

FEDEX CORP  
Form 10-Q  
September 17, 2015  
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**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 August 31, 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: 1-15829**

**FEDEX CORPORATION**

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

**Delaware**  
*(State or other jurisdiction of*

*incorporation or organization)*

**942 South Shady Grove Road Memphis, Tennessee**  
*(Address of principal executive offices)*

(901) 818-7500

*(Registrant's telephone number, including area code)*

**62-1721435**  
*(I.R.S. Employer*

*Identification No.)*

**38120**  
*(ZIP 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

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

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

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

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes  No

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date.

Common Stock	Outstanding Shares at September 16, 2015
Common Stock, par value \$0.10 per share	282,379,446

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**FEDEX CORPORATION**  
**CONDENSED CONSOLIDATED BALANCE SHEETS**  
**(IN MILLIONS)**

	August 31, 2015 (Unaudited)	May 31, 2015
<b>ASSETS</b>		
<b>CURRENT ASSETS</b>		
Cash and cash equivalents	\$ 3,543	\$ 3,763
Receivables, less allowances of \$190 and \$185	5,617	5,719
Spare parts, supplies and fuel, less allowances of \$214 and \$207	488	498
Deferred income taxes	606	606
Prepaid expenses and other	449	355
Total current assets	10,703	10,941
<b>PROPERTY AND EQUIPMENT, AT COST</b>	<b>43,989</b>	<b>42,864</b>
Less accumulated depreciation and amortization	22,506	21,989
Net property and equipment	21,483	20,875
<b>OTHER LONG-TERM ASSETS</b>		
Goodwill	3,792	3,810
Other assets	1,267	1,443
Total other long-term assets	5,059	5,253
	\$ 37,245	\$ 37,069

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

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**FEDEX CORPORATION**  
**CONDENSED CONSOLIDATED BALANCE SHEETS**  
**(IN MILLIONS, EXCEPT SHARE DATA)**

	August 31, 2015 (Unaudited)	May 31, 2015
<b>LIABILITIES AND STOCKHOLDERS' INVESTMENT</b>		
<b>CURRENT LIABILITIES</b>		
Current portion of long-term debt	\$ 14	\$ 19
Accrued salaries and employee benefits	1,355	1,436
Accounts payable	2,049	2,066
Accrued expenses	2,426	2,436
Total current liabilities	5,844	5,957
LONG-TERM DEBT, LESS CURRENT PORTION	7,244	7,249
<b>OTHER LONG-TERM LIABILITIES</b>		
Deferred income taxes	1,781	1,747
Pension, postretirement healthcare and other benefit obligations	4,806	4,893
Self-insurance accruals	1,186	1,120
Deferred lease obligations	766	711
Deferred gains, principally related to aircraft transactions	174	181
Other liabilities	161	218
Total other long-term liabilities	8,874	8,870
<b>COMMITMENTS AND CONTINGENCIES</b>		
<b>COMMON STOCKHOLDERS' INVESTMENT</b>		
Common stock, \$0.10 par value; 800 million shares authorized; 318 million shares issued as of August 31, 2015 and May 31, 2015	32	32
Additional paid-in capital	2,814	2,786
Retained earnings	17,434	16,900
Accumulated other comprehensive income	10	172
Treasury stock, at cost	(5,007)	(4,897)
Total common stockholders' investment	15,283	14,993
	\$ 37,245	\$ 37,069

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

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**FEDEX CORPORATION**  
**CONDENSED CONSOLIDATED STATEMENTS OF INCOME**  
**(UNAUDITED)**  
**(IN MILLIONS, EXCEPT PER SHARE AMOUNTS)**

	Three Months Ended August 31,	
	2015	2014
<b>REVENUES</b>	\$ 12,279	\$ 11,684
<b>OPERATING EXPENSES:</b>		
Salaries and employee benefits	4,525	4,114
Purchased transportation	2,344	2,054
Rentals and landing fees	695	660
Depreciation and amortization	648	651
Fuel	712	1,120
Maintenance and repairs	548	556
Other	1,663	1,467
	11,135	10,622
<b>OPERATING INCOME</b>	1,144	1,062
<b>OTHER INCOME (EXPENSE):</b>		
Interest, net	(63)	(48)
Other, net	3	(2)
	(60)	(50)
<b>INCOME BEFORE INCOME TAXES</b>	1,084	1,012
<b>PROVISION FOR INCOME TAXES</b>	392	359
<b>NET INCOME</b>	\$ 692	\$ 653
<b>EARNINGS PER COMMON SHARE:</b>		
Basic	\$ 2.45	\$ 2.29
Diluted	\$ 2.42	\$ 2.26
<b>DIVIDENDS DECLARED PER COMMON SHARE</b>	\$ 0.50	\$ 0.40

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

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**FEDEX CORPORATION**

**CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME**

**(UNAUDITED)**

**(IN MILLIONS)**

	Three Months Ended August 31,	
	2015	2014
<b>NET INCOME</b>	<b>\$ 692</b>	<b>\$ 653</b>
<b>OTHER COMPREHENSIVE INCOME (LOSS):</b>		
Foreign currency translation adjustments, net of tax of \$13 in 2015 and \$9 in 2014	(138)	(31)
Amortization of prior service credit, net of tax of \$7 in 2015 and \$10 in 2014	(24)	(16)
	(162)	(47)
<b>COMPREHENSIVE INCOME</b>	<b>\$ 530</b>	<b>\$ 606</b>

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



**Table of Contents****FEDEX CORPORATION****CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS****(UNAUDITED)****(IN MILLIONS)**

	Three Months Ended August 31,	
	2015	2014
<b>Operating Activities:</b>		
Net income	\$ 692	\$ 653
Adjustments to reconcile net income to cash provided by operating activities:		
Depreciation and amortization	648	651
Provision for uncollectible accounts	28	35
Stock-based compensation	53	48
Deferred income taxes and other noncash items	20	(22)
Changes in assets and liabilities:		
Receivables	50	(86)
Other assets	(89)	(30)
Accounts payable and other liabilities	(151)	(257)
Other, net	(10)	(10)
<b>Cash provided by operating activities</b>	<b>1,241</b>	<b>982</b>
<b>Investing Activities:</b>		
Capital expenditures	(1,209)	(720)
Proceeds from asset dispositions and other	10	4
<b>Cash used in investing activities</b>	<b>(1,199)</b>	<b>(716)</b>
<b>Financing Activities:</b>		
Principal payments on debt	(15)	
Proceeds from stock issuances	46	97
Excess tax benefit on the exercise of stock options	6	10
Dividends paid	(71)	(57)
Purchase of treasury stock	(190)	(791)
<b>Cash used in financing activities</b>	<b>(224)</b>	<b>(741)</b>
<b>Effect of exchange rate changes on cash</b>	<b>(38)</b>	<b>(17)</b>
<b>Net decrease in cash and cash equivalents</b>	<b>(220)</b>	<b>(492)</b>
<b>Cash and cash equivalents at beginning of period</b>	<b>3,763</b>	<b>2,908</b>
<b>Cash and cash equivalents at end of period</b>	<b>\$ 3,543</b>	<b>\$ 2,416</b>

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

**Table of Contents****FEDEX CORPORATION****NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS****(UNAUDITED)****(1) General**

**SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES.** These interim financial statements of FedEx Corporation ( FedEx ) have been prepared in accordance with accounting principles generally accepted in the United States and Securities and Exchange Commission ( SEC ) instructions for interim financial information, and should be read in conjunction with our Annual Report on Form 10-K for the year ended May 31, 2015 ( Annual Report ). Accordingly, significant accounting policies and other disclosures normally provided have been omitted since such items are disclosed in our Annual Report.

In the opinion of management, the accompanying unaudited condensed consolidated financial statements reflect all adjustments (including normal recurring adjustments) necessary to present fairly our financial position as of August 31, 2015, and the results of our operations and cash flows for the three-month periods ended August 31, 2015 and 2014. Operating results for the three-month period ended August 31, 2015 are not necessarily indicative of the results that may be expected for the year ending May 31, 2016.

Except as otherwise specified, references to years indicate our fiscal year ending May 31, 2016 or ended May 31 of the year referenced and comparisons are to the corresponding period of the prior year.

**REVENUE RECOGNITION.** On June 1, 2015, we began recording revenues associated with the FedEx SmartPost service on a gross basis including postal fees in revenues and expenses, versus our previous net treatment, due to operational changes occurring in 2016 which result in us being the principal in all cases for the FedEx SmartPost service. This change has been recognized prospectively.

**BUSINESS ACQUISITIONS.** As discussed in our Annual Report, on April 6, 2015, we entered into a conditional agreement to acquire TNT Express N.V. ( TNT Express ) for 4.4 billion (currently, approximately \$5.0 billion). This combination is expected to expand our global portfolio, particularly in Europe, lower our costs to serve our European markets by increasing density in our pickup-and-delivery operations and accelerate our global growth. This acquisition is expected to be completed in the first half of calendar year 2016. The closing of the acquisition is subject to customary conditions, including obtaining all necessary approvals and competition clearances. We expect to secure all relevant competition approvals.

As discussed in our Annual Report, we completed our acquisitions of GENCO Distribution System, Inc. ( GENCO ) and Bongo International, LLC ( Bongo ) in the third quarter of 2015 and have included the financial results and estimated fair values of the assets and liabilities related to these acquisitions in the FedEx Ground and FedEx Express segments, respectively. These acquisitions are included in the accompanying balance sheets based on a preliminary allocation of the purchase price (summarized in the table below, in millions) which reflects immaterial updates from the May 31, 2015 estimate.

Current assets	\$ 350
Property and equipment	113
Goodwill	1,170
Intangible assets	139
Other non-current assets	25
Current liabilities	(245)
Long-term liabilities	(97)
Total purchase price	\$ 1,455

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The goodwill recorded is primarily attributable to expected benefits from synergies of the combinations with existing businesses and other acquired entities and the work force in place at GENCO. The majority of the purchase price allocated to goodwill is not deductible for U.S. income tax purposes. The intangible assets acquired consist primarily of customer-related intangible assets, which are amortized on an accelerated basis over an estimated life of 15 years.

*EMPLOYEES UNDER COLLECTIVE BARGAINING ARRANGEMENTS.* The pilots of FedEx Express, which represent a small number of FedEx Express's total employees, are employed under a collective bargaining agreement. The contract became amendable in March 2013. After participating in negotiations assisted by the National Mediation Board ( NMB ), the parties reached a Tentative Agreement ( TA ) on August 19, 2015. The TA is currently out for a membership ratification vote which will close in mid-October. If the TA is ratified, it will become effective November 2, 2015 and will become amendable in November 2021. If the TA is not ratified, the parties will reenter NMB mediated negotiations. The NMB is the U.S. governmental agency that oversees labor agreements for entities covered by the Railway Labor Act of 1926, as amended. In addition to our pilots at FedEx Express, GENCO has a small number of employees who are members of unions, and certain non-U.S. employees are unionized.

*STOCK-BASED COMPENSATION.* We have two types of equity-based compensation: stock options and restricted stock. The key terms of the stock option and restricted stock awards granted under our incentive stock plans and all financial disclosures about these programs are set forth in our Annual Report.

Our stock-based compensation expense was \$53 million for the three-month period ended August 31, 2015 and \$48 million for the three-month period ended August 31, 2014. Due to its immateriality, additional disclosures related to stock-based compensation have been excluded from this quarterly report.

*RECENT ACCOUNTING GUIDANCE.* New accounting rules and disclosure requirements can significantly impact our reported results and the comparability of our financial statements. These matters are described in our Annual Report.

We believe that no other new accounting guidance was adopted or issued during the first three months of 2016 that is relevant to the readers of our financial statements. However, there are numerous new proposals under development which, if and when enacted, may have a significant impact on our financial reporting.

*TREASURY SHARES.* In September 2014, our Board of Directors authorized the repurchase of up to 15 million shares of common stock. During the first quarter of 2016, we repurchased 1.1 million shares of FedEx common stock at an average price of \$172 per share for a total of \$190 million. As of August 31, 2015, 11.1 million shares remained under the share repurchase authorization. This authorization may be utilized to offset equity compensation dilution and for opportunistic repurchases based on market conditions and other factors. The timing and volume of repurchases are at the discretion of FedEx management.

*DIVIDENDS DECLARED PER COMMON SHARE.* On August 14, 2015, our Board of Directors declared a quarterly dividend of \$0.25 per share of common stock. The dividend will be paid on October 1, 2015 to stockholders of record as of the close of business on September 10, 2015. Each quarterly dividend payment is subject to review and approval by our Board of Directors, and we evaluate our dividend payment amount on an annual basis at the end of each fiscal year.

**Table of Contents****(2) Accumulated Other Comprehensive Income**

The following table provides changes in accumulated other comprehensive income ( AOCI ), net of tax, reported in our unaudited condensed consolidated financial statements for the three-month periods ended August 31 (in millions; amounts in parentheses indicate debits to AOCI):

	2015	2014
<b>Foreign currency translation gain (loss):</b>		
Balance at beginning of period	\$ (253)	\$ 81
Translation adjustments	(138)	(31)
Balance at end of period	(391)	50
<b>Retirement plans adjustments:</b>		
Balance at beginning of period	425	425
Reclassifications from AOCI	(24)	(16)
Balance at end of period	401	409
<b>Accumulated other comprehensive income at end of period</b>	<b>\$ 10</b>	<b>\$ 459</b>

The following table presents details of the reclassifications from AOCI for the three-month periods ended August 31 (in millions; amounts in parentheses indicate debits to earnings):

	Amount Reclassified from AOCI		Affected Line Item in the Income Statement
	2015	2014	
Amortization of retirement plans prior service credits, before tax	\$ 31	\$ 26	Salaries and employee benefits
Income tax benefit	(7)	(10)	Provision for income taxes
<b>AOCI reclassifications, net of tax</b>	<b>\$ 24</b>	<b>\$ 16</b>	<b>Net income</b>

**(3) Financing Arrangements**

In September 2015, we expect to file a new shelf registration statement with the SEC that will allow us to sell, in one or more future offerings, any combination of our unsecured debt securities and common stock.

A \$1 billion revolving credit facility is available to finance our operations and other cash flow needs and to provide support for the issuance of commercial paper. The revolving credit agreement expires in March 2018. The agreement contains a financial covenant, which requires us to maintain a leverage ratio of adjusted debt (long-term debt, including the current portion of such debt, plus six times our last four fiscal quarters rentals and landing fees) to capital (adjusted debt plus total common stockholders' investment) that does not exceed 70%. Our leverage ratio of adjusted debt to capital was 61% at August 31, 2015. We believe the leverage ratio covenant is our only significant restrictive covenant in our revolving credit agreement. Our revolving credit agreement contains other customary covenants that do not, individually or in the aggregate, materially restrict the conduct of our business. We are in compliance with the leverage ratio covenant and all other covenants of our revolving credit agreement and do not expect the covenants to affect our operations, including our liquidity or expected funding needs. As of August 31, 2015, no commercial paper was outstanding, and the entire \$1 billion under the revolving credit facility was available for future borrowings.



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Long-term debt, exclusive of capital leases, had a carrying value of \$7.2 billion at August 31, 2015 and May 31, 2015, compared with estimated fair values of \$7.2 billion at August 31, 2015 and \$7.4 billion at May 31, 2015. The estimated fair values were determined based on quoted market prices and the current rates offered for debt with similar terms and maturities. The fair value of our long-term debt is classified as Level 2 within the fair value hierarchy. This classification is defined as a fair value determined using market-based inputs other than quoted prices that are observable for the liability, either directly or indirectly.

**(4) Computation of Earnings Per Share**

The calculation of basic and diluted earnings per common share for the three-month periods ended August 31 was as follows (in millions, except per share amounts):

	2015	2014
<b>Basic earnings per common share:</b>		
Net earnings allocable to common shares <sup>(1)</sup>	\$ 691	\$ 653
Weighted-average common shares	282	285
<b>Basic earnings per common share</b>	<b>\$ 2.45</b>	<b>\$ 2.29</b>
<b>Diluted earnings per common share:</b>		
Net earnings allocable to common shares <sup>(1)</sup>	\$ 691	\$ 653
Weighted-average common shares	282	285
Dilutive effect of share-based awards	4	4
Weighted-average diluted shares	286	289
<b>Diluted earnings per common share</b>	<b>\$ 2.42</b>	<b>\$ 2.26</b>
Anti-dilutive options excluded from diluted earnings per common share	3.5	2.1

<sup>(1)</sup> Net earnings available to participating securities were immaterial in all periods presented.

**(5) Retirement Plans**

We sponsor programs that provide retirement benefits to most of our employees. These programs include defined benefit pension plans, defined contribution plans and postretirement healthcare plans. Key terms of our retirement plans are provided in our Annual Report. Our retirement plans costs for the three-month periods ended August 31 were as follows (in millions):

	2015	2014
Defined benefit pension plans	\$ 53	\$ (7)
Defined contribution plans	102	94
Postretirement healthcare plans	21	20
	<b>\$ 176</b>	<b>\$ 107</b>

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Net periodic benefit cost of the pension and postretirement healthcare plans for the three-month periods ended August 31 included the following components (in millions):

	Pension Plans		Postretirement Healthcare Plans	
	2015	2014	2015	2014
Service cost	\$ 166	\$ 164	\$ 10	\$ 10
Interest cost	295	275	11	10
Expected return on plan assets	(377)	(420)		
Amortization of prior service credit	(31)	(26)		
	\$ 53	\$ (7)	\$ 21	\$ 20

Contributions to our tax qualified U.S. domestic pension plans ( U.S. Pension Plans ) for the three-month periods ended August 31 were as follows (in millions):

	2015	2014
Required	\$ 6	\$ 82
Voluntary	159	83
	\$ 165	\$ 165

In September 2015, we made an additional required contribution of \$165 million to our U.S. Pension Plans. Our U.S. Pension Plans have ample funds to meet expected benefit payments.

**Table of Contents****(6) Business Segment Information**

We provide a broad portfolio of transportation, e-commerce and business services through companies competing collectively, operating independently and managed collaboratively under the respected FedEx brand. Our primary operating companies include FedEx Express, the world's largest express transportation company; FedEx Ground Package System, Inc. ( FedEx Ground ), a leading North American provider of small-package ground delivery services; and FedEx Freight, Inc. ( FedEx Freight ), a leading U.S. provider of less-than-truckload ( LTL ) freight services.

Our reportable segments include the following businesses:

<b>FedEx Express Segment</b>	FedEx Express (express transportation) FedEx Trade Networks (air and ocean freight forwarding and customs brokerage) FedEx SupplyChain Systems (logistics services) Bongo (cross-border enablement technology and solutions)
<b>FedEx Ground Segment</b>	FedEx Ground (small-package ground delivery) GENCO (third-party logistics)
<b>FedEx Freight Segment</b>	FedEx Freight (LTL freight transportation) FedEx Custom Critical (time-critical transportation)
<b>FedEx Services Segment</b>	FedEx Services (sales, marketing, information technology, communications and back-office functions) FedEx TechConnect (customer service, technical support, billings and collections) FedEx Office (document and business services and package acceptance)

***FedEx Services Segment***

The FedEx Services segment operates combined sales, marketing, administrative and information technology functions in shared services operations that support our transportation businesses and allow us to obtain synergies from the combination of these functions. For the international regions of FedEx Express, some of these functions are performed on a regional basis by FedEx Express and reported in the FedEx Express segment in their natural expense line items.

The FedEx Services segment provides direct and indirect support to our transportation businesses, and we allocate all of the net operating costs of the FedEx Services segment (including the net operating results of FedEx Office) to reflect the full cost of operating our transportation businesses in the results of those segments. Within the FedEx Services segment allocation, the net operating results of FedEx Office, which are an immaterial component of our allocations, are allocated to FedEx Express and FedEx Ground. We review and evaluate the performance of our transportation segments based on operating income (inclusive of FedEx Services segment allocations). For the FedEx Services segment, performance is evaluated based on the impact of its total allocated net operating costs on our transportation segments.

Operating expenses for each of our transportation segments include the allocations from the FedEx Services segment to the respective transportation segments. These allocations also include charges and credits for administrative services provided between operating companies. The allocations of net operating costs are based on metrics such as relative revenues or estimated services provided. We believe these allocations approximate the net cost of providing these functions. Our allocation methodologies are refined periodically, as necessary, to reflect changes in our businesses.



**Table of Contents*****Eliminations, Corporate and Other***

Certain FedEx operating companies provide transportation and related services for other FedEx companies outside their reportable segment. Billings for such services are based on negotiated rates, which we believe approximate fair value, and are reflected as revenues of the billing segment. These rates are adjusted from time to time based on market conditions. Such intersegment revenues and expenses are eliminated in our consolidated results and are not separately identified in the following segment information, because the amounts are not material.

Corporate and other includes corporate headquarters costs for executive officers, certain other legal and financial functions, as well as certain other costs and credits not attributed to our core business. These costs are not allocated to the business segments.

The following table provides a reconciliation of reportable segment revenues and operating income to our unaudited condensed consolidated financial statement totals for the three-month periods ended August 31 (in millions):

	2015	2014
<b>Revenues</b>		
FedEx Express segment	\$ 6,591	\$ 6,862
FedEx Ground segment	3,830	2,960
FedEx Freight segment	1,601	1,609
FedEx Services segment	390	374
Eliminations and other	(133)	(121)
	<b>\$ 12,279</b>	<b>\$ 11,684</b>
<b>Operating Income</b>		
FedEx Express segment	\$ 545	\$ 377
FedEx Ground segment	537	545
FedEx Freight segment	132	168
Eliminations, corporate and other	(70)	(28)
	<b>\$ 1,144</b>	<b>\$ 1,062</b>

**(7) Commitments**

As of August 31, 2015, our purchase commitments under various contracts for the remainder of 2016 and annually thereafter were as follows (in millions):

	Aircraft and Aircraft-Related	Other <sup>(1)</sup>	Total
2016 (remainder)	\$ 657	\$ 815	\$ 1,472
2017	1,240	264	1,504
2018	1,739	149	1,888
2019	1,584	71	1,655
2020	1,638	23	1,661
Thereafter	5,962	98	6,060
<b>Total</b>	<b>\$ 12,820</b>	<b>\$ 1,420</b>	<b>\$ 14,240</b>

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- <sup>(1)</sup> Primarily equipment, advertising contracts and, for the remainder of 2016, \$495 million of estimated required quarterly contributions to our U.S. Pension Plans.

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The amounts reflected in the table above for purchase commitments represent noncancelable agreements to purchase goods or services. As of August 31, 2015, our obligation to purchase six Boeing 767-300 Freighter ( B767F ) aircraft and nine Boeing 777 Freighter ( B777F ) aircraft is conditioned upon there being no event that causes FedEx Express or its employees not to be covered by the Railway Labor Act of 1926, as amended. Open purchase orders that are cancelable are not considered unconditional purchase obligations for financial reporting purposes and are not included in the table above.

On July 21, 2015, FedEx Express entered into a supplemental agreement to purchase 50 additional B767F aircraft from Boeing. Four of the 50 additional B767F aircraft purchases are conditioned upon there being no event that causes FedEx Express or its employees not to be covered by the Railway Labor Act of 1926, as amended. The 50 additional B767F aircraft are expected to be delivered from fiscal 2018 through fiscal 2023 and will enable FedEx Express to continue to improve the efficiency and reliability of its aircraft fleet.

We had \$411 million in deposits and progress payments as of August 31, 2015 on aircraft purchases and other planned aircraft-related transactions. These deposits are classified in the Other assets caption of our consolidated balance sheets. Aircraft and aircraft-related contracts are subject to price escalations. The following table is a summary of the key aircraft we are committed to purchase as of August 31, 2015 with the year of expected delivery:

	B767F	B777F	Total
2016 (remainder)	6	1	7
2017	12		12
2018	16	2	18
2019	13	2	15
2020	12	3	15
Thereafter	26	9	35
<b>Total</b>	<b>85</b>	<b>17</b>	<b>102</b>

A summary of future minimum lease payments under noncancelable operating leases with an initial or remaining term in excess of one year at August 31, 2015 is as follows (in millions):

	Operating Leases		Total
	Aircraft and Related Equipment	Facilities and Other	Operating Leases
2016 (remainder)	\$ 430	\$ 1,256	\$ 1,686
2017	403	1,890	2,293
2018	332	1,472	1,804
2019	274	1,286	1,560
2020	190	1,126	1,316
Thereafter	360	7,354	7,714
<b>Total</b>	<b>\$ 1,989</b>	<b>\$ 14,384</b>	<b>\$ 16,373</b>

Future minimum lease payments under capital leases were immaterial at August 31, 2015. While certain of our lease agreements contain covenants governing the use of the leased assets or require us to maintain certain levels of insurance, none of our lease agreements include material financial covenants or limitations.

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(8) Contingencies

*Wage-and-Hour.* We are a defendant in a number of lawsuits containing various class-action allegations of wage-and-hour violations. The plaintiffs in these lawsuits allege, among other things, that they were forced to work off the clock, were not paid overtime or were not provided work breaks or other benefits. The complaints generally seek unspecified monetary damages, injunctive relief, or both. We do not believe that a material loss is reasonably possible with respect to any of these matters.

*Independent Contractor Lawsuits and State Administrative Proceedings.* FedEx Ground is involved in numerous class-action lawsuits (including 25 that have been certified as class actions), individual lawsuits and state tax and other administrative proceedings that claim that the company's owner-operators should be treated as employees, rather than independent contractors.

Most of the class-action lawsuits were consolidated for administration of the pre-trial proceedings by a single federal court, the U.S. District Court for the Northern District of Indiana. The multidistrict litigation court granted class certification in 28 cases and denied it in 14 cases. On December 13, 2010, the court entered an opinion and order addressing all outstanding motions for summary judgment on the status of the owner-operators (i.e., independent contractor vs. employee). In sum, the court ruled on our summary judgment motions and entered judgment in favor of FedEx Ground on all claims in 20 of the 28 multidistrict litigation cases that had been certified as class actions, finding that the owner-operators in those cases were contractors as a matter of the law of 20 states. The plaintiffs filed notices of appeal in all of these 20 cases. The Seventh Circuit heard the appeal in the Kansas case in January 2012 and, in July 2012, issued an opinion that did not make a determination with respect to the correctness of the district court's decision and, instead, certified two questions to the Kansas Supreme Court related to the classification of the plaintiffs as independent contractors under the Kansas Wage Payment Act. The other 19 cases that are before the Seventh Circuit were stayed pending a decision of the Kansas Supreme Court.

On October 3, 2014, the Kansas Supreme Court determined that a 20 factor right to control test applies to claims under the Kansas Wage Payment Act and concluded that under that test, the class members were employees, not independent contractors. The case was subsequently transferred back to the Seventh Circuit, where both parties made filings requesting the action necessary to complete the resolution of the appeals. The parties also made recommendations to the court regarding next steps for the other 19 cases that are before the Seventh Circuit. FedEx Ground requested that each of those cases be separately briefed given the potential differences in the applicable state law from that in Kansas. During the second quarter of 2015, we established an accrual for the estimated probable loss in the Kansas case that was required to be recognized pursuant to applicable accounting standards. This amount was immaterial.

On July 8, 2015, the Seventh Circuit issued an order and opinion confirming the decision of the Kansas Supreme Court, concluding that the class members are employees, not independent contractors. Additionally, the Seventh Circuit referred the other 19 cases to a representative of the court for purposes of setting a case management conference to address briefing and argument for those cases.

The multidistrict litigation court remanded the other eight certified class actions back to the district courts where they were originally filed because its summary judgment ruling did not completely dispose of all of the claims in those lawsuits. Three of these matters settled for immaterial amounts and have received court approval. One of the cases is currently pending in the Eastern District of Arkansas. Another case was appealed to the Eleventh Circuit Court of Appeals where the court reversed the class-wide summary judgment decision on May 28, 2015 and remanded the case for trial, holding that there are disputed issues of fact as to whether the class members are employees or independent contractors. Two cases in Oregon and one in California were appealed to the Ninth Circuit Court of Appeals, where the court reversed the district court decisions and held that the plaintiffs in California and Oregon were employees as a matter of law and remanded the cases to their respective district courts for further proceedings. In the first quarter of 2015, we recognized an accrual for the then-estimated probable loss in those cases that was required to be recognized pursuant to applicable accounting standards. This amount was immaterial.

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In June 2015, the parties in the California case engaged in mediation and reached an agreement to settle the matter for \$228 million, and in the fourth quarter of 2015 we increased the accrual to that amount. The settlement agreement is pending court approval.

In the Oregon cases, material exposure above the accrued amount is reasonably possible. We continue to evaluate what facts may arise in the course of discovery and what legal rulings the courts may render and how these facts and rulings might impact FedEx Ground's loss. For a number of reasons, we are not currently able to estimate a range of reasonably possible loss in excess of the amount accrued. The number and identities of plaintiffs in these lawsuits are uncertain, as they are dependent on how the class of full-time drivers is defined and how many individuals will qualify based on whatever criteria may be established. In addition, the parties have conducted only very limited discovery into damages, which could vary considerably from plaintiff to plaintiff and be dependent on evidence pertaining to individual plaintiffs, which has yet to be produced in the cases. Further, the range of potential loss could be impacted substantially by future rulings by the court, including on the merits of the claims, on FedEx Ground's defenses, and on evidentiary issues.

With respect to the matters that are pending outside of Oregon, it is reasonably possible that potential loss in some of these lawsuits or changes to the independent contractor status of FedEx Ground's owner-operators could be material. Similar to our analysis of loss contingency in the Oregon cases, we continue to evaluate what facts may arise in the course of discovery and what legal rulings the courts may render and how these facts and rulings might impact FedEx Ground's loss. As a consequence of many of the same factors described above, as well as others that are specific to these cases, we are not currently able to estimate a range of reasonably possible loss. We do not believe that a material loss is probable in these matters.

In addition, we are defending contractor-model cases that are not or are no longer part of the multidistrict litigation. These cases are in varying stages of litigation, and we do not expect to incur a material loss in any of these matters.

Adverse determinations in matters related to FedEx Ground's independent contractors, could, among other things, entitle certain of our owner-operators and their drivers to the reimbursement of certain expenses and to the benefit of wage-and-hour laws and result in employment and withholding tax and benefit liability for FedEx Ground, and could result in changes to the independent contractor status of FedEx Ground's owner-operators in certain jurisdictions. We believe that FedEx Ground's owner-operators are properly classified as independent contractors and that FedEx Ground is not an employer of the drivers of the company's independent contractors.

*City and State of New York Cigarette Suit.* On December 30, 2013, the City of New York filed suit against FedEx Express and FedEx Ground arising from our alleged shipments of cigarettes to New York City residents. The claims against FedEx Express were subsequently dismissed. On March 30, 2014, the complaint was amended adding the State of New York as a plaintiff. Beyond the addition of the State as a plaintiff, the amended complaint contains several amplifications of the previous claims. First, the claims now relate to four shippers, none of which continues to ship in our network. Second, the amended complaint contains a count for violation of the Assurance of Compliance ( AOC ) we had previously entered into with the State of New York, claiming that since 2006, FedEx has made shipments of cigarettes to residences in New York in violation of the AOC. Lastly, the amendment contains new theories of Racketeer Influenced and Corrupt Organizations Act ( RICO ) violations. In May 2014, we filed a motion to dismiss almost all of the claims. On November 12, 2014, the City and State of New York filed a separate but almost identical lawsuit that includes two additional shippers. This complaint was amended in May 2015 to include additional shippers. On March 9, 2015, the court ruled on our motion to dismiss in the first case, granting our motions to limit the applicable statute of limitations to four years and to dismiss a portion of the claims. The court, however, denied our motion to dismiss some of the claims, including the RICO claims. Loss in these lawsuits is reasonably possible, but the amount of any loss is expected to be immaterial.

*Environmental Matters.* SEC regulations require disclosure of certain environmental matters when a governmental authority is a party to the proceedings and the proceedings involve potential monetary sanctions that management reasonably believes could exceed \$100,000.

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In February 2014, FedEx Ground received oral communications from District Attorneys' Offices (representing California's county environmental authorities) and the California Attorney General's Office (representing the California Division of Toxic Substances Control (DTSC)) that they were seeking civil penalties for alleged violations of the state's hazardous waste regulations. Specifically, the California environmental authorities alleged that FedEx Ground improperly generates and/or handles, stores and transports hazardous waste from its stations to its hubs in California. In April 2014, FedEx Ground filed a declaratory judgment action in the United States District Court for the Eastern District of California against the Director of the California DTSC and the County District Attorneys with whom we have been negotiating. In June 2014, the California Attorney General filed a complaint against FedEx Ground in Sacramento County Superior Court alleging violations by FedEx Ground as described above. The County District Attorneys filed a similar complaint in Sacramento County Superior Court in July 2014. The county and state authorities filed a motion to dismiss FedEx Ground's declaratory judgment action, and their motion was granted on January 22, 2015. FedEx Ground filed a notice of appeal with the Ninth Circuit Court of Appeals on February 23, 2015. FedEx Ground and the County District Attorneys reached an agreement to resolve all claims between them, and on August 10, 2015, they filed a negotiated final judgment in Sacramento County Superior Court. In the fourth quarter of 2015, we established an accrual for the final judgment amount, which was immaterial. Loss is reasonably possible as to the action commenced by the DTSC; however, the amount of any loss is expected to be immaterial.

On January 14, 2014, the U.S. Department of Justice (DOJ) issued a Grand Jury Subpoena to FedEx Express relating to an asbestos matter previously investigated by the U.S. Environmental Protection Agency. On May 1, 2014, the DOJ informed us that it had determined to continue to pursue the matter as a criminal case, citing seven asbestos-related regulatory violations associated with removal of roof materials from a hangar in Puerto Rico during cleaning and repair activity, as well as violation of waste disposal requirements. Loss is reasonably possible; however, the amount of any loss is expected to be immaterial.

*Department of Justice Indictment - Internet Pharmacy Shipments.* In the past, we received requests for information from the DOJ in the Northern District of California in connection with a criminal investigation relating to the transportation of packages for online pharmacies that may have shipped pharmaceuticals in violation of federal law. In July 2014, the DOJ filed a criminal indictment in the United States District Court for the Northern District of California in connection with the matter. A superseding indictment was filed in August 2014. The indictment alleges that FedEx Corporation, FedEx Express and FedEx Services, together with certain pharmacies, conspired to unlawfully distribute controlled substances, unlawfully distributed controlled substances and conspired to unlawfully distribute misbranded drugs. The superseding indictment adds conspiracy to launder money counts related to services provided to and payments from online pharmacies. We continue to believe that our employees have acted in good faith at all times and that we have not engaged in any illegal activities.

Accordingly, we will vigorously defend ourselves in this matter. If we are convicted, remedies could include fines, penalties, forfeiture and compliance conditions. Given the early stage of this proceeding, we cannot estimate the amount or range of loss, if any; however, it is reasonably possible that it could be material if we are convicted.

*Other Matters.* On June 30, 2014, we received a Statement of Objections from the French Competition Authority (FCA) addressed to FedEx Express France, formerly known as TATEX, regarding an investigation by the FCA into anticompetitive behavior that is alleged to have occurred primarily in the framework of trade association meetings that included the former general managers of TATEX prior to our acquisition of that company in July 2012. In September 2014, FedEx Express France submitted its observations in response to the Statement of Objections to the FCA. In April 2015, the FCA issued a report responding to the observations submitted by all companies involved in the investigation. We submitted an answer to the FCA's report in early July. A hearing in this matter before the Board of the FCA has been set for September 30, 2015. Loss in this matter is probable, and in the fourth quarter of 2015 we established an accrual for the estimated probable loss. This amount was immaterial.

FedEx and its subsidiaries are subject to other legal proceedings that arise in the ordinary course of their business. In the opinion of management, the aggregate liability, if any, with respect to these other actions will not have a material adverse effect on our financial position, results of operations or cash flows.

**Table of Contents****(9) Supplemental Cash Flow Information**

Cash paid for interest expense and income taxes for the three-month periods ended August 31 was as follows (in millions):

	2015	2014
Cash payments for:		
Interest (net of capitalized interest)	\$ 139	\$ 96
Income taxes	\$ 115	\$ 190
Income tax refunds received	(2)	(2)
Cash tax payments, net	\$ 113	\$ 188

**(10) Condensed Consolidating Financial Statements**

We are required to present condensed consolidating financial information in order for the subsidiary guarantors of our public debt to continue to be exempt from reporting under the Securities Exchange Act of 1934, as amended. FedEx Express, however, currently files reports under such act.

The guarantor subsidiaries, which are wholly owned by FedEx, guarantee \$7.0 billion of our debt. The guarantees are full and unconditional and joint and several. Our guarantor subsidiaries were not determined using geographic, service line or other similar criteria, and as a result, the

Guarantor Subsidiaries and Non-guarantor Subsidiaries columns each include portions of our domestic and international operations. Accordingly, this basis of presentation is not intended to present our financial condition, results of operations or cash flows for any purpose other than to comply with the specific requirements for subsidiary guarantor reporting. Prior year amounts have been recast to conform to the pension accounting changes as discussed in our Annual Report.

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Condensed consolidating financial statements for our guarantor subsidiaries and non-guarantor subsidiaries are presented in the following tables (in millions):

## CONDENSED CONSOLIDATING BALANCE SHEETS

(UNAUDITED)

August 31, 2015

	Parent	Guarantor Subsidiaries	Non-guarantor Subsidiaries	Eliminations	Consolidated
<b>ASSETS</b>					
<b>CURRENT ASSETS</b>					
Cash and cash equivalents	\$ 2,224	\$ 446	\$ 917	\$ (44)	\$ 3,543
Receivables, less allowances	1	4,308	1,349	(41)	5,617
Spare parts, supplies, fuel, prepaid expenses and other, less allowances	25	777	135		937
Deferred income taxes		572	34		606
<b>Total current assets</b>	<b>2,250</b>	<b>6,103</b>	<b>2,435</b>	<b>(85)</b>	<b>10,703</b>
<b>PROPERTY AND EQUIPMENT, AT COST</b>	<b>29</b>	<b>41,521</b>	<b>2,439</b>		<b>43,989</b>
Less accumulated depreciation and amortization	23	21,202	1,281		22,506
<b>Net property and equipment</b>	<b>6</b>	<b>20,319</b>	<b>1,158</b>		<b>21,483</b>
<b>INTERCOMPANY RECEIVABLE</b>		<b>533</b>	<b>1,695</b>	<b>(2,228)</b>	
<b>GOODWILL</b>		<b>1,551</b>	<b>2,241</b>		<b>3,792</b>
<b>INVESTMENT IN SUBSIDIARIES</b>	<b>23,722</b>	<b>3,817</b>		<b>(27,539)</b>	
<b>OTHER ASSETS</b>	<b>2,761</b>	<b>781</b>	<b>416</b>	<b>(2,691)</b>	<b>1,267</b>
	<b>\$ 28,739</b>	<b>\$ 33,104</b>	<b>\$ 7,945</b>	<b>\$ (32,543)</b>	<b>\$ 37,245</b>
<b>LIABILITIES AND STOCKHOLDERS INVESTMENT</b>					
<b>CURRENT LIABILITIES</b>					
Current portion of long-term debt	\$	\$ 6	\$ 8	\$	\$ 14
Accrued salaries and employee benefits	44	1,133	178		1,355
Accounts payable	77	1,326	731	(85)	2,049
Accrued expenses	745	1,400	281		2,426
<b>Total current liabilities</b>	<b>866</b>	<b>3,865</b>	<b>1,198</b>	<b>(85)</b>	<b>5,844</b>
<b>LONG-TERM DEBT, LESS CURRENT PORTION</b>	<b>6,978</b>	<b>248</b>	<b>18</b>		<b>7,244</b>
<b>INTERCOMPANY PAYABLE</b>	<b>2,228</b>			<b>(2,228)</b>	
<b>OTHER LONG-TERM LIABILITIES</b>					
Deferred income taxes		4,237	235	(2,691)	1,781
Other liabilities	3,384	3,446	263		7,093
<b>Total other long-term liabilities</b>	<b>3,384</b>	<b>7,683</b>	<b>498</b>	<b>(2,691)</b>	<b>8,874</b>
<b>STOCKHOLDERS INVESTMENT</b>	<b>15,283</b>	<b>21,308</b>	<b>6,231</b>	<b>(27,539)</b>	<b>15,283</b>
	<b>\$ 28,739</b>	<b>\$ 33,104</b>	<b>\$ 7,945</b>	<b>\$ (32,543)</b>	<b>\$ 37,245</b>





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## CONDENSED CONSOLIDATING BALANCE SHEETS

May 31, 2015

	Parent	Guarantor Subsidiaries	Non-guarantor Subsidiaries	Eliminations	Consolidated
<b>ASSETS</b>					
<b>CURRENT ASSETS</b>					
Cash and cash equivalents	\$ 2,383	\$ 487	\$ 971	\$ (78)	\$ 3,763
Receivables, less allowances	3	4,383	1,385	(52)	5,719
Spare parts, supplies, fuel, prepaid expenses and other, less allowances	41	689	123		853
Deferred income taxes		571	35		606
<b>Total current assets</b>	<b>2,427</b>	<b>6,130</b>	<b>2,514</b>	<b>(130)</b>	<b>10,941</b>
<b>PROPERTY AND EQUIPMENT, AT COST</b>	<b>29</b>	<b>40,364</b>	<b>2,471</b>		<b>42,864</b>
Less accumulated depreciation and amortization	23	20,685	1,281		21,989
<b>Net property and equipment</b>	<b>6</b>	<b>19,679</b>	<b>1,190</b>		<b>20,875</b>
<b>INTERCOMPANY RECEIVABLE</b>		<b>686</b>	<b>1,563</b>	<b>(2,249)</b>	
<b>GOODWILL</b>		<b>1,552</b>	<b>2,258</b>		<b>3,810</b>
<b>INVESTMENT IN SUBSIDIARIES</b>	<b>23,173</b>	<b>3,800</b>		<b>(26,973)</b>	
<b>OTHER ASSETS</b>	<b>2,752</b>	<b>898</b>	<b>477</b>	<b>(2,684)</b>	<b>1,443</b>
	<b>\$ 28,358</b>	<b>\$ 32,745</b>	<b>\$ 8,002</b>	<b>\$ (32,036)</b>	<b>\$ 37,069</b>
<b>LIABILITIES AND STOCKHOLDERS</b>					
<b>INVESTMENT</b>					
<b>CURRENT LIABILITIES</b>					
Current portion of long-term debt	\$	\$ 7	\$ 12	\$	\$ 19
Accrued salaries and employee benefits	34	1,208	194		1,436
Accounts payable	5	1,433	758	(130)	2,066
Accrued expenses	604	1,557	275		2,436
<b>Total current liabilities</b>	<b>643</b>	<b>4,205</b>	<b>1,239</b>	<b>(130)</b>	<b>5,957</b>
<b>LONG-TERM DEBT, LESS CURRENT PORTION</b>	<b>6,978</b>	<b>248</b>	<b>23</b>		<b>7,249</b>
<b>INTERCOMPANY PAYABLE</b>	<b>2,249</b>			<b>(2,249)</b>	
<b>OTHER LONG-TERM LIABILITIES</b>					
Deferred income taxes		4,206	225	(2,684)	1,747
Other liabilities	3,495	3,367	261		7,123
<b>Total other long-term liabilities</b>	<b>3,495</b>	<b>7,573</b>	<b>486</b>	<b>(2,684)</b>	<b>8,870</b>
<b>STOCKHOLDERS INVESTMENT</b>	<b>14,993</b>	<b>20,719</b>	<b>6,254</b>	<b>(26,973)</b>	<b>14,993</b>
	<b>\$ 28,358</b>	<b>\$ 32,745</b>	<b>\$ 8,002</b>	<b>\$ (32,036)</b>	<b>\$ 37,069</b>

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## CONDENSED CONSOLIDATING STATEMENTS OF COMPREHENSIVE INCOME

(UNAUDITED)

Three Months Ended August 31, 2015

	Parent	Guarantor Subsidiaries	Non-guarantor Subsidiaries	Eliminations	Consolidated
REVENUES	\$	\$ 9,873	\$ 2,509	\$ (103)	\$ 12,279
OPERATING EXPENSES:					
Salaries and employee benefits	34	3,813	678		4,525
Purchased transportation		1,434	965	(55)	2,344
Rentals and landing fees	1	587	108	(1)	695
Depreciation and amortization		583	65		648
Fuel		691	21		712
Maintenance and repairs		508	40		548
Intercompany charges, net	(69)	(40)	109		
Other	34	1,264	412	(47)	1,663
		8,840	2,398	(103)	11,135
OPERATING INCOME		1,033	111		1,144
OTHER INCOME (EXPENSE):					
Equity in earnings of subsidiaries	692	61		(753)	
Interest, net	(75)	8	4		(63)
Intercompany charges, net	78	(76)	(2)		
Other, net	(3)	(3)	9		3
INCOME BEFORE INCOME TAXES	692	1,023	122	(753)	1,084
Provision for income taxes		357	35		392
NET INCOME	\$ 692	\$ 666	\$ 87	\$ (753)	\$ 692
COMPREHENSIVE INCOME	\$ 674	\$ 651	\$ (42)	\$ (753)	\$ 530

## CONDENSED CONSOLIDATING STATEMENTS OF COMPREHENSIVE INCOME

(UNAUDITED)

Three Months Ended August 31, 2014

(As Adjusted)

	Parent	Guarantor Subsidiaries	Non-guarantor Subsidiaries	Eliminations	Consolidated
REVENUES	\$	\$ 9,769	\$ 2,004	\$ (89)	\$ 11,684
OPERATING EXPENSES:					
Salaries and employee benefits	30	3,534	550		4,114

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Purchased transportation		1,386	711	(43)	2,054
Rentals and landing fees	1	572	88	(1)	660
Depreciation and amortization		595	56		651
Fuel		1,095	25		1,120
Maintenance and repairs		522	34		556
Intercompany charges, net	(95)	2	93		
Other	64	1,165	283	(45)	1,467
		8,871	1,840	(89)	10,622
<b>OPERATING INCOME</b>		<b>898</b>	<b>164</b>		<b>1,062</b>
<b>OTHER INCOME (EXPENSE):</b>					
Equity in earnings of subsidiaries	653	98		(751)	
Interest, net	(53)	4	1		(48)
Intercompany charges, net	54	(59)	5		
Other, net	(1)	(3)	2		(2)
<b>INCOME BEFORE INCOME TAXES</b>	<b>653</b>	<b>938</b>	<b>172</b>	<b>(751)</b>	<b>1,012</b>
Provision for income taxes		296	63		359
<b>NET INCOME</b>	<b>\$ 653</b>	<b>\$ 642</b>	<b>\$ 109</b>	<b>\$ (751)</b>	<b>\$ 653</b>
<b>COMPREHENSIVE INCOME</b>	<b>\$ 636</b>	<b>\$ 638</b>	<b>\$ 83</b>	<b>\$ (751)</b>	<b>\$ 606</b>

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## CONDENSED CONSOLIDATING STATEMENTS OF CASH FLOWS

(UNAUDITED)

Three Months Ended August 31, 2015

	Parent	Guarantor Subsidiaries	Non- guarantor Subsidiaries	Eliminations	Consolidated
<b>CASH PROVIDED BY (USED IN) OPERATING ACTIVITIES</b>	\$ (397)	\$ 1,533	\$ 71	\$ 34	\$ 1,241
<b>INVESTING ACTIVITIES</b>					
Capital expenditures		(1,170)	(39)		(1,209)
Proceeds from asset dispositions and other	(5)	15			10
<b>CASH USED IN INVESTING ACTIVITIES</b>	(5)	(1,155)	(39)		(1,199)
<b>FINANCING ACTIVITIES</b>					
Net transfers from (to) Parent	452	(479)	27		
Payment on loan between subsidiaries		98	(98)		
Intercompany dividends		4	(4)		
Principal payments on debt		(2)	(13)		(15)
Proceeds from stock issuances	46				46
Excess tax benefit on the exercise of stock options	6				6
Dividends paid	(71)				(71)
Purchase of treasury stock	(190)				(190)
Other, net		(25)	25		
<b>CASH (USED IN) PROVIDED BY FINANCING ACTIVITIES</b>	243	(404)	(63)		(224)
<b>Effect of exchange rate changes on cash</b>		(15)	(23)		(38)
Net (decrease) increase in cash and cash equivalents	(159)	(41)	(54)	34	(220)
Cash and cash equivalents at beginning of period	2,383	487	971	(78)	3,763
Cash and cash equivalents at end of period	\$ 2,224	\$ 446	\$ 917	\$ (44)	\$ 3,543

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## CONDENSED CONSOLIDATING STATEMENTS OF CASH FLOWS

(UNAUDITED)

Three Months Ended August 31, 2014

	Parent	Guarantor Subsidiaries	Non- guarantor Subsidiaries	Eliminations	Consolidated
<b>CASH PROVIDED BY (USED IN) OPERATING ACTIVITIES</b>	\$ (67)	\$ 934	\$ 105	\$ 10	\$ 982
<b>INVESTING ACTIVITIES</b>					
Capital expenditures	(1)	(688)	(31)		(720)
Proceeds from asset dispositions and other		7	(3)		4
<b>CASH USED IN INVESTING ACTIVITIES</b>	(1)	(681)	(34)		(716)
<b>FINANCING ACTIVITIES</b>					
Net transfers from (to) Parent	358	(366)	8		
Payment on loan between subsidiaries		103	(103)		
Intercompany dividends		2	(2)		
Proceeds from stock issuances	97				97
Excess tax benefit on the exercise of stock options	10				10
Dividends paid	(57)				(57)
Purchase of treasury stock	(791)				(791)
Other, net		(1)	1		
<b>CASH USED IN FINANCING ACTIVITIES</b>	(383)	(262)	(96)		(741)
Effect of exchange rate changes on cash		(2)	(15)		(17)
Net (decrease) increase in cash and cash equivalents	(451)	(11)	(40)	10	(492)
Cash and cash equivalents at beginning of period	1,756	441	861	(150)	2,908
Cash and cash equivalents at end of period	\$ 1,305	\$ 430	\$ 821	\$ (140)	\$ 2,416

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REPORT OF INDEPENDENT REGISTERED

PUBLIC ACCOUNTING FIRM

The Board of Directors and Stockholders

FedEx Corporation

We have reviewed the condensed consolidated balance sheet of FedEx Corporation as of August 31, 2015, and the related condensed consolidated statements of income, comprehensive income and cash flows for the three-month periods ended August 31, 2015 and 2014. These financial statements are the responsibility of the Company's management.

We conducted our review in accordance with the standards of the Public Company Accounting Oversight Board (United States). A review of interim financial information consists principally of applying analytical procedures and making inquiries of persons responsible for financial and accounting matters. It is substantially less in scope than an audit conducted in accordance with the standards of the Public Company Accounting Oversight Board, the objective of which is the expression of an opinion regarding the financial statements taken as a whole. Accordingly, we do not express such an opinion.

Based on our review, we are not aware of any material modifications that should be made to the condensed consolidated financial statements referred to above for them to be in conformity with U.S. generally accepted accounting principles.

We have previously audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the consolidated balance sheet of FedEx Corporation as of May 31, 2015, and the related consolidated statements of income, comprehensive income, changes in stockholders' investment, and cash flows for the year then ended not presented herein, and in our report dated July 14, 2015, we expressed an unqualified opinion on those consolidated financial statements. In our opinion, the information set forth in the accompanying condensed consolidated balance sheet as of May 31, 2015, is fairly stated, in all material respects, in relation to the consolidated balance sheet from which it has been derived.

/s/ Ernst & Young LLP

Memphis, Tennessee

September 17, 2015

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

**GENERAL**

The following Management's Discussion and Analysis of Results of Operations and Financial Condition ( MD&A ) describes the principal factors affecting the results of operations, liquidity, capital resources, contractual cash obligations and critical accounting estimates of FedEx Corporation ( FedEx ). This discussion should be read in conjunction with the accompanying quarterly unaudited condensed consolidated financial statements and our Annual Report on Form 10-K for the year ended May 31, 2015 ( Annual Report ). Our Annual Report includes additional information about our significant accounting policies, practices and the transactions that underlie our financial results, as well as a detailed discussion of the most significant risks and uncertainties associated with our financial condition and operating results.

We provide a broad portfolio of transportation, e-commerce and business services through companies competing collectively, operating independently and managed collaboratively, under the respected FedEx brand. Our primary operating companies are Federal Express Corporation ( FedEx Express ), the world's largest express transportation company; FedEx Ground Package System, Inc. ( FedEx Ground ), a leading North American provider of small-package ground delivery services; and FedEx Freight, Inc. ( FedEx Freight ), a leading U.S. provider of less-than-truckload ( LTL ) freight services. These companies represent our major service lines and, along with FedEx Corporate Services, Inc. ( FedEx Services ), form the core of our reportable segments.

Our FedEx Services segment provides sales, marketing, information technology, communications and certain back-office support to our transportation segments. In addition, the FedEx Services segment provides customers with retail access to FedEx Express and FedEx Ground shipping services through FedEx Office and Print Services, Inc. ( FedEx Office ) and provides customer service, technical support and billing and collection services through FedEx TechConnect, Inc. ( FedEx TechConnect ). See Reportable Segments for further discussion. Additional information on our businesses can also be found in our Annual Report.

The key indicators necessary to understand our operating results include:

the overall customer demand for our various services based on macro-economic factors and the global economy;

the volumes of transportation services provided through our networks, primarily measured by our average daily volume and shipment weight;

the mix of services purchased by our customers;

the prices we obtain for our services, primarily measured by yield (revenue per package or pound or revenue per hundredweight and shipment for LTL freight shipments);

our ability to manage our cost structure (capital expenditures and operating expenses) to match shifting volume levels; and

the timing and amount of fluctuations in fuel prices and our ability to recover incremental fuel costs through our fuel surcharges. The majority of our operating expenses are directly impacted by revenue and volume levels. Accordingly, we expect these operating expenses to fluctuate on a year-over-year basis consistent with the change in revenues and volumes. Therefore, the discussion of operating expense captions focuses on the key drivers and trends impacting expenses other than changes in revenues and volume. The line item Other operating expenses predominantly includes costs associated with outside service contracts (such as security, facility services and cargo handling), insurance, professional fees, uniforms and advertising.



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Except as otherwise specified, references to years indicate our fiscal year ending May 31, 2016 or ended May 31 of the year referenced and comparisons are to the corresponding period of the prior year. References to our transportation segments include, collectively, our FedEx Express, FedEx Ground and FedEx Freight segments.

**RESULTS OF OPERATIONS****CONSOLIDATED RESULTS**

The following tables compare summary operating results and changes in revenues and operating income (dollars in millions, except per share amounts) for the three-month periods ended August 31:

	2015	2014	Percent Change
Consolidated revenues	\$ 12,279	\$ 11,684	5
FedEx Express Segment operating income	545	377	45
FedEx Ground Segment operating income	537	545	(1)
FedEx Freight Segment operating income	132	168	(21)
Eliminations, corporate and other	(70)	(28)	NM
Consolidated operating income	1,144	1,062	8
FedEx Express Segment operating margin	8.3%	5.5%	280 bp
FedEx Ground Segment operating margin	14.0%	18.4%	(440)bp
FedEx Freight Segment operating margin	8.2%	10.4%	(220)bp
Consolidated operating margin	9.3%	9.1%	20 bp
Consolidated net income	\$ 692	\$ 653	6
Diluted earnings per share	\$ 2.42	\$ 2.26	7

	Year-over-Year Changes	
	Revenues	Operating Income
FedEx Express segment	\$ (271)	\$ 168
FedEx Ground segment	870	(8)
FedEx Freight segment	(8)	(36)
FedEx Services segment	16	
Eliminations, corporate and other	(12)	(42)
	\$ 595	\$ 82

**Overview**

Our results for the first quarter of 2016 improved due to higher operating income at FedEx Express, the benefit of one additional operating day at all our transportation segments and the continued positive impacts from our profit improvement program commenced in 2013. These factors were partially offset by higher incentive compensation accruals, higher self-insurance costs at FedEx Ground and lower than anticipated volume at FedEx Freight.

Eliminations, corporate and other for the first quarter of 2015 included a benefit of \$67 million as a result of our change in recognizing expected return on plan assets for our defined benefit pension and postretirement healthcare plans at the segment level and a legal contingency reserve associated with a multi-district litigation matter.



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The following graphs for FedEx Express, FedEx Ground and FedEx Freight show selected volume trends (in thousands) over the five most recent quarters:

<sup>(1)</sup> International domestic average daily package volume represents our international intra-country express operations.

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The following graphs for FedEx Express, FedEx Ground and FedEx Freight show selected yield trends over the five most recent quarters:

***Revenue***

Revenues increased 5% during the first quarter of 2016 driven by the FedEx Ground segment due to the inclusion of GENCO Distribution System, Inc. ( GENCO ) revenue, as well as rate increases and volume growth in our FedEx Home Delivery service. In addition, revenues increased approximately \$240 million as a result of recording FedEx SmartPost service revenues on a gross basis, versus our previous net treatment, as further discussed in our Annual Report and in Note 1 of our unaudited condensed consolidated financial statements. Lower fuel surcharges had a significant negative impact on revenues at all of our transportation segments but did not materially impact our earnings. In addition, revenues at FedEx Express were negatively impacted by unfavorable exchange rates. One additional operating day benefited revenues in the first quarter of 2016.

**Table of Contents****Operating Expenses**

The following table compares operating expenses expressed as dollar amounts (in millions) and as a percent of revenue for the three-month periods ended August 31:

			Percent of Revenue	
	2015	2014	2015	2014
Operating expenses:				
Salaries and employee benefits	\$ 4,525	\$ 4,114	36.9%	35.2%
Purchased transportation	2,344	2,054	19.1	17.6
Rentals and landing fees	695	660	5.6	5.6
Depreciation and amortization	648	651	5.3	5.6
Fuel	712	1,120	5.8	9.6
Maintenance and repairs	548	556	4.5	4.8
Other	1,663	1,467	13.5	12.5
<b>Total operating expenses</b>	<b>\$ 11,135</b>	<b>\$ 10,622</b>	<b>90.7</b>	<b>90.9</b>
Operating margin			9.3%	9.1%

Our operating margin increased in the first quarter of 2016 primarily due to strong performance at FedEx Express. However, operating margin was partially offset by higher incentive compensation accruals, higher self-insurance costs at FedEx Ground, higher salaries and employee benefits at FedEx Freight, the recording of FedEx SmartPost service revenues on a gross basis and the inclusion of GENCO results.

Operating expenses included an increase in salaries and employee benefits expense of 10% in the first quarter of 2016 due to the inclusion of GENCO results, higher incentive compensation accruals and pay initiatives coupled with increased staffing at FedEx Freight. Purchased transportation costs increased 14% in the first quarter of 2016 due to the recording of FedEx SmartPost service revenues on a gross basis and higher volumes and higher utilization of third-party transportation providers at FedEx Ground. Other expenses were driven 13% higher in the first quarter of 2016 due to the inclusion of GENCO results and higher self-insurance insurance costs at FedEx Ground.

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***Fuel***

The following graph for our transportation segments shows our average cost of jet and vehicle fuel per gallon for the five most recent quarters:

Fuel expense decreased 36% in the first quarter of 2016 due to lower fuel prices. However, fuel prices represent only one component of the two factors we consider meaningful in understanding the impact of fuel on our business. Consideration must also be given to the fuel surcharge revenue we collect. Accordingly, we believe discussion of the net impact of fuel on our results, which is a comparison of the year-over-year change in these two factors, is important to understand the impact of fuel on our business. In order to provide information about the impact of fuel surcharges on the trend in revenue and yield growth, we have included the comparative weighted-average fuel surcharge percentages in effect for the first quarter of 2016 and 2015 in the accompanying discussions of each of our transportation segments.

The index used to determine the fuel surcharge percentage for our FedEx Freight business adjusts weekly, while our fuel surcharges for the FedEx Express and FedEx Ground businesses incorporate a timing lag of approximately six to eight weeks before they are adjusted for changes in fuel prices. For example, the fuel surcharge index in effect at FedEx Express in August 2015 was set based on June 2015 fuel prices. In addition, the structure of the table that is used to determine our fuel surcharge at FedEx Express and FedEx Ground does not adjust immediately for changes in fuel price, but allows for the fuel surcharge revenue charged to our customers to remain unchanged as long as fuel prices remain within certain ranges.

Beyond these factors, the manner in which we purchase fuel also influences the net impact of fuel on our results. For example, our contracts for jet fuel purchases at FedEx Express are tied to various indices, including the U.S. Gulf Coast index. While many of these indices are aligned, each index may fluctuate at a different pace, driving variability in the prices paid for jet fuel. Furthermore, under these contractual arrangements, approximately 75% of our jet fuel is purchased based on the index price for the preceding week, with the remainder of our purchases tied to the index price for the preceding month, rather than based on daily spot rates. These contractual provisions mitigate the impact of rapidly changing daily spot rates on our jet fuel purchases.

Because of the factors described above, our operating results may be affected should the market price of fuel suddenly change by a significant amount or change by amounts that do not result in an adjustment in our fuel surcharges, which can significantly affect our earnings either positively or negatively in the short-term.

We routinely review our fuel surcharges and our fuel surcharge methodology. On November 2, 2015, FedEx Express and FedEx Ground will update certain tables used to determine fuel surcharges.

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The net impact of fuel had a slightly negative impact to consolidated operating income in the first quarter of 2016. This was driven by the year-over-year decrease in fuel surcharge revenue during these periods, which was partially offset by decreased fuel prices during the first quarter of 2016 versus the prior year.

The net impact of fuel on our operating results does not consider the effects that fuel surcharge levels may have on our business, including changes in demand and shifts in the mix of services purchased by our customers. While fluctuations in fuel surcharge percentages can be significant from period to period, fuel surcharges represent one of the many individual components of our pricing structure that impact our overall revenue and yield. Additional components include the mix of services sold, the base price and extra service charges we obtain for these services and the level of pricing discounts offered.

### ***Income Taxes***

Our effective tax rate was 36.2% for the first quarter of 2016 and 35.5% for the first quarter of 2015. The tax rate in the first quarter of 2015 was lower due to discrete tax benefits related to changes in valuation allowances required in certain entities and jurisdictions. For 2016, we expect our effective tax rate to be between 36.0% and 37.0% prior to any year-end mark-to-market accounting adjustment for defined benefit pension and postretirement healthcare plans ( MTM Adjustment ). The actual rate, however, will depend on a number of factors, including the amount and source of operating income and the impact of the MTM Adjustment.

We are subject to taxation in the United States and various U.S. state, local and foreign jurisdictions. We are currently under examination by the Internal Revenue Service for the 2012 and 2013 tax years. It is reasonably possible that certain income tax return proceedings will be completed during the next 12 months and could result in a change in our balance of unrecognized tax benefits. The expected impact of any changes would not be material to our consolidated financial statements. As of August 31, 2015, there were no material changes to our liabilities for unrecognized tax benefits from May 31, 2015.

### ***Business Acquisitions***

As discussed in our Annual Report, on April 6, 2015, we entered into a conditional agreement to acquire TNT Express N.V. ( TNT Express ) for 4.4 billion (currently, approximately \$5.0 billion). This combination is expected to expand our global portfolio, particularly in Europe, lower our costs to serve our European markets by increasing density in our pickup-and-delivery operations and accelerate our global growth. This acquisition is expected to be completed in the first half of calendar year 2016. The closing of the acquisition is subject to customary conditions, including obtaining all necessary approvals and competition clearances. We expect to secure all relevant competition approvals.

During 2015, we acquired two businesses, expanding our portfolio in e-commerce and supply chain solutions. On January 30, 2015, we acquired GENCO, a leading North American third-party logistics provider, for \$1.4 billion, which was funded using a portion of the proceeds from our January 2015 debt issuance. The financial results of this business are included in the FedEx Ground segment from the date of acquisition.

In addition, on December 16, 2014, we acquired Bongo International, LLC ( Bongo ), a leader in cross-border enablement technologies and solutions, for \$42 million in cash from operations. The financial results of this business are included in the FedEx Express segment from the date of acquisition.

These acquisitions will allow us to enter new markets, as well as strengthen our current service offerings to existing customers. See Note 1 of the accompanying unaudited condensed consolidated financial statements for further discussion of these acquisitions.

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### ***Outlook***

We expect revenue and earnings growth in the second quarter and the full year of 2016 prior to any MTM Adjustment driven by ongoing improvements in the results of our transportation segments due to volume and yield growth, despite weaker than anticipated economic conditions. Our results in 2016 will continue to benefit from execution of the profit improvement programs announced in 2013, which are further described in our Annual Report. Our expectations for earnings growth in the second quarter and the remainder of 2016 are dependent on key external factors, including fuel prices and the pace of improvement in the global economy. Our outlook for 2016 does not contemplate any impact from our announced intent to acquire TNT Express, such as integration planning or transaction costs or the operating activities of TNT Express if the transaction is consummated.

*Other Outlook Matters.* For details on key 2016 capital projects, refer to the *Liquidity Outlook* section of this MD&A.

As described in Note 8 of the accompanying unaudited condensed consolidated financial statements and the *Independent Contractor Model* section of our FedEx Ground segment MD&A, we are involved in a number of lawsuits and other proceedings that challenge the status of FedEx Ground's owner-operators as independent contractors. FedEx Ground anticipates continuing changes to its relationships with its owner-operators. The nature, timing and amount of any changes are dependent on the outcome of numerous future events. We cannot reasonably estimate the potential impact of any such changes or a meaningful range of potential outcomes, although they could be material. However, we do not believe that any such changes will impair our ability to operate and profitably grow our FedEx Ground business.

See *Forward-Looking Statements* for a discussion of these and other potential risks and uncertainties that could materially affect our future performance.

### ***RECENT ACCOUNTING GUIDANCE***

New accounting rules and disclosure requirements can significantly impact our reported results and the comparability of our financial statements. These matters are described in our Annual Report.

We believe that no other new accounting guidance was adopted or issued during the first three months of 2016 that is relevant to the readers of our financial statements. However, there are numerous new proposals under development which, if and when enacted, may have a significant impact on our financial reporting.



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***REPORTABLE SEGMENTS***

FedEx Express, FedEx Ground and FedEx Freight represent our major service lines and, along with FedEx Services, form the core of our reportable segments. Our reportable segments include the following businesses:

<b>FedEx Express Segment</b>	FedEx Express (express transportation) FedEx Trade Networks (air and ocean freight forwarding and customs brokerage) FedEx SupplyChain Systems (logistics services) Bongo (cross-border enablement technology and solutions)
<b>FedEx Ground Segment</b>	FedEx Ground (small-package ground delivery) GENCO (third-party logistics)
<b>FedEx Freight Segment</b>	FedEx Freight (LTL freight transportation) FedEx Custom Critical (time-critical transportation)
<b>FedEx Services Segment</b>	FedEx Services (sales, marketing, information technology, communications and back-office functions) FedEx TechConnect (customer service, technical support, billings and collections) FedEx Office (document and business services and package acceptance)

***FEDEX SERVICES SEGMENT***

The operating expenses line item *Intercompany charges* on the accompanying unaudited condensed consolidated financial statements of our transportation segments reflects the allocations from the FedEx Services segment to the respective transportation segments. The allocations of net operating costs are based on metrics such as relative revenues or estimated services provided.

The FedEx Services segment provides direct and indirect support to our transportation businesses, and we allocate all of the net operating costs of the FedEx Services segment (including the net operating results of FedEx Office) to reflect the full cost of operating our transportation businesses in the results of those segments. Within the FedEx Services segment allocation, the net operating results of FedEx Office, which are an immaterial component of our allocations, are allocated to FedEx Express and FedEx Ground. We review and evaluate the performance of our transportation segments based on operating income (inclusive of FedEx Services segment allocations). For the FedEx Services segment, performance is evaluated based on the impact of its total allocated net operating costs on our transportation segments. We believe these allocations approximate the net cost of providing these functions. Our allocation methodologies are refined periodically, as necessary, to reflect changes in our businesses.

***ELIMINATIONS, CORPORATE AND OTHER***

Certain FedEx operating companies provide transportation and related services for other FedEx companies outside their reportable segment. Billings for such services are based on negotiated rates, which we believe approximate fair value, and are reflected as revenues of the billing segment. These rates are adjusted from time to time based on market conditions. Such intersegment revenues and expenses are eliminated in our consolidated results and are not separately identified in the following segment information, because the amounts are not material.

Corporate and other includes corporate headquarters costs for executive officers, certain other legal and financial functions, as well as certain other costs and credits not attributed to our core business. These costs are not allocated to the business segments.

**Table of Contents****FEDEX EXPRESS SEGMENT**

FedEx Express offers a wide range of U.S. domestic and international shipping services for delivery of packages and freight including priority services, which provide time-definite delivery within one, two or three business days worldwide, and deferred or economy services, which provide time-definite delivery within five business days worldwide. The following table compares revenues, operating expenses, operating expenses as a percent of revenue, operating income (dollars in millions) and operating margin for the three-month periods ended August 31:

	2015	2014	Percent Change		
<b>Revenues:</b>					
<b>Package:</b>					
U.S. overnight box	\$ 1,658	\$ 1,682	(1)		
U.S. overnight envelope	422	415	2		
U.S. deferred	816	795	3		
<b>Total U.S. domestic package revenue</b>	<b>2,896</b>	<b>2,892</b>			
International priority	1,464	1,630	(10)		
International economy	574	571	1		
<b>Total international export package revenue</b>	<b>2,038</b>	<b>2,201</b>	<b>(7)</b>		
International domestic <sup>(1)</sup>	327	371	(12)		
<b>Total package revenue</b>	<b>5,261</b>	<b>5,464</b>	<b>(4)</b>		
<b>Freight:</b>					
U.S.	573	579	(1)		
International priority	350	395	(11)		
International airfreight	36	46	(22)		
<b>Total freight revenue</b>	<b>959</b>	<b>1,020</b>	<b>(6)</b>	<b>Percent of Revenue</b>	
<b>Other<sup>(2)</sup></b>	<b>371</b>	<b>378</b>	<b>(2)</b>	<b>2015</b>	<b>2014</b>
<b>Total revenues</b>	<b>6,591</b>	<b>6,862</b>	<b>(4)</b>	<b>100.0%</b>	<b>100.0%</b>
<b>Operating expenses:</b>					
Salaries and employee benefits	2,523	2,478	2	38.3	36.1
Purchased transportation	601	647	(7)	9.1	9.4
Rentals and landing fees	410	426	(4)	6.2	6.2
Depreciation and amortization	347	374	(7)	5.3	5.5
Fuel	607	970	(37)	9.2	14.1
Maintenance and repairs	345	379	(9)	5.2	5.5
Intercompany charges	445	448	(1)	6.7	6.6
Other	768	763	1	11.7	11.1
<b>Total operating expenses</b>	<b>6,046</b>	<b>6,485</b>	<b>(7)</b>	<b>91.7%</b>	<b>94.5%</b>
<b>Operating income</b>	<b>\$ 545</b>	<b>\$ 377</b>	<b>45</b>		
<b>Operating margin</b>	<b>8.3%</b>	<b>5.5%</b>	<b>280bp</b>		

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- (1) International domestic revenues represent our international intra-country express operations.
- (2) Includes FedEx Trade Networks, FedEx SupplyChain Systems and Bongo.

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The following table compares selected statistics (in thousands, except yield amounts) for the three-month periods ended August 31:

	2015	2014	Percent Change
<b>Package Statistics<sup>(1)</sup></b>			
Average daily package volume (ADV):			
U.S. overnight box	1,210	1,211	
U.S. overnight envelope	541	527	3
U.S. deferred	865	846	2
<b>Total U.S. domestic ADV</b>	<b>2,616</b>	<b>2,584</b>	<b>1</b>
International priority	389	409	(5)
International economy	176	170	4
<b>Total international export ADV</b>	<b>565</b>	<b>579</b>	<b>(2)</b>
International domestic <sup>(2)</sup>	855	816	5
<b>Total ADV</b>	<b>4,036</b>	<b>3,979</b>	<b>1</b>
Revenue per package (yield):			
U.S. overnight box	\$ 21.08	\$ 21.69	(3)
U.S. overnight envelope	11.99	12.32	(3)
U.S. deferred	14.52	14.68	(1)
U.S. domestic composite	17.03	17.49	(3)
International priority	57.86	62.19	(7)
International economy	50.18	52.60	(5)
International export composite	55.47	59.38	(7)
International domestic <sup>(2)</sup>	5.88	7.10	(17)
Composite package yield	20.05	21.46	(7)
Freight Statistics <sup>(1)</sup>			
Average daily freight pounds:			
U.S.	7,278	7,318	(1)
International priority	2,491	2,792	(11)
International airfreight	609	670	(9)
<b>Total average daily freight pounds</b>	<b>10,378</b>	<b>10,780</b>	<b>(4)</b>
Revenue per pound (yield):			
U.S.	\$ 1.21	\$ 1.24	(2)
International priority	2.16	2.21	(2)
International airfreight	0.92	1.07	(14)
Composite freight yield	1.42	1.48	(4)

<sup>(1)</sup> Package and freight statistics include only the operations of FedEx Express.

<sup>(2)</sup> International domestic statistics represent our international intra-country express operations.

**FedEx Express Segment Revenues**

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FedEx Express segment revenues decreased 4% in the first quarter of 2016 due to the negative impact of lower fuel surcharges and unfavorable exchange rates, which were partially offset by U.S. domestic base yield and volume growth and international export base yield growth. U.S. domestic average daily volumes increased 1% in the first quarter of 2016 driven by both our deferred and overnight service offerings. U.S. domestic yields decreased 3% in the first quarter of 2016 due to the negative impact of lower fuel surcharges, which were partially offset by higher base rates. International export yields decreased 7% in the first quarter of 2016 due to the negative impact of lower fuel surcharges and unfavorable exchange rates and were partially offset by higher base rates and higher weights. International domestic revenues declined 12% in the first quarter of 2016 due to the negative impact of unfavorable exchange rates, which were partially offset by a 5% volume increase. One additional operating day benefited revenues in the first quarter of 2016.

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Our fuel surcharges are indexed to the spot price for jet fuel. Using this index, the U.S. domestic and outbound fuel surcharge percentages and the international fuel surcharge percentages ranged as follows for the three-month periods ended August 31:

	2015	2014
<b>U.S. Domestic and Outbound Fuel Surcharge:</b>		
Low	3.00%	9.50%
High	4.00	9.50
Weighted-average	3.34	9.50
<b>International Fuel Surcharges:</b>		
Low	3.00	13.50
High	12.00	18.00
Weighted-average	8.82	16.26

On September 15, 2015, FedEx Express announced a 4.9% average list price increase for FedEx Express U.S. domestic, U.S. export and U.S. import services effective January 4, 2016. In addition, effective November 2, 2015, FedEx Express will update certain tables used to determine fuel surcharges. On February 2, 2015, FedEx Express updated the tables used to determine fuel surcharges. On September 16, 2014, FedEx Express announced a 4.9% average list price increase for FedEx Express U.S. domestic, U.S. export and U.S. import services effective January 5, 2015. In January 2014, we implemented a 3.9% average list price increase for FedEx Express U.S. domestic, U.S. export and U.S. import services.

***FedEx Express Segment Operating Income***

FedEx Express operating income increased 45% and operating margin grew 280 basis points in the first quarter of 2016, despite a 4% revenue decline. This increase was primarily driven by higher international export and U.S. domestic base yield growth, the benefit from one additional operating day and lower international expenses due to currency exchange rates. These factors were partially offset by higher incentive compensation accruals. Profit improvement program initiatives continued to improve revenue quality and constrain expenses for the first quarter of 2016.

Salaries and employee benefits increased 2% in the first quarter of 2016 due to merit increases and higher incentive compensation accruals. Maintenance and repairs expense decreased 9% in the first quarter of 2016 due to the timing of prior year aircraft maintenance events. Aircraft retirements during 2015 drove a 7% decrease in depreciation and amortization expense in the first quarter of 2016. Purchased transportation expenses decreased 7% in the first quarter of 2016 driven by a favorable exchange rate impact.

Fuel expense decreased 37% during the first quarter of 2016 due to lower aircraft fuel prices. See the Fuel section of this MD&A for a description and additional discussion of the net impact of fuel on our operating results.

**Table of Contents****FEDEX GROUND SEGMENT**

FedEx Ground service offerings include day-certain delivery to businesses in the U.S. and Canada and to nearly 100% of U.S. residences. On August 31, 2015, our FedEx SmartPost business was merged into FedEx Ground. The FedEx SmartPost service remains an important component of our FedEx Ground service offerings; however, for presentation purposes, FedEx SmartPost service revenues and operating statistics have been combined with our FedEx Ground service offerings. Also, on June 1, 2015, we prospectively began recording revenues associated with the FedEx SmartPost service on a gross basis and including postal fees in revenues and expenses, versus our previous net treatment as discussed in our Annual Report. On January 30, 2015, we acquired GENCO, a leading North American third-party logistics provider. GENCO's financial results are included in the following table from the date of acquisition, which has impacted the year-over-year comparability of revenue and operating expenses. The following tables compare revenues, operating expenses, operating expenses as a percent of revenue, operating income (dollars in millions) and operating margin and selected package statistics (in thousands, except yield amounts) for the three-month periods ended August 31:

	2015	2014	Percent Change		
<b>Revenues:</b>					
FedEx Ground	\$ 3,460	\$ 2,960	17	Percent of Revenue	
GENCO	370		NM	2015	2014
Total revenues	3,830	2,960	29	100.0%	100.0%
<b>Operating expenses:</b>					
Salaries and employee benefits	653	448	46	17.0	15.1
Purchased transportation	1,527	1,154	32	39.9	39.0
Rentals	145	108	34	3.8	3.7
Depreciation and amortization	146	119	23	3.8	4.0
Fuel	3	3		0.1	0.1
Maintenance and repairs	69	56	23	1.8	1.9
Intercompany charges	297	275	8	7.8	9.3
Other	453	252	80	11.8	8.5
Total operating expenses	3,293	2,415	36	86.0%	81.6%
Operating income	\$ 537	\$ 545	(1)		
Operating margin	14.0%	18.4%	(440)bp		
<b>Average daily package volume</b>					
FedEx Ground	6,717	6,456	4		
<b>Revenue per package (yield)</b>					
FedEx Ground	\$ 7.91	\$ 7.15	11		

**FedEx Ground Segment Revenues**

FedEx Ground segment revenues increased 29% during the first quarter of 2016 due to the inclusion of GENCO revenue, the recording of FedEx SmartPost revenues on a gross basis and yield and volume growth at FedEx Ground, and were partially offset by lower fuel surcharges. Revenues increased approximately \$240 million as a result of recording FedEx SmartPost revenues on a gross basis, versus our previous net treatment, as further discussed in our Annual Report.

Average daily volume at FedEx Ground increased 4% during the first quarter of 2016 primarily due to continued growth in our FedEx Home Delivery service. FedEx Ground yield increased 11% during the first quarter of 2016 primarily due to the recording of FedEx SmartPost revenues on a gross basis, versus our previous net treatment, dimensional weight charges and increased rates, and was partially offset by lower fuel surcharges.





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The FedEx Ground fuel surcharge is based on a rounded average of the national U.S. on-highway average price for a gallon of diesel fuel, as published by the Department of Energy. Our fuel surcharge percentages ranged as follows for the three-month periods ended August 31:

	2015	2014
Low	4.00%	6.50%
High	4.50	7.00
Weighted-average	4.30	6.83

On September 15, 2015, FedEx Ground announced a 4.9% increase in average list price effective January 4, 2016. In addition, FedEx Ground is increasing surcharges for shipments that exceed the published maximum weight or dimensional limits and updating certain tables used to determine fuel surcharges effective November 2, 2015. On February 2, 2015, FedEx Ground updated the tables used to determine fuel surcharges. On September 16, 2014, FedEx Ground and FedEx Home Delivery announced a 4.9% increase in average list price effective January 5, 2015. In addition, as announced in May 2014, FedEx Ground began applying dimensional weight pricing to all shipments effective January 5, 2015. In January 2014, FedEx Ground and FedEx Home Delivery implemented a 4.9% increase in average list price. FedEx SmartPost rates also increased.

***FedEx Ground Segment Operating Income***

FedEx Ground segment operating income and margin decreased during the first quarter of 2016 due to higher self-insurance costs and higher than expected operational costs due in part to increasing package sizes. In addition, the inclusion of GENCO results and the recording of FedEx SmartPost revenues on a gross basis negatively impacted operating margin for the first quarter of 2016. These factors were partially offset by yield and volume growth and the benefit of one additional operating day.

The inclusion of GENCO in the FedEx Ground segment results has impacted the year-over-year comparability of all operating expenses. Along with incremental costs from GENCO, purchased transportation expense increased 32% in the first quarter of 2016 due to the recording of FedEx SmartPost revenues on a gross basis, as further discussed in this MD&A, higher volumes and higher utilization of third-party transportation providers. Salaries and employee benefits expense increased 46% during the first quarter of 2016 due to the inclusion of GENCO results, additional staffing to support volume growth and higher healthcare costs. Other expense increased 80% in the first quarter of 2016 primarily due to the addition of GENCO results and higher self-insurance costs. Rentals expense increased 34% in the first quarter of 2016 due to network expansion and the inclusion of GENCO results. Depreciation and amortization expense increased 23% in the first quarter of 2016 due to network expansion and the inclusion of GENCO results.

***Independent Contractor Model***

FedEx Ground is involved in numerous lawsuits and other proceedings (such as state tax or other administrative challenges) where the classification of its independent contractors is at issue. We are vigorously defending ourselves in all of these proceedings and continue to believe that FedEx Ground's owner-operators are properly classified as independent contractors and not employees of FedEx Ground. For a description of these proceedings, see Note 8 of the accompanying unaudited condensed consolidated financial statements.

For additional information on the FedEx Ground Independent Service Provider model, see Part 1, Item 1 of our Annual Report under the caption Independent Contractor Model.

**Table of Contents****FEDEX FREIGHT SEGMENT**

FedEx Freight service offerings include priority services when speed is critical and economy services when time can be traded for savings. The following table compares revenues, operating expenses, operating expenses as a percent of revenue, operating income (dollars in millions), operating margin and selected statistics for the three-month periods ended August 31:

	2015	2014	Percent Change	Percent of Revenue 2015	Percent of Revenue 2014
Revenues	\$ 1,601	\$ 1,609		100.0%	100.0%
Operating expenses:					
Salaries and employee benefits	721	656	10	45.0	40.8
Purchased transportation	251	284	(12)	15.7	17.7
Rentals	43	32	34	2.7	2.0
Depreciation and amortization	59	58	2	3.7	3.6
Fuel	102	147	(31)	6.4	9.1
Maintenance and repairs	53	46	15	3.3	2.9
Intercompany charges	113	110	3	7.1	6.8
Other	127	108	18	7.9	6.7
Total operating expenses	1,469	1,441	2	91.8%	89.6%
Operating income	\$ 132	\$ 168	(21)		
Operating margin	8.2%	10.4%	(220)bp		
Average daily LTL shipments (in thousands)					
Priority	66.5	69.0	(4)		
Economy	30.7	29.1	5		
Total average daily LTL shipments	97.2	98.1	(1)		
Weight per LTL shipment (lbs)					
Priority	1,198	1,258	(5)		
Economy	1,168	1,013	15		
Composite weight per LTL shipment	1,189	1,185			
LTL revenue per shipment					
Priority	\$ 223.26	\$ 228.07	(2)		
Economy	269.33	265.42	1		
Composite LTL revenue per shipment	\$ 237.81	\$ 239.16	(1)		
LTL revenue per hundredweight					
Priority	\$ 18.63	\$ 18.14	3		
Economy	23.06	26.19	(12)		
Composite LTL revenue per hundredweight	\$ 20.01	\$ 20.18	(1)		

**FedEx Freight Segment Revenues**

FedEx Freight segment revenues were essentially flat during the first quarter of 2016 as the benefit of one additional operating day was offset by slightly lower revenue per LTL shipment and lower average daily LTL shipments. Revenue per LTL shipment was down as rate increases were more than offset by lower fuel surcharge revenue. Average daily LTL shipments decreased 1% in the first fiscal quarter of 2016 due to decreased demand in the market.



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The indexed LTL fuel surcharge is based on the average of the national U.S. on-highway average price for a gallon of diesel fuel, as published by the Department of Energy. The indexed LTL fuel surcharge percentages ranged as follows for the three-month periods ended August 31:

	2015	2014
Low	21.40%	25.70%
High	23.10	26.20
Weighted-average	22.40	26.00

On September 15, 2015, FedEx Freight announced a 4.9% average increase in certain U.S. and other shipping rates effective January 4, 2016. On February 2, 2015, FedEx Freight updated the tables used to determine fuel surcharges. On September 16, 2014, FedEx Freight announced a 4.9% average increase in certain U.S. and other shipping rates effective January 5, 2015. In June 2014, FedEx Freight increased its published fuel surcharge indices by three percentage points. In March 2014, FedEx Freight increased certain U.S. and other shipping rates by an average of 3.9%. In July 2013, FedEx Freight increased certain U.S. and other shipping rates by an average of 4.5%.

***FedEx Freight Segment Operating Income***

FedEx Freight segment operating income and operating margin decreased in the first quarter of 2016 due to salaries and employee benefits expense outpacing lower than anticipated volume, as well as a facility closure charge. Within operating expenses, salaries and employee benefits increased 10% driven by pay initiatives in the current quarter, increased staffing levels that anticipated higher shipment volumes and deferral of pay increases in the prior year. Other expenses increased 18% in the first quarter of 2016 primarily due to a legal reserve, higher supplies expense and higher cargo claims. Rentals increased 34% driven primarily by a charge related to a facility closure. Purchased transportation expense decreased 12% due to lower utilization of third-party transportation providers and lower rates.

**Table of Contents****FINANCIAL CONDITION****LIQUIDITY**

Cash and cash equivalents totaled \$3.5 billion at August 31, 2015, compared to \$3.8 billion at May 31, 2015. The following table provides a summary of our cash flows for the three-month periods ended August 31 (in millions):

	2015	2014
<b>Operating activities:</b>		
Net income	\$ 692	\$ 653
Noncash charges and credits	749	712
Changes in assets and liabilities	(200)	(383)
<b>Cash provided by operating activities</b>	<b>1,241</b>	<b>982</b>
<b>Investing activities:</b>		
Capital expenditures	(1,209)	(720)
Proceeds from asset dispositions and other	10	4
<b>Cash used in investing activities</b>	<b>(1,199)</b>	<b>(716)</b>
<b>Financing activities:</b>		
Principal payments on debt	(15)	
Proceeds from stock issuances	46	97
Excess tax benefit on the exercise of stock options	6	10
Dividends paid	(71)	(57)
Purchase of treasury stock	(190)	(791)
<b>Cash used in financing activities</b>	<b>(224)</b>	<b>(741)</b>
<b>Effect of exchange rate changes on cash</b>	<b>(38)</b>	<b>(17)</b>
<b>Net decrease in cash and cash equivalents</b>	<b>\$ (220)</b>	<b>\$ (492)</b>
<b>Cash and cash equivalents at the end of period</b>	<b>\$ 3,543</b>	<b>\$ 2,416</b>

Cash flows from operating activities increased \$259 million in the first quarter of 2016 predominately due to higher net income and lower income tax payments. Capital expenditures during the first three months of 2016 were higher than capital expenditures in the first three months of 2015, primarily due to increased spending for aircraft at FedEx Express. See [Capital Resources](#) for a discussion of capital expenditures during 2016 and 2015.

In September 2014, our Board of Directors authorized the repurchase of up to 15 million shares of common stock. During the first quarter of 2016, we repurchased 1.1 million shares of FedEx common stock at an average price of \$172 per share for a total of \$190 million. As of August 31, 2015, 11.1 million shares remained under the share repurchase authorization. This authorization may be utilized to offset equity compensation and dilution and for opportunistic repurchases based on market conditions and other factors. The timing and volume of repurchases are at the discretion of management.

**Table of Contents****CAPITAL RESOURCES**

Our operations are capital intensive, characterized by significant investments in aircraft, vehicles, technology, facilities, and package-handling and sort equipment. The amount and timing of capital additions depend on various factors, including pre-existing contractual commitments, anticipated volume growth, domestic and international economic conditions, new or enhanced services, geographical expansion of services, availability of satisfactory financing and actions of regulatory authorities.

The following table compares capital expenditures by asset category and reportable segment for the three-month periods ended August 31 (in millions):

	2015	2014	Dollar Change	Percent Change
Aircraft and related equipment	\$ 622	\$ 299	\$ 323	108
Facilities and sort equipment	249	147	102	69
Vehicles	220	129	91	71
Information and technology investments	71	74	(3)	(4)
Other equipment	47	71	(24)	(34)
Total capital expenditures	\$ 1,209	\$ 720	\$ 489	68
FedEx Express segment	834	467	367	79
FedEx Ground segment	221	140	81	58
FedEx Freight segment	63	36	27	75
FedEx Services segment	91	77	14	18
Total capital expenditures	\$ 1,209	\$ 720	\$ 489	68

Capital expenditures during the first quarter of 2016 were higher than the prior-year period primarily due to increased spending for aircraft at FedEx Express. Aircraft and related equipment purchases at FedEx Express during the first quarter of 2016 included the delivery of five Boeing 767-300 Freighter ( B767F ) aircraft and one Boeing 777 Freighter aircraft, as well as the modification of certain aircraft before being placed into service.

**LIQUIDITY OUTLOOK**

We believe that our cash and cash equivalents, cash flow from operations and available financing sources are adequate to meet our liquidity needs, including working capital, capital expenditure requirements and debt payment obligations. Our cash and cash equivalents balance at August 31, 2015 includes \$448 million of cash in offshore jurisdictions associated with our permanent reinvestment strategy. We do not believe that the indefinite reinvestment of these funds offshore impairs our ability to meet our domestic debt or working capital obligations. Although we expect higher capital expenditures in 2016, we anticipate that our cash flow from operations will be sufficient to fund these expenditures. Historically, we have been successful in obtaining unsecured financing, from both domestic and international sources, although the marketplace for such investment capital can become restricted depending on a variety of economic factors.

Our capital expenditures are expected to be approximately \$4.6 billion in 2016 and include spending for aircraft and aircraft-related equipment at FedEx Express, sort facility expansion, primarily at FedEx Ground, and vehicle replacement at all our transportation segments. We invested \$622 million in aircraft and aircraft-related equipment in the first quarter of 2016 and expect to invest an additional \$0.9 billion for aircraft and aircraft-related equipment during the remainder of 2016.

On July 21, 2015, FedEx Express entered into a supplemental agreement to purchase 50 additional B767F aircraft from Boeing. Four of the 50 additional B767F aircraft purchases are conditioned upon there being no event that causes FedEx Express or its employees not to be covered by the Railway Labor Act of 1926, as amended. The 50 additional B767F aircraft are expected to be delivered from fiscal 2018 through fiscal 2023 and will enable FedEx Express to continue to improve the efficiency and reliability of its aircraft fleet.



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In September 2015, we expect to file a new shelf registration statement with the Securities and Exchange Commission ( SEC ) that will allow us to sell, in one or more future offerings, any combination of our unsecured debt securities and common stock.

We plan to finance the aggregate consideration of the announced intent to acquire TNT Express by utilizing available cash on our balance sheet and through available financing sources.

A \$1 billion revolving credit facility is available to finance our operations and other cash flow needs and to provide support for the issuance of commercial paper. We are in compliance with all the covenants of our revolving credit agreement and do not expect the covenants to affect our operations, including our liquidity or expected funding needs. As of August 31, 2015, no commercial paper was outstanding and the entire \$1 billion under the revolving credit facility was available for future borrowings. See Note 3 and our Annual Report for a description of the term and significant covenants of our revolving credit facility.

In September 2015, we made \$165 million in required contributions to our tax-qualified U.S. domestic pension plans ( U.S. Pension Plans ). Our U.S. Pension Plans have ample funds to meet expected benefit payments. For the remainder of 2016, we have \$330 million in required contributions to our U.S. Pension Plans.

Standard & Poor's has assigned us a senior unsecured debt credit rating of BBB and commercial paper rating of A-2 and a ratings outlook of stable. Moody's Investors Service has assigned us a senior unsecured debt credit rating of Baa1 and commercial paper rating of P-2 and a ratings outlook of negative. If our credit ratings drop, our interest expense may increase. If our commercial paper ratings drop below current levels, we may have difficulty utilizing the commercial paper market. If our senior unsecured debt credit ratings drop below investment grade, our access to financing may become limited.



**Table of Contents****CONTRACTUAL CASH OBLIGATIONS AND OFF-BALANCE SHEET ARRANGEMENTS**

The following table sets forth a summary of our contractual cash obligations as of August 31, 2015. Certain of these contractual obligations are reflected in our balance sheet, while others are disclosed as future obligations under accounting principles generally accepted in the United States. Except for the current portion of interest on long-term debt, this table does not include amounts already recorded in our balance sheet as current liabilities at August 31, 2015. We have certain contingent liabilities that are not accrued in our balance sheet in accordance with accounting principles generally accepted in the United States. These contingent liabilities are not included in the table below. We have other long-term liabilities reflected in our balance sheet, including deferred income taxes, qualified and nonqualified pension and postretirement healthcare plan liabilities and other self-insurance accruals. The payment obligations associated with these liabilities are not reflected in the table below due to the absence of scheduled maturities. Accordingly, this table is not meant to represent a forecast of our total cash expenditures for any of the periods presented.

	Payments Due by Fiscal Year (Undiscounted)						Total
	(in millions)						
	2016 <sup>(1)</sup>	2017	2018	2019	2020	Thereafter	
<b>Operating activities:</b>							
Operating leases	\$ 1,686	\$ 2,293	\$ 1,804	\$ 1,560	\$ 1,316	\$ 7,714	\$ 16,373
Non-capital purchase obligations and other	316	258	148	70	22	90	904
Interest on long-term debt	173	320	320	320	260	5,331	6,724
Quarterly contributions to our U.S. Pension Plans	495						495
<b>Investing activities:</b>							
Aircraft and aircraft-related capital commitments	657	1,240	1,739	1,584	1,638	5,962	12,820
Other capital purchase obligations	5	6	1	1	1	8	22
<b>Financing activities:</b>							
Debt				750	400	6,090	7,240
<b>Total</b>	<b>\$ 3,332</b>	<b>\$ 4,117</b>	<b>\$ 4,012</b>	<b>\$ 4,285</b>	<b>\$ 3,637</b>	<b>\$ 25,195</b>	<b>\$ 44,578</b>

<sup>(1)</sup> Cash obligations for the remainder of 2016.

Open purchase orders that are cancelable are not considered unconditional purchase obligations for financial reporting purposes and are not included in the table above. Such purchase orders often represent authorizations to purchase rather than binding agreements. See Note 7 of the accompanying unaudited condensed consolidated financial statements for more information.

*Operating Activities*

The amounts reflected in the table above for operating leases represent future minimum lease payments under noncancelable operating leases (principally aircraft and facilities) with an initial or remaining term in excess of one year at August 31, 2015.

Included in the table above within the caption entitled "Non-capital purchase obligations and other" is our estimate of the current portion of the liability (\$1 million) for uncertain tax positions and amounts for purchase obligations that represent noncancelable agreements to purchase goods or services that are not capital related. Such contracts include those for printing and advertising and promotions contracts. We cannot reasonably estimate the timing of the long-term payments or the amount by which the liability for uncertain tax positions will increase or decrease over time; therefore, the long-term portion of the liability for uncertain tax positions (\$30 million) is excluded from the table.

The amounts reflected in the table above for interest on long-term debt represent future interest payments due on our long-term debt, all of which are fixed rate.

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We had \$411 million in deposits and progress payments as of August 31, 2015 on aircraft purchases and other planned aircraft-related transactions.

### *Investing Activities*

The amounts reflected in the table above for capital purchase obligations represent noncancelable agreements to purchase capital-related equipment. Such contracts include those for certain purchases of aircraft, aircraft modifications, vehicles, facilities, computers and other equipment.

### *Financing Activities*

The amounts reflected in the table above for long-term debt represent future scheduled payments on our long-term debt. For the remainder of 2016, we have no scheduled principal debt payments.

Additional information on amounts included within the operating, investing and financing activities captions in the table above can be found in our Annual Report.

## **CRITICAL ACCOUNTING ESTIMATES**

The preparation of financial statements in accordance with accounting principles generally accepted in the United States requires management to make significant judgments and estimates to develop amounts reflected and disclosed in the financial statements. In many cases, there are alternative policies or estimation techniques that could be used. We maintain a thorough process to review the application of our accounting policies and to evaluate the appropriateness of the many estimates that are required to prepare the financial statements of a complex, global corporation. However, even under optimal circumstances, estimates routinely require adjustment based on changing circumstances and new or better information.

**GOODWILL.** Goodwill is tested for impairment between annual tests whenever events or circumstances make it more likely than not that the fair value of a reporting unit has fallen below its carrying value. We do not believe there has been any change of events or circumstances that would indicate that a reevaluation of the goodwill of our reporting units is required as of August 31, 2015, nor do we believe the goodwill of our reporting units is at risk of failing impairment testing. For additional details on goodwill impairment testing, refer to Note 1 of our Annual Report.

Information regarding our critical accounting estimates can be found in our Annual Report, including Note 1 to the financial statements therein. Management has discussed the development and selection of these critical accounting estimates with the Audit Committee of our Board of Directors and with our independent registered public accounting firm.

## **FORWARD-LOOKING STATEMENTS**

Certain statements in this report, including (but not limited to) those contained in Outlook, Liquidity, Capital Resources, Liquidity Outlook, Contractual Cash Obligations and Critical Accounting Estimates, and the General, Retirement Plans, and Contingencies notes to the consolidated financial statements, are forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995 with respect to our financial condition, results of operations, cash flows, plans, objectives, future performance and business. Forward-looking statements include those preceded by, followed by or that include the words may, could, would, should, believes, expects, anticipates, plans, estimate, projects, intends or similar expressions. These forward-looking statements involve risks and uncertainties. Actual results may differ materially from those contemplated (expressed or implied) by such forward-looking statements, because of, among other things, potential risks and uncertainties, such as:

economic conditions in the global markets in which we operate;

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significant changes in the volumes of shipments transported through our networks, customer demand for our various services or the prices we obtain for our services;

damage to our reputation or loss of brand equity;

cybersecurity incidents or disruptions to the Internet or our technology infrastructure, including those impacting our computer systems and website, which can adversely affect our operations and reputation among customers;

the price and availability of jet and vehicle fuel;

our ability to manage our cost structure for capital expenditures and operating expenses, and match it to shifting and future customer volume levels;

the impact of intense competition on our ability to maintain or increase our prices (including our fuel surcharges in response to fluctuating fuel price) or to maintain or grow our market share;

our ability to successfully execute the TNT Express acquisition on favorable terms, a timely basis or at all;

our ability to effectively operate, integrate, leverage and grow acquired businesses, and to continue to support the value we allocate to these acquired businesses, including their goodwill;

our ability to maintain good relationships with our employees and prevent attempts by labor organizations to organize groups of our employees, which could significantly increase our operating costs and reduce our operational flexibility;

the impact of costs related to (i) challenges to the status of FedEx Ground's owner-operators as independent contractors, rather than employees, and (ii) any related changes to our relationship with these owner-operators;

our ability to execute on our profit improvement programs;

the impact of any international conflicts or terrorist activities on the United States and global economies in general, the transportation industry or us in particular, and what effects these events will have on our costs or the demand for our services;

any impacts on our businesses resulting from new domestic or international government laws and regulation, including regulatory actions affecting global aviation or other transportation rights, increased air cargo and other security or safety requirements, and tax, accounting, trade (such as protectionist measures enacted in response to weak economic conditions), labor (such as card-check legislation or changes to the Railway Labor Act affecting FedEx Express employees), environmental (such as global climate change legislation) or postal rules;

adverse weather conditions or localized natural disasters in key geographic areas, such as earthquakes, volcanoes, and hurricanes, which can disrupt our electrical service, damage our property, disrupt our operations, increase our fuel costs and adversely affect our shipment levels;

any impact on our business from disruptions or modifications in service by the USPS, which is a significant customer and vendor of FedEx;

increasing costs, the volatility of costs and funding requirements and other legal mandates for employee benefits, especially pension and healthcare benefits;

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the increasing costs of compliance with federal, state and foreign governmental agency mandates (including the Foreign Corrupt Practices Act and the U.K. Bribery Act) and defending against inappropriate or unjustified enforcement or other actions by such agencies;

changes in foreign currency exchange rates, especially in the Chinese yuan, euro, British pound, Brazilian real and the Canadian dollar, which can affect our sales levels and foreign currency sales prices;

market acceptance of our new service and growth initiatives;

any liability resulting from and the costs of defending against class-action litigation, such as wage-and-hour and discrimination and retaliation claims, and any other legal or governmental proceedings;

the outcome of future negotiations to reach new collective bargaining agreements including with the union that represents the pilots of FedEx Express;

the impact of technology developments on our operations and on demand for our services, and our ability to continue to identify and eliminate unnecessary information technology redundancy and complexity throughout the organization;

governmental underinvestment in transportation infrastructure, which could increase our costs and adversely impact our service levels due to traffic congestion or sub-optimal routing of our vehicles and aircraft;

widespread outbreak of an illness or any other communicable disease, or any other public health crisis;

availability of financing on terms acceptable to us and our ability to maintain our current credit ratings, especially given the capital intensity of our operations; and

other risks and uncertainties you can find in our press releases and SEC filings, including the risk factors identified under the heading "Risk Factors" in "Management's Discussion and Analysis of Results of Operations and Financial Condition" in our Annual Report, as updated by our quarterly reports on Form 10-Q.

As a result of these and other factors, no assurance can be given as to our future results and achievements. Accordingly, a forward-looking statement is neither a prediction nor a guarantee of future events or circumstances and those future events or circumstances may not occur. You should not place undue reliance on the forward-looking statements, which speak only as of the date of this report. We are under no obligation, and we expressly disclaim any obligation, to update or alter any forward-looking statements, whether as a result of new information, future events or otherwise.

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

As of August 31, 2015, there had been no material changes in our market risk sensitive instruments and positions since our disclosures in our Annual Report.

The principal foreign currency exchange rate risks to which we are exposed are in the Chinese yuan, euro, British pound, Brazilian real, Mexican peso and the Canadian dollar. Historically, our exposure to foreign currency fluctuations is more significant with respect to our revenues than our expenses, as a significant portion of our expenses are denominated in U.S. dollars, such as aircraft and fuel expenses. During the first three months of 2016, the U.S. dollar strengthened relative to the currencies of the foreign countries in which we operate as compared to May 31, 2015, and this strengthening had a slightly positive impact on our results.

While we have market risk for changes in the price of jet and vehicle fuel, this risk is largely mitigated by our indexed fuel surcharges. For additional discussion of our indexed fuel surcharges see the Fuel section of Management's Discussion and Analysis of Results of Operations and Financial Condition.

*Item 4. Controls and Procedures*

The management of FedEx, with the participation of our principal executive and financial officers, has evaluated the effectiveness of our disclosure controls and procedures in ensuring that the information required to be disclosed in our filings under the Securities Exchange Act of 1934, as amended, is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms, including ensuring that such information is accumulated and communicated to FedEx management as appropriate to allow timely decisions regarding required disclosure. Based on such evaluation, our principal executive and financial officers have concluded that such disclosure controls and procedures were effective as of August 31, 2015 (the end of the period covered by this Quarterly Report on Form 10-Q).

During our fiscal quarter ended August 31, 2015, no change occurred in our internal control over financial reporting that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

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## PART II. OTHER INFORMATION

Item 1. Legal Proceedings

For a description of all material pending legal proceedings, see Note 8 of the accompanying unaudited condensed consolidated financial statements.

Item 1A. Risk Factors

There have been no material changes from the risk factors disclosed in our Annual Report (under the heading "Risk Factors" in "Management's Discussion and Analysis of Results of Operations and Financial Condition") in response to Part I, Item 1A of Form 10-K.

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

The following table provides information on FedEx's repurchases of our common stock during the first quarter of 2016:

**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 Programs	Maximum Number of Shares That May Yet Be Purchased Under the Programs
June 1-30, 2015	475,000	\$ 176.44	475,000	11,725,000
July 1-31, 2015	425,000	171.35	425,000	11,300,000
Aug. 1-31, 2015	200,000	164.52	200,000	11,100,000
<b>Total</b>	1,100,000	\$ 172.30	1,100,000	

The repurchases above were made under a share repurchase program that was approved by our Board of Directors and announced on September 29, 2014, and through which we are authorized to purchase, in the open market or in privately negotiated transactions, up to an aggregate of 15 million shares of our common stock. As of September 16, 2015, 11.1 million shares remained authorized for purchase under the September 2014 stock repurchase program, which is the only such program that currently exists. The program does not have an expiration date.

Item 6. Exhibits

Exhibit Number	Description of Exhibit
2.1	Addendum to the Irrevocable Undertaking, dated as of August 14, 2015, between FedEx Corporation and PostNL N.V.
10.1	Amendment dated June 12, 2015 (but effective as of January 5, 2015), amending the Transportation Agreement dated April 23, 2013 between the United States Postal Service and Federal Express Corporation. Confidential treatment has been requested for confidential commercial and financial information, pursuant to Rule 24b-2 under the Securities Exchange Act of 1934, as amended.
10.2	Amendment dated June 16, 2015 (but effective as of February 2, 2015), amending the Transportation Agreement dated April 23, 2013 between the United States Postal Service and Federal Express Corporation. Confidential treatment has been requested for confidential commercial and financial information, pursuant to Rule 24b-2 under

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the Securities Exchange Act of 1934, as amended.

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10.3	Amendment dated June 23, 2015 (but effective as of March 2, 2015), amending the Transportation Agreement dated April 23, 2013 between the United States Postal Service and Federal Express Corporation. Confidential treatment has been requested for confidential commercial and financial information, pursuant to Rule 24b-2 under the Securities Exchange Act of 1934, as amended.
10.4	Amendment dated August 31, 2015 (but effective as of January 4, 2016), amending the Transportation Agreement dated April 23, 2013 between the United States Postal Service and Federal Express Corporation. Confidential treatment has been requested for confidential commercial and financial information, pursuant to Rule 24b-2 under the Securities Exchange Act of 1934, as amended.
10.5	Supplemental Agreement No. 6 (and related side letters) dated as of July 21, 2015, amending the Boeing 767-3S2 Freighter Purchase Agreement dated as of December 14, 2011, between The Boeing Company and Federal Express Corporation. Confidential treatment has been requested for confidential commercial and financial information, pursuant to Rule 24b-2 under the Securities and Exchange Act of 1934, as amended.
10.6	Class Action Settlement Agreement between Dean Alexander, Peter Allen, Albert Anaya, Suzanne Andrade, Jerrett Henderson, Ely Ines, Paul Infantino, Jorge Isla, Eric Jeppson, Gupertino Magana, Bernard Mendoza, Jesse Padilla, Joey Rodriguez, Dale Rose, Allan Ross, Agostino Scalerio, and Anthony Ybarra, on behalf of themselves, the Certified Class, and the Certified Sub-Class, and Defendant FedEx Ground Package System, Inc.
12.1	Computation of Ratio of Earnings to Fixed Charges.
15.1	Letter re: Unaudited Interim Financial Statements.
31.1	Certification of Principal Executive Officer Pursuant to Rules 13a-14(a) and 15d-14(a) under the Securities Exchange Act of 1934, as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
31.2	Certification of Principal Financial Officer Pursuant to Rules 13a-14(a) and 15d-14(a) under the Securities Exchange Act of 1934, as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
32.1	Certification of Principal Executive Officer Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
32.2	Certification of Principal Financial Officer Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
101.1	Interactive Data Files.

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**SIGNATURE**

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.

Date: September 17, 2015

FEDEX CORPORATION

/s/ JOHN L. MERINO  
JOHN L. MERINO  
CORPORATE VICE PRESIDENT AND  
PRINCIPAL ACCOUNTING OFFICER

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<b>Exhibit Number</b>	<b>Description of Exhibit</b>
2.1	Addendum to the Irrevocable Undertaking, dated as of August 14, 2015, between FedEx Corporation and PostNL N.V.
10.1	Amendment dated June 12, 2015 (but effective as of January 5, 2015), amending the Transportation Agreement dated April 23, 2013 between the United States Postal Service and Federal Express Corporation. Confidential treatment has been requested for confidential commercial and financial information, pursuant to Rule 24b-2 under the Securities Exchange Act of 1934, as amended.
10.2	Amendment dated June 16, 2015 (but effective as of February 2, 2015), amending the Transportation Agreement dated April 23, 2013 between the United States Postal Service and Federal Express Corporation. Confidential treatment has been requested for confidential commercial and financial information, pursuant to Rule 24b-2 under the Securities Exchange Act of 1934, as amended.
10.3	Amendment dated June 23, 2015 (but effective as of March 2, 2015), amending the Transportation Agreement dated April 23, 2013 between the United States Postal Service and Federal Express Corporation. Confidential treatment has been requested for confidential commercial and financial information, pursuant to Rule 24b-2 under the Securities Exchange Act of 1934, as amended.
10.4	Amendment dated August 31, 2015 (but effective as of January 4, 2016), amending the Transportation Agreement dated April 23, 2013 between the United States Postal Service and Federal Express Corporation. Confidential treatment has been requested for confidential commercial and financial information, pursuant to Rule 24b-2 under the Securities Exchange Act of 1934, as amended.
10.5	Supplemental Agreement No. 6 (and related side letters) dated as of July 21, 2015, amending the Boeing 767-3S2 Freighter Purchase Agreement dated as of December 14, 2011, between The Boeing Company and Federal Express Corporation. Confidential treatment has been requested for confidential commercial and financial information, pursuant to Rule 24b-2 under the Securities and Exchange Act of 1934, as amended.
10.6	Class Action Settlement Agreement between Dean Alexander, Peter Allen, Albert Anaya, Suzanne Andrade, Jerrett Henderson, Ely Ines, Paul Infantino, Jorge Isla, Eric Jeppson, Gupertino Magana, Bernard Mendoza, Jesse Padilla, Joey Rodriguez, Dale Rose, Allan Ross, Agostino Scalercio, and Anthony Ybarra, on behalf of themselves, the Certified Class, and the Certified Sub-Class, and Defendant FedEx Ground Package System, Inc.
12.1	Computation of Ratio of Earnings to Fixed Charges.
15.1	Letter re: Unaudited Interim Financial Statements.
31.1	Certification of Principal Executive Officer Pursuant to Rules 13a-14(a) and 15d-14(a) under the Securities Exchange Act of 1934, as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.

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