

2014

ANNUAL REPORT



Old Dominion Freight Line, Inc.



80 YEARS



MILLIONS OF PROMISES

Old Dominion Freight Line, Inc. started with one truck and one route between Richmond and Norfolk, Virginia. Today, we offer international transportation services with the help of more than 16,000 full-time employees. As our employees continue to provide premium service, we continue to experience profitable growth within our industry.

Although much has changed over our 80-year history, our commitment to Helping the World Keep Promises® is as strong as ever.

OD Domestic gives customers nationwide coverage with a network of more than 220 service centers to help shippers manage their LTL and logistics needs. Our premium service continues to win awards and has allowed us to increase our market share. For the fifth consecutive year, Mastio & Company named us the best LTL National Carrier for our industry-leading service.

OD Expedited provides shippers with the ability to arrange for time-sensitive and appointment deliveries with our Guaranteed, On Demand and Air services. OD Expedited also provides highly customizable solutions that will meet the needs of any shipper.

OD Global offers a wide range of services within the global supply chain with door-to-door freight visibility. We can handle container delivery, including less-than-container-load and full-container-load shipments, international freight forwarding and global assembly and distribution.

OD Technology enables us to manage both equipment and shipments more efficiently while consistently providing customers with premium service and access to real-time information. Our technology also empowers our customers by giving them the tools to efficiently manage their shipping needs.

OD Household Services® is a cost-effective way for residential customers to move their household goods while we do the driving. We drop off a trailer at the customer's home, the customer loads it and we deliver it safely to its final destination.



FELLOW SHAREHOLDERS

We are pleased to report that Old Dominion completed another year of outstanding performance, providing our shareholders with a substantial return on their investment in 2014. Our high-quality service helped us again achieve strong revenue growth, which increased our operating density. This density, combined with yield improvement, allowed us to expand our operating margin to a new Company record for 2014. We carried the momentum from last year into 2015 and believe that we are currently the best-positioned LTL carrier for continued growth. We have a highly differentiated service offering and a strong financial position, which facilitates further investments in our capacity, our technology and our employees.

Freight density and yield drive record revenue and 30% growth in earnings — Old Dominion's revenues for 2014 increased 19.3% to \$2.79 billion from \$2.34 billion for 2013. This revenue growth was primarily due to a 16.9% increase in LTL tons and 2.8% increase in LTL revenue per hundredweight, excluding fuel surcharges. We were pleased with the improvement in our yield during 2014, particularly with the 2.3% increase in LTL weight per shipment and 0.9% decline in length of haul, each of which generally had the impact of lowering our revenue per hundredweight metric. We intend to remain focused on yield management, which is critical for our profitability as well as our ability to fund the investments necessary for continued growth. With the improvement in yield and increased density from our tonnage growth in 2014, we improved our operating ratio 130 basis points to 84.2%, which is a Company record, from 85.5% in 2013.

As a result of the increase in revenue and improvement in our operating ratio, net income grew 29.8% to \$267.5 million for 2014 from \$206.1 million for 2013. Earnings per diluted share rose 29.7% to a record \$3.10 for 2014 from \$2.39 for 2013.

Well-tuned operations deliver Old Dominion value proposition — Our 2014 financial results highlight the strengths of our business model. We have created and sustained a compelling value proposition that includes delivering the highest quality service at a fair and equitable price. We believe our superior service value is the foundation for our ability to win market share.

The quality of our service has also been validated by the receipt of numerous awards, including the prestigious Mastio Quality Award recognizing us as the #1 national LTL carrier for five years in a row.

The strong demand for our high-quality service is evident with the 16.9% increase in LTL tons for 2014. We continue to increase our revenue with both large and small shippers that increasingly recognize the geographic coverage, comprehensive service and network capacity we offer through one company with leading technology and best-in-class service. Our ability to provide high-quality regional, inter-regional and national service through one company at a fair and equitable price is unique in the marketplace, and we believe it will become increasingly difficult for other LTL carriers to mirror our approach. Therefore, the basic fundamentals of our business should allow us to continue to outgrow the LTL industry and help us achieve a longer-term goal of double-digit market share within the next three to five years.

Investing for our future — The new benchmark that we have created for high-quality service requires a long-term commitment to investing in capacity, technology and people. In just the last five years, our aggregate capital expenditures were more than \$1.4 billion. Most of this investment has gone into expanding the capacity of our service centers and our equipment, consistent with our strategy of maintaining the excess capacity needed to leverage industry consolidation and growth opportunities. Our investment in capacity made it possible for us to achieve the 17.2% compound average annual growth rate in revenue over the last five years while also maintaining our superior service standards. We currently have sufficient network capacity to allow for continued growth, but we will continue to make investments for our future.

We have also steadily invested in technology that has allowed us to improve our productivity, while also providing our customers with freight visibility and other management tools. In addition, we increased our technology investment in 2014 and began a three-to-five year process that will expand and enhance our technology platform. This initiative will prepare Old Dominion for our anticipated growth trajectory over the next 10 to 20 years while also maximizing the operating efficiency of our business.

Our final strategic investment priority, and perhaps the most important, is the investment in our people. Our success depends on the skill and performance of everyone in the OD Family, and we believe in the continuous education and training of our employees to optimize our other investments in capacity and technology. The significant and ongoing investments we have made in our employees reflects our long-term strategy of building a motivated, innovative and flexible team of employees that strives to consistently surpass our customers' expectations each day.



Financial and operating performances drive shareholder return — We continued our long-term record of strong shareholder returns in 2014, with a 46.4% increase in the per-share market price of our common stock to \$77.64 at the end of the year. Over the longer term, we have achieved a compound average annual growth rate in our share price of 42.2%, 41.6% and 22.4% for the previous three-, five- and 10-year periods, respectively.

During the fourth quarter of 2014, our Board of Directors authorized our first share repurchase program for up to \$200 million of our common stock over a two-year period. We repurchased approximately \$5.5 million of shares under this program in 2014 and intend to repurchase shares on a fairly ratable basis over the two-year period of the agreement. While we implemented this program to create further value for our shareholders, our first commitment of capital will continue to be the investments necessary for the long-term growth of the Company.

Well-positioned for further profitable growth for 2015 and beyond

— Having created a strong and uniquely competitive LTL market position, we plan to primarily focus on execution, discipline and investment in 2015. We believe the demand for our value proposition will continue to rise and, therefore, we expect to continue to win market share. We also anticipate that the industry pricing environment will remain favorable and will support further improvements in our yield. We are confident that the superior execution of our business strategies will enable us to expand our long-term record of value creation, which benefits our customers, employees and shareholders.

"We believe our superior service value is the foundation for our ability to win market share."

To facilitate our expectations for growth, we will continue our investments in capacity, technology and people, with planned capital expenditures for 2015 of approximately \$460 million. Just as total 2014 capital expenditures of \$368 million were primarily funded by cash flow from operations, we expect to fund our 2015 capital expenditures with cash flow from operations and our available borrowing capacity, if necessary.

In closing, we recognize our Old Dominion family of employees, who are truly the key to Old Dominion's ability to deliver our value proposition and exceed our customers' expectations. We thank them for their hard work and their daily commitment to Helping the World Keep Promises.[®] We also thank you, our fellow shareholders, for your investment in Old Dominion. We are equally committed to the long-term growth in your shareholder value.

Sincerely,

A handwritten signature in dark ink that reads "David S. Congdon".

David S. Congdon
President and Chief
Executive Officer

A handwritten signature in dark ink that reads "Earl E. Congdon".

Earl E. Congdon
Executive Chairman

SELECTED FINANCIAL DATA

(In thousands, except operating statistics and per share amounts)

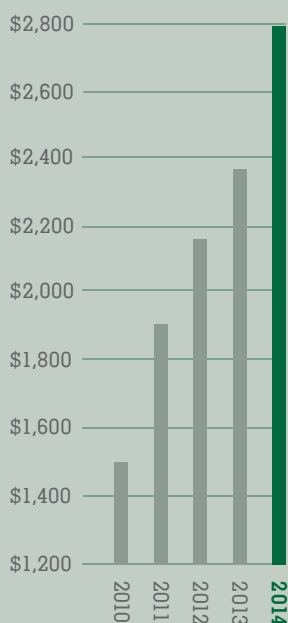
				% Change	
	2014	2013	2012	'14 vs. '13	'13 vs. '12
OPERATING STATISTICS:					
LTL revenue per hundredweight	\$ 18.33	\$ 17.95	\$ 17.30	2.1%	3.8%
LTL revenue per intercity mile	\$ 5.38	\$ 5.28	\$ 5.12	1.9%	3.1%
LTL intercity miles (in thousands)	503,923	429,709	404,863	17.3%	6.1%
LTL tons (in thousands)	7,391	6,325	5,991	16.9%	5.6%
LTL shipments (in thousands)	9,073	7,942	7,449	14.2%	6.6%
Average length of haul (in miles)	928	936	941	(0.9%)	(0.5%)
Total service centers	222	221	218	0.5%	1.4%
Tractors	6,907	6,296	6,099	9.7%	3.2%
Trailers	27,259	25,052	24,181	8.8%	3.6%

	2014	2013	2012	2011	2010
FINANCIAL RESULTS:					
Revenue from operations	\$ 2,787,897	\$ 2,337,648	\$ 2,134,579	\$ 1,903,800	\$ 1,501,848
Operating income	\$ 441,307	\$ 338,438	\$ 285,254	\$ 234,072	\$ 137,739
Net income	\$ 267,514	\$ 206,113	\$ 169,452	\$ 139,470	\$ 75,651
Operating ratio	84.2%	85.5%	86.6%	87.7%	90.8%
Diluted earnings per share	\$ 3.10	\$ 2.39	\$ 1.97	\$ 1.63	\$ 0.90
Diluted weighted average shares outstanding	86,162	86,165	86,165	85,720	83,890

FINANCIAL POSITION:					
Current assets	\$ 433,143	\$ 332,979	\$ 275,028	\$ 331,852	\$ 222,582
Current liabilities	255,638	232,122	225,139	204,810	170,046
Total assets	2,236,237	1,932,089	1,712,514	1,513,074	1,239,881
Long-term debt (including current maturities)	155,714	191,429	240,407	269,185	271,217
Shareholders' equity	1,494,064	1,232,082	1,025,969	856,519	668,649

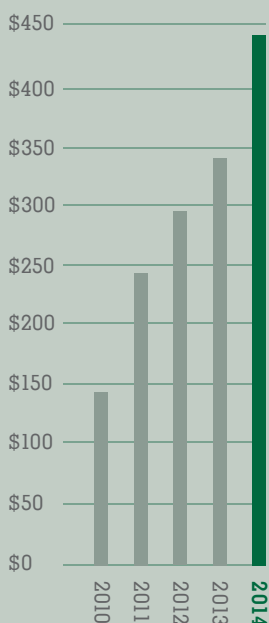
REVENUE FROM OPERATIONS

(in millions)



OPERATING INCOME

(in millions)

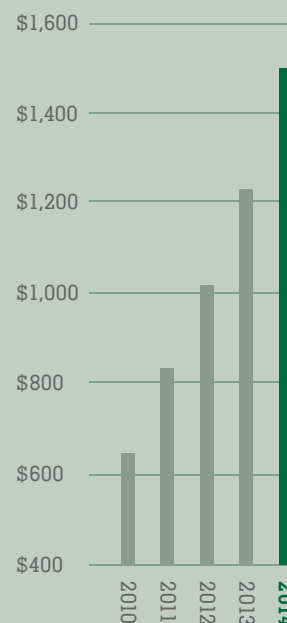


DILUTED EPS



SHAREHOLDERS' EQUITY

(in millions)



BOARD OF DIRECTORS AND EXECUTIVE OFFICERS

EARL E. CONGDON⁽¹⁾

Executive Chairman

DAVID S. CONGDON⁽¹⁾

Director; President and
Chief Executive Officer

ROBERT G. CULP, III^{(1) (2) (3)}

Lead Independent Director;
Chairman, Culp, Inc.

J. PAUL BREITBACH^{(1) (2) (4)}

Director; Retired Executive Vice President,
Krispy Kreme Doughnuts, Inc.

JOHN R. CONGDON, JR.⁽¹⁾

Director; Chairman,
Old Dominion Truck Leasing, Inc.

JOHN D. KASARDA, PH.D.^{(1) (4)}

Director; Professor and Director of the Center for
Air Commerce, Kenan Institute of Private Enterprise
at the University of North Carolina at Chapel Hill

LEO H. SUGGS^{(1) (3) (4)}

Director; Retired Chairman and Chief Executive Officer,
Overnite Transportation Company

D. MICHAEL WRAY^{(1) (2) (3)}

Director; President,
Riverside Brick & Supply Company, Inc.

GREG C. GANTT

Executive Vice President and
Chief Operating Officer

DAVID J. BATES

Senior Vice President – Operations

KEVIN M. FREEMAN

Senior Vice President – Sales

J. WES FRYE

Senior Vice President – Finance,
Chief Financial Officer and Assistant Secretary

CECIL E. OVERBEY, JR.

Senior Vice President – Strategic Development

ROSS H. PARR

Vice President – Legal Affairs,
General Counsel and Secretary

(1) Director (2) Audit Committee (3) Compensation Committee (4) Governance and Nomination Committee

SHAREHOLDER INFORMATION

FORM 10-K/INVESTOR CONTACT

Our Annual Report on Form 10-K is available on our website, www.odfl.com, or a copy (without exhibits) is available at no charge by contacting J. Wes Frye, Senior Vice President — Finance, at our corporate office.

ANNUAL SHAREHOLDERS' MEETING

The Annual Meeting of Shareholders will be held on Thursday, May 21, 2015, at 10:00 a.m. EDT at our corporate office.

REGISTRAR AND TRANSFER AGENT

American Stock Transfer & Trust Company, LLC
6201 15th Avenue
Brooklyn, New York 11219
718.921.8200

INDEPENDENT AUDITORS

Ernst & Young LLP
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