

EXPEDITORS INTERNATIONAL OF WASHINGTON INC

Form 10-Q

November 05, 2015

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

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FORM 10-Q

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(Mark One)

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

For the quarterly period ended September 30, 2015

OR

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

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission File Number: 0-13468

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EXPEDITORS INTERNATIONAL OF WASHINGTON, INC.

(Exact name of registrant as specified in its charter)

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|                                 |                        |
|---------------------------------|------------------------|
| Washington                      | 91-1069248             |
| (State or other jurisdiction of | (IRS Employer          |
| incorporation or organization)  | Identification Number) |

|                                                                |            |
|----------------------------------------------------------------|------------|
| 1015 Third Avenue, 12 <sup>th</sup> Floor, Seattle, Washington | 98104      |
| (Address of principal executive offices)                       | (Zip Code) |
| (206) 674-3400                                                 |            |
| (Registrant's telephone number, including area code)           |            |

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

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

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

Large accelerated filer ☒ Accelerated filer ☐

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

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

Yes ☐ No ☒

At November 2, 2015, the number of shares outstanding of the issuer's Common Stock was 186,413,350.

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## PART I. FINANCIAL INFORMATION

## Item 1. Financial Statements

EXPEDITORS INTERNATIONAL OF WASHINGTON, INC.  
AND SUBSIDIARIES

## Condensed Consolidated Balance Sheets

(In thousands, except share data)

(Unaudited)

|                                                                                                                                                       | September 30,<br>2015 | December 31,<br>2014 |
|-------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------|----------------------|
| Current Assets:                                                                                                                                       |                       |                      |
| Cash and cash equivalents                                                                                                                             | \$968,683             | \$927,107            |
| Short-term investments                                                                                                                                | 8,260                 | 40,336               |
| Accounts receivable, less allowance for doubtful accounts of \$7,309 at September 30, 2015 and \$7,119 at December 31, 2014                           | 1,166,300             | 1,236,042            |
| Deferred Federal and state income taxes                                                                                                               | 20,862                | 20,279               |
| Other                                                                                                                                                 | 71,355                | 65,486               |
| Total current assets                                                                                                                                  | 2,235,460             | 2,289,250            |
| Property and equipment, less accumulated depreciation and amortization of \$379,996 at September 30, 2015 and \$371,756 at December 31, 2014          | 527,893               | 538,415              |
| Goodwill                                                                                                                                              | 7,927                 | 7,927                |
| Other assets, net                                                                                                                                     | 55,738                | 55,313               |
| Total assets                                                                                                                                          | \$2,827,018           | \$2,890,905          |
| Current Liabilities:                                                                                                                                  |                       |                      |
| Accounts payable                                                                                                                                      | 718,555               | 770,238              |
| Accrued expenses, primarily salaries and related costs                                                                                                | 208,771               | 192,468              |
| Federal, state and foreign income taxes                                                                                                               | 27,876                | 21,077               |
| Total current liabilities                                                                                                                             | 955,202               | 983,783              |
| Deferred Federal and state income taxes                                                                                                               | 29,624                | 35,514               |
| Commitments and contingencies                                                                                                                         |                       |                      |
| Shareholders' Equity:                                                                                                                                 |                       |                      |
| Preferred stock, none issued                                                                                                                          | —                     | —                    |
| Common stock, par value \$0.01 per share. Issued and outstanding 186,183,201 shares at September 30, 2015 and 191,655,690 shares at December 31, 2014 | 1,862                 | 1,916                |
| Additional paid-in capital                                                                                                                            | 874                   | 1,113                |
| Retained earnings                                                                                                                                     | 1,910,388             | 1,903,196            |
| Accumulated other comprehensive loss                                                                                                                  | (74,079)              | (37,817)             |
| Total shareholders' equity                                                                                                                            | 1,839,045             | 1,868,408            |
| Noncontrolling interest                                                                                                                               | 3,147                 | 3,200                |
| Total equity                                                                                                                                          | 1,842,192             | 1,871,608            |
| Total liabilities and equity                                                                                                                          | \$2,827,018           | \$2,890,905          |
| See accompanying notes to condensed consolidated financial statements.                                                                                |                       |                      |

EXPEDITORS INTERNATIONAL OF WASHINGTON, INC.  
AND SUBSIDIARIES

Condensed Consolidated Statements of Earnings

(In thousands, except share data)

(Unaudited)

|                                                               | Three months ended<br>September 30, |             | Nine months ended<br>September 30, |             |
|---------------------------------------------------------------|-------------------------------------|-------------|------------------------------------|-------------|
|                                                               | 2015                                | 2014        | 2015                               | 2014        |
| Revenues:                                                     |                                     |             |                                    |             |
| Airfreight services                                           | \$659,607                           | \$686,434   | \$2,060,863                        | \$2,000,829 |
| Ocean freight and ocean services                              | 559,976                             | 600,483     | 1,702,465                          | 1,606,145   |
| Customs brokerage and other services                          | 431,749                             | 418,188     | 1,257,083                          | 1,188,917   |
| Total revenues                                                | 1,651,332                           | 1,705,105   | 5,020,411                          | 4,795,891   |
| Operating Expenses:                                           |                                     |             |                                    |             |
| Airfreight services                                           | 464,161                             | 516,969     | 1,484,150                          | 1,503,064   |
| Ocean freight and ocean services                              | 416,075                             | 475,460     | 1,294,887                          | 1,266,551   |
| Customs brokerage and other services                          | 201,115                             | 199,420     | 589,766                            | 563,720     |
| Salaries and related costs                                    | 295,566                             | 272,548     | 861,509                            | 789,257     |
| Rent and occupancy costs                                      | 25,747                              | 26,396      | 76,106                             | 76,959      |
| Depreciation and amortization                                 | 11,475                              | 12,741      | 34,424                             | 37,540      |
| Selling and promotion                                         | 10,370                              | 9,240       | 30,146                             | 26,704      |
| Other                                                         | 34,930                              | 33,200      | 105,931                            | 95,319      |
| Total operating expenses                                      | 1,459,439                           | 1,545,974   | 4,476,919                          | 4,359,114   |
| Operating income                                              | 191,893                             | 159,131     | 543,492                            | 436,777     |
| Other Income (Expense):                                       |                                     |             |                                    |             |
| Interest income                                               | 2,666                               | 2,793       | 8,034                              | 8,254       |
| Other, net                                                    | (3,085)                             | ) 2,336     | 753                                | 5,245       |
| Other (expense) income, net                                   | (419)                               | ) 5,129     | 8,787                              | 13,499      |
| Earnings before income taxes                                  | 191,474                             | 164,260     | 552,279                            | 450,276     |
| Income tax expense                                            | 72,738                              | 61,463      | 207,882                            | 171,556     |
| Net earnings                                                  | 118,736                             | 102,797     | 344,397                            | 278,720     |
| Less net earnings attributable to the noncontrolling interest | 426                                 | 416         | 1,623                              | 1,213       |
| Net earnings attributable to shareholders                     | \$118,310                           | \$102,381   | \$342,774                          | \$277,507   |
| Diluted earnings attributable to shareholders per share       | \$0.62                              | \$0.53      | \$1.79                             | \$1.40      |
| Basic earnings attributable to shareholders per share         | \$0.63                              | \$0.53      | \$1.80                             | \$1.41      |
| Dividends declared and paid per common share                  | \$—                                 | \$—         | \$0.36                             | \$0.32      |
| Weighted average diluted shares outstanding                   | 189,641,774                         | 195,001,267 | 191,447,796                        | 197,953,810 |
| Weighted average basic shares outstanding                     | 188,424,400                         | 194,419,071 | 190,231,986                        | 197,305,251 |

See accompanying notes to condensed consolidated financial statements.

EXPEDITORS INTERNATIONAL OF WASHINGTON, INC.  
AND SUBSIDIARIES

Condensed Consolidated Statements of Comprehensive Income

(In thousands)

(Unaudited)

|                                                                                                                                                                                                                    | Three months ended<br>September 30, |           | Nine months ended<br>September 30, |           |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------|-----------|------------------------------------|-----------|
|                                                                                                                                                                                                                    | 2015                                | 2014      | 2015                               | 2014      |
| Net earnings                                                                                                                                                                                                       | \$118,736                           | \$102,797 | \$344,397                          | \$278,720 |
| Other comprehensive income (loss), net of tax:                                                                                                                                                                     |                                     |           |                                    |           |
| Foreign currency translation adjustments, net of tax of \$11,669 and \$9,954 for the three months ended September 30, 2015 and 2014 and \$19,866 and \$8,560 for the nine months ended September 30, 2015 and 2014 | (21,692 )                           | (18,351 ) | (37,081 )                          | (15,743 ) |
| Reclassification adjustment for foreign currency realized losses, net of tax of \$61 for the nine months ended September 30, 2014                                                                                  | —                                   | —         | —                                  | 111       |
| Other comprehensive loss                                                                                                                                                                                           | (21,692 )                           | (18,351 ) | (37,081 )                          | (15,632 ) |
| Comprehensive income                                                                                                                                                                                               | 97,044                              | 84,446    | 307,316                            | 263,088   |
| Less comprehensive income attributable to the noncontrolling interest                                                                                                                                              | 35                                  | 234       | 804                                | 1,094     |
| Comprehensive income attributable to shareholders                                                                                                                                                                  | \$97,009                            | \$84,212  | \$306,512                          | \$261,994 |

See accompanying notes to condensed consolidated financial statements.

EXPEDITORS INTERNATIONAL OF WASHINGTON, INC.  
AND SUBSIDIARIES

Condensed Consolidated Statements of Cash Flows

(In thousands)

(Unaudited)

|                                                                              | Three months ended<br>September 30, |            | Nine months ended<br>September 30, |            |
|------------------------------------------------------------------------------|-------------------------------------|------------|------------------------------------|------------|
|                                                                              | 2015                                | 2014       | 2015                               | 2014       |
| Operating Activities:                                                        |                                     |            |                                    |            |
| Net earnings                                                                 | \$ 118,736                          | \$ 102,797 | \$ 344,397                         | \$ 278,720 |
| Adjustments to reconcile net earnings to net cash from operating activities: |                                     |            |                                    |            |
| Provision for losses (recoveries) on accounts receivable                     | 134                                 | 564        | 995                                | (55 )      |
| Deferred income tax (benefit) expense                                        | (7,611 )                            | (2,085 )   | 13,312                             | 8,000      |
| Excess tax benefits from stock plans                                         | —                                   | (47 )      | (1,846 )                           | (1,031 )   |
| Stock compensation expense                                                   | 10,919                              | 10,049     | 32,489                             | 32,220     |
| Depreciation and amortization                                                | 11,475                              | 12,741     | 34,424                             | 37,540     |
| Other                                                                        | 2                                   | 139        | 115                                | 345        |
| Changes in operating assets and liabilities:                                 |                                     |            |                                    |            |
| Decrease (increase) in accounts receivable                                   | 2,466                               | (58,984 )  | 18,910                             | (131,374 ) |
| (Decrease) increase in accounts payable and accrued expenses                 | (19,622 )                           | 23,113     | 3,311                              | 114,036    |
| Increase (decrease) in income taxes payable, net                             | 19,978                              | 2,050      | 4,110                              | (27,115 )  |
| Increase in other current assets                                             | (3,801 )                            | (3,646 )   | (1,419 )                           | (5,852 )   |
| Net cash from operating activities                                           | 132,676                             | 86,691     | 448,798                            | 305,434    |
| Investing Activities:                                                        |                                     |            |                                    |            |
| Purchase of short-term investments                                           | —                                   | (40,275 )  | (47,008 )                          | (136,706 ) |
| Proceeds from maturities of short-term investments                           | 38,788                              | 86,107     | 79,084                             | 122,726    |
| Purchase of property and equipment                                           | (9,546 )                            | (8,255 )   | (31,903 )                          | (26,650 )  |
| Escrow deposit for land acquisition                                          | —                                   | —          | —                                  | (27,101 )  |
| Other, net                                                                   | (2,666 )                            | 370        | (2,482 )                           | 504        |
| Net cash from investing activities                                           | 26,576                              | 37,947     | (2,309 )                           | (67,227 )  |
| Financing Activities:                                                        |                                     |            |                                    |            |
| Proceeds from issuance of common stock                                       | 54,606                              | 28,452     | 114,701                            | 58,469     |
| Repurchases of common stock                                                  | (209,970 )                          | (117,044 ) | (415,475 )                         | (475,160 ) |
| Excess tax benefits from stock plans                                         | —                                   | 47         | 1,846                              | 1,031      |
| Dividends paid                                                               | —                                   | —          | (68,781 )                          | (62,807 )  |
| Distributions to noncontrolling interest                                     | —                                   | —          | (857 )                             | (85 )      |
| Net cash from financing activities                                           | (155,364 )                          | (88,545 )  | (368,566 )                         | (478,552 ) |
| Effect of exchange rate changes on cash and cash equivalents                 | (20,932 )                           | (16,174 )  | (36,347 )                          | (16,827 )  |
| (Decrease) increase in cash and cash equivalents                             | (17,044 )                           | 19,919     | 41,576                             | (257,172 ) |
| Cash and cash equivalents at beginning of period                             | 985,727                             | 970,561    | 927,107                            | 1,247,652  |
| Cash and cash equivalents at end of period                                   | \$ 968,683                          | \$ 990,480 | \$ 968,683                         | \$ 990,480 |
| Taxes Paid:                                                                  |                                     |            |                                    |            |
| Income taxes                                                                 | \$ 60,374                           | \$ 61,899  | \$ 190,024                         | \$ 195,358 |

See accompanying notes to condensed consolidated financial statements.

EXPEDITORS INTERNATIONAL OF WASHINGTON, INC.  
AND SUBSIDIARIES

Notes to Condensed Consolidated Financial Statements

(In thousands, except share data)

(Unaudited)

Note 1. Summary of Significant Accounting Policies

A. Basis of Presentation

Expeditors International of Washington, Inc. (“the Company”) is a non-asset based provider of global logistics services operating through a worldwide network of offices and exclusive or non-exclusive agents. The Company’s customers include retailing and wholesaling, electronics, industrial and manufacturing companies around the world.

The condensed consolidated financial statements have been prepared pursuant to the rules and regulations of the Securities and Exchange Commission. As a result, certain information and note disclosures normally included in financial statements prepared in accordance with accounting principles generally accepted in the United States (U.S. GAAP) have been condensed or omitted. The Company believes that the disclosures made are adequate to make the information presented not misleading. The condensed consolidated financial statements reflect all adjustments, consisting of normal recurring items, which are, in the opinion of management, necessary to a fair statement of the results for the interim periods presented. These condensed consolidated financial statements should be read in conjunction with the consolidated financial statements and related notes included in the Company's Form 10-K as filed with the Securities and Exchange Commission on February 26, 2015.

All significant intercompany accounts and transactions have been eliminated in consolidation. All dollar amounts in the notes are presented in thousands except for share data. Effective in the first quarter of 2015, the Company changed the organization of the management of its Asia Pacific region, splitting it into North and South Asia. Accordingly, the financial information previously combined under one geographical operating segment for Asia Pacific is now reported as North Asia and South Asia segments for all periods presented.

B. Accounts Receivable

The Company maintains an allowance for doubtful accounts, which is reviewed at least monthly for estimated losses resulting from the inability of its customers to make required payments for services and advances. Additional allowances may be necessary in the future if the ability of its customers to pay deteriorates. The Company has recorded an allowance for doubtful accounts in the amounts of \$7,309 as of September 30, 2015 and \$7,119 as of December 31, 2014. Additions and write-offs have not been significant in the periods presented.

C. Use of Estimates

The preparation of financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the reported amounts of the assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the period. The Company uses estimates primarily in the following areas: accounts receivable valuation, accrual of costs related to ancillary services the Company provides, accrual of insurance liabilities for the portion of the related exposure which the Company has self-insured, accrual of various tax liabilities, accrual of loss contingencies and calculation of share-based compensation expense. Actual results could differ from those estimates.

D. Recent Accounting Pronouncements

In May 2014, the Financial Accounting Standards Board (FASB) issued Accounting Standards Update (ASU) 2014-09 (Topic 606) “Revenue from Contracts with Customers”, as amended. This update, which supersedes the revenue recognition requirements in Accounting Standards Codification (ASC) Topic 605 - “Revenue Recognition” and most industry-specific guidance throughout the industry topics of the FASB ASC, substantially converges revenue recognition guidance between U.S. GAAP and International Financial Reporting Standards (IFRS), providing a single, comprehensive framework for recognizing revenue. ASU 2014-09 will be effective for the Company beginning in its first quarter of 2018. The Company is currently evaluating the impact of adopting ASU 2014-09 on its consolidated financial statements and related disclosures. However, at this time, based on the nature of the Company's operations, the adoption of ASU 2014-09 is not expected to have a material impact on the amount or timing of revenue

recognized or the Company's revenue recognition policies.

## Note 2. Share-Based Compensation

The Company provides compensation benefits by granting stock options and employee stock purchase rights to its employees and restricted shares to its directors. On May 21, 2015, the shareholders approved the 2015 Stock Option Plan, which made available 3,000,000 shares of the Company's common stock for purchase upon exercise of options granted. The Company has historically granted the majority of its options during the second quarter of each fiscal year. For the nine months ended September 30, 2015 and 2014, 2,955,750 and 2,289,600 options were granted, respectively. The grant of employee stock purchase rights and the issuance of shares under the employee stock purchase plan are made in the third quarter of each fiscal year and 699,438 and 671,775 were issued in the nine-month periods ended September 30, 2015 and 2014, respectively. In the second quarter of 2015 and 2014, respectively, 33,848 and 30,702 fully vested shares were granted to independent directors.

The Company recognizes stock compensation expense based on an estimate of the fair value of awards granted to employees and directors under the Company's stock option, director restricted stock and employee stock purchase rights plans. The expense, adjusted for expected forfeitures, is recognized on a straight-line basis over the stock awards' vesting period. The forfeiture assumption used to calculate compensation expense is primarily based on historical pre-vesting employee forfeiture patterns.

The fair value of each option grant is estimated on the date of grant using the Black-Scholes option pricing model with the following assumptions:

|                                                                                | Nine months ended September 30, |              |
|--------------------------------------------------------------------------------|---------------------------------|--------------|
|                                                                                | 2015                            | 2014         |
| Dividend yield                                                                 | 1.60 %                          | 1.50 - 1.51% |
| Volatility - stock option plans                                                | 29 - 34%                        | 36 %         |
| Volatility - stock purchase rights plans                                       | 20 %                            | 20 %         |
| Risk free interest rates                                                       | 0.30 - 2.04%                    | 0.11 - 2.27% |
| Expected life (years) - stock option plans                                     | 6.41 - 7.47                     | 6.52 - 7.43  |
| Expected life (years) - stock purchase rights plans                            | 1                               | 1            |
| Weighted average fair value of stock options granted during the period         | \$13.44                         | \$14.08      |
| Weighted average fair value of stock purchase rights granted during the period | \$10.45                         | \$9.60       |

Total stock compensation expense and the total related tax benefit recognized are as follows:

|                            | Three months ended<br>September 30, |          | Nine months ended<br>September 30, |          |
|----------------------------|-------------------------------------|----------|------------------------------------|----------|
|                            | 2015                                | 2014     | 2015                               | 2014     |
| Stock compensation expense | \$10,919                            | \$10,049 | \$32,489                           | \$32,220 |
| Recognized tax benefit     | \$1,571                             | \$988    | \$4,305                            | \$3,115  |

## Note 3. Basic and Diluted Earnings per Share

The following table reconciles the numerator and the denominator of the basic and diluted per share computations for earnings attributable to shareholders:

| (Amounts in thousands, except share and per share amounts) | Three months ended<br>September 30,             |                            |                    |
|------------------------------------------------------------|-------------------------------------------------|----------------------------|--------------------|
|                                                            | Net earnings<br>attributable to<br>shareholders | Weighted average<br>shares | Earnings per share |
| 2015                                                       |                                                 |                            |                    |
| Basic earnings attributable to shareholders                | \$ 118,310                                      | 188,424,400                | \$ 0.63            |
| Effect of dilutive potential common shares                 | —                                               | 1,217,374                  | —                  |
| Diluted earnings attributable to shareholders              | \$ 118,310                                      | 189,641,774                | \$ 0.62            |
| 2014                                                       |                                                 |                            |                    |
| Basic earnings attributable to shareholders                | \$ 102,381                                      | 194,419,071                | \$ 0.53            |
| Effect of dilutive potential common shares                 | —                                               | 582,196                    | —                  |
| Diluted earnings attributable to shareholders              | \$ 102,381                                      | 195,001,267                | \$ 0.53            |

| (Amounts in thousands, except share and per share amounts) | Nine months ended<br>September 30,              |                            |                    |
|------------------------------------------------------------|-------------------------------------------------|----------------------------|--------------------|
|                                                            | Net earnings<br>attributable to<br>shareholders | Weighted average<br>shares | Earnings per share |
| 2015                                                       |                                                 |                            |                    |
| Basic earnings attributable to shareholders                | \$ 342,774                                      | 190,231,986                | \$ 1.80            |
| Effect of dilutive potential common shares                 | —                                               | 1,215,810                  | —                  |
| Diluted earnings attributable to shareholders              | \$ 342,774                                      | 191,447,796                | \$ 1.79            |
| 2014                                                       |                                                 |                            |                    |
| Basic earnings attributable to shareholders                | \$ 277,507                                      | 197,305,251                | \$ 1.41            |
| Effect of dilutive potential common shares                 | —                                               | 648,559                    | —                  |
| Diluted earnings attributable to shareholders              | \$ 277,507                                      | 197,953,810                | \$ 1.40            |

The following potential common shares have been excluded from the computation of diluted earnings per share because the effect would have been antidilutive:

|        | Three months ended<br>September 30, |            | Nine months ended<br>September 30, |            |
|--------|-------------------------------------|------------|------------------------------------|------------|
|        | 2015                                | 2014       | 2015                               | 2014       |
| Shares | 8,379,877                           | 14,886,109 | 9,713,102                          | 16,532,462 |

## Note 4. Components of Equity

The components of equity for the nine months ended September 30, 2015 and 2014 are as follows:

|                                                               | Shareholders'<br>equity | Noncontrolling<br>interest | Total<br>equity |
|---------------------------------------------------------------|-------------------------|----------------------------|-----------------|
| Balance at December 31, 2014                                  | \$ 1,868,408            | 3,200                      | 1,871,608       |
| Exercise of stock options                                     | 88,851                  | —                          | 88,851          |
| Issuance of shares under stock purchase plan                  | 25,850                  | —                          | 25,850          |
| Shares repurchased under provisions of stock repurchase plans | (415,475 )              | —                          | (415,475 )      |
| Stock compensation expense                                    | 32,489                  | —                          | 32,489          |
| Tax benefits from stock plans, net                            | 1,191                   | —                          | 1,191           |
| Net earnings                                                  | 342,774                 | 1,623                      | 344,397         |
| Other comprehensive loss                                      | (36,262 )               | (819 )                     | (37,081 )       |
| Dividends paid (\$0.36 per share)                             | (68,781 )               | —                          | (68,781 )       |
| Distributions to noncontrolling interest                      | —                       | (857 )                     | (857 )          |
| Balance at September 30, 2015                                 | \$ 1,839,045            | 3,147                      | 1,842,192       |
| Balance at December 31, 2013                                  | \$ 2,084,783            | 1,548                      | 2,086,331       |
| Exercise of stock options                                     | 34,669                  | —                          | 34,669          |
| Issuance of shares under stock purchase plan                  | 23,800                  | —                          | 23,800          |
| Shares repurchased under provisions of stock repurchase plans | (475,160 )              | —                          | (475,160 )      |
| Stock compensation expense                                    | 32,220                  | —                          | 32,220          |
| Tax benefits from stock plans, net                            | 1,031                   | —                          | 1,031           |
| Net earnings                                                  | 277,507                 | 1,213                      | 278,720         |
| Other comprehensive loss                                      | (15,513 )               | (119 )                     | (15,632 )       |
| Dividends paid (\$0.32 per share)                             | (62,807 )               | —                          | (62,807 )       |
| Purchase of noncontrolling interest                           | 843                     | —                          | 843             |
| Distributions to noncontrolling interest                      | —                       | (85 )                      | (85 )           |
| Balance at September 30, 2014                                 | \$ 1,901,373            | 2,557                      | 1,903,930       |

The Company has a Non-Discretionary Stock Repurchase Plan to repurchase shares from the proceeds of stock option exercises and employee stock purchases. During the nine month periods ended September 30, 2015 and 2014, 2,242,579 and 1,364,974 shares were repurchased at an average price of \$47.93 and \$42.73 per share, respectively.

The Company also has a Discretionary Stock Repurchase Plan approved by the Board of Directors that authorizes management to reduce issued and outstanding stock to 180 million shares of common stock. During the nine-month periods ended September 30, 2015 and 2014, 6,395,506 and 10,057,648 shares were repurchased at an average price of \$48.16 and \$41.44 per share, respectively.

Accumulated other comprehensive loss consisted entirely of foreign currency translation adjustments, net of related income tax effects, for all the periods presented.

On May 6, 2015, the Board of Directors declared a semi-annual cash dividend of \$0.36 per share payable on June 15, 2015 to shareholders of record as of June 1, 2015. On May 7, 2014, the Board of Directors declared a semi-annual cash dividend of \$0.32 per share payable on June 16, 2014 to shareholders of record as of June 2, 2014.

Subsequent to the end of the third quarter, on November 3, 2015, the Board of Directors declared a semi-annual dividend of \$0.36 per share payable on December 15, 2015 to shareholders of record as of December 1, 2015.

## Note 5. Fair Value of Financial Instruments

The Company's financial instruments, other than cash, consist primarily of cash equivalents, short-term investments, accounts receivable, accounts payable and accrued expenses. The carrying value of these financial instruments approximates their fair value. Cash equivalents consist of highly liquid investments with a maturity of three months or less at date of purchase. Short-term investments have a maturity of greater than three months at date of purchase.

Cash, cash equivalents and short-term investments consist of the following:

|                                 | September 30, 2015 |            | December 31, 2014 |            |
|---------------------------------|--------------------|------------|-------------------|------------|
|                                 | Cost               | Fair Value | Cost              | Fair Value |
| Cash and Cash Equivalents:      |                    |            |                   |            |
| Cash and overnight deposits     | \$487,243          | 487,243    | 531,312           | 531,312    |
| Corporate commercial paper      | 430,387            | 430,428    | 356,468           | 356,536    |
| Time deposits                   | 51,053             | 51,053     | 39,327            | 39,327     |
| Total cash and cash equivalents | 968,683            | 968,724    | 927,107           | 927,175    |
| Short-Term Investments:         |                    |            |                   |            |
| Corporate commercial paper      | 8,239              | 8,245      | 40,295            | 40,350     |
| Time deposits                   | 21                 | 21         | 41                | 41         |
| Total short-term investments    | 8,260              | 8,266      | 40,336            | 40,391     |
| Total                           | \$976,943          | 976,990    | 967,443           | 967,566    |

The fair value of corporate commercial paper and time deposits is based on the use of market interest rates for identical or similar assets (Level 2 fair value measurement).

## Note 6. Contingencies

The Company is involved in claims, lawsuits, government investigations and other legal matters that arise in the ordinary course of business and are subject to inherent uncertainties. Currently, in management's opinion and based upon advice from legal advisors, none of these matters are expected to have a significant effect on the Company's operations, cash flows or financial position. As of September 30, 2015, the amounts accrued for these claims, lawsuits, government investigations and other legal matters are not significant to the Company's operations or financial position. At this time the Company is unable to estimate any additional loss or range of reasonably possible losses, if any, beyond the amounts recorded, that might result from the resolution of these matters.

## Note 7. Business Segment Information

The Company is organized functionally in geographic operating segments. Accordingly, management focuses its attention on revenues, net revenues<sup>1</sup>, operating income, identifiable assets, capital expenditures, depreciation and amortization and equity generated in each of these geographical areas when evaluating the effectiveness of geographic management. The Company charges its subsidiaries and affiliates for services rendered in the United States on a cost recovery basis. Transactions among the Company's various offices are conducted using the same arms-length pricing methodologies the Company uses when its offices transact business with independent agents.

Financial information regarding the Company's operations by geographic area is as follows:

| (in thousands)                         | UNITED STATES | OTHER NORTH AMERICA | LATIN AMERICA | NORTH ASIA | SOUTH ASIA | EUROPE  | MIDDLE EAST, AFRICA AND INDIA | ELIMI-NATIONS | CONSOLI-DATED |
|----------------------------------------|---------------|---------------------|---------------|------------|------------|---------|-------------------------------|---------------|---------------|
| Three months ended September 30, 2015: |               |                     |               |            |            |         |                               |               |               |
| Revenues from unaffiliated customers   | \$441,097     | 56,818              | 24,681        | 648,096    | 158,011    | 234,334 | 88,295                        | —             | 1,651,332     |
| Transfers between geographic areas     | 29,168        | 3,492               | 4,991         | 5,206      | 6,289      | 11,125  | 5,459                         | (65,730 )     | —             |
| Total revenues                         | \$470,265     | 60,310              | 29,672        | 653,302    | 164,300    | 245,459 | 93,754                        | (65,730 )     | 1,651,332     |
| Net revenues <sup>1</sup>              | \$232,912     | 32,713              | 17,115        | 135,488    | 45,970     | 77,250  | 28,533                        | —             | 569,981       |
| Operating income                       | \$65,389      | 11,905              | 5,007         | 69,690     | 18,574     | 14,188  | 7,140                         | —             | 191,893       |
| Identifiable assets at period end      | \$1,385,157   | 108,644             | 56,987        | 472,189    | 140,206    | 427,053 | 229,670                       | 7,112         | 2,827,018     |
| Capital expenditures                   | \$6,196       | 658                 | 222           | 711        | 291        | 1,223   | 245                           | —             | 9,546         |
| Depreciation and amortization          | \$7,439       | 363                 | 268           | 1,336      | 531        | 1,120   | 418                           | —             | 11,475        |
| Equity                                 | \$1,144,466   | 64,384              | 35,890        | 250,362    | 103,457    | 148,287 | 126,321                       | (30,975 )     | 1,842,192     |
| Three months ended September 30, 2014: |               |                     |               |            |            |         |                               |               |               |
| Revenues from unaffiliated customers   | \$438,882     | 55,209              | 22,962        | 670,763    | 174,839    | 259,960 | 82,490                        | —             | 1,705,105     |
| Transfers between geographic areas     | 24,847        | 2,867               | 5,194         | 6,116      | 6,814      | 9,783   | 5,171                         | (60,792 )     | —             |
| Total revenues                         | \$463,729     | 58,076              | 28,156        | 676,879    | 181,653    | 269,743 | 87,661                        | (60,792 )     | 1,705,105     |

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|                                   |             |         |        |         |         |         |         |           |           |
|-----------------------------------|-------------|---------|--------|---------|---------|---------|---------|-----------|-----------|
| Net revenues <sup>1</sup>         | \$215,320   | 27,323  | 16,792 | 106,225 | 42,023  | 80,024  | 25,549  | —         | 513,256   |
| Operating income                  | \$68,972    | 7,779   | 4,890  | 45,153  | 12,073  | 14,921  | 5,343   | —         | 159,131   |
| Identifiable assets at period end | \$1,333,124 | 113,621 | 53,939 | 580,260 | 152,236 | 476,799 | 204,378 | 11,696    | 2,926,053 |
| Capital expenditures              | \$3,171     | 361     | 369    | 1,648   | 1,247   | 1,016   | 443     | —         | 8,255     |
| Depreciation and amortization     | \$8,369     | 303     | 226    | 1,493   | 523     | 1,391   | 436     | —         | 12,741    |
| Equity                            | \$1,074,837 | 75,848  | 34,218 | 341,092 | 111,556 | 185,332 | 114,229 | (33,182 ) | 1,903,930 |

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| (in thousands)                        | UNITED STATES | OTHER NORTH AMERICA | LATIN AMERICA | NORTH ASIA | SOUTH ASIA | EUROPE  | MIDDLE EAST, AFRICA AND INDIA | ELIMI-NATIONS | CONSOLI-DATED |
|---------------------------------------|---------------|---------------------|---------------|------------|------------|---------|-------------------------------|---------------|---------------|
| Nine months ended September 30, 2015: |               |                     |               |            |            |         |                               |               |               |
| Revenues from unaffiliated customers  | \$ 1,334,900  | 170,351             | 73,076        | 1,943,441  | 524,254    | 716,373 | 258,016                       | —             | 5,020,411     |
| Transfers between geographic areas    | 89,329        | 9,991               | 15,171        | 16,330     | 18,677     | 31,478  | 15,638                        | (196,614 )    | —             |
| Total revenues                        | \$ 1,424,229  | 180,342             | 88,247        | 1,959,771  | 542,931    | 747,851 | 273,654                       | (196,614 )    | 5,020,411     |
| Net revenues <sup>1</sup>             | \$ 681,868    | 93,967              | 51,159        | 377,384    | 135,114    | 229,745 | 82,371                        | —             | 1,651,608     |
| Operating income                      | \$ 193,117    | 33,433              | 15,804        | 187,343    | 48,594     | 44,846  | 20,355                        | —             | 543,492       |
| Identifiable assets at period end     | \$ 1,385,157  | 108,644             | 56,987        | 472,189    | 140,206    | 427,053 | 229,670                       | 7,112         | 2,827,018     |
| Capital expenditures                  | \$ 20,232     | 2,602               | 1,408         | 1,476      | 1,599      | 3,292   | 1,294                         | —             | 31,903        |
| Depreciation and amortization         | \$ 22,171     | 965                 | 784           | 4,114      | 1,609      | 3,542   | 1,239                         | —             | 34,424        |
| Equity                                | \$ 1,144,466  | 64,384              | 35,890        | 250,362    | 103,457    | 148,287 | 126,321                       | (30,975 )     | 1,842,192     |
| Nine months ended September 30, 2014: |               |                     |               |            |            |         |                               |               |               |
| Revenues from unaffiliated customers  | \$ 1,256,075  | 162,136             | 65,594        | 1,863,077  | 468,152    | 744,466 | 236,391                       | —             | 4,795,891     |
| Transfers between geographic areas    | 67,266        | 7,829               | 15,965        | 17,170     | 20,072     | 28,931  | 14,638                        | (171,871 )    | —             |
| Total revenues                        | \$ 1,323,341  | 169,965             | 81,559        | 1,880,247  | 488,224    | 773,397 | 251,029                       | (171,871 )    | 4,795,891     |
| Net revenues <sup>1</sup>             | \$ 607,508    | 79,017              | 48,797        | 297,117    | 121,261    | 234,313 | 74,543                        | —             | 1,462,556     |
| Operating income                      | \$ 180,650    | 23,155              | 14,425        | 124,528    | 36,371     | 41,515  | 16,133                        | —             | 436,777       |
| Identifiable assets at period end     | \$ 1,333,124  | 113,621             | 53,939        | 580,260    | 152,236    | 476,799 | 204,378                       | 11,696        | 2,926,053     |
|                                       | \$ 12,646     | 1,047               | 841           | 5,691      | 2,221      | 3,116   | 1,088                         | —             | 26,650        |

|                               |             |        |        |         |         |         |         |           |           |
|-------------------------------|-------------|--------|--------|---------|---------|---------|---------|-----------|-----------|
| Capital expenditures          |             |        |        |         |         |         |         |           |           |
| Depreciation and amortization | \$24,100    | 879    | 665    | 4,471   | 1,739   | 4,376   | 1,310   | —         | 37,540    |
| Equity                        | \$1,074,837 | 75,848 | 34,218 | 341,092 | 111,556 | 185,332 | 114,229 | (33,182 ) | 1,903,930 |

<sup>1</sup>Net revenues are a non-GAAP measure calculated as revenues less directly related operations expenses attributable to the Company's principal services. The Company's management believes that net revenues are a better measure than total revenues when evaluating the Company's operating segment performance since total revenues earned as a freight consolidator include the carriers' charges for carrying the shipment, whereas revenues earned in other capacities include primarily the commissions and fees earned by the Company. Net revenue is one of the Company's primary operational and financial measures and demonstrates the Company's ability to concentrate and leverage purchasing power through effective consolidation of shipments from customers utilizing a variety of transportation carriers and optimal routings.

The following table presents the calculation of consolidated net revenues:

|                                      | Three months ended |             | Nine months ended |             |
|--------------------------------------|--------------------|-------------|-------------------|-------------|
|                                      | September 30,      |             | September 30,     |             |
|                                      | 2015               | 2014        | 2015              | 2014        |
| Total revenues                       | \$1,651,332        | \$1,705,105 | \$5,020,411       | \$4,795,891 |
| Expenses:                            |                    |             |                   |             |
| Airfreight services                  | 464,161            | 516,969     | 1,484,150         | 1,503,064   |
| Ocean freight and ocean services     | 416,075            | 475,460     | 1,294,887         | 1,266,551   |
| Customs brokerage and other services | 201,115            | 199,420     | 589,766           | 563,720     |
| Net revenues                         | \$569,981          | \$513,256   | \$1,651,608       | \$1,462,556 |

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

SAFE HARBOR FOR FORWARD-LOOKING STATEMENTS UNDER PRIVATE SECURITIES LITIGATION REFORM ACT OF 1995; CERTAIN CAUTIONARY STATEMENTS

Certain portions of this report on Form 10-Q including the sections entitled "Overview," "Strategy and Culture," "International Trade and Competition," "Seasonality," "Critical Accounting Estimates," "Results of Operations," "Currency and Other Risk Factors" and "Liquidity and Capital Resources" contain forward-looking statements. Words such as "will likely result", "are expected to", "would expect", "would not expect", "will continue", "is anticipated", "estimate", "project", "plan", "believe", "probable", "reasonably possible", "may", "could", "should", "intends", "foreseeable future" and variations of such words and similar expressions are intended to identify such forward-looking statements. In addition, any statements that refer to projections of future financial performance, our anticipated growth and trends in the Company's businesses, and other characterizations of future events or circumstances are forward-looking statements. These statements must be considered in connection with the discussion of the important factors that could cause actual results to differ materially from the forward-looking statements. Attention should be given to the factors identified and discussed in the Company's annual report on Form 10-K filed on February 26, 2015.

Overview

Expeditors International of Washington, Inc. is a global logistics company. The Company's services include air and ocean freight consolidation and forwarding, customs clearance, warehousing and distribution, purchase order management, vendor consolidation, time-definite transportation services, cargo insurance and other logistics solutions. The Company does not compete for overnight courier or small parcel business. As a non-asset based carrier, the Company does not own or operate transportation assets.

The Company derives its revenues from three principal sources: 1) airfreight services, 2) ocean freight and ocean services, and 3) customs brokerage and other services. These are the revenue categories presented in the financial statements.

The Company generates the major portion of its air and ocean freight revenues by purchasing transportation services on a wholesale basis from direct (asset-based) carriers and reselling those services to its customers on a retail basis. The difference between the rate billed to customers (the sell rate) and the rate paid to the carrier (the buy rate) is termed "net revenue" (a non-GAAP measure), "yield" or "margin." By consolidating shipments from multiple customers and concentrating its buying power, the Company is able to negotiate favorable buy rates from the direct carriers, while at the same time offering lower sell rates than customers would otherwise be able to negotiate themselves. The most significant drivers of changes in gross revenues and related transportation expenses are volume, sell rates and buy rates. Volume has a similar effect on the change in both gross revenues and related transportation expenses in each of the Company's three primary sources of revenue.

In most cases the Company acts as an indirect carrier. When acting as an indirect carrier, the Company will issue a House Airway Bill (HAWB) or a House Ocean Bill of Lading (HOBL) to customers as the contract of carriage. In turn, when the freight is physically tendered to a direct carrier, the Company receives a contract of carriage known as a Master Airway Bill for airfreight shipments and a Master Ocean Bill of Lading for ocean shipments. In these transactions, the Company is the primary obligor and is required to compensate direct carriers for services performed regardless of whether customers accept the service, has latitude in establishing price, has discretion in selecting the direct carrier and has credit risk. The Company is the principal in these transactions and reports revenue and the related expenses on a gross basis.

For revenues earned in other capacities, for instance, when the Company does not issue a HAWB or a HOBL or otherwise acts solely as an agent for the shipper, only the commissions and fees earned for such services are included in revenues. In these transactions, the Company is not a principal and reports only commissions and fees earned in revenue.

Customs brokerage and other services involves providing services at destination, such as helping customers clear shipments through customs by preparing and filing required documentation, calculating and providing for payment of duties and other taxes on behalf of customers as well as arranging for any required inspections by governmental agencies, and arranging for delivery. These are complicated functions requiring technical knowledge of customs rules and regulations in the multitude of countries in which the Company has offices.

The Company is managed along five geographic areas of responsibility: Americas; North Asia; South Asia; Europe; and Middle East, Africa and India (MAIR). Each area is divided into sub-regions which are composed of operating units with individual profit and loss responsibility. The Company's business involves shipments between operating units and typically touches more than one geographic area. The nature of the international logistics business necessitates a high degree of communication and cooperation among operating units. Because of this inter-relationship between operating units, it is very difficult to examine any one geographic area and draw meaningful conclusions as to its contribution to the Company's overall success on a stand-alone basis.

The Company's operating units share revenue using the same arms-length pricing methodologies the Company uses when its offices transact business with independent agents. The Company charges its subsidiaries and affiliates for services rendered in the United States on a cost recovery basis. The Company's strategy closely links compensation with operating unit profitability. Individual success is closely linked to cooperation with other operating units within the network.

The mix of services varies by segment based primarily on the import or export orientation of local operations in each region. In accordance with the Company's revenue recognition policy (see Note 1. E. to the consolidated financial statements in the Company's annual report on Form 10-K filed on February 26, 2015), almost all freight revenues and related expenses are recorded at origin and shipment profits are split between origin and destination offices by recording a commission fee or profit share revenue at destination and a corresponding commission or profit share expense as a component of origin consolidation costs.

#### Strategy and Culture

The Company has pursued a strategy emphasizing organic growth supplemented by certain strategic acquisitions. From the inception of the Company, management has believed that the elements required for a successful global service organization can only be assured through recruiting, training, and ultimately retaining superior personnel. The Company's greatest challenge is now and always has been perpetuating a consistent global corporate culture which demands:

- Total dedication, first and foremost, to providing superior customer service;
- Compliance with Company policies and government regulations;
- Aggressive marketing of all of the Company's service offerings;
- Ongoing development of key employees and management personnel via formal and informal means;
- Creation of unlimited advancement opportunities for employees dedicated to hard work, personal growth and continuous improvement;
- Individual commitment to the identification and mentoring of successors for every key position so that when inevitable change occurs, a qualified and well-trained internal candidate is ready to step forward; and
- Continuous identification, design and implementation of system solutions, both technological and otherwise, to meet and exceed the needs of the Company's customers while simultaneously delivering tools to make the Company's employees more efficient and more effective.

The Company reinforces these values with a compensation system that rewards employees for profitably managing the things they can control. This compensation system has been in place since the Company became a publicly traded entity. The Company believes in a "real world" environment in every operating unit where individuals are not sheltered from the profit implications of their decisions. If these decisions result in operating losses, management must make up these losses with future operating profits, in the aggregate, before any cash incentive compensation can be earned. Executive management, in very limited circumstances, has made exceptions at the branch operating unit level. At the same time, the Company insists on continued focus on such things as accounts receivable collection, cash flow management and credit soundness in an attempt to insulate managers from the sort of catastrophic errors that might end a career.

Any failure to perpetuate this unique culture on a self-sustained basis throughout the Company provides a greater threat to the Company's continued success than any external force, which would be largely beyond its control. The Company strongly believes that it is nearly impossible to predict events that, in the aggregate, could have a positive or a negative impact on future operations. As a result, management's focus is on building and maintaining a global corporate culture and an environment where well-trained employees and managers are prepared to identify and react to changes as they develop and thereby help the Company adapt and thrive as major trends emerge.

The Company's ability to provide services to its customers is highly dependent on good working relationships with a variety of entities including airlines, steamship lines, ground transportation providers and governmental agencies. The significance of maintaining acceptable working relationships with these entities has gained increased importance as a result of ongoing concern over terrorism and increased governmental regulation and oversight of international trade and commerce. A good reputation helps to develop practical working understandings that will assist in meeting security and regulatory requirements while minimizing potential international trade obstacles, especially as

governments promulgate new regulations and increase oversight and enforcement of new and existing laws. The Company considers its current working relationships with these entities to be satisfactory. Over the last two years, airline profitability has improved and several air carriers have reduced debt levels. The ocean steamship line industry has incurred significant losses in recent years and many carriers are highly leveraged with debt. This situation has required the Company to be selective in determining which carriers to utilize. Further changes in the financial stability, operating capabilities and capacity of asset-based carriers, space allotments available from carriers, governmental regulations, and/or trade accords could adversely affect the Company's business in unpredictable ways.

### International Trade and Competition

The Company operates in 63 countries in the competitive global logistics industry and Company activities are closely tied to the global economy. International trade is influenced by many factors, including economic and political conditions in the United States and abroad, currency exchange rates, laws and policies relating to tariffs, trade restrictions, foreign investments and taxation. Periodically, governments consider a variety of changes to current tariffs and trade restrictions and accords. The Company cannot predict which, if any, of these proposals may be adopted, or the effects the adoption of any such proposal will have on the Company's business. Doing business in foreign locations also subjects the Company to a variety of risks and considerations not normally encountered by domestic enterprises. In addition to being influenced by governmental policies concerning international trade and commerce, the Company's business may also be affected by political developments and changes in government personnel or policies, as well as economic turbulence, political unrest and security concerns in the nations in which it does business and the future impact that these events may have on international trade and oil prices.

The global logistics services industry is intensely competitive and is expected to remain so for the foreseeable future. The industry continues to experience consolidations into larger firms striving for stronger and more complete multinational and multi-service networks. Consistent with continuing uncertainty in global economic conditions, concerns over volatile fuel costs, disruptions in port services, political unrest and fluctuating currency exchange rates, the Company's pricing and terms continue to be pressured by customers, carriers and service providers. We expect these competitive conditions to continue.

Currently, there is uncertainty as to how declines in oil prices will impact buy rates due to a number of factors, including that some carriers have hedged fuel costs through 2015. Presently, most carriers have not incorporated lower fuel costs in their pricing structure. Because fuel is an integral part of carriers' costs and impacts both the Company's cargo space buy rates and its sell rates to customers, the Company would expect its gross revenues and costs to decline should lower fuel prices persist. The Company would not expect a significant, adverse effect on net revenues resulting from a decline in oil prices.

The Company cannot predict what impact ongoing uncertainties in the global economy may have on its operating results, freight volumes, pricing, changes in consumer demand, carrier stability and capacity, customers' abilities to pay or on changes in competitors' behavior.

### Seasonality

Historically, the Company's operating results have been subject to seasonal trends with the first quarter being the weakest and the third and fourth quarters being the strongest; however, there is no assurance this seasonal trend will occur in the future. This pattern has been the result of, or influenced by, numerous factors including weather patterns, national holidays, consumer demand, new product launches, economic conditions and a myriad of other similar and subtle forces. In addition, this historical quarterly trend has been influenced by the growth and diversification of the Company's international network and service offerings.

A significant portion of the Company's revenues are derived from customers in retail industries whose shipping patterns are tied closely to consumer demand, and from customers in industries whose shipping patterns are dependent upon just-in-time production schedules. Therefore, the timing of the Company's revenues are, to a large degree, impacted by factors out of the Company's control, such as a sudden change in consumer demand for retail goods, product launches and/or manufacturing production delays. Additionally, many customers ship a significant portion of their goods at or near the end of a quarter and, therefore, the Company may not learn of a shortfall in revenues until late in a quarter.

To the extent that a shortfall in revenues or earnings was not expected by securities analysts or investors, any such shortfall from levels predicted by securities analysts or investors could have an immediate and adverse effect on the trading price of the Company's stock. The Company cannot accurately forecast many of these factors or estimate accurately the relative influence of any particular factor and, as a result, there can be no assurance that historical patterns will continue in future periods.

### Critical Accounting Estimates

The preparation of consolidated financial statements in accordance with accounting principles generally accepted in the United States requires that the Company make estimates and judgments. The Company bases its estimates on historical experience and on assumptions that it believes are reasonable. The Company's critical accounting estimates are discussed in Part II, Item 7, "Management's Discussion and Analysis of Financial Condition and Results of Operations" section of the Company's annual report on Form 10-K for the year ended December 31, 2014, filed on February 26, 2015. There have been no material changes to the critical accounting estimates previously disclosed in that report.

## Results of Operations

The following table shows the total net revenues (a non-GAAP measure calculated as revenues less directly related operations expenses attributable to the Company's principal services) and the Company's expenses for the three and nine-month periods ended September 30, 2015 and 2014, expressed as percentages of net revenues. Management believes that net revenues are a better measure than total revenues when analyzing and discussing management's effectiveness in managing the Company's principal services since total revenues earned by the Company as a freight consolidator include the carriers' charges to the Company for carrying the shipment, whereas revenues earned by the Company in its other capacities include primarily the commissions and fees actually earned by the Company. Net revenue is one of the Company's primary operational and financial measures that demonstrates the ability of the Company to manage sell rates to customers with its ability to concentrate and leverage its purchasing power through effective consolidation of shipments from multiple customers utilizing a variety of transportation carriers and optimal routings. Using net revenue also provides a commonality for comparison among various services.

The table and the accompanying discussion and analysis should be read in conjunction with the condensed consolidated financial statements and related notes thereto which appear elsewhere in this quarterly report.

|                                                               | Three months ended September 30, |                               |           |                               | Nine months ended September 30, |                               |             |                               |  |  |
|---------------------------------------------------------------|----------------------------------|-------------------------------|-----------|-------------------------------|---------------------------------|-------------------------------|-------------|-------------------------------|--|--|
|                                                               | 2015                             |                               | 2014      |                               | 2015                            |                               | 2014        |                               |  |  |
|                                                               | Amount                           | Percent<br>of net<br>revenues | Amount    | Percent<br>of net<br>revenues | Amount                          | Percent<br>of net<br>revenues | Amount      | Percent<br>of net<br>revenues |  |  |
| (in thousands)                                                |                                  |                               |           |                               |                                 |                               |             |                               |  |  |
| Airfreight services:                                          |                                  |                               |           |                               |                                 |                               |             |                               |  |  |
| Revenues                                                      | \$659,607                        |                               | \$686,434 |                               | \$2,060,863                     |                               | \$2,000,829 |                               |  |  |
| Expenses                                                      | 464,161                          |                               | 516,969   |                               | 1,484,150                       |                               | 1,503,064   |                               |  |  |
| Net revenues                                                  | 195,446                          | 34 %                          | 169,465   | 33 %                          | 576,713                         | 35 %                          | 497,765     | 34 %                          |  |  |
| Ocean freight services and ocean services:                    |                                  |                               |           |                               |                                 |                               |             |                               |  |  |
| Revenues                                                      | 559,976                          |                               | 600,483   |                               | 1,702,465                       |                               | 1,606,145   |                               |  |  |
| Expenses                                                      | 416,075                          |                               | 475,460   |                               | 1,294,887                       |                               | 1,266,551   |                               |  |  |
| Net revenues                                                  | 143,901                          | 25                            | 125,023   | 24                            | 407,578                         | 25                            | 339,594     | 23                            |  |  |
| Customs brokerage and other services:                         |                                  |                               |           |                               |                                 |                               |             |                               |  |  |
| Revenues                                                      | 431,749                          |                               | 418,188   |                               | 1,257,083                       |                               | 1,188,917   |                               |  |  |
| Expenses                                                      | 201,115                          |                               | 199,420   |                               | 589,766                         |                               | 563,720     |                               |  |  |
| Net revenues                                                  | 230,634                          | 41                            | 218,768   | 43                            | 667,317                         | 40                            | 625,197     | 43                            |  |  |
| Total net revenues                                            | 569,981                          | 100                           | 513,256   | 100                           | 1,651,608                       | 100                           | 1,462,556   | 100                           |  |  |
| Overhead expenses:                                            |                                  |                               |           |                               |                                 |                               |             |                               |  |  |
| Salaries and related costs                                    | 295,566                          | 52                            | 272,548   | 53                            | 861,509                         | 52                            | 789,257     | 54                            |  |  |
| Other                                                         | 82,522                           | 14                            | 81,577    | 16                            | 246,607                         | 15                            | 236,522     | 16                            |  |  |
| Total overhead expenses                                       | 378,088                          | 66                            | 354,125   | 69                            | 1,108,116                       | 67                            | 1,025,779   | 70                            |  |  |
| Operating income                                              | 191,893                          | 34                            | 159,131   | 31                            | 543,492                         | 33                            | 436,777     | 30                            |  |  |
| Other (expense) income, net                                   | (419)                            | —                             | 5,129     | 1                             | 8,787                           | —                             | 13,499      | 1                             |  |  |
| Earnings before income taxes                                  | 191,474                          | 34                            | 164,260   | 32                            | 552,279                         | 33                            | 450,276     | 31                            |  |  |
| Income tax expense                                            | 72,738                           | 13                            | 61,463    | 12                            | 207,882                         | 13                            | 171,556     | 12                            |  |  |
| Net earnings                                                  | 118,736                          | 21                            | 102,797   | 20                            | 344,397                         | 20                            | 278,720     | 19                            |  |  |
| Less net earnings attributable to the noncontrolling interest | 426                              | —                             | 416       | —                             | 1,623                           | —                             | 1,213       | —                             |  |  |
| Net earnings attributable to shareholders                     | \$118,310                        | 21 %                          | \$102,381 | 20 %                          | \$342,774                       | 20 %                          | \$277,507   | 19 %                          |  |  |

**Airfreight services:**

Airfreight services revenues decreased 4% and increased 3%, respectively, in the three and nine-month periods ended September 30, 2015, as compared with the same periods for 2014. The third quarter decrease resulted from lower average sell rates in response to competitive market conditions, partially offset by a 3% growth in tonnage. The increase for the nine-month period resulted from an 8% growth in tonnage that was partially offset by lower average sell rates in response to competitive market conditions in North America, Europe and North Asia. Airfreight services expenses decreased 10% and 1%, respectively, in the three and nine-month periods ended September 30, 2015 when compared to the same periods in 2014 as a result of favorable spot market buy rates in 2015, partially offset by costs attributable to tonnage growth. While not possible to quantify, the increase in tonnage through the first half of 2015 was partially attributable to customers converting a portion of their ocean freight shipments to airfreight due to port disruptions on the U.S. West Coast. The volume increases in the third quarter primarily related to exports out of North Asia and South Asia. Volume increases for the nine months occurred throughout all regions.

Airfreight services net revenues increased 15% for the three-month period ended September 30, 2015, as compared with the same period for 2014. This increase was primarily due to 17% increase in net revenue per kilo and a 3% growth in airfreight tonnage. North America net revenues increased by 5% due to lower average buy rates from favorable spot market opportunities during the quarter, partially offset by a 3% decrease in export tonnage. North Asia and South Asia net revenues increased 47% and 34%, respectively, primarily due to favorable spot market buying opportunities in the quarter, which resulted in 34% and 38% increases, respectively, in net revenue per kilo. Export tonnage increased 14% and 3%, respectively, in North Asia and South Asia. Europe net revenues decreased 13% primarily due to an 11% decline in tonnage.

Airfreight services net revenues increased 16% for the nine-month period ended September 30, 2015, as compared with the same period for 2014. This increase was primarily due to an 8% growth in airfreight tonnage and a 12% increase in net revenue per kilo. North America net revenues increased by 12% due to 6% growth in export tonnage and lower average buy rates from favorable spot market opportunities during 2015. North Asia net revenues increased 35%. This was primarily due to favorable spot market buying opportunities in 2015, which resulted in a 31% increase in net revenue per kilo on a 9% improvement in export tonnage. South Asia net revenues increased 29%, primarily due to a 21% increase in tonnage and favorable spot market buying opportunities in the third quarter. Europe net revenues decreased 8% primarily due to an 11% reduction in net revenue per kilo, which was partially offset by a 4% increase in export tonnage.

Aside from temporary disruptions such as those experienced with U.S. West Coast ports, the Company expects the global airfreight market to continue to be affected by carrier overcapacity and the timing of new product launches. Customers remain focused on improving supply-chain efficiency, reducing overall logistics costs by negotiating lower rates and utilizing ocean freight whenever possible. The Company expects these trends to continue in conjunction with carriers' efforts to manage available capacity, however, this could be affected by new product launches during periods that have historically experienced higher demands. These events, should they occur, create a higher degree of volatility in volumes and ultimately buy and sell rates.

**Ocean freight and ocean services:**

Ocean freight and ocean services revenues decreased 7% for the three-month period ended September 30, 2015, as compared with the same periods in 2014. Container volumes remained flat in the third quarter while the Company lowered average sell rates in response to competitive market conditions. Revenues improved 6% for the nine months, as container volumes increased 5% and average sell rates to customers were higher relative to the comparable periods in 2014. In the first half of 2014, the Company lowered average sell rates to increase container volume. Beginning in September 2014 and continuing through the first quarter of 2015, the Company maintained higher average sell rates in response to overall market conditions. The Company decreased average sell rates in the second and third quarters of 2015 in response to lower overall market demand and growth in carrier capacity. Port operations in the western United States improved significantly during the second quarter of 2015. Container volume is measured in terms of forty-foot container equivalent units.

Ocean freight and ocean services expenses decreased 12% in the third quarter of 2015, as compared with the same period for 2014, due to lower average buy rates. Ocean freight and ocean services expenses increased 2% for the nine-month period ended September 30, 2015 due to increased volumes and higher average buy rates during the first quarter. In the second and third quarters, a decline in overall market demand coupled with growth in carrier capacity

led to favorable spot market buying opportunities.

Ocean freight and ocean services net revenues increased 15% and 20% for the three and nine-month periods ended September 30, 2015, as compared with the same periods for 2014. Ocean freight and ocean services net revenues are comprised of three basic services: ocean freight consolidation, direct ocean forwarding and order management. The largest component is ocean freight consolidation, which represented 48% and 50% of ocean freight net revenue for the three and nine-month periods ended September 30, 2015, respectively, and 45% and 44% for the same respective periods ended in 2014.

Ocean freight consolidation net revenues increased 24% and 36%, respectively for the three and nine-month periods ended September 30, 2015, as compared with the same periods in 2014. This increase was due primarily to 25% and 30% increases in net revenue per container while volume remained flat and increased 5% during the third quarter and first nine months of 2015, respectively. In the first half of 2014, the Company made a strategic decision to lower average sell rates to increase container volume, which resulted in yields that were lower than historical levels. The Company changed its pricing strategies in the third quarter of 2014, which, combined with favorable spot market buying opportunities in the second and third quarters of 2015, led to improved yields. The Company expects pricing volatility to continue as customers and carriers react to current market conditions, which could result in reduced yields.

Direct ocean freight forwarding net revenues increased 12% and 9%, respectively, for the three and nine-month periods ended September 30, 2015, as compared with the same periods in 2014, as a result of higher volumes principally in North America, Europe and North Asia. Order management net revenues increased 3% and 5%, respectively, for the three and nine-month periods ended September 30, 2015, mostly due to higher volumes with new and existing customers, primarily in North Asia.

North America ocean freight and ocean services net revenues increased 14% and 20%, respectively, for the three and nine-month periods ended September 30, 2015, primarily due to improved margins in both the third quarter and nine months. North Asia increased 15% and 24% due principally to improved margins and growth in other services. Europe increased 20% and 16% primarily as a result of growth in other services and higher volumes.

Customs brokerage and other services:

Customs brokerage and other services revenues increased 3% and 6%, respectively, for the three and nine-month periods ended September 30, 2015, as compared with the same periods for 2014, as a result of increased volumes from existing and new customers. Customs brokerage and other services expenses increased 1% and 5%, respectively, for the three and nine-month periods ended September 30, 2015, as compared with the same periods for 2014, as a result of increased volumes from existing and new customers and higher year-to-date costs in import delivery services. Customs brokerage and other services net revenues increased 5% and 7%, respectively for the three and nine-month periods ended September 30, 2015, as compared with the same periods in 2014, primarily due to higher volumes from existing and new customers in North America.

North America net revenues increased 10% and 11%, respectively, for the three and nine-month periods ended September 30, 2015, as compared with the same periods for 2014, primarily as a result of higher volumes from existing and new customers. Europe net revenues decreased 4% as compared with both of the same periods, due to general market conditions.

Overhead expenses:

Salaries and related costs increased 8% and 9%, respectively, for the three and nine-month periods ended September 30, 2015, as compared with the same periods in 2014, principally as a result of increased bonuses resulting from higher operating income and an increase in the number of employees, primarily in North America and Europe. Historically, the relatively consistent relationship between salaries and net revenues is the result of a compensation philosophy that has been maintained since the inception of the Company: offer a modest base salary and the opportunity to share in a fixed and determinable percentage of the operating profit of the business unit controlled by each key employee. Using this compensation model, changes in individual incentive compensation will occur in proportion to changes in Company operating income, creating a direct alignment between corporate performance and shareholder interests. Bonuses to field and executive management for the nine-month period ended September 30, 2015 were up 22% as compared with the same period for 2014, primarily as a result of a 24% increase in operating income. The Company's management incentive compensation programs have always been incentive-based and performance driven and there is no built-in bias that favors or enriches management in a manner inconsistent with

overall corporate performance. Salaries and related costs as a percentage of net revenues decreased 1% and 2%, respectively, for the three and nine-month periods ended September 30, 2015 as compared with the same periods for 2014.

Because the Company's management incentive compensation programs are also cumulative, no management bonuses can be paid unless the relevant business unit is, from inception, cumulatively profitable. Any operating losses must have been offset in their entirety by operating profits before management is eligible for a bonus. Executive management, in very limited circumstances, has made exceptions at the branch operating unit level. Since the most significant portion of management compensation comes from the incentive bonus programs, the Company believes that this cumulative feature is a disincentive to excessive risk taking by its managers. Due to the nature of the Company's services, it has a short operating cycle. The outcome of most higher risk transactions, such as overriding established credit limits, would be known in a relatively short time frame. Management believes that when the potential and certain impact on the bonus is fully considered in light of this short operating cycle, the potential for short term gains that could be generated by engaging in risky business practices is sufficiently mitigated to discourage excessive and inappropriate risk taking. Management believes that both the stability and the long term growth in revenues, net revenues and net earnings are a result of the incentives inherent in the Company's compensation program.

Other overhead expenses increased 1% and 4%, respectively, for the three and nine-month periods ended September 30, 2015, as compared with the same periods in 2014. The increase in expenses is primarily due to higher travel related costs, business taxes, technology consulting fees and claims, partially offset by lower depreciation expenses. Other overhead expenses as a percentage of net revenues decreased 2% and 1%, respectively, for the three and nine-month periods ended September 30, 2015, as compared with the same periods in 2014.

Other income (expense):

Other (expense) income, net declined in the three and nine-month periods ended September 30, 2015 when compared with the same periods of 2014 due primarily to foreign exchange losses incurred in the third quarter of 2015.

Income tax expense:

The Company pays income taxes in the United States and other jurisdictions. The Company's consolidated effective income tax rate was 38.0% and 37.6%, respectively, for the three and nine-month periods ended September 30, 2015 and 37.4% and 38.1% for the same periods in 2014. The decrease in the effective tax rate over the prior nine-month period is principally the result of an increasingly higher proportion of the Company's total outstanding stock options being non-qualified grants. The tax benefit associated with non-qualified stock option grants is recorded when the related compensation expense is recognized while the tax benefits for incentive stock options and employee stock purchase plan shares cannot be anticipated and are recognized if and when a disqualifying disposition event occurs.

#### Currency and Other Risk Factors

The nature of the Company's worldwide operations necessitates the Company dealing with a multitude of currencies other than the U.S. dollar. This results in the Company being exposed to the inherent risks of volatile international currency markets and governmental interference. Some of the countries where the Company maintains offices and/or agency relationships have strict currency control regulations which influence the Company's ability to hedge foreign currency exposure. The Company tries to compensate for these exposures by accelerating international currency settlements among its offices or agents. The Company may enter into foreign currency hedging transactions where there are regulatory or commercial limitations on the Company's ability to move money freely around the world or the short-term financial outlook in any country is such that hedging is the most time-sensitive way to mitigate short-term exchange losses. Any such hedging activity during the three and nine months ended September 30, 2015 and 2014 was insignificant. The Company had no foreign currency derivatives outstanding at September 30, 2015 and December 31, 2014. During the three and nine months ended September 30, 2015, total net foreign currency gains, including amounts recorded in revenues, operating expenses and other (expense) income, net, were approximately \$4 million and \$6 million, respectively. During the three and nine months ended September 30, 2014, total net foreign currency gains were approximately \$2 million and net foreign currency losses were \$1 million, respectively.

International air and ocean freight forwarding and customs brokerage are intensively competitive and are expected to remain so for the foreseeable future. There are a large number of entities competing in the international logistics industry, many of which have significantly more resources than the Company; however, the Company's primary

competition is confined to a relatively small number of companies within this group. The industry continues to experience consolidations into larger firms striving for stronger and more complete multinational and multi-service networks. However, regional and local brokers and forwarders remain a competitive force.

The primary competitive factors in the international logistics industry continue to be price and quality of service, including reliability, responsiveness, expertise, convenience, and scope of operations. The Company emphasizes quality customer service and believes that its prices are competitive with those of others in the industry. Customers regularly solicit bids from competitors in order to improve service, pricing and contractual terms such as seeking longer payment terms, higher or unlimited liability limits and performance penalties. Increased competition and competitors' acceptance of less favorable contractual terms could result in reduced revenues, reduced margins, higher operating costs or lower volumes, any of which would damage the Company's results of operations and financial condition.

Larger customers utilize more sophisticated and efficient procedures for the management of their logistics supply chains by embracing strategies such as just-in-time inventory management. The Company believes that this trend has resulted in customers using fewer service providers with greater technological capacity and more consistent global coverage. Accordingly, sophisticated computerized customer service capabilities and a stable worldwide network have become significant factors in attracting and retaining customers. Developing and maintaining these systems and a worldwide network has added a

considerable indirect cost to the services provided to customers. Smaller and middle-tier competitors, in general, do not have the resources available to develop customized systems and a worldwide network.

#### Liquidity and Capital Resources

The Company's principal source of liquidity is cash and cash equivalents, short-term investments and cash generated from operating activities. Net cash provided by operating activities for the three and nine months ended September 30, 2015, was \$133 million and \$449 million, respectively, as compared with \$87 million and \$305 million for the same periods in 2014. The increases of \$46 million and \$144 million for the three and nine-month periods ended September 30, 2015 are primarily due to improvements in working capital and higher earnings. At September 30, 2015, working capital was \$1,280 million, including cash and cash equivalents and short-term investments of \$977 million. The Company had no long-term debt at September 30, 2015. Management believes that the Company's current cash position and operating cash flows will be sufficient to meet its capital and liquidity requirements for at least the next 12 months and thereafter for the foreseeable future, including meeting any contingent liabilities related to standby letters of credit and other obligations.

As a customs broker, the Company makes significant cash advances for a select group of its credit-worthy customers. These cash advances are for customer obligations such as the payment of duties to customs authorities in various countries throughout the world. Cash advances are a "pass through" and are not recorded as a component of revenue and expense. The billings of such advances to customers are accounted for as a direct increase in accounts receivable from the customer and a corresponding increase in accounts payable to governmental customs authorities. As a result of these "pass through" billings, the conventional Days Sales Outstanding or DSO calculation does not directly measure collection efficiency. For customers that meet certain criteria, the Company has agreed to extend payment terms beyond its customary terms. Management believes that the Company has effective credit control procedures, and historically has experienced relatively insignificant collection problems.

The Company's business is subject to seasonal fluctuations. Cash flow fluctuates as a result of this seasonality. Historically, the first quarter shows an excess of customer collections over customer billings. This results in positive cash flow. The increased activity associated with peak season (typically commencing late second or early third quarter and continuing well into the fourth quarter) causes an excess of customer billings over customer collections. This cyclical growth in customer receivables consumes available cash.

Cash from investing activities for the three months ended September 30, 2015 and 2014 was \$27 million and \$38 million, respectively. Cash used in investing activities for the nine months ended September 30, 2015 and 2014 was \$2 million and \$67 million, respectively. The Company received net proceeds from short-term investments of \$39 million and \$32 million for the three and nine-month periods ended September 30, 2015, respectively, as compared with net proceeds from short-term investments of \$46 million and a net investment of \$14 million for the same periods in 2014. The Company had capital expenditures of \$10 million and \$32 million, respectively, for the three and nine-month periods ended September 30, 2015, as compared with capital expenditures of \$8 million and \$27 million, for the same periods in 2014. Capital expenditures in the three and nine months ended September 30, 2015 related primarily to investments in technology, office furniture and equipment and building and leasehold improvements. The Company does have need, on occasion, to purchase buildings to house staff and to facilitate the staging of customers' freight. Total capital expenditures in 2015 are currently estimated to be \$70 million. This includes routine capital expenditures plus additional real estate development.

Cash used in financing activities during the three and nine months ended September 30, 2015, was \$155 million and \$369 million as compared with \$89 million and \$479 million for the same periods in 2014. The Company uses the proceeds from stock option exercises, employee stock purchases and available cash to repurchase the Company's common stock on the open market to limit the growth in issued and outstanding shares. During the three and nine months ended September 30, 2015, the Company used cash to repurchase additional common stock of 3.0 million and 5.7 million shares, respectively, to reduce the number of total outstanding shares, compared to 2.0 million and 9.6 million shares, respectively, in the same periods in 2014.

The Company follows established guidelines relating to credit quality, diversification and maturities of its investments to preserve principal and maintain liquidity. The Company's investment portfolio has not been adversely impacted by the disruption in the credit markets. However, there can be no assurance that the Company's investment portfolio will

not be adversely affected in the future.

The Company maintains international unsecured bank lines of credit. At September 30, 2015, the Company was contingently liable for \$78 million from standby letters of credit and guarantees. The standby letters of credit and guarantees relate to obligations of the Company's foreign subsidiaries for credit extended in the ordinary course of business by direct carriers, primarily airlines, and for duty and tax deferrals available from governmental entities responsible for customs and value-added-tax (VAT) taxation. The total underlying amounts due and payable for transportation and governmental excises are properly recorded as obligations in the books of the respective foreign subsidiaries, and there would be no need to record additional expense in the unlikely event the parent company is required to perform.

The Company's foreign subsidiaries regularly remit dividends to the U.S. parent company after evaluating their working capital requirements and needs to finance local capital expenditures. In some cases, the Company's ability to repatriate funds from foreign operations may be subject to foreign exchange controls. At September 30, 2015, cash and cash equivalent balances of \$560 million were held by the Company's non-United States subsidiaries, of which \$44 million was held in banks in the United States. Earnings of the Company's foreign subsidiaries are not considered to be indefinitely reinvested outside of the United States and, accordingly, a deferred tax liability has been accrued for all undistributed earnings, net of foreign related tax credits that are available to be repatriated.

### Item 3. Quantitative and Qualitative Disclosures About Market Risk

The Company is exposed to market risks in the ordinary course of its business. These risks are primarily related to foreign exchange risk and changes in short-term interest rates. The potential impact of the Company's exposure to these risks is presented below:

#### Foreign Exchange Risk

The Company conducts business in many different countries and currencies. The Company's business often results in billings issued in a country and currency which differs from that where the expenses related to the service are incurred. In the ordinary course of business, the Company creates numerous intercompany transactions and may have receivables, payables and currencies that are not denominated in the local functional currency. This brings foreign exchange risk to the Company's earnings. The principal foreign exchange risks to which the Company is exposed are in Chinese Yuan, Euro, Mexican Peso, Canadian Dollar and British Pound.

Foreign exchange rate sensitivity analysis can be quantified by estimating the impact on the Company's earnings as a result of hypothetical changes in the value of the U.S. dollar, the Company's functional currency, relative to the other currencies in which the Company transacts business. All other things being equal, an average 10% weakening of the U.S. dollar, throughout the nine months ended September 30, 2015, would have had the effect of raising operating income approximately \$40 million. An average 10% strengthening of the U.S. dollar, for the same period, would have the effect of reducing operating income approximately \$32 million. This analysis does not take into account changes in shipping patterns based upon this hypothetical currency fluctuation. For example, a weakening in the U.S. dollar would be expected to increase exports from the United States and decrease imports into the United States over some relevant period of time, but the exact effect of this change cannot be quantified without making speculative assumptions.

The Company currently does not use derivative financial instruments to manage foreign currency risk and only enters into foreign currency hedging transactions in limited locations where regulatory or commercial limitations restrict the Company's ability to move money freely. Any such hedging activity during the three and nine months ended September 30, 2015 and 2014 was insignificant. During the three and nine months ended September 30, 2015, total net foreign currency gains, including amounts recorded in revenues, operating expenses and other (expense) income, net, were approximately \$4 million and \$6 million, respectively. During the three and nine months ended September 30, 2014, total net foreign currency gains were approximately \$2 million and net foreign currency losses were \$1 million, respectively. The Company had no foreign currency derivatives outstanding at September 30, 2015 and December 31, 2014. The Company instead follows a policy of accelerating international currency settlements to manage foreign exchange risk relative to intercompany billings. As of September 30, 2015, the Company had approximately \$32 million of net unsettled intercompany transactions. The majority of intercompany billings are resolved within 30 days.

#### Interest Rate Risk

At September 30, 2015, the Company had cash and cash equivalents and short term investments of \$977 million, of which \$490 million was invested at various short-term market interest rates. The Company had no long-term debt at September 30, 2015. A hypothetical change in the interest rate of 10 basis points at September 30, 2015 would not have a significant impact on the Company's earnings.

In management's opinion, there has been no material change in the Company's interest rate risk exposure in the third quarter of 2015.

### Item 4. Controls and Procedures

#### Evaluation of Controls and Procedures

The Company carried out an evaluation, under the supervision and with the participation of its management, including the Chief Executive Officer and Chief Financial Officer, of the effectiveness of the design and operation of the Company's disclosure controls and procedures (as defined in Exchange Act Rule 13a-15(e)) as of the end of the period covered by this report. Based upon that evaluation, the Chief Executive Officer and Chief Financial Officer concluded that the Company's disclosure controls and procedures were effective as of the end of the period covered by this report at the reasonable assurance level.

#### Changes in Internal Controls

There were no changes in the Company's internal control over financial reporting that occurred during the most recent fiscal quarter that have materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting.

The Company is developing a new accounting system which it is implementing on a worldwide basis over the next several years. This system is expected to improve the efficiency of certain financial and transactional processes and reporting. This transition is affecting the processes that constitute the Company's internal control over financial reporting. Prior to implementing new functionalities, applicable controls are tested for operating effectiveness. The Company's management has confidence in the Company's internal controls and procedures. Nevertheless, the Company's management, including the Company's Chief Executive Officer and Chief Financial Officer, does not expect that the Company's disclosure controls and procedures or the Company's internal controls will prevent all errors or intentional fraud. An internal control system, no matter how well-conceived and operated, can provide only reasonable, not absolute, assurance that the objectives of such internal controls are met. Further, the design of an internal control system must reflect the fact that there are resource constraints, and the benefits of controls must be considered relative to their costs. Because of the inherent limitations in all internal control systems, no evaluation of controls can provide absolute assurance that all the Company's control issues and instances of fraud, if any, have been detected.

## PART II. OTHER INFORMATION

### Item 1. Legal Proceedings

The Company is involved in claims, lawsuits, government investigations and other legal matters that arise in the ordinary course of business and are subject to inherent uncertainties. Currently, in management's opinion and based upon advice from legal advisors, none of these matters are expected to have a significant effect on the Company's operations or financial position. As of September 30, 2015, the amounts accrued for these claims, lawsuits, government investigations and other legal matters are not significant to the Company's operations or financial position. At this time the Company is unable to estimate any additional loss or range of reasonably possible losses, if any, beyond the amounts recorded, that might result from the resolution of these matters.

### Item 1A. Risk Factors

There have been no material changes in the Company's risk factors from those disclosed in the Company's annual report on Form 10-K filed on February 26, 2015.

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

#### ISSUER PURCHASES OF EQUITY SECURITIES

| Period               | Total number of shares purchased | Average price paid per share | Total number of shares purchased as part of publicly announced plans or programs | Maximum number of shares that may yet be purchased under the plans or programs |
|----------------------|----------------------------------|------------------------------|----------------------------------------------------------------------------------|--------------------------------------------------------------------------------|
| July 1-31, 2015      | —                                | \$—                          | —                                                                                | 14,636,505                                                                     |
| August 1-31, 2015    | 2,321,809                        | 48.69                        | 2,321,809                                                                        | 21,666,291                                                                     |
| September 1-30, 2015 | 2,000,000                        | 48.46                        | 2,000,000                                                                        | 16,506,645                                                                     |
| Total                | 4,321,809                        | \$48.58                      | 4,321,809                                                                        | 16,506,645                                                                     |

In November 1993, the Company's Board of Directors authorized a Non-Discretionary Stock Repurchase Plan for the purpose of repurchasing the Company's common stock in the open market with the proceeds received from the exercise of stock options. On February 9, 2009, the Plan was amended to increase the authorization to repurchase up to 40 million shares of the Company's common stock. This authorization has no expiration date. This plan was disclosed in the Company's annual report on Form 10-K filed on March 31, 1995. In the third quarter of 2015, 1,059,295 shares of common stock were repurchased under the Non-Discretionary Stock Repurchase Plan.

On November 13, 2001, the Company's Board of Directors announced a Discretionary Stock Repurchase Plan, which authorized the repurchase of the Company's common stock in the open market to reduce the issued and outstanding common stock to 200 million shares. The Board of Directors amended the plan on February 24, 2014, to authorize management repurchases to 190 million shares of common stock and further authorized repurchases down to 188 million and 180 million shares of common stock outstanding on February 24, 2015 and August 4, 2015, respectively.

The maximum number of shares available for repurchase under this plan will increase as the total number of outstanding shares increases. This authorization has no expiration date. In the third quarter of 2015, 3,262,514 shares of common stock were repurchased under the Discretionary

Stock Repurchase Plan. These discretionary repurchases included 262,514 shares that were made to limit the growth in the number of issued and outstanding shares resulting from stock option exercises and the exercise of employee stock purchase rights and 3,000,000 shares to reduce the number of total shares outstanding.

Item 3. Defaults Upon Senior Securities

Not applicable.

Item 4. Mine Safety Disclosures

Not applicable.

Item 5. Other Information

(a) Not applicable

(b) Not applicable.

Item 6. Exhibits

Exhibits required by Item 601 of Regulation S-K.

| Exhibit Number | Description |
|----------------|-------------|
|----------------|-------------|

|      |                                                                                                    |
|------|----------------------------------------------------------------------------------------------------|
| 31.1 | Certification of Chief Executive Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 |
|------|----------------------------------------------------------------------------------------------------|

|      |                                                                                                    |
|------|----------------------------------------------------------------------------------------------------|
| 31.2 | Certification of Chief Financial Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 |
|------|----------------------------------------------------------------------------------------------------|

|    |                                                                                                                        |
|----|------------------------------------------------------------------------------------------------------------------------|
| 32 | Certification Pursuant to 18 U.S.C. Section 1350, As Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 |
|----|------------------------------------------------------------------------------------------------------------------------|

|         |                        |
|---------|------------------------|
| 101.INS | XBRL Instance Document |
|---------|------------------------|

|         |                                         |
|---------|-----------------------------------------|
| 101.SCH | XBRL Taxonomy Extension Schema Document |
|---------|-----------------------------------------|

|         |                                                       |
|---------|-------------------------------------------------------|
| 101.CAL | XBRL Taxonomy Extension Calculation Linkbase Document |
|---------|-------------------------------------------------------|

|         |                                                      |
|---------|------------------------------------------------------|
| 101.DEF | XBRL Taxonomy Extension Definition Linkbase Document |
|---------|------------------------------------------------------|

|         |                                                 |
|---------|-------------------------------------------------|
| 101.LAB | XBRL Taxonomy Extension Label Linkbase Document |
|---------|-------------------------------------------------|

|         |                                                        |
|---------|--------------------------------------------------------|
| 101.PRE | XBRL Taxonomy Extension Presentation Linkbase Document |
|---------|--------------------------------------------------------|

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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.

EXPEDITORS INTERNATIONAL OF WASHINGTON, INC.

November 5, 2015

/s/ JEFFREY S. MUSSER

Jeffrey S. Musser, President, Chief Executive Officer and Director

November 5, 2015

/s/ BRADLEY S. POWELL

Bradley S. Powell, Senior Vice President and Chief Financial Officer

EXPEDITORS INTERNATIONAL OF WASHINGTON, INC.  
AND SUBSIDIARIES  
Form 10-Q Index and Exhibits  
September 30, 2015

| Exhibit Number | Description                                                                                                            |
|----------------|------------------------------------------------------------------------------------------------------------------------|
| 31.1           | Certification of Chief Executive Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002                     |
| 31.2           | Certification of Chief Financial Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002                     |
| 32             | Certification Pursuant to 18 U.S.C. Section 1350, As Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 |
| 101.INS        | XBRL Instance Document                                                                                                 |
| 101.SCH        | XBRL Taxonomy Extension Schema Document                                                                                |
| 101.CAL        | XBRL Taxonomy Extension Calculation Linkbase Document                                                                  |
| 101.DEF        | XBRL Taxonomy Extension Definition Linkbase Document                                                                   |
| 101.LAB        | XBRL Taxonomy Extension Label Linkbase Document                                                                        |
| 101.PRE        | XBRL Taxonomy Extension Presentation Linkbase Document                                                                 |