

OLD DOMINION FREIGHT LINE INC/VA
Form 10-Q
May 10, 2006
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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 March 31, 2006

or

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

For the transition period from _____ to _____.

Commission File Number: 0-19582

OLD DOMINION FREIGHT LINE, INC.

(Exact name of registrant as specified in its charter)

VIRGINIA
(State or other jurisdiction of
incorporation or organization)

500 Old Dominion Way
Thomasville, NC 27360

56-0751714
(I.R.S. Employer
Identification No.)

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(Address of principal executive offices)

(Zip Code)

(336) 889-5000

(Registrant's telephone number, including area code)

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

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

Large accelerated filer Accelerated filer Non-accelerated filer

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

As of May 9, 2006, there were 37,284,675 shares of the registrant's Common Stock (\$0.10 par value) outstanding.

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Table of Contents**PART I. FINANCIAL INFORMATION****Item 1. Financial Statements****OLD DOMINION FREIGHT LINE, INC.****CONDENSED BALANCE SHEETS**

| <i>(In thousands, except share data)</i> | March 31, 2006 (Unaudited) | December 31, 2005 |
|--|----------------------------------|----------------------|
| ASSETS | | |
| Current assets: | | |
| Cash and cash equivalents | \$ 1,069 | \$ 986 |
| Customer receivables, less allowances of \$8,462 and \$8,657, respectively | 134,204 | 124,744 |
| Other receivables | 2,209 | 2,455 |
| Prepaid expenses | 14,903 | 11,347 |
| Deferred income taxes | 11,817 | 10,681 |
| Total current assets | 164,202 | 150,213 |
| Property and equipment: | | |
| Revenue equipment | 443,978 | 400,910 |
| Land and structures | 241,158 | 228,909 |
| Other fixed assets | 105,128 | 97,733 |
| Leasehold improvements | 1,656 | 1,623 |
| Total property and equipment | 791,920 | 729,175 |
| Less accumulated depreciation and amortization | (274,278) | (263,104) |
| Net property and equipment | 517,642 | 466,071 |
| Other assets | 27,876 | 25,364 |
| Total assets | \$ 709,720 | \$ 641,648 |

Note: The Condensed Balance Sheet at December 31, 2005 has been derived from the audited financial statements at that date, but does not include all of the information and footnotes required by accounting principles generally accepted in the United States for complete financial statements.

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

Table of Contents**OLD DOMINION FREIGHT LINE, INC.****CONDENSED BALANCE SHEETS**

(CONTINUED)

| <i>(In thousands, except share data)</i> | March 31, 2006 (Unaudited) | December 31, 2005 |
|--|----------------------------------|----------------------|
| LIABILITIES AND SHAREHOLDERS EQUITY | | |
| Current liabilities: | | |
| Accounts payable | \$ 42,112 | \$ 30,967 |
| Compensation and benefits | 31,556 | 27,344 |
| Claims and insurance accruals | 29,541 | 21,728 |
| Other accrued liabilities | 9,209 | 8,981 |
| Income taxes payable | 8,603 | 4,078 |
| Current maturities of long-term debt | 17,116 | 17,930 |
| Total current liabilities | 138,137 | 111,028 |
| Long-term liabilities: | | |
| Long-term debt | 135,882 | 111,026 |
| Other non-current liabilities | 34,301 | 31,770 |
| Deferred income taxes | 43,329 | 42,773 |
| Total long-term liabilities | 213,512 | 185,569 |
| Total liabilities | 351,649 | 296,597 |
| Shareholders' equity: | | |
| Common stock - \$0.10 par value, 70,000,000 shares authorized, 37,284,675 shares outstanding at March 31, 2006 and December 31, 2005, respectively | 3,728 | 3,728 |
| Capital in excess of par value | 90,893 | 90,893 |
| Retained earnings | 263,450 | 250,430 |
| Total shareholders' equity | 358,071 | 345,051 |
| Commitments and contingencies | | |
| Total liabilities and shareholders' equity | \$ 709,720 | \$ 641,648 |

Note: The Condensed Balance Sheet at December 31, 2005 has been derived from the audited financial statements at that date, but does not include all of the information and footnotes required by accounting principles generally accepted in the United States for complete financial statements.

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

Table of Contents**OLD DOMINION FREIGHT LINE, INC.****CONDENSED STATEMENTS OF OPERATIONS****(Unaudited)**

| | Three Months Ended | |
|--|--------------------|-----------------|
| | March 31, | |
| <i>(In thousands, except share and per share data)</i> | 2006 | 2005 |
| Revenue from operations | \$ 291,631 | \$ 236,770 |
| Operating expenses: | | |
| Salaries, wages and benefits | 160,058 | 134,244 |
| Operating supplies and expenses | 45,554 | 33,092 |
| General supplies and expenses | 9,310 | 7,648 |
| Operating taxes and licenses | 11,035 | 9,007 |
| Insurance and claims | 8,484 | 7,855 |
| Communications and utilities | 3,802 | 3,214 |
| Depreciation and amortization | 15,537 | 12,335 |
| Purchased transportation | 10,006 | 8,803 |
| Building and office equipment rents | 2,770 | 2,097 |
| Miscellaneous expenses, net | 1,493 | 1,239 |
| Total operating expenses | 268,049 | 219,534 |
| Operating income | 23,582 | 17,236 |
| Other deductions: | | |
| Interest expense, net | 1,611 | 1,433 |
| Other expense, net | 271 | 153 |
| Total other deductions | 1,882 | 1,586 |
| Income before income taxes and cumulative effect of accounting change | 21,700 | 15,650 |
| Provision for income taxes | 8,680 | 6,307 |
| Income before cumulative effect of accounting change | 13,020 | 9,343 |
| Cumulative effect of accounting change (net of income tax effect of \$272) | | 408 |
| Net Income | \$ 13,020 | \$ 8,935 |
| Basic and diluted earnings per share | \$ 0.35 | \$ 0.24 |
| Weighted average shares outstanding: | | |
| Basic | 37,284,675 | 37,267,853 |
| Diluted | 37,284,675 | 37,282,559 |

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

Table of Contents**OLD DOMINION FREIGHT LINE, INC.****CONDENSED STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY**

| <i>(In thousands)</i> | Common Stock | | Capital in | Retained | Total |
|---|---------------|-----------------|------------------------|-------------------|-------------------|
| | Shares | Amount | excess of par value | earnings | |
| Balance as of December 31, 2005 | 37,285 | \$ 3,728 | \$ 90,893 | \$ 250,430 | \$ 345,051 |
| Net income (Unaudited) | | | | 13,020 | 13,020 |
| Balance as of March 31, 2006 (Unaudited) | 37,285 | \$ 3,728 | \$ 90,893 | \$ 263,450 | \$ 358,071 |

Note: The Condensed Statements of Changes in Shareholders' Equity includes information derived from the audited financial statements as of December 31, 2005, but does not include all of the information and footnotes required by accounting principles generally accepted in the United States for complete financial statements.

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

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OLD DOMINION FREIGHT LINE, INC.
CONDENSED STATEMENTS OF CASH FLOWS

(Unaudited)

| <i>(In thousands)</i> | Three Months Ended March 31, | |
|---|---|-------------|
| | 2006 | 2005 |
| Cash flows from operating activities: | | |
| Net cash provided by operating activities | \$ 47,807 | \$ 40,341 |
| Cash flows from investing activities: | | |
| Purchase of property and equipment | (65,095) | (39,217) |
| Proceeds from sale of property and equipment | 701 | 517 |
| Acquisition of business assets | (7,372) | (22,465) |
| Net cash used for investing activities | (71,766) | (61,165) |
| Cash flows from financing activities: | | |
| Proceeds from issuance of long-term debt | | 50,000 |
| Principal payments under long-term debt agreements | (7,659) | (10,046) |
| Net proceeds (payments) on revolving line of credit | 31,701 | (17,333) |
| Net cash provided by financing activities | 24,042 | 22,621 |
| Increase in cash and cash equivalents | 83 | 1,797 |
| Cash and cash equivalents at beginning of period | 986 | 742 |
| Cash and cash equivalents at end of period | \$ 1,069 | \$ 2,539 |

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

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NOTES TO CONDENSED FINANCIAL STATEMENTS (Unaudited)

Note 1. Significant Accounting Policies

Basis of Presentation

The condensed financial statements were consolidated for all periods prior to June 30, 2005 and include the accounts of Old Dominion Freight Line, Inc. and its then-wholly owned and sole subsidiary. All significant intercompany balances and transactions were eliminated in consolidation. The subsidiary was dissolved on a voluntary basis by its Board of Directors without an income statement impact and its assets were transferred to the Company effective June 30, 2005.

The accompanying unaudited, interim condensed financial statements have been prepared in accordance with accounting principles generally accepted in the United States for interim financial information and, in management's opinion, contain all adjustments (consisting of normal recurring items) necessary for a fair presentation, in all material respects, of the financial position and results of operations for the periods presented. Accordingly, they do not include all of the information and footnotes required by accounting principles generally accepted in the United States for complete financial statements.

The preparation of condensed financial statements in accordance with accounting principles generally accepted in the United States requires management to make estimates and assumptions. Such estimates and assumptions affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities at the date of the condensed financial statements and the reported amounts of revenue and expenses during the reporting period. Actual results could differ from those estimates. The results of operations for the interim period ended March 31, 2006 are not necessarily indicative of the results that may be expected for the year ending December 31, 2006.

The condensed financial statements should be read in conjunction with the financial statements and related footnotes, which appear in our Annual Report on Form 10-K for the year ended December 31, 2005. For comparability, certain reclassifications were made to conform prior-period condensed financial statements to the current presentation.

There have been no significant changes in the accounting principles and policies, long-term contracts, or estimates inherent in the preparation of the condensed financial statements of Old Dominion Freight Line, Inc. or significant changes in our commitments and contingencies as previously described in our Annual Report on Form 10-K for the year ended December 31, 2005, other than the changes described in this quarterly report.

Unless the context requires otherwise, references in these Notes to Old Dominion, the Company, we, us and our refer to Old Dominion Freight Line, Inc.

Tires on Equipment

Prior to 2005, the cost of original and replacement tires mounted on equipment was reported as a current asset in tires on equipment, and amortized based on usage determined by periodic samplings of tread depth. In the fourth quarter of 2005, the Company changed its policy for accounting for tires and began capitalizing the cost of tires mounted on purchased revenue equipment as a part of the total equipment cost of such equipment. Under the new policy, subsequent replacement tires are expensed at the time those tires are placed in service similar to other repairs and maintenance costs. We believe that this new method provides a more precise and less subjective method to account for tires on equipment due to our growth and geographic expansion and is consistent with industry practice. The cumulative effect of the change as of January 1, 2005 was a \$408,000 decrease to net income (net of tax benefit of \$272,000) or \$0.01 and \$0.02 per diluted share for the three months ended March 31, 2005 and year ended December 31, 2005, respectively.

Common Stock Split

On October 31, 2005, the Board of Directors approved a three-for-two common stock split for shareholders of record as of the close of business on November 16, 2005. On November 30, 2005, those shareholders received one additional share of common stock for every two shares owned. All references in this report to shares outstanding, weighted average shares outstanding and earnings per share amounts have been restated retroactively for this stock split.

Earnings Per Share

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Net income per common share is computed using the weighted average number of common shares outstanding during each period. There were no remaining exercisable employee stock options at March 31, 2006 and the dilutive effect of the options was immaterial to the calculation of diluted earnings per share for the quarterly period ended March 31, 2005.

Table of Contents**NOTES TO CONDENSED FINANCIAL STATEMENTS (Unaudited) (Continued)****Stock-Based Compensation**

Effective January 1, 2006, Old Dominion adopted Statement of Financial Accounting Standards (SFAS) No. 123(R), *Share-Based Payment*. This Statement, which is a revision of SFAS No. 123, *Accounting for Stock-Based Compensation*, supersedes APB Opinion No. 25, *Accounting for Stock Issued to Employees*, and amends SFAS No. 95, *Statement of Cash Flows*. Generally the approach in SFAS No. 123(R) is similar to the approach described in SFAS No. 123. However, SFAS No. 123(R) requires all share-based payments to employees, including grants of employee stock options, to be recognized in the income statement based on their fair values. Pro forma disclosure is no longer an alternative.

On May 16, 2005, our Board of Directors approved and the Company adopted the Old Dominion Freight Line, Inc. Phantom Stock Plan (the Phantom Stock Plan). The maximum number of shares of phantom stock available for awards to eligible employees under the Phantom Stock Plan is 375,000, subject to any change in the outstanding shares of our common stock. Our Board of Directors approved the initial grant under this plan at its January 2006 meeting that resulted in aggregate awards of 26,845 phantom shares. Additional grants under this plan may be awarded annually hereafter, subject to the Company meeting certain operating measures to be determined by our Board of Directors. Shares awarded under the Phantom Stock Plan are accounted for as a liability under SFAS No. 123(R), which totaled \$191,000 at March 31, 2006. The disclosure requirements of SFAS No. 123(R) are not material and, therefore, are not presented.

Note 2. Long-term Debt

Long-term debt consisted of the following:

| <i>(In thousands)</i> | March 31, 2006 | December 31, 2005 |
|---------------------------------|-------------------|----------------------|
| Senior notes | \$ 105,857 | \$ 112,107 |
| Revolving credit facility | 43,174 | 11,473 |
| Equipment and other obligations | 2,052 | 3,189 |
| Capitalized lease obligations | 1,915 | 2,187 |
| | 152,998 | 128,956 |
| Less current maturities | 17,116 | 17,930 |
| | \$ 135,882 | \$ 111,026 |

We entered into a senior unsecured revolving credit agreement dated September 22, 2005 with lenders consisting of Wachovia Bank, National Association; Bank of America, N.A.; and Branch Banking and Trust Company, with Wachovia as agent for the lenders. This five-year facility consists of \$110,000,000 in line of credit commitments from the lenders, all of which are available for revolving loans. In addition, of the \$110,000,000 line of credit commitments, \$65,000,000 may be used for letters of credit and \$10,000,000 may be used for borrowings under Wachovia's sweep program. The sweep program is a daily cash management tool that automatically initiates borrowings to cover overnight cash requirements up to an aggregate of \$10,000,000 or initiates overnight investments for excess cash balances. In addition, we have the right to request an increase in the line of credit commitments up to a total of \$160,000,000 in minimum increments of \$25,000,000. At our option, revolving loans under the facility bear interest at either: (a) the higher of Wachovia Bank's prime rate or the federal funds rate plus 0.5% per annum (the Base Rate); (b) LIBOR (one, two, three or six months) plus an applicable margin (the Adjusted LIBOR Rate); or (c) one-month LIBOR plus an applicable margin (the LIBOR Index Rate). The applicable margin varies depending upon our ratio of debt to total capitalization. In the case of the Adjusted LIBOR Rate and LIBOR Index Rate, the applicable margin ranges from 0.625% to 1.25%. The applicable margin under this facility was 0.75% for the first quarter of 2006. Revolving loans under the sweep program bear interest at the LIBOR Index Rate.

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NOTES TO CONDENSED FINANCIAL STATEMENTS (Unaudited) (Continued)

Commitment fees ranging from 0.125% to 0.25% are charged quarterly in arrears on the aggregate unutilized portion of the facility determined by our ratio of debt to total capitalization. Letter of credit fees equal to the applicable margin for Adjusted LIBOR Rate loans are charged quarterly in arrears on the daily average aggregate stated amount of all letters of credit outstanding during such quarter. The commitment fees and letter of credit fees were 0.15% and 0.75%, respectively, for the first quarter of 2006. In addition, a facing fee at an annual rate of 0.125% is charged quarterly in arrears on the daily average aggregate stated amount of all letters of credit outstanding during such quarter.

The September 2005 credit facility contains customary covenants, including financial covenants that require us to observe a maximum ratio of debt to total capital and a minimum fixed charge coverage ratio. Any future wholly owned subsidiaries of the Company would be required to guarantee payment of all of our obligations under the facility. At March 31, 2006, there was \$43,174,000 outstanding on the line of credit facility and there was \$40,509,000 of outstanding letters of credit.

Note 3. Commitments and Contingencies

We are involved in various legal proceedings and claims that have arisen in the ordinary course of our business that have not been fully adjudicated. Many of these are covered in whole or in part by insurance. Our management does not believe that these actions, when finally concluded, will have a significant adverse effect upon our financial position or results of operations.

Note 4. Subsequent Events

On April 25, 2006, we issued \$100,000,000 of privately-placed Series A Senior Notes, Tranche A and on June 15, 2006 will issue an additional \$75,000,000 of privately-placed Series A Senior Notes, Tranche B (collectively, the Series A Notes) pursuant to the terms of a Note Purchase Agreement. The Series A Notes bear an annual interest rate of 5.85% from the date of issuance and a maturity date of April 25, 2016. The Series A Notes call for semi-annual interest payments beginning on October 25, 2006 and seven equal annual principal prepayments commencing on April 25, 2010. The proceeds from this agreement were used to refinance existing indebtedness under our revolving credit agreement and the Company expects to use the remaining proceeds for planned capital expenditures and for general corporate purposes. The Note Purchase Agreement may also serve as the platform for potential future private note issuances by the Company. The aggregate principal amount of all notes issued pursuant to the note Purchase Agreement, including the Series A Notes, shall not exceed \$500,000,000. The applicable interest rate and payment schedules for any new notes will be determined and mutually agreed upon at the time of issuance.

As part of this financing, we entered into a First Amendment, dated as of April 21, 2006, to our senior unsecured revolving credit agreement, which amended the covenants contained in the credit agreement concerning debt limitations to permit the incurrence of debt under the Series A Notes.

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

Unless the context requires otherwise, references in this report to Old Dominion, the Company, we, us and our refer to Old Dominion Freight Line, Inc.

Overview

We are a leading non-union less-than-truckload (LTL) multi-regional motor carrier providing timely one-to-five day service among five regions in the United States and next-day and second-day service within these regions. Through our four branded product groups, OD-Domestic, OD-Expedited, OD-Global and OD-Technology, we offer an expanding array of innovative products and services. At March 31, 2006, we provided full-state coverage to 37 of the 46 states that we served directly within the Southeast, South Central, Northeast, Midwest and West regions of the country. Through marketing and carrier relationships, we also provide service to and from the remaining states as well as international services around the globe.

As opportunities arise, we plan to expand geographically to complete our national footprint and add additional service centers in existing states so that we can offer expanded full-state coverage and ensure that our service center network has sufficient capacity. From March 31, 2006 through May 9, 2006, we have opened service centers in San Jose, California; Fort Myers, Florida; Pendergrass, Georgia; Fargo, North Dakota, which initiated coverage in our 47th state; and Tacoma, Washington. We are scheduled to open five additional service centers later in calendar year 2006 and, depending on real estate availability, may open another five to seven service centers during calendar year 2006.

Historically, over 90% of our revenue is derived from transporting LTL shipments for our customers, whose demand for our services is generally tied to the overall health of the U.S. domestic economy. We compete with regional, inter-regional and national LTL carriers and, to a lesser extent, other transportation companies. We believe that we provide greater geographic coverage than most of our regional competitors and our transit times are generally faster than those of our principal national competitors. We believe that our diversified mix and scope of regional and inter-regional services offered through one company enable us to provide our customers with a single source to meet their LTL shipping needs and provides us with a distinct advantage over our regional, multi-regional and national competition.

In analyzing the components of our revenue, we monitor changes and trends in the following key metrics:

LTL Revenue Per LTL Hundredweight This measurement reflects our pricing policies, which are influenced by competitive market conditions and our growth strategies. Generally, freight is rated by a class system, which is established by the National Motor Freight Traffic Association, Inc. Light, bulky freight typically has a higher class and is priced at higher revenue per hundredweight than dense, heavy freight. Changes in the class, packaging of the freight and length of haul of the shipment can also affect this average. Fuel surcharges, accessorial charges and revenue adjustments are included in this measurement for all periods presented in this report.

LTL Weight Per LTL Shipment Fluctuations in weight per shipment can indicate changes in the class, or mix, of freight we receive from our customers as well as changes in the number of units included in a shipment. Generally, increases in LTL weight per LTL shipment indicate higher demand for our customers' products and overall increased economic activity.

Average Length of Haul We consider lengths of haul less than 500 miles to be regional traffic, lengths of haul between 500 miles and 1,000 miles to be inter-regional traffic, and lengths of haul in excess of 1,000 miles to be national traffic. By segmenting our revenue into lengths of haul, we can determine our market share and the growth potential of our service products in those markets.

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LTL Revenue Per LTL Shipment This measurement is primarily determined by the three metrics listed above and is used, in conjunction with the number of LTL shipments we receive, to calculate total LTL revenue.

Our primary revenue focus is to increase shipment and tonnage growth within our existing infrastructure, generally referred to as increasing density, thereby maximizing asset utilization and labor productivity. We measure density over many different functional areas of our operations including revenue per service center, linehaul load factor, pickup and delivery (P&D) stops per hour, P&D shipments per hour and platform pounds per hour. We believe continued improvement in density is a key component in our ability to sustain profitable growth.

Our primary cost elements are direct wages and benefits associated with the movement of freight; operating supplies and expenses; and depreciation of our equipment fleet and service center facilities. We gauge our overall success in managing these costs by monitoring our operating ratio, a measure of profitability calculated by dividing total operating expenses by revenue, which also allows industry-wide comparisons with our competition.

We continually upgrade our technological capabilities to improve our customer service and lower our operating costs. This technology provides our customers with visibility of their shipments throughout our systems, while providing key metrics from which we can monitor our processes.

Market fluctuations in the cost of key components of our cost structure, such as diesel fuel, can affect our profitability. Our tariffs and contracts generally provide for a fuel surcharge as diesel fuel prices increase above stated levels.

We are also subject to market changes in insurance rates, and we continue to evaluate our balance of excess insurance coverage and self-insurance to minimize that cost. We are currently self-insured for bodily injury and property damage claims up to \$2,750,000 per occurrence. This self-insured retention level was increased from \$2,500,000 during the previous plan year ended March 30, 2006. Cargo loss and damage claims are self-insured up to \$100,000. We are self-insured for workers' compensation in certain states and have high deductible plans in the remaining states, both of which results in exposure up to \$1,000,000 per occurrence. Group health claims are self-insured up to \$300,000 per occurrence and long-term disability claims are self-insured to a maximum per individual of \$3,000 per month.

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The following table sets forth, for the periods indicated, expenses and other items as a percentage of revenue from operations:

| | Three Months Ended March 31, | |
|---|---------------------------------|--------|
| | 2006 | 2005 |
| Revenue from operations | 100.0% | 100.0% |
| Operating expenses: | | |
| Salaries, wages and benefits | 54.9 | 56.7 |
| Operating supplies and expenses | 15.6 | 14.0 |
| General supplies and expenses | 3.2 | 3.2 |
| Operating taxes and licenses | 3.8 | 3.8 |
| Insurance and claims | 2.9 | 3.3 |
| Communications and utilities | 1.3 | 1.4 |
| Depreciation and amortization | 5.3 | 5.2 |
| Purchased transportation | 3.4 | 3.7 |
| Building and office equipment rents | 1.0 | 0.9 |
| Miscellaneous expenses | 0.5 | 0.5 |
| Total operating expenses | 91.9 | 92.7 |
| Operating income | 8.1 | 7.3 |
| Interest expense, net | 0.5 | 0.6 |
| Other expense, net | 0.1 | 0.1 |
| Income before income taxes and cumulative effect of accounting change | 7.5 | 6.6 |
| Provision for income taxes | 3.0 | 2.7 |
| Income before cumulative effect of accounting change | 4.5% | 3.9% |

Table of Contents**Results of Operations**

Key financial and operating metrics for the three months ended March 31, 2006 and 2005 are presented below:

| | First Quarter Ended | | | |
|---|---------------------|------------|-----------|----------|
| | 2006 | 2005 | Change | % Change |
| Revenue (<i>in thousands</i>) | \$ 291,631 | \$ 236,770 | \$ 54,861 | 23.2% |
| Operating ratio | 91.9% | 92.7% | (0.8)% | (0.9)% |
| Net income (<i>in thousands</i>) | \$ 13,020 | \$ 8,935 | \$ 4,085 | 45.7% |
| Basic and diluted earnings per share | \$ 0.35 | \$ 0.24 | \$ 0.11 | 45.8% |
| LTL tonnage (<i>in thousands</i>) | 873 | 724 | 149 | 20.6% |
| LTL shipments (<i>in thousands</i>) | 1,511 | 1,355 | 156 | 11.5% |
| LTL revenue per LTL hundredweight | \$ 15.16 | \$ 14.88 | \$ 0.28 | 1.9% |
| LTL weight per LTL shipment (<i>lbs.</i>) | 1,156 | 1,069 | 87 | 8.1% |
| Average length of haul (<i>miles</i>) | 937 | 936 | 1 | 0.1% |
| LTL revenue per LTL shipment | \$ 175.14 | \$ 159.07 | \$ 16.07 | 10.1% |

We have continued to produce strong profitable growth in the first quarter of 2006. Our financial and operating performance extended our trend of comparable-quarter improvement in our operating ratio and growth in net income in excess of 30% to our 18th consecutive quarter. Our revenue growth of 23.2%, the eighth consecutive quarter of growth in excess of 20%, is primarily a result of our continued focus on revenue growth in existing markets. As a result of this focus and the operating leverage thereby generated, our operating ratio decreased to 91.9% for the first quarter of 2006 and net income increased 45.7%. Our income and diluted earnings per share before recognizing the cumulative effect of accounting change increased 39.4% and 40.0%, respectively, for the first quarter of 2006.

Revenue

The 23.2% increase in our revenue for the first quarter of 2006 is primarily due to a 20.6% increase in LTL tonnage and a 1.9% increase in LTL revenue per LTL hundredweight. Our tonnage growth consisted of an 11.5% increase in LTL shipments and an 8.1% increase in LTL weight per shipment. We attribute our revenue and tonnage growth to increases in market share in our existing areas of operations. We believe that as we complete our national footprint and expand our full-state coverage, we will gain additional market share from our existing customers and new customers who seek consistent, high-quality regional and inter-regional service.

During the first quarter of 2006, we increased the number of service centers in our network to 170 from 154 at December 31, 2005. We added 13 service centers through the acquisition of selected assets of UW Freight Line, Inc. and also opened service centers in Ocala, Florida; Ann Arbor, Michigan; and Spokane, Washington. While the expansion of our service center network and improvement in our service capabilities should provide a platform for future growth, these events did not have a significant impact on our revenue growth during the quarter.

LTL revenue per LTL hundredweight increased to \$15.16 from \$14.88 for the first quarter of 2005. We believe that our pricing has remained relatively stable despite the 8.1% increase in weight per shipment, which generally has the effect of reducing revenue per hundredweight. Our pricing stability demonstrates our ability to maintain pricing discipline while increasing the volume of freight moving through our service center network. Our tariffs and contracts generally provide for a fuel surcharge as diesel fuel prices increase above stated levels, which is consistent with industry practice. This surcharge is recorded as additional revenue and was implemented to offset significant fluctuations in the price of diesel fuel, which is one of the larger components of our operating supplies and expenses. Because of the sustained increase in diesel fuel costs, our freight pricing strategy, as well as that in the LTL industry, has evolved and the fuel surcharge is one of many components in the overall price customers are willing to pay for transportation services. As a result, the fuel surcharge often represents more than just the pass through of increased diesel fuel cost. Because of average higher fuel prices for the first quarter of 2006, the fuel surcharge increased to 10.9% of revenue from 8.1% from the comparable quarter in 2005. Our fuel surcharge revenue more than offset our increased cost of diesel fuel, excluding fuel taxes, in the first quarter of 2006. A rapid and significant decrease in diesel fuel prices would likely reduce our revenue and operating income until we revised our pricing strategy to reflect these changes.

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Operating Costs and Other Expenses

Our operating ratio improved to 91.9% for the first quarter of 2006 from 92.7% in the prior-year quarter. Much of the improvement is a result of the increased density throughout our operations, as evidenced by the 8.2% increase in our average revenue per service center for the comparable periods. This density, which maximizes labor productivity, has resulted in an improvement in salaries, wages and benefits as a percent of revenue, which decreased to 54.9% of revenue from 56.7% for the prior-year quarter. Driver wages decreased to 22.0% of revenue from 23.0% in the first quarter of 2005, which is primarily due to the continued improvement in our linehaul load averages and P&D driver productivity metrics. We experienced a similar reduction in platform labor, which decreased to 7.4% of revenue from 7.8% in the first quarter of 2005. Platform pounds handled per hour increased 9.0%, which can be attributed to the 8.1% increase in LTL weight per LTL shipment. These operating improvements are offset by an increase in fringe benefit costs, which increased as a percent of payroll to 29.2% in the first quarter of 2006 from 26.9% in the prior year quarter primarily due to unfavorable group health costs.

Operating supplies and expenses increased to 15.6% of revenue from 14.0% for the first quarter of 2005. This increase is primarily due to a 48.5% increase in diesel fuel costs, excluding fuel taxes, resulting from increased fuel prices and a 14.8% increase in consumption. We currently do not use diesel fuel hedging instruments; therefore, we are subject to market price fluctuations. Our fuel surcharges, which are generally indexed to the U.S. Department of Energy's published fuel prices, more than offset the increases in diesel fuel prices, excluding fuel taxes, in the first quarter of 2006.

Insurance and claims expense, primarily consisting of premiums and self-insured costs for auto liability and cargo claims, decreased to 2.9% of revenue in the first quarter of 2006 from 3.3% in the prior-year quarter. We choose to self-insure a portion of our auto and cargo claims liabilities and obtain excess insurance coverage for claims above our retention levels. Our auto liability claims experience under our retention level decreased to 1.2% of revenue for the first quarter of 2006 compared to 1.7% in the prior-year quarter. This decrease is due to both the number and severity of claims incurred during the first quarter of 2006 and adjustments to reserves for claims incurred in prior periods, as those claims mature.

The significant growth we experienced in 2005 that continued through the first quarter of 2006 has required continued investment in real estate and equipment. As a result, depreciation and amortization increased slightly to 5.3% of revenue from 5.2% in the first quarter of 2005. In addition, building and office equipment rents also increased to 1.0% of revenue from 0.9% in the first quarter of 2005.

We purchase transportation services from other motor carriers and railroads for linehaul and P&D services. We also contract with lease operators for our container operations and incur short-term leases for tractors, trailers and other revenue producing equipment. We utilize these services when there are capacity restraints or imbalances of freight flow within our service center network or when it is economically beneficial. Purchased transportation decreased to 3.4% of revenue in the first quarter of 2006 from 3.7% in the prior-year quarter primarily because we were able to utilize our personnel and equipment more efficiently during the quarter.

Our effective tax rate was 40.0% for the first quarter of 2006 compared to 40.3% for the first quarter of 2005. The effective tax rate exceeded the federal statutory rate of 35% primarily due to the impact of state taxes and, to a lesser extent, certain non-deductible items.

Liquidity and Capital Resources

Expansion in both the size and number of service center facilities, our planned tractor and trailer replacement cycle and revenue growth have required continued investment in real estate and equipment. In order to support these requirements, we incurred net capital expenditures of \$66,595,000, including those obtained as part of the acquisition of business assets, in the first quarter of 2006. Cash flows from operations funded approximately 72% of these expenditures. At March 31, 2006, long-term debt, including current maturities, increased to \$152,998,000 from \$128,956,000 at December 31, 2005, primarily due to the net borrowings under the bank credit agreement used for our capital expenditures not funded by internally generated cash flows.

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We estimate capital expenditures, net of approximately \$13,000,000 of anticipated proceeds from dispositions, to be approximately \$245,000,000 to \$255,000,000 for the year ending December 31, 2006. Of our gross capital expenditures, approximately \$115,000,000 is allocated for the purchase of tractors and trailers; \$136,000,000 is allocated for the purchase of service center facilities, construction of new service center facilities or expansion of existing service center facilities; and \$14,000,000 is allocated for investments in technology. The increase in our estimated capital expenditures for 2006 is primarily due to planned real estate acquisitions and improvements to increase capacity at our existing service centers, which we believe is necessary in order for us to achieve our growth strategy. We plan to fund these capital expenditures primarily through cash flows from operations and the proceeds from the senior notes issued under the Note Purchase Agreement entered into on April 25, 2006.

The table below sets forth our capital expenditures, including \$2,201,000 of capital assets obtained as part of the acquisition of business assets, for the three-month period ended March 31, 2006 and the years ended December 31, 2005, 2004 and 2003:

| <i>(In thousands)</i> | YTD | Year Ended December 31, | | |
|-----------------------|------------------|-------------------------|------------------|------------------|
| | March 2006 | 2005 | 2004 | 2003 |
| Land and structures | \$ 12,247 | \$ 33,157 | \$ 20,676 | \$ 36,111 |
| Tractors | 29,083 | 50,457 | 35,932 | 32,710 |
| Trailers | 16,512 | 52,949 | 20,887 | 12,746 |
| Technology | 5,309 | 9,518 | 10,034 | 14,917 |
| Other | 4,145 | 9,710 | 6,170 | 5,419 |
| Proceeds from sale | (701) | (5,221) | (1,593) | (3,462) |
| Total | \$ 66,595 | \$ 150,570 | \$ 92,106 | \$ 98,441 |

We entered into a senior unsecured revolving credit agreement dated September 22, 2005 with lenders consisting of Wachovia Bank, National Association; Bank of America, N.A.; and Branch Banking and Trust Company, with Wachovia as agent for the lenders. This five-year facility, as amended, consists of \$110,000,000 in line of credit commitments from the lenders, all of which are available for revolving loans. In addition, of the \$110,000,000 line of credit commitments, \$65,000,000 may be used for letters of credit and \$10,000,000 may be used for borrowings under Wachovia's sweep program. The sweep program is a daily cash management tool that automatically initiates borrowings to cover overnight cash requirements up to an aggregate of \$10,000,000 or initiates overnight investments for excess cash balances. In addition, we have the right to request an increase in the line of credit commitments up to a total of \$160,000,000 in minimum increments of \$25,000,000. At our option, revolving loans under the facility bear interest at either: (a) the higher of Wachovia Bank's prime rate or the federal funds rate plus 0.5% per annum (the Base Rate); (b) LIBOR (one, two, three or six months) plus an applicable margin (the Adjusted LIBOR Rate); or (c) one-month LIBOR plus an applicable margin (the LIBOR Index Rate). The applicable margin varies depending upon our ratio of debt to total capitalization. In the case of the Adjusted LIBOR Rate and LIBOR Index Rate, the applicable margin ranges from 0.625% to 1.25%. The applicable margin under this facility was 0.75% for the first quarter of 2006. Revolving loans under the sweep program bear interest at the LIBOR Index Rate.

Commitment fees ranging from 0.125% to 0.25% are charged quarterly in arrears on the aggregate unutilized portion of the facility determined by our ratio of debt to total capitalization. Letter of credit fees equal to the applicable margin for Adjusted LIBOR Rate loans are charged quarterly in arrears on the daily average aggregate stated amount of all letters of credit outstanding during such quarter. The commitment fees and letter of credit fees were 0.15% and 0.75%, respectively, for the first quarter of 2006. In addition, a facing fee at an annual rate of 0.125% is charged quarterly in arrears on the daily average aggregate stated amount of all letters of credit outstanding during such quarter.

The September 2005 credit agreement contains customary covenants, including financial covenants that require us to observe a maximum ratio of debt to total capital and a minimum fixed charge coverage ratio. Any future wholly owned subsidiaries of the Company would be required to guarantee payment of all of our obligations under the facility. At March 31, 2006, there was \$43,174,000 outstanding on the line of credit facility and there was \$40,509,000 of outstanding letters of credit.

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With the exception of the revolving credit agreement, interest rates are fixed on all of our debt instruments. Therefore, short-term exposure to fluctuations in interest rates is limited to our line of credit facility. We do not currently use interest rate derivative instruments to manage exposure to interest rate changes. Also, we do not use fuel hedging instruments, as our tariff provisions and contracts generally allow for fuel surcharges to be implemented in the event that fuel prices exceed stipulated levels.

Our senior notes and credit agreement limit the amount of dividends that may be paid to shareholders pursuant to certain financial ratios. Our credit agreement, which was the most restrictive at March 31, 2006, limits the amount of dividends that could be paid to shareholders to the greater of (i) \$10,000,000, (ii) the amount of dividends paid in the immediately preceding fiscal year, or (iii) an amount equal to 25% of net income from the immediately preceding fiscal year. We did not declare or pay a dividend on our common stock in the first quarter of 2006, and we have no plans to declare or pay a dividend in 2006.

A significant decrease in demand for our services could limit our ability to generate cash flow and affect profitability. Most of our debt agreements have covenants that require stated levels of financial performance, which if not achieved could cause acceleration of the payment schedules. We do not anticipate a significant decline in business levels or financial performance, and we believe the combination of our existing revolving credit agreement along with our additional borrowing capacity will be sufficient to meet seasonal and long-term capital needs.

Critical Accounting Policies

In preparing our condensed financial statements, we applied the same critical accounting policies as described in our Annual Report on Form 10-K that affect judgments and estimates of amounts recorded for certain assets, liabilities, revenue and expenses.

Seasonality

Our tonnage levels and revenue mix are subject to seasonal trends common in the motor carrier industry. Financial results in the first quarter are normally lower due to reduced shipments during the winter months. Harsh winter weather can also adversely impact our performance by reducing demand and increasing operating expenses. Freight volumes typically build to a peak in the third quarter and early fourth quarter, which generally result in improved operating margins.

Environmental Regulation

We are subject to various federal, state and local environmental laws and regulations that focus on, among other things: the emission and discharge of hazardous materials into the environment or their presence on or in our properties and vehicles; fuel storage tanks; transportation of certain materials; and the discharge or retention of storm water. Under specific environmental laws, we could also be held responsible for any costs relating to contamination at our past or present facilities and at third-party waste disposal sites. We do not believe that the cost of future compliance with environmental laws or regulations will have a material adverse effect on our operations, financial condition, competitive position or capital expenditures for the remainder of 2006 or 2007.

Forward-Looking Information

Forward-looking statements in this report, including, without limitation, statements relating to future events or our future financial performance, appear in the preceding Management's Discussion and Analysis of Financial Condition and Results of Operations and in other written and oral statements made by or on behalf of us, including, without limitation, statements relating to our goals, strategies, expectations, competitive environment, regulation and availability of resources. Such forward-looking statements are made pursuant to the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. Investors are cautioned that such forward-looking statements involve risks and uncertainties that could cause actual events and results to be materially different from those expressed or implied

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herein, including, but not limited to, the following: (1) the competitive environment with respect to industry capacity and pricing; (2) the negative impact of any unionization of the Company's employees; (3) the challenges associated with executing the Company's growth strategy; (4) the Company's compliance with legislation requiring companies to evaluate their internal control over financial operations and reporting; (5) various economic factors such as economic recessions and downturns in customers' business cycles and shipping requirements; (6) the availability and cost of fuel; (7) difficulty in attracting or retaining qualified drivers; (8) the Company's exposure to claims related to cargo loss and damage, property damage, personal injury, workers' compensation, long-term disability and group health and the cost of insurance coverage above retention levels; (9) the Company's significant ongoing cash requirements; (10) the availability and cost of new equipment; (11) the costs of compliance with, or liability for violation of, existing or future governmental regulation; (12) seasonal trends in the industry, including the possibility of harsh weather conditions; (13) the Company's dependence on key employees; (14) changes in the Company's goals and strategies, which are subject to change at any time at the discretion of the Company; and (15) other risks and uncertainties indicated from time to time in the Company's filings with the Securities and Exchange Commission.

Item 3. Quantitative and Qualitative Disclosure of Market Risk

Market risk represents the risk of loss that may impact the consolidated financial position, results of operations and cash flows due to adverse changes in financial market prices and rates.

We are exposed to interest rate risk directly related to loans under our revolving credit agreement, which have variable interest rates. The average principal balance and the effective annual interest rate under the revolving credit agreement for the first quarter of 2006 was \$22,078,000 and 5.57%, respectively. A 100 basis point increase in the average interest rate on this agreement would have no material effect on our operating results. We have established policies and procedures to manage exposure to market risks and use major institutions that are creditworthy to minimize credit risk.

We are also exposed to commodity price risk related to diesel fuel prices and have established policies and procedures to manage our exposure to such risk.

For further discussion related to these risks, see Management's Discussion and Analysis of Financial Condition and Results of Operations Operating Costs and Other Expenses and Liquidity and Capital Resources included in Item 2.

Item 4. Controls and Procedures

a) Evaluation of disclosure controls and procedures.

As of the end of the period covered by this report, our management has conducted an evaluation, with the participation of our Chief Executive Officer and Chief Financial Officer, of the effectiveness of our disclosure controls and procedures, in accordance with Rule 13a-15 under the Exchange Act. Based on this evaluation, our Chief Executive Officer and Chief Financial Officer concluded that our disclosure controls and procedures are effective to enable us to record, process, summarize and report in a timely manner the information that we are required to disclose in our Exchange Act reports.

b) Changes in internal control over financial reporting.

We completed the conversion to a new third-party human resources and payroll software module relating to our financial accounting software platform on January 1, 2006. The conversion to this software was part of the management decision in 2003 to replace our old financial accounting software platform primarily to accommodate the expected future growth of the Company, as we believed that our volume of transactions would exceed the capacity of our old platform in the near future. While we believe that the conversion to this new software module will result in an overall improvement in our internal control over financial reporting, we must evaluate our internal control over financial reporting under the new software module for calendar year 2006 as required by Section 404 of the Sarbanes-Oxley Act of 2002 and related SEC rules and regulations. Management's annual assessment and our auditor's attestation of internal control over financial reporting as of December 31, 2005 was related to our old software module, which was in use at that time.

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There were no other changes in our internal control over financial reporting that occurred during our last fiscal quarter that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

PART II. OTHER INFORMATION

Item 1A. Risk Factors

In addition to the other information set forth in this report, you should carefully consider the factors discussed in Part I, Item 1A. Risk Factors in our Annual Report on Form 10-K for the year ended December 31, 2005, which could materially affect our business, financial condition or future results. The risks described in our Annual Report on Form 10-K are not the only risks facing our Company. Additional risks and uncertainties not currently known to us or that we currently deem to be immaterial also may materially adversely affect our business, financial condition and/or operating results.

Item 6. Exhibits

| Exhibit No. | Description |
|--------------------|---|
| 31.1 | Certification Pursuant to Rule 13a-14(a) or 15d-14(a) of the Exchange Act, as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 |
| 31.2 | Certification Pursuant to Rule 13a-14(a) or 15d-14(a) of the Exchange Act, as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 |
| 32.1 | Certification Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 |
| 32.2 | Certification Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 |

Our SEC file number reference for documents filed with the SEC pursuant to the Securities Exchange Act of 1934, as amended, is 000-19582.

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

OLD DOMINION FREIGHT LINE, INC.

DATE: May 9, 2006

/s/ J. Wes Frye
J. Wes Frye
Senior Vice President Finance and Chief Financial Officer
(Principal Financial Officer)

DATE: May 9, 2006

/s/ John P. Booker, III
John P. Booker, III
Vice President - Controller
(Principal Accounting Officer)

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EXHIBIT INDEX

TO QUARTERLY REPORT ON FORM 10-Q

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