

EXPEDITORS INTERNATIONAL OF WASHINGTON INC  
Form 10-Q  
May 03, 2013

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

FORM 10-Q

(Mark One)

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

For the quarterly period ended March 31, 2013

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

EXPEDITORS INTERNATIONAL OF WASHINGTON, INC.

(Exact name of registrant as specified in its charter)

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

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 May 1, 2013, the number of shares outstanding of the issuer's Common Stock was 206,609,606.

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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)

|  | March 31,<br>2013 | December 31,<br>2012 |
|--|-------------------|----------------------|
| Current Assets:  |                   |                      |
| Cash and cash equivalents  | \$1,394,687       | \$1,260,842          |
| Accounts receivable, less allowance for doubtful accounts of \$10,093 at March 31, 2013 and \$9,383 at December 31, 2012                         | 982,119           | 1,031,376            |
| Deferred Federal and state income taxes  | 11,867            | 12,102               |
| Other  | 42,153            | 53,279               |
| Total current assets   | 2,430,826         | 2,357,599            |
| Property and equipment, less accumulated depreciation and amortization of \$331,538 at March 31, 2013 and \$325,595 at December 31, 2012         | 546,698           | 556,204              |
| Goodwill   | 7,927             | 7,927                |
| Other assets, net  | 32,348            | 32,395               |
| Total assets   | \$3,017,799       | \$2,954,125          |
| Current Liabilities:   |                   |                      |
| Accounts payable   | 629,190           | 641,593              |
| Accrued expenses, primarily salaries and related costs   | 175,212           | 178,995              |
| Federal, state and foreign income taxes  | 27,278            | 21,970               |
| Total current liabilities  | 831,680           | 842,558              |
| Deferred Federal and state income taxes  | 81,498            | 78,997               |
| Commitments and contingencies  |                   |                      |
| Shareholders' Equity:  |                   |                      |
| Preferred stock, none issued   | —                 | —                    |
| Common stock, par value \$.01 per share. Issued and outstanding 206,475,743 shares at March 31, 2013 and 206,392,013 shares at December 31, 2012 | 2,065             | 2,064                |
| Additional paid-in capital   | 5,962             | 1,283                |
| Retained earnings  | 2,098,933         | 2,018,618            |
| Accumulated other comprehensive (loss) income  | (4,265            | ) 5,734              |
| Total shareholders' equity   | 2,102,695         | 2,027,699            |
| Noncontrolling interest  | 1,926             | 4,871                |
| Total equity   | 2,104,621         | 2,032,570            |
| Total liabilities and equity   | \$3,017,799       | \$2,954,125          |

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 |             |
|--|--------------------|-------------|
|  | March 31,          |             |
|  | 2013               | 2012        |
| Revenues:  |                    |             |
| Airfreight services  | \$620,374          | \$638,912   |
| Ocean freight and ocean services                                       | 445,479            | 434,336     |
| Customs brokerage and other services                                   | 344,632            | 338,122     |
| Total revenues   | 1,410,485          | 1,411,370   |
| Operating Expenses:  |                    |             |
| Airfreight consolidation   | 464,919            | 481,043     |
| Ocean freight consolidation  | 344,923            | 331,954     |
| Customs brokerage and other services                                   | 155,359            | 151,802     |
| Salaries and related costs   | 248,417            | 246,132     |
| Rent and occupancy costs   | 21,657             | 21,176      |
| Depreciation and amortization  | 11,278             | 9,545       |
| Selling and promotion  | 7,257              | 8,663       |
| Other  | 28,157             | 35,784      |
| Total operating expenses   | 1,281,967          | 1,286,099   |
| Operating income   | 128,518            | 125,271     |
| Other Income (Expense):  |                    |             |
| Interest income  | 3,243              | 3,360       |
| Other, net   | 1,531              | 477         |
| Other income, net  | 4,774              | 3,837       |
| Earnings before income taxes   | 133,292            | 129,108     |
| Income tax expense   | 52,682             | 52,386      |
| Net earnings   | 80,610             | 76,722      |
| Less net earnings attributable to the noncontrolling interest          | 295                | 15          |
| Net earnings attributable to shareholders                              | \$80,315           | \$76,707    |
| Diluted earnings attributable to shareholders per share                | \$.39              | \$.36       |
| Basic earnings attributable to shareholders per share                  | \$.39              | \$.36       |
| Weighted average diluted shares outstanding                            | 207,613,863        | 214,199,510 |
| Weighted average basic shares outstanding                              | 206,475,095        | 212,097,662 |
| 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 |          |
|--|--------------------|----------|
|  | March 31,          |          |
|  | 2013               | 2012     |
| Net earnings   | \$80,610           | \$76,722 |
| Other comprehensive income (loss), net of tax:   |                    |          |
| Foreign currency translation adjustments, net of tax of \$5,478 and \$5,499 for the three months ended March 31, 2013 and 2012 | (10,013            | ) 10,162 |
| Other comprehensive (loss) income  | (10,013            | ) 10,162 |
| Comprehensive income   | 70,597             | 86,884   |
| Less comprehensive income attributable to the noncontrolling interest  | 281                | 149      |
| Comprehensive income attributable to shareholders  | \$70,316           | \$86,735 |
| 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 |             |
|--|--------------------|-------------|
|  | March 31,          |             |
|  | 2013               | 2012        |
| Operating Activities:  |                    |             |
| Net earnings   | \$80,610           | \$76,722    |
| Adjustments to reconcile net earnings to net cash from operating activities: |                    |             |
| Provision for losses (recoveries) on accounts receivable                     | 941                | (467)       |
| Deferred income tax expense  | 7,122              | 5,481       |
| Excess tax benefits from stock plans   | (1,099)            | (3,426)     |
| Stock compensation expense   | 11,005             | 10,600      |
| Depreciation and amortization  | 11,278             | 9,545       |
| Other  | 208                | 217         |
| Changes in operating assets and liabilities:                                 |                    |             |
| Decrease in accounts receivable  | 38,856             | 12,968      |
| (Increase) decrease in other current assets                                  | (485)              | 1,924       |
| (Decrease) increase in accounts payable and accrued expenses                 | (1,390)            | 13,559      |
| Increase in income taxes payable, net  | 18,218             | 20,274      |
| Net cash from operating activities   | 165,264            | 147,397     |
| Investing Activities:  |                    |             |
| Decrease (increase) in short-term investments, net                           | 38                 | (15,780)    |
| Purchase of property and equipment   | (10,068)           | (17,088)    |
| Other, net   | (444)              | 470         |
| Net cash from investing activities   | (10,474)           | (32,398)    |
| Financing Activities:  |                    |             |
| Proceeds from issuance of common stock                                       | 10,929             | 12,920      |
| Repurchases of common stock  | (17,681)           | (21,865)    |
| Excess tax benefits from stock plans   | 1,099              | 3,426       |
| Purchase of noncontrolling interest  | (7,730)            | —           |
| Net cash from financing activities   | (13,383)           | (5,519)     |
| Effect of exchange rate changes on cash and cash equivalents                 | (7,562)            | 9,079       |
| Increase in cash and cash equivalents  | 133,845            | 118,559     |
| Cash and cash equivalents at beginning of period                             | 1,260,842          | 1,294,356   |
| Cash and cash equivalents at end of period                                   | \$1,394,687        | \$1,412,915 |
| Taxes Paid:  |                    |             |
| Income taxes   | \$26,951           | \$26,512    |

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, 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 footnote 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 27, 2013.

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. Certain prior year amounts have been reclassified to conform to the 2013 presentation.

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 \$10,093 as of March 31, 2013 and \$9,383 as of December 31, 2012. 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 freight 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.

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. The Company's annual grant of option awards generally takes place during the second quarter of each fiscal year and no grants were made in the quarters ended March 31, 2013 and 2012. 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 none were issued in the three-month periods ended March 31, 2013 and 2012.

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.





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

|                            | Three months ended<br>March 31, |          |
|----------------------------|---------------------------------|----------|
|                            | 2013                            | 2012     |
| Stock compensation expense | \$11,005                        | \$10,600 |
| Recognized tax benefit     | \$649                           | \$39     |

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 per share:

| (Amounts in thousands, except share and per share amounts) | Three months ended<br>March 31,                 |                            |                    |
|--|---|----------------------------|--------------------|
|  | Net earnings<br>attributable to<br>shareholders | Weighted average<br>shares | Earnings per share |
| 2013   |   |                            |                    |
| Basic earnings attributable to shareholders                | \$80,315  | 206,475,095                | \$ .39             |
| Effect of dilutive potential common shares                 | —   | 1,138,768                  | —                  |
| Diluted earnings attributable to shareholders              | \$80,315  | 207,613,863                | \$ .39             |
| 2012   |   |                            |                    |
| Basic earnings attributable to shareholders                | \$76,707  | 212,097,662                | \$ .36             |
| Effect of dilutive potential common shares                 | —   | 2,101,848                  | —                  |
| Diluted earnings attributable to shareholders              | \$76,707  | 214,199,510                | \$ .36             |

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

|        | Three months ended<br>March 31, |           |
|--------|---------------------------------|-----------|
|        | 2013                            | 2012      |
| Shares | 13,054,133                      | 7,359,424 |

## Note 4. Components of Equity

The components of equity for the three months ended March 31, 2013 and 2012 are as follows:

|   | Shareholders'<br>equity | Noncontrolling<br>interest | Total<br>equity |
|---|-------------------------|----------------------------|-----------------|
| Balance at December 31, 2012                                  | \$2,027,699             | 4,871                      | 2,032,570       |
| Exercise of stock options                                     | 10,929                  | —                          | 10,929          |
| Shares repurchased under provisions of stock repurchase plans | (17,681 )               | —                          | (17,681 )       |
| Stock compensation expense                                    | 11,005                  | —                          | 11,005          |
| Tax benefits from stock plans, net                            | 934                     | —                          | 934             |
| Net earnings  | 80,315                  | 295                        | 80,610          |
| Other comprehensive loss                                      | (9,999 )                | (14 )                      | (10,013 )       |
| Purchase of noncontrolling interest                           | (507 )                  | (3,226 )                   | (3,733 )        |
| Balance at March 31, 2013                                     | \$2,102,695             | 1,926                      | 2,104,621       |
| Balance at December 31, 2011                                  | \$2,003,638             | 6,431                      | 2,010,069       |
| Exercise of stock options                                     | 12,920                  | —                          | 12,920          |
| Shares repurchased under provisions of stock repurchase plans | (21,865 )               | —                          | (21,865 )       |
| Stock compensation expense                                    | 10,600                  | —                          | 10,600          |
| Tax benefits from stock plans, net                            | 3,426                   | —                          | 3,426           |
| Net earnings  | 76,707                  | 15                         | 76,722          |
| Other comprehensive income                                    | 10,028                  | 134                        | 10,162          |
| Balance at March 31, 2012                                     | \$2,095,454             | 6,580                      | 2,102,034       |

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

Subsequent to the end of the quarter, on May 1, 2013, the Board of Directors declared a semi-annual cash dividend of \$.30 per share payable on June 17, 2013 to shareholders of record as of June 3, 2013.

## 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. Cash and cash equivalents consist of the following:

|                                 | March 31, 2013 |             | December 31, 2012 |             |
|---------------------------------|----------------|-------------|-------------------|-------------|
|                                 | Cost           | Fair Value  | Cost              | Fair Value  |
| Cash and Cash Equivalents:      |                |             |                   |             |
| Cash and overnight deposits     | \$504,651      | \$504,651   | \$458,169         | \$458,169   |
| Corporate commercial paper      | 736,539        | 736,746     | 642,884           | 642,886     |
| Time deposits                   | 153,497        | 153,497     | 159,789           | 159,789     |
| Total cash and cash equivalents | \$1,394,687    | \$1,394,894 | \$1,260,842       | \$1,260,844 |

The fair value of corporate commercial paper is based on the use of market interest rates for identical or similar assets.

## Note 6. Contingencies

The Company is involved in claims, lawsuits, government investigations and other legal matters which arise in the ordinary course of business and are subject to inherent uncertainties. Currently, in management's opinion and 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 March 31, 2013, 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 loss, 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, 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 | ASIA PACIFIC | EUROPE and AFRICA | MIDDLE EAST and INDIA | ELIMI-NATIONS | CONSOLI-DATED |
|--------------------------------------|---------------|---------------------|---------------|--------------|-------------------|-----------------------|---------------|---------------|
| Three months ended March 31, 2013:   |               |                     |               |              |                   |                       |               |               |
| Revenues from unaffiliated customers | \$371,719     | 51,729              | 19,864        | 694,095      | 202,487           | 70,591                | —             | 1,410,485     |
| Transfers between geographic areas   | 20,026        | 2,544               | 4,876         | 10,630       | 8,880             | 4,327                 | (51,283 )     | —             |
| Total revenues                       | \$391,745     | 54,273              | 24,740        | 704,725      | 211,367           | 74,918                | (51,283 )     | 1,410,485     |
| Net revenues                         | \$177,688     | 23,781              | 14,411        | 135,507      | 70,589            | 23,308                | —             | 445,284       |
| Operating income                     | \$47,353      | 6,612               | 4,089         | 52,884       | 11,926            | 5,654                 | —             | 128,518       |
| Identifiable assets at quarter end   | \$1,502,795   | 96,555              | 53,935        | 795,946      | 406,801           | 158,569               | 3,198         | 3,017,799     |
| Capital expenditures                 | \$5,379       | 187                 | 259           | 2,552        | 1,198             | 493                   | —             | 10,068        |
| Depreciation and amortization        | \$6,757       | 207                 | 241           | 1,988        | 1,629             | 456                   | —             | 11,278        |
| Equity                               | \$1,231,424   | 62,267              | 32,638        | 568,609      | 165,014           | 79,434                | (34,765 )     | 2,104,621     |
| Three months ended March 31, 2012:   |               |                     |               |              |                   |                       |               |               |
| Revenues from unaffiliated customers | \$377,302     | 49,954              | 19,269        | 688,070      | 206,271           | 70,504                | —             | 1,411,370     |
| Transfers between geographic areas   | 22,208        | 2,465               | 5,079         | 10,972       | 9,467             | 4,651                 | (54,842 )     | —             |
| Total revenues                       | \$399,510     | 52,419              | 24,348        | 699,042      | 215,738           | 75,155                | (54,842 )     | 1,411,370     |
| Net revenues                         | \$181,475     | 22,242              | 14,835        | 131,814      | 71,533            | 24,672                | —             | 446,571       |
| Operating income                     | \$45,525      | 6,369               | 4,762         | 47,238       | 14,247            | 7,130                 | —             | 125,271       |
| Identifiable assets at quarter end   | \$1,590,900   | 96,312              | 52,214        | 708,528      | 404,839           | 149,416               | (986 )        | 3,001,223     |
| Capital expenditures                 | \$9,759       | 176                 | 255           | 5,287        | 942               | 669                   | —             | 17,088        |
| Depreciation and amortization        | \$5,622       | 187                 | 217           | 1,624        | 1,404             | 491                   | —             | 9,545         |
| Equity                               | \$1,315,321   | 56,341              | 31,060        | 471,498      | 164,165           | 93,282                | (29,633 )     | 2,102,034     |



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 "Executive Summary," "Critical Accounting Estimates," "Results of Operations," "Currency and Other Risk Factors" and "Liquidity and Capital Resources" contain forward-looking statements. Words such as "expects," "goals," "plans," "believes," "continues," "may," "will," and variations 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 27, 2013.

EXECUTIVE SUMMARY

Expeditors International of Washington, Inc. is engaged in the business of global logistics management, including international freight forwarding and consolidation, for both air and ocean freight. The Company acts as a customs broker in all domestic offices, and in many of its international offices. The Company also provides additional services for its customers including value-added distribution, purchase order management, vendor consolidation, domestic time definite transportation services, cargo insurance and other logistics solutions. The Company does not compete for overnight courier or small parcel business. The Company does not own or operate aircraft or steamships.

International trade is influenced by many factors, including economic and political conditions in the United States and abroad, currency exchange rates, and 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, nor can the Company predict 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, 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. Consistent with continuing uncertainty in global economic conditions, concerns over volatile fuel costs, rising costs in general, political unrest and fluctuating currency exchange rates, the Company's pricing and terms continue to be pressured by customers, carriers and service providers which resulted in a compression of the Company's 2012 margins. In the first quarter of 2013, the Company's airfreight services tonnage and margin percentage increased slightly over 2012 while ocean freight and ocean services volumes and margins declined. The Company experienced a decrease in airfreight tonnage in 2012 compared to prior years as high technology consumer products continued to decrease in size and weight and customers improved supply-chain efficiency by utilizing deferred airfreight or ocean freight whenever possible. Absent any meaningful improvement in these conditions, the Company expects similar trends to continue in the near term.

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 is managed along three geographic areas of responsibility: Americas; Asia Pacific; and Europe, Africa, Near/Middle East and Indian Subcontinent (EMAIR). 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 look at 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.

As a non-asset based carrier, the Company does not own transportation assets. Rather, 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” or “yield.” 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 our three primary sources of 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 the customers as well as arranging for any required inspections by governmental agencies, and arranging for delivery. This is a complicated function requiring technical knowledge of customs rules and regulations in the multitude of countries in which the Company has offices.

The Company’s ability to provide services to its customers is highly dependent on good working relationships with a variety of entities including airlines, ocean steamship lines, and governmental agencies. The significance of maintaining acceptable working relationships with governmental agencies and asset-based carriers involved in global trade has gained increased importance as a result of ongoing concern over terrorism. As each carrier labors to comply with additional governmental regulations implementing security policies and procedures, inherent conflicts emerge which can and do affect global trade. A good reputation helps to develop practical working understandings that will assist in meeting security 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. The airline and ocean steamship line industries have incurred significant losses in recent years and many carriers are highly leveraged with debt. This situation has required the Company to be increasingly selective in 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, modernization of the regulations governing customs brokerage, and/or changes in governmental quota restrictions or trade accords could affect the Company’s business in unpredictable ways. Historically, the Company’s operating results have been subject to a seasonal trend when measured on a quarterly basis. The first quarter has traditionally been the weakest and the third and fourth quarters have traditionally been the strongest. This pattern is the result of, or is influenced by, numerous factors including weather patterns, national holidays, consumer demand, 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. The Company cannot accurately forecast many of these factors nor can the Company estimate accurately the relative influence of any particular factor and, as a result, there can be no assurance that historical patterns, if any, will continue in future periods.

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 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, any such shortfall from levels predicted by securities analysts could have an immediate and adverse effect on the trading price of the Company’s stock.

The Company operates in 63 countries throughout the world in the competitive global logistics industry and Company activities are tied directly to the global economy. 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 is required, 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 our customers while simultaneously delivering tools to make our 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. There is no limit to how much a key manager can be compensated for success. 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, these losses must be made up from future operating profits, in the aggregate, before any cash incentive compensation can be earned. 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 our control. Consequently, management spends the majority of its time focused on creating an environment where employees can learn and develop while also improving systems and taking preventative action to reduce exposure to negative events and risks. 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 our focus is on building and maintaining a global corporate culture of well-trained employees and managers that are prepared to identify and react to subtle changes as they develop and thereby help the Company adapt and thrive as major trends emerge.

#### 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, 2012. There have been no material changes to the critical accounting estimates previously disclosed in that report.

#### Results of Operations

The following table shows the calculation of consolidated net revenues (revenues less transportation expenses) attributable to the Company's principal services and the Company's expenses for the three-month periods ended March 31, 2013 and 2012, expressed as percentages of net revenues. Management believes that net revenues are a better measure than are 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 must consider 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 (buy rates) 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 March 31, |           | Percent<br>of net<br>revenues | Percent<br>of net<br>revenues |
|-----------------------------------|------------------------------|-----------|-------------------------------|-------------------------------|
|                                   | 2013                         | 2012      |                               |                               |
|                                   | Amount                       | Amount    |                               |                               |
|                                   | (Amounts in thousands)       |           |                               |                               |
| Airfreight services:              |                              |           |                               |                               |
| Airfreight services revenues      | \$620,374                    | \$638,912 |                               |                               |
| Airfreight consolidation expenses | 464,919                      | 481,043   |                               |                               |

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|   |          |     |   |          |     |   |
|---|----------|-----|---|----------|-----|---|
| Airfreight services net revenues                              | 155,455  | 35  | % | 157,869  | 35  | % |
| Ocean freight services and ocean services:                    |          |     |   |          |     |   |
| Ocean freight and ocean services revenues                     | 445,479  |     |   | 434,336  |     |   |
| Ocean freight consolidation expenses                          | 344,923  |     |   | 331,954  |     |   |
| Ocean freight and ocean services net revenues                 | 100,556  | 23  |   | 102,382  | 23  |   |
| Customs brokerage and other services:                         |          |     |   |          |     |   |
| Customs brokerage and other services revenues                 | 344,632  |     |   | 338,122  |     |   |
| Customs brokerage and other services expenses                 | 155,359  |     |   | 151,802  |     |   |
| Customs brokerage and other services net revenues             | 189,273  | 42  |   | 186,320  | 42  |   |
| Total net revenues  | 445,284  | 100 |   | 446,571  | 100 |   |
| Overhead expenses:  |          |     |   |          |     |   |
| Salaries and related costs                                    | 248,417  | 56  |   | 246,132  | 55  |   |
| Other   | 68,349   | 15  |   | 75,168   | 17  |   |
| Total overhead expenses                                       | 316,766  | 71  |   | 321,300  | 72  |   |
| Operating income  | 128,518  | 29  |   | 125,271  | 28  |   |
| Other income, net   | 4,774    | 1   |   | 3,837    | 1   |   |
| Earnings before income taxes                                  | 133,292  | 30  |   | 129,108  | 29  |   |
| Income tax expense  | 52,682   | 12  |   | 52,386   | 12  |   |
| Net earnings  | 80,610   | 18  |   | 76,722   | 17  |   |
| Less net earnings attributable to the noncontrolling interest | 295      | —   |   | 15       | —   |   |
| Net earnings attributable to shareholders                     | \$80,315 | 18  | % | \$76,707 | 17  | % |

Net revenues:

Airfreight services net revenues decreased 1.5% for the three-month period ended March 31, 2013, as compared with the same period for 2012 as revenues and related consolidation expenses declined 2.9% and 3.4%, respectively. The Company aggressively adjusted sell rates to reflect market conditions and corresponding reductions in buy rates. The decrease in global airfreight services net revenues was primarily due to a 2% decrease in net revenue per kilo, partially offset by a slight increase in airfreight tonnage. North America and Europe and Africa airfreight services net revenues decreased 5% and 1%, respectively, primarily due to a decrease in air export tonnage of 5% and 3%, respectively. Asia Pacific airfreight services net revenue increased 2% primarily due to a 5% increase in export tonnage offset by a decline in net revenue per kilo.

The global airfreight market continues to be affected as high technology consumer products continue to decrease in size and weight and customers improve supply-chain efficiency by utilizing deferred airfreight or ocean freight whenever possible. Carriers continue to manage available capacity in order to maintain their rates and improve utilization. Absent any meaningful improvements in the uncertainties related to global economic conditions, the Company expects similar trends may continue in the near term.

Ocean freight and ocean services net revenues decreased 2% for the three-month period ended March 31, 2013, as compared with the same period for 2012 as a result of consolidation expenses increasing 3.9% while revenues increased 2.6%. This was primarily due to carriers implementing a series of rate increases in the first quarter of 2013 for which the Company was unable to implement corresponding adjustments to its sell rates to customers in a timely manner. North America ocean freight net revenues remained flat while Europe and Africa and Asia Pacific decreased 3% and 2%, respectively, in the first quarter of 2013, as compared with the same period in 2012.

Ocean freight net revenues are comprised of three basic services: ocean freight consolidation, direct ocean forwarding and order management. The largest component of the Company's ocean freight net revenue is derived from ocean freight consolidation which represented 45% and 48% of ocean freight net revenue for the three-month periods ended March 31, 2013 and 2012, respectively.

Ocean freight consolidation net revenues decreased 6% for the three-month period ended March 31, 2013, as compared with the same period in 2012, primarily due to a 4% decrease in container volume as measured in terms of forty-foot container equivalent units (FEUs) and a 2% decrease in net revenue per container. This decline in containers shipped is primarily a result of customers shifting allocations to direct carrier contracts to meet their own short term carrier commitments and lower volumes from existing customers. Direct ocean freight forwarding net revenues, which are primarily fee-based, decreased 1% for the three-month period ended March 31, 2013, as compared with the same

period in 2012, primarily due to a decline in volume. Order management net revenues increased 7% for the three-month period ended March 31, 2013 as compared with the same period in 2012 mostly due to additional services and volumes with existing customers.

Customs brokerage and other services net revenues increased 2% for the three-month period ended March 31, 2013, as compared with the same period in 2012, as revenues increased 1.9% and related expenses increased 2.3%. Volumes in customs brokerage and domestic time definite transportation services increased from existing and new customers, however, the Company incurred higher buy rates and other costs in domestic time definite transportation services. Customers continue to seek out customs brokers with sophisticated computerized capabilities critical to an overall logistics management program, including rapid responses to changes in the regulatory and security environment.

Overhead expenses:

Salaries and related costs increased 1% for the three-month period ended March 31, 2013, as compared with the same period in 2012, primarily as a result of increases in base salaries and field and executive management bonuses.

Salaries and related costs and stock-based compensation expense as a percentage of revenue are as follows:

|                            | Three months ended March 31, |           |   |
|----------------------------|------------------------------|-----------|---|
|                            | 2013                         | 2012      |   |
| Salaries and related costs | \$248,417                    | \$246,132 |   |
| As a % of net revenues     | 55.8                         | % 55.1    | % |
| Stock compensation expense | \$11,005                     | \$10,600  |   |
| As a % of net revenues     | 2.5                          | % 2.4     | % |

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 three-month period ended March 31, 2013 were both up 3%, as compared with the same period for 2012, primarily as a result of a 3% 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.

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. 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 any 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 decreased 9% for the three-month period ended March 31, 2013, as compared with the same period in 2012. The higher expenses in 2012 were primarily due to the accrual in March 2012 of a fine of €4.14 million (\$5.5 million) related to the European Commission's finding against the Company for anti-competitive behavior. Depreciation and amortization expenses increased \$2 million as a result of investments in computer hardware and software and building and leasehold improvements. Excluding the fine discussed above, other overhead expenses as a percentage of net revenues remained constant for the quarter ended March 31, 2013, as compared with the same period in 2012.

Income tax expense:

The Company pays income taxes in the United States and other jurisdictions. The Company's consolidated effective income tax rate decreased to approximately 39.5% for the three-month period ended March 31, 2013 from 40.6% for

the three-month period ended March 31, 2012. The decrease in the effective tax rate in the current year period is due to lower non-deductible expenses as compared to the prior year period and less of a negative impact in the current year period associated with the Company's stock-based compensation arrangements when compared to the prior year period. The tax benefit related to stock-based compensation expense is recorded for non-qualified stock options at the time the related compensation expense is recognized while the tax benefit received for disqualifying dispositions of incentive stock options and employee stock purchase plan shares cannot be anticipated and is recorded at the time of the disqualifying event.

#### 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 enters into foreign currency hedging transactions only in limited locations 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 months ended March 31, 2013 and 2012 was insignificant. The Company had no foreign currency derivatives outstanding at March 31, 2013 and December 31, 2012. Net foreign currency losses were approximately \$1 million for both three months ended March 31, 2013 and 2012.

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, some 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. 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 and cash generated from operating activities. Net cash provided by operating activities for the three months ended March 31, 2013, was approximately \$165 million as compared with \$147 million for the same period in 2012. The increase of \$18 million for the three-month period ended March 31, 2013 is primarily due to higher earnings and changes in working capital accounts. At March 31, 2013, working capital was \$1,599 million, including cash and cash equivalents of \$1,395 million. The Company had no long-term debt at March 31, 2013. 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.

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.

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. Management believes that the Company has effective credit control procedures, and historically has experienced relatively insignificant collection problems.

Cash used in investing activities for the three months ended March 31, 2013 was \$10 million. The largest use of cash in investing activities is cash paid for capital expenditures. The Company does have need, on occasion, to purchase or construct buildings to house staff and to facilitate the staging of customers' freight. The Company routinely invests in technology, leasehold improvements and equipment and office furniture. In the first quarter of 2013, the Company made capital expenditures of \$10 million, as compared with \$17 million for the same period in 2012. Capital expenditures in the first quarter of 2013 related primarily to investments in technology, office furniture and equipment and building and leasehold improvements. Total capital expenditures in 2013 are estimated to be approximately \$100 million. This includes normal capital expenditures as noted above plus additional real estate development.

Cash used in financing activities during the three months ended March 31, 2013, was \$13 million, as compared with \$6 million for the same period in 2012. The Company uses the proceeds from stock option exercises and available cash to repurchase the Company's common stock on the open market. In the first quarter of 2013, the Company continued its policy of repurchasing stock to limit growth in issued and outstanding shares as a result of stock option exercises. The increase in cash used in financing activity during three months ended March 31, 2013, as compared to the same period in 2012, is primarily the result of purchasing the noncontrolling interest of a consolidated subsidiary. 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 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.

At March 31, 2013, the Company was contingently liable for \$98 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 March 31, 2013, cash and cash equivalent balances of \$693 million were held by the Company's non-United States subsidiaries, of which \$58 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 revenue 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 and Canadian Dollar.

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 three months ended March 31, 2013, would have had the effect of raising operating income approximately \$9 million. An average 10% strengthening of the U.S. dollar, for the same period, would have the effect of reducing operating income approximately \$7 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 months ended March 31, 2013 and 2012 was insignificant. During the three months ended March 31, 2013 and 2012, net foreign currency losses were approximately \$1 million. The Company had no foreign currency derivatives outstanding at March 31, 2013 and December 31, 2012. As of March 31, 2013, the Company had approximately \$3 million of net unsettled intercompany transactions. The Company instead follows a policy of accelerating international currency settlements to manage foreign exchange risk relative to intercompany billings. The majority of intercompany billings are resolved within 30 days.

#### Interest Rate Risk

At March 31, 2013, the Company had cash and cash equivalents and short term investments of \$1,395 million, of which \$890 million was invested at various short-term market interest rates. The Company had no long-term debt at March 31, 2013. A hypothetical change in the interest rate of 10 basis points at March 31, 2013 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 first quarter of 2013.

#### 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'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 procedures and controls 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 which arise in the ordinary course of business and are subject to inherent uncertainties. Currently, in management's opinion and 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 March 31, 2013, 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 loss, 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 report on Form 10-K filed on February 27, 2013.



## 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 |
|---------------------|----------------------------------|------------------------------|--|--|
| January 1-31, 2013  | 849                              | \$43.08                      | 849  | 21,996,743   |
| February 1-28, 2013 | 235                              | 38.85                        | 235  | 22,078,041   |
| March 1-31, 2013    | 459,439                          | 38.38                        | 459,439  | 21,786,792   |
| Total               | 460,523                          | \$38.39                      | 460,523  | 21,786,792   |

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 report on Form 10-K filed March 31, 1995. In the first quarter of 2013, 244,034 shares of common stock were repurchased under the Non-Discretionary Stock Repurchase Plan.

In November 2001, under a Discretionary Stock Repurchase Plan, the Company's Board of Directors authorized the repurchase of such shares as may be necessary to reduce the issued and outstanding stock to 200 million shares of common stock. 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. This plan was announced on November 13, 2001. In the first quarter of 2013, 216,489 shares of common stock were repurchased under the Discretionary Stock Repurchase Plan. These discretionary repurchases were made to limit the growth in the number of issued and outstanding shares resulting from stock option exercises.

## 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 | 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.

May 3, 2013

/s/ PETER J. ROSE  
Peter J. Rose, Chairman and Chief Executive Officer

May 3, 2013

/s/ BRADLEY S. POWELL  
Bradley S. Powell, Senior Vice President and Chief Financial Officer

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EXPEDITORS INTERNATIONAL OF WASHINGTON, INC.  
AND SUBSIDIARIES  
Form 10-Q Index and Exhibits  
March 31, 2013

| 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        | 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   |