

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

**FORM 10-K**

(Mark One)

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

For the fiscal year ended December 31, 2009

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)

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

**500 Old Dominion Way**  
**Thomasville, NC 27360**

(Address of principal executive offices) (Zip Code)

**(336) 889-5000 (Registrant's telephone number, including area code)**

**Securities registered pursuant to Section 12(b) of the Act:**

<u>Title of each class</u>	<u>Name of each exchange on which registered</u>
Common Stock (\$0.10 par value)	The NASDAQ Stock Market LLC (NASDAQ Global Select Market)

**Securities registered pursuant to Section 12(g) of the Act: None**

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes  No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes  No

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

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate 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 if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (§229.405 of this chapter) is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

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

Large accelerated filer

Accelerated filer

Non-accelerated filer

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 Act). Yes  No

The aggregate market value of voting stock held by non-affiliates of the registrant as of June 30, 2009 was \$935,643,473, based on the closing sales price as reported on the NASDAQ Global Select Market.

As of February 26, 2010, the registrant had 37,284,675 outstanding shares of Common Stock (\$0.10 par value).

**DOCUMENTS INCORPORATED BY REFERENCE**

Portions of the Company's Proxy Statement for the 2010 Annual Meeting of Shareholders are incorporated by reference into Part III of this report.

## INDEX

	Forward-Looking Information .....	3
<b>Part I</b>		
Item 1	Business .....	3
Item 1A	Risk Factors .....	10
Item 1B	Unresolved Staff Comments .....	14
Item 2	Properties .....	15
Item 3	Legal Proceedings .....	15
Item 4	Reserved .....	15
<b>Part II</b>		
Item 5	Market for Registrant’s Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities .....	16
Item 6	Selected Financial Data .....	18
Item 7	Management’s Discussion and Analysis of Financial Condition and Results of Operations .....	18
Item 7A	Quantitative and Qualitative Disclosures about Market Risk .....	31
Item 8	Financial Statements and Supplementary Data .....	32
Item 9	Changes in and Disagreements With Accountants on Accounting and Financial Disclosure .....	50
Item 9A	Controls and Procedures .....	50
Item 9B	Other Information .....	52
<b>Part III</b>		
Item 10	Directors, Executive Officers and Corporate Governance .....	52
Item 11	Executive Compensation .....	52
Item 12	Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters .....	52
Item 13	Certain Relationships and Related Transactions, and Director Independence .....	52
Item 14	Principal Accounting Fees and Services .....	52
<b>Part IV</b>		
Item 15	Exhibits, Financial Statement Schedules .....	53
	Signatures .....	54
	Exhibit Index .....	55

## **Forward-Looking Information**

Forward-looking statements appear in this Annual Report, including but not limited to Item 7, “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. These forward-looking statements include, but are not limited to, statements relating to our goals, strategies, expectations, competitive environment, regulation, availability of resources, future events and future financial performance. Such forward-looking statements are made pursuant to the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. These forward-looking statements typically can be identified by such words as “anticipate,” “estimate,” “forecast,” “project,” “intend,” “expect,” “believe,” “should,” “could,” “may,” or other similar words or expressions. We caution readers that such forward-looking statements involve risks and uncertainties that could cause actual events or results to differ materially from those expressed or implied herein, including, but not limited to, the risk factors detailed in this Annual Report.

Our forward-looking statements are based on our beliefs and assumptions using information available at the time the statements are made. We caution the reader not to place undue reliance on our forward-looking statements (i) as these statements are neither a prediction nor a guarantee of future events or circumstances and (ii) the assumption, beliefs, expectations and projections about future events may differ materially from actual results. The Company undertakes no obligation to publicly update any forward-looking statement to reflect developments occurring after the statement is made.

## **PART I**

### **ITEM 1. BUSINESS**

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**

Old Dominion is a leading, less-than-truckload (“LTL”), non-union motor carrier providing regional, inter-regional and national LTL service and value-added logistics services from a single integrated organization. We operate as one business segment and offer our products and services through our four branded product groups: OD-Domestic, OD-Expedited, OD-Global and OD-Technology. We have grown to be the sixth largest LTL motor carrier in the United States, as measured by 2008 revenue, according to *Transport Topics*. In addition to our LTL services, we offer our customers a broad range of logistics services including ground and air expedited transportation, supply chain consulting, transportation management, truckload brokerage, container delivery and warehousing services. Through marketing and carrier relationships, we also offer door-to-door international freight services to and from all of North America, Central America, South America and the Far East. Our services are complemented by our technological capabilities, which provide the tools to improve the efficiency of our operations while empowering our customers to manage their shipping needs.

We have grown our revenue and customer base through both organic growth and strategic acquisitions. Prior to 1995, we provided regional service within the Southeastern region of the United States as well as inter-regional service connecting the Southeast to select major metropolitan areas. We have since expanded our infrastructure to provide next-day and second-day service within each of our six regions that now cover the entire continental United States, as well as expanded our inter-regional and national service between these regions. To support this geographic expansion, we increased our number of service centers from 53 at December 31, 1995 to 210 at December 31, 2009, including 72 new service centers in the past five years.

We attribute our growth to our focus on meeting our customers’ complete supply chain needs from a single point of contact with a high level of customer service supported by continual investment in our employees,

service center network and technology. Our integrated structure allows us to offer our customers consistent and continuous service from origin to destination. We believe our operating structure and proprietary information systems enable us to provide higher customer service levels and better manage our operating costs.

We were organized in 1934 and incorporated in Virginia in 1950. Our principal executive offices are located at 500 Old Dominion Way, Thomasville, North Carolina, 27360. Please refer to the Balance Sheets and Statements of Operations included in Item 8, "Financial Statements and Supplementary Data" of this report for information regarding our total assets, revenue from operations and net income.

## **Our Industry**

Trucking companies provide transportation services to virtually every industry operating in the United States and generally offer higher levels of reliability and faster transit times than other surface transportation options. The trucking industry is comprised principally of two types of motor carriers: LTL and truckload. LTL carriers pick up multiple shipments from multiple customers on a single truck and then route that freight for delivery through service centers where the freight may be transferred to other trucks with similar destinations. In contrast, truckload carriers generally dedicate an entire trailer to one customer from origin to destination.

According to the American Trucking Associations, the trucking industry accounted for 83.1% of total domestic freight revenue in 2008, or \$660.3 billion, of which the LTL sector accounted for 7.8%, or \$51.8 billion. In contrast to truckload carriers, LTL motor carriers require expansive networks of local pickup and delivery ("P&D") service centers, as well as larger breakbulk, or hub, facilities. Significant capital is required of LTL motor carriers to create and maintain a network of service centers and a fleet of tractors and trailers. The high fixed costs and capital spending requirements for LTL motor carriers makes it difficult for new start-up or small operators to effectively compete with established companies. In addition, successful LTL motor carriers generally employ, and continuously update, a high level of technology to provide information to customers and to reduce operating costs.

The LTL industry is highly competitive on the basis of service and price and has consolidated significantly since the industry was deregulated in 1980. Based on 2008 revenue, the top 25 LTL motor carriers accounted for approximately 60% of the total LTL market. Consolidation has accelerated in recent years due to an increase in customer demand for single transportation providers offering both national and regional LTL service and complex supply chain services, which smaller regional carriers with lesser financial resources are generally unable to provide. We believe consolidation will continue, particularly in the current economic environment, which appears to have substantially weakened the financial condition of many of our competitors.

## **Competition**

We compete with regional, inter-regional and national LTL carriers and, to a lesser extent, with truckload carriers, small package carriers, airfreight carriers and railroads. Competition is based primarily on service, price and business relationships. We believe that we are able to compete effectively in our markets by providing high-quality and timely service at competitive prices.

At all levels of our organization, we seek to continuously improve customer service by maximizing on-time performance while reducing transit times and minimizing cargo claims. We believe our transit times are generally faster than those of our principal national competitors, in part because of our more efficient service center network, use of team drivers and proprietary technology. In addition, we provide greater geographic coverage than most of our regional competitors. Our diversified mix and scope of regional, inter-regional and national service enables us to provide our customers with a single source to meet their LTL shipping needs, and we believe this provides us with a distinct advantage over our regional, multi-regional and national competition.

We also believe our non-union workforce gives us a significant advantage over our unionized LTL competitors. By utilizing flexible scheduling and training our employees to perform multiple tasks, we believe we achieve greater productivity and higher levels of customer service. We believe our focus on communication, continued education, development and motivation strengthens the relationships among our employees.

We compete with several larger transportation service providers, each of which may have more equipment, a broader coverage network and a wider range of services than we have. Our larger competitors may also have greater financial resources and, in general, the ability to reduce prices to gain business, especially during times of reduced growth rates in the economy.

### **Service Center Operations**

At December 31, 2009, we conducted operations through 210 service center locations, of which we own 125 and lease 85. We operate nine major breakbulk facilities in Atlanta, Georgia; Rialto, California; Indianapolis, Indiana; Greensboro, North Carolina; Harrisburg, Pennsylvania; Memphis and Morristown, Tennessee; Dallas, Texas; and Salt Lake City, Utah, while using some smaller service centers for limited breakbulk activity in order to serve our next-day markets. Our service centers are strategically located in six regions of the country to provide the highest quality service and minimize freight rehandling costs.

Each of our service centers is responsible for the pickup and delivery of freight within its service area. Each service center loads outbound freight by destination the day it is picked up. All inbound freight received by the service center in the evening or during the night is scheduled for local delivery the next business day, unless a customer requests a different delivery schedule. Our management reviews the productivity and service performance of each service center on a daily basis to ensure quality service and efficient operations.

While we have established primary responsibility for customer service at the local service center level, our customers may access information and initiate transactions through our centralized customer service department located at our corporate office or several other gateways, such as our website, electronic data interchange ("EDI"), automated voice response systems and automated fax systems. Our systems offer direct access to information such as freight tracking, shipping documents, rate quotes, rate databases and account activity. These centralized systems and our customer service department provide our customers with a single point of contact to access information across all areas of our operations and for each of our service products.

### **Linehaul Transportation**

Linehaul dispatchers are centralized at our corporate office and control the movement of freight among service centers through integrated freight movement systems. We also utilize load-planning software to optimize efficiencies in our linehaul operations. Our senior management continuously monitors freight movements, transit times, load factors and other productivity measurements to ensure that we maintain our highest levels of service and efficiency.

We utilize scheduled routes, and additional linehaul dispatches as necessary, to meet our published service standards. In addition, we lower our cost structure by maintaining flexible workforce rules and by primarily using twin 28-foot trailers in our linehaul operations. The use of twin 28-foot trailers permits us to transport freight directly from its point of origin to destination with minimal unloading and reloading, which also reduces cargo loss and damage expenses. We also utilize long-combination vehicles, such as triple 28-foot trailers and combinations of 48-foot and 28-foot trailers, in states where permitted. Twin trailers and long-combination vehicles permit more freight to be hauled behind a tractor than could otherwise be hauled by one large trailer.

## Tractors, Trailers and Maintenance

At December 31, 2009, we owned 5,390 tractors. We generally use new tractors in linehaul operations for approximately three to five years and then transfer those tractors to P&D operations for the remainder of their useful lives. In many of our service centers, tractors perform P&D functions during the day and linehaul functions at night to maximize tractor utilization.

At December 31, 2009, we operated a fleet of 21,185 trailers. We primarily purchase new trailers for our operations; however, we occasionally purchase pre-owned equipment that meets our specifications.

At various times, we have also acquired tractors and trailers through our acquisition of business assets from other carriers. The purchase of pre-owned equipment can provide an excellent value, but can increase our fleet's average age. The table below reflects, as of December 31, 2009, the average age of our tractors, trucks and trailers:

<u>Type of equipment (categorized by primary use)</u>	<u>Number of units</u>	<u>Average age (in years)</u>
Linehaul tractors . . . . .	2,923	2.9
P&D tractors . . . . .	2,467	7.7
P&D trucks . . . . .	114	3.6
Linehaul trailers . . . . .	15,538	7.6
P&D trailers . . . . .	5,647	12.4

We develop certain specifications for tractors and trailers and then negotiate the production and purchase of this equipment with several manufacturers. These purchases are planned well in advance of anticipated delivery dates in order to accommodate manufacturers' production schedules. We believe that there is sufficient capacity among suppliers to ensure an uninterrupted supply of equipment to support our operations.

The table below sets forth our capital expenditures for tractors and trailers for the years ended December 31, 2009, 2008 and 2007. Our capital expenditures for tractors and trailers in 2009 were limited to replacing a portion of the equipment scheduled to be retired through the normal replacement cycle. We retained this equipment scheduled for replacement, however, to provide sufficient capacity for us to take advantage of any increase in demand for our services caused by improvements in the economy, potential business failures or consolidation in the LTL industry. As a result of our current capacity, our equipment purchases in 2010 should be significantly reduced.

<u>(In thousands)</u>	<u>Year ended December 31,</u>		
	<u>2009</u>	<u>2008</u>	<u>2007</u>
Tractors . . . . .	<u>\$33,072</u>	<u>\$27,516</u>	<u>\$52,807</u>
Trailers . . . . .	<u>32,639</u>	<u>20,599</u>	<u>43,793</u>
Total . . . . .	<u>\$65,711</u>	<u>\$48,115</u>	<u>\$96,600</u>

At December 31, 2009, we had major maintenance operations at our service centers in Rialto, California; Denver, Colorado; Atlanta, Georgia; Indianapolis, Indiana; Kansas City and Parsons, Kansas; Greensboro, North Carolina; Columbus, Ohio; Harrisburg, Pennsylvania; Morristown and Memphis, Tennessee; Dallas, Texas; and Salt Lake City, Utah. In addition, eighteen other service center locations are equipped to perform routine and preventive maintenance and repairs on our equipment.

We adhere to established maintenance policies and procedures to ensure our fleet is properly maintained. Linehaul tractors are routed to appropriate maintenance facilities at designated mileage or time intervals, depending upon how the equipment was utilized. P&D tractors and trailers are scheduled for maintenance every 90 days.

## **Marketing and Customers**

At December 31, 2009, we had a sales staff of 453 employees. We compensate our sales force, in part, based upon on-time service performance, revenue generated and Company and service center profitability, which we believe helps motivate our sales employees to achieve our service, growth and profitability objectives.

We utilize a computerized freight-costing model to determine the price level at which a particular shipment of freight will be profitable. We can modify elements of this freight-costing model to simulate the actual conditions under which the freight will be moved. We also compete for business by participating in bid solicitations. Customers generally solicit bids for relatively large numbers of shipments for a period of one to two years, and typically choose to enter into contractual arrangements with a limited number of motor carriers based upon price and service.

Revenue is generated by customers dispersed primarily throughout the United States and North America. In 2009, our largest customer accounted for approximately 2.9% of our revenue and our largest 5, 10 and 20 customers accounted for approximately 8.9%, 14.0% and 21.0% of our revenue, respectively. For each of the previous three years, at least 90% of our revenue was derived from transporting LTL shipments for our customers and less than 5% of our revenue was generated from international services. We believe the diversity of our customer base helps protect our business from adverse developments in a single geographic region and the reduction or loss of business from a single customer.

## **Seasonality**

Our tonnage levels and revenue mix are subject to seasonal trends common in the motor carrier industry, although other factors, such as the economy, could cause variation in these trends. Operating margins 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 or early fourth quarter, which generally results in improved operating margins for those periods.

In 2009, we experienced harsh winter weather during the first quarter that, as expected, negatively impacted our operating margins. These negative impacts included increased operating costs resulting from inefficiencies in our service center network due to harsh winter weather, as well as a reduction in demand primarily attributable to the ongoing effects of the recessionary economy. Subsequent to the first quarter of 2009, we experienced a seasonal build in freight that was consistent with our normal seasonal trends, though the seasonal build was not as measurable as in prior years. We believe seasonal trends will continue to impact our business; however, we anticipate that our tonnage trends may continue to be inconsistent with historical trends until there is a general improvement in the domestic economy.

## **Technology**

We continually upgrade our technological capabilities, and we provide access to our systems through multiple gateways that offer our customers maximum flexibility and immediate access to information. We employ vehicle safety systems, freight handling systems and logistics technology to reduce costs and transit times. We continue to focus on the development and enhancement of the technology used in our operations in order to improve the efficiency and effectiveness of our services.

## **Insurance**

We carry a significant amount of insurance with third-party insurance carriers and we self-insure a portion of this risk. We are currently self-insured for bodily injury and property damage (“BIPD”) claims up to \$2.75 million per occurrence. Cargo loss and damage claims are self-insured up to \$100,000 per occurrence. We are

exposed to workers' compensation claims up to \$1.0 million per occurrence, through either self-insurance or insurance deductibles. We are insured for group health claims under a graduated aggregating policy, where we are exposed to claims up to \$350,000 per occurrence, plus an additional \$235,000 for claims exceeding \$650,000. Our long-term disability claims are self-insured to a maximum per individual of \$3,000 per month.

We believe that our policy of self-insuring a portion of our risk, together with our safety and loss prevention programs, is an effective means of managing insurance costs. We also believe that our current insurance coverage is adequate to cover our liability risks.

**Diesel Fuel Availability and Cost**

Our industry depends heavily upon the availability of diesel fuel. Although we maintained fuel storage and pumping facilities at 41, or 20%, of our service center locations at December 31, 2009, we may experience shortages at certain locations and may be forced to incur additional expense to ensure adequate supply on a timely basis to prevent a disruption to our service schedules. As a result of higher diesel fuel costs, we implemented a fuel surcharge program in August 1999 that has remained in effect since that time and has become one of many components in the overall price for our transportation services. Our fuel surcharges are generally indexed to the U.S. Department of Energy's (the "DOE") published fuel prices that reset each week. Our management believes that our operations and financial condition are susceptible to the same diesel fuel price increases or shortages as those of our competitors. Diesel fuel costs, including fuel taxes, totaled 11.4% and 16.8% of revenue in 2009 and 2008, respectively.

**Employees**

As of December 31, 2009, we employed 9,608 individuals on a full-time basis, of which none were represented under a collective bargaining agreement. Our full-time employees work in the following roles:

<u>Category</u>	<u>Number of employees</u>
Drivers .....	5,041
Platform .....	1,405
Fleet technicians .....	350
Sales .....	453
Salaried, clerical and other .....	2,359

As of December 31, 2009, we employed 2,477 linehaul drivers and 2,564 P&D drivers on a full-time basis. All of our drivers are selected based upon safe driving records and experience. Each of our drivers is required to pass a drug test and have a current U.S. Department of Transportation ("DOT") physical and a valid commercial driver's license prior to employment. Once employed, drivers are required to obtain and maintain hazardous materials endorsements to their commercial driver's licenses. Drivers, as well as all employees, are required to take pre-employment drug and alcohol tests and are randomly selected for periodic additional testing.

To help fulfill driver needs, we offer qualified employees the opportunity to become drivers through the "Old Dominion Driver Training Program." Since its inception in 1988, 2,598 individuals have graduated from this program. Of the program graduates, we have experienced an annual turnover rate of approximately 8.5%, which is below our company-wide average turnover rate of approximately 10.5% for drivers. We believe our driver training and qualification programs have been important factors in improving our safety record and retaining our qualified drivers. Drivers with safe driving records are rewarded with bonuses of up to \$3,000 payable each year. Driver safety bonuses paid during 2009 and 2008 were \$2.0 million in each year.

## **Governmental Regulation**

We are subject to regulation by the Federal Motor Carrier Safety Administration, the Pipeline and Hazardous Materials Safety Agency and the Surface Transportation Board, which are agencies within the DOT, as well as the regulations of various state agencies. These regulatory authorities have broad powers, generally governing matters such as authority to engage in motor carrier operations, motor carrier registration, driver hours of service, safety and fitness of transportation equipment and drivers, certain mergers, consolidations and acquisitions, and periodic financial reporting. In addition, we are subject to compliance with cargo-security and transportation regulations issued by the Transportation Security Administration within the U.S. Department of Homeland Security.

The trucking industry is subject to regulatory and legislative changes from a variety of other governmental authorities, which address matters such as: (i) increasingly stringent environmental and occupational safety and health regulations; (ii) limits on vehicle weight and size; (iii) ergonomics; and (iv) hours of service. These changes may affect our business or the economics of our industry by requiring changes in operating practices, or by influencing the demand for and increasing the costs of providing our services.

The cost of compliance with current applicable laws and regulations has not materially impacted our results of operations or financial condition. However, future changes to laws or regulations may adversely affect our operations and could result in unforeseen costs to our business.

## **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, as well as costs associated with clean-up of accidents involving our vehicles. We do not believe that the cost of future compliance with current environmental laws or regulations will have a material adverse effect on our operations, financial condition, competitive position or capital expenditures for the remainder of fiscal year 2010 or fiscal year 2011. However, future changes to laws or regulations may adversely affect our operations and could result in unforeseen costs to our business.

## **Available Information**

Through our website, <http://www.odfl.com>, we make available, free of charge, our Annual Report on Form 10-K, Quarterly Reports on Form 10-Q, Current Reports on Form 8-K and any amendments to those reports filed or furnished pursuant to Section 13(a) or 15(d) of the Securities Act of 1934, as soon as practicable after we electronically file the material with or furnish it to the U.S. Securities and Exchange Commission (the "SEC"). The public may read or copy any document we file with the SEC at the SEC's website, <http://www.sec.gov> (File No. 0-19582), or at the SEC's Public Reference Room at 100 F Street, NE, Washington, D.C. 20549. The SEC can be reached at 1-800-SEC-0330 for further information on the operation of the Public Reference Room. Information contained on our website is neither part of nor incorporated by reference in this Form 10-K or any other report we file with or furnish to the SEC.

## ITEM 1A. RISK FACTORS

Various factors exist that could cause our actual results to differ materially from those projected in any forward-looking statement. In addition to the factors discussed elsewhere in this report, we believe the following are some of the important risk factors that could materially affect our business, financial condition or results of operations:

### **We operate in a highly competitive industry, and our business will suffer if we are unable to adequately address potential downward pricing pressures and other factors that may adversely affect our operations and profitability.**

Numerous competitive factors could impair our ability to maintain our current profitability. These factors include, but are not limited to, the following:

- we compete with many other transportation service providers of varying sizes, some of which may have more equipment, a broader coverage network, a wider range of services, greater capital resources or have other competitive advantages;
- some of our competitors periodically reduce their prices to gain business, especially during times of reduced growth rates in the economy, which may limit our ability to maintain or increase prices or maintain revenue;
- many customers reduce the number of carriers they use by selecting “core carriers” as approved transportation service providers and in some instances we may not be selected;
- many customers periodically accept bids from multiple carriers for their shipping needs, and this process may depress prices or result in the loss of some business to competitors;
- the trend towards consolidation in the ground transportation industry may create other large carriers with greater financial resources and other competitive advantages relating to their size;
- advances in technology require increased investments to remain competitive, and our customers may not be willing to accept higher prices to cover the cost of these investments; and
- competition from non-asset-based logistics and freight brokerage companies may adversely affect our customer relationships and pricing policies.

Since the recessionary environment began, many of our LTL competitors generally reduced their prices to address overcapacity and created a very aggressive pricing environment throughout the industry. Although we remain focused on maintaining our pricing philosophy of charging a fair and reasonable price for the high level of our service offerings, the recessionary environment has had, and could continue to have, a negative impact on our operations and profitability.

### **If our employees were to unionize, our operating costs would increase and our ability to compete would be impaired.**

None of our employees are currently represented by a collective bargaining agreement. However, from time to time there have been efforts to organize our employees at various service centers. We can offer no assurance that our employees will not unionize in the future, particularly if regulatory changes occur that facilitate unionization.

The unionization of our employees could have a material adverse effect on our business, financial condition and results of operations because:

- some shippers have indicated that they intend to limit their use of unionized trucking companies because of the threat of strikes and other work stoppages;
- restrictive work rules could hamper our efforts to improve and sustain operating efficiency;

- restrictive work rules could impair our service reputation and limit our ability to provide next-day services;
- a strike or work stoppage would negatively impact our profitability and could damage customer and employee relationships; and
- an election and bargaining process could divert management's time and attention from our overall objectives and impose significant expenses.

**If we are unable to successfully execute our growth strategy, our business and future results of operations may suffer.**

Our growth strategy includes increasing the volume of freight moving through our existing service center network, selectively expanding our geographic footprint and broadening the scope of our service offerings. In connection with our growth strategy, at various times, we have made selective acquisitions, purchased additional equipment, expanded and upgraded service centers and increased our sales and marketing efforts, and we expect to continue to do so. Our growth strategy exposes us to a number of risks, including the following:

- geographic expansion and acquisitions require start-up costs that could expose us to temporary losses;
- growth and geographic expansion is dependent on the availability of real estate. Shortages of suitable real estate may limit our geographic expansion and might cause congestion in our service center network, which could result in increased operating expenses;
- growth may strain our management, capital resources, information systems and customer service;
- hiring new employees may increase training costs and may result in temporary inefficiencies until those employees become proficient in their jobs;
- expanding our service offerings may require us to enter into new markets and encounter new competitive challenges; and
- growth through acquisition could require us to temporarily match existing freight rates of the acquiree's markets, which may be lower than the rates that we would typically charge for our services.

We cannot assure that we will overcome the risks associated with our growth strategy. If we fail to overcome those risks, we may not realize additional revenue or profits from our efforts, we may incur additional expenses and, therefore, our financial position and results of operations could be materially and adversely affected.

**Our customers and suppliers' business may be impacted by a downturn in the economy and/or a disruption of financial markets.**

Adverse economic conditions can negatively affect our customers' business levels, the amount of transportation services they need and their ability to pay for our services. Customers encountering adverse economic conditions may be unable to obtain additional financing, or financing under acceptable terms, due to disruptions in the capital and credit markets. These customers represent a greater potential for bad debt losses, which may require us to increase our reserve for bad debt. Economic conditions resulting in bankruptcies of one or more of our large customers could have a significant impact on our financial position, results of operations or liquidity in a particular year or quarter.

Our supplier's business levels also may be negatively affected by adverse economic conditions or financial constraints, which could lead to disruptions in the supply and availability of equipment, parts and services critical to our operations. A significant interruption in our normal supply chain could disrupt our operations, increase our costs and negatively impact our ability to serve our customers.

**Insurance and claims expenses could significantly reduce our profitability.**

We are exposed to claims related to cargo loss and damage, property damage, personal injury, workers' compensation, long-term disability, group health and dental. We have insurance coverage with third-party insurance carriers, but self-insure a portion of the risk associated with these claims. If the number or severity of claims for which we are self-insured increases, or we are required to accrue or pay additional amounts because the claims prove to be more severe than our original assessment, our operating results would be adversely affected. In addition, insurance companies require us to obtain letters of credit to collateralize our self-insured retention. If these requirements increase, our borrowing capacity could be adversely affected.

**We have significant ongoing cash requirements that could limit our growth and affect our profitability if we are unable to obtain sufficient financing.**

Our business is highly capital intensive. Our purchases of property and equipment in 2009 and 2008 were \$210.9 million and \$181.5 million, respectively. We expect our net capital expenditures for 2010 to be approximately \$95 million. While we intend to finance expansion and renovation projects with existing cash, cash flow from operations and available borrowings under our existing senior unsecured credit agreement, we may require additional financing to support our continued growth. If we are unable in the future to generate sufficient cash flow from operations or borrow the necessary capital to fund our planned capital expenditures, we will be forced to limit our growth and operate our equipment for longer periods of time, which could have a material adverse effect on our operating results.

In addition, our business has significant operating cash requirements. If our cash requirements are high or our cash flow from operations is low during particular periods, we may need to seek additional financing, which may be costly or difficult to obtain. We have a \$225.0 million senior unsecured revolving credit facility that matures on August 10, 2011, which we believe provides us with a sufficient source for borrowing as needed.

**Limited supply and increased prices for new equipment may adversely affect our earnings and cash flow.**

Investment in new equipment is a significant part of our annual capital expenditures. We may face difficulty in purchasing new equipment due to decreased supply. The price of our equipment may also be adversely affected in the future by regulations on newly manufactured tractors and diesel engines. See the risk factor below entitled: "We are subject to various environmental laws and regulations, and costs of compliance with, liabilities under, or violations of, existing or future environmental laws or regulations could adversely affect our business."

**A decrease in the demand and value of used equipment.**

As we purchase new tractors as part of our normal replacement cycle each year, we rely on the used equipment market to dispose of our older equipment. Oversupply in the transportation industry as well as adverse domestic and foreign economic conditions can negatively impact the demand for used tractors and, therefore, reduce the value we can obtain on our used equipment. If we are unable to sell our replacement vehicles at or above salvage value, the resulting losses could have a significant impact on our results of operations.

**We may be adversely impacted by fluctuations in the price and availability of diesel fuel.**

Diesel fuel is a significant operating expense for our business. We do not hedge against the risk of diesel fuel price increases. An increase in diesel fuel prices or diesel fuel taxes, or any change in federal or state regulations that results in such an increase, could have a material adverse effect on our operating results, unless the increase is offset by increases in freight rates or fuel surcharges charged to our customers. Depending on the base rate and fuel surcharge levels agreed upon by individual shippers, a rapid and significant change in the cost of diesel fuel could also have a material adverse effect on our operating results. We continuously monitor the components of our pricing, including base freight rates and fuel surcharges, and address individual account

profitability issues with our customers when necessary. While we have historically been able to adjust our base rate pricing and/or fuel surcharges to offset changes to the cost of diesel fuel, we cannot be certain that we will be able to do so in the future.

We maintained fuel storage and pumping facilities at 41 and 36 of our service center locations at December 31, 2009 and 2008, respectively. However, we may experience shortages in the availability of diesel fuel at certain locations and may be forced to incur additional expense to ensure adequate supply on a timely basis to prevent a disruption to our service schedules. An interruption in the supply of diesel fuel could have a material adverse effect on our operating results.

**We are subject to various environmental laws and regulations, and costs of compliance with, liabilities under, or violations of, existing or future environmental laws or regulations could adversely affect our business.**

We are subject to various federal, state and local environmental laws and regulations that govern, among other things, the emission and discharge of hazardous materials into the environment, the presence of hazardous materials at our properties or in our vehicles, fuel storage tanks, the transportation of certain materials and the discharge or retention of storm water. Under certain 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, as well as costs associated with the clean-up of accidents involving our vehicles. Environmental laws have become and are expected to continue to be increasingly more stringent over time, and there can be no assurance that our costs of complying with current or future environmental laws or liabilities arising under such laws will not have a material adverse effect on our business, operations or financial condition.

The U.S. Environmental Protection Agency (the "EPA") has issued regulations that require progressive reductions in exhaust emissions from diesel engines through 2010. Beginning in October 2002, new diesel engines were required to meet these new emission limits. Some of the regulations required reductions in the sulfur content of diesel fuel beginning in June 2006 and the introduction of emissions after-treatment devices on newly-manufactured engines and vehicles beginning with model-year 2007. The final phase of the regulations requires reduced nitrogen and non-methane hydrocarbon emissions beginning with model-year 2010. These regulations have resulted in higher prices for tractors and diesel engines and increased fuel and maintenance costs, and there can be no assurance that continued increases in pricing or costs will not have an adverse effect on our business and operations.

In addition to the EPA regulations on exhaust emissions with which we must comply, there is an increased regulatory focus on climate change and greenhouse gas emissions in the United States. As a result, we may become subject to additional legislation that could adversely impact our business. At this time, we cannot predict the requirements of any future regulations. However, any limitations on the emission of greenhouse gases or other environmental legislation could increase our future capital expenditures and have an adverse impact on our financial condition, results of operations and liquidity.

**We operate in a highly regulated industry, and increased costs of compliance with, or liability for violation of, existing or future regulations could have a material adverse effect on our business.**

We are regulated by the DOT and by various state agencies. These regulatory authorities have broad powers, generally governing matters such as authority to engage in motor carrier operations, as well as motor carrier registration, driver hours of service, safety and fitness of transportation equipment and drivers, transportation of hazardous materials, certain mergers and acquisitions and periodic financial reporting. In addition, the trucking industry is subject to regulatory and legislative changes from a variety of other governmental authorities, which address matters such as: (i) increasingly stringent environmental, occupational safety and health regulations; (ii) limits on vehicle weight and size; (iii) ergonomics; and (iv) hours of service. In addition, we are subject to compliance with cargo-security and transportation regulations issued by the

Transportation Security Administration within the U.S. Department of Homeland Security. Regulatory requirements, and changes in regulatory requirements, may affect our business or the economics of the industry by requiring changes in operating practices or by influencing the demand for and increasing the costs of providing transportation services.

**Our results of operations may be affected by seasonal factors and harsh weather conditions.**

Our operations are subject to seasonal trends common in the trucking industry. Our operating margins in the first quarter are normally lower due to reduced demand during the winter months. Harsh weather can also adversely affect our performance by reducing demand and reducing our ability to transport freight, which could result in decreased revenue and increased operating expenses.

**If we are unable to retain our key employees, our financial condition, results of operations and liquidity could be adversely affected.**

Our success will continue to depend upon the experience and leadership of our key employees and executive officers. In that regard, the loss of the services of any of our key personnel could have a material adverse effect on our financial condition, results of operation and liquidity.

**Our principal shareholders control a large portion of our outstanding common stock.**

Earl E. Congdon, John R. Congdon and members of their respective families beneficially own approximately one-third of the outstanding shares of our common stock. As long as the Congdon family controls a large portion of our voting stock, they may be able to significantly influence the election of the entire Board of Directors and the outcome of all matters involving a shareholder vote. The Congdon family's interests may differ from the interests of other shareholders.

**Our financial results may be adversely impacted by potential future changes in accounting practices.**

Future changes in accounting standards or practices, and related legal and regulatory interpretations of those changes, may adversely impact public companies in general, the transportation industry or our operations specifically. New accounting standards or requirements, such as a conversion from U.S. generally accepted accounting principles to International Financial Reporting Standards, could change the way we record revenues, expenses, assets and/or liabilities or could be costly to implement. These types of regulations could have a negative impact on our financial position, liquidity, results of operations and/or access to capital.

**Our information technology systems are subject to certain risks that we cannot control.**

Our information systems, including our accounting systems, are dependent upon third-party software, global communications providers, telephone systems and other aspects of technology and Internet infrastructure that are susceptible to failure. Although we have implemented redundant systems and network security measures, our information technology remains susceptible to outages, computer viruses, break-ins and similar disruptions that may inhibit our ability to provide services to our customers and the ability of our customers to access our systems. This may result in the loss of customers or a reduction in demand for our services.

**ITEM 1B. UNRESOLVED STAFF COMMENTS**

None.

## ITEM 2. PROPERTIES

We own our general office located in Thomasville, North Carolina, consisting of a two-story office building of approximately 160,000 square feet on 30.1 acres of land. At December 31, 2009, we operated 210 service centers, of which 125 were owned and 85 were leased. Our service centers that are owned include most of our larger facilities and account for 77.7% of the total door capacity in our network. We own all of our major breakbulk facilities, which are listed below with the number of doors as of December 31, 2009.

<u>Service Center</u>	<u>Doors</u>
Harrisburg, Pennsylvania .....	305
Morristown, Tennessee .....	247
Dallas, Texas .....	234
Atlanta, Georgia .....	227
Indianapolis, Indiana .....	223
Greensboro, North Carolina .....	219
Memphis, Tennessee .....	169
Rialto, California .....	152
Salt Lake City, Utah .....	129

These facilities are strategically dispersed over the states in which we operate. At December 31, 2009, the terms of our leased properties ranged from month-to-month to a lease that expires in 2023. We believe that as current leases expire, we will be able to renew them or find comparable facilities without incurring any material negative impact on service to our customers or our operating results.

We also own 25 non-operating properties, all of which are held for lease or are planned for future use. Seven of these properties are leased with lease terms that range from month-to-month to a lease that expires in 2012.

We believe that all of our properties are in good repair and are capable of providing the level of service required by current business levels and customer demands. In addition, we believe we have sufficient capacity in our service center network to accommodate a substantial increase in demand for our services.

## ITEM 3. LEGAL PROCEEDINGS

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 and determined, will have a material adverse effect upon our financial position, liquidity or results of operations.

## ITEM 4. RESERVED

## PART II

### ITEM 5. MARKET FOR THE REGISTRANT'S COMMON EQUITY, RELATED STOCKHOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES

#### Common Stock and Dividend Information

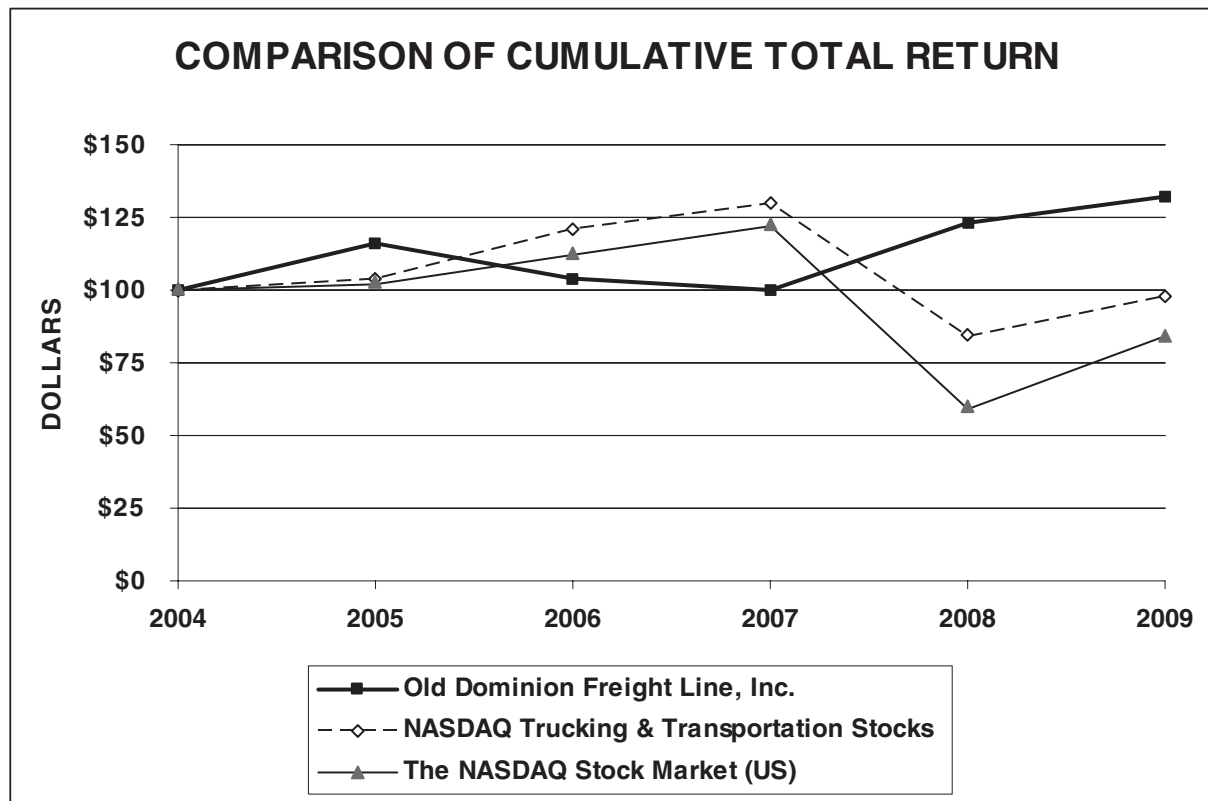
Our common stock is traded on the NASDAQ Global Select Market under the symbol ODFL. At February 12, 2010, there were approximately 9,925 holders of our common stock, including 151 shareholders of record. We did not pay any dividends on our common stock during fiscal year 2009 or 2008, and we have no current plans to declare or pay any dividends on our common stock during fiscal year 2010. For information concerning restrictions on our ability to make dividend payments, see *Liquidity and Capital Resources* in Item 7, "Management's Discussion and Analysis of Financial Condition and Results of Operations" and Note 3 in Item 8, "Financial Statements and Supplementary Data" of this report.

The following table sets forth the high and low sales price of our common stock for the periods indicated, as reported by the NASDAQ Global Select Market:

	2009			
	<u>First Quarter</u>	<u>Second Quarter</u>	<u>Third Quarter</u>	<u>Fourth Quarter</u>
<b>High</b> .....	<b>\$29.50</b>	<b>\$33.81</b>	<b>\$38.75</b>	<b>\$34.95</b>
<b>Low</b> .....	<b>\$18.69</b>	<b>\$22.60</b>	<b>\$29.63</b>	<b>\$24.10</b>
	2008			
	<u>First Quarter</u>	<u>Second Quarter</u>	<u>Third Quarter</u>	<u>Fourth Quarter</u>
High .....	\$33.62	\$33.58	\$40.09	\$30.60
Low .....	\$20.31	\$27.00	\$26.74	\$18.47

## Performance Graph

The following graph compares the total shareholder cumulative returns, assuming the reinvestment of all dividends, of \$100 invested on December 31, 2004, in (i) our Common Stock, (ii) the NASDAQ Trucking & Transportation Stocks and (iii) the NASDAQ Stock Market (US) for the five-year period ended December 31, 2009:



## Cumulative Total Return

	<u>12/31/04</u>	<u>12/31/05</u>	<u>12/31/06</u>	<u>12/31/07</u>	<u>12/31/08</u>	<u>12/31/09</u>
Old Dominion Freight Line, Inc . . . . .	\$100	\$116	\$104	\$100	\$123	\$132
NASDAQ Trucking and Transportation Stocks. . . . .	\$100	\$104	\$121	\$130	\$ 84	\$ 98
The NASDAQ Stock Market (US) . . . . .	\$100	\$102	\$112	\$122	\$ 59	\$ 84

## ITEM 6. SELECTED FINANCIAL DATA

<i>(In thousands, except per share amounts and operating statistics)</i>	Year Ended December 31,				
	2009	2008	2007	2006	2005
<b>Operating Data:</b>					
Revenue from operations . . . . .	\$1,245,005	\$1,537,724	\$1,401,542	\$1,279,431	\$1,061,403
Depreciation and amortization expense . . . . .	94,784	87,083	79,863	67,634	55,897
Total operating expenses . . . . .	1,174,614	1,408,654	1,271,605	1,148,946	963,818
Operating income . . . . .	70,391	129,070	129,937	130,485	97,585
Interest expense, net <sup>(1)</sup> . . . . .	12,998	13,012	12,960	10,206	6,527
Provision for income taxes . . . . .	22,294	43,989	43,963	46,774	36,388
Income before cumulative effect of accounting change . . . . .	34,871	68,677	71,832	72,569	53,883
Cumulative effect of accounting change, net . . . . .	—	—	—	—	408
Net income . . . . .	34,871	68,677	71,832	72,569	53,475
<b>Per Share Data:</b>					
Diluted earnings per share before cumulative effect of accounting change . . . . .	0.94	1.84	1.93	1.95	1.45
Diluted earnings per share . . . . .	0.94	1.84	1.93	1.95	1.43
<b>Balance Sheet Data:</b>					
Cash, cash equivalents and short-term investments . . . . .	4,171	28,965	30,703	87,724	986
Current assets . . . . .	174,175	209,230	216,277	256,367	150,213
Total assets . . . . .	1,159,278	1,074,905	981,048	892,193	641,648
Current liabilities . . . . .	148,125	142,190	127,723	121,546	111,028
Long-term debt (including current maturities) . . . . .	305,532	251,989	263,754	274,582	128,956
Shareholders' equity . . . . .	593,000	558,129	489,452	417,620	345,051
<b>Operating Statistics:</b>					
Operating ratio . . . . .	94.3%	91.6%	90.7%	89.8%	90.8%
Revenue per hundredweight . . . . .	\$ 12.70	\$ 13.88	\$ 13.30	\$ 13.16	\$ 12.63
Revenue per intercity mile . . . . .	\$ 4.16	\$ 4.60	\$ 4.31	\$ 4.32	\$ 4.12
Intercity miles ( <i>in thousands</i> ) . . . . .	299,330	334,219	325,268	296,464	257,900
Total tons ( <i>in thousands</i> ) . . . . .	4,902	5,545	5,271	4,859	4,203
Total shipments ( <i>in thousands</i> ) . . . . .	5,750	6,691	6,765	6,428	5,751
Average length of haul <sup>(2)</sup> ( <i>miles</i> ) . . . . .	928	901	926	922	912

(1) For the purpose of this table, interest expense is presented net of interest income.

(2) We refined our average length of haul calculation in 2008 by excluding miles from the Company's agent carriers, which had the effect of lowering this metric slightly. We were able to recalculate this operating metric for each year and, therefore, we restated this metric for years prior to 2008 presented in this report.

## ITEM 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

### Overview

We are a leading, less-than-truckload ("LTL"), non-union motor carrier providing regional, inter-regional and national LTL service and value-added logistics services from a single integrated organization. We operate as one business segment and offer our products and services through our four branded product groups: OD-Domestic, OD-Expedited, OD-Global and OD-Technology. In addition to our LTL services, we offer our

customers a broad range of logistics services including ground and air expedited transportation, supply chain consulting, transportation management, truckload brokerage, container delivery and warehousing services. Through marketing and carrier relationships, we also offer door-to-door international freight services to and from all of North America, Central America, South America and the Far East. More than 90% of our revenue has historically been derived from transporting LTL shipments for our customers, whose demand for our services is generally tied to industrial production and the overall health of the U.S. domestic economy.

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

- *Revenue Per Hundredweight* – This measurement reflects our pricing policies, which are influenced by competitive market conditions and our growth objectives. 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, revenue adjustments and revenue for undelivered freight are included in this measurement. Revenue for undelivered freight is deferred for financial statement purposes in accordance with our revenue recognition policy; however, we believe including this deferred revenue in our revenue per hundredweight measurements results in a better indicator of changes in our yields by matching total billed revenue with the corresponding weight of those shipments.
- *Weight Per 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 weight per shipment indicate higher demand for our customers' products and overall increased economic activity. Beginning in 2008, however, many shippers began consolidating shipments in an effort to reduce the impact of the high cost of diesel fuel on their transportation costs. In doing so, these shippers caused an increase in our weight per shipment by shipping the same volume of goods with fewer shipments. We believe this trend continued in 2009, despite the subsequent overall decline in diesel fuel costs, due to the overall weak demand for shippers' goods resulting from the recessionary economy.
- *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 analyzing this metric, we can determine the success and growth potential of our service products in these markets.
- *Revenue Per Shipment* – This measurement is primarily determined by the three metrics listed above and is used, in conjunction with the number of shipments we receive, to calculate total revenue, excluding adjustments for undelivered freight.

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, P&D stops per hour, P&D shipments per hour, platform pounds handled per hour and platform shipments per hour. In addition to our focus on density, it is critical for us to obtain an appropriate yield on the shipments we handle. We manage our yields by focusing on individual account profitability. We believe yield management and improvements in density are key components in our ability to produce profitable growth.

Our primary cost elements are direct wages and benefits associated with the movement of freight; operating supplies and expenses, which includes fuel and repair parts; 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. Our technology provides our customers with visibility of their shipments throughout our network, increases the productivity of our workforce and provides key metrics from which we can monitor our processes.

## Results of Operations

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

	<u>2009</u>	<u>2008</u>	<u>2007</u>
Revenue from operations . . . . .	<u>100.0%</u>	<u>100.0%</u>	<u>100.0%</u>
Operating expenses:			
Salaries, wages and benefits . . . . .	57.7	52.3	53.6
Operating supplies and expenses . . . . .	14.6	19.9	17.0
General supplies and expenses . . . . .	2.9	2.9	2.9
Operating taxes and licenses . . . . .	4.0	3.4	3.6
Insurance and claims . . . . .	1.8	2.3	2.4
Communication and utilities . . . . .	1.2	1.0	1.1
Depreciation and amortization . . . . .	7.6	5.7	5.7
Purchased transportation . . . . .	2.7	2.8	3.1
Building and office equipment rents . . . . .	1.1	0.9	0.8
Miscellaneous expenses, net . . . . .	<u>0.7</u>	<u>0.4</u>	<u>0.5</u>
Total operating expenses . . . . .	<u>94.3</u>	<u>91.6</u>	<u>90.7</u>
Operating income . . . . .	5.7	8.4	9.3
Interest expense, net <sup>(1)</sup> . . . . .	1.1	0.8	0.9
Other expense, net . . . . .	—	0.2	0.1
Income before income taxes . . . . .	4.6	7.4	8.3
Provision for income taxes . . . . .	<u>1.8</u>	<u>2.9</u>	<u>3.2</u>
Net income . . . . .	<u>2.8%</u>	<u>4.5%</u>	<u>5.1%</u>

(1) For the purpose of this table, interest expense is presented net of interest income.

## 2009 Compared to 2008

Key financial and operating metrics for 2009 and 2008 are presented below:

	<u>2009</u>	<u>2008</u>	<u>Change</u>	<u>% Change</u>
Work days . . . . .	253	254	(1)	(0.4)
Revenue ( <i>in thousands</i> ) . . . . .	<b>\$1,245,005</b>	\$1,537,724	\$(292,719)	(19.0)
Operating ratio . . . . .	94.3%	91.6%	2.7%	2.9
Net income ( <i>in thousands</i> ) . . . . .	<b>\$ 34,871</b>	\$ 68,677	\$ (33,806)	(49.2)
Diluted earnings per share . . . . .	<b>\$ 0.94</b>	\$ 1.84	\$ (0.90)	(48.9)
Total tons ( <i>in thousands</i> ) . . . . .	4,902	5,545	(643)	(11.6)
Total shipments ( <i>in thousands</i> ) . . . . .	5,750	6,691	(941)	(14.1)
Weight per shipment ( <i>lbs.</i> ) . . . . .	1,705	1,657	48	2.9
Revenue per hundredweight . . . . .	<b>\$ 12.70</b>	\$ 13.88	\$ (1.18)	(8.5)
Revenue per shipment . . . . .	<b>\$ 216.49</b>	\$ 229.99	\$ (13.50)	(5.9)
Average length of haul ( <i>miles</i> ) . . . . .	928	901	27	3.0

Our financial results for 2009 reflect our operating strengths as we remained profitable despite a significant decline in tonnage and revenue, which resulted from the negative impacts of a recessionary economy and an increasingly competitive operating environment within the LTL industry. The persistent recessionary economy caused freight demand to weaken throughout 2009. When combined with the overcapacity in the LTL industry, the weakened demand created an aggressive and competitive pricing environment. Confronted with this environment and an 11.6% decline in tonnage, we focused on delivering outstanding service performance, improving the productivity of our employees, managing our variable costs and remaining disciplined with the pricing for our services. Despite the success we had with these measures, we were unable to sufficiently increase our prices or generate enough cost savings to offset our decline in revenue. As a result, our operating ratio increased to 94.3% in 2009 from 91.6% in 2008 and our earnings per diluted share decreased 48.9% to \$0.94 for 2009. We believe our strategy mitigated much of the negative impact that we could have experienced as a result of the extremely difficult LTL operating environment, since our operating ratio deteriorated by only 270 basis points despite a 19.0% decline in revenue.

### *Revenue*

The decrease in revenue during 2009 was the result of decreases in tonnage and revenue per hundredweight of 11.6% and 8.5%, respectively. The reduction in tonnage during 2009 resulted from a 14.1% decrease in the number of shipments that was partially offset by a 2.9% increase in weight per shipment. The tonnage decrease was primarily attributable to the impact of the recessionary economy on freight demand, since our research indicates there has been no significant change in our market share. Although certain economic metrics indicate improvement and small amounts of capacity have exited the market, we do not anticipate a change in industry conditions until there is a sustained recovery in the general domestic economy or a significant decrease in industry capacity resulting from potential business failures or consolidation in the LTL industry. Until one or both of these events occur, we could experience additional declines in our tonnage and shipments as well as continued pressure on our yields. However, we believe we have positioned ourselves well, through our commitment to service, to gain additional market share from our existing customers and new customers who seek consistent, claims-free and value-driven service once industry conditions improve.

Revenue per hundredweight decreased 8.5% to \$12.70 from \$13.88 in 2008. This decrease in our revenue per hundredweight was primarily due to the reduction in fuel surcharge revenue, which resulted from a significant decline in the average price of diesel fuel between the comparable years. Excluding fuel surcharges, revenue per hundredweight remained consistent at \$11.49 for 2009 and 2008. We were unable to sufficiently increase our overall pricing during 2009 due to the competitive pricing environment in the LTL industry. During the fourth quarter of 2008 and throughout 2009, pricing emerged as the principal driver of competition as many carriers attempted to either gain market share or minimize tonnage losses through price discounting. Despite the pricing pressure, we remained committed to our pricing philosophy of charging our customers a fair and reasonable price for outstanding service. Our commitment to service is evidenced by an approximate 99% on-time service performance and a historically low cargo claims ratio during 2009. The prolonged impact of overcapacity in the industry and the aggressive competition on prices could continue to impact our ability to increase or even maintain our pricing in future periods, which in turn could have a material adverse impact on our future revenue and net income.

Fuel surcharge revenue decreased to 9.6% of revenue from 17.2% of revenue in 2008. Most of our tariffs and contracts provide for a fuel surcharge, which is recorded as additional revenue, as diesel fuel prices increase above stated levels. These levels are generally indexed to the DOE's published fuel prices that reset each week. The fuel surcharge is one of many components included in the overall negotiated price for our transportation services with our customers, although it is generally believed to be a measure of the increase in cost of all petroleum products that we use. We continuously monitor the components of our pricing, including base freight rates and fuel surcharges. We also address individual account profitability issues with our customers when necessary as part of our effort to minimize the negative impact on our profitability that would likely result from a rapid and significant change in any of our operating expenses.

### *Operating Costs and Other Expenses*

Salaries, wages and benefits increased to 57.7% of revenue in 2009 from 52.3% in 2008. The increase as a percent of revenue is primarily due to the year-over-year decline in fuel surcharge revenue, which has no corresponding decrease in the volume of freight moving through our network. As a result, driver wages increased to 23.1% of revenue from 21.0% in 2008. Platform wages as a percentage of revenue increased to 6.8% from 6.7% in 2008.

While our salaries, wages and benefits increased as a percent of revenue, the \$85.9 million overall decrease is attributable to the 11.6% year-over-year reduction in the total number of full-time employees, the decline in the number of hours worked and the overall increased productivity of our employees. Our P&D shipments per hour increased 3.9% and P&D stops per hour increased 3.4%, both reflecting the improved efficiencies and utilization of our experienced drivers. Our linehaul laden load average increased 0.5%. Platform pounds handled per hour increased 9.3%, which allowed our platform wages to remain consistent as a percent of revenue. These productivity improvements partially offset the impact on our operating ratio of the annual wage increase provided to our driver and platform employees in September 2008 as well as the scheduled increases newly hired employees achieved in 2009 as they gained experience.

Employee benefit costs increased to 33.4% of salaries and wages in 2009 from 30.1% in 2008. These increases are primarily attributable to increased costs associated with our group health and dental coverage and workers' compensation claims experience. Group health and dental costs rose to 12.2% of total salary and wages in 2009 from 10.3% in 2008 due to an increase in the average cost of medical claims per employee, as well as an increase in the number of claims paid for participants who elected coverage under the Consolidated Omnibus Budget Reconciliation Act of 1985 ("COBRA"). Legislation passed in 2009 lengthened the period of coverage for eligible COBRA participants who were involuntarily terminated between September 1, 2008 and February 28, 2010.

Operating supplies and expenses decreased to 14.6% of revenue in 2009 from 19.9% in 2008. This decrease is primarily due to the decline in diesel fuel costs, excluding fuel taxes, which is the largest component of operating supplies and expenses. These costs decreased 50.4% during the year as a result of the combined effect of a 37.3% decrease in our average price per gallon and a 12.8% decrease in gallons consumed. The reduction in fuel consumption is primarily due to the year-over-year decline in overall miles, as well as a 2.2% increase in our miles per gallon. The decreased consumption also lowered our fuel tax expenses and was the principal driver of the \$2.5 million reduction in "Operating taxes and licenses." We do not use diesel fuel hedging instruments and are therefore subject to market price fluctuations.

General supplies and expenses remained consistent as a percent of revenue at 2.9% for both 2009 and 2008. These costs remained consistent as a percent of revenue due to our strict cost control measures put in place to manage our variable costs and the decrease in supplies directly related to lower shipment volumes.

The decrease in insurance and claims expense to 1.8% of revenue from 2.3% in 2008 is attributable to the 32.1% and 39.0% decreases in auto liability and cargo claims expenses, respectively. We self-insure a portion of our auto and cargo claims liabilities and obtain excess insurance coverage for claims above our retention levels. The decrease in our auto liability expenses was primarily due to a \$1.9 million favorable adjustment recorded in the fourth quarter that resulted from improved experience in the number of claims during 2009 and a reduction in our estimate for losses in prior years. We believe that our cargo claims expense improved primarily due to the increased training of our employees on claims prevention, which resulted in a historically low cargo claims ratio in 2009 and a 32.8% decrease in total claims paid.

Depreciation and amortization expense increased to 7.6% of revenue in 2009 as compared to 5.7% in 2008. The increase as a percent of revenue reflects the combined impact of the decline in overall revenue in 2009 on these fixed costs and our significant investments in real estate and revenue equipment in 2008 and 2009.

Consistent with our long-term growth strategy, we took advantage of real estate opportunities during 2009, which allowed us not only to expand our service center network, but also to relocate certain operations to larger facilities. In addition, we made a strategic decision to purchase new revenue equipment in 2009, while retaining the tractors and trailers scheduled to be replaced. Our decision to increase our equipment capacity placed us in a position to accommodate an increase in demand for our services that could have resulted from business failures or consolidation in the LTL industry that we believed were likely to result from the recessionary economy.

Other expense, net includes the net investment gains or losses on the cash value of our variable life insurance contracts related to our non-qualified deferred compensation plans. The cash value of these contracts was impacted by the improvement in equity markets during 2009, which favorably affected comparisons with 2008.

Our effective tax rate for 2009 and 2008 was 39.0%. Our effective tax rates in 2009 and 2008 were favorably impacted by alternative fuel tax credits for the use of propane in our operations. These fuel tax credits expired on December 31, 2009 and, unless extended by future legislation, will likely increase our effective tax rate in 2010. Our effective tax rate exceeded the federal statutory rate of 35% primarily due to the impact of state taxes and certain non-deductible items.

### **2008 Compared to 2007**

Key financial and operating metrics for 2008 and 2007 are presented below:

	<u>2008</u>	<u>2007</u>	<u>Change</u>	<u>% Change</u>
Work days .....	254	253	1	0.4
Revenue ( <i>in thousands</i> ) .....	\$1,537,724	\$1,401,542	\$136,182	9.7
Operating ratio .....	91.6%	90.7%	0.9%	1.0
Net income ( <i>in thousands</i> ) .....	\$ 68,677	\$ 71,832	\$ (3,155)	(4.4)
Diluted earnings per share .....	\$ 1.84	\$ 1.93	\$ (0.09)	(4.7)
Total tons ( <i>in thousands</i> ) .....	5,545	5,271	274	5.2
Shipments ( <i>in thousands</i> ) .....	6,691	6,765	(74)	(1.1)
Weight per shipment ( <i>lbs.</i> ) .....	1,657	1,558	99	6.4
Revenue per hundredweight .....	\$ 13.88	\$ 13.30	\$ 0.58	4.4
Revenue per shipment .....	\$ 229.99	\$ 207.24	\$ 22.75	11.0
Average length of haul ( <i>miles</i> ) .....	901	926	(25)	(2.7)

We remained true to our long-term strategy in 2008 by providing consistent on-time service, maintaining price discipline and driving additional operating efficiencies into our processes, despite one of the most challenging operating environments we have ever experienced. We were faced with record high fuel prices in the first half of 2008, which contributed to the overall increase in our operating expenses. As fuel prices began to decline, the domestic economy slipped into a recession causing significant and further declines in tonnage for the industry. As a result, pricing emerged as a primary driver of competition. While we maintained a commitment to our pricing philosophy and achieved productivity improvements, these factors were not sufficient to overcome our increased operating expenses and the negative impact of the recessionary economy. As a result, our earnings per diluted share decreased 4.7% to \$1.84 for 2008 and our operating ratio increased 90 basis points to 91.6%. We believe our strategy of providing high service levels, maintaining price discipline and aggressively managing costs proved to be the best course of action in the LTL marketplace in 2008 and minimized much of the negative impact on our financial performance caused by increased competition and the downward spiral of the economy.

Despite the challenges in 2008, our revenue increased 9.7% to \$1.54 billion, which was driven by a 5.2% increase in total tonnage shipped and a 4.4% increase in revenue per hundredweight. The 5.2% increase in tonnage shipped resulted from a 6.4% increase in weight per shipment that was partially offset by a 1.1% decrease in the number of shipments. While an increase in weight per shipment is generally an indication of an

improving economy, we believe the increase in 2008 was more attributable to changes in customer shipping patterns as transportation costs increased. We believe shippers were increasingly consolidating their shipments into larger units to ship less frequently at lower costs per hundredweight. Our mix of freight in 2008 reflects growth in truckload shipments, spot quotes and container shipments, all of which have an average higher weight per shipment.

We attribute our growth in tonnage primarily to increases in market share in our existing areas of operations. While we increased the total number of service centers in our network to 206 at December 31, 2008 from 192 at December 31, 2007, over 95% of our revenue was produced from service centers open for more than one year. Although we experienced an overall increase in tonnage for 2008, freight demand weakened throughout the second half of the year and our tonnage declined 4.9% during the fourth quarter. We believe that freight demand in the LTL industry will not improve until there is a general recovery in the domestic economy or a significant decrease in industry capacity. As a result, we experienced additional declines in our shipments and tonnage in 2009.

Revenue per hundredweight increased 4.4% to \$13.88 from \$13.30 in 2007. Revenue per hundredweight for 2008 reflects the impact of the general rate increase on our base rates and minimum charges for certain tariffs implemented on February 11, 2008, as well as an increase in fuel surcharge revenue that resulted from the increase in the average price of diesel fuel during the year. Excluding fuel surcharges, revenue per hundredweight decreased 1.4% in 2008. Our revenue per hundredweight was also negatively impacted by the increase in weight per shipment as well as the 2.7% decline in the average length of haul.

The pricing environment in the LTL industry was extremely competitive throughout 2008. The competitiveness intensified in the second half of the year as the historical seasonal increase in freight volumes did not materialize. As a result, many carriers in our industry reduced their prices in an attempt to minimize declines in tonnage and shipment volumes. Although we increased the volume of freight moving through our service center network, we did so while maintaining our basic pricing philosophy of evaluating each individual account for profitability in an effort to maintain rational pricing for our services. We intend to maintain our disciplined approach to pricing by keeping our service at superior levels, thus creating additional value to our customers. We believe our rational and measured approach to the current pricing environment will be in our best long-term interest. However, a prolonged recession and competitive forces may result in some short-term erosion in our pricing and shipment volumes, which could have a material adverse impact on our revenue and net income.

Fuel surcharge revenue increased to 17.2% of revenue from 12.4% in 2007. Most of our tariffs and contracts provide for a fuel surcharge, which is recorded as additional revenue, as diesel fuel prices increase above stated levels. These levels are generally indexed to the DOE's published fuel prices that reset each week. The fuel surcharge is one of many components included in the overall negotiated price for our transportation services with our customers. We continuously monitor the components of our pricing, including base freight rates and fuel surcharges, and address individual account profitability issues with our customers when necessary as part of our effort to minimize the negative impact on our profitability that would likely result from a rapid and significant change in any of our operating expenses.

Salaries, wages and benefits decreased to 52.3% of revenue in 2008 from 53.6% in 2007. While we were able to improve the productivity of our linehaul, P&D and platform operations, the decrease, as a percent of revenue, primarily resulted from the overall increase in revenue. The productivity improvements, however, helped minimize the impact of the annual general wage increase provided to our workforce in September 2007 and 2008 and the deleveraging effect of the fourth quarter decline in tonnage.

Driver wages decreased to 21.0% of revenue in 2008 from 22.1% in 2007. We were able to effectively match our labor with the changes in shipment volume during the year while also improving our productivity. In our linehaul operations, we increased our laden load average 1.8%. P&D shipments per hour and P&D stops per

hour increased 2.3% and 0.7%, respectively. Platform wages decreased to 6.7% of revenue from 7.3% in 2007. Platform pounds handled per hour increased 10.4%, primarily as a result of the increase in weight per shipment.

Employee benefit costs increased to 30.1% of salaries and wages in 2008 from 28.5% in 2007. The increase is attributable to rising group health and dental costs, which increased to 10.3% of total salary and wages in 2008 from 9.1%, and increased costs associated with our paid time off for employees. We experienced an increase in the severity of our health claims in 2008, which resulted in a 16.3% increase in claim payments as compared to 2007.

Operating supplies and expenses increased to 19.9% of revenue in 2008 from 17.0% in 2007. This increase is primarily due to the significant rise in diesel fuel costs, excluding fuel taxes, which is the largest component of operating supplies and expenses. These costs increased 37.2% during the year as a result of a significant increase in the price of diesel fuel and, to a lesser extent, a 0.2% increase in gallons consumed. We were able to minimize our consumption of fuel in 2008 by implementing several initiatives designed to improve our miles per gallon. We do not use diesel fuel hedging instruments and are therefore subject to market price fluctuations.

Depreciation and amortization remained consistent at 5.7% of revenue for both 2008 and 2007. We continued to make significant investments in our service center network and revenue equipment in 2008. We purchased eleven service centers and also completed several expansion projects to existing service centers to increase the overall capacity of our service center network. We reduced our capital expenditures for revenue equipment in 2008 as compared to our purchases in recent years to appropriately match our fleet size with freight demands. We also incurred an increase in building and office equipment rents to 0.9% of revenue from 0.8% for 2007, due to an increase in both the number and size of leased facilities.

Other expense, net increased to 0.2% of revenue from 0.1% of revenue in 2007. The increase reflects the decline in the cash value of our variable life insurance contracts related to Company's non-qualified deferred compensation plans. The cash value of these contracts was unfavorably impacted by the decline in equity markets during 2008.

Our effective tax rate for 2008 was 39.0% compared to 38.0% in 2007. Our effective tax rate was lower in 2007 as a result of the favorable impact of alternative fuel tax credits for the use of propane in our operations that we became eligible for in 2007 and, to a lesser extent, the resolution of various state tax matters in the first quarter of 2007 that decreased our liability for unrecognized tax benefits. We expect the alternative fuel tax credits will continue to favorably impact our effective tax rate until these credits are no longer available. Our effective tax rate exceeded the federal statutory rate of 35% primarily due to the impact of state taxes and certain non-deductible items.

## Liquidity and Capital Resources

A summary of our cash flows is presented below:

<i>(In thousands)</i>	<u>2009</u>	<u>2008</u>	<u>2007</u>
Cash and cash equivalents at beginning of year . . . . .	\$ 24,104	\$ 6,328	\$ 2,564
Cash flows provided by (used in):			
Operating activities . . . . .	130,716	196,506	157,736
Investing activities . . . . .	(203,724)	(165,799)	(141,246)
Financing activities . . . . .	53,075	(12,931)	(12,726)
(Decrease) increase in cash and cash equivalents . . . . .	<u>(19,933)</u>	<u>17,776</u>	<u>3,764</u>
Cash and cash equivalents at end of year . . . . .	<u>\$ 4,171</u>	<u>\$ 24,104</u>	<u>\$ 6,328</u>

We have two primary sources of available liquidity to fund our estimated capital expenditures: cash flows from operations and available borrowings under our senior unsecured revolving credit agreement, which is described below. We believe we also have sufficient access to debt and equity markets to provide another source of liquidity, if needed. To facilitate our access to the equity market, we filed an automatic shelf registration statement with the SEC during the fourth quarter of 2009 that provides us with the opportunity to offer and sell shares of common stock on a delayed or continuous basis at indeterminate prices from time to time. At December 31, 2009, cash and short-term investments decreased to \$4.2 million from \$29.0 million at December 31, 2008, primarily due to the liquidation of \$24.6 million held in money market funds and short-term investments to help fund our capital expenditures during 2009.

### *Capital Expenditures*

The table below sets forth our net capital expenditures for property and equipment, including those obtained through acquisition of business assets and capital leases, for the years ended December 31, 2009, 2008 and 2007:

<i>(In thousands)</i>	<b>Year Ended December 31,</b>		
	<b>2009</b>	<b>2008</b>	<b>2007</b>
Land and structures .....	<b>\$120,569</b>	\$118,310	\$ 72,286
Tractors .....	<b>33,072</b>	27,516	52,807
Trailers .....	<b>32,639</b>	20,599	43,793
Technology .....	<b>7,413</b>	7,688	9,582
Other .....	<b>17,663</b>	12,413	21,955
Less: Proceeds from sale .....	<b>(2,303)</b>	(3,483)	(5,228)
Total .....	<b><u>\$209,053</u></b>	<u>\$183,043</u>	<u>\$195,195</u>

Our capital expenditure requirements are generally based upon the expansion in the number and size of service center facilities to support our plan for long-term growth, our planned tractor and trailer replacement cycle and forecasted revenue growth. Despite weak economic conditions in 2009, we continued the planned expansion of our service center network and took advantage of favorable real estate opportunities that support our long-term growth objectives. We also made a strategic decision to execute our normal equipment replacement cycle while retaining tractors scheduled to be replaced. By increasing our fleet and service center capacity during 2009, we believe we are well-positioned to take advantage of any increase in demand for our services caused by improvements in the economy, potential business failures or consolidation in the LTL industry. While our purchase of additional equipment in 2009 increased our depreciation expenses during the year, it should, in turn, result in reduced capital expenditures for equipment in 2010.

We anticipate that there will be additional environmental regulations and legislation resulting from the increased regulatory focus on climate change and greenhouse gas emissions in the United States. At this time, we cannot predict the requirements of any future regulations. However, any limitations on the emission of greenhouse gases or other environmental legislation could increase our future capital expenditures and have an adverse impact on our financial condition, results of operations and liquidity.

In 2009, we invested \$210.9 million in the purchase of property and equipment. Cash flows from operations and the liquidation of \$24.6 million held in money market funds and short-term investments at December 31, 2008 funded approximately 73.7% of our capital expenditures in 2009. The remainder of these expenditures was funded through the use of our senior unsecured revolving credit facility. Our capital expenditures for tractors and trailers in 2009 and 2007 were significantly higher than 2008 because in 2008, we were able to effectively utilize our existing fleet to meet our freight demands. As a result, our purchases in 2008 were limited to replacing a portion of the equipment being retired through the normal replacement cycle. In 2009 and 2007, however, we both replaced equipment and increased capacity to support our anticipated growth and geographic expansion.

We currently project capital expenditures, net of anticipated proceeds from dispositions, to be approximately \$95 million for the year ending December 31, 2010. Of our capital expenditures, approximately \$50 million is allocated for the purchase of service center facilities, construction of new service center facilities or expansion of existing service center facilities; approximately \$25 million is allocated for the purchase of tractors and trailers to replace equipment at the end of its useful life; and approximately \$16 million is allocated for investments in technology. We expect to fund a substantial majority of these capital expenditures through cash flows from operations and the use of our senior unsecured revolving credit facility, if necessary.

#### *Financing Agreements*

We have a \$225.0 million senior unsecured revolving credit facility pursuant to the terms of an amended and restated credit agreement that matures on August 10, 2011 (the "Credit Agreement"). Wachovia Bank, National Association ("Wachovia") serves as administrative agent for the lenders, which also include: Bank of America, N.A.; Branch Banking And Trust Company; SunTrust Bank; U.S. Bank, National Association; and High Point Bank and Trust Company. Of the \$225.0 million line of credit commitments, \$150.0 million may be used for letters of credit and \$15.0 million 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 \$15.0 million 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 \$300.0 million in minimum increments of \$25.0 million. At our option, revolving loans under the facility bear interest at either: (i) the higher of Wachovia's prime rate or the federal funds rate plus 0.5% per annum; (ii) LIBOR (one, two, three or six months) plus an applicable margin ("Adjusted LIBOR Rate"); or (iii) one-month LIBOR plus an applicable margin ("LIBOR Index Rate"). The applicable margin is determined by a pricing grid in the Credit Agreement and ranges from 0.5% to 1.125%. The applicable margin for the Credit Agreement in 2009 was 0.625%. Revolving loans under the sweep program bear interest at the LIBOR Index Rate.

The 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 Old Dominion would be required to guarantee payment of all of our obligations under the facility. The amounts outstanding and remaining borrowing capacity under our Credit Agreement are presented below:

<i>(In thousands)</i>	December 31,	
	2009	2008
Facility limit .....	<b>\$225,000</b>	\$225,000
Line of credit borrowings .....	<b>(65,047)</b>	—
Outstanding letters of credit .....	<b>(50,260)</b>	(50,260)
Total borrowing capacity .....	<b><u>\$109,693</u></b>	<u>\$174,740</u>

Commitment fees ranging from 0.1% to 0.225% are charged quarterly in arrears on the aggregate unutilized portion of the Credit Agreement. 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 the quarter. The commitment fees and letter of credit fees were 0.125% and 0.625%, respectively, for the Credit Agreement in 2009. 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.

We have two unsecured senior note agreements outstanding totaling \$239.3 million at December 31, 2009. These notes call for periodic principal payments with maturities in 2015 and 2016, of which \$35.7 million is due in the next twelve months. Interest rates on these notes are fixed at 4.68% and 5.85%. The effective average interest rate on our outstanding senior note agreements was 5.54% and 5.50% at December 31, 2009 and 2008, respectively.

With the exception of borrowings pursuant to the 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.

Our Credit Agreement limits the amount of dividends that could be paid to shareholders to the greater of (i) \$10.0 million; (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 2009 or 2008, and we have no plans to declare or pay a dividend in 2010.

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. As of December 31, 2009, we were in compliance with these covenants. Despite current macroeconomic conditions, we do not anticipate a significant decline in business levels or financial performance that would cause us to violate any such covenants in the future, and we believe the combination of our existing Credit Agreement along with our additional borrowing capacity will be sufficient to meet foreseeable seasonal and long-term capital needs.

### ***Contractual Obligations***

The following table summarizes our significant contractual obligations as of December 31, 2009:

<u>Contractual obligations</u> <sup>(1)</sup>	<u>Payments due by period</u>				
	<u>Total</u>	<u>Less than 1 year</u>	<u>1-3 years</u>	<u>3-5 years</u>	<u>More than 5 years</u>
(In thousands)					
Long-term debt obligations, exclusive of interest . . . . .	\$304,333	\$35,714	\$136,476	\$71,428	\$60,715
Capital lease obligations, exclusive of interest . . . . .	1,199	962	237	—	—
Operating lease obligations . . . . .	72,132	16,832	22,409	9,546	23,345
Purchase obligations . . . . .	17,100	17,100	—	—	—
<b>Total . . . . .</b>	<b>\$394,764</b>	<b>\$70,608</b>	<b>\$159,122</b>	<b>\$80,974</b>	<b>\$84,060</b>

(1) Contractual obligations include long-term debt consisting of senior notes totaling \$239.3 million and \$65.0 million outstanding on our revolving credit facility; capital lease obligations for computer equipment; operating leases primarily consisting of real estate leases; and purchase obligations relating to non-cancellable purchase orders for equipment scheduled for delivery in 2010. Please refer to the information regarding interest rates in this section above and also in Note 3 of the Notes to the Financial Statements included in Item 8 of this report.

### ***Critical Accounting Policies***

In preparing our financial statements, we apply the following critical accounting policies that we believe affect our judgments and estimates of amounts recorded in certain assets, liabilities, revenue and expenses. These critical accounting policies are further described in Note 1 of the Notes to the Financial Statements included in Item 8 of this report.

### ***Revenue Recognition***

We recognize revenue based upon when our transportation services have been completed in accordance with the bill of lading contract, our general tariff provisions or contractual agreements with our customers. Generally, this occurs when we complete the delivery of a shipment. For transportation services not completed at the end of a reporting period, we use a percentage of completion method to allocate the appropriate revenue to each separate reporting period. Under this method, we develop a factor for each uncompleted shipment by dividing the actual

number of days in transit at the end of a reporting period by that shipment's standard delivery time schedule. This factor is applied to the total revenue for that shipment and revenue is allocated between reporting periods accordingly.

#### ***Allowances for Uncollectible Accounts and Revenue Adjustments***

We maintain an allowance for uncollectible accounts for estimated losses resulting from the inability of our customers to make required payments. We estimate this allowance by analyzing the aging of our customer receivables, our historical loss experience and other trends and factors affecting the credit risk of our customers. We determine customer receivables to be past due when payment has not been received by the invoice due date. Write-offs occur when we determine an account to be uncollectible and could differ from our allowance estimate as a result of factors such as changes in the overall economic environment or risks surrounding our customers. Additional allowances may be required if the financial condition of our customers were to deteriorate, resulting in an impairment of their ability to make payments. We periodically review the underlying assumptions in our estimate of the allowance for uncollectible accounts to ensure that the allowance reflects the most recent trends and factors.

We also maintain an allowance for revenue adjustments resulting from billing corrections, customer allowances, money-back service guarantees and other miscellaneous revenue adjustments. These revenue adjustments are recorded in our revenue from operations. We use historical experience, trends and current information to update and evaluate these estimates.

Management believes the methodologies for estimating these allowances to be reliable based on the accuracy of our estimates in prior periods. As such, we do not anticipate any near-term changes in our methodologies for these estimates.

#### ***Claims and Insurance Accruals***

Claims and insurance accruals reflect the estimated cost of claims for cargo loss and damage, BIPD, workers' compensation, long-term disability, group health and group dental not covered by insurance. The related costs are charged to insurance and claims expense except for workers' compensation, long-term disability, group health and group dental, which are charged to employee benefits expense.

Insurers providing excess coverage above retention levels adjust their premiums to cover insured losses and for other market factors. As a result, we periodically evaluate our self-insured retention levels to determine the most cost-efficient balance between self-insurance and excess coverage.

In establishing accruals for claims and insurance expenses, we evaluate and monitor each claim individually, and we use factors such as historical claims development experience, known trends and third-party estimates to determine the appropriate reserves for potential liability. We believe the assumptions and methods used to estimate these liabilities are reasonable; however, any changes in the severity of previously-reported claims, significant changes in the medical costs and regulatory changes affecting the administration of our plans could significantly impact the determination of appropriate reserves in future periods.

#### ***Property and Equipment***

Property and equipment are recorded at cost and depreciated on a straight-line basis over their estimated economic lives. Management uses historical experience, certain assumptions and estimates in determining the economic life of each asset. Periodically, we review property and equipment for impairment due to changes in operational and market conditions, and we adjust the carrying value and economic life of any impaired asset as appropriate. Currently, estimated economic lives for structures are 7 to 30 years; revenue equipment is 4 to 12 years; other equipment is 2 to 20 years; and leasehold improvements are the lesser of the economic life of the

leasehold improvement or the remaining life of the lease. The use of different assumptions, estimates or significant changes in the resale market for our equipment could result in material changes in the carrying value and related depreciation of our assets.

### ***Inflation***

Most of our expenses are affected by inflation, which generally results in increased operating costs. In response to fluctuations in the cost of petroleum products, particularly diesel fuel, we generally include a fuel surcharge in our tariffs and contractual agreements. The fuel surcharge is designed to offset the cost of diesel fuel above a base price and increases as diesel fuel prices escalate over the base, which is generally indexed to the DOE's published fuel prices that reset each week. Volatility in the price of diesel fuel, independent of inflation, has impacted our business, as described in this report. However, we do not believe inflation has had a material effect on our results of operations for each of the past three years.

### **Related Person Transactions**

#### ***Family Relationships***

Each of Earl E. Congdon, John R. Congdon, David S. Congdon, John R. Congdon, Jr. and John B. Yowell are related to one another and serve in various executive management positions and/or on our Board of Directors. In addition, Earl E. Congdon, John R. Congdon, John R. Congdon, Jr. and John B. Yowell each beneficially own, individually or together with family members, approximately 5% or more of our common stock at December 31, 2009. In 2008, we entered into amended and restated employment agreements with Earl E. Congdon, John R. Congdon, David S. Congdon and John B. Yowell, which are incorporated by reference as exhibits to our Annual Report on Form 10-K. We regularly disclose the amount of compensation that we pay to these individuals in the proxy statement for our Annual Meeting of Shareholders.

#### ***Transactions with Old Dominion Truck Leasing, Inc.***

Old Dominion Truck Leasing, Inc. ("Leasing") is a North Carolina corporation whose voting stock is owned by an Earl E. Congdon trust; the John R. Congdon Revocable Trust; and members of Earl E. Congdon's and John R. Congdon's families. Leasing is primarily engaged in the business of purchasing and leasing tractors, trailers and other vehicles. John R. Congdon is Chairman of the Board of Leasing, and Earl E. Congdon is Vice Chairman of the Board of Leasing. Since 1986, we have combined our requirements with Leasing for the purchase of tractors, trailers, equipment, parts, tires and fuel. We believe that the termination of this arrangement would not have a material adverse impact on our financial results.

For the years ended December 31, 2008 and 2007, we charged Leasing \$11,000 and \$4,000, respectively, for vehicle repair, maintenance and other services we provide to Leasing at cost plus a negotiated markup. For the year ended December 31, 2009, we did not provide such services to Leasing. We also charged Leasing \$12,000, \$12,000 and \$1,000 for the rental of a service center facility in 2009, 2008 and 2007, respectively. In 2008, we sold Leasing equipment at its fair market value of \$33,000.

We purchased \$231,000, \$260,000 and \$257,000 of maintenance and other services from Leasing in 2009, 2008 and 2007, respectively. We believe that the prices we pay for such services are lower than would be charged by unaffiliated third parties for the same quality of work, and we intend to continue to purchase maintenance and other services from Leasing, provided that Leasing's prices continue to be favorable to us.

We also paid Leasing \$114,000, \$257,000 and \$588,000 for leased equipment in 2009, 2008 and 2007, respectively. Our lease payments in 2009 and 2008 were for long-term leases for tractors available for use in our linehaul operations. These leases expire in January 2011. In 2007, the leased equipment was primarily utilized by our customers, who reimbursed us for the lease amount through a periodic billing process that included charges

for additional services we provided to these customers. We believe these leasing agreements are at arm's length, and we received no commission or other financial benefit from Leasing or any other party in connection with these lease transactions.

### ***Split Dollar Life Insurance Policies***

We are the owner of two split-dollar life insurance contracts insuring the life of John R. Congdon. The net cash surrender value for these policies was \$2.5 million and \$2.4 million at December 31, 2009 and 2008, respectively, and is included on our Balance Sheets under the caption "Other assets." These policies provided for an aggregate of \$4.8 million in net death benefits due to the Company at December 31, 2009, of which we have endorsed \$2.0 million to the estate of Mr. Congdon's spouse.

### ***Audit Committee Approval***

The Audit Committee of our Board of Directors reviews and approves related person transactions in accordance with our Related Person Transactions Policy.

## **ITEM 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK**

Market risk represents the risk of loss that may impact our 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 Credit Agreement, which have variable interest rates. The average principal balance and the effective annual interest rate under the revolving credit agreement for 2009 were \$52.5 million and 2.17%, respectively. A 100 basis point increase in the average interest rate on this agreement would have a \$0.5 million impact on our operating results. We have established policies and procedures to manage exposure to market risks and use major institutions that we believe are creditworthy to minimize credit risk.

We are exposed to market risk for equity investments relating to Company-owned life insurance contracts on certain employees. At December 31, 2009, the cash value for variable life insurance contracts was \$12.4 million of the total \$17.9 million of cash values for all life insurance contracts included on our Balance Sheets in "Other assets." Variable life insurance contracts expose us to fluctuations in equity markets; however, we utilize a third-party to manage these assets and minimize that exposure. A 10% change in market value in those investments would have a \$1.2 million impact on our operating income.

We are also exposed to commodity price risk related to diesel fuel prices and manage our exposure to that risk primarily through the application of fuel surcharges.

For further discussion related to these risks, see Notes 2 and 3 of the Notes to the Financial Statements included in Item 8, "Financial Statements and Supplementary Data" and Item 7, "Management's Discussion and Analysis of Financial Condition and Results of Operations."

ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA

OLD DOMINION FREIGHT LINE, INC.

BALANCE SHEETS

<i>(In thousands, except share data)</i>	December 31,	
	2009	2008
<b>ASSETS</b>		
Current assets:		
Cash and cash equivalents . . . . .	\$ 4,171	\$ 24,104
Short-term investments . . . . .	—	4,861
Customer receivables, less allowances of \$11,444 and \$11,735, respectively . . . .	136,822	139,211
Other receivables . . . . .	4,096	7,325
Prepaid expenses . . . . .	12,842	13,461
Deferred income taxes . . . . .	16,244	20,268
Total current assets . . . . .	<u>174,175</u>	<u>209,230</u>
Property and equipment:		
Revenue equipment . . . . .	668,427	611,836
Land and structures . . . . .	619,477	499,106
Other fixed assets . . . . .	156,687	138,550
Leasehold improvements . . . . .	4,137	3,937
Total property and equipment . . . . .	<u>1,448,728</u>	<u>1,253,429</u>
Less: Accumulated depreciation . . . . .	(509,233)	(428,944)
Net property and equipment . . . . .	<u>939,495</u>	<u>824,485</u>
Intangible assets, net . . . . .	24,635	25,550
Other assets . . . . .	20,973	15,640
Total assets . . . . .	<u>\$1,159,278</u>	<u>\$1,074,905</u>
<b>LIABILITIES AND SHAREHOLDERS' EQUITY</b>		
Current liabilities:		
Accounts payable . . . . .	\$ 33,468	\$ 40,999
Compensation and benefits . . . . .	31,928	43,129
Claims and insurance accruals . . . . .	30,689	31,181
Other accrued liabilities . . . . .	15,364	14,909
Current maturities of long-term debt . . . . .	36,676	11,972
Total current liabilities . . . . .	<u>148,125</u>	<u>142,190</u>
Long-term debt . . . . .	268,856	240,017
Other non-current liabilities . . . . .	68,575	60,601
Deferred income taxes . . . . .	80,722	73,968
Total long-term liabilities . . . . .	<u>418,153</u>	<u>374,586</u>
Commitments and contingent liabilities . . . . .	—	—
Total liabilities . . . . .	<u>566,278</u>	<u>516,776</u>
Shareholders' equity		
Common stock – \$0.10 par value, 70,000,000 shares authorized, 37,284,675 shares outstanding at December 31, 2009 and 2008 . . . . .	3,728	3,728
Capital in excess of par value . . . . .	90,893	90,893
Retained earnings . . . . .	498,379	463,508
Total shareholders' equity . . . . .	<u>593,000</u>	<u>558,129</u>
Total liabilities and shareholders' equity . . . . .	<u>\$1,159,278</u>	<u>\$1,074,905</u>

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

**OLD DOMINION FREIGHT LINE, INC.**

**STATEMENTS OF OPERATIONS**

<i>(In thousands, except share and per share data)</i>	Year ended December 31,		
	2009	2008	2007
Revenue from operations . . . . .	<b>\$ 1,245,005</b>	\$ 1,537,724	\$ 1,401,542
Operating expenses:			
Salaries, wages and benefits . . . . .	<b>718,744</b>	804,636	751,371
Operating supplies and expenses . . . . .	<b>181,329</b>	305,158	238,879
General supplies and expenses . . . . .	<b>36,363</b>	44,674	40,075
Operating taxes and licenses . . . . .	<b>50,175</b>	52,648	50,874
Insurance and claims . . . . .	<b>23,095</b>	34,859	33,347
Communications and utilities . . . . .	<b>14,614</b>	15,345	15,023
Depreciation and amortization . . . . .	<b>94,784</b>	87,083	79,863
Purchased transportation . . . . .	<b>33,786</b>	43,035	43,889
Building and office equipment rents . . . . .	<b>13,550</b>	14,556	11,910
Miscellaneous expenses, net . . . . .	<b>8,174</b>	6,660	6,374
Total operating expenses . . . . .	<b>1,174,614</b>	1,408,654	1,271,605
Operating income . . . . .	<b>70,391</b>	129,070	129,937
Non-operating expense (income):			
Interest expense . . . . .	<b>13,041</b>	14,008	14,466
Interest income . . . . .	<b>(43)</b>	(996)	(1,506)
Other expense, net . . . . .	<b>228</b>	3,392	1,182
Total non-operating expense . . . . .	<b>13,226</b>	16,404	14,142
Income before income taxes . . . . .	<b>57,165</b>	112,666	115,795
Provision for income taxes . . . . .	<b>22,294</b>	43,989	43,963
Net income . . . . .	<b>\$ 34,871</b>	\$ 68,677	\$ 71,832
Basic and diluted earnings per share . . . . .	<b>\$ 0.94</b>	\$ 1.84	\$ 1.93
Weighted average shares outstanding, basic and diluted . . . . .	<b>37,284,675</b>	37,284,675	37,284,675

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

**OLD DOMINION FREIGHT LINE, INC.**  
**STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY**

<i>(In thousands)</i>	Common Stock		Capital in excess of par value	Retained earnings	Total
	Shares	Amount			
Balance as of December 31, 2006 . . . . .	37,285	\$3,728	\$90,893	\$322,999	\$417,620
Net income . . . . .	—	—	—	71,832	71,832
Balance as of December 31, 2007 . . . . .	37,285	\$3,728	\$90,893	\$394,831	\$489,452
Net income . . . . .	—	—	—	68,677	68,677
Balance as of December 31, 2008 . . . . .	37,285	\$3,728	\$90,893	\$463,508	\$558,129
<b>Net income</b> . . . . .	<b>—</b>	<b>—</b>	<b>—</b>	<b>34,871</b>	<b>34,871</b>
<b>Balance as of December 31, 2009</b> . . . . .	<b><u>37,285</u></b>	<b><u>\$3,728</u></b>	<b><u>\$90,893</u></b>	<b><u>\$498,379</u></b>	<b><u>\$593,000</u></b>

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

**OLD DOMINION FREIGHT LINE, INC.**

**STATEMENTS OF CASH FLOWS**

<i>(In thousands)</i>	Year ended December 31,		
	2009	2008	2007
Cash flows from operating activities:			
Net income	\$ 34,871	\$ 68,677	\$ 71,832
Adjustments to reconcile net income to net cash provided by operating activities:			
Depreciation and amortization	94,784	87,113	79,863
Loss (gain) on sale of property and equipment	173	(2,141)	(1,761)
Deferred income taxes	10,778	5,352	8,553
Changes in assets and liabilities, net of acquisition effects:			
Customer and other receivables, net	6,694	12,305	(9,173)
Prepaid expenses and other assets	(4,713)	591	(6,622)
Accounts payable	(7,531)	7,658	(4,345)
Compensation, benefits and other accrued liabilities	(10,746)	6,104	4,546
Claims and insurance accruals	3,274	8,484	11,568
Income taxes, net	(1,076)	(680)	(2,514)
Other liabilities	4,208	3,043	5,789
Net cash provided by operating activities	130,716	196,506	157,736
Cash flows from investing activities:			
Purchase of property and equipment	(210,888)	(181,499)	(186,828)
Proceeds from sale of property and equipment	2,303	3,483	5,228
Purchase of short-term investment securities	—	(42,391)	(160,675)
Proceeds from sale of short-term investment securities	4,861	61,875	221,460
Acquisition of business assets	—	(7,267)	(20,431)
Net cash used in investing activities	(203,724)	(165,799)	(141,246)
Cash flows from financing activities:			
Principal payments under long-term debt agreements	(11,972)	(12,931)	(12,726)
Net proceeds on revolving line of credit	65,047	—	—
Net cash provided by (used in) financing activities	53,075	(12,931)	(12,726)
(Decrease) increase in cash and cash equivalents	(19,933)	17,776	3,764
Cash and cash equivalents at beginning of year	24,104	6,328	2,564
Cash and cash equivalents at end of year	\$ 4,171	\$ 24,104	\$ 6,328
Income taxes paid	\$ 9,027	\$ 39,660	\$ 38,535
Interest paid	\$ 14,708	\$ 14,921	\$ 15,749
Capitalized interest	\$ 1,654	\$ 955	\$ 1,324
<b><i>Supplemental disclosure of noncash investing and financing activities:</i></b>			
Acquisition of property and equipment by capital lease	\$ 468	\$ 1,166	\$ 1,898
Fair value of property exchanged	\$ 1,277	\$ 7,823	\$ 5,374

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

**OLD DOMINION FREIGHT LINE, INC.**  
**NOTES TO THE FINANCIAL STATEMENTS**

**Note 1. Significant Accounting Policies**

***Business***

Old Dominion is a leading, less-than-truckload (“LTL”), non-union motor carrier providing regional, inter-regional and national LTL service and value-added logistics services from a single, integrated organization. In addition to our LTL services, we offer our customers a broad range of logistics services including ground and air expedited transportation, supply chain consulting, transportation management, truckload brokerage, container delivery and warehousing services. Through marketing and carrier relationships, we also offer door-to-door international freight services to and from all of North America, Central America, South America and the Far East.

***Basis of Presentation***

The preparation of financial statements in conformity with U.S. generally accepted accounting principles requires management to make estimates and assumptions that affect the amounts reported in the financial statements and accompanying notes. Actual results could differ from those estimates.

Certain amounts in prior years have been recast to conform prior years’ financial statements to the current presentation. One of these reclassifications relates to construction in progress, which was reported in “Other fixed assets” on the December 31, 2008 Balance Sheet in our 2008 Annual Report on Form 10-K. We reclassified the construction in progress assets to either “Revenue equipment” or “Land and structures” based on the nature of each asset. This reclassification did not affect the total balance reported for “Property and equipment” on our Balance Sheet at December 31, 2008 and also did not change our previously reported net income, earnings per share or retained earnings.

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.

***Segments***

We operate one business segment and have no single customer that exceeds 10% of our operating revenue.

***Revenue and Expense Recognition***

We recognize revenue based upon when our transportation services have been completed in accordance with the bill of lading contract, our general tariff provisions or contractual agreements with our customers. Generally, this occurs when we complete the delivery of a shipment. For transportation services not completed at the end of a reporting period, we use a percentage of completion method to allocate the appropriate revenue to each separate reporting period. Under this method, we develop a factor for each uncompleted shipment by dividing the actual number of days in transit at the end of a reporting period by that shipment’s standard delivery time schedule. This factor is applied to the total revenue for that shipment and revenue is allocated between reporting periods accordingly.

Expenses are recognized when incurred.

**OLD DOMINION FREIGHT LINE, INC.**  
**NOTES TO THE FINANCIAL STATEMENTS—(Continued)**

***Allowances for Uncollectible Accounts and Revenue Adjustments***

We maintain an allowance for uncollectible accounts for estimated losses resulting from the inability of our customers to make required payments. We estimate this allowance by analyzing the aging of our customer receivables, our historical loss experience and other trends and factors affecting the credit risk of our customers. Write-offs occur when we determine an account to be uncollectible and could differ from our allowance estimate as a result of factors such as changes in the overall economic environment or risks surrounding our customers. Additional allowances may be required if the financial condition of our customers were to deteriorate, resulting in an impairment of their ability to make payments. We periodically review the underlying assumptions in our estimate of the allowance for uncollectible accounts to ensure that the allowance reflects the most recent trends and factors.

We also maintain an allowance for revenue adjustments resulting from billing corrections, customer allowances, money-back service guarantees and other miscellaneous revenue adjustments. These revenue adjustments are recorded in our revenue from operations. We use historical experience, trends and current information to update and evaluate these estimates.

***Credit Risk***

Financial instruments that potentially subject us to concentrations of credit risk consist principally of customer receivables and, in 2008, short-term investments. We perform initial and ongoing credit evaluations of our customers to minimize credit risk. We generally do not require collateral but may require prepayment of our services under certain circumstances. Credit risk is generally diversified due to the large number of entities comprising our customer base and their dispersion across many different industries and geographic regions. We invest in high quality investment grade securities, in accordance with our investment policy, with interest reset periods generally between 1 to 35 days to minimize credit risk. In addition, we are exposed to credit risk associated with Company-owned life insurance contracts on certain employees. We utilize a third-party to manage these assets and minimize our exposure to fluctuations in equity markets related to these variable life insurance contracts.

***Cash and Cash Equivalents***

We consider cash on hand and deposits in banks along with certificates of deposit and short-term marketable securities with original maturities of three months or less as cash and cash equivalents.

***Short-term Investments***

Short-term investments are classified as available-for-sale and reported on our Balance Sheets at fair value. The cost of securities sold is based on the specific identification method and unrealized gains and losses, if any, are reported net of tax in accumulated other comprehensive income on our Balance Sheets. There were no unrealized gains or losses as of December 31, 2009 or 2008. Interest income related to these investments is included in "Interest income" on the Statements of Operations.

***Property and Equipment***

Property and equipment are stated at cost. Major additions and improvements are capitalized, while maintenance and repairs that do not improve or extend the lives of the respective assets are charged to expense as incurred. We capitalize the cost of tires mounted on purchased revenue equipment as a part of the total equipment cost. Subsequent replacement tires are expensed at the time those tires are placed in service.

**OLD DOMINION FREIGHT LINE, INC.**

**NOTES TO THE FINANCIAL STATEMENTS—(Continued)**

Depreciation of property and equipment is calculated using the straight-line method over the estimated useful lives of the related assets. The following table provides the estimated useful lives by asset type:

Structures . . . . .	7 to 30 years
Revenue equipment . . . . .	4 to 12 years
Other equipment . . . . .	2 to 20 years
Leasehold improvements . . . . .	Lesser of economic life or life of lease

Depreciation expense, which includes the amortization of capital leases, was \$93.9 million, \$86.2 million and \$79.4 million for 2009, 2008 and 2007, respectively.

***Goodwill and Other Intangible Assets***

Intangible assets have been acquired in connection with business combinations and are comprised of goodwill and other intangible assets. Goodwill is calculated as the excess cost over the fair value of assets acquired and is not subject to amortization. Other intangible assets include the value of acquired customer lists and related noncompete agreements and are amortized on a straight-line basis over their estimated useful lives, none of which exceeds ten years. The gross carrying amount of our other intangible assets totaled \$8.0 million as of December 31, 2009 and 2008. Accumulated amortization for these assets was \$2.9 million and \$2.0 million as of December 31, 2009 and 2008, respectively. Amortization expense was \$915,000, \$890,000 and \$493,000 for 2009, 2008 and 2007, respectively. Annual amortization expense for the next five years for these intangible assets is estimated to be:

<u>(In thousands)</u>	
2010 . . . . .	\$915
2011 . . . . .	\$915
2012 . . . . .	\$908
2013 . . . . .	\$712
2014 . . . . .	\$695

We review our goodwill balance annually for impairment, unless circumstances dictate more frequent assessments. The initial step in testing for goodwill impairment is to compare the fair value of our one reporting unit with its book value. To the extent the fair value is less than book value, which would indicate the possibility of impairment of goodwill, a second test is required to determine the amount of impairment. We completed the required annual analysis of our goodwill on our annual measurement date of October 1, 2009, and determined that there was no impairment of goodwill. There has been no historical impairment of our goodwill balance, nor has there been a change in the carrying amount of our goodwill as of December 31, 2009.

***Long-Lived Assets***

We assess the realizable value of our long-lived assets and evaluate such assets for impairment whenever events or changes in circumstances indicate the carrying amount of an asset may not be recoverable.

***Claims and Insurance Accruals***

We are currently self-insured for bodily injury and property damage (“BIPD”) claims up to \$2.75 million per occurrence. Cargo loss and damage claims are self-insured up to \$100,000 per occurrence. We are exposed to workers’ compensation claims up to \$1.0 million per occurrence, through either self-insurance or insurance deductibles. We are insured for group health and dental claims under a graduated aggregating policy, where we

## OLD DOMINION FREIGHT LINE, INC.

### NOTES TO THE FINANCIAL STATEMENTS—(Continued)

are exposed to claims up to \$350,000 per occurrence, plus an additional \$235,000 for claims exceeding \$650,000. Our long-term disability claims are self-insured to a maximum per individual of \$3,000 per month.

Claims and insurance accruals reflect the estimated cost of claims for cargo loss and damage, BIPD, workers' compensation, long-term disability, group health and group dental not covered by insurance. These accruals include amounts for future claim development and claims incurred but not reported, which are primarily based on historical claims development experience. The related costs for cargo loss and damage and BIPD are charged to insurance and claims expense, while the related costs for workers' compensation, long-term disability, group health and dental are charged to employee benefits expense.

We reserved \$75.5 million and \$72.2 million at December 31, 2009 and 2008, respectively, for self-insured claims and insurance reserves. The long-term portions of those reserves were \$44.8 million and \$41.1 million for 2009 and 2008, respectively, which were included in "Other non-current liabilities" on our Balance Sheets.

#### *Advertising*

The costs of advertising our services are expensed as incurred and are included in "General supplies and expenses" on our Statements of Operations. Advertising costs charged to expense totaled \$4.1 million, \$4.6 million and \$2.9 million for 2009, 2008 and 2007, respectively.

#### *Fair Values of Financial Instruments*

At December 31, 2009 and 2008, the carrying values of financial instruments, such as cash and cash equivalents, customer and other receivables and trade payables, approximates their fair value due to the short maturities of these instruments. The cash surrender value relating to Company-owned life insurance contracts is included in "Other assets" on our Balance Sheets and totaled \$17.9 million and \$12.8 million at December 31, 2009 and 2008, respectively, which approximates fair value as determined by quoted market prices. The fair value of the senior notes included in our long-term debt was estimated to be \$238.6 million and \$225.6 million at December 31, 2009 and 2008, respectively. The fair value of these senior notes is based on discounted cash flows at market interest rates for similar issues of private debt.

#### *Fair Value Measurement*

On January 1, 2008, we adopted guidance provided by generally accepted accounting principles in the U.S. for using fair value to measure assets and liabilities. This guidance establishes a three-level fair value hierarchy that may be used to prioritize the inputs used to estimate fair value. The three levels of inputs are:

- Level 1: Quoted prices in active markets for identical assets or liabilities;
- Level 2: Quoted prices for similar assets or liabilities in active markets; quoted prices for identical or similar assets or liabilities in inactive markets; inputs other than quoted prices that are observable; and inputs that are derived from or corroborated by observable market data by correlation; and
- Level 3: Unobservable inputs used to the extent that observable inputs are unavailable, which typically reflect management's assumptions of the assumptions that would be used by market participants in pricing the asset or liability.

On January 1, 2009, we adopted this guidance for nonfinancial assets without a material impact on our financial position, results of operations or cash flows.

**OLD DOMINION FREIGHT LINE, INC.**

**NOTES TO THE FINANCIAL STATEMENTS—(Continued)**

*Financial Instruments that are Measured at Fair Value on a Recurring Basis*

We did not hold any financial assets measured at fair value on a recurring basis at December 31, 2009. Financial assets measured at fair value on a recurring basis, as of December 31, 2008, are listed below and are categorized by level of the fair value hierarchy:

<u>(In thousands)</u>	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Fair Value at December 31, 2008</u>
<b>Financial Assets:</b>				
Money market funds <sup>(1)</sup> . . . . .	\$19,772	\$ —	\$ —	\$19,772
Variable-rate demand obligations . . . . .	4,861	—	—	4,861
	<u>\$24,633</u>	<u>\$ —</u>	<u>\$ —</u>	<u>\$24,633</u>

(1) Money market funds at December 31, 2008 are included in cash and cash equivalents on our Balance Sheet.

***Earnings Per Share***

Earnings per common share is computed using the weighted-average number of common shares outstanding during the period.

***Recent Accounting Pronouncements***

In January 2010, the Financial Accounting Standards Board (the “FASB”) issued Accounting Standards Update (“ASU”) 2010-6, *Improving Disclosures About Fair Value Measurements*, which clarifies certain existing disclosure requirements and requires additional disclosures for recurring and nonrecurring fair value measurements. These additional disclosures include amounts and reasons for significant transfers between Level 1 and Level 2 of the fair value hierarchy; significant transfers in and out of Level 3 of the fair value hierarchy; and information about purchases, sales, issuances and settlements on a gross basis in the reconciliation of recurring Level 3 measurements. The requirements of ASU 2010-6 are effective for periods beginning after December 15, 2009, with the exception of the requirement of information about purchases, sales, issuances and settlements of Level 3 measurements, which becomes effective for periods ending after December 15, 2010. The Company does not expect the adoption of this statement to have a material impact on its financial position, results of operations or cash flows.

In June 2009, the FASB issued Statement of Financial Accounting Standards (“SFAS”) No. 168, *The FASB Accounting Standards Codification™ and the Hierarchy of Generally Accepted Accounting Principles – a replacement of FASB Statement No. 162*. The FASB Accounting Standards Codification™ (“FASC”) became the source of generally accepted accounting principles recognized by the FASB, effective for periods ending after September 15, 2009. Now, the FASB will issue guidance in the form of Accounting Standards Updates, rather than in the form of Statements, Staff Positions or Emerging Issues Task Force Abstracts. SFAS No. 168 replaces SFAS No. 162, *The Hierarchy of Generally Accepted Accounting Principles*, and also recognizes rules and interpretive releases of the Securities and Exchange Commission (the “SEC”) as authoritative guidance. The Company adopted SFAS No. 168 in September 2009 and the adoption did not have a material impact on its financial position, results of operations or cash flows. However, the adoption of this new standard had an impact on the notes to the Company’s financial statements since all references and all future references to authoritative accounting literature will either be removed or referenced in accordance with the FASC. Guidance set forth by SFAS No. 168 is incorporated into FASC 105, *Generally Accepted Accounting Principles*.

**OLD DOMINION FREIGHT LINE, INC.**

**NOTES TO THE FINANCIAL STATEMENTS—(Continued)**

**Note 2. Short-term Investments**

At December 31, 2009, we held no short-term investments. At December 31, 2008, our short-term investments consisted of variable-rate demand obligations, which are securities with an underlying component of a long-term debt instrument. The underlying instruments, at December 31, 2008, were debt securities issued by U.S. states and/or local municipal authorities in those states. These short-term investments are classified as current assets due to the rate-setting mechanisms of and the ability to liquidate these investments. Variable-rate demand obligations have a coupon rate that is generally reset daily or weekly, and the Company has the option to put the security back to the trustee or tender agent at par on any business day with proceeds received either the same day or in seven days, depending on the mode of reset.

The Company's short-term investments are classified as available-for-sale and are reported on our Balance Sheet at fair value. There were no unrealized gains or losses at December 31, 2009 or 2008.

We sold \$4.9 million and \$61.9 million of short-term investments during the years ended December 31, 2009 and 2008, respectively, with no realized gains or losses. The interest earned from these investments is exempt from federal taxes, as well as state taxes in the state of the underlying debt instrument.

**Note 3. Long-term Debt**

Long-term debt consisted of the following:

<i>(In thousands)</i>	December 31,	
	2009	2008
Senior notes .....	<b>\$239,286</b>	\$250,000
Revolving credit facility .....	<b>65,047</b>	—
Capitalized lease obligations .....	<b>1,199</b>	1,498
Other obligations .....	—	491
Total long-term debt .....	<b>305,532</b>	251,989
Less: Current maturities .....	<b>(36,676)</b>	(11,972)
Total maturities due after one year .....	<b>\$268,856</b>	\$240,017

We have two outstanding unsecured senior note agreements totaling \$239.3 million at December 31, 2009. These notes call for periodic principal payments with maturities in 2015 and 2016, of which \$35.7 million is due in the next twelve months. Interest rates on these notes are fixed at 4.68% and 5.85%. The effective average interest rate on our outstanding senior note agreements was 5.54% and 5.50% at December 31, 2009 and 2008, respectively.

We have a five-year, \$225.0 million senior unsecured revolving credit facility pursuant to the terms of an amended and restated credit agreement dated August 10, 2006 (the "Credit Agreement"), with Wachovia Bank, National Association ("Wachovia") serving as administrative agent for the lenders. Of the \$225.0 million line of credit commitments, \$150.0 million may be used for letters of credit and \$15.0 million 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 \$15.0 million 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 \$300.0 million in minimum increments of \$25.0 million. At our option, revolving loans under the facility bear interest at either: (i) the higher of Wachovia's prime rate or the federal funds rate plus 0.5% per annum; (ii) LIBOR (one, two, three or six months) plus an applicable margin ("Adjusted LIBOR Rate"); or (iii) one-month LIBOR plus an applicable margin ("LIBOR Index Rate"). The

**OLD DOMINION FREIGHT LINE, INC.**

**NOTES TO THE FINANCIAL STATEMENTS—(Continued)**

applicable margin is determined by a pricing grid in the Credit Agreement and ranges from 0.5% to 1.125%. The applicable margin for the Credit Agreement in 2009 was 0.625%. Revolving loans under the sweep program bear interest at the LIBOR Index Rate.

The 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 December 31, 2009, there was \$65.0 million outstanding on the line of credit facility and there was \$50.3 million of outstanding letters of credit.

Commitment fees ranging from 0.1% to 0.225% are charged quarterly in arrears on the aggregate unutilized portion of the Credit Agreement. 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 the quarter. The commitment fees and letter of credit fees were 0.125% and 0.625%, respectively, for the Credit Agreement in 2009. 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.

Our Credit Agreement limits the amount of dividends that could be paid to shareholders to the greater of (i) \$10.0 million, (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 2009 or 2008, and we have no plans to declare or pay a dividend in 2010.

Capitalized lease obligations are collateralized by property and equipment with a book value of \$1.1 million at December 31, 2009.

As of December 31, 2009, aggregate maturities of long-term debt are as follows:

<u>(In thousands)</u>	
2010 .....	\$ 36,676
2011 .....	100,999 <sup>(1)</sup>
2012 .....	35,714
2013 .....	35,714
2014 .....	35,714
Thereafter .....	<u>60,715</u>
	<u>\$305,532</u>

(1) Amount includes \$65.0 million borrowing on our revolving credit facility, which is scheduled to mature in August 2011.

**Note 4. Leases**

We lease certain information systems under capital leases. We also lease other assets under operating leases, which primarily consist of real estate leases for 85 of our 210 service center locations at December 31, 2009.

Certain operating leases provide for renewal options. Renewal options and length of renewals vary by lease and are typically offered at their fair rental value. We have not made any residual value guarantees related to our operating leases; therefore, we have no corresponding liability recorded on our Balance Sheets.

**OLD DOMINION FREIGHT LINE, INC.**  
**NOTES TO THE FINANCIAL STATEMENTS—(Continued)**

Assets under capital leases are included in property and equipment as follows:

<u>(In thousands)</u>	<u>December 31,</u>	
	<u>2009</u>	<u>2008</u>
Information systems .....	<b>\$ 2,497</b>	\$2,029
Less: Accumulated amortization .....	<b>(1,399)</b>	(711)
	<b><u>\$ 1,098</u></b>	<u>\$1,318</u>

Future minimum annual lease payments as of December 31, 2009 are as follows:

<u>(In thousands)</u>	<u>Capital Leases</u>	<u>Operating Leases</u>	<u>Total</u>
2010 .....	\$ 985	\$16,832	\$17,817
2011 .....	239	12,556	12,795
2012 .....	—	9,853	9,853
2013 .....	—	5,696	5,696
2014 .....	—	3,850	3,850
Thereafter .....	—	23,345	23,345
Total minimum lease payments .....	1,224	<u>\$72,132</u>	<u>\$73,356</u>
Less: Amount representing interest .....	(25)		
Present value of capitalized lease obligations .....	<u>\$1,199</u>		

Aggregate expense under operating leases was \$19.1 million, \$21.0 million and \$18.4 million for 2009, 2008 and 2007, respectively.

**Note 5. Income Taxes**

The components of the provision for income taxes are as follows:

<u>(In thousands)</u>	<u>Year ended December 31,</u>		
	<u>2009</u>	<u>2008</u>	<u>2007</u>
Current:			
Federal .....	<b>\$ 7,910</b>	\$32,200	\$30,108
State .....	<b>3,605</b>	6,437	5,302
	<b>11,515</b>	38,637	35,410
Deferred:			
Federal .....	<b>9,752</b>	4,860	7,096
State .....	<b>1,027</b>	492	1,457
	<b>10,779</b>	5,352	8,553
Total provision for income taxes .....	<b><u>\$22,294</u></b>	<u>\$43,989</u>	<u>\$43,963</u>

OLD DOMINION FREIGHT LINE, INC.

NOTES TO THE FINANCIAL STATEMENTS—(Continued)

The following is a reconciliation of the U.S. statutory federal income tax rates with our effective income tax rates for 2009, 2008 and 2007:

<i>(In thousands)</i>	Year ended December 31,		
	2009	2008	2007
Tax provision at statutory rate on income before income taxes . . . . .	\$20,008	\$39,433	\$40,528
State income taxes, net of federal benefit . . . . .	2,359	4,609	4,369
Meals and entertainment disallowance . . . . .	521	786	822
Tax credits . . . . .	(783)	(934)	(1,172)
Other, net . . . . .	189	95	(584)
Total provision for income taxes . . . . .	<u>\$22,294</u>	<u>\$43,989</u>	<u>\$43,963</u>

Deferred tax assets and liabilities consist of the following:

<i>(In thousands)</i>	December 31,	
	2009	2008
Deferred tax assets:		
Claims and insurance reserves . . . . .	\$ 29,449	\$ 28,175
Allowance for doubtful accounts . . . . .	4,030	3,900
Accrued vacation . . . . .	7,915	8,099
Deferred compensation . . . . .	10,679	7,511
Other . . . . .	2,389	1,652
Total deferred tax assets . . . . .	<u>54,462</u>	<u>49,337</u>
Deferred tax liabilities:		
Depreciation . . . . .	(110,401)	(97,808)
Unrecognized revenue . . . . .	(4,181)	(3,877)
Employee benefits . . . . .	(3,066)	—
Other . . . . .	(1,292)	(1,352)
Total deferred tax liabilities . . . . .	<u>(118,940)</u>	<u>(103,037)</u>
Net deferred tax liability . . . . .	<u>\$ (64,478)</u>	<u>\$ (53,700)</u>

Our net deferred tax liability consists of the following:

<i>(In thousands)</i>	December 31,	
	2009	2008
Current deferred tax asset . . . . .	\$ 16,244	\$ 20,268
Noncurrent deferred tax liability . . . . .	(80,722)	(73,968)
Net deferred tax liability . . . . .	<u>\$(64,478)</u>	<u>\$(53,700)</u>

We are subject to U.S. federal income tax, as well as income tax of multiple state tax jurisdictions. We remain open to examination by the Internal Revenue Service for tax years 2006 through 2009. We remain open to examination by substantially all of our state tax jurisdictions for tax years 2006 through 2009.

Changes in our liability for unrecognized tax benefits could affect our effective tax rate, if recognized, but we do not expect any material changes within the next twelve months. Interest and penalties related to uncertain income tax positions, which are immaterial, are recorded in our Provision for Income Taxes on our Statement of Operations.

**OLD DOMINION FREIGHT LINE, INC.**  
**NOTES TO THE FINANCIAL STATEMENTS—(Continued)**

**Note 6. Related Person Transactions**

***Family Relationships***

Each of Earl E. Congdon, John R. Congdon, David S. Congdon, John R. Congdon, Jr. and John B. Yowell are related to one another and serve in various executive management positions and/or on our Board of Directors. In addition, Earl E. Congdon, John R. Congdon, John R. Congdon, Jr. and John B. Yowell each beneficially own, individually or together with family members, approximately 5% or more of our common stock at December 31, 2009. In 2008, we entered into amended and restated employment agreements with Earl E. Congdon, John R. Congdon, David S. Congdon and John B. Yowell, which are incorporated by reference as exhibits to our Annual Report on Form 10-K. We regularly disclose the amount of compensation that we pay to these individuals in the proxy statement for our Annual Meeting of Shareholders.

***Transactions with Old Dominion Truck Leasing, Inc.***

Old Dominion Truck Leasing, Inc. (“Leasing”), a North Carolina corporation whose voting stock is owned by an Earl E. Congdon trust; the John R. Congdon Revocable Trust; and members of Earl E. Congdon’s and John R. Congdon’s families, is primarily engaged in the business of purchasing and leasing tractors, trailers and other vehicles. John R. Congdon is Chairman of the Board of Leasing, and Earl E. Congdon is Vice Chairman of the Board of Leasing. Since 1986, we have combined our requirements with Leasing for the purchase of tractors, trailers, equipment, parts, tires and fuel. We believe that the termination of this arrangement would not have a material adverse impact on our financial results.

For the years ended December 31, 2008 and 2007, we charged Leasing \$11,000 and \$4,000, respectively, for vehicle repair, maintenance and other services we provide to Leasing at cost plus a negotiated markup. For the year ended December 31, 2009, we did not provide such services to Leasing. We also charged Leasing \$12,000, \$12,000 and \$1,000 for the rental of a service center facility in 2009, 2008 and 2007, respectively. In 2008, we sold Leasing equipment at its fair market value of \$33,000.

We purchased \$231,000, \$260,000 and \$257,000 of maintenance and other services from Leasing in 2009, 2008 and 2007, respectively. We believe that the prices we pay for such services are lower than would be charged by unaffiliated third parties for the same quality of work, and we intend to continue to purchase maintenance and other services from Leasing, provided that Leasing’s prices continue to be favorable to us.

We also paid Leasing \$114,000, \$257,000 and \$588,000 for leased equipment in 2009, 2008 and 2007, respectively. Our lease payments in 2009 and 2008 were for long-term leases for tractors available for use in our linehaul operations. These leases expire in January 2011. In 2007, the leased equipment was primarily utilized by our customers, who reimbursed us for the lease amount through a periodic billing process that included charges for additional services we provided to these customers. We believe these leasing agreements are at arm’s length, and we received no commission or other financial benefit from Leasing or any other party in connection with these lease transactions.

***Split Dollar Life Insurance Policies***

We are the owner of two split-dollar life insurance contracts insuring the life of John R. Congdon. The net cash surrender value for these policies was \$2.5 million and \$2.4 million at December 31, 2009 and 2008, respectively, and is included on our Balance Sheets under the caption “Other assets.” At December 31, 2009, these policies provided for an aggregate of \$4.8 million in net death benefits due to the Company, of which we have endorsed \$2.0 million to the estate of Mr. Congdon’s spouse.

**OLD DOMINION FREIGHT LINE, INC.**  
**NOTES TO THE FINANCIAL STATEMENTS—(Continued)**

**Note 7. Employee Benefit Plans**

***Defined Contribution Plan***

Substantially all employees meeting certain service requirements are eligible to participate in our 401(k) employee retirement plan. Employee contributions are limited to a percentage of their compensation, as defined in the plan. We make contributions based upon the greater of a percentage of employee contributions or ten percent of net income. Company contributions for 2009, 2008 and 2007 were \$4.8 million, \$6.9 million and \$7.2 million, respectively.

***Deferred Compensation Plan***

We maintain a nonqualified deferred compensation plan for the benefit of certain eligible employees whose contributions to the 401(k) employee retirement plan are limited due to provisions of the Internal Revenue Code. Participating employees may elect to defer receipt of a percentage of their compensation, as defined in the plan, and the deferred amount is credited to each participant's deferred compensation account. The plan is not funded and the Company does not make a matching contribution to this plan. Although the plan is not funded, each participant is allowed to select one or more investments from the available options. Participant accounts are adjusted at the end of each fiscal quarter to reflect the performance of the selected investment options in which the participants' accounts are deemed invested. The amounts owed to the participants totaled \$18.2 million and \$14.9 million at December 31, 2009 and 2008, respectively, and are included in "Other non-current liabilities" on our Balance Sheets.

**Note 8. Share-Based Compensation**

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"). Each share of phantom stock awarded to eligible employees under the Phantom Stock Plan represents a contractual right to receive an amount in cash equal to the fair market value of a share of our common stock on the settlement date, which is the earlier of the eligible employee's (i) termination from the Company after reaching 55 years of age, (ii) death or (iii) disability. No shares of common stock will be issued pursuant to the Phantom Stock Plan, as the awards are settled in cash after the required vesting period has been satisfied and upon termination of employment. The maximum number of shares of phantom stock available for awards 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 and subsequent grants have been awarded annually thereafter.

Phantom Stock Plan awards are generally subject to a five-year vesting period or the earlier to occur of the following: the date of a change of control in our ownership; the fifth anniversary of the grant date of the award, provided the participant is employed by us on that date; the date of the participant's death while employed by us; the date of the participant's total disability; or the date the participant attains the age of 65 while employed. Awards that are not vested upon termination of employment are forfeited. If termination occurs prior to attaining the age of 55, all vested and unvested awards are forfeited unless the termination results from death or total disability.

On May 28, 2008, our Board of Directors approved, and the Company adopted, the Old Dominion Freight Line, Inc. Director Phantom Stock Plan (the "Director Phantom Stock Plan" and together with the Phantom Stock Plan, the "Phantom Plans"). Under the Director Phantom Stock Plan, each non-employee eligible director shall be granted an annual award of phantom shares equal to \$30,000 on the valuation date. Each participant is entitled to an amount in cash equal to the fair market value of a share of our common stock on the settlement date. No

**OLD DOMINION FREIGHT LINE, INC.**

**NOTES TO THE FINANCIAL STATEMENTS—(Continued)**

shares of common stock will be issued pursuant to the Director Phantom Stock Plan, as the awards are settled in cash after the required vesting period has been satisfied and upon termination of service as a director. Our Board of Directors approved the initial grant under this plan at its May 2008 meeting.

Director Phantom Stock Plan awards are generally subject to a one-year vesting period or the earlier to occur of the following: the date of a change of control in our ownership provided that the participant is still in service as a director; or the date of the participant’s death or total disability while still in service as a director. Awards that are not vested upon termination of service as a director are forfeited.

A summary of the changes in the number of outstanding phantom stock shares during the year ended December 31, 2009 for the Phantom Plans is provided below. Of these awards, 42,156 and 22,934 phantom shares were vested at December 31, 2009 and 2008.

	<b>Phantom Stock Plan</b>	<b>Director Phantom Stock Plan</b>
Balance of shares outstanding at December 31, 2008 . . . . .	101,702	6,108
<b>Granted</b> . . . . .	<b>43,897</b>	<b>6,666</b>
<b>Settled</b> . . . . .	<b>—</b>	<b>(1,018)</b>
<b>Balance of shares outstanding at December 31, 2009</b> . . . . .	<b>145,599</b>	<b>11,756</b>

Shares awarded under the Phantom Plans are accounted for as a liability under FASC 718, *Compensation – Stock Compensation* and are recorded in “Other non-current liabilities” on our Balance Sheets. FASC 718 requires changes in the fair value of our liability for the Phantom Plans to be recognized as compensation cost over the requisite service period for the percentage of requisite service rendered each period. Changes in the fair value of the liability that occur after the requisite service period are recognized as compensation cost during the period in which the changes occur. We remeasure the liability for the outstanding awards at the end of each reporting period based on the closing price of our common stock at that date, and the compensation cost is based on the change in fair value for each reporting period. The liability for these awards totaled \$2.8 million and \$1.5 million at December 31, 2009 and 2008, respectively. Compensation costs related to the Phantom Plans totaled \$1.3 million, \$884,000 and \$394,000 for 2009, 2008 and 2007, respectively.

**Note 9. 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 and determined, will have a material adverse effect upon our financial position, liquidity or results of operations.

**OLD DOMINION FREIGHT LINE, INC.**  
**NOTES TO THE FINANCIAL STATEMENTS—(Continued)**

**Note 10. Quarterly Financial Information (Unaudited)**

A summary of our unaudited quarterly financial information for 2009 and 2008 is provided below. 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.

<i>(In thousands, except per share data)</i>	Quarter				
	First	Second	Third	Fourth	Total
<b>2009</b>					
Revenue .....	\$295,143	\$316,175	\$322,763	\$310,924	\$1,245,005
Operating income .....	10,061	21,454	19,955	18,921	70,391
Net income .....	3,973	10,722	10,495	9,681	34,871
Net income per share:					
Basic and diluted .....	0.11	0.29	0.28	0.26	0.94
<b>2008</b>					
Revenue .....	\$368,174	\$417,840	\$415,874	\$335,836	\$1,537,724
Operating income .....	20,846	42,990	42,437	22,797	129,070
Net income .....	10,389	23,881	23,359	11,048	68,677
Net income per share:					
Basic and diluted <sup>(1)</sup> .....	0.28	0.64	0.63	0.30	1.84

(1) Due to rounding, the sum of the quarterly per share amounts does not agree to the year-to-date total.

**Note 11. Subsequent Events**

Management evaluated all subsequent events and transactions through March 1, 2010, the issuance date of these financial statements, and concluded that no subsequent events or transactions have occurred that require recognition or disclosure in our financial statements.

## Report of Independent Registered Public Accounting Firm

The Board of Directors and Shareholders  
Old Dominion Freight Line, Inc.

We have audited the accompanying balance sheets of Old Dominion Freight Line, Inc. as of December 31, 2009 and 2008, and the related statements of operations, changes in shareholders' equity, and cash flows for each of the three years in the period ended December 31, 2009. Our audits also included the financial statement schedule of Old Dominion Freight Line, Inc. listed in Item 15(a). These financial statements and schedule are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements and schedule based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of Old Dominion Freight Line, Inc. at December 31, 2009 and 2008, and the results of its operations and its cash flows for each of the three years in the period ended December 31, 2009, in conformity with U.S. generally accepted accounting principles. Also, in our opinion, the financial statement schedule, when considered in relation to the basic financial statements taken as a whole, presents fairly in all material respects the information set forth therein.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), Old Dominion Freight Line, Inc.'s internal control over financial reporting as of December 31, 2009, based on criteria established in Internal Control – Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission and our report dated March 1, 2010 expressed an unqualified opinion thereon.

/s/ ERNST & YOUNG LLP

Greensboro, North Carolina  
March 1, 2010

## ITEM 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE

None.

### ITEM 9A. 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 (“CEO”) and Chief Financial Officer (“CFO”), of the effectiveness of our disclosure controls and procedures in accordance with Rule 13a-15 under the Securities Exchange Act of 1934, as amended (the “Exchange Act”). Based on this evaluation as of the end of the period covered by this report, our CEO and CFO concluded that, as of such date, our disclosure controls and procedures were effective to ensure that information required to be disclosed by us in the reports that we file or submit under the Exchange Act is (i) accumulated and communicated to our management, including our CEO and CFO, as appropriate to allow timely decisions regarding required disclosure, and (ii) recorded, processed, summarized and reported within the time periods specified in the SEC’s rules and forms.

#### b) Management’s annual report on internal control over financial reporting

Management is responsible for establishing and maintaining adequate internal control over financial reporting in accordance with Exchange Act Rule 13a-15(f). Management has conducted an evaluation, with the participation of our CEO and CFO, of the effectiveness of our internal control over financial reporting as of December 31, 2009 based on the framework in *Internal Control – Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission. Management concluded that our internal control over financial reporting was effective as of December 31, 2009, based on our evaluation under the framework in *Internal Control – Integrated Framework*.

A control system, no matter how well conceived and operated, can provide only reasonable, not absolute, assurance that the objectives of the control system are met. Further, in designing a control system, we must take into account the benefits of controls relative to their costs. Because of the inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that all control issues and instances of fraud, if any, within the Company have been detected.

The effectiveness of our internal control over financial reporting as of December 31, 2009 has been audited by Ernst & Young LLP, an independent registered public accounting firm, as stated in their report which is included herein.

#### c) Changes in internal control over financial reporting

There were no changes in our internal control over financial reporting that occurred during the last quarter of the period covered by this report that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

## Report of Independent Registered Public Accounting Firm

The Board of Directors and Shareholders of  
Old Dominion Freight Line, Inc.

We have audited Old Dominion Freight Line, Inc.'s internal control over financial reporting as of December 31, 2009, based on criteria established in Internal Control – Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (the COSO criteria). Old Dominion Freight Line, Inc.'s management is responsible for maintaining effective internal control over financial reporting, and for its assessment of the effectiveness of internal control over financial reporting included in the accompanying Management's Annual Report on Internal Control over Financial Reporting. Our responsibility is to express an opinion on the company's internal control over financial reporting based on our audit.

We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, testing and evaluating the design and operating effectiveness of internal control based on the assessed risk, and performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

In our opinion, Old Dominion Freight Line, Inc. maintained, in all material respects, effective internal control over financial reporting as of December 31, 2009, based on the COSO criteria.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the balance sheets of Old Dominion Freight Line, Inc. as of December 31, 2009 and 2008, and the related statements of operations, changes in shareholders' equity, and cash flows for each of the three years in the period ended December 31, 2009 and our report dated March 1, 2010 expressed an unqualified opinion thereon.

/s/ ERNST & YOUNG LLP

Greensboro, North Carolina  
March 1, 2010

## **ITEM 9B. OTHER INFORMATION**

None.

## **PART III**

### **ITEM 10. DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE**

The information required by Item 10 of Form 10-K will appear in the Company's proxy statement for its 2010 Annual Meeting of Shareholders under the captions "Proposal 1 – Election of Directors," "Executive Officers," "Section 16(a) Beneficial Ownership Reporting Compliance," "Corporate Governance – Audit Committee," and "Corporate Governance – Code of Business Conduct," and the information therein is incorporated herein by reference.

### **ITEM 11. EXECUTIVE COMPENSATION**

The information required by Item 11 of Form 10-K will appear in the Company's proxy statement for its 2010 Annual Meeting of Shareholders under the captions "Corporate Governance – Compensation Committee Interlocks and Insider Participation," "Compensation Discussion and Analysis," "Compensation Committee Report," and "Executive Compensation," and the information therein is incorporated herein by reference.

### **ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS**

The information required by Item 12 of Form 10-K will appear in the Company's proxy statement for its 2010 Annual Meeting of Shareholders under the caption "Security Ownership of Management and Certain Beneficial Owners," and the information therein is incorporated herein by reference.

### **ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS, AND DIRECTOR INDEPENDENCE**

The information required by Item 13 of Form 10-K will appear in the Company's proxy statement for the 2010 Annual Meeting of Shareholders under the captions "Corporate Governance – Independent Directors" and "Related Person Transactions," and the information therein is incorporated herein by reference.

### **ITEM 14. PRINCIPAL ACCOUNTING FEES AND SERVICES**

The information required by Item 14 of Form 10-K will appear in the Company's proxy statement for its 2010 Annual Meeting of Shareholders under the captions "Corporate Governance – Audit Committee Pre-Approval Policies and Procedures" and "Independent Registered Public Accounting Firm Fees and Services," and the information therein is incorporated herein by reference.

**PART IV**

**ITEM 15. EXHIBITS, FINANCIAL STATEMENT SCHEDULES**

**(a)(1) Financial Statements.**

The following financial statements of Old Dominion Freight Line, Inc. are included in Item 8:

Balance Sheets - December 31, 2009 and December 31, 2008 .....	32
Statements of Operations - Years ended December 31, 2009, December 31, 2008 and December 31, 2007 .....	33
Statements of Changes in Shareholders' Equity - Years ended December 31, 2009, December 31, 2008 and December 31, 2007 .....	34
Statements of Cash Flows - Years ended December 31, 2009, December 31, 2008 and December 31, 2007 .....	35
Notes to the Financial Statements .....	36

**(a)(2) Financial Statement Schedules.**

The Schedule II – Valuation and Qualifying Accounts schedule of Old Dominion Freight Line, Inc. is included below:

**Schedule II  
Old Dominion Freight Line, Inc.  
Valuation and Qualifying Accounts**

*(In thousands)*

<u>Year Ended December 31,</u>	<u>Allowance for Uncollectible Accounts<sup>(1)</sup></u>			<u>Balance at End of Period</u>
	<u>Balance at Beginning of Period</u>	<u>Charged to Costs and Expenses</u>	<u>Deductions<sup>(2)</sup></u>	
2007 .....	\$ 9,077	\$2,771	\$1,426	\$10,422
2008 .....	\$10,422	\$3,289	\$3,711	\$10,000
<b>2009</b> .....	<b>\$10,000</b>	<b>\$4,493</b>	<b>\$4,294</b>	<b>\$10,199</b>

(1) This table does not include any allowances for revenue adjustments that result from billing corrections, customer allowances, money-back service guarantees and other miscellaneous revenue adjustments that are recorded in our revenue from operations.

(2) Uncollectible accounts written off, net of recoveries.

All other schedules for which provision is made in the applicable accounting regulations of the SEC are not required under the instructions or are inapplicable and, therefore, have been omitted.

**(a)(3) Exhibits Filed.**

The exhibits listed in the accompanying Exhibit Index are filed as a part of this report.

**(b) Exhibits.**

See Exhibit Index.

**(c) Separate Financial Statements and Schedules.**

None.

## SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) 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.

By:           /s/ DAVID S. CONGDON            
                     **David S. Congdon**  
                     **Chief Executive Officer**

Dated: February 26, 2010

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated:

<u>Name and Signature</u>	<u>Position</u>	<u>Date</u>
<u>          /s/ EARL E. CONGDON          </u> <b>Earl E. Congdon</b>	Executive Chairman of the Board of Directors	February 26, 2010
<u>          /s/ DAVID S. CONGDON          </u> <b>David S. Congdon</b>	Director, President and Chief Executive Officer	February 26, 2010
<u>          /s/ JOHN R. CONGDON          </u> <b>John R. Congdon</b>	Vice Chairman of the Board and Senior Vice President	February 26, 2010
<u>          /s/ J. PAUL BREITBACH          </u> <b>J. Paul Breitbach</b>	Director	February 26, 2010
<u>          /s/ JOHN R. CONGDON, JR.          </u> <b>John R. Congdon, Jr.</b>	Director	February 26, 2010
<u>          /s/ ROBERT G. CULP, III          </u> <b>Robert G. Culp, III</b>	Director	February 26, 2010
<u>          /s/ JOHN D. KASARDA          </u> <b>John D. Kasarda</b>	Director	February 26, 2010
<u>          /s/ LEO H. SUGGS          </u> <b>Leo H. Suggs</b>	Director	February 26, 2010
<u>          /s/ D. MICHAEL WRAY          </u> <b>D. Michael Wray</b>	Director	February 26, 2010
<u>          /s/ J. WES FRYE          </u> <b>J. Wes Frye</b>	Senior Vice President - Finance (Principal Financial Officer)	February 26, 2010
<u>          /s/ JOHN P. BOOKER III          </u> <b>John P. Booker III</b>	Vice President - Controller (Principal Accounting Officer)	February 26, 2010

**EXHIBIT INDEX**  
**TO ANNUAL REPORT ON FORM 10-K**  
**OLD DOMINION FREIGHT LINE, INC.**  
**FOR YEAR ENDED DECEMBER 31, 2009**

<u>Exhibit No.</u>	<u>Description</u>
3.1.1(c)	Amended and Restated Articles of Incorporation (as amended July 30, 2004)
3.2(l)	Amended and Restated Bylaws of Old Dominion Freight Line, Inc.
4.1(a)	Specimen certificate of Common Stock
4.6.10(d)	Note Purchase Agreement among Old Dominion Freight Line, Inc. and the Purchasers set forth in Schedule A thereto, dated as of February 25, 2005
4.8(e)	Credit Agreement among Wachovia Bank, National Association, as Agent, Bank of America, N.A., Branch Banking & Trust Company and Old Dominion Freight Line, Inc., dated September 22, 2005
4.8.1(h)	First Amendment to the Credit Agreement among Wachovia Bank, National Association, as Agent, Bank of America, N.A., Branch Banking & Trust Company and Old Dominion Freight Line, Inc., dated April 21, 2006.
4.9(h)	Note Purchase Agreement among Old Dominion Freight Line, Inc. and the Purchasers set forth in Schedule A thereto, dated as of April 25, 2006.
4.10(i)	Amended and Restated Credit Agreement among Wachovia Bank, National Association, as Administrative Agent; the Lenders named therein; and Old Dominion Freight Line, Inc., dated as of August 10, 2006
10.17.1(b)*	Employment Agreement by and between Old Dominion Freight Line, Inc. and Earl E. Congdon, effective as of June 1, 2004
10.17.2(b)*	Employment Agreement by and between Old Dominion Freight Line, Inc. and John R. Congdon, effective as of June 1, 2004
10.17.3(b)*	Employment Agreement by and between Old Dominion Freight Line, Inc. and David S. Congdon, effective as of June 1, 2004
10.17.4(b)*	Employment Agreement by and between Old Dominion Freight Line, Inc. and John B. Yowell, effective as of June 1, 2004
10.17.6(j)*	Amended and Restated Employment Agreement between Old Dominion Freight Line, Inc. and Earl E. Congdon, effective as of June 1, 2008
10.17.7(j)*	Amended and Restated Employment Agreement between Old Dominion Freight Line, Inc. and John R. Congdon, effective as of June 1, 2008
10.17.8(j)*	Amended and Restated Employment Agreement between Old Dominion Freight Line, Inc. and David S. Congdon, effective as of June 1, 2008
10.17.9(j)*	Amended and Restated Employment Agreement between Old Dominion Freight Line, Inc. and John B. Yowell, effective as of June 1, 2008
10.18.3(k)*	Old Dominion Freight Line, Inc. Director Phantom Stock Plan
10.18.4(k)*	Form of Old Dominion Freight Line, Inc. Director Phantom Stock Plan Award Agreement
10.18.5(m)*	Non-Executive Director Compensation Structure, effective January 1, 2008
10.19.1(f)*	Old Dominion Freight Line, Inc. Phantom Stock Plan, effective as of May 16, 2005
10.19.2(f)*	Old Dominion Freight Line, Inc. Change of Control Severance Plan for Key Executives, effective as of May 16, 2005
10.19.3(g)*	Form of Old Dominion Freight Line, Inc. Phantom Stock Award Agreement
10.19.4(m)*	Old Dominion Freight Line, Inc. Phantom Stock Plan, effective as of January 1, 2009

<u>Exhibit No.</u>	<u>Description</u>
10.19.5(m)*	Old Dominion Freight Line, Inc. Change in Control Severance Plan for Key Executives, effective as of January 1, 2009
10.19.6(n)*	Amendment to Old Dominion Freight Line, Inc. Phantom Stock Plan
10.20.1*	2006 Nonqualified Deferred Compensation Plan of Old Dominion Freight Line, Inc., as amended, effective January 1, 2010
10.20.2(g)*	Form of Annual Salary and Bonus Deduction Agreement
10.21(j)*	Old Dominion Freight Line, Inc. Performance Incentive Plan
23.1	Consent of Ernst & Young LLP
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

- (a) Incorporated by reference to the exhibit of the same number contained in the Company's Registration Statement on Form S-1 filed under the Securities Act of 1933, as amended (SEC File: 33-42631)
- (b) Incorporated by reference to the exhibit of the same number contained in the Company's Current Report on Form 8-K filed on June 10, 2004
- (c) Incorporated by reference to the exhibit of the same number contained in the Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 2004, filed on August 6, 2004
- (d) Incorporated by reference to the exhibit of the same number contained in the Company's Annual Report on Form 10-K for the year ended December 31, 2004, filed on March 16, 2005
- (e) Incorporated by reference to the exhibit of the same number contained in the Company's Current Report on Form 8-K filed on September 28, 2005
- (f) Incorporated by reference to the exhibit of the same number contained in the Company's Current Report on Form 8-K filed on May 20, 2005
- (g) Incorporated by reference to the exhibit of the same number contained in the Company's Current Report on Form 8-K filed on February 21, 2006
- (h) Incorporated by reference to the exhibit of the same number contained in the Company's Current Report on Form 8-K filed on May 1, 2006
- (i) Incorporated by reference to the exhibit of the same number contained in the Company's Current Report on Form 8-K filed on August 16, 2006
- (j) Incorporated by reference to the exhibit of the same number contained in the Company's Current Report on Form 8-K filed on June 3, 2008
- (k) Incorporated by reference to the exhibit of the same number contained in the Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 2008, filed on August 8, 2008
- (l) Incorporated by reference to the exhibit of the same number contained in the Company's Current Report on Form 8-K filed on May 21, 2009
- (m) Incorporated by reference to the exhibit of the same number contained in the Company's Annual Report on Form 10-K for the year ended December 31, 2008, filed on March 2, 2009
- (n) Incorporated by reference to Exhibit 10.19.4 contained in the Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 2009, filed on August 7, 2009.

\* Denotes an executive compensation plan or agreement

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

2006 NONQUALIFIED DEFERRED COMPENSATION PLAN  
OF OLD DOMINION FREIGHT LINE, INC.

EFFECTIVE DATE: January 1, 2006  
(as restated and effective January 1, 2009)

TABLE OF CONTENTS  
2006 NONQUALIFIED DEFERRED COMPENSATION PLAN

Section 1.	<a href="#">Purpose</a>	3
Section 2.	<a href="#">Definitions</a>	3
Section 3.	<a href="#">Credits to Deferred Compensation Account</a>	10
Section 4.	<a href="#">Payment of Benefits</a>	12
4.1	<a href="#">Normal Retirement</a>	12
4.2	<a href="#">Disability Retirement</a>	12
4.3	<a href="#">Termination of Service</a>	12
4.4	<a href="#">Payment of benefit by reason of Retirement</a>	12
4.5	<a href="#">Payment of benefit by reason of death</a>	13
4.6	<a href="#">Payment at a specified time</a>	14
4.7	<a href="#">Unforeseeable Emergency Beneficiaries</a>	14
4.8	<a href="#">Change of Payment Election</a>	16
4.9	<a href="#">Payment to Specified Employees</a>	16
4.10	<a href="#">Delay of Payments Under Certain Circumstances</a>	17
Section 5.	<a href="#">Accounts; Adjustment of Accounts</a>	17
Section 6.	<a href="#">Administration by Committee</a>	19
Section 7.	<a href="#">Not a Trust</a>	23
Section 8.	<a href="#">Allocation of Responsibilities</a>	23
Section 9.	<a href="#">Benefits Not Assignable; Facility of Payments</a>	24
Section 10.	<a href="#">Beneficiary</a>	25
Section 11.	<a href="#">Amendment and Termination of Plan</a>	26
Section 12.	<a href="#">Communication to Participants</a>	28
Section 13.	<a href="#">Claims Procedure</a>	28
Section 14.	<a href="#">Miscellaneous Provisions</a>	30
14.1	<a href="#">Setoff</a>	30
14.2	<a href="#">Notices</a>	30
14.3	<a href="#">Lost distributees</a>	31
14.4	<a href="#">Reliance on data</a>	31
14.5	<a href="#">Receipt and release for payments</a>	31
14.6	<a href="#">Headings</a>	32
14.7	<a href="#">Continuation of employment</a>	32
14.8	<a href="#">Disputes</a>	32
14.9	<a href="#">Merger or consolidation</a>	32
14.10	<a href="#">Construction</a>	33
14.11	<a href="#">Administration</a>	33

2006 NONQUALIFIED DEFERRED COMPENSATION PLAN OF  
OLD DOMINION FREIGHT LINE, INC.

Section 1. Purpose.

This 2006 Nonqualified Deferred Compensation Plan of Old Dominion Freight Line, Inc. (the "Plan") is established to permit certain management employees of the Employer to defer receipt of current Compensation from the Employer in order to provide retirement benefits on behalf of such employees. The Plan is not intended to be a tax-qualified retirement plan under Section 401 (a) of the Code. The Plan is intended to be an unfunded Plan maintained primarily for the purpose of providing deferred compensation benefits for Eligible Employees as defined in Section 2.12 below under Sections 201(2), 301(a)(3) and 401(a)(1) of the Employee Retirement Income Security Act of 1974.

Section 2. Definitions:

As used in the Plan, including this Section 2, references to one gender shall include the other and, unless otherwise indicated by the context:

2.1 "Accrued Benefit" shall mean, with respect to each Participant, the sum of the balances credited to his Deferred Compensation Account as of the applicable Adjustment Date, following adjustment to such account as of such Adjustment Date as provided in Section 5, but shall not include the Participant's Special Accrued Benefit for deferrals and adjustments pursuant to Section 4.6 hereof, which shall be referred to in this Plan as the Participant's Special Accrued Benefit.

2.2 “Active Participant” shall mean, with respect to any day or date, a Participant who is in Service on such day or date; provided, that a Participant who is in Service shall cease to be an Active Participant immediately upon a determination by the Committee that the Participant has ceased to be an Eligible Employee.

2.3 “Adjustment Date” shall mean the last day of each calendar month of each Plan Year, and such other dates as the Committee may select from time to time. The Adjustment Date occurring on December 31 of each year shall be referred to herein as the “Year-End Adjustment Date.”

2.4 “Average Moody’s Rate” shall mean, with respect to an Adjustment Date (the “Current Adjustment Date”), the average of the Moody’s Rate (as defined in Section 2.15) in effect on the fifteenth day of each month (or if such day is not a business day, the immediately preceding business day) and the last business day of each month during the period beginning on the day next following the immediately preceding Adjustment Date and ending on the Current Adjustment Date.

2.5 “Beneficiary” shall mean the person, persons, entity or entities designated or determined pursuant to the provisions of Section 10 of the Plan.

2.6 “Board” shall mean the Board of Directors of Old Dominion Freight Line, Inc. or such committee of the Board to which the Board shall assign all or part of its duties and powers under the Plan.

2.7 “Committee” shall mean the Administrative Committee provided for in Section 6.

2.8 “Compensation” shall mean all remuneration payable by the Employer to an Employee during the Plan Year for Service as reported or reportable for federal income tax purposes on Form W-2, excluding amounts paid to or for an Employee (i) as an allowance or reimbursement for travel or relocation expenses, (ii) automobile use expense, (iii) excess term life insurance premium, (iv) P.S. 58 costs, (v) airplane use expense, but including Salary and Bonus Reduction Credits under this Plan and elective deferrals under the Old Dominion 401 (k) Retirement Plan.

2.9 “Deferred Compensation Account” shall mean the separate account to be kept for each Participant, as described in Sections 3.1,4.6, and 5, to which Salary and Bonus Reduction Credits, shall be credited. Compensation Deferred is Compensation that the Participant has deferred under this Plan.

2.10 “Disability” shall mean that a Participant (i) is unable to engage in any substantial gainful activity by reason of any medically determinable physical or mental impairment which can be expected to result in death or can be expected to last for a continuous period of not less than 12 months, or (ii) is, by reason of any medically determinable physical or mental impairment which can be expected to result in death or can be expected to last for a continuous period of not less than 12 months, receiving income replacement benefits for a period of not less than 3 months under an accident and health plan covering employees of the Participant’s Employer.

2.11 “Effective date of the Plan” as restated herein shall be January 1, 2009. This Plan restates the Plan as originally effective on January 1,2006, and for periods

before January 1, 2009, as to 409A Amounts, the standards and transition rules in effect under Applicable Guidance apply.

2.12 “Eligible Employee” shall mean each Employee who is determined by the Committee to be a highly compensated or management Employee who is in a position materially to affect the profits of the Employer and who is selected by the Committee to participate in the Plan. An Employee shall cease to be an Eligible Employee immediately upon the first to occur of the following: (i) the Employee’s termination of Service; (ii) determination by the Committee that the Employee no longer is a highly compensated or management Employee; or (iii) determination by the Committee in its sole discretion that the Employee shall no longer be selected to participate in the Plan. See Sections 2.2 and 2.17 with respect to provisions governing participation in the Plan by an Eligible Employee.

2.13 “Employee” shall mean an individual in the Service of the Employer if the relationship between the individual and the Employer is the legal relationship of Employee and Employer.

2.14 “Employer” shall mean Old Dominion Freight Line, Inc., a Virginia corporation with its principal office at 500 Old Dominion Way, Thomasville, North Carolina, or any successor thereto by merger, consolidation or otherwise, or any affiliated or subsidiary corporation or business organization of the Employer which, with the consent of the Board, shall become a party to this Plan.

2.15 “Moody’s Rate” shall mean the average of the actual annual percentage yield for Aaa and Baa rated corporate bonds reported as the Moody’s Seasonal Rate

from time to time in Federal Reserve Statistical Releases. See Section 2.4 concerning definition of “Average Moody’s Rate.”

2.16 “Normal Retirement Age” of a Participant shall be age fifty-five (55). The “Normal Retirement Date” of a Participant shall mean the first day of the calendar month coincident with or next following the later of (a) attainment by the Participant of his Normal Retirement Age, or (b) his actual Retirement date.

2.17 “Participant” shall mean with respect to any Plan Year an Eligible Employee who has entered the Plan and any other Employee who has an Accrued Benefit or Special Accrued Benefit under the Plan. An Eligible Employee who has not otherwise entered the Plan shall enter the Plan and become a Participant as of the date determined by the Committee. A Participant who separates from Service with the Employer and who later returns to Service will not be eligible to defer Compensation under the Plan except upon satisfaction of such terms and conditions as the Committee shall establish upon the Participant’s return to Service, whether or not the Participant shall have an Accrued Benefit remaining under the Plan on the date of his return to Service. See Section 2.2 for definition of “Active Participant.”

2.18 “Plan” shall mean the Nonqualified Deferred Compensation Plan as herein set out or as duly amended.

2.19 “Plan Year” shall mean the twelve-month period ending on December 31 of each year (including years prior to the effective date of the Plan).

2.20 “Retire” or “Retirement” shall mean Retirement within the meaning of Section 4.1, 4.2 or 4.4.

2.21 “Salary and Bonus Reduction Agreement” shall mean a written agreement entered into between a Participant and the Employer pursuant to the provisions of Section 3.1.

2.22 “Salary and Bonus Reduction Credits” shall mean the amounts credited to the Participant’s Deferred Compensation Account by the Employer pursuant to the provisions of Section 3.1.

2.23 “Separation of Service” shall mean in the case of an Employee, the Employee’s termination of employment with the Employer whether on account of death, retirement, disability or otherwise.

2.24 “Service” shall mean employment by the Employer as an Employee.

2.25 “Specified Employee” shall mean a Participant who is a key employee as described in Code § 416(i)(1)(A), disregarding Paragraph 5 thereof and using compensation as defined under Treas. Reg. 1.415(C)(2)(a). A Participant is not a Specified Employee unless any stock of the Employer is publicly traded on an established securities market or otherwise and the Participant is a Specified Employee on the date of his or her Separation from Service.

2.26 “Spouse” or “Surviving Spouse” shall mean, except as otherwise provided in the Plan, the legally married Spouse or Surviving Spouse of a Participant.

2.27 “Termination Adjustment Date” shall mean the Adjustment Date coincident with or next following the date as of which a Participant terminates Service with the Employer for any reason (including Retirement or death).

2.28 “Applicable Guidance” means as the context requires Code §§83,409A and 457, Treas. Reg. §1.83, Treas. Reg. §§1.409A-1 through -6, Treas. Reg. §1.457-11, or other written Treasury or IRS guidance regarding or affecting Code §§83,409A or 457(f), including, as applicable, any Code §409A guidance in effect prior to January 1, 2009.

2.29 “Change in Control” means a change: (i) in the ownership of the Employer (acquisition by one or more persons acting as a group of more than 50% of the total voting power or fair market value of the Employer); (ii) in the effective control of the Employer (acquisition or acquisition during a 12-month period ending on the date of the latest acquisition, by one or more persons acting as a group of 30% or more of the total voting power of the Employer or replacement of a majority of the members of the board of directors of the Employer [but including only the entity for which no other corporation is a majority shareholder] during any 12-month period by directors not endorsed by a majority of the board before the appointment or election); or (iii) in the ownership of a substantial portion of the assets of the Employer (acquisition or acquisition during a 12-month period ending on the date of the latest acquisition, by one or more persons [other than related persons described in Treas. Reg. §1.409A-3(i)(5)(vii)(B)] acting as a group of assets with a total gross fair market value of 40% or more of the total gross fair market value of all assets of the Employer immediately before such acquisition or acquisitions), each within the meaning of Treas. Reg. §1.409A-3(i)(5) or in Applicable Guidance. An event constituting a Change in Control must be objectively determinable and any

certification thereof by the Employer or its agents may not be subject to the discretion of such person. For purposes of applying this Section 1.11, stock ownership is determined in accordance with Code §318(a) as modified under Treas. Reg. §1.409A-3(i)(5)(iii).

2.30 “409A Amount” means any Compensation Deferred in taxable years beginning after December 31, 2004.

2.31 “Aggregated Plans” means this Plan and any other like-type plan of the Employer in which a given Participant participates and as to which the Plan or Treas. Reg. §1.409A-1 (c)(2) requires the aggregation of all such nonqualified deferred compensation in applying Code §409A.

2.32 “Code” means the Internal Revenue Code of 1986, as amended.

### Section 3. Credits to Deferred Compensation Account;

#### 3.1 Salary and Bonus Reduction Credits:

3.1.1 Amount of Salary and Bonus Reduction Credits: Each Active Participant may elect, by entering into a Salary and Bonus Reduction Agreement with the Employer, to reduce his (i) regular salary from the Employer by a whole number percentage from three to ten percent (in increments of one percent) and from five to fifty percent (in increments of five percent), and/or (ii) bonus from the Employer by a whole number percentage from five to seventy-five percent (in increments of five percent). The amount of the Participant’s Salary and Bonus Reduction Credits shall be credited by the Employer to the Deferred Compensation Account maintained for the Participant pursuant to Section 5.

3.1.2 Time for crediting Salary and Bonus Reduction Credits: The Employer shall credit to the Participant’s Deferred Compensation Account as of each Adjustment Date an amount equal to the total Salary and Bonus Reduction Credits for the period beginning on the date next

following the immediately preceding Adjustment Date and ending on the Current Adjustment Date.

3.1.3 Administrative rules governing Salary and Bonus Reduction Agreements:

(a) An election pursuant to Section 3.1.1 shall be made each year by the Participant by executing and delivering a Salary and Bonus Reduction Agreement to the Committee. This Agreement shall be delivered to the Committee on or before December 31 of each year to be effective for Compensation for Services performed during the following taxable year. The reduction (deferrals) elected by a Participant shall become irrevocable on December 31 of each year with respect to taxable years for which it goes into effect. In the case of the first year in which a Participant becomes eligible to participate in the Plan, such election may be made with respect to Services to be performed subsequent to the election within thirty (30) days after the date the Participant becomes eligible to participate in the Plan. Each Participant shall also deliver to the Committee the Participant's initial payment election at the time of delivery of the Salary and Bonus Reduction Agreement. A payment election may apply to all salary and bonus reductions or only to specific reductions based on the date of deferral as indicated on the payment election form. A Participant must make any permissible initial payment elections on a form the Employer provides for that purpose.

(b) A Participant may unilaterally modify a Salary and Bonus Reduction Agreement (either to increase or decrease the portion of his future Compensation which is subject to salary and bonus reduction within the percentage limits set forth in Section 3.1.1, or to terminate Salary and Bonus Reduction Credits under the Plan) by providing a written modification of the Salary and Bonus Reduction Agreement to the Employer. The modification shall become effective as of the first day of the following Plan Year.

(c) The Committee may from time to time establish policies or rules governing the manner in which Salary and Bonus Reduction Credits may be made.

Section 4. Payment of Benefits:

4.1 Normal Retirement: A Participant who is in Service shall be eligible to Retire from Service at his Normal Retirement Date and commence receiving payment of his Accrued Benefit, determined as of his Termination Adjustment Date, pursuant to Section 4.4.

4.2 Disability Retirement: If a Participant shall suffer Disability while in Service prior to his Normal Retirement Date, he shall Retire as of the date of establishment of his Disability and his Accrued Benefit and Special Accrued Benefit, determined as of his Termination Adjustment Date, shall be payable as provided in Section 4.4, treating for this purpose such date of his Disability Retirement as if it were his Normal Retirement Date.

4.3 Termination of Service: If the Service of a Participant with the Employer shall be terminated for any reason other than Retirement or death, or before his attainment of age fifty-five (55), his Accrued Benefit, determined as of his Termination Adjustment Date, shall be paid to him in cash in a lump sum as soon as practicable (but no later than the second Adjustment Date) following such termination of employment. If the Service of a Participant is terminated because of Retirement or death, or after his attainment of age fifty-five (55), such Accrued Benefit shall be payable as provided in Section 4.4, treating his Termination Adjustment Date as if it were his Normal Retirement Date.

4.4 Payment of benefit by reason of Retirement: If a Participant shall Retire, his Accrued Benefit, determined as of his Termination Adjustment Date, shall be

paid to him in cash in a lump sum or in equal annual installments over a term certain of five, ten, fifteen or twenty years, as elected by the Participant pursuant to Section 3.1.1 commencing as of the first day of the calendar quarter next following such Termination Adjustment Date, and on each anniversary of such date for the remainder of the term certain. If the Participant elects to receive payment of his Accrued Benefit in annual installments for a term certain, the amount of each succeeding annual installment shall be adjusted, as of the Adjustment Date immediately preceding the date as of which such annual installment shall be paid, for additions to the Participant's account pursuant to Section 5. Such adjustment shall be made by dividing the aggregate of his account balances as of such date (following adjustment as of such date) by the number of annual installments remaining to be paid hereunder, provided, that the last annual installment due hereunder shall be the entire amount credited to the Participant's account on the date of payment.

#### 4.5 Payment of benefit by reason of death:

4.5.1 If the Participant shall die while in Service, the Participant's Accrued Benefit, determined as of his Termination Adjustment Date, shall be payable to his Beneficiary in the manner elected by the Participant in his salary and bonus deferral election pursuant to Section 3.1.1., commencing as soon as practicable (but no later than forty-five days) following such Adjustment Date.

4.5.2 If the Participant shall die following his termination of Service and before all payments to him under the Plan have been made, the balance of the Participant's Accrued Benefit, determined as of the Adjustment Date coincident with or next following the date such death occurs, shall be paid to the Participant's Beneficiary in the manner elected by the Participant in his salary and bonus deferral election

pursuant to Section 3.1.1., treating the Beneficiary for this purpose as the Participant.

4.6 Payment at a Specified Time. An Active Participant who enters into a Salary and Bonus Reduction Agreement pursuant to Section 3 and who also elects at the time of such election to defer such amounts for a term of five (5) years (on a calendar year basis beginning with the effective date of the first deferral pursuant to the election) shall receive his or her Special Accrued Benefit according to the provisions of this Section 4.6. The Participant's Special Accrued Benefit, determined as of the Year-End Adjustment Date coincident with the end of the specified five (5) year term, shall be paid to the Participant in cash in a lump sum by no later than the 15<sup>th</sup> day of the third month next following such Year-End Adjustment Date. If a Participant dies or retires due to Disability prior to receiving the Participant's Special Accrued Benefit, then such Participant's Special Accrued Benefit shall be added to his Accrued Benefit and paid on the earlier of the fixed payment date determined under this Section 4.6, or the date determined under Section 4.4 or 4.5, whichever is applicable. The form of the payment will be determined based on the applicable section pursuant to which the benefit is paid.

4.7 Unforeseeable Emergency Distributions:

4.7.1 Unforeseeable Emergency: A Participant may, at any time prior to the commencement of payments hereunder, make application to the Committee to receive a payment in a lump sum of all or a portion of the balance credited to his Deferred Compensation Account by reason of an unforeseeable emergency. The amount distributed with respect to an emergency shall not exceed the amount necessary to satisfy such emergency plus amounts necessary to pay taxes reasonably anticipated as a result of the distribution, after taking into

account the extent to which such unforeseeable emergency is or may be relieved through reimbursement or compensation by insurance or otherwise or by liquidation of the Participant's assets (to the extent the liquidation of such assets would not itself cause severe financial hardship) or by the cessation of deferrals under the Plan. The term "unforeseeable emergency" means a severe financial hardship to the Participant resulting from an illness or accident of the Participant, the Participant's Spouse or dependent (as defined in Section 152(a) of the Code but without regard to Section 152(b)(1), (b)(2), and (d)(1 )B)) of the Participant, loss of the Participant's property due to casualty or other similar, extraordinary and unforeseeable circumstances arising as a result of a events beyond the control of the Participant. An unforeseeable emergency shall not include those expenses which are normally budgetable. The determination of whether a financial need constitutes an "unforeseeable emergency" within the scope of this Section 4.7.1 shall be made by the Committee in its sole and absolute discretion, and its decision to grant or deny a payment on account of financial hardship shall be final. The Committee shall apply uniform and nondiscriminatory standards in making its decision.

4.7.2 The Participant's request for a payment on account of unforeseeable emergency must be made in writing to the Committee. The request must specify the nature of the unforeseeable emergency, the total amount to be paid, and the total amount of the actual expense incurred or to be incurred on account of an unforeseeable emergency.

4.7.3 If a payment under this Section 4.7 is approved, such payment shall be made as of the next following Adjustment Date. The processing of the request shall be completed as soon as practicable after the date on which the Committee receives the properly completed written request for a payment on account of an unforeseeable emergency. If a Participant terminates Service after a request is approved in accordance with this Section 4.7 but prior to distribution of the full amount approved, the approval of his request shall be automatically void and the benefits he is entitled to receive under the Plan shall be distributed in accordance with the applicable payment provisions of the Plan. Only one payment because of an unforeseeable emergency shall be made within any Plan Year. A Participant's deferral election shall be cancelled upon a payment due to an unforeseeable emergency.

4.7.4 The Committee may from time to time adopt additional policies or rules governing the manner in which such payments

because of an unforeseeable emergency may be made so that the Plan may be conveniently administered.

4.8 Change of Payment Election. A Participant shall complete a Salary and Bonus Reduction Agreement to participate in the Plan and a Payment Election Form to receive benefits. A Participant may file an amended election. Provided, however, that with respect to a Participant who makes such an election, the election may not take effect until at least twelve (12) months after the date on which the election is made, and in the case of an election related to a payment which is to be made other than for Disability, death or the occurrence of an unforeseeable emergency, the first payment with respect to which such election is made may be deferred for a period of not less than five (5) years from the date such payment would otherwise have been made, and any election related to a payment to be paid at a specified time or pursuant to a fixed schedule may not be made less than twelve (12) months prior to the date of the first scheduled payment.

4.9 Payment to Specified Employees: Notwithstanding anything to the contrary in the Plan or in a Participant or Employer payment election, the Plan may not make payment based on Separation from Service to a Participant who, on the date of Separation from Service is a Specified Employee, earlier than 6 months following Separation from Service (or if earlier, upon the Specified Employee's death), except as permitted under this Section 4.9). This limitation applies regardless of the Participant's status as a Specified Employee or otherwise on any other date including the next Specified Employee effective date had the Participant continued

to render services through such date. Any payments that otherwise would be payable to the Specified Employee during the foregoing 6 month period will be delayed by 6 months as to each installment otherwise payable during the 6 month period. This Section 4.9 does not apply to payments made on account of a domestic relations order, payments made because of a conflict of interest, or payment of employment taxes, all as described in Treas. Reg. §1.409A-3(i)(2)(i).

4.10 Delay of Payments Under Certain Circumstances: Notwithstanding any other provisions of this Plan, payments to Participants may be delayed by the Employer in the following circumstances:

(a) If the Employer reasonably anticipates that the Employer's deduction with respect to such payment otherwise would be limited or eliminated by the application of Section 162(m) of the Code; provided that such payment will be made either at the earliest date at which the Employer reasonably anticipates that the deduction of the payment of the amount will not be eliminated by the application of Section 162(m) or the calendar year in which the Participant separates from Service;

(b) If the Employer reasonably anticipates that the making of the payment will violate Federal Securities Laws or other applicable law; provided that the payment shall be made at the earliest date at which the Employer reasonably anticipates that the making of the payment will not cause such violation.

Section 5. Accounts: Adjustment of Accounts:

5.1 Accounts; Allocation date: The Committee shall establish a book

reserve account, entitled the “Deferred Compensation Account”, as defined in Section 2.9, on behalf of each Participant. Each such account shall be adjusted as of each Adjustment Date pursuant to the provisions of Section 5.2. For purposes of this Section 5, the term “Allocation Date” shall mean the fifteenth day of each month (or if such day shall not be a regular business day, the next business day of the month), and the last business day of each month.

5.2 Adjustments to Deferred Compensation Accounts: As of each AdjustmentDate, the Deferred Compensation Account of each Participant shall be adjusted to reflect debits and credits to such account as of each allocation date that occurs during the period beginning on the day next following the immediately preceding Adjustment Date and ending on the Current Adjustment Date. Adjustment shall be made for the following debits and credits, in the order stated:

5.2.1 The Deferred Compensation Account shall be debited with the total amount of any payments made from such account since the last preceding allocation date to him or for his benefit.

5.2.2 Each Participant’s Deferred Compensation Account shall be invested in such investments as the Committee shall determine. The Committee may (but is not required to) consider the Participant’s investment preferences when investing amounts credited to the Participant’s Deferred Compensation Account. Such investment preferences shall be indicated to the Committee at the time and in the manner prescribed by the Employer, in its sole discretion. The Participant’s Deferred Compensation Account will be credited or debited with the increase or decrease in the realizable net asset value or credited interest (as determined under Section 5.2.3.), as applicable, of each investment, as follows: as of each allocation date, an amount equal to the net increase or decrease in realizable net asset value or credited interest, as applicable, (as determined by the Committee), of each investment option within the Plan since the preceding allocation date shall be allocated upon all Participants’ Deferred Compensation

Accounts to be invested in that investment option in accordance with ratio which the portion of the individual Participant's Deferred Compensation Account which is to be invested within that investment option, determined as provided herein, bears to the aggregate of all amounts to be invested within that investment option. Credited interest shall be determined in accordance with Section 5.2.3., below, and credited only to those Participants' Deferred Compensation Accounts (or portion thereof) within that investment option.

5.2.3 The Deferred Compensation Account shall be credited with an amount equal to the "interest equivalent." The "interest equivalent" shall be an amount equal to the product of (A) and (B), where (A) is the amount credited to the Participant's Deferred Compensation Account as of the current allocation date (after adjustment pursuant to Section 5.2.1, but prior to adjustment pursuant to Sections 5.2.2 and 5.2.3); and (B) is  $[(1+i)^n - 1]$ , where "n" is the number of days since the immediately preceding allocation date, and "i" is the Average Moody's Rate for the Current Adjustment Date divided by 365.

5.2.4 The Deferred Compensation Account shall be credited with the total amount of any Salary and Bonus Reduction Credits to such account since the immediately preceding allocation date. For this purpose, the amount of any salary and bonus reduction credit with respect to each allocation date during a calendar month shall equal the sum of the Participant's Salary and Bonus Reduction Credits with respect to a calendar month divided by two.

#### Section 6. Administration by Committee:

6.1 The Committee shall consist of not fewer than three (3) nor more than eight (8) individuals who shall be appointed by the Board to serve at the pleasure of the Board. Any member of the Committee may resign, and his successor, if any, shall be appointed by the Board. The Committee shall be responsible for the general administration and interpretation of the Plan and for carrying out its provisions, except to the extent all or any of such obligations are specifically imposed on the Board.

6.2 The members of the Committee shall elect a Chairman and may elect an acting Chairman. They shall also elect a Secretary and may elect an acting Secretary, either of whom may be but need not be a member of the Committee. The Committee may, appoint from its membership such subcommittees with such powers as the Committee shall determine, and may authorize one or more of its members or any agent to execute or deliver any instruments or to make any payment in behalf of the Committee. The Committee shall act as Plan administrator.

6.3 The Committee shall hold such meetings upon such notice, at such places and at such intervals as it may from time to time determine. Notice of meetings shall not be required if notice is waived in writing by all the members of the Committee at the time in office, or if all such members are present at the meeting.

6.4 A majority of the members of the Committee at the time in office shall constitute a quorum for the transaction of business. All resolutions or other actions taken by the Committee at any meeting shall be by vote of a majority of those present at any such meeting and entitled to vote. Resolutions may be adopted or other action taken without a meeting upon written consent thereto signed by all of the members of the Committee.

6.5 The Committee shall maintain full and complete records of its deliberations and decisions. The minutes of its proceedings shall be conclusive proof of the facts of the operation of the Plan. The records of the Committee shall contain all relevant data pertaining to individual Participants and their rights under the Plan.

6.6 Subject to the limitations of the Plan, the Committee may from time to time establish rules or by-laws for the administration of the Plan and the transaction of its business.

6.7 No individual member of the Committee shall have any right to vote or decide upon any matter relating solely to himself or to any of his rights or benefits under the Plan (except that such member may sign unanimous written consent to resolutions adopted or other action taken without a meeting), except relating to the terms of his salary reduction agreement.

6.8 The Committee may correct errors and, so far as practicable, may adjust any benefit or credit or payment accordingly. The Committee may in its discretion waive any notice requirements in the Plan; provided, that a waiver of notice in one or more cases shall not be deemed to constitute a waiver of notice in any other case. With respect to any power or authority which the Committee has discretion to exercise under the Plan, such discretion shall be exercised in a nondiscriminatory manner.

6.9 Subject to the claims procedure set forth in Section 13, Committee shall have the duty and discretionary authority to interpret and construe the provisions of the Plan and to decide any dispute which may arise regarding the rights of Participants hereunder, including the discretionary authority to construe the Plan and to make determinations as to eligibility and benefits under the Plan. Determinations by the Plan Committee shall apply uniformly to all persons similarly situated and shall be binding and conclusive upon all interested persons.

6.10 The Committee may engage an attorney, accountant, actuary or any other technical advisor on matters regarding the operation of the Plan and to perform such other duties as shall be required in connection therewith, and may employ such clerical and related personnel as the Committee shall deem requisite or desirable in carrying out the provisions of the Plan. The Committee shall from time to time, but no less frequently than annually, review the financial condition of the Plan and determine the financial and liquidity needs of the Plan. The Committee shall communicate such needs to the Employer so that its policies may be appropriately coordinated to meet such needs.

6.11 No fee or Compensation shall be paid to any member of the Committee for his Service as such.

6.12 The Committee shall be entitled to reimbursement by the Employer for its reasonable expenses properly and actually incurred in the performance of its duties in the administration of the Plan.

6.13 No member of the Committee shall be personally liable by reason of any contract or other instrument executed by him or on his behalf as a member of the Committee nor for any mistake of judgment made in good faith, and the Employer shall indemnify and hold harmless, directly from its own assets (including the proceeds of any insurance policy the premiums for which are paid from the Employer's own assets), each member of the Committee and each other officer, employee, or director of the Employer to whom any duty or power relating to the administration or interpretation of the Plan may be delegated or allocated, against

any unreimbursed or uninsured cost or expense (including any sum paid in settlement of a claim with the prior written approval of the Board) arising out of any act or omission to act in connection with the Plan unless arising out of such person's own fraud, bad faith, willful misconduct or gross negligence.

Section 7. Not a Trust:

The obligation of the Employer to make payments hereunder shall constitute a contractual liability of the Employer to the Participant. Such payments shall be made from the general funds of the Employer, and the Employer shall not be required to establish or maintain any special or separate fund, or otherwise to segregate assets to assure that such payments shall be made, and the Participant shall not have any interest in any particular assets of the Employer by reason of its obligations hereunder. Nothing contained in this Plan shall create or be construed as creating a trust of any kind or any other fiduciary relationship between the Employer and the Participant or any other person. To the extent that any person acquires a right to receive payment from the Employer, such right shall be no greater than the right of an unsecured creditor of the Employer.

Section 8. Allocation of Responsibilities:

The persons responsible for the Plan and the duties and responsibilities allocated to each are as follows:

8.1 Board:

- (i) To amend the Plan;
- (ii) To appoint and remove members of the Committee; and

(iii) To terminate the Plan.

8.2 Committee:

(i) To designate Eligible Employees and Participants;

(ii) To interpret the provisions of the Plan and to determine the rights of the Participants under the Plan, except to the extent otherwise provided in Section 13 relating to claims procedure;

(iii) To administer the Plan in accordance with its terms, except to the extent powers to administer the Plan are specifically delegated to another person or persons as provided in the Plan;

(iv) To account for the Accrued Benefits of Participants; and

(v) To direct the Employer in the payment of benefits.

(vi) To file such reports as may be required with the United States Department of Labor, the Internal Revenue Service and any other government agency to which reports may be required to be submitted from time to time; and

(vii) To administer the claims procedure to the extent provided in Section 13.

Section 9. Benefits Not Assignable; Facility of Payments:

9.1 No portion of any benefit credited or paid under the Plan with respect to any Participant shall be subject in any manner to anticipation, alienation, sale, transfer, assignment, pledge, encumbrance or charge, and any attempt so to anticipate, alienate, sell, transfer, assign, pledge, encumber or charge the same shall be void, nor shall any portion of such benefit be in any manner payable to any assignee, receiver or any one trustee, or be liable for his debts, contracts, liabilities, engagements or torts.

9.2 If any individual entitled to receive a payment under the Plan shall be physically, mentally or legally incapable of receiving or acknowledging receipt of such payment, the Committee, upon the receipt of satisfactory evidence of his incapacity and satisfactory evidence that another person or institution is maintaining him and that no guardian or committee has been appointed for him, may cause any payment otherwise payable to him to be made to such person or institution so maintaining him. Payment to such person or institution shall be in full satisfaction of all claims by or through the Participant to the extent of the amount thereof.

Section 10. Beneficiary:

The Participant's Beneficiary (which may include more than one person, natural or otherwise, and one or more contingent beneficiaries) shall be designated by the Participant on the Beneficiary Designation Form provided by and filed with the Committee or its designee. If the Participant does not designate a Beneficiary, the Beneficiary shall be his Surviving Spouse. If the Participant does not designate a Beneficiary and has no Surviving Spouse, the Beneficiary shall be the Participant's estate. The designation of a Beneficiary, may be changed or revoked only by filing a new Beneficiary Designation Form with the Committee or its designee. If a Beneficiary (the "Primary Beneficiary") is receiving or is entitled to receive payments under the Plan and dies before receiving all of the payments due him, the balance to which he is entitled shall be paid to the contingent Beneficiary, if any, named in the Participant's current Beneficiary Designation Form. If there is no contingent Beneficiary, the balance shall be paid to the estate of the Primary Beneficiary. Any

Beneficiary may disclaim all or any part of any benefit to which such Beneficiary shall be entitled hereunder by filing a written disclaimer with the Committee before payment of such benefit is to be made. Such a disclaimer shall be made in form satisfactory to the Committee and shall be irrevocable when filed. Any benefit disclaimed shall be payable from the Plan in the same manner as if the Beneficiary who filed the disclaimer had died on the date of such filing.

Section 11. Amendment and Termination of Plan:

11.1 Amendment. The Employer reserves the right to amend the Plan at any time to comply with Code §409A, Treas. Reg. §1.409A and other Applicable Guidance or for any other purpose, provided that such amendment will not result in taxation to any Participant under Code §409A. Except as the Plan and Applicable Guidance otherwise may require, the Employer may make any such amendments effective immediately.

11.2 Termination. The Employer may terminate, but is not required to terminate and liquidate the Plan which includes the distribution of all Plan Accounts, under the following circumstances:

(a) Dissolution/Bankruptcy. The Employer may terminate and liquidate the Plan within 12 months following a dissolution of a corporate Employer taxable under Code §331 or with approval of a Bankruptcy court under 11 U.S.C. §503(b)(1)(A), provided that the Deferred Compensation is paid to the Participants and is included in the Participants' gross income in the latest of (or, if earlier, the Taxable Year in which the amount is actually or constructively received): (i) the

calendar year in which the plan termination and liquidation occurs; (ii) the first calendar year in which the amounts no longer are subject to a Substantial Risk of Forfeiture; or (iii) the first calendar year in which the payment is administratively practicable.

(b) Change in Control. The Employer may terminate and liquidate the Plan by irrevocable action taken within the 30 days preceding or the 12 months following a Change in Control, provided the Employer distributes all Plan Accounts within 12 months following the date of Employer's irrevocable action to terminate and liquidate the Plan. Where the Change in Control results from an asset purchase transaction, the "Employer" with discretion to terminate and liquidate the Plan is the Employer that is primarily liable after the transaction to pay the Deferred Compensation.

(c) Other. The Employer may terminate the Plan for any other reason in the Employer's discretion provided that: (i) the termination and liquidation does not occur proximate to a downturn in the Employer's financial health; (ii) the Plan makes no payments in the 12 months following the date of Employer's irrevocable action to terminate and liquidate the Plan other than payments the Plan would have made irrespective of Plan termination; (iii) the Plan makes all payments within 24 months following the date of Employer's irrevocable action to terminate and liquidate the Plan; and (iv) the Employer within 3 years following the date of Employer's irrevocable action to terminate and liquidate the Plan does not adopt a new plan covering any Participant that would be an Aggregated Plan.

Section 12. Communication to Participants:

The Employer shall make a copy of the Plan available for inspection by Participants and their beneficiaries during reasonable hours at the principal office of the Employer.

Section 13. Claims Procedure:

The following claims procedure shall apply with respect to the Plan:

13.1 Filing of a claim for benefits: If a Participant or Beneficiary (the "Claimant") believes that he is entitled to benefits under the Plan which are not being paid to him or which are not being accrued for his benefit, he shall file a written claim therefor with the Committee.

13.2 Notification to Claimant of decision: Within 90 days after receipt of a claim by the Committee (or within 180 days if special circumstances require an extension of time), the Committee shall notify the Claimant of his decision with regard to the claim. In the event of such special circumstances requiring an extension of time, there shall be furnished to the Claimant prior to expiration of the initial 90-day period written notice of the extension, which notice shall set forth the special circumstances and the date by which the decision shall be furnished. If such claim shall be wholly or partially denied, notice thereof shall be in writing and worded in a manner calculated to be understood by the Claimant, and shall set forth: (i) the specific reason or reasons for the denial; (ii) specific reference to pertinent provisions of the Plan on which the denial is based; (iii) a description of any additional material or information necessary for the Claimant to perfect the claim and

an explanation of why such material or information is necessary; and (iv) an explanation of the procedure for review of the denial. If the Plan administrator fails to notify the Claimant of the decision in timely manner, the claim shall be deemed denied as of the close of the initial 90 day, period (or the close of the extension period, if applicable).

13.3 Procedure for review: Within 60 days following receipt by the Claimant of notice denying his claim, in whole or in part, or, if such notice shall not be given, within 60 days following the latest date on which such notice could have been timely given, the Claimant shall appeal denial of the claim by filing a written application for review with the Committee. Following such request for review, the Committee shall fully and fairly review the decision denying the claim. Prior to the decision of the Committee, the Claimant shall be given an opportunity to review pertinent documents and to submit issues and comments in writing.

13.4 Decision on review: The decision on review of a claim denied in whole or in part by the Committee shall be made in the following manner:

13.4.1 Within 60 days following receipt by the Committee of the request for review (or within 120 days if special circumstances require an extension of time), the Committee shall notify the Claimant in writing of its decision with regard to the claim. In the event of such special circumstances requiring an extension of time, written notice of the extension shall be furnished to the Claimant prior to the commencement of the extension. If the decision on review is not furnished in a timely manner, the claim shall be deemed denied as of the close of the initial 60-day period (or the close of the extension period, if applicable).

13.4.2 With respect to a claim that is denied in whole or in part, the decision on review shall set forth specific reasons for the decision,

shall be written in a manner calculated to be understood by the Claimant, and shall cite specific references to the pertinent Plan provisions on which the decision is based.

13.4.3 The decision of the Committee shall be final and conclusive.

13.5 Action by authorized representative of Claimant: All actions set forth in this Section 13 to be taken by the Claimant may likewise be taken by a representative of the Claimant duly authorized by him to act in his behalf on such matters. The Plan administrator and the Committee may require such evidence as either may reasonably deem necessary or advisable of the authority to act of any such representative.

Section 14. Miscellaneous Provisions:

14.1 Setoff: Notwithstanding any other provision of this Plan, the Employer may reduce the amount of any payment otherwise payable to or in behalf of a Participant hereunder by the amount of any loan, cash advance, extension of credit or other obligation of the Participant to the Employer that is then due and payable, and the Participant shall be deemed to have consented to such reduction.

14.2 Notices: Each Participant who is not in Service and each Beneficiary, shall be responsible for furnishing the Committee or its designee with his current address for the mailing of notices and benefit payments. Any notice required or permitted to be given to such Participant or Beneficiary shall be deemed given if directed to such address and mailed by regular United States mail, first class, postage prepaid. If any check mailed to such address is returned as undeliverable

to the addressee, mailing of checks will be suspended until the Participant or Beneficiary furnishes the proper address. This provision shall not be construed as requiring the mailing of any notice or notification otherwise permitted to be given by posting or by other publication.

14.3 Lost distributees: A benefit shall be deemed forfeited to the Employer if the Committee is unable to locate the Participant or Beneficiary to whom payment is due on or before the fifth anniversary of the date payment is to be made or commence; provided, that the Participant's accounts shall cease to be credited with interest pursuant to Section 5 following the first anniversary of such date; provided further, however, that such benefit shall be reinstated if a valid claim is made by or on behalf of the Participant or Beneficiary for all or part of the forfeited benefit.

14.4 Reliance on data: The Employer and the Committee shall have the right to rely on any data provided by the Participant or by any Beneficiary. Representations of such data shall be binding upon any party seeking to claim a benefit through a Participant, and the Employer and the Committee shall have no obligation to inquire into the accuracy of any representation made at any time by a Participant or Beneficiary.

14.5 Receipt and release for payments: Subject to the provisions of Section 14.1, any payment made from the Plan to or with respect to any Participant or Beneficiary, or pursuant to a disclaimer by a Beneficiary, shall, to the extent thereof, be in full satisfaction of all claims hereunder against the Plan and the Employer with respect to the Plan. The recipient of any payment from the Plan may be required by

the Committee, as a condition precedent to such payment, to execute a receipt and release with respect thereto in such form as shall be acceptable to the Committee.

14.6 Headings: The headings and subheadings of the Plan have been inserted for convenience of reference and are to be ignored in any construction of the provisions hereof.

14.7 Continuation of employment: The establishment of the Plan shall not be construed as conferring any legal or other rights upon any Employee or any persons for continuation of employment, nor shall it interfere with the right of the Employer to discharge any Employee or to deal with him without regard to the effect thereof under the Plan.

14.8 Disputes: If any action is filed in any court, or if any arbitration is conducted with respect to any matter arising out of or relating to the Plan, then the prevailing party in such action or proceeding, shall, in addition to any other recovery, be reimbursed or paid for all of its attorneys' fees and expenses by the other party or parties in accordance with Code Section 409A.

14.9 Merger or consolidation: The Employer shall not consolidate or merge into or with another corporation or entity, or transfer all or substantially all of its assets to another corporation, partnership, trust or other entity (a "Successor Entity") unless such Successor Entity, shall assume the rights, obligations and liabilities of the Employer under the Plan and upon such assumption, the Successor Entity shall become obligated to perform the terms and conditions of the Plan.

14.10 Construction: The provisions of the Plan shall be construed and enforced according to the laws of the State of North Carolina.

14.11 Administration:

(a) Fair Construction. The Employer, Participants and Beneficiaries intend that this Plan in form and in operation comply with Code 409A, the regulations thereunder, and all other present and future Applicable Guidance. The Employer and any other party with authority to interpret or administer the Plan will interpret the Plan terms in a manner which is consistent with Applicable Law. However, as required under Treas. Reg. §1.409A-1 (c)(1), the “interpretation” of the Plan does not permit the deletion of material terms which are expressly contrary to Code §409A and the regulations thereunder and also does not permit the addition of missing terms necessary to comply therewith. Such deletions or additions may be accomplished only by means of a Plan amendment. Any Participant, Beneficiary or Employer permitted Elective Deferral election, initial payment election, change payment election or any other Plan permitted election, notice or designation which is not compliant with Applicable Law is not an “election” or other action under the Plan and has no effect whatsoever. In the event that a Participant, Beneficiary or the Employer fail to make an election or fail to make a compliant election, the Employer will apply the Plan’s default terms.

(b) Administration/Correction. The Employer will administer and interpret the Plan, including making a determination of the Accrued Benefit due any Participant or Beneficiary under the Plan. As a condition of receiving any Plan benefit to which

a Participant or Beneficiary otherwise may be entitled, a Participant or Beneficiary will provide such information and will perform such other acts as the Employer reasonably may request. The Employer may retain agents to assist in the administration of the Plan and may delegate to agents such duties as it sees fit. The decision of the Employer or its designee concerning the administration of the Plan is final and is binding upon all persons having any interest in the Plan. The Employer will indemnify, defend and hold harmless any Employee designated by the Employer to assist in the administration of the Plan from any and all loss, damage, claims, expense or liability with respect to this Plan (collectively, "claims") except claims arising from the intentional acts or gross negligence of the Employee. The Employer, to minimize or avoid any sanction or damages to a Participant or Beneficiary, to itself or to any other person resulting from a violation of Code §409A under the Plan, may undertake correction of any violation or participate in any available correction program, as described in Notice 2007-100 or other Applicable Guidance.

IN WITNESS WHEREOF, this Nonqualified Deferred Compensation Plan is executed by the Employer as of the 27<sup>th</sup> day of October, 2008.

**OLD DOMINION FREIGHT LINE, INC.**

Attest:

/s/ Joel B. McCarty, Jr.  
Secretary

[Corporate Seal]

By: /s/ David S. Congdon  
President

**FIRST AMENDMENT TO  
2006 NONQUALIFIED DEFERRED COMPENSATION PLAN  
OF OLD DOMINION FREIGHT LINE, INC.**

This First Amendment to the 2006 Nonqualified Deferred Compensation Plan of Old Dominion Freight Line, Inc. (the "First Amendment") is made and entered into with an effective date of January 1, 2010. Defined terms used in the Plan shall have the same meaning therein as herein.

**RECITALS**

Old Dominion Freight Line, Inc. (the "Employer") established a 2006 Nonqualified Deferred Compensation Plan effective January 1, 2006, which Plan has been amended and restated effective January 1, 2009 (as amended and restated, the "Plan").

The Employer wishes to amend the Plan pursuant to Section 11 to change one provision and to add a new provision.

NOW, THEREFORE, the Plan is hereby amended as follows:

1. Section 3.1.1 is amended to read as follows:

3.1.1 Amount of Salary and Bonus Reduction Credits: Each active Participant may elect, by entering into a Salary and Bonus Reduction Agreement with the Employer, to reduce (i) his regular salary from the Employer by a whole number percentage from 1% to 50%, and/or (ii) bonus from the Employer by a whole number percentage from 1% to 75%. The amount of the Participant's salary

and bonus reduction credit shall be credited by the Employer to the Deferred Compensation Account maintained for the Participant pursuant to Section 5.

2. There is hereby added a new Section 4.11 as follows:

4.11 Cash Out. Notwithstanding any other provision of the Plan, the Employer, in its sole discretion and without any Participant discretion or election, operationally may elect acceleration of the time or schedule of payment from the Plan in accordance with Treasury Reg. § 1.409A-3(j)(4)(v). The Employer may make a mandatory lump-sum payment of the Participant's entire Accrued Benefit and Special Accrued Benefit at any time or only at the time payment will commence (the latter as permitted by Applicable Guidance), provided that the Employer evidences its discretion to make such payment in writing no later than the date of payment, the payment results in the termination and liquidation of the Participant's interest under the Plan and all Aggregated Plans, and the payment amount does not exceed the applicable dollar amount under Code § 402(g)(1)(B). The Employer in applying this Section 4.11 must treat all similarly situated service providers on a reasonably equivalent basis.

These amendments shall be effective as of January 1, 2010.

IN WITNESS WHEREOF, this First Amendment is executed by the Employer.

**OLD DOMINION FREIGHT LINE, INC.**

Attest:

/s/ Joel B. McCarty, Jr.  
Joel B. McCarty, Jr.  
Senior Vice President/  
General Counsel/Secretary

[Corporate Seal]

By: /s/ David S. Congdon  
David S. Congdon, President

**Consent of Independent Registered Public Accounting Firm**

We consent to the incorporation by reference in the following Registration Statements:

- (1) Registration Statement (Form S-3 No. 333-162709) of Old Dominion Freight Line, Inc., and
- (2) Registration Statement (Form S-8 No. 333-162695) pertaining to the Old Dominion 401(k) Retirement Plan;

of our reports dated March 1, 2010, with respect to the financial statements and schedule of Old Dominion Freight Line, Inc., and the effectiveness of internal control over financial reporting of Old Dominion Freight Line, Inc., included in this Annual Report (Form 10-K) for the year ended December 31, 2009, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

Greensboro, North Carolina

March 1, 2010

**CERTIFICATION**

I, David S. Congdon, certify that:

1. I have reviewed this Annual Report on Form 10-K of Old Dominion Freight Line, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15(d)-15(f)) for the registrant and have:
  - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: March 1, 2010

/s/ David S. Congdon  
\_\_\_\_\_  
President & Chief Executive Officer

CERTIFICATION

I, J. Wes Frye, certify that:

1. I have reviewed this Annual Report on Form 10-K of Old Dominion Freight Line, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15(d)-15(f)) for the registrant and have:
  - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: March 1, 2010

/s/ J. Wes Frye

---

Senior Vice President – Finance and Chief  
Financial Officer

**CERTIFICATION PURSUANT TO 18 U.S.C. SECTION 1350,  
AS ADOPTED PURSUANT TO SECTION 906  
OF THE SARBANES-OXLEY ACT OF 2002**

I, David S. Congdon, state and attest that:

- (1) I am the President and Chief Executive Officer of Old Dominion Freight Line, Inc. (the “Issuer”).
- (2) Accompanying this certification is the Annual Report on Form 10-K for the Issuer, for the year ended December 31, 2009 (the “Annual Report”), a periodic report filed by the Issuer with the Securities and Exchange Commission pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934 (the “Exchange Act”), which contains financial statements.
- (3) I hereby certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that, to my knowledge:
  - The Annual Report containing the financial statements fully complies with the requirements of Section 13(a) or 15(d) of the Exchange Act, and
  - The information contained in the Annual Report fairly presents, in all material respects, the financial condition and results of operations of the Issuer for the periods presented.

/s/ David S. Congdon

\_\_\_\_\_  
Name: David S. Congdon

Date: March 1, 2010

**CERTIFICATION PURSUANT TO 18 U.S.C. SECTION 1350,  
AS ADOPTED PURSUANT TO SECTION 906  
OF THE SARBANES-OXLEY ACT OF 2002**

I, J. Wes Frye, state and attest that:

- (1) I am the Senior Vice President – Finance and Chief Financial Officer of Old Dominion Freight Line, Inc. (the “Issuer”).
- (2) Accompanying this certification is the Annual Report on Form 10-K for the Issuer, for the year ended December 31, 2009 (the “Annual Report”), a periodic report filed by the Issuer with the Securities and Exchange Commission pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934 (the “Exchange Act”), which contains financial statements.
- (3) I hereby certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that, to my knowledge:
  - The Annual Report containing the financial statements fully complies with the requirements of Section 13(a) or 15(d) of the Exchange Act, and
  - The information contained in the Annual Report fairly presents, in all material respects, the financial condition and results of operations of the Issuer for the periods presented.

/s/ J. Wes Frye

\_\_\_\_\_  
Name: J. Wes Frye

Date: March 1, 2010