a FASI customer termination partially offset by new business wins. The customer termination resulted in approximately \$2.8 million less FASI revenue in the first quarter of 2011 compared to the same period in 2010. This customer termination was offset by increased volumes from existing customers as well as new customer wins. While the customer termination adversely impacted revenue growth during the first quarter of 2011, the lost revenue was low yielding and the impact on operating results from curtailing these services was minimal. FASI's loss from operations is largely attributable to the low retail volumes as the first quarter

is historically the slowest quarter of the year for retail sales. First quarter volumes were also impacted by the adverse weather conditions experienced during the first quarter of 2011. We continue our efforts to diversify FASI's customer base with non-specialty retail customers so as to maintain consistent revenue levels throughout the year.

During the first quarter of 2011 increasing fuel prices have positively impacted our revenues and results of operations as compared to prior periods. 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 increase in shipping activity combined with the increasing diesel fuel prices have resulted in an increase in our net fuel surcharge revenue. Total net fuel surcharge revenue increased 56.2% during the three months ended March 31, 2011 as compared to the same period in 2010, respectively.

Goodwill

In accordance with our accounting policy, we conducted our annual impairment test of goodwill for each reportable segment as of June 30, 2010 and no impairment charges were required. As of March 31, 2011, the carrying value of goodwill related to the Forward Air and FASI segments was \$37.9 million and \$5.4 million, respectively. The estimation of fair value related to the impairment test for goodwill is particularly sensitive to projected financial information used in the calculations. Earnings estimated to be generated by our Forward Air segment are expected to continue supporting the carrying value of its goodwill. Our FASI segment is currently facing the challenges of building, expanding and diversifying its revenue base. If FASI's efforts are significantly delayed, future estimates of projected financial information may be reduced, and we may be required to record an impairment charge against the carrying value of FASI's goodwill.

Segments

Our operations can be broadly classified into two principal segments: Forward Air and FASI.

Our Forward Air segment includes our airport-to-airport network, 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.

Results of Operations

The following table sets forth our consolidated historical financial data for the three months ended March 31, 2011 and 2010 (in millions):

	March 31, 2011	Three months ended March 31, 2010	Change	Percent Change
Operating revenue	\$ 120.2	\$ 107.0	\$ 13.2	12.3 %
Operating expenses:				
Purchased transportation	50.3	44.5	5.8	13.0
Salaries, wages, and employee benefits	30.5	30.7	(0.2)	(0.7)
Operating leases	6.7	6.6	0.1	1.5
Depreciation and amortization	5.1	4.9	0.2	4.1
Insurance and claims	2.2	2.3	(0.1)	(4.3)
Fuel expense	2.4	2.1	0.3	14.3
Other operating expenses	9.7	9.8	(0.1)	(1.0)
Total operating expenses	106.9	100.9	6.0	6.0
Income from operations	13.3	6.1	7.2	118.0
Other expense:				
Interest expense	(0.2)	(0.2)	--	--
Other, net	--	--	--	--
Total other expense	(0.2)	(0.2)	--	--
Income before income taxes	13.1	5.9	7.2	122.0
Income taxes	5.2	2.5	2.7	108.0
Net income	\$ 7.9	\$ 3.4	\$ 4.5	132.4 %

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The following table sets forth our historical financial data by segment for the three months ended March 31, 2011 and 2010 (in millions):

	March 31,	Percent	Three months ended	Percent	Change	Percent
	2011	of	March 31,	of		Change
		Revenue	2010	Revenue		
Operating revenue						
Forward Air	\$ 105.2	87.5 %	\$ 90.9	85.0 %	\$ 14.3	15.7 %
FASI	15.2	12.6	16.4	15.3	(1.2)	(7.3)
Intercompany						
Eliminations	(0.2)	(0.1)	(0.3)	(0.3)	0.1	(33.3)
Total	120.2	100.0	107.0	100.0	13.2	12.3
Purchased transportation						
Forward Air	46.9	44.6	41.1	45.2	5.8	14.1
FASI	3.6	23.7	3.7	22.6	(0.1)	(2.7)
Intercompany						
Eliminations	(0.2)	100.0	(0.3)	100.0	0.1	(33.3)
Total	50.3	41.8	44.5	41.6	5.8	13.0
Salaries, wages and employee benefits						
Forward Air	23.9	22.7	23.4	25.7	0.5	2.1
FASI	6.6	43.4	7.3	44.5	(0.7)	(9.6)
Total	30.5	25.4	30.7	28.7	(0.2)	(0.7)
Operating leases						
Forward Air	4.9	4.7	4.5	5.0	0.4	8.9
FASI	1.8	11.8	2.1	12.8	(0.3)	(14.3)
Total	6.7	5.6	6.6	6.2	0.1	1.5
Depreciation and amortization						
Forward Air	4.1	3.9	4.0	4.4	0.1	2.5
FASI	1.0	6.6	0.9	5.5	0.1	11.1
Total	5.1	4.2	4.9	4.6	0.2	4.1
Insurance and claims						
Forward Air	1.6	1.5	1.8	2.0	(0.2)	(11.1)
FASI	0.6	3.9	0.5	3.0	0.1	20.0
Total	2.2	1.8	2.3	2.1	(0.1)	(4.3)
Fuel expense						
Forward Air	1.1	1.0	0.9	1.0	0.2	22.2
FASI	1.3	8.6	1.2	7.3	0.1	8.3
Total	2.4	2.0	2.1	2.0	0.3	14.3

Other operating expenses							
Forward Air	8.4	8.0	8.0	8.8	0.4	5.0	
FASI	1.3	8.6	1.8	11.0	(0.5)	(27.8)	
Total	9.7	8.1	9.8	9.1	(0.1)	(1.0)	

Income (loss) from operations							
Forward Air	14.3	13.6	7.2	7.9	7.1	98.6	
FASI	(1.0)	(6.6)	(1.1)	(6.7)	0.1	(9.1)	
Total	\$ 13.3	11.1 %	\$ 6.1	5.7 %	\$ 7.2	118.0 %	

The following table presents the components of the Forward Air segment's operating revenue and purchased transportation for the three months ended March 31, 2011 and 2010 (in millions):

	March 31, 2011	Percent of Revenue	Three months ended		Change	Percent Change
			March 31, 2010	Percent of Revenue		
Forward Air revenue						
Airport-to-airport \$	82.2	78.1%	\$ 71.0	78.1%	\$ 11.2	15.8%
Logistics	16.6	15.8	14.0	15.4	2.6	18.6
Other	6.4	6.1	5.9	6.5	0.5	8.5
Total	\$ 105.2	100.0%	\$ 90.9	100.0%	\$ 14.3	15.7%
Forward Air purchased transportation						
Airport-to-airport \$	32.6	39.7%	\$ 28.8	40.6%	\$ 3.8	13.2%
Logistics	12.8	77.1	10.8	77.1	2.0	18.5
Other	1.5	23.4	1.5	25.4	--	--
Total	\$ 46.9	44.6%	\$ 41.1	45.2%	\$ 5.8	14.1%

Three Months Ended March 31, 2011 compared to Three Months Ended March 31, 2010

Revenues

Operating revenue increased by \$13.2 million, or 12.3%, to \$120.2 million for the three months ended March 31, 2011 from \$107.0 million in the same period of 2010.

Forward Air

Forward Air operating revenue increased \$14.3 million, or 15.7%, to \$105.2 million from \$90.9 million, accounting for 87.5% of consolidated operating revenue for the three months ended March 31, 2011 compared to 85.0% for the same period in 2010. Airport-to-airport revenue, which is the largest component of our consolidated operating revenue, increased \$11.2 million, or 15.8%, to \$82.2 million from \$71.0 million, accounting for 78.1% of the segment's operating revenue during the three months ended March 31, 2011 and March 31, 2010. Increased tonnage and an increase in our base revenue per pound, excluding net fuel surcharge revenue and Forward Air Complete ("Complete") revenue, accounted for \$6.6 million of the increase in airport-to-airport revenue. Our airport-to-airport business is priced on a per pound basis and the average revenue per pound, excluding the impact of fuel surcharges and Complete, increased 4.8% for the three months ended March 31, 2011 versus the three months ended March 31, 2010. Tonnage that transited our network increased by 5.8% in the three months ended March 31, 2011 compared with the three months ended March 31, 2010. Low inventory levels maintained by shippers and tightening available transportation capacity have increased the demand for our expedited airport-to-airport service. Average base revenue per pound increased as a result of a general rate increase that we implemented on May 1, 2010. The remaining increase in airport-to-airport revenue is the result of increased net fuel surcharge revenue and revenue from our Complete pick-up and delivery service. Net fuel surcharge revenue increased \$2.5 million during the three months ended March 31, 2011 as compared to the three months ended March 31, 2010 in response to increased fuel prices and overall business volumes. In addition, Complete revenue increased \$2.1 million during the three months ended March 31, 2011 compared to the same period of 2010. The increase in Complete revenue is attributable to the overall

increase in airport-to-airport shipping volumes as well as higher customer utilization of our Complete service.

Logistics revenue, which is primarily TLX, increased \$2.6 million, or 18.6%, to \$16.6 million in the first quarter of 2011 from \$14.0 million in the same period of 2010. TLX revenue, which is priced on a per mile basis, increased \$2.4 million as miles driven to support our TLX revenue increased by approximately 18.0% during the three months ended March 31, 2011 compared to the same period in 2010. Also, TLX average revenue per mile increased 0.7%. The increase in miles and average revenue per mile is mainly attributable to new business wins in the first quarter of 2011. The remaining increase in logistics revenue was primarily driven by a \$0.2 million increase in other non-mileage based logistic revenues, such as drayage services, which increased in conjunction with the overall increase in TLX business volumes.

Other revenue, which includes warehousing services and terminal handling, accounted for the final component of Forward Air operating revenue. Other revenue increased \$0.5 million, or 8.5%, to \$6.4 million in the first quarter of 2011 from \$5.9 million in the same period of 2010. The increase in revenue was primarily due to increases in other pick-up and delivery services as well as handling and sorting services that primarily increased in conjunction with the increase in our airport-to-airport business.

FASI

FASI operating revenue decreased \$1.2 million, or 7.3%, to \$15.2 million for the three months ended March 31, 2011 from \$16.4 million for the same period in 2010. The decrease in revenue is primarily attributable to a FASI customer termination, which accounted for approximately \$2.8 million in revenue during the first quarter of 2010. The lost revenue was low yielding and the impact on operating results from curtailing these services is projected to be minimal. This revenue loss was partially offset by improved volumes from existing customers as well as new business wins.

Intercompany Eliminations

Intercompany eliminations decreased \$0.1 million, or 33.3%, to \$0.2 million in the first quarter of 2011 from \$0.3 million in the same period of 2010. The intercompany eliminations are the result of truckload and airport-to-airport services Forward Air provided to FASI and FASI cartage services provided to Forward Air during the three months ended March 31, 2011. The decrease in intercompany eliminations was the result of reduced airport-to-airport and truckload services Forward Air provided to FASI.

Purchased Transportation

Purchased transportation increased by \$5.8 million, or 13.0%, to \$50.3 million in the first quarter of 2011 from \$44.5 million in the same period of 2010. As a percentage of total operating revenue, purchased transportation was 41.8% during the three months ended March 31, 2011 compared to 41.6% for the same period in 2010.

Forward Air

Forward Air's purchased transportation increased by \$5.8 million, or 14.1%, to \$46.9 million for the three months ended March 31, 2011 from \$41.1 million for the three months ended March 31, 2010. The increase in purchased transportation is primarily attributable to a 9.0% increase in miles driven and a 4.8% increase in the total cost per mile for the first quarter of 2011 versus the same period in 2010. As a percentage of segment operating revenue, Forward Air purchased transportation was 44.6% during the three months ended March 31, 2011 compared to 45.2% for the same period in 2010.

Purchased transportation costs for our airport-to-airport network increased \$3.8 million, or 13.2%, to \$32.6 million for the three months ended March 31, 2011 from \$28.8 million for the three months ended March 31, 2010. For the three months ended March 31, 2011, purchased transportation for our airport-to-airport network decreased to 39.7% of airport-to-airport revenue from 40.6% for the same period in 2010. The \$3.8 million increase is mostly attributable to a 5.6% increase in miles driven by our network of owner-operators or third party transportation providers and a 4.3% increase in the cost per mile paid to our network of owner-operators or third party transportation providers. The increase in miles increased purchased transportation by \$1.3 million while the increase in cost per mile increased purchased transportation by \$1.1 million. Miles driven by our network of owner-operators or third party transportation providers increased in conjunction with the tonnage increase discussed above. The cost per mile increase was attributable to increased use of more costly third party transportation providers as additional capacity was required to accommodate the increased tonnage volumes. Cost per mile also increased as a result of price increases from third party transportation providers who due to heavier shipping volumes and reduced available third party capacity have been able to increase the amounts charged for their services. The remaining increase was attributable to a \$1.4 million increase in third party transportation costs associated with the increased Complete volumes discussed above.

Purchased transportation costs for our logistics revenue increased \$2.0 million, or 18.5%, to \$12.8 million for the three months ended March 31, 2011 from \$10.8 million for the three months ended March 31, 2010. For the three months ended March 31, 2011 and 2010, logistics' purchased transportation costs represented 77.1% of logistics revenue. The increase in logistics' purchased transportation was attributable to a \$1.9 million, or 18.8% increase in TLX purchased transportation. Miles driven to support our TLX revenue increased 18.0% while our TLX cost per mile increased approximately 0.8% during the three months ended March 31, 2011 compared to the same period in 2010. The increase in cost per mile was mostly attributable to price increases from third party transportation providers as heavier shipment volumes in 2011 have reduced the available third party capacity and increased the amount third party transportation providers can charge for their services. The remaining \$0.1 million increase in logistics' purchased transportation costs was attributable to increases in other non-mileage based costs such as drayage services.

Purchased transportation costs related to our other revenue was \$1.5 million for the three months ended March 31, 2011 and 2010. Other purchased transportation costs as a percentage of other revenue decreased to 23.4% of other revenue for the three months ended March 31, 2011 from 25.4% for the same period in 2010. The decrease in other purchased transportation costs as a percentage of other revenue is attributable to the reduced use of more costly third party transportation providers, as opposed to Company-employed drivers or our network of owner-operators, to provide the transportation services associated with our other revenues, such as freight and container transfers and other miscellaneous pick-up and delivery services.

FASI

FASI purchased transportation decreased \$0.1 million, or 2.7%, to \$3.6 million for the three months ended March 31, 2011 from \$3.7 million for the three months ended March 31, 2010. FASI purchased transportation as a percentage of revenue was 23.7% for the three months ended March 31, 2011 compared to 22.6% for the three months ended March 31, 2010. The decrease in FASI purchased transportation in total dollars was attributable to the reduced volumes discussed above. However, the increase in FASI purchased transportation as a percentage of revenue is attributable to the customer termination discussed above. A substantial portion of the revenue from this customer was handling and had no associated transportation charges.

Intercompany Eliminations

Intercompany eliminations decreased \$0.1 million, or 33.3%, to \$0.2 million for the three month ended March 31, 2011 from \$0.3 million for the three months ended March 31, 2010. The intercompany eliminations are the result of truckload and airport-to-airport services Forward Air provided to FASI and FASI cartage services provided to Forward Air during the three months ended March 31, 2011. The decrease in intercompany eliminations was the result of reduced airport-to-airport and truckload services Forward Air provided to FASI.

Salaries, Wages, and Benefits

Salaries, wages and employee benefits decreased by \$0.2 million, or 0.7%, to \$30.5 million in the first quarter of 2011 from \$30.7 million in the same period of 2010. As a percentage of total operating revenue, salaries, wages and employee benefits was 25.4% during the three months ended March 31, 2011 compared to 28.7% for the same period in 2010.

Forward Air

Salaries, wages and employee benefits of Forward Air increased by \$0.5 million, or 2.1%, to \$23.9 million in the first quarter of 2011 from \$23.4 million in the same period of 2010. Salaries, wages and employee benefits were 22.7% of Forward Air's operating revenue in the first quarter of 2011 compared to 25.7% for the same period of 2010. The increase in salaries, wages, and benefits was primarily driven by a \$1.4 million increase in wages, primarily terminal personnel, which increased in conjunction with the increased business volumes discussed above. The increase in wages was partially offset by reductions in share-based compensation, workers' compensation and health insurance claims and employee incentives. Share-based compensation decreased \$0.3 million mainly due to final vesting of our 2007 stock option awards in the first quarter of 2010. Workers compensation and health insurance claims decreased \$0.5 million on reduced current year claims experience and due to the first quarter of 2010 including an increase to our loss development reserves for workers' compensation claims. Employee incentives decreased \$0.1 million during the three months ended March 31, 2011 compared to the same period in 2010. The decrease in employee incentives was largely attributable to management adjusting goals to reflect the stronger economic environment.

FASI

FASI salaries, wages and employee benefits decreased \$0.7 million, or 9.6%, to \$6.6 million for the three months ended March 31, 2011 compared to \$7.3 million for the three months ended March 31, 2010. As a percentage of FASI operating revenue, salaries, wages and benefits decreased to 43.4% for the three months ended March 31, 2011 compared to 44.5% for the same period in 2010. The decrease in salaries, wages and benefits in total dollars was in conjunction with the decreased revenue volumes discussed above. The decrease in salaries, wages and employee benefits as a percentage of revenue is the result of reduced dock wages and Company-employed driver pay. For the first quarter of 2011 we reduced our dock wages by 0.8% as a percentage of revenue compared to the same period in

2010. The improvement in dock wages is largely the result of efficiencies gained by installing conveyor systems in our larger facilities and replacing contract labor with Company-employed dock personnel. We also reduced driver pay by 0.3% as a percentage of revenue as wherever feasible we continue to shift away from Company-employed drivers to a more variable cost structure via a network of owner-operators.

Operating Leases

Operating leases increased by \$0.1 million, or 1.5%, to \$6.7 million in the first quarter of 2011 from \$6.6 million in the same period of 2010. Operating leases, the largest component of which is facility rent, were 5.6% of consolidated operating revenue for the three months ended March 31, 2011 compared with 6.2% in the same period of 2010.

Forward Air

Operating leases increased \$0.4 million, or 8.9%, to \$4.9 million in the first quarter of 2011 from \$4.5 million in the same period of 2010. Operating leases were 4.7% of Forward Air operating revenue for the three months ended March 31, 2011 compared with 5.0% in the same period of 2010. The \$0.4 million increase was the result of a \$0.3 million increase in facility rent and \$0.1 million increase in trailer rentals. Facility rent increased as certain existing terminals were relocated to larger facilities during the second and third quarters of 2010. Trailer rentals increased to provide additional capacity until new trailers are received in the second quarter of 2011.

FASI

FASI operating lease expense decreased \$0.3 million, or 14.3%, to \$1.8 million for the three months ended March 31, 2011 from \$2.1 million for the same period in 2010. The \$0.3 million decrease was attributable to lower facility rent and reduced costs for leased and rented equipment. Leased and rented equipment costs declined \$0.2 million as leased and rented equipment was replaced with either owner-operator units or Company-owned units. Office rent decreased \$0.1 million due to the consolidation of over-lapping facilities with Forward Air.

Depreciation and Amortization

Depreciation and amortization increased \$0.2 million, or 4.1%, to \$5.1 million in the first quarter of 2011 from \$4.9 million in the same period of 2010. Depreciation and amortization was 4.2% of consolidated operating revenue for the three months ended March 31, 2011 compared with 4.6% in the same period of 2010.

Forward Air

Depreciation and amortization increased \$0.1 million, or 2.5%, to \$4.1 million in the first quarter of 2011 from \$4.0 million in the same period of 2010. Depreciation and amortization expense as a percentage of Forward Air operating revenue was 3.9% in the first quarter of 2011 compared to 4.4% in the same period of 2010. The \$0.1 million increase is attributable to new forklifts purchased during the fourth quarter of 2010 and first quarter of 2011.

FASI

FASI depreciation and amortization increased \$0.1 million, or 11.1%, to \$1.0 million for the three months ended March 31, 2011 from \$0.9 million for the same period in 2010. Depreciation and amortization expense as a percentage of FASI operating revenue was 6.6% in the first quarter of 2011 compared to 5.5% in the same period of 2010. The \$0.1 million increase is primarily attributable to new tractors and vehicles purchased during 2010 and the first quarter of 2011.

Insurance and Claims

Insurance and claims expense decreased \$0.1 million, or 4.3%, to \$2.2 million for the three months ended March 31, 2011 from \$2.3 million for the three months ended March 31, 2010. Insurance and claims were 1.8% of consolidated operating revenue for the three months ended March 31, 2011 compared with 2.1% for the same period in 2010.

Forward Air

Forward Air insurance and claims expense decreased \$0.2 million, or 11.1%, to \$1.6 million for the three months ended March 31, 2011 from \$1.8 million for the three months ended March 31, 2010. The \$0.2 million decrease in insurance and claims is mainly attributable to a decrease in insurance premiums on renewed and renegotiated insurance plans.

FASI

FASI insurance and claims expense increased \$0.1 million, or 20.0%, to \$0.6 million for the three months ended March 31, 2011 from \$0.5 million for the three months ended March 31, 2010. The \$0.1 million increase in FASI insurance and claims was attributable to an increase in the FASI loss development reserves on outstanding vehicle accident claims.

Fuel Expense

Fuel expense increased \$0.3 million, or 14.3%, to \$2.4 million in the first quarter of 2011 from \$2.1 million in the same period of 2010. Fuel expense was 2.0% of consolidated operating revenue for the three months ended March 31, 2011 and 2010.

Forward Air

Fuel expense was 1.0% of Forward Air operating revenue in the first quarters of 2011 and 2010. The \$0.2 million, or 22.2%, increase was primarily due to an increase in average fuel prices during the three months ended March 31, 2011 as compared to the same period in 2010.

FASI

FASI fuel expense increased \$0.1 million, or 8.3%, to \$1.3 million for the first quarter of 2011 from \$1.2 million for the first quarter of 2010. Fuel expenses were 8.6% of FASI operating revenue in the first quarter of 2011 compared to 7.3% in the first quarter of 2010. 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 average fuel prices experienced during the first quarter of 2011 compared to the same period in 2010, partially offset by reductions in Company-employed miles driven during the three months ended March 31, 2011 as compared to the same period in 2010. As a percentage of revenue, FASI fuel expense was also adversely impacted by the lost handling revenue discussed previously.

Other Operating Expenses

Other operating expenses decreased \$0.1 million, or 1.0%, to \$9.7 million in the first quarter of 2011 from \$9.8 million in the same period of 2010. Other operating expenses were 8.1% of consolidated operating revenue for the three months ended March 31, 2011 compared with 9.1% in the same period of 2010.

Forward Air

Other operating expenses increased \$0.4 million, or 5.0%, to \$8.4 million during the three months ended March 31, 2011 from \$8.0 million in the same period of 2010. Other operating expenses were 8.0% of Forward Air operating revenue in the first quarter of 2011 compared to 8.8% in the same period of 2010. The \$0.4 million increase in other operating expenses is attributable to increased variable costs, such as dock supplies and vehicle maintenance that increased in conjunction with the shipping volume increases discussed previously. Forward Air other operating expenses decreased as percentage of revenue as these variable cost increases were outpaced by the increase in revenue.

FASI

FASI other operating expenses decreased \$0.5 million, or 27.8%, to \$1.3 million for the three months ended March 31, 2011 compared to \$1.8 million for the same period in 2010. FASI other operating expenses for the first quarter of 2011 were 8.6% of the segment's operating revenue compared to 11.0% for the same period in 2010. The \$0.5 million decrease is attributable to reductions in vehicle maintenance, dock supplies and cost control efforts. Vehicle maintenance decreased \$0.1 million on replacement of older owned or leased vehicles with new vehicles during 2010 and first quarter of 2011. Also, the FASI customer termination discussed above was largely responsible for a \$0.1 million decrease in dock supplies due to the discontinued customers' packing requirements. The remaining \$0.3 million decrease was attributable to our continuing efforts to reduce and control variable and discretionary costs such as travel, promotional and other back-office expenses.

Results from Operations

Income from operations increased by \$7.2 million to \$13.3 million for the first quarter of 2011 compared to \$6.1 million in the same period of 2010. Income from operations was 11.1% of consolidated operating revenue for the three months ended March 31, 2011 compared with 5.7% in the same period of 2010.

Forward Air

Income from operations increased by \$7.1 million to \$14.3 million for the first quarter of 2011 compared with \$7.2 million for the same period in 2010. Income from operations as a percentage of Forward Air operating revenue was 13.6% for the three months ended March 31, 2011 compared with 7.9% in the same period of 2010. The increase in income from operations was primarily the result of the increased revenue discussed previously and the resulting positive leverage the additional revenue provides against the fixed costs of the Forward Air network.

FASI

FASI's loss from operations improved approximately \$0.1 million, or 9.1%, to a \$1.0 million loss for the three months ended March 31, 2011 from a \$1.1 million loss for the three months ended March 31, 2010. The decrease in FASI's loss from operations was primarily driven by the discontinuance of low yield business and continuing efforts to improve operating efficiencies and control variable and discretionary costs.

Interest Expense

Interest expense was approximately \$0.2 million for the three months ended March 31, 2011 and 2010. Interest rates and our net borrowings remained consistent during the three months ended March 31, 2011 as compared to the same period in 2010.

Other, Net

Other income for the three months ended March 31, 2011 and 2010 was less than \$0.1 million.

Income Taxes

The combined federal and state effective tax rate for the first quarter of 2011 was 40.0% compared to a rate of 42.1% for the same period in 2010. The change in our effective tax rate is primarily attributable to the increase in our net income before income taxes combined with reductions in non-deductable expenses such as share-based compensation for incentive stock options.

Net Income

As a result of the foregoing factors, net income increased by \$4.5 million, to \$7.9 million for the first quarter of 2011 compared to \$3.4 million for the same period in 2010.

Critical Accounting Policies

Our unaudited condensed 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 unaudited condensed 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. A summary of significant accounting policies is disclosed in Note 1 to the Consolidated Financial Statements included in our 2010 Annual Report on Form 10-K. Our critical accounting policies are further described under the caption “Discussion of Critical Accounting Policies” in Management’s Discussion and Analysis of Financial Condition and Results of Operations in our 2010 Annual Report on Form 10-K.

Impact of Recent Accounting Pronouncements

In January 2010, the Financial Accounting Standards Board (“the FASB”) expanded the disclosure requirements for fair value measurements. The expanded disclosures require a greater level of disaggregated information and additional disclosures about valuation techniques and inputs to fair value measurements. The amendment requires expanded disclosures on transfers in and out of Level 1 and Level 2 fair values, activity in Level 3 investments and inputs and valuation techniques. For level 3 fair value measurements, the disclosure requirements were effective for fiscal years beginning after December 15, 2010, and for interim periods within those fiscal years. The adoption of the provisions of this amendment required for periods beginning after December 15, 2010 did not have a material impact on our financial statement disclosures.

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 \$15.2 million for the three months ended March 31, 2011 compared to approximately \$10.2 million for the three months ended March 31, 2010. The increase in cash provided by operating activities is mainly attributable to a \$5.0 million increase in net earnings after consideration of non-cash items and a \$2.8 million decrease in cash used for prepaid assets and accounts payable. These increases to cash were offset by a \$2.8 million reduction in cash provided by accounts receivable. The decrease in cash from accounts receivable is largely attributable to the increase in business volumes during the three months ended March 31, 2011, resulting in revenues that will not be collected until the second quarter of 2011.

Net cash used in investing activities was approximately \$6.7 million for the three months ended March 31, 2011 compared with approximately \$5.4 million used in investing activities during the three months ended March 31, 2010. Investing activities during the three months ended March 31, 2011 consisted primarily of capital expenditures for new tractors, vehicles and forklifts to replace aging units. The \$0.3 million of proceeds from disposal of property and equipment is primarily from sales of older vehicles replaced by recent purchases.

Net cash provided by financing activities totaled approximately \$2.7 million for the three months ended March 31, 2011 compared with approximately \$2.2 million used in financing activities during the three months ended March 31, 2010. Cash provided by and used in financing activities for the three months ended March 31, 2011 and 2010 mainly included our quarterly dividend payment, cash from stock option exercises and scheduled capital lease payments. The increase in cash provided by financing activities is attributable to increased proceeds from stock option exercises. Also, capital lease and debt payments decreased as certain capital leases and notes payable assumed with

past acquisitions reached their scheduled maturity dates.

We currently have access to a \$100.0 million senior credit facility. The facility expires in October 2012 and includes an accordion feature, which if approved by our lender, allows for an additional \$50.0 million in borrowings. However, at this time we believe that to access the accordion feature our lender would require that the interest rates for the senior credit facility be reset to match current market rates. Interest rates for advances under the senior credit facility are at LIBOR plus 0.6% to 0.9% based upon covenants related to total indebtedness to earnings. At March 31, 2011, we had \$38.3 million of available borrowing capacity under the senior credit facility, not including the accordion feature, and had utilized \$11.7 million of availability for outstanding letters of credit.

During the first quarters of 2011 and 2010, 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.

Forward-Looking Statements

This report contains “forward-looking statements,” as defined in Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. 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

3. Quantitative and Qualitative Disclosures About Market Risk.

Our exposure to market risk related to our outstanding debt is not significant and has not changed materially since December 31, 2010.

Item

4. Controls and Procedures.

Disclosure Controls and Procedures

We maintain controls and procedures designed to ensure that we are able to collect the information required to be disclosed in the reports we file with the Securities and Exchange Commission (“SEC”), and to process, summarize and disclose this information within the time periods specified in the rules of the SEC. Based on an evaluation of our disclosure controls and procedures as of the end of the period covered by this report conducted by management, with the participation of the Chief Executive Officer and Chief Financial Officer, the Chief Executive Officer and Chief Financial Officer believe that these controls and procedures are effective to ensure that we are able to collect, process and disclose the information we are required to disclose in the reports we file with the SEC within the required time periods.

Changes in Internal Control

There were no changes in our internal control over financial reporting during the three months ended March 31, 2011 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

Part

II. Other Information

Item

1. 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 and 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

1A. Risk Factors.

A summary of factors which could affect results and cause results to differ materially from those expressed in any forward-looking statements made by us, or on our behalf, are further described under the caption "Risk Factors" in the Business portion of our 2010 Annual Report on Form 10-K. There have been no changes in the nature of these factors since December 31, 2010.

Item

2. Unregistered Sales of Equity Securities and Use of Proceeds.

There were no unregistered purchases of shares of our common stock during the three months ended March 31, 2011.

Item

3. Defaults Upon Senior Securities.

Not Applicable.

Item

5. Other Information.

Not Applicable.

Item

6. Exhibits.

In accordance with SEC Release No. 33-8212, Exhibits 32.1 and 32.2 are to be treated as “accompanying” this report rather than “filed” as part of the report.

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)
3.2	Amended and Restated Bylaws of the registrant (incorporated herein by reference to Exhibit 3-1 to the registrant’s Current Report on Form 8-K filed with the Commission on July 6, 2009)
4.1	Form of Forward Air Corporation Common Stock Certificate (incorporated herein by reference to Exhibit 4.1 to the registrant’s Quarterly Report on Form 10-Q for the quarterly period ended September 30, 1998, filed with the Securities and Exchange Commission on November 16, 1998)
10.1	Form of Performance Share Agreement under the registrant's Amended and Restated Stock Option and Incentive Plan
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

Signatures

Pursuant to the requirements 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: April 25, 2011

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

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

EXHIBIT INDEX

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