

UNIVERSAL LOGISTICS HOLDINGS, INC.



***NOTICE OF 2019 ANNUAL MEETING OF SHAREHOLDERS
PROXY STATEMENT AND 2018 ANNUAL REPORT***





Universal Logistics Holdings, Inc.
12755 E. Nine Mile Road
Warren, Michigan 48089
586-920-0100
www.universallogistics.com

March 28, 2019

To our Shareholders:

You are cordially invited to our Annual Meeting of Shareholders on Thursday, April 25, 2019 at 10:00 a.m. Eastern Time at our headquarters in Warren, Michigan.

The following pages contain information regarding the meeting schedule and the matters proposed for your consideration and vote. Following our formal meeting, we expect to provide a review of our operations and respond to your questions.

We urge you to carefully consider the information regarding the proposals to be presented at the meeting. Your vote on the proposals presented in the accompanying notice and proxy statement is important. Voting instructions may be found in the proxy statement and on the enclosed proxy card. Please submit your vote today by internet, telephone or mail.

Thank you for your continued support of Universal, and I look forward to seeing you on April 25.

Sincerely,

A handwritten signature in black ink, appearing to be "JR", with a long horizontal line extending to the right.

Jeff Rogers
Chief Executive Officer

Notice of Annual Meeting of Shareholders

Date: April 25, 2019
Time: 10:00 AM Eastern Time
Place: Universal Logistics Holdings, Inc.
12755 E. Nine Mile Road
Warren, Michigan 48089

The purposes of the Annual Meeting are:

1. To elect 10 directors for the coming year
2. To ratify the selection of BDO USA, LLP as our independent auditors for 2019
3. To conduct an advisory vote on a shareholder proposal for majority voting in uncontested director elections
4. To transact such other business as may properly come before the Annual Meeting

The board of directors recommends that you vote for each nominee and for the selection of BDO USA, LLP as our independent auditors for 2019. The board of directors makes no recommendation with respect to the advisory vote on the shareholder proposal.

Shareholders of record at the close of business on March 15, 2019 are entitled to vote at the meeting or any adjournment or postponement of the meeting. Whether or not you plan to attend the meeting, you can ensure that your shares are represented at the meeting by promptly voting by internet or by telephone, or by completing, signing, dating and returning your proxy card in the enclosed postage prepaid envelope. Instructions for each of these methods and the control number that you will need are provided on the proxy card. You may withdraw your proxy before it is exercised by following the directions in the proxy statement. Alternatively, you may vote in person at the meeting.

By Order of the Board of Directors,



Steven Fitzpatrick
Vice President – Finance and Secretary
March 28, 2019

IMPORTANT NOTICE REGARDING THE AVAILABILITY OF PROXY MATERIALS FOR THE SHAREHOLDER MEETING TO BE HELD ON APRIL 25, 2019: THIS PROXY STATEMENT AND THE 2018 ANNUAL REPORT TO SHAREHOLDERS ARE AVAILABLE AT: [HTTP://WWW.PROXYVOTE.COM](http://www.proxyvote.com)

TABLE OF CONTENTS

PART I – CORPORATE GOVERNANCE Page 1	Applicable Corporate Governance Requirements	1
	Code Of Business Conduct And Ethics	1
	Director Nominees	1
	Board of Directors	5
	Meetings	5
	Director Independence	5
	Board Structure and Role in Risk Oversight	5
	Director Nomination Process	6
	Communications with Directors	6
	Committees of the Board Of Directors	7
	Director Compensation for 2018	8
	Transactions with Related Persons	8
	Policies and Procedures for Approving Related Person Transactions	8
	Transactions with Management and Others and Certain Business Relationships	9
Proposal 1: Election of Directors	11	
PART II – EXECUTIVE OFFICERS AND BENEFICIAL OWNERSHIP Page 12	Our Executive Officers	12
	Security Ownership of Management and Certain Beneficial Owners	13
	Section 16(a) Beneficial Ownership Reporting Compliance	14
PART III – COMPENSATION DISCUSSION AND ANALYSIS Page 15	Introduction	15
	Compensation Objectives and Philosophy	15
	Role of Executive Officers in Compensation Decisions	15
	Risk Assessment of Compensation Programs	15
	Annual Cash Compensation	16
	Other Compensation	16
	Tax and Accounting Implications	16
	Shareholder Approval of the Company’s Compensation Programs	17
	Compensation and Stock Option Committee Report	17
PART IV – COMPENSATION OF NAMED EXECUTIVE OFFICERS Page 18	Summary Compensation Table	18
	Employment Agreements	18
	Severance Arrangements	18
	Grants of Plan-Based Awards	20
	Outstanding Equity Awards Table	20
	Stock Vested in 2018	20
	Pension Benefits Table	21
	Non-Qualified Deferred Compensation	21
	Pay Ratio Disclosure	21
PART V – AUDIT MATTERS Page 22	Audit Committee Report	22
	Principal Accountant Fees and Services	23
	Audit Committee Approval Policies	23
	Proposal 2: Ratification of Selection of Independent Auditors	24
PART VI – SHAREHOLDER PROPOSAL Page 25		
	Proposal 3: Advisory Vote on Majority Voting in Uncontested Director Elections	25
PART VII – GENERAL INFORMATION Page 27	General Information on the Annual Meeting	27
	Questions and Answers	27
	2020 Annual Meeting of Shareholders	30
	Proxy Statement Proposal	30
	Shareholder Recommendations for Director Nominees	30
	Matters for Annual Meeting Agenda	30
	Other Matters	30

PART I

CORPORATE GOVERNANCE

This section of our proxy statement provides information on fundamental corporate governance matters, the qualifications and experience of our director nominees and the structure of our board of directors and its committees. Our proxy statement is first being distributed to shareholders on or about March 28, 2019.

Applicable Corporate Governance Requirements

Our common stock is listed on the Nasdaq Global Market. We are subject to NASDAQ listing standards, including those relating to corporate governance. We are also subject to the rules and regulations of the Securities and Exchange Commission.

Code of Business Conduct and Ethics

We have adopted a Code of Business Conduct and Ethics that applies to our directors, officers and employees. We maintain the Code Conduct on our website at <http://investors.universallogistics.com/corporate-governance-highlights>, where you may find it free of charge. We will post in the same location information regarding any amendment to the Code or waivers for officers and directors.

Director Nominees

Matthew T. Moroun

Age 45

Director Since 2004

Not Independent

Committees:

- » Executive (Chair)
- » Compensation and Stock Option (Chair)

BACKGROUND

Matthew Moroun is the Chairman of our Board of Directors. He is also the sole shareholder, President and a director of DIBC Holdings, Inc., a holding company based in Warren, Michigan. Mr. Moroun is also the sole shareholder of CenTra, Inc., a holding company based in Warren, Michigan. Mr. Moroun has served as a director of CenTra since 1993. Mr. Moroun is also the principal shareholder and Chairman of Oakland Financial Corporation, an insurance and real estate holding company based in Sterling Heights, Michigan, and its subsidiaries. Mr. Moroun is a principal shareholder in other family owned businesses engaged in providing transportation services.

OTHER PUBLIC COMPANY BOARD SERVICE

Mr. Moroun has served as a director of P.A.M. Transportation Services, Inc. (NASDAQ: PTSI) since 1992 and its Chairman since 2007.

QUALIFICATIONS

Mr. Moroun's extensive executive experience with businesses providing transportation, logistics, real estate, insurance, and related services enables him to offer invaluable leadership, important perspectives, and practical insight. His industry experience allows him to lead and contribute regularly and meaningfully to the Board's role of evaluating the Company's strategic planning, budgeting and performance.

Continued »

Manuel J. Moroun

Age 91

Director Since 2004

Not Independent

Committees:

>> None

BACKGROUND

Mr. Moroun is the founder of a predecessor to the Company and various other transportation businesses located in Warren, Michigan. He is a director and the Chief Executive Officer of Detroit International Bridge Company, which owns and operates the Ambassador Bridge in Detroit, Michigan. Mr. Moroun has been a principal shareholder, director and officer in other family owned businesses engaged in providing transportation, logistics and related services. Manuel J. Moroun is the father of Matthew T. Moroun.

OTHER PUBLIC COMPANY BOARD SERVICE

Mr. Moroun has served since 2002 as a director of P.A.M. Transportation Services, Inc. (NASDAQ: PTSI).

QUALIFICATIONS

With over 60 years of experience in starting, managing and financing transportation businesses, Mr. Moroun brings the perspective and insight of a successful transportation entrepreneur to the Board's role in evaluating the Company's strategic planning and performance. His historical industry experience is invaluable to the Board.

Grant E. Belanger

Age 58

Director Since 2016

Independent

Committees:

>> Audit

BACKGROUND

Mr. Belanger was elected to the Board in July 2016. He is currently a principal of G. Belanger Consultants LLC, a management consulting firm. He retired in 2015 from Ford Motor Company, where he held various management positions for 30 years. From 2013 to 2015, Mr. Belanger was the Executive Director of Material Planning and Logistics, which is responsible for coordinating Ford's production processes and optimizing its global supply chain. He previously served as Deputy General Manager and a member of the board of directors of Ford Otosan and held other management positions at Ford in manufacturing, purchasing and material planning and logistics in North America and South America. Mr. Belanger holds a Bachelor of Science in Business Administration from the University of Arizona and an M.B.A. from Syracuse University.

OTHER PUBLIC COMPANY BOARD SERVICE

From May 2011 to September 2013, Mr. Belanger served as a member of the board of directors of Ford Otosan, a publicly traded joint venture between Ford and Koc Holding located in Kocaeli, Turkey.

QUALIFICATIONS

Mr. Belanger brings to the Board demonstrated leadership abilities and a keen understanding of the transportation, logistics and manufacturing businesses, both domestically and internationally. His ability to offer the Original Equipment Manufacturer (OEM) perspective on critical business issues is invaluable to the Board.

Frederick P. Calderone

Age 68

Director Since 2009

Not Independent

Committees:

>> None

BACKGROUND

Mr. Calderone retired in 2017 after over 20 years of service as a Vice President of CenTra, Inc., which is a holding company headquartered in Warren, Michigan. During his career at CenTra, Mr. Calderone was widely recognized for his expertise in corporate, partnership and individual income tax matters; estate planning; tax planning for multinational businesses; mergers, acquisitions and commercial transactions; tax controversies and litigation; and corporate accounting. Prior to joining CenTra, Mr. Calderone was a partner with Deloitte, Haskins, & Sells, a predecessor to Deloitte LLP.

OTHER PUBLIC COMPANY BOARD SERVICE

Mr. Calderone has served as a director of P.A.M. Transportation Services, Inc. (NASDAQ: PTSI) since 1998.

QUALIFICATIONS

Mr. Calderone is a certified public accountant, attorney and tax specialist with a long history of advising and providing executive oversight to transportation companies. With his thorough understanding of financial reporting, generally accepted accounting principles, financial analytics, taxation and budgeting, Mr. Calderone brings to the Board a unique combination of expertise in accounting, strategic planning and finance.

Daniel J. Deane

Age 63

Director Since 2009

Independent

Committees:

>> None

BACKGROUND

Mr. Deane is President of Nicholson Terminal & Dock Company. He has held this position since June 1990, and he previously served as Nicholson's Vice President and General Manager since 1980. Mr. Deane also serves as the President of Shamrock Chartering Company and has been a Member of the Society of Naval Architects and Marine Engineers since 1985. He is also a Member of the International Stevedoring Council. Previously Mr. Deane served on the Board of Southern Wayne County Regional Chamber and was a past President of the Port of Detroit Operators Association.

OTHER PUBLIC COMPANY BOARD SERVICE

None

QUALIFICATIONS

Mr. Deane possesses significant experience in operations, management, finance and strategic planning for various companies in the transportation industry. His deep knowledge of not only operators providing numerous modes of transportation services but also the practices and procedures of OEMs and other shippers qualifies Mr. Deane as an instrumental resource in his capacity as a director.

Clarence W. Gooden

Age 67

Director Since 2018

Independent

Committees:

>> None

BACKGROUND

Mr. Gooden retired from CSX Corporation in May 2017. During his 47 years at CSX, Mr. Gooden held numerous leadership positions, including Vice Chairman and President from September 2015 through February 2017. In his role as President, Mr. Gooden managed and directed the entire operational and commercial functions of CSX. Prior to that time, Mr. Gooden also served as a director of the National Association of Manufacturers, TTX Company, and the National Freight Transportation Association, and as a member of the Atlanta Federal Reserve Bank's Trade and Transportation Advisory Council.

OTHER PUBLIC COMPANY BOARD SERVICE

None

QUALIFICATIONS

Mr. Gooden possesses extensive experience and a network of relationships in railroads, transportation, logistics, finance, energy and commodities. A proven industry leader, he brings the perspective and insight of a successful transportation executive to the Board's role in formulating and evaluating the Company's business planning and execution.

Michael A. Regan

Age 64

Director Since 2013

Independent

Committees:

>> None

BACKGROUND

Mr. Regan is the Chief Relationship Development Officer of TranzAct Technologies, Inc., a privately held logistics information company that he co-founded in 1984. Mr. Regan was CEO and Chairman of the Board for TranzAct Technologies until 2011. Prior to starting TranzAct, Mr. Regan worked for Bank of America, PriceWaterhouse and the Union Pacific Corporation. He is a certified public accountant with a B.S.B.A. from the University of Illinois at Urbana-Champaign. He serves or has served on the boards of numerous industry groups including the American Society of Transportation & Logistics, National Industrial Transportation League and the National Association of Strategic Shippers. He is the past Chairman of the Transportation Intermediaries Association Foundation and was the recipient of the 2014 Council of Supply Chain Management Professionals Distinguished Service Award.

OTHER PUBLIC COMPANY BOARD SERVICE

None

QUALIFICATIONS

Mr. Regan's extensive experience in the logistics industry and his background and experience in both internal and external auditing make him uniquely qualified to serve on our Board.

Continued >>

Jeff Rogers

Age 56

Director Since 2015

Not Independent

Committees:

- >> Executive
- >> Compensation and Stock Option

BACKGROUND

Mr. Rogers has served as our Chief Executive Officer since December 2014. Previously, Mr. Rogers served as our Executive Vice President from June 2014 to December 2014. Prior to joining Universal, Mr. Rogers served as President of YRC Freight from September 2011 to October 2013, and as President of the regional LTL carrier USF Holland from September 2008 to September 2011. He spent 15 years in various operating and finance roles within YRC Worldwide, including the role of Chief Financial Officer of YRC Regional Transportation. In addition he served for 14 years with United Parcel Service in various finance and operational roles. Mr. Rogers is a military veteran who served in the U.S. Army Rangers. He holds a Bachelor of Science degree in Accounting from Kansas Newman University and an M.B.A. from Baker University.

OTHER PUBLIC COMPANY BOARD SERVICE

None

QUALIFICATIONS

Mr. Rogers' extensive experience and expertise as an operating and finance executive in the transportation industry, along with his knowledge of the day-to-day management of the Company, provides the Board an important perspective in establishing and overseeing the financial, operational and strategic direction of the Company.

Richard P. Urban

Age 77

Director Since 2004

Independent

Committees:

- >> Audit (Chair)

BACKGROUND

Mr. Urban offered consulting services through Urban Logistics Inc. from November 2000 to 2004. Prior to 2000, Mr. Urban served as an executive in various supply and logistics capacities at DaimlerChrysler AG and several of its predecessor companies. He has an M.B.A. from Michigan State University.

OTHER PUBLIC COMPANY BOARD SERVICE

None

QUALIFICATIONS

Mr. Urban brings to the Board a comprehensive understanding of the challenges and opportunities of the transportation industry. His management experience with supply and logistics operations not only provide him with insight into our financial affairs but also enable him to conduct effective oversight of the Company's actions.

H. E. "Scott" Wolfe

Age 73

Director Since 2014

Independent

Committees:

- >> None

BACKGROUND

Mr. Wolfe served as our Chief Executive Officer from December 2012 through December 2014. Mr. Wolfe also served as President and Treasurer of LINC Logistics Company, or LINC, and its chief executive officer, since its formation in March 2002, and was a director since July 2007. Mr. Wolfe led the development of Logistics Insight Corp., a wholly-owned subsidiary, and was President and Treasurer of this subsidiary since its formation in 1992 until his retirement in December 2014. Before 1992, Mr. Wolfe was responsible for pricing and marketing at Central Transport International, Inc. Earlier in his career, he was manager of inbound transportation at American Motors Corporation, where he established that company's first corporate programs for logistics and transportation management. For 15 years, Mr. Wolfe was employed at General Motors, where he held various plant, divisional and corporate responsibilities. Mr. Wolfe has taught college courses in logistics and transportation management.

OTHER PUBLIC COMPANY BOARD SERVICE

None

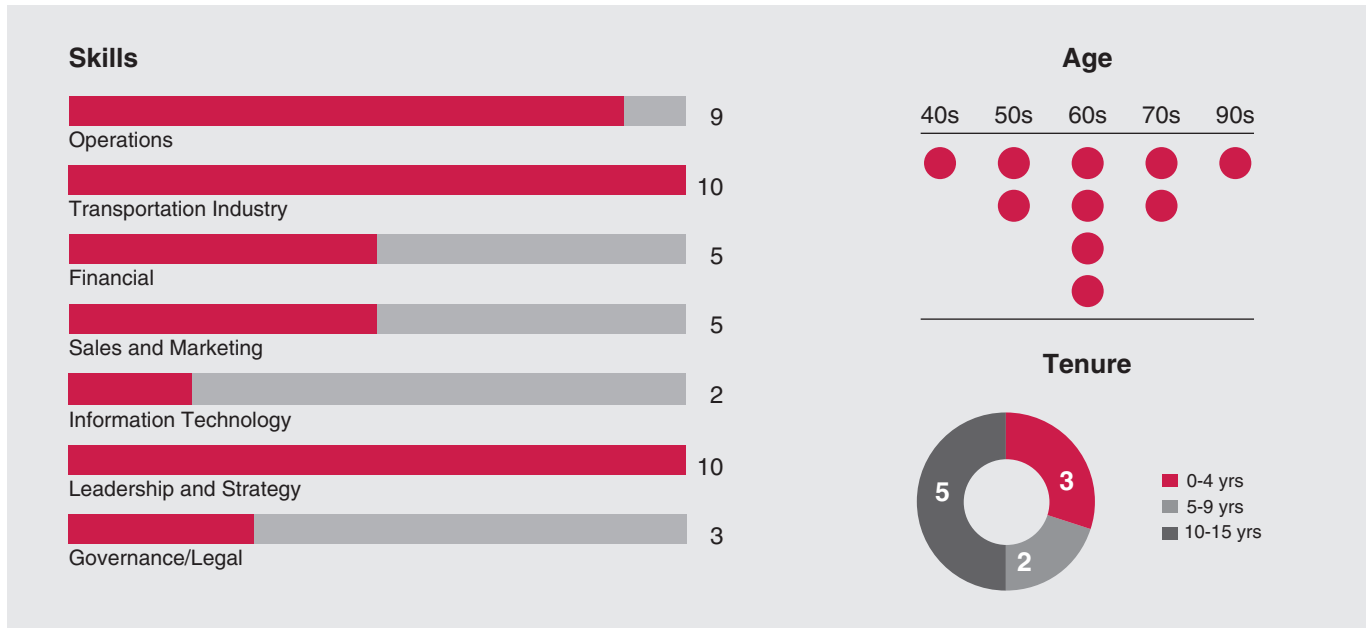
QUALIFICATIONS

Mr. Wolfe brings to the Board significant insight and expertise with our asset-light business model and extensive personal leadership skills.

Board of Directors

Competencies and Attributes

The following summarizes the competencies represented by our director nominees:



Meetings

The Board held a total of four meetings in 2018. No director attended less than 75% of the aggregate number of meetings of the Board and the committees on which he served in 2018, with the exception of Manuel J. Moroun who was excused for good reason. We encourage all Board members to attend our annual meeting of shareholders. Failure to attend annual meetings without good reason is a factor considered in determining whether to nominate a current Board member. All but one of the Board members attended our annual meeting of shareholders held on April 26, 2018.

Director Independence

Because more than fifty percent (50%) of the voting power of the Company is controlled by Matthew T. Moroun and Manuel J. Moroun, we have elected to be treated as a “controlled company” in accordance with NASDAQ Rule 5615(c). Accordingly, we are not required to comply with NASDAQ rules that would otherwise require a majority of our Board to be comprised of independent directors and require our Board to have a compensation committee and a nominating and corporate governance committee comprised of independent directors. We have concluded, nevertheless, that a majority of our Board is currently comprised of independent directors.



Board Structure and Role in Risk Oversight

Our Board of Directors has chosen to separate the positions of Chairman and Chief Executive Officer (“CEO”). Matthew T. Moroun is the Chairman of the Board, and Jeff Rogers is the CEO. This separation of Chairman and CEO allows for greater oversight of the Company by the Board. The Board is actively involved in oversight of risks that could affect the Company. This

Continued >>

oversight is conducted primarily through the Audit Committee, as disclosed in the committee description below and in its charter, and by the full Board, which has retained responsibility for general oversight of risks. The Board satisfies this responsibility through full reports by our committee chairs regarding each committee's considerations and actions, as well as through regular reports directly from officers responsible for oversight of particular risks within the Company.

Director Nomination Process

Our Board does not have a nominating committee that nominates candidates for election to our Board; that function is performed by the Board itself. Each Board member participates in the consideration of director nominees. Our Board believes that it can adequately fulfill the functions of a nominating committee without having to appoint an additional committee. Our Board further believes that not having a separate nominating committee not only enables us to refrain from incurring the administrative costs associated with maintaining such a committee but also allows our directors to conduct their Board service in a more efficient manner. As there is no nominating committee, we do not have a nominating committee charter.

Each of our independent directors participates in the consideration of director nominees. These directors are independent, as independence for nominating committee members is defined in applicable NASDAQ rules. However, so long as the Company continues to be a controlled company within the meaning of NASDAQ Rule 5615(c), the Board of Directors may be guided by the recommendations of the Company's majority shareholders in its nominating process. After discussion and evaluation of potential nominees, the full Board of Directors selects the director nominees.

Our Board has used an informal process to identify potential candidates for nomination as directors. Candidates have been recommended by an executive officer or director and considered by our Board. Generally, candidates have been known to one or more of our Board members. Our Board has not adopted specific minimum qualifications that it believes must be met by a person it recommends for nomination as a director. The Board has determined that the Board as a whole must have the right diversity, mix of characteristics and skills for the optimal functioning of the Board in its oversight of the Company. In evaluating candidates for nomination, our Board of Directors will consider the factors it believes to be appropriate, which would generally include the candidate's independence, personal and professional integrity, business judgment, relevant experience and skills, including those related to transportation services, and potential to be an effective director in relation to the rest of our Board in collectively serving the long-term interests of our shareholders. Although our Board has the authority to retain a search firm to assist it in identifying director candidates, there has to date been no need to employ a search firm. Our Board does not evaluate potential nominees for director differently based on whether they are recommended to our Board by a shareholder.

Communications with Directors

We encourage shareholder communications with directors. Shareholders may communicate with a particular director, all directors or the Chairman of the Board by mail or courier addressed to any of them or the entire Board. All communications should be directed to Steven Fitzpatrick, Vice President—Finance and Secretary, Universal Logistics Holdings, Inc., 12755 E. Nine Mile Road, Warren, Michigan 48089. All correspondence will be forwarded to the intended recipient.

Committees of the Board of Directors

Our Board of Directors has, and appoints members to, three standing committees: the Audit Committee, the Compensation and Stock Option Committee and the Executive Committee.

The membership of these committees as of March 15, 2019 was as follows:

Audit Committee

Members:

- » Richard P. Urban (Chair)
- » Grant E. Belanger
- » Joseph J. Casaroll

6 Meetings in 2018

Our Audit Committee assists our Board in its oversight of the integrity of our financial statements, the effectiveness of our internal controls over financial reporting, the qualifications, independence and performance of our independent auditors, the performance of our internal audit function, and our compliance with legal and regulatory requirements, including employee compliance with our Code of Conduct.

At each of its meetings, our Audit Committee oversees risks related to financial reporting through review and discussion of management's reports and analyses of financial reporting risk and risk management practices. Periodically, our Audit Committee reviews and discusses certain additional financial and non-financial risks that we believe are most germane to our business activities. The Committee's charter is available on our website.

Our Board has determined that each member of our Audit Committee is independent and financially literate. Each member of our Audit Committee qualifies as a financial expert as defined in Item 407(d)(5)(ii) of Regulation S-K and possesses the financial sophistication required under applicable NASDAQ rules.

Compensation and Stock Option Committee

Members:

- » Matthew T. Moroun (Chair)
- » Jeff Rogers

1 Meeting in 2018

Our Compensation and Stock Option Committee determines or recommends for determination by our Board the compensation of our executive officers other than the CEO. It also establishes and considers employee compensation policies and procedures. The Committee periodically reviews and approves any employment contract or similar arrangement between the Company and any executive officer of the Company other than the CEO. The Committee may also make recommendations concerning long-term incentive compensation plans, including the use of stock options and other equity-based plans.

The full Board evaluates the performance of our CEO and determines the CEO's salary, bonus and other compensation. The Committee does not use the services of compensation consultants in determining or recommending executive officer and/or director compensation.

Based on our status as a controlled company under NASDAQ rules, the Committee need not be composed of independent directors. Neither Matthew T. Moroun nor Jeff Rogers is an independent director. The Committee operates without a written charter. In performing its duties, the Committee, as required by applicable rules and regulations promulgated by the SEC, issues a report recommending to the Board that our Compensation Discussion and Analysis be included in this proxy statement.

Executive Committee

Members:

- » Matthew T. Moroun (Chair)
- » Jeff Rogers

No Meetings in 2018

The Executive Committee may exercise all the powers and authorities of the Board between meetings of the full Board, except that it may not amend our charter; adopt an agreement of merger or consolidation; recommend to shareholders the sale, lease or exchange of all or substantially all of our property and assets; recommend to shareholders a dissolution of the corporation; amend the Bylaws; fill vacancies in the Board; fix the compensation of Board members; unless expressly authorized by the Board, declare a dividend or authorize the issuance of stock; or perform any acts that have been expressly delegated to another committee of the Board. Its primary focus is to act for the full Board when it is not practical to convene meetings of the full Board.

Continued »»

Director Compensation for 2018

Our employee directors do not receive any additional compensation for their service on the Board. Mr. Rogers is our only employee director.

Our non-employee directors receive the following compensation for their service on the Board:

Compensation Element	Amount
Annual Cash Retainer	\$20,000 payable in quarterly installments of \$5,000
Board Chair Retainer	\$100,000 payable in quarterly installments of \$25,000
Audit Committee Chair Retainer	\$5,000 payable in quarterly installments of \$1,250
Meeting Fee (Board and Committee Meetings)	\$1,800 for attendance in person; \$600 for attendance by phone
Expense Reimbursement	All out-of-pocket expenses incurred in the performance of their duties as directors, including expenses for food, lodging and transportation

The following table sets forth the compensation information for the one-year period ending December 31, 2018, for each non-employee director who served during such period.

Name	Fees Earned or Paid in Cash (\$)	All Other Compensation ¹ (\$)	Total (\$)
Matthew T. Moroun ²	105,400	—	105,400
Manuel J. Moroun ²	20,000	100,000	120,000
Grant E. Belanger	35,200	—	35,200
Frederick P. Calderone	27,200	—	27,200
Joseph J. Casaroll	36,000	—	36,000
Daniel J. Deane	27,200	—	27,200
Clarence W. Gooden ³	18,600	—	18,600
Michael A. Regan	27,200	—	27,200
Daniel C. Sullivan	27,200	—	27,200
Richard P. Urban	41,000	—	41,000
H.E. "Scott" Wolfe	27,200	—	27,200

- (1) Amounts paid to Mr. Manuel Moroun for 2018 represented payments under his Consulting Agreement with the Company. Pursuant to the agreement, Mr. Manuel Moroun provided us with consultation and advice as to the management and operation of the Company, and such other consulting activities as we requested. For the services that Mr. Manuel Moroun rendered pursuant to the agreement, we paid him a consulting fee of \$100,000 per year, in quarterly installments.
- (2) Matthew T. Moroun is the son of Manuel J. Moroun. As of March 5, 2019, they collectively and beneficially own 20,058,772 shares (70.7%) of our outstanding common stock and hold these shares as one block for voting purposes.
- (3) Mr. Gooden was elected to the Board on April 26, 2018.

Transactions with Related Persons

Policies and Procedures for Approving Related Person Transactions

The Audit Committee reviews the material facts of any proposed Related Person Transaction and is responsible for approving or denying such transactions. Any transactions involving the following persons are reviewed as potential Related Person Transactions:

- » any person who is or was an executive officer, director or nominee for director since the beginning of the last fiscal year;
- » any person or group who beneficially owns more than 5% of the Company's voting securities; or
- » any immediate family member of any of the foregoing.

The Audit Committee considers numerous factors when evaluating such transactions, including:

- » the extent of the Related Person’s interest in the transaction;
- » the availability of other sources of comparable products or services;
- » how the transaction’s terms compare to terms available in comparable unaffiliated transactions;
- » the benefit to the Company; and
- » the aggregate value of the transaction.

No director may engage in any Audit Committee discussion or approval of any Related Person Transaction if the director is a Related Person in the transaction. The director must, however, provide all information reasonably requested concerning the proposed transaction.

Transactions with Management and Others and Certain Business Relationships

Registration Rights Agreement

Pursuant to an amended and restated registration rights agreement we entered into with Matthew T. Moroun and trusts controlled by Mr. Moroun and his father, Manuel J. Moroun on July 25, 2012, we granted piggyback registration rights to trusts controlled by Manuel J. Moroun, Matthew T. Moroun, and their transferees.

As a result of these registration rights, if we propose to register any of our securities, subject to certain exceptions and whether or not the registration is for our own account, we are required to give these shareholders the opportunity to participate in the registration. If a piggyback registration is underwritten and the managing underwriter advises us that marketing factors require a limitation on the number of shares that may be underwritten, we generally receive first priority with respect to the shares issued and sold.

The registration rights are subject to conditions and limitations. We generally are required to pay the registration expenses in connection with piggyback registrations.

Administrative Support Services

CenTra, Inc. and its affiliates are controlled by Matthew T. Moroun and Manuel J. Moroun, who also hold a controlling interest in Universal. CenTra and its affiliates provide administrative support services to Universal, including legal, human resources, tax, IT infrastructure and services to host our accounting system in a data center environment. The cost of these services is based on the actual or estimated utilization of the specific services and is charged to the Company. These costs totaled \$3.1 million and \$2.8 million for 2018 and 2017, respectively.

Other Arrangements with CenTra and its Affiliates

In addition to the arrangements described above, we are currently a party to a number of arrangements with CenTra and its affiliates that we expect to continue.

We periodically carry freight for CenTra and its affiliates in the ordinary course of business at market rates. Revenue for these services for 2018 and 2017 totaled \$0.9 million and \$1.1 million, respectively. Affiliates of CenTra have also provided transportation services at market rates in the ordinary course of business. The cost of these services for 2018 and 2017 totaled \$1.2 million and \$35,000, respectively.

We pay CenTra the direct variable cost of maintenance, fueling and other operational support costs for services delivered at our affiliate’s trucking terminals that are geographically remote from our own facilities. Such costs are billed when incurred, paid on a routine basis, and reflect actual labor utilization, repair parts costs or quantities of fuel purchased. In connection with our transportation services, we also pay tolls and other fees for international bridge crossings to certain related entities which are under common control with CenTra. The cost of these services for 2018 and 2017 totaled \$2.4 million and \$2.7 million, respectively.

We currently lease 34 office, terminal and yard facilities from CenTra’s affiliates based on either month-to-month or contractual, multi-year lease arrangements that are billed and paid monthly. At December 31, 2017, we leased 36 such facilities. During 2018 and 2017, we paid an aggregate of \$14.3 million and \$17.0 million, respectively, in rent and related costs to affiliates. We believe that the rent we currently pay for these properties is at market rates.

We purchase our commercial auto liability, commercial general liability, workers compensation, motor cargo liability and other insurance from an insurance company controlled by one of our majority shareholders. In addition, our employee health care benefits and 401(k) programs are provided by this affiliate. In 2018 and 2017, we paid this affiliate \$57.4 million and \$56.0 million, respectively. We believe that the rates we paid for these services reflect market rates.

Continued »

We purchased \$466,000 of wheels and tires during 2018 for new trailering equipment from an affiliate of CenTra, and we paid an additional \$8,300 for used equipment during the same period. During 2017, we purchased \$2.1 million of wheels and tires for new trailering equipment from an affiliate of CenTra and paid an additional \$1.8 million for 64 used tractors during the same period.

Other Related Person Transactions

We exercised our right of first refusal in 2018 to acquire 10,065 shares of restricted stock from Mr. Wolfe, our director, for \$355,000 based on the closing market price on the effective date of the transaction. During 2017, we exercised our right of first refusal to acquire 17,500 shares of restricted stock from Mr. Wolfe for \$385,000 based on the closing market price on the effective date of the transaction.

We also exercised our right of first refusal in 2018 to acquire 7,500 shares of restricted stock from Mr. Rogers, our director and CEO, for \$264,000 based on the closing market price on the effective date of the transaction.

We also retained the law firm of Sullivan Hincks & Conway to provide legal services during 2018 and 2017. Daniel C. Sullivan, a current member of our Board, is a partner at Sullivan Hincks & Conway. Amounts paid for legal services during 2018 and 2017 were \$2,100 and \$1,446, respectively.

Proposal 1: Election of Directors

All of Universal's directors are elected at each annual meeting of shareholders and hold office until the next annual meeting. Each nominee has consented to serve a one-year term. Information about the proposed nominees for election as directors is set forth under "Director Nominees" in the "Corporate Governance" section beginning on page 1 of this proxy statement.

In the event a nominee ceases to be available for election, the Board of Directors may designate a substitute as a nominee or reduce the size of the Board. If the Board designates a substitute nominee, proxies will be voted for the election of such substitute. As of the date of this proxy statement, the Board of Directors has no reason to believe that any of the nominees will be unable or unwilling to serve as a director.

The nominees for election this year are:

Grant E. Belanger
Daniel J. Deane
Manuel J. Moroun
Michael A. Regan
Richard P. Urban

Frederick P. Calderone
Clarence W. Gooden
Matthew T. Moroun
Jeff Rogers
H. E. "Scott" Wolfe

* * *

The Board of Directors
unanimously recommends
that you vote **"FOR"** each
of these director nominees.

PART II

EXECUTIVE OFFICERS AND BENEFICIAL OWNERSHIP

Our Executive Officers

The Executive Officers of the Company serve at the pleasure of the Board. Set forth below are the current Executive Officers and a brief explanation of their principal employment during at least the last five years. Additional information concerning employment agreements of Executive Officers is included elsewhere in this proxy statement under the heading “Executive Compensation.”

Jeff Rogers, Age 56, Chief Executive Officer. Mr. Rogers, who is also on the Board, was elected to serve as our CEO in December 2014. Previously, he served as our Executive Vice President from June 2014 to December 2014. Prior to joining Universal, Mr. Rogers served as President of YRC Freight from September 2011 to October 2013 and as President of the regional LTL carrier USF Holland from September 2008 to September 2011.

Jude Beres, Age 46, CFO and Treasurer. Mr. Beres was elected to serve as our CFO and Treasurer in March 2016. Mr. Beres previously served as the Company’s Chief Administrative Officer since April 2015. Since 1997 Mr. Beres worked for multiple affiliated companies in finance and accounting, and he most recently served as Vice President of Finance and Accounting for Central Transport LLC. Mr. Beres has over 20 years of experience in the less-than-truckload, truckload, intermodal and logistics industries. He holds a Bachelor of Accountancy from Walsh College.

Security Ownership of Management and Certain Beneficial Owners

The following table sets forth certain information as of March 5, 2019, regarding beneficial ownership of our common stock by: (i) each person who is known to us to own beneficially more than 5% of our common stock; (ii) each of our directors; (iii) each of the named executive officers in the Summary Compensation Table; and (iv) the total for our current directors and named executive officers as a group. Beneficial ownership is determined in accordance with the rules of the SEC. Except as otherwise indicated, the information is as of March 5, 2019, and the address for each person is c/o Universal Logistics Holdings, Inc., 12755 E. Nine Mile Road, Warren, Michigan 48089.

Name of Beneficial Owner	Shares Beneficially Owned ¹	Percent of Class ²
5% Shareholders:		
T. Rowe Price Associates, Inc. ³	1,575,598	5.6%
Directors and Named Executive Officers:		
Matthew T. Moroun ^{4, 5}	13,631,215	48.0%
Manuel J. Moroun ^{4, 5, 6}	6,427,557	22.6%
Grant E. Belanger	—	—
Jude M. Beres ⁷	20,000	*
Frederick P. Calderone	—	—
Joseph J. Casaroll	500	*
Daniel J. Deane	—	—
Clarence W. Gooden	—	—
Michael A. Regan	—	—
Jeff Rogers ⁷	53,000	*
Daniel C. Sullivan	2,000	*
Richard P. Urban	5,000	*
H.E. “Scott” Wolfe	25,000	*
Directors and named executive officers as a group (13 persons)	20,164,272	71.0%
Total Outstanding Shares as of March 5, 2019		28,383,827

* Denotes less than 1%.

- (1) The number of shares beneficially owned includes any shares over which the person has sole or shared voting power or investment power and also any shares that the person can acquire within 60 days of March 5, 2019, through the exercise of any stock option or other right. Unless otherwise indicated, each person has or shares with his spouse sole investment and voting power over the shares set forth in the table.
- (2) The percentages shown are based on our total outstanding shares as of March 5, 2019, plus the number of shares that the named person or group has the right to acquire within 60 days of March 5, 2019. For purposes of computing the percentage of outstanding shares of common stock held by each person or group, any shares the person or group has the right to acquire within 60 days of March 5, 2019 are deemed to be outstanding with respect to such person or group, but are not deemed to be outstanding for the purpose of computing the percentage of ownership of any other person or group.
- (3) Based upon information set forth in a Schedule 13G/A dated February 14, 2019 filed by T. Rowe Price Associates, Inc. (“TRPA”) and T. Rowe Price Small-Cap Value Fund, Inc. (“TRPSVF”), which indicates that as of December 31, 2018, TRPA and TRPSVF had sole voting power with respect to 459,232 shares and 1,116,366 shares, respectively. TRPA had sole dispositive power with respect to 1,575,598 shares. TRPSVF had no sole dispositive power, and TRPA and TRPSVF each had no shared voting power and no shared dispositive power with respect to the reported shares. The address of TRPA and TRPSVF is 100 E. Pratt Street, Baltimore, Maryland 21202. We make no representation as to the accuracy or completeness of the information reported.

Continued >>

- (4) Matthew T. Moroun is the son of Manuel J. Moroun. The Morouns have agreed to vote their shares as a group, and each person disclaims beneficial ownership of the shares owned by the other person.
- (5) Includes 2,500,000 shares pledged as security.
- (6) Includes 6,373,994 shares held by the Manuel J. Moroun Revocable Trust U/A/D 3/24/77, as amended and restated on December 22, 2004. Voting and investment power over this trust is exercised by Manuel J. Moroun, as trustee.
- (7) Reflects vested and non-vested shares granted to such named executive officer as restricted stock awards by the Company. See the tables and related footnotes on page 20 of this proxy statement for a summary of the non-vested shares and vesting dates.

Section 16(a) Beneficial Ownership Reporting Compliance

Section 16(a) of the Exchange Act requires our directors and executive officers, and persons who own beneficially more than ten percent (10%) of the shares of our common stock, to file reports of ownership and changes of ownership with the SEC. Copies of all filed reports are required to be furnished to us pursuant to Section 16(a). Based solely on the reports received by us and on written representations from reporting persons, we believe that the current directors and executive officers complied with all applicable filing requirements during the fiscal year ended December 31, 2018.

PART III

COMPENSATION DISCUSSION AND ANALYSIS

COMPENSATION
DISCUSSION AND
ANALYSIS

Introduction	Page 15
Compensation Objectives and Philosophy	Page 15
Role of Executive Officers in Compensation Decisions	Page 15
Risk Assessment of Compensation Programs	Page 15
Annual Cash Compensation	Page 16
Other Compensation	Page 16
Tax and Accounting Implications	Page 16
Shareholder Approval of the Company's Compensation Programs	Page 17
Compensation and Stock Option Committee Report	Page 17

Introduction

This Compensation Discussion and Analysis explains our compensation program as of December 31, 2018 for Jeff Rogers, our CEO, and Jude Beres, our CFO and Treasurer. We refer to these individuals collectively as our named executive officers.

The Compensation and Stock Option Committee of our Board is responsible for establishing, implementing and continually monitoring our compensation philosophy. The Compensation Committee's philosophy is to provide our executive leadership total compensation that is competitive in its forms and levels, as compared to companies of similar size and business area. Generally, the types of compensation and benefits provided to our executive officers are similar to that provided to executive officers by other companies.

Compensation Objectives and Philosophy

The Compensation Committee's philosophy is intended to assist us in attracting, motivating and retaining executives with superior leadership and management abilities and to create incentives among those individuals to meet or exceed Company and individual objectives. The philosophy is designed to align incentives with the expectations of our shareholders, which are to increase the financial strength, competitive positioning and overall value of the Company. The compensation program is designed to reward those executives who successfully manage their respective area of the company in cooperation with employees and other executives. The relationship between individual objectives among our executives leads to a cohesive entity that will potentially meet or exceed overall goals as a result of having individuals meet their specific objectives. Consistent with this philosophy, the Compensation Committee determines a total compensation structure for each officer other than the CEO, consisting primarily of salary, bonus and long-term incentive awards. The proportions of the various elements of compensation vary among the officers depending upon their levels of responsibility, their specific personal goals, and their role in the achievement of annual, long-term and strategic goals by us.

Role of Executive Officers in Compensation Decisions

Currently, the Compensation Committee reviews, establishes and recommends to the Board for approval the salaries and bonuses of our named executive officers other than the CEO, subject to any employment agreements in effect with the executive officers. The Board makes all decisions regarding the CEO's compensation and approves the equity awards to the named executive officers. Salary and bonus levels are established after discussions with our executive officers and are intended to be competitive with the average salaries and bonuses of executive officers in comparable companies. In addition, the Compensation Committee recommends to the Board the granting of long-term incentives under our Stock Incentive Plan to named executive officers and other selected employees, directors and consultants, and otherwise administers our Stock Incentive Plan. Neither the Compensation Committee nor the Board hired a compensation consultant with respect to 2018 compensation.

Risk Assessment of Compensation Programs

We have conducted a review of our compensation programs, including our annual cash and other compensation programs. We believe that our policies and practices are designed to reward individual performance based on our overall Company performance and are aligned with the achievement of both long-term and short-term company goals. Our base salaries are consistent with similar positions at comparable companies and the two components of our bonus programs, operating ratios and

Continued >>

revenue growth, are directly tied to the overall success of the organization. Based on our review of our programs, including the above noted items, we have concluded that our compensation policies and practices do not create risks that are reasonably likely to have a material adverse effect on the Company.

Annual Cash Compensation

In order to stay competitive with other companies of comparable size and business area, we pay our named executive officers commensurate with their experience and responsibilities. Cash compensation is divided between base salary and cash incentives.

Base Salary. Each of our named executive officers receives a base salary to compensate him or her for services performed during the year. Base salaries for our named executive officers are established based on the scope of their responsibilities, their level of experience and expertise, and their abilities to lead and direct the company and achieve various financial and operational objectives. Our general compensation philosophy is to pay executive base salaries that are competitive with the salaries of executives in similar positions, with similar responsibilities, at comparable companies. We have not benchmarked our named executive officer base salaries against the base salaries at any particular company or group of companies. The base salaries of our named executive officers are established in accordance with their employment agreements. Base salaries are reviewed and adjusted, where applicable, by the Committee or the Board on an annual basis after taking into account individual responsibilities, performance and expectations.

The base salaries paid to our named executive officers are set forth below in the “Summary Compensation Table.”

Annual Non-Equity Incentive Compensation. It is our practice to award an annual cash bonus to each of the named executive officers as part of his annual compensation. Bonuses are intended to provide executives with an opportunity to receive additional cash compensation, and are based on individual performance and our performance. This practice is consistent with our philosophy of supporting a performance-based environment and aligning the interests of management with the interests of the shareholders.

The bonuses, if any, earned by our named executive officers with respect to 2018 are set forth below in the “Summary Compensation Table.”

Other Compensation

Long-Term Incentive Compensation. Long-term incentive grants are awarded to our named executive officers as part of our compensation package, and are provided through stock options or restricted stock granted under our Stock Incentive Plan. The stock options and restricted stock are consistent with our philosophy and represent an additional way for aligning management’s interests with the interests of our shareholders. When determining the amount of long-term incentive grants to be awarded to our named executive officers, the Board considers, among other factors, the business performance of the Company, the responsibilities and performance of the executive, and the performance of our stock price.

The long-term incentive grants, if any, awarded to our named executive officers with respect to 2018, 2017 and 2016 are set forth below in the “Summary Compensation Table.”

Perquisites and Other Personal Benefits. We may from time to time provide our named executive officers with perquisites and other personal benefits that we and the Committee believe are reasonable and consistent with our overall compensation program and philosophy, to help us to attract and retain superior employees for key positions. Currently, we have no formal plan regarding perquisites and do not provide any perquisites to our named executive officers.

Our named executive officers are also eligible to participate in other benefit plans on the same terms as our other employees. As part of its ongoing review of executive compensation, the Committee intends to periodically review any perquisites and other personal benefits provided to our named executive officers and other key employees.

Potential Payments upon Termination or Change in Control. We have entered into an employment agreement with our CEO that provides severance payments under specified conditions. These severance payments are described below in the section entitled “Compensation of Executive Officers—Severance Arrangements.” We feel that the inclusion of such provisions in executive employment agreements helps us to attract and retain well-qualified executives, and is essential to our long-term success.

Tax and Accounting Implications

Deductibility of Executive Compensation. Section 162(m) of the Internal Revenue Code denies a deduction to any publicly held corporation for compensation paid to certain “covered employees” in a taxable year to the extent that compensation to each

covered employee exceeds \$1,000,000. It is possible that compensation attributable to awards, when combined with all other types of compensation received by a covered employee from Universal, may cause this limitation to be exceeded in any particular year. Historically, compensation that qualifies as “performance-based compensation” under Section 162(m) of the Code could be excluded from this \$1,000,000 limit. The “performance-based compensation” exclusion has now been repealed, effective for taxable years beginning after December 31, 2017, unless transition relief is available for written binding contracts that were in effect (and not subsequently modified) in place as of November 2, 2017. None of the compensation paid to our executive officers for 2018 was structured to be “qualifying performance-based” compensation. We were not precluded by Section 162(m) from deducting any compensation that we paid to our executive officers in or with respect to 2018.

Accounting for Stock-Based Compensation. The Company records compensation expense for restricted stock or stock options. During 2018, 2017 and 2016, the Company recorded \$413,000, \$414,000 and \$571,000, respectively, in compensation expense for vested restricted stock awards. No options were granted in 2018, 2017 or 2016.

Shareholder Approval of the Company’s Compensation Programs

At our 2017 Annual Meeting of Shareholders, we held an advisory vote on executive compensation, commonly referred to as “say on pay.” Our shareholders overwhelmingly approved the “say on pay” resolution presented with more than 90% of the shares represented in person or by proxy at the meeting voting to approve our executive compensation. The Compensation Committee and the Board reviewed these voting results and, given the strong level of support, did not make any changes to our executive compensation program or principles in response to the vote. At our 2017 Annual Meeting of Shareholders, over 75% of the shares voted (excluding abstentions and broker non-votes) were in favor of our recommendation to hold the “say-on-pay” vote every three years. As such, the next shareholder vote on “say on pay” is scheduled for 2020. The next shareholder vote on the frequency of future “say on pay” votes is scheduled for 2023.

Compensation and Stock Option Committee Report

The Compensation and Stock Option Committee has reviewed and discussed with management the Compensation Discussion and Analysis included in this proxy statement. Based on the review and discussion, the Committee recommended to the Board of Directors that the Compensation Discussion and Analysis be included in this proxy statement for filing with the SEC.

Compensation and Stock Option Committee

Matthew T. Moroun, Chairman

Jeff Rogers

Compensation Committee Interlocks and Insider Participation

In 2018, Matthew T. Moroun and Jeff Rogers served as members of the Compensation and Stock Option Committee in accordance with NASDAQ Rule 5615(c). Mr. Rogers is currently our CEO. Matthew T. Moroun is the sole shareholder and Chairman of DIBC Holdings, Inc. and CenTra, Inc., both of which are related parties under Item 404 of Regulation S-K. For further disclosure of relationships for Matthew T. Moroun, see the section entitled Transactions with Related Persons. No member of our Compensation and Stock Option Committee, and no member of our Board of Directors, serves as an executive officer of any entity that has one or more of our executive officers serving as a member of such entity’s board of directors or compensation committee.

PART IV

COMPENSATION OF NAMED EXECUTIVE OFFICERS

Summary Compensation Table

The following table sets forth information for the fiscal years ended December 31, 2018, 2017 and 2016 concerning the compensation of our named executive officers.

Name and Principal Position	Year	Salary (\$)	Bonus ¹ (\$)	Stock Awards ² (\$)	Non-Equity Incentive Plan Compensation (\$)	All Other Compensation ³ (\$)	Total (\$)
Jeff Rogers CEO	2018	471,496	525,000	282,720	—	151	1,279,367
	2017	436,876	397,000	134,500	—	128	968,504
	2016	426,362	150,000	155,500	—	128	731,990
Jude Beres CFO and Treasurer	2018	337,100	250,000	235,600	—	151	822,851
	2017	325,556	125,000	—	—	128	450,684
	2016	298,476	96,000	—	—	128	394,604

- (1) The bonus award to Mr. Rogers for 2018 was paid at a rate of 80% in 2019, with the remaining 20% of the award being paid in the next year. The bonus awards to Mr. Rogers for 2017 and 2016 were paid at a rate of 100% in the next year. The bonus award to Mr. Beres for 2018 was paid at a rate of 20% in 2019, with the remaining 80% of the award being paid at a rate of 20% of the award during each of the next four years. The bonus award to Mr. Beres for 2017 was paid at a rate of 50% in 2018, with the remaining 50% of the award being paid in the next year. The bonus award to Mr. Beres for 2016 was paid at a rate of 20% in 2017, with the remaining 80% of the award being paid at a rate of 20% in each of the next four years.
- (2) Amounts relate to time-based restricted stock awards granted to Mr. Rogers on February 20, 2019, February 22, 2017 and February 24, 2016 and to Mr. Beres on February 20, 2019. The dollar amount reported represents the fair value of the awards on the grant date, excluding the effect of estimated forfeitures, as computed in accordance with FASB Topic 718. Assumptions used in the valuation are discussed in Note 15 “Stock Based Compensation” to the Financial Statements included in Item 8 of our Annual Report on Form 10-K for the year ended December 31, 2018.
- (3) Amounts in 2018 represent term life insurance premiums.

Employment Agreements

Jeff Rogers. We are party to an employment agreement with Mr. Rogers dated June 3, 2014. Effective June 11, 2018, his annual base salary was increased to \$525,000. Mr. Rogers is eligible for an annual cash bonus to be determined on a discretionary basis or pursuant to performance criteria to be established by the Board. The employment agreement also provides Mr. Rogers with fringe benefits provided by us to all of our employees in the normal course of business. The employment agreement includes provisions regarding termination of employment and his non-compete, non-solicitation and confidentiality obligations to the Company. Additional information regarding these provisions is discussed below under the heading “Severance Arrangements.”

Jude Beres. The Company does not have a written employment agreement with Mr. Beres. Effective March 26, 2018, Mr. Beres’ annual base salary was increased to \$340,600.

Severance Arrangements

The information below describes certain compensation and benefits to which our named executive officers are entitled if their employment is terminated under certain circumstances. The table provides the amount of compensation and benefits that would have become payable under existing contractual arrangements assuming a termination of employment occurred on December 31, 2018. There can be no assurance that an actual triggering event would produce the same or similar results as those estimated if any assumption used to estimate potential payments and benefits is not correct. Due to the number of factors that affect the nature and amount of any potential payments or benefits, any actual payments and benefits may be different.

Jeff Rogers. We may terminate the employment of Mr. Rogers at any time for just cause. If we terminate his employment without cause, Mr. Rogers will continue to receive his salary and benefits for a period of 6 months, unless the Board of Directors elects to extend his covenant not to compete for one year, in which case he will be entitled to receive his base salary and benefits for a period of 12 months. If we terminate him due to a medical disability that renders him unable to perform the essential functions of his employment, his compensation is continued for 3 months from the date of his disability. Thereafter, he continues to receive any earned but unpaid bonus. Mr. Rogers has agreed not to compete with us for a six-month period following the end of his employment with us. If Mr. Rogers' employment is terminated due to his death, his estate is entitled to receive his salary, benefits and earned but unpaid bonus through the date of his death. Mr. Rogers may terminate his employment relationship with us upon 90 days' advance written notice. If we immediately terminate Mr. Rogers upon receipt of such notice, he is entitled to receive his base salary and benefits for the three-month period following his termination.

Jude Beres. The Company is not currently party to any severance arrangements with Mr. Beres. He would not be entitled to any potential payments in the event his employment had terminated on December 31, 2018.

The table below sets forth the estimated value of the potential payments to Jeff Rogers, assuming his employment had terminated on December 31, 2018.

Event	Potential Payments Upon Termination Not In Connection with a Change of Control ¹ (\$)
	Jeff Rogers
Termination Without Cause ²	
Cash severance payments	262,500
Accelerated restricted stock ³	135,675
Health benefits ⁴	6,365
Total	404,540
Disability	
Cash severance payments	131,250
Accelerated restricted stock ³	135,675
Health benefits ⁴	3,183
Total	270,108
Death	
Cash severance payments	–
Accelerated restricted stock ³	135,675
Total	135,675
Immediate Termination After NEO's Notice	
Cash severance payments	131,250
Accelerated restricted stock	–
Health benefits ⁴	3,183
Total	134,433

- (1) The amounts in this table reflect estimated payments associated with various termination scenarios. The amounts assume a stock price of \$18.09 (based on the closing price of the Company's common stock at December 31, 2018) and include all outstanding grants through the assumed termination date of December 31, 2018. The actual amounts will vary based on changes in the Company's common stock price.
- (2) Mr. Rogers is entitled to receive his base salary and benefits for a period of six months following termination without cause, unless the Board of Directors elects to extend his covenant not to compete for one year, in which case he will be entitled to receive his base salary and benefits for a period of 12 months. This calculation assumes that the Board of Directors would not elect to extend Mr. Rogers' covenant not to compete for one year. If this option were exercised, the cash severance

Continued >>

payments owed to Mr. Rogers for termination would be \$525,000 and the value of the health benefits would be \$12,730; together with the accelerated vesting of shares of restricted stock valued at \$135,675, the total potential payments would be \$673,405.

- (3) Represents the value of unvested shares that would automatically vest upon a termination due to death, disability, retirement or termination without cause.
- (4) Represents six months of COBRA premiums for medical and dental coverage following termination without cause and three months of COBRA premiums for such coverage following medical disability or the Company's immediate termination following its receipt of a 90-day termination notice.

Grants of Plan-Based Awards

Each of our named executive officers is eligible to receive grants of stock options, restricted stock, restricted stock purchase rights, stock appreciation rights, phantom stock units, restricted stock units and unrestricted stock under our Stock Incentive Plan. As of March 5, 2019, a total of 162,380 shares of common stock remain available for future awards under the Stock Incentive Plan. The Company made no grants of plan-based awards to the named executive officers in 2018.

Outstanding Equity Awards Table

The following table sets forth information concerning the outstanding equity awards previously awarded to the named executive officers as of December 31, 2018.

Name	Stock Awards ¹		
	Grant Date	Number of Shares or Units of Stock That Have Not Vested ² (#)	Market Value of Shares or Units of Stock That Have Not Vested ³ (\$)
Jeff Rogers	02/24/16	2,500	45,225
	02/22/17	5,000	90,450

- (1) This table does not include grants of time-based restricted stock awards granted to Messrs. Rogers and Beres on February 20, 2019. On that date, the Company awarded 12,000 shares of restricted stock to Mr. Rogers and 10,000 shares of restricted stock to Mr. Beres. Each award vests at a rate of 25% of the award amount on the first through fourth anniversaries of the grant date. The market value of the awards, based on our common stock's closing market price per share of \$23.56 on February 20, 2019 as reported on the NASDAQ, was \$282,720 for Mr. Rogers and \$235,600 for Mr. Beres, respectively. At December 31, 2018, Mr. Beres did not have any outstanding equity awards.
- (2) Each award vested as to 25% of the total shares on the grant date, with an additional 25% of the total shares vesting on each March 5 in consecutive subsequent years, subject to continued employment with the Company.
- (3) The market value of outstanding restricted stock awards is based on the closing market price per share of \$18.09 of our common stock on December 31, 2018 as reported on the NASDAQ.

Stock Vested in 2018

The Company has no outstanding stock options. No option awards were granted in 2018, and no options vested or were exercised in 2018.

The following table sets forth information concerning the shares of restricted stock that vested during the fiscal year ended December 31, 2018 for each of the named executive officers.

Name	Stock Awards	
	Number of Shares Acquired on Vesting (#)	Value Realized on Vesting (\$) ¹
Jeff Rogers	12,500	267,500
Jude Beres	2,500	46,725

- (1) The value realized on vesting is based on the closing market price per share of our common stock as reported on NASDAQ on the respective vesting dates.

Pension Benefits Table

We do not offer, and the named executive officers did not participate in, any pension plan during any period while employed by us.

Non-Qualified Deferred Compensation

We do not offer, and the named executive officers did not participate in, any non-qualified deferred compensation programs during the fiscal year ended December 31, 2018.

Pay Ratio Disclosure

The following information relates to the relationship of the annual total compensation of our employees and the annual total compensation of our CEO, Jeff Rogers, calculated in accordance with Regulation S-K.

For 2018, our last completed fiscal year:

- » The median of the annual total compensation of all employees of Universal other than our CEO was \$35,113; and
- » The annual total compensation of our CEO, as reported in the Summary Compensation Table on page 18 of this Proxy Statement, was \$1,279,367.

Based on this information, the ratio of the annual total compensation of our CEO to the median of the annual total compensation of all employees for 2018 was 36 to 1.

In determining the median of the annual total compensation of all employees, other than our CEO, we were required in 2018 to identify the “median employee” for 2017. Item 402(u) of Regulation S-K requires us to identify the median employee once every three years, unless a change in employee population or compensation arrangements is likely to result in a significant change in our CEO pay ratio disclosures. We determined that no such change occurred during 2018. Accordingly, for the 2018 pay ratio calculation, we used the same “median employee” identified during our 2017 analysis of our employee population.

To identify the median of the annual total compensation of all employees as of our determination date of December 31, 2017, we took the following steps:

- » We determined that our employee population consisted of approximately 8,231 individuals, with all of these individuals located in the United States 6,818, Mexico 1,230, Canada 39 and Colombia 144. This population consisted of our full-time, part-time and temporary employees.
- » We selected December 31, 2017 as the date upon which we would identify the “median employee” because it enabled us to make such identification in a reasonably efficient and economical manner.
- » To identify the “median employee” from our employee population, we compared the amount of salary, wages, and tips of our employees as reflected in our payroll records for 2017. During this analysis, the compensation for employees hired during the year was annualized. We excluded equity awards and bonus payments from our compensation measure because we did not widely distribute such awards and bonuses to our employees. We identified our median employee using this compensation measure, which was consistently applied to all our employees included in the calculation.

Finally, we determined the median of the annual total compensation of all employees for 2018 by identifying and calculating the elements of the median employee’s compensation for 2018 in accordance with the requirements of Item 402(c)(2)(x) of Regulation S-K.

PART V

AUDIT MATTERS

Audit Committee Report

The Audit Committee assists the Board in overseeing the Company's financial reporting process. Management has the primary responsibility for the financial statements and the reporting process, including the systems of internal control over financial reporting and disclosure controls and procedures. In fulfilling its oversight responsibilities, the Audit Committee reviewed and discussed the audited consolidated financial statements included in the Company's Annual Report on Form 10-K for the year ended December 31, 2018 with management, including a discussion of the adequacy and quality of the accounting principles, the reasonableness of significant judgments, and the clarity of disclosures in the financial statements.

The Audit Committee is responsible for reviewing, approving and managing the engagement of the Company's independent registered public accounting firm, including the scope, extent and procedures of the annual audit and compensation to be paid therefor, and all other matters the Audit Committee deems appropriate, including the independent registered public accounting firm's accountability to the Board and the Audit Committee. The Audit Committee discussed with BDO, the Company's independent registered public accounting firm for the fiscal year ended December 31, 2018, which is responsible for expressing an opinion on the conformity of our audited financial statements with U.S. generally accepted accounting principles, the judgment of BDO as to the acceptability and quality of the Company's accounting principles and such other matters as are required to be discussed with the Audit Committee under Auditing Standard 1301 (Communications with Audit Committees) issued by the Public Company Accounting Oversight Board ("PCAOB"). The Audit Committee also discussed and reviewed with BDO the results of BDO's audit of the financial statements and internal control over financial reporting. In addition, the Audit Committee has received from BDO the written disclosures and the letter required by PCAOB Ethics and Independence Rule 3526 (Communication with Audit Committees Concerning Independence) and discussed with BDO its own independence from management and the Company. The Audit Committee also considered whether the provision of non-audit services was compatible with maintaining BDO's independence.

The Audit Committee discussed with BDO the overall scope and plans for its audit. The Audit Committee meets with the independent registered public accountants with and without management present, to discuss the results of its audit, its evaluations of the Company's internal control over financial reporting, and the overall quality of the Company's financial reporting. The Audit Committee held six meetings during the fiscal year ended December 31, 2018.

In reliance on the reviews and discussions referred to above, the Audit Committee recommended to the Board of Directors that the audited consolidated financial statements be included in the Company's Annual Report on Form 10-K for the year ended December 31, 2018 for filing with the SEC.

Audit Committee

Richard P. Urban, Chairman
Grant E. Belanger
Joseph J. Casaroll

Principal Accountant Fees and Services

The following table shows the fees for professional services for audit and other services of our principal accountant, BDO, for 2017 and 2018.

	2018	2017
Audit Fees ¹	\$655,646	\$528,000
Audit-Related Fees ²	10,000	65,000
Tax Fees ³	255,968	4,223
All Other Fees ⁴	—	—
	\$921,614	\$597,223

- (1) Audit fees includes fees billed for professional services for the audit of our financial statements included in our Annual Report on Form 10-K, and reviews of our financial statements included in our Quarterly Reports on Form 10-Q. This category also includes fees for services that are normally provided by the independent registered public accounting firms in connection with statutory and regulatory filings or engagements, including comfort letters and consents issued in connection with SEC filings.
- (2) Audit-related fees includes fees billed for professional services rendered by the independent registered public accounting firm related to the performance of the audit or review of the financial statements that are not disclosed as Audit Fees. The amounts reflect fees for stand-alone and supplemental opinions required in connection with the Company's credit facilities.
- (3) Tax fees includes fees billed for state tax consulting services.
- (4) All other fees represent fees for all other services or products provided that are not covered by the categories above. There were no such fees for 2018 or 2017.

Audit Committee Approval Policies

Our Audit Committee Charter includes procedures for the approval by the Audit Committee of all services provided by our independent registered public accountants. Our Audit Committee has the authority and responsibility to pre-approve both audit and non-audit services to be provided by our independent registered public accountants. The Audit Committee Charter sets forth the policy of the committee for such approvals. The policy allows our Audit Committee to delegate to one or more members of the Audit Committee the authority to approve the independent registered public accountants' services. The decisions of any Audit Committee member to whom authority is delegated to pre-approve services are reported to the full Audit Committee. The policy also provides that our Audit Committee will have authority and responsibility to approve and authorize payment of the independent registered public accountants' fees.

Continued >>

Proposal 2: Ratification of Selection of Independent Auditors


The firm of BDO USA, LLP, or BDO, served as independent registered public accountants for the year-ended December 31, 2018 and has been selected by our Audit Committee to serve as our independent registered public accounting firm for the year ending December 31, 2019.

Although the submission of this matter for approval by the shareholders is not legally required, the Board believes that such submission follows sound business practice and is in the best interests of the shareholders.

If the appointment is not ratified by the holders of a majority of the shares present in person or by proxy at the Annual Meeting, we will consider the selection of another accounting firm. If such a selection were made, it may not become effective until 2020 because of the difficulty and expense of making such a substitution.

A representative of BDO is expected to attend the Annual Meeting and will be available to respond to appropriate questions. That representative will have the opportunity to make a statement if he or she so desires.

* * *



The Board recommends a vote **“FOR”** the ratification of the selection of BDO USA, LLP as our independent auditors for the year 2019.

PART VI

SHAREHOLDER PROPOSAL

Proposal 3: Advisory Vote on Majority Voting in Uncontested Director Elections

In accordance with SEC rules, we have set forth below a shareholder proposal, along with the supporting statement of the shareholder proponent, for which we and our Board accept no responsibility. The shareholder proposal is required to be voted upon only if properly presented at that Annual Meeting. As explained below, our Board makes no recommendation with regards to the shareholder proposal set forth below.

The Company has been notified that the California Public Employees' Retirement System, P.O. Box 942707, Sacramento, California 94229-2707, the beneficial owner of at least \$2,000 in market value of the Company's common stock on the date the proposal was submitted and for at least the preceding eighteen months, intends to present the following proposal at the Annual Meeting:

"RESOLVED, that the shareowners of Universal Logistics Holdings, Inc. (Company) hereby request that the Board of Directors initiate the appropriate process to amend the Company's articles of incorporation and/or bylaws to provide that directors shall be elected by the affirmative vote of the majority of votes cast at an annual meeting of shareowners in uncontested elections. A plurality vote standard, however, will apply to contested director elections; that is, when the number of director nominees exceeds the number of board seats."

Supporting Statement from Shareholder:

"Is accountability by the Board of Directors important to you? As a long-term shareowner of the Company, CalPERS thinks accountability is of paramount importance. This is why we are sponsoring this proposal. This proposal would remove a plurality vote standard for uncontested elections that effectively disenfranchises shareowners and eliminates a meaningful shareowner role in uncontested director elections.

Under the Company's current voting system, a director may be elected with as little as one affirmative vote because "withheld" votes have no legal effect. The scheme deprives shareowners of a powerful tool to hold directors accountable because it makes it impossible to defeat directors who run unopposed. Conversely, a majority voting standard allows shareowners to actually vote "against" candidates and to defeat reelection of a management nominee who is unsatisfactory to the majority of shareowners who cast votes.

A substantial number of companies have already adopted this form of majority voting. More than 90% of the companies in the S&P 500 have adopted a form of majority voting for uncontested director elections. We believe the Company should join the growing number of companies that have adopted a majority voting standard requiring incumbent directors who do not receive a favorable majority vote to submit a letter of resignation, and not continue to serve, unless the Board declines the resignation and publicly discloses its reasons for doing so.

Majority voting in director elections empowers shareowners to clearly say "no" to unopposed directors who are viewed as unsatisfactory by a majority of shareowners casting a vote. Incumbent board members serving in a majority vote system are aware that shareowners have the ability to determine whether the director remains in office. The power of majority voting, therefore, is not just the power to effectively remove poor directors, but also the power to heighten director accountability through the threat of a loss of majority support. That is what accountability is all about.

CalPERS believes that corporate governance procedures and practices, and the level of accountability they impose, are closely related to financial performance. It is intuitive that, when directors are accountable for their actions, they perform better. We therefore ask you to join us in requesting that the Board of Directors promptly adopt the majority voting standard for uncontested director elections. We believed the Company's shareowners will substantially benefit from the increased accountability of incumbent directors and the power to reject directors shareowners believe are not acting in their best interests. Please vote FOR this proposal."


Company Response:

The Board of Directors has considered the above proposal and has decided neither to oppose nor support it at this time. Accordingly, the Board of Directors makes no voting recommendation to shareholders on this matter. The Board of Directors understands that there are valid arguments for and against adopting a majority vote standard in the Company's articles of incorporation or by-laws.

Continued >>

Approval of this proposal would not, by itself, implement majority voting. The proposal, which is advisory in nature, would constitute a recommendation to the Board of Directors if approved by shareholders. In order to implement some forms of majority voting, the Company's organizational documents would need to be amended, which in certain circumstances would involve a separate shareholder vote.

Although your vote on this proposal is not binding on Universal, the Board of Directors has consistently demonstrated its commitment to good governance and values the views of the Company's shareholders. The Board of Directors will carefully consider the results of the vote on this proposal and will take what it determines to be appropriate action, if any, in response to the vote.



The Board of Directors
makes no recommendation
in favor of or opposed to
this shareholder proposal.

PART VII

GENERAL INFORMATION

General Information on the Annual Meeting

Our Board of Directors is soliciting proxies for use at our Annual Meeting of Shareholders to be held at our corporate headquarters on Thursday, April 25, 2019 at 10:00 A.M. Eastern Time and at any adjournment or postponement of the meeting. This proxy statement and the enclosed proxy card are being mailed to shareholders on or about March 28, 2019. We are concurrently mailing to shareholders a copy of our 2018 Annual Report to Shareholders, which includes our Form 10-K for the year ended December 31, 2018.

Who is asking for my vote, and why am I receiving this document?

Our Board asks that you vote on the matters listed in the Notice of Annual Meeting as more fully described in this proxy statement. We are providing this proxy statement and related proxy card in connection with our Board's solicitation of proxies for the meeting. A proxy that is executed and not revoked will be voted in accordance with those specific instructions, if any.

Who is entitled to vote at the Annual Meeting?

Our Board established the close of business on March 15, 2019 as the record date to determine the shareholders entitled to receive a notice of, and to vote at, our Annual Meeting and any adjournment or postponement of the meeting. On the record date, there were 28,383,827 shares of our common stock outstanding and entitled to vote. Each share of our common stock represents one vote that may be voted on each matter that may come before the Annual Meeting.

What is a proxy?

A proxy is your legal designation of another person to vote the stock you own. If you designate someone as your proxy or proxy holder in a written document, that document is called a proxy or a proxy card. Jeff Rogers and Jude Beres have been designated as proxies or proxy holders for the Meeting. Proxies properly executed and received by prior to the Meeting, and not revoked, will be voted in accordance with the terms thereof.

What is a voting instruction?

A voting instruction is the instruction form you receive from your bank, broker or its nominee if you hold your shares of common stock in street name. The instruction form instructs you how to direct your bank, broker or its nominee, as record holder, to vote your shares of common stock.

What am I voting on?

You will be voting on each of the following items of business:

- » To elect 10 directors for the coming year
- » To ratify the selection of BDO USA, LLP as our independent auditors for 2019
- » To approve, on an advisory basis, a shareholder proposal on majority voting in uncontested director elections
- » Such other business as may properly come before the Annual Meeting

How many votes must be present to hold the Annual Meeting?

A majority of the outstanding shares of common stock as of the record date must be present in person or represented by proxy at the Annual Meeting. This is referred to as a quorum. Abstentions, withheld votes and shares of record held by a broker or its nominee that are voted on any matter are included in determining the existence of a quorum. Broker shares that are not voted on any matter will not be included in determining whether a quorum is present.

What vote is needed to elect the 10 directors?

The election of each nominee for director requires the affirmative vote of the holders of a plurality of the shares of common stock voted in the election of directors. Shareholders are not entitled to cumulative voting in the election of directors.

What vote is needed to ratify the appointment by the Audit Committee of BDO USA, LLP?

The ratification of the appointment by the Audit Committee of BDO USA, LLP requires that the votes cast in favor of the ratification exceed the number of votes cast opposing the ratification.

Continued >>

What vote is needed to adopt the shareholder proposal on majority voting in uncontested director elections?

The adoption of the shareholder proposal for an advisory vote on majority voting in uncontested director elections requires that the votes cast in favor of the proposal exceed the number of votes cast opposing the proposal.

What are the voting recommendations of the Board?

All shares of our common stock represented by properly executed and unrevoked proxies will be voted by the persons named as proxy holders in accordance with the instructions given. If no instructions are indicated on a proxy, properly executed proxies will be voted as follows:

- » FOR each Director nominee
- » FOR the selection of BDO USA, LLP as our independent auditors for 2018
- » Neither FOR nor AGAINST the shareholder proposal on majority voting in uncontested director elections

How can I submit my vote?

There are four methods you can use to vote: by internet, by telephone, by mail or in person. Submitting your proxy by internet, telephone or mail will not affect your right to attend the Meeting and change your vote. Unless you are voting in person, your vote must be received by 11:59 p.m. Eastern Time on April 24, 2019.

Method	Record Holder	Beneficial Holder
Internet	Have your proxy card available and log on to www.proxyvote.com .	If your bank or broker makes this method available, the instructions will be included with the proxy materials.
Telephone	Have your proxy card available and call (800) 690-6903 from a touchtone telephone anywhere (toll-free only in the United States).	If your bank or broker makes this method available, the instructions will be included with the proxy materials.
Mail Your Proxy Card	Mark, date, sign and promptly mail the enclosed proxy card in the postage-paid envelope provided for mailing in the United States.	Mark, date, sign and promptly mail the voting instruction form provided by your bank or broker in the postage-paid envelope provided for mailing in the United States.
In Person	You may vote by ballot in person at the Annual Meeting.	Obtain proof of stock ownership as of the record date and a valid legal proxy from the organization that holds your shares and attend the Annual Meeting.

How will my shares be voted if I sign, date and return my proxy card or voting instruction card but do not provide complete voting instructions with respect to each proposal?

Shareholders should specify their vote for each matter on the enclosed proxy. The proxies solicited by this proxy statement vest in the proxy holders' voting rights with respect to the election of directors (unless the shareholder marks the proxy to withhold that authority) and on all other matters voted upon at the Meeting.

Unless otherwise directed in the enclosed proxy card, the persons named as proxies therein will vote all properly executed, returned and not-revoked proxy cards or voting instruction cards (1) **FOR** the election of the 10 director nominees listed thereon; (2) **FOR** the proposal to ratify the appointment by the Audit Committee of BDO USA, LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2019; and (3) neither **FOR** nor **AGAINST** the shareholder proposal on majority voting in uncontested director elections.

As to any other business that may properly come before the Meeting, the persons named in the enclosed proxy card or voting instruction will vote the shares of common stock represented by the proxy in the manner as the Board may recommend, or otherwise at the proxy holders' discretion. The Board does not presently know of any other such business.

How will my shares be voted if I do not return my proxy card or my voting instruction?

It will depend on how your ownership of shares of common stock is registered. If your shares are registered in your name with our transfer agent and you do not return your proxy card, your shares will not be represented at the meeting and will not count toward the quorum requirement unless you attend the meeting to vote them in person.

If you own your shares in street name, which means that your shares are registered in the name of your bank, broker or its nominee, your shares may be voted even if you do not provide them with voting instructions. Under NASDAQ rules, your bank, broker or other nominee may vote your shares in its discretion on routine matters.

NASDAQ rules, however, do not permit them to vote your shares on proposals that are not considered routine. When a proposal is not routine and your broker has not received your voting instructions, your broker cannot vote your shares on that proposal. This is called a broker non-vote.

In the absence of your specific instructions as to how to vote, your broker may not vote your shares in the election of the 10 nominees for director or on the shareholder proposal regarding majority voting in uncontested director elections. Under NASDAQ rules, these matters are not considered routine. Based on NASDAQ rules, we believe that the ratification of the appointment by the Audit Committee of BDO USA LLP is a routine matter for which brokerage firms may vote on behalf of their clients if no voting instructions are provided. Therefore, if you are a shareholder whose shares of common stock are held in street name with a bank, broker or other nominee and you do not return your voting instruction card, your bank, broker or other nominee may vote your shares **FOR** the ratification of the appointment by the Audit Committee of BDO USA, LLP. **Please return your proxy card so your vote can be counted.**

How are abstentions and broker non-votes treated?

Only votes cast for or against are included in determining the votes cast with respect to any matter presented for consideration at the meeting. As described above, when brokers do not have discretion to vote or do not exercise it, the inability or failure to vote is a broker non-vote. Broker non-votes and withheld votes will not be included in the vote total for the proposal to elect the nominees for director and will not affect the outcome of the vote for this proposal. In addition, abstentions are not counted as votes cast on a proposal. Therefore, abstentions and broker non-votes will not count either in favor of or against the ratification of the appointment of BDO USA, LLP or the shareholder proposal regarding majority voting in uncontested director elections.

Can I revoke or change my proxy after I return my proxy card?

Yes. Any proxy may be revoked by a shareholder at any time before it is exercised at the Annual Meeting by delivering to our Secretary a written notice of revocation or a duly executed proxy bearing a later date, or by voting in person at the meeting.

Who is paying for the expenses involved in preparing and mailing this proxy statement?

We are paying the expenses involved in preparing, assembling and mailing these proxy materials and all costs of soliciting proxies. Our executive officers and other employees may solicit proxies, without additional compensation, personally and by telephone and other means of communication. In addition, we have retained Broadridge Financial Solutions, Inc., 51 Mercedes Way, Edgewood, NY 11717, to assist in the solicitation of proxies for an estimated fee of \$8,000 plus expenses. We will reimburse brokers and other persons holding our common stock in their names or in the names of their nominees for their reasonable expenses in forwarding proxy materials to beneficial owners.

What is “householding” and how does it affect me?

The proxy rules of the SEC permit companies and intermediaries, such as brokers and banks, to satisfy proxy statement delivery requirements for two or more shareholders sharing an address by delivering one proxy statement to those shareholders. This procedure, known as “householding,” reduces the amount of duplicate information that shareholders receive and lowers our printing and mailing costs.

We have been notified that certain intermediaries will use householding for our proxy materials and our 2018 Annual Report. Therefore, if multiple shareholders share your address, then only one proxy statement and 2018 Annual Report may have been delivered to that address. Shareholders who wish to opt out of this procedure and receive separate copies of the proxy statement and annual report in the future, or shareholders who are receiving multiple copies and would like to receive only one copy, should contact their bank, broker or other nominee or us at the address and telephone number below.

We will promptly send a separate copy of the proxy statement for the Annual Meeting or 2018 Annual Report if you send your request to Steven Fitzpatrick, Secretary, Universal Logistics Holdings, Inc., 12755 E. Nine Mile Road, Warren, Michigan 48089, 586-920-0100.

Our Website

We maintain a website at www.universallogistics.com. The information on our website is not a part of this proxy statement, and it is not incorporated into any other filings we make with the SEC.

Continued >>

2020 Annual Meeting of Shareholders

If you wish to submit a proposal to be considered at the 2020 Annual Meeting, you must comply with the following procedures. Any communication to be made to our Secretary as described below should be sent to Steven Fitzpatrick, Vice President—Finance and Investor Relations, Universal Logistics Holdings, Inc., 12755 E. Nine Mile Road, Warren, Michigan 48089.

PROXY STATEMENT PROPOSAL

If you intend to present proposals to be included in our proxy statement for our 2020 Annual Meeting, you must give written notice of your intent to our Secretary on or before November 29, 2019. The proposals must comply with SEC regulations under Rule 14a-8 for including shareholder proposals in a company's materials.

SHAREHOLDER RECOMMENDATIONS FOR DIRECTOR NOMINEES

It is generally the policy of the Board to consider the shareholder recommendations of proposed director nominees, if such recommendations are serious and timely received.

To be considered timely received, recommendations must be received in writing at our principal executive offices, 12755 E. Nine Mile Road, Warren, Michigan 48089, no later than November 29, 2019. In addition, any shareholder director nominee recommendation must include the following information: (a) the proposed nominee's name and qualifications and the reason for such recommendation; (b) the name and record address of the shareholder proposing such nominee; (c) a statement that the person has agreed to serve if nominated and elected; and (d) a description of any financial or other relationship between the shareholder and such nominee or between the nominee and us or our subsidiaries. In order to be considered by the Board, any candidate proposed by one or more shareholders will be required to submit appropriate biographical and other information equivalent to that required of all other director candidates.

MATTERS FOR ANNUAL MEETING AGENDA

If you intend to bring a matter before next year's meeting, other than by submitting a proposal to be included in our proxy statement, we must receive notice in accordance with our Bylaws, which state that our Secretary must receive your notice no earlier than November 29, 2019 and no later than December 29, 2019. For each matter you intend to bring before the meeting, you must include a full description of each such item; the name and address of the person proposing to bring such business before the meeting and, if different, of the shareholder on whose behalf such business is to be brought before the meeting; the number of shares held of record, held beneficially and represented by proxy by such person as of the record date for the meeting and as of the date of such notice; if any item of such business involves a nomination for director, all information regarding each such nominee that would be required to be set forth in a definitive proxy statement filed with the SEC pursuant to Section 14 of the Exchange Act, and the written consent of each such nominee to serve if elected; and if so requested by us, all other information that would be required to be filed with the SEC if, with respect to the business proposed to be brought before the meeting, the person proposing such business was a participant in a solicitation subject to Section 14 of the Exchange Act. Unless otherwise required by law, the Board will not be obligated to include information as to any nominee for director in any proxy statement or other communication sent to shareholders.

Other Matters

The Board of Directors knows of no other matters to be voted upon at the Annual Meeting. If any other matters properly come before the Annual Meeting, the proxy holders named in the enclosed proxy will have discretionary authority to vote the shares represented by the proxy in their discretion with respect to such matters.

BY ORDER OF THE BOARD OF DIRECTORS,



Steven Fitzpatrick
Vice President – Finance and Investor Relations
Secretary

Warren, Michigan
March 28, 2019

**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, 2018

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

Commission File Number: 0-51142

UNIVERSAL LOGISTICS HOLDINGS, INC.

(Exact Name of Registrant as Specified in Its Charter)

Michigan
(State or Other Jurisdiction of
Incorporation or Organization)

38-3640097
(I.R.S. Employer
Identification No.)

12755 E. Nine Mile Road
Warren, Michigan 48089
(Address, including Zip Code of Principal Executive Offices)

(586) 920-0100
(Registrant's telephone number, including area code)

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

Common Stock, no par value
(Title of class)

The NASDAQ Stock Market LLC
(Name of exchange on which registered)

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 every Interactive Data File required to be submitted 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 such files). Yes No

Indicate by check mark if disclosure of delinquent filers pursuant to item 405 of Regulation S-K 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, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large Accelerated filer	<input type="checkbox"/>	Accelerated filer	<input checked="" type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/>	Smaller reporting company	<input checked="" type="checkbox"/>
		Emerging growth company	<input type="checkbox"/>

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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

As of June 30, 2018, the last business day of the registrant's most recently completed second quarter, the aggregate market value of the registrant's common stock held by non-affiliates of the registrant, based upon the closing sale price of the common stock on June 30, 2018, as reported by The Nasdaq Stock Market, was approximately \$216.2 million (assuming, but not admitting for any purpose, that all (a) directors and executive officers of the registrant are affiliates, and (b) the number of shares held by such directors and executive officers does not include shares that such persons could have acquired within 60 days of June 30, 2018).

The number of shares of common stock, no par value, outstanding as of March 4, 2019, was 28,378,827.

DOCUMENTS INCORPORATED BY REFERENCE

Portions of the Proxy Statement for the Registrant's 2019 Annual Meeting of Shareholders are incorporated by reference in Part III of this Form 10-K.

UNIVERSAL LOGISTICS HOLDINGS, INC.
2018 ANNUAL REPORT ON FORM 10-K
TABLE OF CONTENTS

PART I

Item 1.	Business	3
Item 1A.	Risk Factors	8
Item 1B.	Unresolved Securities & Exchange Commission Staff Comments	16
Item 2.	Properties	16
Item 3.	Legal Proceedings	17
Item 4.	Mine Safety Disclosures	17

PART II

Item 5.	Market for Registrant’s Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities	18
Item 6.	Selected Financial Data	20
Item 7.	Management’s Discussion and Analysis of Financial Condition and Results of Operations	24
Item 7A.	Quantitative and Qualitative Disclosures about Market Risk	35
Item 8.	Financial Statements and Supplementary Data	37
Item 9.	Changes in and Disagreements with Accountants on Accounting and Financial Disclosure	72
Item 9A.	Controls and Procedures	72
Item 9B.	Other Information	76

PART III

Item 10.	Directors, Executive Officers and Corporate Governance	77
Item 11.	Executive Compensation	77
Item 12.	Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters	77
Item 13.	Certain Relationships and Related Transactions, and Director Independence	77
Item 14.	Principal Accounting Fees and Services	77

PART IV

Item 15.	Exhibits and Financial Statement Schedules	78
Signatures		80

EX-21.1	List of Subsidiaries	
EX-23.1	Consent of BDO	
EX-31.1	Section 302 CEO Certification	
EX-31.2	Section 302 CFO Certification	
EX-32.1	Section 906 CEO and CFO Certification	
EX-101.INS	XBRL Instance Document	
EX-101.SCH	XBRL Schema Document	
EX-101.CAL	XBRL Calculation Linkbase Document	
EX-101.DEF	XBRL Definition Linkbase Document	
EX-101.LAB	XBRL Labels Linkbase Document	
EX-101.PRE	XBRL Presentation Linkbase Document	

DISCLOSURE REGARDING FORWARD-LOOKING STATEMENTS

This Annual Report on Form 10-K (“Form 10-K”) contains forward-looking statements, within the meaning of the Private Securities Litigation Reform Act of 1995, that involve risks and uncertainties. Many of the forward-looking statements are located in Part II, Item 7 of this Form 10-K under the heading “Management’s Discussion and Analysis of Financial Condition and Results of Operations.” Forward-looking statements provide current expectations of future events based on certain assumptions and include any statement that does not directly relate to any historical or current fact. Forward-looking statements can also be identified by words such as “future,” “anticipates,” “believes,” “estimates,” “expects,” “intends,” “will,” “would,” “could,” “can,” “may,” and similar terms. Forward-looking statements are not guarantees of future performance and the Company’s actual results may differ significantly from the results discussed in the forward-looking statements. Factors that might cause such differences include, but are not limited to, those discussed in Part I, Item 1A of this Form 10-K under the heading “Risk Factors,” which are incorporated herein by reference. All information presented herein is based on the Company’s fiscal calendar. Unless otherwise stated, references to particular years, quarters, months or periods refer to the Company’s fiscal years ended December 31 and the associated quarters, months and periods of those fiscal years. Each of the terms “Universal,” the “Company,” “we,” “us” and “our” as used herein refers collectively to Universal Logistics Holdings, Inc. and its subsidiaries, unless otherwise stated. The Company assumes no obligation to revise or update any forward-looking statements for any reason, except as required by law.

PART I

ITEM 1: BUSINESS

Company Background

We are a leading asset-light provider of customized transportation and logistics solutions throughout the United States, and in Mexico, Canada and Colombia. We offer our customers a broad array of services across their entire supply chain, including truckload, brokerage, intermodal, dedicated, and value-added services.

We provide a comprehensive suite of transportation and logistics solutions that allow our customers to reduce costs and manage their global supply chains more efficiently. We market and deliver our services in several ways:

- Through a direct sales and marketing network focused on selling our portfolio of services to large customers in specific industry sectors;
- Through a network of agents who solicit freight business directly from shippers; and
- Through company-managed facilities and full service freight forwarding and customs house brokerage offices.

On February 1, 2018, we acquired Fore Transportation, Inc. and certain of its affiliates (collectively, “Fore”). Fore provides its customers with intermodal solutions, including local and regional drayage services in the Chicagoland area.

On August 10, 2018, we acquired Southern Counties Express, Inc. and certain of its affiliates (collectively, “Southern Counties”). Southern Counties provides full-service harbor drayage, transloading, warehousing, and project cargo services in southern California.

On October 12, 2018, we acquired Specialized Rail Service, Inc. (“Specialized Rail”). Specialized Rail offers local and regional intermodal drayage services from its operations in Clearfield, Utah and Las Vegas, Nevada.

On December 7, 2018, we acquired Deco Logistics, Inc., d/b/a Container Connection, and Oaktree Logistics, Inc. (collectively, “Container Connection”). Based in Riverside, California, Container Connection offers harbor drayage services to the Ports of Los Angeles and Long Beach for customers primarily located within the Inland Empire and Central Valley areas.

At December 31, 2018, we had an agent network totaling approximately 301 agents, and we operated 47 company-managed terminal locations and serviced 50 value-added programs at locations throughout the United States and in Mexico, Canada and Colombia.

We were incorporated in Michigan on December 11, 2001. We have been a publicly held company since February 11, 2005, the date of our initial public offering.

Our principal executive offices are located at 12755 E. Nine Mile Road, Warren, Michigan 48089.

Operations

We broadly group our revenues into the following service categories: truckload, brokerage, intermodal, dedicated and value-added services.

Truckload. Our truckload services include dry van, flatbed, heavy-haul and refrigerated operations. Truckload services represented approximately \$313.8 million, or 21.5%, of our operating revenues in 2018. We transport a wide variety of general commodities, including automotive parts, machinery, building materials, paper, food, consumer goods, furniture, steel and other metals on behalf of customers in various industries. Our transportation services are provided through a network of owner-operators and employee drivers.

Brokerage. We provide customers freight brokerage services by utilizing third-party transportation providers to transport goods. Brokerage services also include full service domestic and international freight forwarding, and customs brokerage. In 2018, brokerage services represented approximately \$367.6 million, or 25.1%, of our operating revenues.

Intermodal. Intermodal operations include steamship-truck, rail-truck, and support services. Intermodal support services represented \$251.1 million, or 17.2%, of our operating revenues in 2018. Our intermodal support services are primarily short-to-medium distance delivery of steamship and rail containers between the port or railhead and the customer and drayage services.

Dedicated. Our dedicated services are primarily provided in support of automotive and retail customers using van equipment. Dedicated services also include our final mile and ground expedited services. In 2018, dedicated services represented approximately \$121.0 million, or 8.3%, of our operating revenues. Our dedicated services are primarily short run or round-trip moves within a defined geographic area provided through a network of union and non-union employee drivers, owner-operators, and contract drivers.

Value-Added. Our value-added services, which are typically dedicated to individual customer requirements, include material handling, consolidation, sequencing, sub-assembly, cross-dock services, kitting, repacking, warehousing and returnable container management. Value-added services represented approximately \$408.2 million, or 27.9%, of our operating revenues in 2018. Our facilities and services are often directly integrated into the production processes of our customers and represent a critical piece of their supply chains.

Business and Growth Strategy

The key elements of our strategy are as follows:

Make strategic acquisitions. The transportation and logistics industry is highly fragmented, with hundreds of small and mid-sized competitors that are either specialized in specific vertical markets, specific service offerings, or limited to local and regional coverage. We expect to selectively evaluate and pursue acquisitions that will enhance our service capabilities, expand our geographic network and/or diversify our customer base.

Expand our network of agents and owner-operators. Increasing the number of agents and owner-operators has been a driver of our historical growth in transactional transportation services. We intend to continue to recruit qualified agents and owner-operators in order to penetrate new markets, and expand our operations in existing markets. Our agents typically focus on a small number of shippers in a particular market and are attuned to the specific transportation needs of that core group of shippers, while remaining alert to growth opportunities.

Continue to capitalize on strong industry fundamentals and outsourcing trends. We believe long-term industry growth will be supported by manufacturers seeking to outsource non-core logistics functions to cost-effective third-party providers that can efficiently manage increasingly complex global supply chains. We intend to leverage our integrated suite of transportation and logistics services, our network of facilities, our long-term customer relationships, and our reputation for operational excellence to capitalize on favorable industry fundamentals and growth expectations.

Target further penetration of key customers in the North American automotive industry. The automotive industry is one of the largest users of global outsourced logistics services, providing us growth opportunities with both existing and new customers. Of our customers generating revenues greater than \$100,000 per year, this sector comprised approximately 36% of operating revenues in 2018. We intend to capitalize on anticipated continued growth in outsourcing of higher value logistics services in the automotive sector such as sub-assembly and sequencing, which link directly into production lines and require specialized capabilities, technological expertise and strict quality controls.

Continue to expand penetration in other vertical markets. We have a history of providing highly complex value-added logistics services to automotive and other industrial customers. We have developed standardized, modular systems for material handling processes and have extensive experience in rapid implementation and workforce training. These capabilities and our broad portfolio of logistics services are transferable across vertical markets. We believe we can leverage the expertise we initially developed in the automotive sector. In addition to automotive, our targeted industries include aerospace, energy, government services, healthcare, industrial retail, consumer goods, and steel and metals.

Competition and Industry

The transportation and logistics service industry is highly competitive and extremely fragmented. We compete based on quality and reliability of service, price, breadth of logistics solutions, and IT capabilities. We compete with asset and non-asset based truckload and less-than-truckload carriers, intermodal transportation, logistics providers and, in some aspects of our business, railroads. We also compete with other motor carriers for owner-operators and agents.

Our customers may choose not to outsource their logistics operations and, rather, to retain or restore such activities as their own internal operations. In our largest vertical market, the automotive industry, we compete more frequently with a relatively small number of privately-owned firms or with subsidiaries of large public companies. These vendors have the scope and capabilities to provide the breadth of services required by the large and complex supply chains of automotive original equipment manufacturers (OEMs).

We also encounter competition from regional and local third-party logistics providers, integrated transportation companies that operate their own aircraft, cargo sales agents and brokers, surface freight forwarders and carriers, airlines, associations of shippers organized to consolidate their members' shipments to obtain lower freight rates, and internet-based freight exchanges.

Significant bid activity continued from shippers in 2018, which resulted in pricing pressure throughout the year. We believe that our industry continues to be hindered by an insufficient quantity of qualified drivers which creates significant competition for this declining pool of qualified and safe drivers.

Pricing is expected to be more favorable during periods of rapid economic expansion or insufficient industry-wide trucking capacity. In December 2017, federal regulations mandated the use of electronic logging devices (ELDs) across our industry. These devices have arguably reduced effective industry capacity to date by more strictly enforcing a driver's hours of service and, as a result, miles that can be driven each day. We are using ELDs in our entire fleet and have adapted our network and customer base to the utilization constraints. A substantial portion of industry capacity, however, has not implemented ELDs; as a result, we expect industry capacity to continue to tighten for the foreseeable future and favorably impact pricing.

Customers

Revenue is generated from customers throughout the United States, and in Mexico, Canada and Colombia. Our customers are largely concentrated in the automotive, steel, oil and gas, alternative energy and manufacturing industries.

A significant percentage of our revenues is derived from the domestic auto industry. Of our customers generating revenues greater than \$100,000 per year, aggregate sales in the automotive industry totaled 36%, 40% and 43% of revenues during the fiscal years ended December 31, 2018, 2017 and 2016, respectively. During 2018, 2017 and 2016, General Motors accounted for approximately 13%, 16% and 18% of our total operating revenues, respectively. Sales to our top 10 customers, including General Motors, totaled 39% in 2018. A significant percentage of our revenue also results from our providing capacity to other transportation companies that aggregate loads from a variety of shippers in these and other industries.

Independent Contractor Network

We utilize a network of agents and owner-operators located throughout the United States and in Ontario, Canada. These agents and owner-operators are independent contractors.

A significant percentage of the interaction with our shippers is provided by our agents. Our agents solicited and controlled approximately 38% of the freight we hauled in 2018, with the balance of the freight being generated by company-managed terminals, full service freight forwarding and customs house brokerage offices. Our top 100 agents in 2018 generated approximately 23% of our annual operating revenues. Our agents typically focus on three or four shippers within a particular market and solicit most of their freight business from this core group. By focusing on a relatively small number of shippers, each agent is acutely aware of the specific transportation needs of that core group of shippers, while remaining alert to growth opportunities.

We also contract with owner-operators to provide greater flexibility in responding to fluctuations in customer demand. Owner-operators provide their own trucks and are contractually responsible for all associated expenses, included financing costs, fuel, maintenance, insurance, and taxes, among other things. They are also responsible for maintaining compliance with Federal Motor Carrier Safety Administration regulations.

Revenue Equipment

The following table represents our equipment used to provide transportation services as of December 31, 2018:

Type of Equipment	Company- owned or Leased	Owner- Operator Provided	Total
Tractors	1,067	2,889	3,956
Yard Tractors	176	-	176
Trailers	3,925	1,409	5,334
Chassis	1,973	-	1,973
Containers	800	-	800

Employees and Contractors

As of December 31, 2018, we had 6,335 employees. During the year ended December 31, 2018, we also engaged, on average, the full-time equivalency of 1,405 individuals on a contract basis. As of December 31, 2018, approximately 26% of our employees in the United States, Canada and Colombia and 91% of our employees in Mexico were members of unions and subject to collective bargaining agreements. We believe our union and employee relationships are good.

Risk Management and Insurance

Our customers and federal regulations generally require that we provide insurance for auto liability and general liability claims up to \$1.0 million per occurrence. Accordingly, in the United States, we purchase such insurance from a licensed casualty insurance carrier, which is a related party, providing a minimum \$1.0 million of coverage for individual auto liability and general liability claims. We are self-insured for auto and general liability claims above \$1.0 million unless riders are sought to satisfy individual customer or vendor contract requirements. In Mexico, our operations and investment in equipment are insured through an internationally recognized, third-party insurance underwriter.

We typically self-insure for the risk of motor cargo liability claims and material handling claims. Accordingly, we establish financial reserves for anticipated losses and expenses related to motor cargo liability and material handling claims, and we periodically evaluate and adjust those reserves to reflect our experience. Any such adjustments could have a materially adverse effect on our operations and financial results.

To reduce our exposure to claims incurred while a vehicle is being operated without a trailer attached or is being operated with an attached trailer which does not contain or carry any cargo, we require our owner-operators to maintain non-trucking use liability coverage (which the industry refers to as deadhead bobtail coverage) of \$2.0 million per occurrence.

In brokerage arrangements, our exposure to liability associated with accidents incurred by other third-party carriers who haul freight on our behalf is reduced by various factors, including the extent to which the third party providers maintain their own insurance coverage.

Technology

We use multifaceted software tools and hardware platforms that support seamless integration with the IT networks of our customers and vendors through electronic data exchange systems. These tools enhance our relationships and ability to effectively communicate with customers and vendors. Our tools and platforms provide real-time, web-based visibility into the supply chain of our customers.

In our logistics segment, we customize our proprietary Warehouse Management System (WMS) to meet the needs of individual customers. Our WMS allows us to send our customers an advance shipping notice through a simple, web-based interface that can be used by a variety of vendors. It also enables us to clearly identify and communicate to the customer any vendor-related problems that

may cause delays in production. We also use cross-dock and container-return-management applications that automate the cycle of material receipt and empty container return.

Our proprietary and third-party transportation management system allows full operational control and visibility from dispatch to delivery, and from invoicing to receivables collections. For our employee drivers, the system provides automated dispatch to hand-held devices, satellite tracking for quality control and electronic status broadcasts to customers when requested. Our international and domestic air freight and ocean forwarding services use similar systems with added functionalities for managing air and ocean freight transportation requirements. All of these systems have customer-oriented web interfaces that allow for full shipment tracking and visibility, as well as for customer shipment input. We also provide systems that allow agents to list pending freight shipments and owner-operators with available capacity, and track particular shipments at various points in the shipping route.

We believe that these tools improve our services and quality controls, strengthen our relationships with our customers, and enhance our value proposition. Any significant disruption or failure of these systems could have a materially adverse effect on our operations and financial results.

Government Regulation

Our operations are regulated and licensed by various U.S. federal and state agencies, as well as comparable agencies in Mexico, Canada, and Colombia. Interstate motor carrier operations are subject to the broad regulatory powers, to include safety and insurance requirements, prescribed by the Federal Motor Carrier Safety Administration (FMCSA), which is an agency of the U.S. Department of Transportation (DOT). Matters such as weight and equipment dimensions also are subject to United States federal and state regulation. We operate in the United States under operating authority granted by the DOT. We are also subject to regulations relating to testing and specifications of transportation equipment and product handling requirements. In addition, our drivers and owner-operators must have a commercial driver's license and comply with safety and fitness regulations promulgated by the FMCSA, including those relating to drug and alcohol testing.

Our international operations, which include not only facilities in Mexico, Canada and Colombia but also transportation shipments managed by our specialized service operations, are impacted by a wide variety of U.S. government regulations and applicable international treaties. These include regulations of the U.S. Department of State, U.S. Department of Commerce, and the U.S. Department of Treasury. Regulations also cover specific commodities, destinations and end-users. Part of our specialized services operations is engaged in the arrangement of imported and exported freight. As such, we are subject to the regulations of the U.S. Customs and Border Protection, which include significant notice and registration requirements. In various Canadian provinces, we operate transportation services under authority granted by the Ministries of Transportation and Communications.

Transportation-related regulations are greatly affected by U.S. national security legislation and related regulations. We believe we are in compliance with applicable material regulations and that the costs of regulatory compliance are an ordinary operating cost of our business that we may not be able to recoup from rates charged to customers.

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 at our properties or in our 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 cleanup 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 fiscal year 2019. However, future changes to laws or regulations may adversely affect our operations and could result in unforeseen costs to our business.

Seasonality

Generally, demand for our value-added services delivered to existing customers increases during the second calendar quarter of each year as a result of the automotive industry's spring selling season. Conversely, such demand generally decreases during the third quarter of each year due to the impact of scheduled OEM customer plant shutdowns in July for vacations and changeovers in production lines for new model years.

Our value-added services business is also impacted in the fourth quarter by plant shutdowns during the December holiday period. Prolonged adverse weather conditions, particularly in winter months, can also adversely impact margins due to productivity declines and related challenges meeting customer service requirements.

Our transportation services business is generally impacted by decreased activity during the post-holiday winter season and, in certain states, during hurricane season. At these times, some shippers reduce their shipments, and inclement weather impedes trucking operations or underlying customer demand.

Available Information

We make available free of charge on or through our website, www.universallogistics.com, our annual reports on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K and all amendments to those reports as soon as reasonably practicable after such material is electronically filed with or furnished to the Securities and Exchange Commission (SEC). The contents of our website are not incorporated into this filing.

ITEM 1A: RISK FACTORS

Set forth below, and elsewhere in this Report and in other documents we file with the SEC, are risks and uncertainties that could cause our actual results to differ materially from the results contemplated by the forward-looking statements contained in this Report.

Risks Related to Our Business

Our business is subject to general economic and business factors that are largely beyond our control, any of which could have a material adverse effect on our operating results.

Our business is dependent upon a number of general economic and business factors that may adversely affect our results of operations. These factors include significant increases or rapid fluctuations in fuel prices, excess capacity in the transportation and logistics industry, surpluses in the market for used equipment, interest rates, fuel taxes, license and registration fees, insurance premiums, self-insurance levels, and difficulty in attracting and retaining qualified drivers and independent contractors.

We operate in a highly competitive and fragmented industry, and our business may suffer if we are unable to adequately address any downward pricing pressures or other factors that may adversely affect our ability to compete with other carriers.

Further, we are affected by recessionary economic cycles and downturns in customers' business cycles, particularly in market segments and industries, such as the automotive industry, where we have a significant concentration of customers. Economic conditions may also adversely affect our customers and their ability to pay for our services.

Deterioration in the United States and world economies could exacerbate any difficulties experienced by our customers and suppliers in obtaining financing, which, in turn, could materially and adversely impact our business, financial condition, results of operations and cash flows.

We operate in the highly competitive and fragmented transportation and logistics industry, and our business may suffer if we are unable to adequately address factors that may adversely affect our revenue and costs relative to our competitors.

Numerous competitive factors could impair our ability to maintain our current profitability. These factors include the following:

- we compete with many other truckload carriers and logistics companies of varying sizes, some of which have more equipment, a broader coverage network, a wider range of services and greater capital resources than we do;
- some of our competitors periodically reduce their rates to gain business, especially during times of reduced growth rates in the economy, which may limit our ability to maintain or increase rates, maintain our operating margins or maintain significant growth in our business;
- many customers reduce the number of carriers they use by selecting so-called "core carriers" as approved service providers, and in some instances we may not be selected;
- some companies hire lead logistics providers to manage their logistics operations, and these lead logistics providers may hire logistics providers on a non-neutral basis which may reduce the number of business opportunities available to us;

- many customers periodically accept bids from multiple carriers and providers for their shipping and logistic service needs, and this process may result in the loss of some of our business to competitors and/or price reductions;
- the trend toward consolidation in the trucking and third-party logistics industries may create other large providers with greater financial resources and other competitive advantages relating to their size and with whom we may have difficulty competing;
- advances in technology require increased investments to remain competitive, and our customers may not be willing to accept higher rates to cover the cost of these investments;
- competition from Internet-based and other brokerage companies may adversely affect our relationships with our customers and freight rates;
- economies of scale that may be passed on to smaller providers by procurement aggregation providers may improve the ability of smaller providers to compete with us;
- some areas of our service coverage requires trucks with engines no older than 2011 in order to comply with environmental rules; and
- an inability to continue to access capital markets to finance equipment acquisition could put us at a competitive disadvantage.

Our revenue is largely dependent on North American automotive industry production volume, and may be negatively affected by future downturns in North American automobile production.

A significant portion of our larger customers are concentrated in the North American automotive industry. For customers generating annual revenues over \$100,000, 36% of our revenues were derived from customers in the North American automotive industry during 2018. Our business and growth largely depend on continued demand for its services from customers in this industry. Any future downturns in North American automobile production, which also impacts our steel and metals customers, could similarly affect our revenues in future periods.

Our business derives a large portion of revenue from a few major customers, and the loss of any one or more of them as customers, or a reduction in their operations, could have a material adverse effect on our business.

A large portion of our revenue is generated from a limited number of major customers concentrated in the automotive, steel and metals, and energy industries. Our top 10 customers accounted for approximately 39% of our operating revenues during 2018. Our contracts with customers generally contain cancellation clauses, and there can be no assurance that these customers will continue to utilize our services or that they will continue at the same levels. Further, there can be no assurance that these customers will not be affected by a future downturn in demand, which would result in a reduction in their operations and corresponding need for our services. Moreover, our customers may individually lose market share, apart from general economic trends. If our major customers lose U.S. market share, they may have less need for services. A reduction in or termination of services by one or more of our major customers could have a material adverse effect on our business and results of operations.

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

Diesel fuel represents a significant operating expense for the Company, and we do not currently 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 to the extent we are unable to recoup such increases from customers in the form of increased freight rates or through fuel surcharges. Historically, we have been able to offset, to a certain extent, diesel fuel price increases through fuel surcharges to our customers, but we cannot be certain that we will be able to do so in the future. 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 pricing to help offset changes to the cost of diesel fuel through changes to base rates and/or fuel surcharges, we cannot be certain that we will be able to do so in the future.

Difficulty in attracting drivers could affect our profitability and ability to grow.

The transportation industry routinely experiences difficulty in attracting and retaining qualified drivers, including independent contractors, resulting in intense competition for drivers. We have from time to time experienced under-utilization and increased expenses due to a shortage of qualified drivers. If we are unable to attract drivers when needed or contract with independent contractors when needed, we could be required to further adjust our driver compensation packages, increase driver recruiting efforts, or let trucks sit idle, any of which could adversely affect our growth and profitability.

If we are unable to retain our key employees, our business, financial condition and results of operations could be harmed.

We are highly dependent upon the services of our key employees and executive officers. The loss of any of their services could have a material adverse effect on our operations and future profitability. We must continue to develop and retain a core group of managers if we are to realize our goal of expanding our operations and continuing our growth. We cannot assure that we will be able to do so.

A significant labor dispute involving us or one or more of our customers, or that could otherwise affect our operations, could reduce our revenues and harm our profitability.

A substantial number of our employees and of the employees of our largest customers are members of industrial trade unions and are employed under the terms of collective bargaining agreements. Each of our unionized facilities has a separate agreement with the union that represents the workers at only that facility. Labor disputes involving either us or our customers could affect our operations. If the UAW and our automotive customers and their suppliers are unable to negotiate new contracts and our customers' plants experience slowdowns or closures as a result, our revenue and profitability could be negatively impacted. A labor dispute involving another supplier to our customers that results in a slowdown or closure of our customers' plants to which we provide services could also have a material adverse effect on our business. Significant increases in labor costs as a result of the renegotiation of collective bargaining agreements could also be harmful to our business and our profitability. As of December 31, 2018, approximately 26% of our employees in the United States, Canada and Colombia, and 91% of our employees in Mexico were members of unions and subject to collective bargaining agreements.

In addition, strikes, work stoppages and slowdowns by our employees may affect our ability to meet our customers' needs, and customers may do more business with competitors if they believe that such actions may adversely affect our ability to provide service. We may face permanent loss of customers if we are unable to provide uninterrupted service. The terms of our future collective bargaining agreements also may affect our competitive position and results of operations.

Ongoing insurance and claims expenses could significantly reduce our earnings and cash flows.

Our future insurance and claims expenses might exceed historical levels, which could reduce our earnings and cash flows. The Company is self-insured for health and workers' compensation insurance coverage up to certain limits. If medical costs continue to increase, or if the severity or number of claims increase, and if we are unable to offset the resulting increases in expenses with higher freight rates, our earnings could be materially and adversely affected.

We face litigation risks that could have a material adverse effect on the operation of our business.

We face litigation risks regarding a variety of issues, including without limitation, accidents involving our trucks and employees, alleged violations of federal and state labor and employment laws, securities laws, environmental liability and other matters. These proceedings may be time-consuming, expensive and disruptive to normal business operations. The defense of such lawsuits could result in significant expense and the diversion of our management's time and attention from the operation of our business. In recent years, several insurance companies have stopped offering coverage to trucking companies as a result of increases in the severity of automobile liability claims and higher costs of settlements and verdicts. This trend could adversely affect our ability to obtain suitable insurance coverage or could significantly increase our cost for obtaining such coverage, which would adversely affect our financial condition, results of operations, liquidity and cash flows. Costs we incur to defend or to satisfy a judgment or settlement of these claims may not be covered by insurance or could exceed the amount of that coverage or increase our insurance costs and could have a material adverse effect on our financial condition, results of operations, liquidity and cash flows.

Purchase price increases for new revenue equipment and/or decreases in the value of used revenue equipment could have an adverse effect on our results of operations, cash flows and financial condition.

During the last decade, the purchase price of new revenue equipment has increased significantly as equipment manufacturers recover increased materials costs and engine design costs resulting from compliance with increasingly stringent EPA engine emission standards. Additional EPA emission mandates in the future could result in higher purchase prices of revenue equipment which could result in higher than anticipated depreciation expenses. If we were unable to offset any such increase in expenses with freight rate increases, our cash flows and results of operations could be adversely affected. If the market price for used equipment continues to decline, then we could incur substantial losses upon disposition of our revenue equipment which could adversely affect our results of operations and financial condition.

We have significant ongoing capital requirements that could affect our liquidity and profitability if we are unable to generate sufficient cash from operations or obtain sufficient financing on favorable terms.

The transportation and logistics industry is capital intensive. If we are unable to generate sufficient cash from operations in the future, we may have to limit our growth, enter into unfavorable financing arrangements, or operate our revenue equipment for longer periods, any of which could have a material adverse effect on our profitability.

We have a significant amount of debt, which could restrict our growth, place us at a competitive disadvantage or otherwise materially adversely affect our financial health.

Our significant debt levels could have important consequences such as the following:

- impair our ability to obtain additional future financing for working capital, capital expenditures, acquisitions or general corporate expenses;
- limit our ability to use operating cash flow in other areas of our business due to the necessity of dedicating a substantial portion of these funds for payments on our indebtedness;
- limit our flexibility in planning for, or reacting to, changes in our business and the industry in which we operate;
- make it more difficult for us to satisfy our obligations;
- increase our vulnerability to general adverse economic and industry conditions; and
- place us at a competitive disadvantage compared to our competitors.

Our ability to make scheduled payments on, or to refinance, our debt and other obligations will depend on our financial and operating performance, which, in turn, is subject to our ability to implement our strategic initiatives, prevailing economic conditions and certain financial, business and other factors beyond our control. If our cash flow and capital resources are insufficient to fund our debt service and other obligations, we may be forced to reduce or delay expansion plans and capital expenditures, sell material assets or operations, obtain additional capital or restructure our debt. We cannot provide any assurance that our operating performance, cash flow and capital resources will be sufficient to pay our debt obligations when they become due. We also cannot provide assurance that we would be able to dispose of material assets or operations or restructure our debt or other obligations if necessary or, even if we were able to take such actions, that we could do so on terms that are acceptable to us.

Disruptions in the credit markets may adversely affect our business, including the availability and cost of short-term funds for liquidity requirements and our ability to meet long-term commitments, which could adversely affect our results of operations, cash flows and financial condition.

If cash from operations is not sufficient, we may be required to rely on the capital and credit markets to meet our financial commitments and short-term liquidity needs. Disruptions in the capital and credit markets, as have been experienced during recent years, could adversely affect our ability to draw on our revolving credit facilities. Our access to funds under the credit facilities is dependent on the ability of banks to meet their funding commitments. A bank may not be able to meet their funding commitments if they experience shortages of capital and liquidity or if they experience excessive volumes of borrowing requests from other borrowers within a short period of time.

Longer term disruptions in the capital and credit markets as a result of uncertainty, changing or increased regulation, reduced alternatives, or failures of significant financial institutions could adversely affect our access to liquidity needed for our business. Any disruption could require us to take measures to conserve cash until the markets stabilize or until alternative credit arrangements or other funding for our business needs can be arranged, which could adversely affect our growth and profitability.

We have substantial fixed costs and, as a result, our operating income fluctuates disproportionately with changes in our net sales.

A significant portion of our expenses are fixed costs that neither increase nor decrease proportionately with sales. There can be no assurance that we would be able to reduce our fixed costs proportionately in response to a decline in our sales and therefore our competitiveness could be significantly impacted. As a result, a decline in our sales would result in a higher percentage decline in our income from operations and net income.

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.

The U.S. Federal Motor Carrier Safety Administration, or FMCSA, and various state and local agencies exercise broad powers over our business, generally governing such activities as authorization to engage in motor carrier operations, safety and insurance requirements. Our owner-operators must comply with the safety and fitness regulations promulgated by the FMCSA, including those relating to drug and alcohol testing and hours-of-service. There also are regulations specifically relating to the trucking industry, including testing and specifications of equipment and product handling requirements. These measures could disrupt or impede the timing of our deliveries and we may fail to meet the needs of our customers. The cost of complying with these regulatory measures, or any future measures, could have a materially adverse effect on our business or results of operations.

A determination by regulators that owner-operators are employees, rather than independent contractors, could expose us to various liabilities and additional costs.

Tax and other regulatory authorities often seek to assert that independent contractors in the transportation service industry, such as our owner-operators, are employees rather than independent contractors. There can be no assurance that these interpretations and tax laws that consider these persons independent contractors will not change or that these authorities will not successfully assert this position. If our owner-operators are determined to be our employees, that determination could materially increase our exposure under a variety of federal and state tax, workers' compensation, unemployment benefits, labor, employment and tort laws, as well as our potential liability for employee benefits. In addition, such changes may be applied retroactively, and if so, we may be required to pay additional amounts to compensate for prior periods. Any of the above increased costs would adversely affect our business and operating results.

Further changes in U.S. tax laws and regulations may impact our effective tax rate and may adversely affect our business, financial condition, and operating results.

The Tax Cuts and Jobs Act had a favorable impact on our effective tax rate and our net income for 2018. We also have benefited from certain other tax provisions, such as those relating to capital expenditure deductions. However, future changes in the U.S. tax laws, including any changes related to capital expenditure deductions or any significant changes to federal tax rates, interest expense deductions, or the taxation of business entities, could have a materially adverse effect on our growth opportunities, business, and results of operations.

Our results of operations may be affected by seasonal factors.

Our productivity may decrease during the winter season when severe winter weather impedes operations. Also, some shippers may reduce their shipments after the winter holiday season. At the same time, operating expenses may increase and fuel efficiency may decline due to engine idling during periods of inclement weather. Harsh weather conditions generally also result in higher accident frequency, increased freight claims, and higher equipment repair expenditures. Generally, demand for our value-added services delivered to existing customers increases during the second calendar quarter of each year as a result of the automotive industry's spring selling season and decreases during the third quarter of each year due to the impact of scheduled OEM customer plant shutdowns in July for vacations and changeovers in production lines for new model years. Our value-added services business is also impacted in the fourth quarter by plant shutdowns during the December holiday period.

Our operations are subject to various environmental laws and regulations, the violation of which could result in substantial fines or penalties.

We are subject to various environmental laws and regulations dealing with the handling of hazardous materials, underground fuel storage tanks, and discharge and retention of storm-water. We operate in industrial areas, where truck terminals and other industrial activities are located, and where groundwater or other forms of environmental contamination could occur. In prior years, we also maintained bulk fuel storage and fuel islands at two of our facilities. Our operations may involve the risks of fuel spillage or seepage, environmental damage, and hazardous waste disposal, among others. If we are involved in a spill or other accident involving hazardous substances, or if we are found to be in violation of applicable laws or regulations, it could have a materially adverse effect on our business and operating results. If we should fail to comply with applicable environmental regulations, we could be subject to substantial fines or penalties and to civil and criminal liability.

We may incur additional operating expenses or liabilities as a result of potential future requirements to address climate change issues.

Federal, state and local governments, as well as some of our customers, are beginning to respond to global warming issues. This increased focus on sustainability may result in new legislation or regulations and customer requirements that could negatively affect us as we may incur additional costs or be required to make changes to our operations in order to comply with any new regulations or customer requirements. Legislation or regulations that potentially impose restrictions, caps, taxes, or other controls on emissions of greenhouse gases such as carbon dioxide, a by-product of burning fossil fuels such as those used in the Company's trucks, could adversely affect our operations and financial results. More specifically, legislative or regulatory actions related to climate change could adversely impact the Company by increasing our fuel costs and reducing fuel efficiency and could result in the creation of substantial additional capital expenditures and operating costs in the form of taxes, emissions allowances, or required equipment upgrades. Any of these factors could impair our operating efficiency and productivity and result in higher operating costs. In addition, revenues could decrease if we are unable to meet regulatory or customer sustainability requirements. These additional costs, changes in operations, or loss of revenues could have a material adverse effect on our business, financial condition and results of operations.

Our business may be disrupted by natural disasters and severe weather conditions causing supply chain disruptions.

Natural disasters such as earthquakes, tsunamis, hurricanes, tornadoes, floods or other adverse weather and climate conditions, whether occurring in the United States or abroad, could disrupt our operations or the operations of our customers or could damage or destroy infrastructure necessary to transport products as part of the supply chain. Specifically, these events may damage or destroy or assets, disrupt fuel supplies, increase fuel costs, disrupt freight shipments or routes, and affect regional economies. As a result, these events could make it difficult or impossible for us to provide logistics and transportation services; disrupt or prevent our ability to perform functions at the corporate level; and/or otherwise impede our ability to continue business operations in a continuous manner consistent with the level and extent of business activities prior to the occurrence of the unexpected event, which could adversely affect our business and results of operations or make our results more volatile.

Our information technology systems are subject to certain cyber risks and disasters that are beyond our control.

We depend heavily on the proper functioning and availability of our information, communications, and data processing systems, including operating and financial reporting systems, in operating our business. Our systems and those of our technology and communications providers are vulnerable to interruptions caused by natural disasters, power loss, telecommunication and internet failures, cyber-attack, and other events beyond our control. Accordingly, information security and the continued development and enhancement of the controls and processes designed to protect our systems, computers, software, data and networks from attack, damage or unauthorized access remain a priority for us.

Although our information systems are protected through physical and software security as well as redundant backup systems, they remain susceptible to cyber security risks. Some of our software systems are utilized by third parties who provide outsourced processing services which may increase the risk of a cyber-security incident.

A successful cyber-attack or catastrophic natural disaster could significantly affect our operating and financial systems and could temporarily disrupt our ability to provide required services to our customers, impact our ability to manage our operations and perform vital financial processes, any of which could have a materially adverse effect on our business.

We are subject to certain risks arising from doing business in Mexico.

As we continue to grow our business in Mexico, we are subject to greater risks of doing business internationally, including fluctuations in foreign currencies, changes in the economic strength of Mexico, difficulties in enforcing contractual obligations and intellectual property rights, burdens of complying with a wide variety of international and U.S. export and import laws, and social, political, and economic instability. We also face additional risks associated with our Mexico business, including potential restrictive trade policies and imposition of any import or export tariffs, taxes, duties or fees. If we are unable to address business concerns related to our international operations in a timely and cost efficient manner, our financial position, results of operations or cash flows could be adversely affected. The agreement permitting cross border movements for both United States and Mexican based carriers in the United States and Mexico presents additional risks in the form of potential increased competition and the potential for increased congestion in our lanes that cross the border between countries.

Our business may be harmed by terrorist attacks, future war or anti-terrorism measures.

In order to prevent terrorist attacks, federal, state and municipal authorities have implemented and continue to follow various security measures, including checkpoints and travel restrictions on large trucks. Our international operations in Canada and Mexico may be affected significantly if there are any disruptions or closures of border traffic due to security measures. Such measures may have costs associated with them, which, in connection with the transportation services we provide, we or our owner-operators could be forced to bear. In addition, war or risk of war also may have an adverse effect on the economy. A decline in economic activity could adversely affect our revenue or restrict our future growth. Instability in the financial markets as a result of terrorism or war also could affect our ability to raise capital. In addition, the insurance premiums charged for some or all of the coverage currently maintained by us could increase dramatically or such coverage could be unavailable in the future.

We may be unable to successfully integrate businesses we acquire into our operations.

Integrating businesses we acquire may involve unanticipated delays, costs or other operational or financial problems. Successful integration of the businesses we acquire depends on a number of factors, including our ability to transition acquired companies to our management information systems. In integrating businesses we acquire, we may not achieve expected economies of scale or profitability or realize sufficient revenues to justify our investment. We also face the risk that an unexpected problem at one of the companies we acquire will require substantial time and attention from senior management, diverting management's attention from other aspects of our business. We cannot be certain that our management and operational controls will be able to support us as we grow.

Risks Related to Our Common Stock

Because Matthew T. Moroun and Manuel J. Moroun hold a controlling interest in us, the influence of our public shareholders over significant corporate actions is limited, and we are not subject to certain corporate governance standards that apply to other publicly traded companies.

As of December 31, 2018, Matthew T. Moroun, the Chairman of our Board of Directors, and Manuel J. Moroun, a member of our Board of Directors, together own approximately 71% of our outstanding common stock. As a result, the Moroun family has the power to:

- control all matters submitted to our shareholders;
- elect our directors;
- adopt, extend or remove any anti-takeover provisions that are available to us; and
- exercise control over our business, policies and affairs.

This concentration of ownership could limit the price that some investors might be willing to pay for shares of our common stock. Our ability to engage in significant transactions, such as a merger, acquisition or liquidation, will require the consent of the Moroun family. Conflicts of interest could arise between us and the Moroun family, and any conflict of interest may be resolved in a manner that does not favor us. Accordingly, the Moroun family could cause us to enter into transactions or agreements of which our other shareholders would not approve or make decisions with which they may disagree. Because of the level of ownership held by the Moroun family, we have elected to be treated as a controlled company in accordance with the rules of the NASDAQ Stock Market. Accordingly, we are not required to comply with NASDAQ Stock Market rules which would otherwise require a majority of our board to be comprised of independent directors and require our board to have a compensation committee and a nominating and corporate governance committee comprised of independent directors.

The Moroun family may continue to retain control of us for the foreseeable future and may decide not to enter into a transaction in which shareholders would receive consideration for our common stock that is much higher than the then-current market price of our common stock. In addition, the Moroun family could elect to sell a controlling interest in us to a third-party and our other shareholders may not be able to participate in such transaction or, if they are able to participate in such a transaction, such shareholders may receive less than the then current fair market value of their shares. Any decision regarding their ownership of us that the Moroun family may make at some future time will be in their absolute discretion, subject to applicable laws and fiduciary duties.

Our stock trading volume may not provide adequate liquidity for investors.

Although shares of our common stock are traded on the NASDAQ Global Market, the average daily trading volume in our common stock is less than that of other larger transportation and logistics companies. A public trading market having the desired characteristics of depth, liquidity and orderliness depends on the presence in the marketplace of a sufficient number of willing buyers and sellers of the common stock at any given time. This presence depends on the individual decisions of investors and general economic and market conditions over which we have no control. Given the daily average trading volume of our common stock, significant sales of the common stock in a brief period of time, or the expectation of these sales, could cause a decline in the price of our common stock. Additionally, low trading volumes may limit a shareholder's ability to sell shares of our common stock.

Our ability to pay regular dividends on our common stock is subject to the discretion of our Board of Directors and will depend on, among other things, our financial condition, results of operations, capital requirements, any covenants included in our credit facilities any legal or contractual restrictions on the payment of dividends and other factors the Board of Directors deems relevant.

We have adopted a cash dividend policy which anticipates a total annual dividend of \$0.42 per share of common stock. However, the payment of future dividends will be at the discretion of our Board of Directors and will depend, among other things, on our financial condition, results of operations, capital requirements, any covenants included in our credit facilities, any legal or contractual restrictions on the payment of dividends and other factors the Board of Directors deem relevant. As a consequence of these limitations and restrictions, we may not be able to make, or may have to reduce or eliminate, the payment of dividends on our common stock. Additionally, any change in the level of our dividends or the suspension of the payment thereof could adversely affect the market price of our common stock.

Our articles of incorporation and bylaws have, and under Michigan law are subject to, provisions that could deter or prevent a change of control.

Our articles of incorporation and bylaws contain provisions that might enable our management to resist a proposed takeover of our Company. These provisions could discourage, delay or prevent a change of control of our Company or an acquisition of our Company at a price that our shareholders may find attractive. These provisions also may discourage proxy contests and make it more difficult for our shareholders to elect directors and take other corporate actions. The existence of these provisions could limit the price that investors might be willing to pay in the future for shares of our common stock. These provisions include:

- a requirement that special meetings of our shareholders may be called only by our Board of Directors, the Chairman of our Board of Directors, our Chief Executive Officer or the holders of a majority of our outstanding common stock;
- advance notice requirements for shareholder proposals and nominations;
- the authority of our Board of Directors to issue, without shareholder approval, preferred stock with such terms as the Board of Directors may determine, including in connection with our implementation of any shareholders rights plan; and
- an exclusive forum bylaw provision requiring that any derivative action brought on behalf of the corporation, any action asserting a claim of breach of a legal or fiduciary duty and any similar claim under the Michigan Business Corporation Act or our articles of incorporation must be brought exclusively in the Circuit Court of the County of Macomb in the State of Michigan or the United States District Court for the Eastern District of Michigan, Southern Division.

In addition, certain provisions of Michigan law that apply to us could discourage or prevent a change of control or acquisition of our Company.

ITEM 1B: UNRESOLVED SECURITIES & EXCHANGE COMMISSION STAFF COMMENTS

None.

ITEM 2: PROPERTIES

We are headquartered and maintain our corporate administrative offices in Warren, Michigan. We own our corporate administrative offices, as well as 23 terminal yards and other properties in the following locations: Dearborn, Michigan; Romulus, Michigan; Jacksonville, Florida; Tampa, Florida; Garden City, Georgia; Harvey, Illinois; Gary, Indiana; Louisville, Kentucky; Albany, Missouri; Rural Hall, North Carolina; South Kearny, New Jersey; Cleveland, Ohio; Columbus, Ohio; Reading, Ohio; Latty, Ohio; York County, Pennsylvania; Wall, Pennsylvania; Memphis, Tennessee; Dallas, Texas; Houston, Texas; Millwood, West Virginia and Clearfield, Utah.

As of December 31, 2018, we also leased 78 operating, terminal and yard, and administrative facilities in various U.S. cities located in 25 states, in Milton, Ontario; London, Ontario; Windsor, Ontario; and in San Luis Potosí, Mexico. Generally, our facilities are utilized by both of our operating segments for various administrative, transportation-related or value-added services. We also deliver value-added services under our logistics segment inside or linked to 21 facilities provided by customers. Certain of our leased facilities are leased from entities controlled by our majority shareholders. These facilities are leased on either a month-to-month basis or extended terms. For more information on our lease arrangements, see Part II, Item 8: Notes 11, 13 and 16 to the Consolidated Financial Statements.

ITEM 3: LEGAL PROCEEDINGS

On October 16, 2017, a jury in state court in Cook County, Illinois rendered a verdict of \$54.2 million against Universal Am-Can, Ltd. (“UACL”) in the matter of Denton v. UACL, et al. The litigation relates to a vehicular accident that occurred on February 8, 2011 on I-65 in Rensselaer, Indiana. The accident involved a tractor-trailer being driven by an independent owner-operator of UACL. The driver was braking on the expressway in order to avoid another vehicle being driven the wrong way on the interstate. The truck attempted to avoid the oncoming vehicle and the plaintiff’s vehicle and, in so doing, struck the plaintiff’s vehicle. As a result of the accident, the plaintiff sustained non-life threatening injuries. In connection with the verdict, the jury determined that UACL was responsible for the liability associated with the accident. The verdict included \$19.2 million in compensatory damages and \$35.0 million in punitive damages against UACL. Interest on the verdict accrues at a rate of 9% per year. The insurance coverage available for reimbursement of UACL’s damages underlying the verdict is limited to \$1.0 million. We believe the facts and the law do not support the jury’s findings of liability against UACL. The Company has filed an appeal with the Appellate Court of Illinois First Judicial District to overturn the verdict and the judgment. Enforcement of the judgment has been stayed pending the outcome of the appeal. The Company currently estimates the possible range of financial exposure in the matter, net of insurance coverage and before advances made to plaintiffs, to be between \$18.2 million and \$53.2 million. Based on the Company’s best estimate of the liability at this time, the Company recorded an accrued liability for this matter of \$18.2 million, which is inclusive of any interest accruing and before consideration of advances made. In September 2018, the Company made a \$7.0 million advance, the amount of which will be used as an offset against the ultimate resolution. As such, this amount was recorded as a reduction of the Company’s accrued liability. While we cannot predict with any certainty the outcome of this litigation, its ultimate resolution could be significantly different from our estimate and materially affect our financial condition, results of operations and cash flows.

The Company was plaintiff in a lawsuit that was filed on June 11, 2015 against, among others, Dalton Logistics, Inc. (“Dalton”) in the United States District Court for the Southern District of Texas. The Company was seeking approximately \$1.9 million in damages from a debtor relating to unpaid freight charges. In response to the filing of the complaint, the shareholders of Dalton filed a counterclaim against the Company alleging that the Company, in connection with certain unrelated negotiations with the defendant, breached an alleged agreement to acquire Dalton. The respective claims proceeded to trial and, on July 21, 2017, a jury returned two separate verdicts: One in favor of Universal for \$1.9 million, and a second in favor of the defendant for approximately \$5.7 million. On October 30, 2017, the court entered a judgment against Universal for the \$5.7 million, but ignored the \$1.9 million jury award in favor of Universal. The Company believes this ruling was in error and further believes the jury erred in their findings of any damages against Universal. The Company has filed an appeal with the United States Court of Appeals for the Fifth Circuit to overturn the verdict and the judgment. Enforcement of the judgment has been stayed pending the outcome of the appeal. The Company currently estimates the possible range of financial exposure in the matter to be between \$0 and \$5.7 million. Based on the Company’s best estimate of the liability at this time, the Company has recorded an accrued liability for this matter of \$1.8 million, which is inclusive of any interest owed on the verdict. While we cannot predict with any certainty the outcome of this litigation, management does not believe the outcome will have a material adverse effect on our business, financial condition, results of operations or cash flows.

On February 21, 2018, Ford Motor Company (“Ford”) filed suit against two of the Company’s subsidiaries (collectively, the “Subsidiary Defendants”) and two related parties in state court in Oakland County, Michigan. The complaint sought a declaratory judgment that the Subsidiary Defendants and their co-defendants are required to indemnify Ford for \$76 million in damages sustained by Ford in a wrongful death lawsuit in Clay County, Missouri. On November 5, 2018, the trial court granted a Motion for Summary Disposition filed by the defendants, and the claims against the Subsidiary Defendants were dismissed with prejudice.

In the third quarter of 2018, a tractor-trailer operated by a subsidiary of the Company was involved in a multi-vehicle, multi-fatality accident. This matter was settled in the fourth quarter of 2018 for \$9.0 million.

The Company is involved in certain other claims and pending litigation arising from the ordinary conduct of business. We also provide accruals for claims within our self-insured retention amounts. Based on the knowledge of the facts, and in certain cases, opinions of outside counsel, in the Company’s opinion the resolution of these claims and pending litigation will not have a material effect on our financial position, results of operations or cash flows. However, if we experience claims that are not covered by our insurance or that exceed our estimated claim reserve, it could increase the volatility of our earnings and have a materially adverse effect on our financial condition, results of operations or cash flows.

ITEM 4: MINE SAFETY DISCLOSURES

Not applicable.

PART II

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

Market Information

Our common stock is traded on The NASDAQ Global Market under the symbol ULH.

As of March 4, 2019, there were approximately 9 record holders of our common stock, based upon data available to us from our transfer agent. We believe, however, that we have a significantly greater number of shareholders because a substantial number of our common shares are held at The Depository Trust & Clearing Corporation on behalf of our shareholders.

Dividends

On February 21, 2018, our Board of Directors approved an increase in the Company's annual cash dividend policy from \$0.28 per share to \$0.42 per share beginning in 2018. In addition, under our current dividend policy, after taking into account the regular quarterly dividends made during the year, the Board of Directors also evaluates the potential declaration of an annual special dividend payable in the first quarter of each year. After its evaluation, the Board of Directors declared an annual special dividend of an additional \$0.11 per share during the first quarter of 2019.

Currently, we anticipate continuing to pay cash dividends on a quarterly basis, but we cannot guarantee that such dividends will be paid in the future. Future dividend policy and the payment of dividends, if any, will be determined by the Board of Directors in light of circumstances then existing, including our earnings, financial condition and other factors deemed relevant by the Board of Directors.

Limitations on our ability to pay dividends are described under the section captioned "Liquidity and Capital Resources – Revolving Credit, Promissory Notes and Term Loan Agreements" in Item 7 of this Form 10-K.

Securities Authorized for Issuance under Equity Compensation Plans

See Part III, Item 12, "Security Ownership of Certain Beneficial Owners and Management and Related Shareholder Matters" of this Annual Report for a presentation of compensation plans under which equity securities of the Company are authorized for issuance.

Purchases of Equity Securities by the Issuer

The following table provides information regarding the Company's purchases of its common stock during the period from September 30, 2018 to December 31, 2018, the Company's fourth fiscal quarter:

Fiscal Period	Total Number of Shares Purchased	Average Price Paid per Share	Total Number of Shares Purchased as Part of Publicly Announced Program	Maximum Number of Shares that May Yet be Purchased Under the Plans or Program
Sept. 30, 2018 - Oct. 27, 2018	-	\$ -	-	751,153
Oct. 28, 2018 - Nov. 24, 2018.....	3,750 (1)	25.92	-	751,153
Nov. 25, 2018 - Dec. 31, 2018.....	-	-	-	751,153
Total	<u>3,750</u>	<u>\$ 25.92</u>	<u>-</u>	<u>751,153</u>

- (1) Consists of 3,750 shares of common stock acquired on November 5, 2018 by the Company from an employee for \$97,200 upon exercising its right of first refusal pursuant to a restricted stock bonus award agreement.

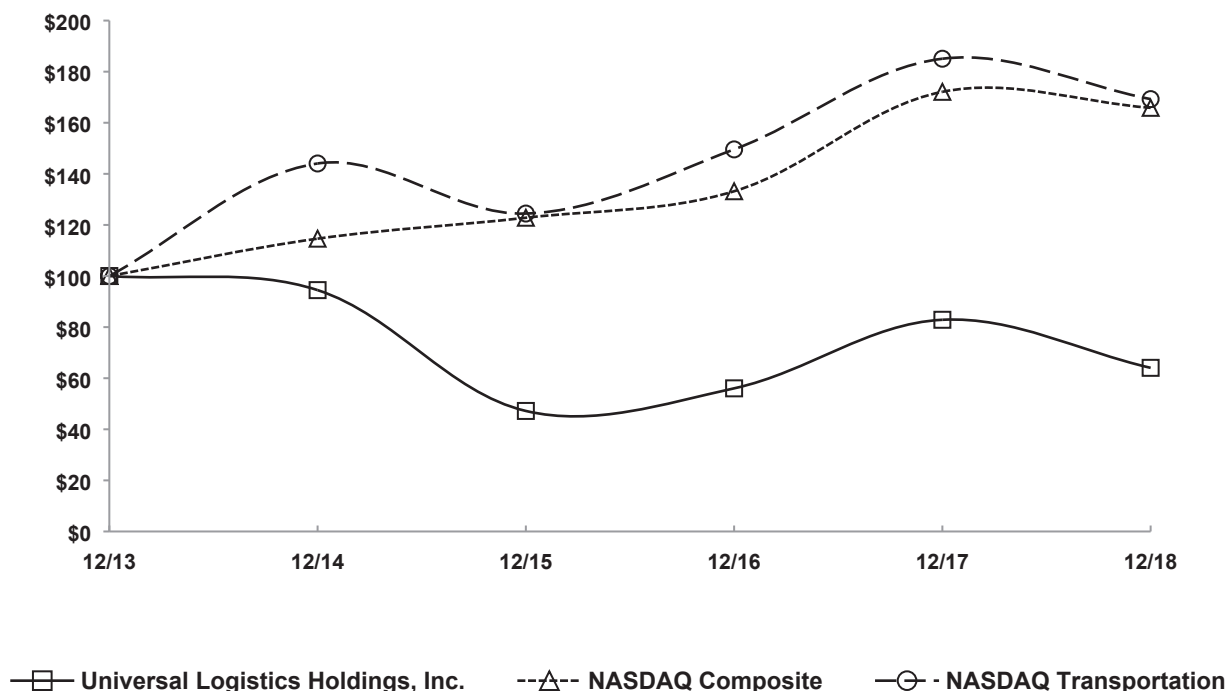
On June 30, 2014, the Company announced that it had been authorized to purchase up to 800,000 shares of its common stock from time to time in the open market. As of December 31, 2018, the Company may purchase 751,153 shares of its common stock under this authorization. No specific expiration date has been assigned to the authorization.

Performance Graph

The graph below matches Universal Logistics Holdings, Inc.'s cumulative 5-year total shareholder return on common stock with the cumulative total returns of the NASDAQ Composite index and the NASDAQ Transportation index. The graph tracks the performance of a \$100 investment in our common stock and in each index (with the reinvestment of all dividends) from December 31, 2013 to December 31, 2018.

COMPARISON OF 5 YEAR CUMULATIVE TOTAL RETURN*

Among Universal Logistics Holdings, Inc., the NASDAQ Composite Index and the NASDAQ Transportation Index



*\$100 invested on 12/31/13 in stock or index, including reinvestment of dividends.
Fiscal year ending December 31.

	<u>12/31/2013</u>	<u>12/31/2014</u>	<u>12/31/2015</u>	<u>12/31/2016</u>	<u>12/31/2017</u>	<u>12/31/2018</u>
Universal Logistics Holdings, Inc.	100.00	94.48	47.18	56.03	82.87	64.06
NASDAQ Composite.....	100.00	114.62	122.81	133.19	172.11	165.84
NASDAQ Transportation.....	100.00	144.06	124.46	149.57	185.07	169.26

The stock price performance included in this graph is not necessarily indicative of future stock price performance.

ITEM 6: SELECTED FINANCIAL DATA

The following table sets forth the selected historical financial and operating data as of and for the periods presented. The selected historical balance sheet data at December 31, 2018, 2017, 2016, 2015 and 2014 and the selected historical statement of income data for the years ended December 31, 2018, 2017, 2016, 2015 and 2014 have been derived from our audited consolidated financial statements. The selected historical financial and operating data presented below should be read in conjunction with the information included under the heading “Management’s Discussion and Analysis of Financial Condition and Results of Operations” and our consolidated financial statements and related notes included elsewhere in this Form 10-K. The following financial and operating data may not be indicative of our future performance.

	Years ended December 31,				
	2018	2017	2016	2015	2014
	(In thousands, except per share information, operating data and percentages)				
Statements of Income Data:					
Operating revenues.....	\$ 1,461,708	\$ 1,216,665	\$ 1,072,751	\$ 1,128,773	\$ 1,191,521
Operating expenses:					
Purchased transportation and equipment rent.....	716,019	577,485	509,775	567,558	615,327
Direct personnel and related benefits.....	354,654	314,364	265,316	222,454	214,640
Operating supplies and expenses.....	122,736	115,420	103,013	113,545	124,456
Commission expense.....	37,381	33,213	32,350	37,844	43,922
Occupancy expense.....	30,701	30,575	31,923	27,004	25,063
General and administrative.....	31,523	31,518	29,368	30,687	28,234
Insurance and claims (1).....	30,475	41,881	17,724	21,413	25,991
Depreciation and amortization.....	54,425	46,995	36,702	34,873	33,053
Total operating expenses.....	<u>1,377,914</u>	<u>1,191,451</u>	<u>1,026,171</u>	<u>1,055,378</u>	<u>1,110,686</u>
Income from operations.....	83,794	25,214	46,580	73,395	80,835
Interest income.....	76	92	157	55	46
Interest expense.....	(14,669)	(9,538)	(8,266)	(9,235)	(8,229)
Other non-operating income.....	188	1,373	934	790	447
Income before for income taxes.....	69,389	17,141	39,405	65,005	73,099
Income tax (benefit) expense.....	17,211	(11,012)	15,161	25,004	27,729
Net income.....	<u>\$ 52,178</u>	<u>\$ 28,153</u>	<u>\$ 24,244</u>	<u>\$ 40,001</u>	<u>\$ 45,370</u>
Earnings per common share:					
Basic.....	\$ 1.84	\$ 0.99	\$ 0.85	\$ 1.37	\$ 1.51
Diluted.....	\$ 1.84	\$ 0.99	\$ 0.85	\$ 1.37	\$ 1.51
Weighted average number of common shares outstanding:					
Basic.....	28,383	28,425	28,411	29,233	30,013
Diluted.....	28,390	28,428	28,411	29,235	30,044
Dividends declared per common share.....	<u>\$ 0.53</u>	<u>\$ 0.28</u>	<u>\$ 0.28</u>	<u>\$ 0.28</u>	<u>\$ 0.28</u>
Balance Sheet Data (at end of period):					
Cash and cash equivalents.....	\$ 5,727	\$ 1,672	\$ 1,755	\$ 12,930	\$ 8,001
Total assets.....	\$ 843,147	\$ 610,592	\$ 570,457	\$ 503,155	\$ 529,014
Total debt.....	\$ 403,155	\$ 249,239	\$ 262,850	\$ 234,913	\$ 235,298

Years ended December 31,

	2018	2017	2016	2015	2014
--	------	------	------	------	------

(In thousands, except per share information, operating data and percentages)

Other Data:

EBITDA (2)	\$ 138,407	\$ 73,582	\$ 84,216	\$ 109,058	\$ 114,335
Adjusted EBITDA (2).....	\$ 147,407	\$ 90,937	\$ 84,216	\$ 109,058	\$ 114,335
Operating margin (3).....	5.7%	2.1%	4.3%	6.5%	6.8%
Adjusted operating margin (3).....	6.3%	3.5%	4.3%	6.5%	6.8%
EBITDA margin (3).....	9.5%	6.0%	7.9%	9.7%	9.6%
Adjusted EBITDA margin (3).....	10.1%	7.5%	7.9%	9.7%	9.6%
Return on average assets (4).....	7.2%	4.8%	4.5%	7.8%	8.9%
Average number of employees	7,283	7,253	5,573	4,397	4,219
Average number of full time equivalents.....	1,405	1,731	2,172	1,606	1,528
Average number of tractors	4,057	3,996	4,335	4,142	4,180
Number of value-added programs	50	50	47	49	45
Number of agents (5)	230	232	253	264	288
Operating revenues per loaded mile (6).....	\$ 3.38	\$ 2.89	\$ 2.72	\$ 2.96	\$ 3.21
Operating revenues per load (6).....	\$ 859	\$ 822	\$ 730	\$ 809	\$ 850
Average length of haul (in miles) (6).....	254	284	269	274	265
Number of loads (6).....	1,185,863	967,378	941,170	932,165	951,884
Fuel surcharge revenues (where separately identified).....	\$ 85,061	\$ 59,511	\$ 50,869	\$ 75,743	\$ 119,749

- (1) See Item 8, Note 16 to the Consolidated Financial Statements for further information on pending matters.
- (2) Non-GAAP financial measure. See “Non-GAAP Financial Measures” below for a discussion of our non-GAAP financial measures and a reconciliation of such measures to the most comparable GAAP measure.
- (3) Operating margin, adjusted operating margin, EBITDA margin, and adjusted EBITDA margin are computed by dividing income from operations, adjusted income from operations, EBITDA, and adjusted EBITDA, respectively, by total operating revenues for each of the periods indicated.
- (4) Net income divided by total average assets during the period. Average assets are the sum of our total assets at the end of the fiscal year and our total assets at the end of the prior fiscal year divided by two.
- (5) Includes only those agents who generated at least \$100,000 in operating revenues during the period indicated.
- (6) Includes fuel surcharges, where separately identifiable, and excludes Universal Logistics Solutions International, Inc., in order to improve the relevance of the statistical data related to our brokerage services and improve the comparability to our peer companies. Also excludes final mile delivery and shuttle service loads.

Non-GAAP Financial Measures

In addition to providing consolidated financial statements based on generally accepted accounting principles in the United States of America (GAAP), we are providing additional financial measures that are not required by or prepared in accordance with GAAP (non-GAAP). We present adjusted income from operations; earnings before interest, taxes, depreciation and amortization expenses (EBITDA); adjusted EBITDA; adjusted operating margin; EBITDA margin; and adjusted EBITDA margin as supplemental measures of our performance. We define adjusted income from operations as income from operations adjusted to eliminate the impact of certain items that we do not consider indicative of our ongoing operating performance, including charges related to certain litigation taken in 2018 and 2017. We define EBITDA as net income plus (i) interest expense, net, (ii) provision for income taxes and (iii) depreciation and amortization. Adjusted EBITDA is further adjusted to eliminate the impact of certain items that we do not consider indicative of our ongoing operating performance, including charges taken related to certain litigation in 2018 and 2017. Adjusted operating margin, EBITDA margin, and adjusted EBITDA margin are computed by dividing adjusted income from operations, EBITDA, and adjusted EBITDA, respectively, by total operating revenues. The comparable GAAP measure, operating margin, is computed by dividing income from operations by total operating revenues.

The calculations of adjusted income from operations, EBITDA, and adjusted EBITDA are itemized below. You are encouraged to evaluate these adjustments and the reasons we consider them appropriate for supplemental analysis. In evaluating adjusted income from operations, EBITDA and adjusted EBITDA, you should be aware that in the future we may incur expenses that are the same as or similar to some of the adjustments in this presentation. Our presentation of adjusted income from operations, EBITDA and adjusted EBITDA should not be construed as an inference that our future results will be unaffected by unusual or non-recurring items.

In accordance with the requirements of Regulation G issued by the Securities and Exchange Commission, we are presenting the most directly comparable GAAP financial measure and reconciling the non-GAAP financial measure to the comparable GAAP measure. Set forth below is a reconciliation of income from operations, the most comparable GAAP measure, to adjusted income from operations; and of net income, the most comparable GAAP measure, to EBITDA and adjusted EBITDA for each of the periods indicated:

	Years ended December 31,				
	2018	2017	2016	2015	2014
	(In thousands, except per share information, operating data and percentages)				
Adjusted income from operations					
Income from operations	\$ 83,794	\$ 25,214	\$ 46,580	\$ 73,395	\$ 80,835
Litigation charges (1)	9,000	17,355	—	—	—
Adjusted income from operations	<u>\$ 92,794</u>	<u>\$ 42,569</u>	<u>\$ 46,580</u>	<u>\$ 73,395</u>	<u>\$ 80,835</u>
Adjusted EBITDA					
Net income	\$ 52,178	\$ 28,153	\$ 24,244	\$ 40,001	\$ 45,370
Income tax (benefit) expense	17,211	(11,012)	15,161	25,004	27,729
Interest expense, net	14,593	9,446	8,109	9,180	8,183
Depreciation and amortization	54,425	46,995	36,702	34,873	33,053
EBITDA	138,407	73,582	84,216	109,058	114,335
Litigation charges (1)	9,000	17,355	—	—	—
Adjusted EBITDA	<u>\$ 147,407</u>	<u>\$ 90,937</u>	<u>\$ 84,216</u>	<u>\$ 109,058</u>	<u>\$ 114,335</u>

(1) Represents charges recorded in 2018 and 2017 related to certain litigation.

We present adjusted income from operations, EBITDA and adjusted EBITDA, and the related metrics of adjusted operating margin, EBITDA margin and adjusted EBITDA margin, in this Form 10-K because we believe they assist investors and analysts in comparing our performance across reporting periods on a consistent basis by excluding items that we do not believe are indicative of our core operating performance.

These performance metrics have limited utility as analytical tools. Some of these limitations are:

- Adjusted income from operations and adjusted EBITDA do not reflect our cash expenditures, or future requirements, for capital expenditures or contractual commitments;
- Adjusted income from operations and adjusted EBITDA do not reflect changes in, or cash requirements for, our working capital needs;
- Adjusted income from operations and adjusted EBITDA do not reflect the significant interest expense, or the cash requirements necessary to service interest or principal payments, on our debt;
- Although depreciation and amortization are non-cash charges, the assets being depreciated and amortized will often have to be replaced in the future, and adjusted EBITDA does not reflect any cash requirements for such replacements;

- Adjusted income from operations and adjusted EBITDA do not reflect the impact of certain cash charges resulting from matters we consider not to be indicative of our ongoing operations; and
- Other companies in our industry may calculate adjusted income from operations, EBITDA and adjusted EBITDA differently than we do, limiting its usefulness as a comparative measure.

Because of these limitations, adjusted income from operations, EBITDA and adjusted EBITDA, and the related metrics of adjusted operating margin, EBITDA margin and adjusted EBITDA margin, should not be considered in isolation or as a substitute for performance measures calculated in accordance with GAAP. We compensate for these limitations by relying primarily on our GAAP results and using these non-GAAP metrics as secondary, supplemental measures.

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

Overview

We are a leading asset-light provider of customized transportation and logistics solutions throughout the United States, and in Mexico, Canada and Colombia. We provide a comprehensive suite of transportation and logistics solutions that allow our customers to reduce costs and manage their global supply chains more efficiently. We market our services through a direct sales and marketing network focused on selling our portfolio of services to large customers in specific industry sectors, through a contract network of agents who solicit freight business directly from shippers, and through company-managed facilities and full-service freight forwarding and customs house brokerage offices.

Our network of agents and owner-operators is located throughout the United States and in Ontario, Canada, and we operate, manage or provide services at 97 logistics locations in the United States, Mexico, Canada and Colombia. Twenty-one of our value-added service operations are located inside customer plants or distribution operations; the other facilities are generally located close to our customers' plants to optimize the efficiency of their component supply chains and production processes. Our facilities and services are often directly integrated into the production processes of our customers and represent a critical piece of their supply chains. To support our asset-light business model, we generally coordinate the duration of real estate leases associated with our value-added services with the end date of the related customer contract associated with such facility, or use month-to-month leases, in order to mitigate exposure to unrecovered lease costs.

We offer our customers a wide range of transportation services by utilizing a diverse fleet of tractors and trailing equipment provided by us, our owner-operators and third-party transportation companies. Our owner-operators provided us with 2,889 tractors and 1,409 trailers. We own 1,067 tractors, 3,925 trailers, 1,973 chassis and 800 containers. Our agents and owner-operators are independent contractors who earn a fixed commission calculated as a percentage of the revenue or gross profit they generate for us and who bring an entrepreneurial spirit to our business. Our transportation services are provided through a network of both union and non-union employee drivers, owner-operators, contract drivers, and third-party transportation companies.

As of December 31, 2018, we employed 6,335 people in the United States, Mexico, Canada, and Colombia, including 2,093 employees subject to collective bargaining agreements. We also engaged contract staffing vendors to supply an average of 1,405 additional personnel on a full-time-equivalent basis.

Our use of agents, owner-operators, third-party providers and contract staffing vendors allows us to maintain both a highly flexible cost structure and a scalable business operation, while reducing investment requirements. These benefits are passed on to our customers in the form of cost savings and increased operating efficiency, while enhancing our cash generation and the returns on our invested capital and assets.

We believe that our flexible business model also offers us substantial opportunities to grow through a mixture of organic growth and acquisitions. We intend to continue our organic growth by recruiting new agents and owner-operators, expanding into new industry verticals and targeting further penetration of our key customers. We believe our integrated suite of transportation and logistics services, our network of facilities in the United States, Mexico, Canada, and Colombia, our long-term customer relationships and our reputation for operational excellence will allow us to capitalize on these growth opportunities. We also expect to continue to make strategic acquisitions of companies that complement our asset light business model, as well as companies that derive a portion of their revenues from asset based operations.

Factors Affecting Our Revenues

Operating Revenues. We generate substantially all of our revenues through fees charged to customers for the transportation of freight and for the customized logistics services we provide. We also derive revenue from fuel surcharges, where separately identifiable, loading and unloading activities, equipment detention, container management and storage and other related services. Operations aggregated in our transportation segment are associated with individual freight shipments coordinated by our agents, company-managed terminals and specialized services operations. In contrast, operations aggregated in our logistics segment deliver value-added services and transportation services to specific customers on a dedicated basis, generally pursuant to contract terms of one year or longer. Our segments are distinguished by the amount of forward visibility we have in regards to pricing and volumes, and also by the extent to which we dedicate resources and company-owned equipment. Fees charged to customers by our full service international freight forwarding and customs house brokerage are based on the specific means of forwarding or delivering freight on a shipment-by-shipment basis.

Our transportation revenues are primarily influenced by fluctuations in freight volumes and shipping rates. The main factors that affect these are competition, available truck capacity, and economic market conditions. Our value-added contract business is substantially driven by the level of demand for outsourced logistics services. Major factors that affect our revenues include changes in manufacturing supply chain requirements, production levels in specific industries, pricing trends due to levels of competition and resource costs in logistics and transportation, and economic market conditions.

We recognize revenue as control of the promised goods or services is transferred to our customers, in an amount that reflects the consideration the Company expects to receive in exchange for its services. For our transportation services businesses, which include truckload, brokerage, intermodal and dedicated services, revenue is recognized over-time as the performance obligations on the in-transit services are completed. For the Company's value-added service businesses, we have elected to use the "right to invoice" practical expedient, reflecting that a customer obtains the benefit associated with value-added services as they are provided. For additional information on revenue recognition, see Item 8, Note 3 to the Consolidated Financial Statements.

Factors Affecting Our Expenses

Purchased transportation and equipment rent. Purchased transportation and equipment rent represents the amounts we pay to our owner-operators or other third party equipment providers to haul freight and, to the extent required to deliver certain logistics services, the cost of equipment leased under short-term contracts from third parties. The amount of the purchased transportation we pay to our owner-operators is primarily based on a contractually agreed-upon percentage of our revenue for each load hauled, net of any rental income we receive by leasing our trailers to owner-operators. The expense also includes the amount of fuel surcharges, where separately identifiable, that we receive from our customers and pass through to our owner-operators. Our strategy is to maintain a highly flexible business model that employs a cost structure that is mostly variable in nature. As a result, purchased transportation and equipment rent is the largest component of our costs and increases or decreases proportionately with changes in the amount of revenue generated by our owner-operators and other third party providers and with the production volumes of our customers. We recognize purchased transportation and equipment rent as the services are provided.

Direct personnel and related benefits. Direct personnel and related benefits include the salaries, wages and fringe benefits of our employees, as well as costs related to contract labor utilized in selling and operating activities. These costs are a significant component of our cost structure and increase or decrease proportionately with the expansion, addition or closing of operating facilities. As of December 31, 2018, approximately 26% of our employees in the United States, Canada and Colombia, and 91% of our employees in Mexico were subject to collective bargaining agreements. Any changes in union agreements will affect our personnel and related benefits cost. The operations in the United States, Mexico and Canada that are subject to collective bargaining agreements have separate, individualized agreements with several different unions that represent employees in these operations. While there are some facilities with multiple unions, each collective bargaining agreement with each union covers a single facility for that union. Such agreements have expiration dates that are generally independent of other collective bargaining agreements and include economics and operating terms tailored to the specific operational requirements of a customer. Our operation in Mexico provides competitive compensation within the Mexican statutory framework for managerial and supervisory personnel.

Operating supplies and expenses. These expenses include items such as fuel, tires and parts repair items primarily related to the maintenance of company owned/leased tractors, trailers and lift equipment, as well as licenses, dock supplies, communication, utilities, operating taxes and other general operating expenses. Because we maintain a flexible business model, our operating expenses generally relate to equipment utilization, fluctuations in customer demand and the related impact on our operating capacity. Our transportation services provided by company owned equipment depend on the availability and pricing of diesel fuel. Although we often include fuel surcharges in our billing to customers to offset increases in fuel costs, other operating costs have been, and may continue to be, impacted by fluctuating fuel prices. We recognize these expenses as they are incurred and the related income as it is earned.

Commission expense. Commission expense represents the amount we pay our agents for generating shipments on our behalf. The commissions we pay to our agents are generally established through informal oral agreements and are based on a percentage of revenue or gross profit generated by each load hauled. Traditionally, commission expense increases or decreases in proportion to the revenues generated through our agents. We recognize commission expense at the time we recognize the associated revenue.

Occupancy expense. Occupancy expense includes all costs related to the lease and tenancy of terminals and operating facilities, except utilities, unless such costs are otherwise covered by our customers. Although occupancy expense is generally related to fluctuations in overall customer demand, our contracting and pricing strategies help mitigate the cost impact of changing production volumes. To minimize potential exposure to inactive or underutilized facilities that are dedicated to a single customer, we strive where possible to enter into lease agreements that are coterminous with individual customer contracts, and we seek contract pricing terms that recover fixed occupancy costs, regardless of production volume. Occupancy expense may also include certain lease termination and related occupancy costs that are accelerated for accounting purposes into the fiscal year in which such a decision was implemented.

General and administrative expense. General and administrative expense includes the salaries, wages and benefits of administrative personnel, related support costs, taxes (other than income and property taxes), adjustments due to foreign currency transactions, bad debt expense, and other general expenses, including gains or losses on the sale or disposal of assets. These expenses are generally not directly related to levels of operating activity and may contain other expenses related to general business operations. We recognize general and administrative expense when it is incurred.

Insurance and claims. Insurance and claims expense represents our insurance premiums and the accruals we make for claims within our self-insured retention amounts. Our insurance premiums are generally calculated based on a mixture of a percentage of line-haul revenue and the size of our fleet. Our accruals have primarily related to cargo and property damage claims. We may also make accruals for personal injuries and property damage to third parties, physical damage to our equipment, general liability and workers' compensation claims if we experience a claim in excess of our insurance coverage. To reduce our exposure to non-trucking use liability claims (claims incurred while the vehicle is being operated without a trailer attached or is being operated with an attached trailer which does not contain or carry any cargo), we require our owner-operators to maintain non-trucking use liability coverage, which the industry refers to as deadhead bobtail coverage, of \$2.0 million per occurrence. Our exposure to liability associated with accidents incurred by other third party providers who haul freight on our behalf is reduced by various factors including the extent to which they maintain their own insurance coverage. Our insurance expense varies primarily based upon the frequency and severity of our accident experience, insurance rates, our coverage limits and our self-insured retention amounts.

Depreciation and amortization. Depreciation and amortization expense relates primarily to the depreciation of owned tractors, trailers, computer and operating equipment, and buildings as well as the amortization of the intangible assets recorded for our acquired customer contracts and customer and agent relationships. We estimate the salvage value and useful lives of depreciable assets based on current market conditions and experience with past dispositions.

Operating Revenues

We broadly group our services into the following categories: truckload services, brokerage services, intermodal services, dedicated services and value-added services. Our truckload, brokerage and intermodal services associated with individual freight shipments coordinated by our agents and company-managed terminals are generally aggregated into our reportable transportation segment, while our dedicated and value-added services to specific customers on a contractual basis make up our logistics segment. The following table sets forth operating revenues resulting from each of these service categories for the years ended December 31, 2018, 2017 and 2016, presented as a percentage of total operating revenues:

	Years ended December 31,		
	2018	2017	2016
Operating revenues:			
Truckload services	21.5%	24.9%	26.2%
Brokerage services.....	25.1%	22.9%	20.5%
Intermodal services.....	17.2%	12.6%	13.3%
Dedicated services	8.3%	7.7%	8.9%
Value-added services	27.9%	31.9%	31.1%
Total operating revenues	<u>100.0%</u>	<u>100.0%</u>	<u>100.0%</u>

Results of Operations

The following table sets forth items derived from our Consolidated Statements of Income for the years ended December 31, 2018, 2017 and 2016, presented as a percentage of operating revenues:

	Years ended December 31,		
	2018	2017	2016
Operating revenues	100.0%	100.0%	100.0%
Operating expenses:			
Purchased transportation and equipment rent.....	49.0	47.5	47.5
Direct personnel and related benefits	24.3	25.8	24.7
Operating supplies and expenses	8.4	9.5	9.6
Commission expense	2.6	2.7	3.0
Occupancy expense	2.1	2.5	3.0
General and administrative	2.2	2.6	2.7
Insurance and claims	2.1	3.4	1.7
Depreciation and amortization.....	3.7	3.9	3.4
Total operating expenses.....	94.3	97.9	95.7
Income from operations	5.7	2.1	4.3
Interest and other non-operating income (expense), net	(1.0)	(0.6)	(0.7)
Income before for income taxes	4.7	1.4	3.7
Income tax (benefit) expense	1.1	(0.9)	1.4
Net income	3.6%	2.3%	2.3%

2018 Compared to 2017

Operating revenues. Operating revenues for 2018 increased \$245.0 million, or 20.1%, to \$1,461.7 million from \$1,216.7 million during 2017. Operating revenues increased due to several factors including significant operations in support of heavy-truck programs, a strong pricing environment across our transportation services and an increase in fuel surcharges. Included in operating revenues are separately-identified fuel surcharges of \$85.1 million for 2018 compared to \$59.5 million for 2017. Also included in operating revenues are \$70.9 million of revenues attributable to the acquisitions of Fore Transportation, Southern Counties, Specialized Rail Services, and Container Connection in 2018. Operating income increased by \$58.6 million to \$83.8 million compared to \$25.2 million during 2017. Included in the 2017 results were \$17.4 million of charges associated with on-going litigation. Operating results for 2018 included \$9.0 million of pre-tax charges for the settlement of a legal matter. The increase in operating income was due to improved performance in both our transportation and logistics segments as well as \$5.1 million of operating income attributable to the acquisitions of Fore Transportation, Southern Counties, Specialized Rail Services, and Container Connection. Revenues from our transportation segment increased \$198.9 million, or 26.5%, and income from operations increased \$37.1 million. The increase in income was primarily attributable to increased revenues and improved operating margins in several of our transportation segment businesses as well as \$5.1 million of operating income attributable to our acquisitions. In our logistics segment, revenues increased \$45.8 million, or 9.9% over 2017, while income from operations increased \$20.5 million. The increase was primarily due to operations supporting heavy truck programs as well as an increase in both shuttle moves and over-the-road loads hauled in our dedicated services. Operating income in our logistics segment was negatively impacted in 2017 by certain large underperforming value-added operations, including a program we ultimately exited in Mexico.

Operating revenues from truckload services increased \$10.9 million to \$313.8 million during 2018, compared to \$302.9 million for 2017. Included in truckload revenues during 2018 were \$34.3 million in separately-identified fuel surcharges compared to \$28.4 million during 2017. During the year, Universal's average operating revenue per load, excluding fuel surcharges, increased 11.6% to \$975, primarily due to an increase in revenue per mile. These increases were partially offset by an 8.5% decrease in the number of loads hauled. During 2018, Universal hauled 287,782 loads compared to 314,530 during 2017.

Revenues during 2018 from brokerage services increased \$89.4 million, or 32.1%, to \$367.6 million compared to \$278.2 million during 2017. The growth is due to increases in the average operating revenue per load and in the number of loads hauled. Overall, Universal's average operating revenue per load from brokerage services during 2018 increased 17.3% to \$1,665, up from \$1,420 in 2017. The number of brokerage loads hauled during 2018 increased 13.4% to 210,713 compared to 185,892 during 2017.

Intermodal services revenues increased \$97.4 million to \$251.1 million during 2018, up from \$153.7 million during 2017. Intermodal revenues included \$70.9 million of revenues from Universal's acquisitions of Fore Transportation, Southern Counties, Specialized Rail Services, and Container Connection in 2018. The increase reflects a \$14.3 million increase in fuel surcharges and an increase in

the number of loads hauled. Compared to 2017, the number of intermodal loads hauled during 2018 increased by 31.3%. The growth is also due to a 21.7% increase in the average operating revenue per load, excluding fuel surcharges, to \$482 per load in 2018, compared to \$396 per load in 2017.

Operating revenues from dedicated services in 2018 increased \$27.5 million to \$121.0 million compared to \$93.5 million in the prior year. Included in dedicated revenues in 2018 were \$17.9 million in separately-identified fuel surcharges compared to \$12.9 million during 2017. The increase was primarily attributable to increases in both shuttle moves and in the number of over-the-road loads hauled.

Value-added services revenues increased \$19.9 million to \$408.2 million during 2018 compared to \$388.3 million in 2017. Operations supporting passenger vehicle programs declined during the period, while those supporting heavy-truck production continued to record strong growth. Operations supporting the heavy truck market continue to positively impact value-added services contributing \$19.9 million of incremental revenues in 2018. Overall, value-added services grew by 5.1% compared to the prior year.

Purchased transportation and equipment rent. Purchased transportation and equipment rental costs for 2018 increased by \$138.5 million, or 24.0%, to \$716.0 million from \$577.5 million during 2017. Purchased transportation and equipment rent generally increases or decreases in proportion to the revenues generated through owner-operators and other third party providers, and is generally correlated with changes in demand for transportation-related services, which includes truckload, brokerage, intermodal and dedicated services. The absolute increase in purchased transportation and equipment rental costs was primarily the result of an increase in transportation-related service revenues. Transportation-related service revenues in 2018 increased 27.2% compared to 2017. As a percentage of operating revenues, purchased transportation and equipment rent expense increased to 49.0% compared to 47.5% during the prior year. The increase as a percentage of operating revenue is due to a change in business mix, primarily the increase of brokerage services, which typically pay higher purchased transportation rates. As a percent of revenue, brokerage services increased to 25.1% in 2018 compared to 22.9% in 2017. Transportation-related revenues increased to 72.1% of operating revenue in 2018 compared to 68.1% in 2017.

Direct personnel and related benefits. Direct personnel and related benefits for 2018 increased by \$40.3 million, or 12.8%, to \$354.7 million compared to \$314.4 million during 2017. Trends in these expenses are generally correlated with changes in operating facilities and headcount requirements and, therefore, increase and decrease with the level of demand for our value-added services and staffing needs of our operations. A portion of the increase was also attributable to \$6.0 million of personnel and related benefits attributable to the acquisitions of Fore Transportation, Southern Counties, Specialized Rail Services, and Container Connection. As a percentage of operating revenues, personnel and related benefits decreased to 24.3% for 2018, compared to 25.8% for 2017. The percentage is derived on an aggregate basis from both existing and new programs, and from customer operations at various stages in their lifecycles. Individual operations may be impacted by additional production shifts or by overtime at selected operations. While generalizations about the impact of personnel and related benefits costs as a percentage of total revenue are difficult, we manage compensation and staffing levels, including the use of contract labor, to maintain target economics based on near-term projections of demand for our services.

Operating supplies and expenses. Operating supplies and expenses increased by \$7.3 million, or 6.3%, to \$122.7 million for 2018 compared to \$115.4 million for 2017. These expenses include items such as fuel, maintenance, cost of materials, communications, utilities and other operating expenses, and generally relate to fluctuations in customer demand. The main elements of the increase are increases of \$7.6 million in fuel expense on company equipment, \$2.1 million in operating supplies and material costs in operations supporting heavy-truck programs, \$1.9 million in professional fees, \$0.9 million in permits, \$0.5 million in license plate expense, and \$0.5 million in communications expense. Partially offsetting the increase in operating supplies and expenses were \$6.1 million of decreases in travel and entertainment. This was primarily due to higher meals costs in 2017 related to extended implementation and higher than anticipated customer production schedules at value-added programs in 2017.

Commission expense. Commission expense for 2018 increased by \$4.2 million, or 12.7%, to \$37.4 million from \$33.2 million for 2017. Commission expense generally increases or decreases in proportion to our transportation-related services, except in cases where we generate a higher proportion of our revenues at company-managed terminals where no commissions are paid. As a percentage of operating revenues, commission expense decreased slightly to 2.6% for 2018, compared to 2.7% one year earlier.

Occupancy expense. Occupancy expenses increased by \$0.1 million, or 0.3%, to \$30.7 million for 2018. This compares to \$30.6 million for 2017. Occupancy expense remained relatively stable, while we experienced a \$0.5 million increase in property taxes which was partially offset by a \$0.4 million decrease in building rents.

General and administrative. General and administrative expense for 2018 remained at \$31.5 million. As a percentage of operating revenues, general and administrative expense was 2.2% for 2018 compared to 2.6% for 2017, as a result of our efforts to keep overhead expenditures stable while growing the business.

Insurance and claims. Insurance and claims expense for 2018 decreased by \$11.4 million to \$30.5 million from \$41.9 million in 2017. As a percentage of operating revenues, insurance and claims decreased to 2.1% for 2018 compared to 3.4% for 2017. Included in 2018 were \$9.0 million in pre-tax charges for the settlement of a legal matter, while 2017 included a \$15.6 million charge for an on-going legal matter. Excluding these items, insurance and claims expense was \$21.5 million in 2018 compared to \$26.3 million in 2017. The decrease in insurance and claims expense, excluding the previously mentioned legal items, is primarily due to a \$2.0 million decrease in premiums and a \$3.6 million decrease in cargo claims.

Depreciation and amortization. Depreciation and amortization expense for 2018 increased by \$7.4 million, or 15.7%, to \$54.4 million from \$47.0 million for 2017. Depreciation expense increased \$7.6 million in 2018 due to elevated levels of capital expenditures in recent years. The overall increase in depreciation and amortization expense was partially offset by reductions in amortization expense as certain intangible assets became fully amortized. The reduction in amortization was partially offset by \$1.9 million of amortization of intangibles related to the Fore Transportation, Southern Counties, Specialized Rail Services, and Container Connection acquisitions in 2018.

Interest expense, net. Net interest expense was \$14.6 million for 2018 compared to \$9.4 million for 2017. The increase of net interest expense reflects an increase in outstanding borrowing and in interest rates on our variable rate debt. As of December 31, 2018, our outstanding borrowings totaled \$403.2 million compared to \$249.2 million at the same time last year.

Other non-operating income. Other non-operating income was \$0.2 million for 2018 compared to \$1.4 million for 2017. Included in other non-operating income during 2018 were \$1.3 million of losses on marketable securities and \$1.0 million of life insurance gains. This compares to \$0.9 million of gains on marketable securities in 2017 and no life insurance proceeds in 2017.

Income tax (benefit) expense. Income tax expense for 2018 was \$17.2 million, compared to a tax benefit of \$11.0 million for 2017, based on an effective tax rate of 24.8% and (64.2%), respectively. The increase in income taxes is due to an increase in operating income in 2018, in addition to a \$18.2 million income tax benefit recorded in the fourth quarter of 2017 as a result of the Tax Cuts and Jobs Act.

2017 Compared to 2016

Operating revenues. Operating revenues for 2017 increased \$143.9 million, or 13.4%, to \$1.216 billion from \$1.073 billion during 2016. Included in operating revenues are separately-identified fuel surcharges of \$59.5 million for 2017 compared to \$50.9 million for 2016. Revenues from our transportation segment increased \$93.8 million, or 14.3%, while income from operations decreased \$7.9 million. The decrease in income was primarily attributable to \$17.4 million of accruals made for on-going legal matters. In our logistics segment, revenues increased \$50.1 million, or 12.1% over the prior year, while income from operations decreased \$17.1 million. Operating income in our logistics segment was negatively impacted by certain large underperforming value-added operations, including a program we ultimately exited in Mexico. Overall, consolidated operating revenues increased due to several factors including significant operations in support of passenger vehicle and heavy-truck programs, a strong pricing environment across our transportation services and an increase in fuel surcharges. However, consolidated income from operations decreased by \$21.4 million to \$25.2 million for 2017 compared to \$46.6 million during 2016. The decrease is primarily attributable to lower operating margins, extended launch costs at key value-added operations, operating losses in our Mexican value-added operations, and \$17.4 million of charges associated with on-going litigation in our transportation business.

Operating revenues from truckload services increased \$21.7 million to \$302.9 million during 2017, compared to \$281.2 million for 2016. Included in truckload revenues during 2017 were \$28.4 million in separately-identified fuel surcharges compared to \$23.0 million during 2016. During the year, Universal's average operating revenue per load, excluding fuel surcharges, increased 9.4% to \$874, primarily due to an increase in revenue per mile. These increases were partially offset by a 1.1% decrease in the number of loads hauled. During 2017, Universal hauled 314,530 loads compared to 318,185 during the prior year.

Revenues during 2017 from brokerage services increased \$58.3 million, or 26.5%, to \$278.2 million compared to \$219.9 million during 2016. The growth is due to increases in the average operating revenue per load and in the number of loads hauled, driven in part by our support of hurricane relief efforts. During 2017, Universal brokered \$8.3 million in loads for the Federal Emergency Management Agency. Overall, Universal's average operating revenue per load from brokerage services during 2017 increased 13.8% to \$1,420, up from \$1,248 in 2016. The number of brokerage loads hauled during 2017 increased 15.2% to 185,892 compared to 161,297 during the prior year.

Intermodal services revenues increased \$10.7 million to \$153.7 million during 2017, up from \$143.0 million during 2016. The increase reflects a \$2.2 million increase in fuel surcharges and an increase in the number of loads hauled. Compared to the prior year, the number of intermodal loads hauled during 2017 increased by 3.7%.

Operating revenues from dedicated services in 2017 declined \$1.8 million to \$93.5 million compared to \$95.3 million in the prior year. The decrease is primarily due to a 7.9% decrease in the number of loads hauled and a decrease in fuel surcharges. Included in dedicated revenues in 2017 were \$12.9 million in separately-identified fuel surcharges compared to \$11.9 million during 2016. The overall decrease in dedicated services revenue was partially offset by a 2.6% increase in average operating revenue per load, excluding fuel surcharges.

Value-added services revenues increased \$55.0 million to \$388.3 million during 2017 compared to \$333.3 million in 2016. Our continued support of major customer vehicle programs, as well as improvements in our heavy-truck operations positively impacted top-line revenues in Universal's value-added service category. Overall, value-added services grew by 16.5% compared to the prior year.

Purchased transportation and equipment rent. Purchased transportation and equipment rental costs for 2017 increased by \$67.7 million, or 13.3%, to \$577.5 million from \$509.8 million during 2016. Purchased transportation and equipment rent generally increases or decreases in proportion to the revenues generated through owner-operators and other third party providers, and is generally correlated with changes in demand for transportation-related services, which includes truckload, brokerage, intermodal and dedicated services. The absolute increase in purchased transportation and equipment rental costs was primarily the result of an increase in transportation-related service revenues. As a percentage of operating revenues, purchased transportation and equipment rent expense remained consistent at 47.5% for both years.

Direct personnel and related benefits. Direct personnel and related benefits for 2017 increased by \$49.1 million, or 18.5%, to \$314.4 million compared to \$265.3 million during 2016. Trends in these expenses are generally correlated with changes in operating facilities and headcount requirements and, therefore, increase and decrease with the level of demand for our value-added services and staffing needs of our operations. As a percentage of operating revenues, personnel and related benefits increased to 25.8% for 2017, compared to 24.7% for 2016. The percentage is derived on an aggregate basis from both existing and new programs, and from customer operations at various stages in their lifecycles. Individual operations may be impacted by additional production shifts or by overtime at selected operations. While generalizations about the impact of personnel and related benefits costs as a percentage of total revenue are difficult, we manage compensation and staffing levels, including the use of contract labor, to maintain target economics based on near-term projections of demand for our services.

Operating supplies and expenses. Operating supplies and expenses increased by \$12.4 million, or 12.0%, to \$115.4 million for 2017 compared to \$103.0 million for 2016. These expenses include items such as fuel, maintenance, cost of materials, communications, utilities and other operating expenses, and generally relate to fluctuations in customer demand. The increase in operating supplies and expenses was primarily the result of increases in travel and meals cost of \$4.6 million, largely associated with our Mexican value-added operations, as well as extended launch costs. Included in the overall increase is also a \$2.9 million increase in material costs in operations supporting heavy-truck. Additional elements of the increase are increases in vehicle maintenance of \$2.2 million, fuel expense on company equipment of \$1.0 million and utilities of \$0.4 million.

Commission expense. Commission expense for 2017 increased by \$0.8 million, or 2.5%, to \$33.2 million from \$32.4 million for 2016. Commission expense generally increases or decreases in proportion to our transportation-related services, except in cases where we generate a higher proportion of our revenues at company-managed terminals where no commissions are paid. As a percentage of operating revenues, commission expense decreased to 2.7% for 2017, compared to 3.0% one year earlier. During 2017, a higher proportion of transportation revenues were generated at company-managed terminals.

Occupancy expense. Occupancy expenses decreased by \$1.3 million, or 4.1%, to \$30.6 million for 2017. This compares to \$31.9 million for 2016. Occupancy expense remained relatively stable, while we experienced a modest decrease in building rents and property taxes.

General and administrative. General and administrative expense for 2017 increased by \$2.1 million, or 7.1%, to \$31.5 million from \$29.4 million during 2016. As a percentage of operating revenues, general and administrative expense was 2.6% for 2017 compared to 2.7% for 2016. Included in the overall increase was a \$1.8 million charge for on-going legal matters.

Insurance and claims. Insurance and claims expense for 2017 increased by \$24.2 million to \$41.9 million from \$17.7 million in 2016. Included in the increase was a \$15.6 million charge for an on-going legal matter. In addition, we experienced a \$7.7 million increase in cargo, scrap and service claims expense primarily related to our value-added operations, of which \$5.0 million was in our Mexico operations. As a percentage of operating revenues, insurance and claims increased to 3.4% for 2017 compared to 1.7% for 2016.

Depreciation and amortization. Depreciation and amortization expense for 2017 increased by \$10.3 million, or 28.1%, to \$47.0 million from \$36.7 million for 2016. The increase was primarily due to elevated levels of capital expenditures in recent years. The

increase in depreciation expense was partially offset by reductions in amortization expense as certain intangible assets became fully amortized.

Interest expense, net. Net interest expense was \$9.4 million for 2017 compared to \$8.1 million for 2016. The increase of net interest expense reflects an increase in interest rates on our variable rate debt. As of December 31, 2017, our outstanding borrowings totaled \$249.2 million compared to \$262.8 million at the same time last year.

Other non-operating income. Other non-operating income was \$1.4 million for 2017 compared to \$0.9 million for 2016. Included in other non-operating income during 2017 were \$0.9 million of gains on the sale of marketable securities compared to \$0.4 million during 2016.

Income tax (benefit) expense. The provision for income taxes resulted in a \$11.0 million tax benefit in 2017, compared to income tax expense of \$15.2 million for 2016, based on an effective tax rate of (64.2%) and 38.5%, respectively. The decrease in income taxes in 2017 is the result of a \$18.2 million income tax benefit representing management's estimate of the net impact of the Tax Cuts and Jobs Act enacted during the fourth quarter of 2017.

Liquidity and Capital Resources

Our primary sources of liquidity are funds generated by operations, loans and extensions of credit under our credit facilities, on margin against our marketable securities and from installment notes, and proceeds from the sales of marketable securities. We use secured, asset lending to fund a substantial portion of purchases of tractors, trailers and material handling equipment.

We employ an asset-light operating strategy which we believe lowers our capital expenditure requirements. In general, our facilities used in our value-added services are leased on terms that are either substantially matched to our customer's contracts, are month-to-month or are provided to us by our customers. We also utilize owner-operators and third-party carriers to provide a significant portion of our transportation and specialized services. A significant portion of the tractors and trailers used in our business are provided by our owner-operators. In addition, our use of agents reduces our overall need for large terminals. As a result, our capital expenditure requirements are limited in comparison to most large transportation and logistics service providers, which maintain significant properties and sizable fleets of owned tractors and trailers.

In 2018, our capital expenditures totaled \$66.6 million. These expenditures primarily consisted of transportation equipment, property and investments in support of our value-added service operations. Our asset-light business model depends somewhat on the customized solutions we implement for specific customers. As a result, our capital expenditures will depend on specific new contracts and the overall age and condition of our owned transportation equipment. In 2019, exclusive of acquisitions of businesses, we expect our capital expenditures to be in the range of 4% to 5% of operating revenues. We expect to make these capital expenditures for the acquisition of transportation equipment, to support our new and existing value-added service operations, and for the acquisition of real property and improvements to our existing terminal yard and container facilities.

We have a cash dividend policy that anticipates a regular dividend of \$0.42 per share of common stock, payable in quarterly increments of \$0.105 per share of common stock. After taking into account the regular quarterly dividends made during the year, the Board of Directors also evaluates the potential declaration of an annual special dividend payable in the first quarter of each year. On February 21, 2019, our Board of Directors declared the regular quarterly cash dividend of \$0.105 per share of common stock and an additional special annual dividend of \$0.110 per share of common stock. Both dividends were paid on March 14, 2019 to shareholders of record at the close of business on March 4, 2019. During the year ended December 31, 2018, we paid a total of \$0.385 per common share, or \$10.9 million. Future dividend policy and the payment of dividends, if any, will be determined by the Board of Directors in light of circumstances then existing, including our earnings, financial condition and other factors deemed relevant by the Board of Directors.

We expect that our cash flows from operations, working capital and available borrowings will be sufficient to meet our capital commitments, to fund our operational needs for at least the next twelve months, and to fund mandatory debt repayments. Based on the availability of borrowings under our credit facilities, against our marketable security portfolio and other financing sources, and assuming the continuation of our current level of profitability, we do not expect that we will experience any liquidity constraints in the foreseeable future.

We continue to evaluate business development opportunities, including potential acquisitions that fit our strategic plans. There can be no assurance that we will identify any opportunities that fit our strategic plans or will be able to execute any such opportunities on terms acceptable to us. Depending on prospective consideration to be paid for an acquisition, any such opportunities would be financed first from available cash and cash equivalents and availability of borrowings under our credit facilities.

Revolving Credit, Promissory Notes and Term Loan Agreements

Our secured credit facility (the “Credit Facility”) provides for maximum borrowings of \$350 million in the form of a \$150 million term loan and a \$200 million revolver at a variable rate of interest based on LIBOR or a base rate and matures on November 26, 2023. The Credit Facility, which is secured by cash, deposits, accounts receivable, and selected other assets of the applicable borrowers, includes customary affirmative and negative covenants and events of default, as well as financial covenants requiring minimum fixed charge coverage and leverage ratios, and customary mandatory prepayments provisions. Our Credit Facility includes an accordion feature which allows us to increase availability by up to \$100 million upon our request. At December 31, 2018, we were in compliance with all covenants under the Credit Facility, and \$119.4 million was available for borrowing.

A wholly-owned subsidiary issued a series of promissory notes in order to finance transportation equipment (the “Equipment Financing”). The notes issued in connection with the Equipment Financing, which are secured by liens on selected titled vehicles, include certain affirmative and negative covenants, are generally payable in 60 monthly installments and bear interest at fixed rates ranging from 3.18% to 5.13%. At December 31, 2018, we were in compliance with all covenants.

A wholly-owned subsidiary issued a series of promissory notes in order to finance certain purchases of real property (the “Real Estate Financing”). The promissory notes, which are secured by first mortgages and assignment of leases on specific parcels of real estate and improvements, include certain affirmative and negative covenants and are generally payable in 120 monthly installments. Each of the notes bears interest at LIBOR plus 2.25%. At December 31, 2018, we were in compliance with all covenants.

We also maintain a short-term line of credit secured by our portfolio of marketable securities (the “Margin Facility”). It bears interest at LIBOR plus 1.10%. The amount available under the Margin Facility is based on a percentage of the market value of the underlying securities. At December 31, 2018, \$0.5 million was outstanding under the Margin Facility, and the maximum available for borrowing was \$5.0 million.

Discussion of Cash Flows

At December 31, 2018, we had cash and cash equivalents of \$5.7 million compared to \$1.7 million at December 31, 2017. Operating activities provided \$94.9 million in net cash and financing activities provided an additional \$138.8 million. We used \$229.2 million in investing activities.

The \$94.9 million in net cash provided by operations was primarily attributed to \$52.2 million of net income, which reflects non-cash depreciation and amortization, amortization of debt issuance costs, stock-based compensation, provisions for doubtful accounts changes in deferred income taxes and gains on marketable equity securities, equipment sales and life insurance policies totaling \$64.0 million, net. Net cash provided by operating activities also reflects an aggregate increase in net working capital totaling \$21.2 million. The increase is primarily the result of an increase in trade receivables from higher revenues, and a decrease in accrued insurance and claims. An increase in trade accounts payable and other accrued expenses at the end of the period and a decrease in prepaid income taxes partially offset this increase. Also included in the change in working capital were affiliate transactions consisting of an increase in receivables from affiliates of \$2.6 million and an increase in accounts payables to affiliates of \$5.8 million.

The \$229.2 million in net cash used in investing activities consisted primarily of \$66.6 million of capital expenditures for transportation and material handling equipment, property, and investments in support of our value-added service operations, and \$173.6 million for the acquisitions of Fore Transportation, Southern Counties Express, Specialized Rail Service and Container Connection. These expenditures were partially offset by \$4.5 million in net proceeds from purchases and sales of marketable securities, \$3.9 million in proceeds on disposals of equipment, and \$2.6 million in proceeds from life insurance policies.

We used \$138.8 million in net cash in financing activities. We had outstanding borrowings totaling \$403.2 million at December 31, 2018, compared to \$249.2 million at December 31, 2017. We made net borrowings on our revolving lines of credit and margin facility totaling \$10.9 million, drew \$180.0 million on term loans and borrowed an additional \$60.2 million for new equipment and real estate. We also made term loan payments totaling \$112.2 million during the period. Borrowings included \$172.2 million to finance the acquisitions of Fore Transportation, Southern Counties Express, Specialized Rail Service and Container Connection. We also paid cash dividends of \$10.9 million, \$3.1 million in capitalized financing costs, and made \$0.9 million of common stock repurchases.

Contractual Obligations

The following summarizes our contractual obligations at December 31, 2018, and the effect such obligations are expected to have on our liquidity and cash flow in future periods (in thousands):

	Total	Payments due by period			
		Less Than 1 Year	1 – 3 Years	3 – 5 Years	More Than 5 Years
Long-term debt	403,155	52,490	98,670	235,594	16,401
Interest on debt (1).....	68,025	16,180	26,624	19,915	5,306
Operating lease obligations (2).....	59,377	21,971	21,455	7,620	8,331
Purchase obligations.....	9,670	9,670	—	—	—
Total	<u>\$ 540,227</u>	<u>\$ 100,311</u>	<u>\$ 146,749</u>	<u>\$ 263,129</u>	<u>\$ 30,038</u>

- (1) Interest payments on debt include fixed rate interest and variable rate interest based on the debt balance and applicable rate at December 31, 2018. Total interest reported includes \$10.1 million of fixed rate interest and \$57.9 million of variable rate interest.
- (2) Certain operating lease obligations in a currency other than the U.S. dollar will be affected by the exchange rate in effect at the time each cash payment is made.

At December 31, 2018, the total amount of gross unrecognized tax benefits was \$0.3 million. This amount is not included in the above table as the Company cannot reasonably estimate the timing of cash settlements, if any, with taxing authorities. At December 31, 2018, the Company has insurance and claims liabilities of \$31.7 million, of which \$10.5 million are covered by insurance. These amounts are not included in the above table as the Company cannot reasonably estimate the timing of cash settlements on these liabilities.

Off-Balance Sheet Arrangements

None.

Legal Matters

We are subject to various legal proceedings and other contingencies, the outcomes of which are subject to significant uncertainty. We accrue for estimated losses if it is probable that an asset has been impaired or a liability has been incurred and the amount of the loss can be reasonably estimated. We use judgment and evaluate, with the assistance of legal counsel, whether a loss contingency arising from litigation should be disclosed or recorded. The outcome of legal proceedings is inherently uncertain, so typically a loss cannot be precisely estimated. Accordingly, if the outcome of legal proceedings is different than is anticipated by us, we would have to record the matter at the actual amount at which it was resolved, in the period resolved, impacting our results of operations and financial position for the period. See Item 8, Note 16 to the Consolidated Financial Statements.

Critical Accounting Policies

Our financial statements have been prepared in accordance with U.S. generally accepted accounting principles. The preparation of these financial statements requires us to make estimates and judgments that affect the reported amounts of assets, liabilities, operating revenues and operating expenses.

Critical accounting policies are those that are both (1) important to the portrayal of our financial condition and results of operations and (2) require management's most difficult, subjective or complex judgments, often as a result of the need to make estimates about the effect of matters that are inherently uncertain. As the number of variables and assumptions affecting the possible future resolution of the uncertainties increase, those judgments become even more subjective and complex. In order to provide an understanding about how our management forms its judgments about future events, including the variables and assumptions underlying the estimates, and the sensitivity of those judgments to different circumstances, we have identified our critical accounting policies below.

Revenue Recognition

We recognize revenue as control of the promised goods or services is transferred to our customers, in an amount that reflects the consideration the Company expects to receive in exchange for its services. For our transportation services businesses, which include truckload, brokerage, intermodal and dedicated services, revenue is recognized over-time as the performance obligations on the in-transit services are completed. For the Company's value-added service businesses, we have elected to use the "right to invoice"

practical expedient, reflecting that a customer obtains the benefit associated with value-added services as they are provided. For additional information on revenue recognition, see Item 8, Note 3 to the Consolidated Financial Statements.

Allowance for Uncollectible Receivables

The allowance for potentially uncollectible receivables is based on a combination of historical data, cash payment trends, specific customer issues, write-off trends, general economic conditions and other factors. Management continuously monitors these factors to arrive at the estimate of accounts receivable that may be ultimately uncollectible. The receivables analyzed include trade receivables, as well as loans and advances made to owner-operators. All other balances are reviewed on a pooled basis. This analysis requires us to make significant estimates. Changes in the facts and circumstances that these estimates are based upon and changes in the general economic environment could result in a material change to the allowance for uncollectible receivables. These changes include, but are not limited to, deterioration of customers' financial position, changes in our relationships with our customers, agents and owner-operators and unforeseen issues relating to individual receivables. Based on our 2018 allowance for uncollectible receivables, a 10% increase in the allowance would increase our bad debt expense by \$0.2 million.

Insurance and Claim Costs

We maintain auto liability, workers compensation and general liability insurance with licensed insurance carriers. We are self-insured for all cargo and equipment damage claims. Insurance and claims expense represents premiums paid by us and the accruals made for claims within our self-insured retention amounts. A liability is recognized for the estimated cost of all self-insured claims including an estimate of incurred but not reported claims based on historical experience and for claims expected to exceed our policy limits. In addition, legal expenses related to auto liability claims are covered under our policy. We are responsible for all other legal expenses related to claims.

We establish reserves for anticipated losses and expenses related to cargo and equipment damage claims and auto liability claims. The reserves consist of specific reserves for all known claims and an estimate for claims incurred but not reported, and losses arising from known claims ultimately settling in excess of insurance coverage using loss development factors based upon industry data and past experience. In determining the reserves, we specifically review all known claims and record a liability based upon our best estimate of the amount to be paid. In making our estimate, we consider the amount and validity of the claim, as well as our past experience with similar claims. In establishing the reserve for claims incurred but not reported, we consider our past claims history, including the length of time it takes for claims to be reported to us. Based on our past experience, the time between when a claim occurs and when it is reported to us is short. As a result, we believe that the number of incurred but not reported claims at any given point in time is small. These reserves are periodically reviewed and adjusted to reflect our experience and updated information relating to specific claims. As of December 31, 2018, we did not have any reserves for workers' compensation or general liability claims. If we experience claims that are not covered by our insurance or that exceed our estimated claim reserve, it could increase the volatility of our earnings and have a materially adverse effect on our financial condition, results of operations or cash flows. Based on our 2018 reserve for claims incurred but not reported, a 10% increase in claims incurred but not reported, would increase our insurance and claims expense by approximately \$0.5 million.

Valuation of Long-Lived Assets, including Goodwill and Intangible Assets

We are required to test goodwill for impairment annually or more frequently, whenever events occur or circumstances change that would more likely than not reduce the fair value of a reporting unit with goodwill below its carrying amount. We annually test goodwill impairment during the third quarter. Goodwill represents the excess purchase price over the fair value of assets acquired in connection with our acquisitions. We continually assess whether any indicators of impairment exist, which requires a significant amount of judgment. Such indicators may include a sustained significant decline in our share price and market capitalization; a decline in our expected future cash flows; a significant adverse change in legal factors or in the business climate; unanticipated competition; overall weaknesses in our industry; and slower growth rates. Adverse changes in these factors could have a significant impact on the recoverability of goodwill and could have a material impact on our consolidated financial statements. The Company has the option to first assess qualitative factors such as current performance and overall economic conditions to determine whether or not it is necessary to perform a quantitative goodwill impairment test. If we choose that option, then we would not be required to perform a quantitative goodwill impairment test unless we determine that, based on a qualitative assessment, it is more likely than not that the fair value of a reporting unit is less than its carrying value. If we determine that it is more likely than not, or if we choose not to perform a qualitative assessment, we then proceed with the quantitative assessment. Under the quantitative test, if the fair value of a reporting unit exceeds its carrying amount, then goodwill of the reporting unit is considered to not be impaired. If the carrying amount of the reporting unit exceeds its fair value, then an impairment loss is recognized in an amount equal to the excess, up to the value of the goodwill. During the third quarter of 2018, we completed our goodwill impairment testing by performing a quantitative assessment. Based on the results of this test, no impairment loss was recognized. We estimate that a 10% decrease in the fair value of our reporting units would not have caused an impairment loss to be recognized.

We evaluate the carrying value of long-lived assets, other than goodwill, for impairment by analyzing the operating performance and anticipated future cash flows for those assets, whenever events or changes in circumstances indicate that the carrying amounts of such assets may not be recoverable. We evaluate the need to adjust the carrying value of the underlying assets if the sum of the expected cash flows is less than the carrying value. Our projection of future cash flows, the level of actual cash flows, the methods of estimation used for determining fair values and salvage values can impact impairment. Any changes in management's judgments could result in greater or lesser annual depreciation and amortization expense or impairment charges in the future. Depreciation and amortization of long-lived assets is calculated using the straight-line method over the estimated useful lives of the assets.

Recently Issued Accounting Pronouncements Not Currently Effective

See Item 8: Note 2 to the Consolidated Financial Statements for discussion of new accounting pronouncements.

ITEM 7A: QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Interest Rate Risk

Our principal exposure to interest rate risk relates to outstanding borrowing under our Credit Facility, Real Estate Financing and Margin Facility, all of which charge interest at floating rates. Borrowings under the credit agreements with each of the banks bear interest at LIBOR or a base rate, plus an applicable margin. Our Margin Facility bears interest at a floating rate equal to LIBOR plus 1.10%. As of December 31, 2018, we had total variable interest rate borrowings of \$277.0 million. Assuming variable rate debt levels remain at \$277.0 million for a full year, a 100 basis point increase in interest rates on our variable rate debt would increase interest expense approximately \$2.3 million annually.

In connection with the Real Estate Financing, we entered into interest rate swap agreements to fix a portion of the interest rates on our variable rate debt that has a combined notional amount of \$15.7 million at December 31, 2018. Under the swap agreements, the Company receives interest at the one-month LIBOR rate plus 2.25%, and pays a fixed rate. The March 2016 swap (swap A) became effective October 2016, has a rate of 4.16% (amortizing notional amount of \$10.0 million) and expires July 2026, and an additional March 2016 swap (swap B) became effective October 2016, has a rate of 3.83% (amortizing notional amount of \$5.7 million) and expires May 2022. At December 31, 2018, the fair value of the two swap agreements was an asset of \$0.4 million. Since these swap agreements qualify for hedge accounting, the changes in fair value are recorded in other comprehensive income (loss), net of tax.

Although we had no balance at December 31, 2018, we periodically hold cash and cash equivalents in short-term investment grade instruments. The interest rates on these instruments are adjusted to market rates at least monthly. In addition, we have the ability to put these instruments back to the issuer at any time. Accordingly, any future interest rate risk on these short-term investments would not be material.

Commodity Price Risk

Fluctuations in fuel prices can affect our profitability by affecting our ability to retain or recruit owner-operators. Our owner-operators bear the costs of operating their tractors, including the cost of fuel. The tractors operated by our owner-operators consume large amounts of diesel fuel. Diesel fuel prices fluctuate greatly due to economic, political and other factors beyond our control. To address fluctuations in fuel prices, we seek to impose fuel surcharges on our customers and pass these surcharges on to our owner-operators. Historically, these arrangements have not fully protected our owner-operators from fuel price increases. If costs for fuel escalate significantly it could make it more difficult to attract additional qualified owner-operators and retain our current owner-operators. If we lose the services of a significant number of owner-operators or are unable to attract additional owner-operators, it could have a materially adverse effect on our financial condition, results of operations and cash flows.

Exposure to market risk for fluctuations in fuel prices also relates to a small portion of our transportation service contracts for which the cost of fuel is integral to service delivery and the service contract does not have a mechanism to adjust for increases in fuel prices. Increases and decreases in the price of fuel are generally passed on to our customers for which we realize minimal changes in profitability during periods of steady market fuel prices. However, profitability may be positively or negatively impacted by sudden increases or decreases in market fuel prices during a short period of time as customer pricing for fuel services is established based on market fuel costs. We believe the exposure to fuel price fluctuations would not materially impact our results of operations, cash flows or financial position. Based upon our 2018 fuel consumption, a 10% increase in the average annual price per gallon of diesel fuel would increase our annual fuel expense on company owned tractors by approximately \$2.2 million.

Equity Securities Risk

We hold certain actively traded marketable equity securities, which subjects the Company to fluctuations in the fair market value of its investment portfolio based on current market price. The recorded value of marketable equity securities decreased to \$9.3 million at

December 31, 2018 from \$15.1 million at December 31, 2017. The decrease resulted from sales of marketable equity securities of approximately \$5.7 million, with realized gains on sales of \$0.5 million, and a decrease in market value of the portfolio of approximately \$1.8 million. The decreases were partially offset by purchases of marketable equity securities of approximately \$1.2 million. A 10% decrease in the market price of our marketable equity securities would cause a corresponding 10% decrease in the carrying amounts of these securities, or approximately \$0.9 million. For additional information with respect to the marketable equity securities, see Item 8, Note 5 to the Consolidated Financial Statements.

Foreign Exchange Risk

In the years ended December 31, 2018 and 2017, 2.4% and 3.1%, respectively, of our revenues were derived from services provided outside the United States, principally in Mexico, Canada and Colombia. Exposure to market risk for changes in foreign currency exchange rates relates primarily to selling services and incurring costs in currencies other than the local currency and to the carrying value of net investments in foreign subsidiaries. As a result, we are exposed to foreign currency exchange rate risk due primarily due to translation of the accounts of our Mexican, Canadian and Colombian operations from their local currencies into U.S. dollars and also to the extent we engage in cross-border transactions. The majority of our exposure to fluctuations in the Mexican peso, Canadian dollar, and Colombian peso is naturally hedged, since a substantial portion of our revenues and operating costs are denominated in each country's local currency. Based on 2018 expenditures denominated in foreign currencies, a 10% decrease in the exchange rates would increase our annual operating expenses by approximately \$2.0 million. Historically, we have not entered into financial instruments for trading or speculative purposes. Short-term exposures to fluctuating foreign currency exchange rates are related primarily to intercompany transactions. The duration of these exposures is minimized by ongoing settlement of intercompany trading obligations.

The net investments in our Mexican, Canadian and Colombian operations are exposed to foreign currency translation gains and losses, which are included as a component of accumulated other comprehensive income in our statement of shareholders' equity. Adjustments from the translation of the net investment in these operations decreased equity by approximately \$0.5 million for the year ended December 31, 2018.

ITEM 8: FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA

Report of Independent Registered Public Accounting Firm

Shareholders and Board of Directors
Universal Logistics Holdings, Inc.
Warren, Michigan

Opinion on the Consolidated Financial Statements

We have audited the accompanying consolidated balance sheets of Universal Logistics Holdings, Inc. (the “Company”) as of December 31, 2018 and 2017, the related consolidated statements of income, comprehensive income, cash flows and shareholders’ equity for each of the three years in the period ended December 31, 2018 and the related notes (collectively referred to as the “consolidated financial statements”). In our opinion, the consolidated financial statements present fairly, in all material respects, the financial position of the Company at December 31, 2018 and 2017, and the results of their operations and their cash flows for each of the three years in the period ended December 31, 2018, in conformity with accounting principles generally accepted in the United States of America.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (“PCAOB”), the Company’s internal control over financial reporting as of December 31, 2018, based on criteria established in *Internal Control – Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission (“COSO”) and our report dated March 18, 2019 expressed an unqualified opinion thereon.

Change in Accounting Principles

As discussed in Note 2, the Company has changed its method of accounting for revenue from contracts with customers and its method of accounting for investments in equity securities.

Basis for Opinion

These consolidated financial statements are the responsibility of the Company’s management. Our responsibility is to express an opinion on the Company’s consolidated financial statements based on our audits. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatement, whether due to error or fraud. Our audits included performing procedures to assess the risks of material misstatement of the consolidated financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the consolidated financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements. We believe that our audits provide a reasonable basis for our opinion.

/s/ BDO USA, LLP

We have served as the Company's auditor since 2013.

Troy, Michigan
March 18, 2019

UNIVERSAL LOGISTICS HOLDINGS, INC.

Consolidated Balance Sheets
December 31, 2018 and 2017
(In thousands, except share data)

Assets	2018	2017
Current assets:		
Cash and cash equivalents.....	\$ 5,727	\$ 1,672
Marketable securities.....	9,333	15,144
Accounts receivable – net of allowance for doubtful accounts of \$1,772 and \$1,330, respectively	215,991	171,036
Other receivables.....	19,130	17,511
Prepaid expenses and other	19,830	16,103
Due from affiliates	5,247	2,685
Prepaid income taxes.....	—	4,515
Total current assets.....	275,258	228,666
Property and equipment, net.....	303,234	267,195
Goodwill	145,152	74,484
Intangible assets – net of accumulated amortization of \$62,624 and \$56,901, respectively	113,775	31,259
Deferred income taxes	2,549	4,154
Other assets	3,179	4,834
Total assets	\$ 843,147	\$ 610,592
Liabilities and Shareholders' Equity		
Current liabilities:		
Accounts payable	\$ 92,019	\$ 84,380
Due to affiliates	17,764	11,964
Accrued expenses and other current liabilities.....	25,126	24,129
Insurance and claims	31,679	37,727
Income taxes payable	2,678	—
Current portion of long-term debt	51,903	40,870
Total current liabilities	221,169	199,070
Long-term liabilities:		
Long-term debt, net of current portion.....	348,549	207,108
Deferred income taxes.....	59,228	32,361
Other long-term liabilities	4,902	3,288
Total long-term liabilities.....	412,679	242,757
Shareholders' equity:		
Common stock, no par value. Authorized 100,000,000 shares; 30,965,452 and 30,941,702 shares issued; 28,378,827 and 28,382,392 shares outstanding, respectively	30,967	30,943
Paid-in capital.....	4,230	3,841
Treasury stock, at cost; 2,586,625 and 2,559,310 shares, respectively.....	(52,462)	(51,532)
Retained earnings	231,525	186,226
Accumulated other comprehensive income (loss):		
Unrealized holding gain on available-for-sale securities, net of income taxes of \$0 and \$1,090, respectively	—	3,823
Interest rate swaps, net of income taxes of \$94 and \$63, respectively	298	197
Foreign currency translation adjustments.....	(5,259)	(4,733)
Total shareholders' equity.....	209,299	168,765
Total liabilities and shareholders' equity	\$ 843,147	\$ 610,592

See accompanying notes to consolidated financial statements.

UNIVERSAL LOGISTICS HOLDINGS, INC.

Consolidated Statements of Income

Years ended December 31, 2018, 2017 and 2016

(In thousands, except per share data)

	2018	2017	2016
Operating revenues:			
Truckload services, including related party amounts of \$900, \$1,100 and \$1,090, respectively	\$ 313,811	\$ 302,914	\$ 281,213
Brokerage services	367,579	278,187	219,898
Intermodal services	251,074	153,726	143,004
Dedicated services	121,023	93,505	95,332
Value-added services	408,221	388,333	333,304
Total operating revenues	1,461,708	1,216,665	1,072,751
Operating expenses:			
Purchased transportation and equipment rent, including related party amounts of \$1,240, \$35 and \$233, respectively	716,019	577,485	509,775
Direct personnel and related benefits, including related party amounts of \$38,811, \$35,743 and \$26,267, respectively	354,654	314,364	265,316
Operating supplies and expenses, including related party amounts of \$2,428, \$2,652 and \$2,656, respectively	122,736	115,420	103,013
Commission expense	37,381	33,213	32,350
Occupancy expense, including related party amounts of \$14,295, \$17,046 and \$17,174, respectively	30,701	30,575	31,923
General and administrative, including related party amounts of \$7,407, \$6,742 and \$5,557, respectively	31,523	31,518	29,368
Insurance and claims, including related party amounts of \$14,246, \$16,281 and \$15,362, respectively	30,475	41,881	17,724
Depreciation and amortization	54,425	46,995	36,702
Total operating expenses	1,377,914	1,191,451	1,026,171
Income from operations	83,794	25,214	46,580
Interest income	76	92	157
Interest expense	(14,669)	(9,538)	(8,266)
Other non-operating income	188	1,373	934
Income before income taxes	69,389	17,141	39,405
Income tax expense (benefit)	17,211	(11,012)	15,161
Net income	\$ 52,178	\$ 28,153	\$ 24,244
Earnings per common share:			
Basic	\$ 1.84	\$ 0.99	\$ 0.85
Diluted	\$ 1.84	\$ 0.99	\$ 0.85
Weighted average number of common shares outstanding:			
Basic	28,383	28,425	28,411
Diluted	28,390	28,428	28,411
Dividends declared per common share	\$ 0.53	\$ 0.28	\$ 0.28

See accompanying notes to consolidated financial statements.

UNIVERSAL LOGISTICS HOLDINGS, INC.
Consolidated Statements of Comprehensive Income
Years ended December 31, 2018, 2017 and 2016
(In thousands, except per share data)

	2018	2017	2016
Net Income	\$ 52,178	\$ 28,153	\$ 24,244
Other comprehensive (loss) income:			
Unrealized changes in fair value of interest rate swaps, net of income taxes of \$31, \$1 and \$62, respectively	101	98	99
Foreign currency translation adjustments	(526)	672	(1,161)
Unrealized holding gains on available-for-sale securities arising during the period, net of income taxes of \$0, \$(38) and \$645, respectively (1)	—	1,683	1,142
Realized gains on available-for-sale securities reclassified into income, net of income taxes of \$0, \$384 and \$148, respectively (1)	—	(539)	(264)
Total other comprehensive (loss) income	(425)	1,914	(184)
Total comprehensive income	\$ 51,753	\$ 30,067	\$ 24,060

(1) In accordance with the adoption of ASU 2016-01 on January 1, 2018 (see Note 2), unrealized holding gains and losses on equity securities have been reclassified to income for the current period and to retained earnings for historical amounts recorded in Accumulated Other Comprehensive Income at December 31, 2017.

See accompanying notes to consolidated financial statements.

UNIVERSAL LOGISTICS HOLDINGS, INC.
Consolidated Statements of Cash Flows
Years ended December 31, 2018, 2017 and 2016
(In thousands)

	<u>2018</u>	<u>2017</u>	<u>2016</u>
Cash flows from operating activities:			
Net income	\$ 52,178	\$ 28,153	\$ 24,244
Adjustments to reconcile net income to net cash provided by operating activities:			
Depreciation and amortization	54,425	46,995	36,702
Amortization of debt issuance costs	1,329	321	312
Loss (gain) on marketable equity securities	1,306	(923)	(412)
(Gain) loss on disposal of property and equipment	(354)	(10)	161
Gain on life insurance policies	(1,025)	—	—
Write-off of debt issuance costs	366	—	—
Stock-based compensation	413	414	571
Provision for doubtful accounts	924	1,533	3,099
Deferred income taxes	6,583	(19,014)	6,610
Change in assets and liabilities:			
Trade and other accounts receivable	(26,466)	(29,398)	(7,510)
Prepaid income taxes, prepaid expenses and other assets	2,509	8,051	(12,748)
Accounts payable, accrued expenses, accrued income taxes, insurance and claims and other current liabilities	(2,139)	40,633	18,003
Due to/from affiliates, net	3,238	7,192	595
Other long-term liabilities	1,614	(98)	(998)
Net cash provided by operating activities	<u>94,901</u>	<u>83,849</u>	<u>68,629</u>
Cash flows from investing activities:			
Capital expenditures	(66,585)	(63,360)	(97,351)
Proceeds from the sale of property and equipment	3,897	1,211	2,426
Purchases of marketable securities	(1,228)	(401)	(17)
Proceeds from sale of marketable securities	5,733	1,261	866
Proceeds from life insurance policies	2,583	—	—
Acquisitions of businesses	(173,599)	—	—
Net cash used in investing activities	<u>(229,199)</u>	<u>(61,289)</u>	<u>(94,076)</u>
Cash flows from financing activities:			
Proceeds from borrowing - revolving debt	488,571	316,458	220,633
Repayments of debt - revolving debt	(477,667)	(320,833)	(217,368)
Proceeds from borrowing - term debt	255,169	39,069	99,534
Repayments of debt - term debt	(112,157)	(48,305)	(78,520)
Dividends paid	(10,930)	(7,960)	(7,954)
Payment of capital lease obligations	(92)	(100)	(1,789)
Purchases of treasury stock	(930)	(1,488)	(26)
Capitalized financing costs	(3,137)	—	(396)
Net cash provided by (used in) financing activities	<u>138,827</u>	<u>(23,159)</u>	<u>14,114</u>
Effect of exchange rate changes on cash and cash equivalents	(474)	516	158
Net increase (decrease) in cash	<u>4,055</u>	<u>(83)</u>	<u>(11,175)</u>
Cash and cash equivalents – January 1	<u>1,672</u>	<u>1,755</u>	<u>12,930</u>
Cash and cash equivalents – December 31	<u>\$ 5,727</u>	<u>\$ 1,672</u>	<u>\$ 1,755</u>

See accompanying notes to consolidated financial statements.

UNIVERSAL LOGISTICS HOLDINGS, INC.
 Consolidated Statements of Cash Flows - Continued
 Years ended December 31, 2018, 2017 and 2016
 (In thousands)

	2018	2017	2016
Supplemental cash flow information:			
Cash paid for interest.....	\$ 13,323	\$ 9,104	\$ 7,802
Cash paid for income taxes.....	\$ 4,792	\$ 2,207	\$ 20,896

Non-cash investing and financing activities:

During the year ended December 31, 2016, the Company made \$3.7 million of non-cash capital expenditures pursuant to a promissory note.

See accompanying notes to consolidated financial statements.

UNIVERSAL LOGISTICS HOLDINGS, INC.
Consolidated Statements of Shareholders' Equity
Years ended December 31, 2018, 2017 and 2016
(In thousands)

	<u>Common stock</u>	<u>Paid-in capital</u>	<u>Treasury stock</u>	<u>Retained earnings</u>	<u>Accumulated other comprehensive income (loss)</u>	<u>Total</u>
Balances – December 31, 2015	\$ 30,885	\$ 2,914	\$ (50,018)	\$ 149,743	\$ (2,443)	\$ 131,081
Net income	—	—	—	24,244	—	24,244
Comprehensive loss	—	—	—	—	(184)	(184)
Dividends paid (\$0.28 per share)	—	—	—	(7,954)	—	(7,954)
Stock based compensation	34	537	—	—	—	571
Purchases of treasury stock	—	—	(26)	—	—	(26)
Balances – December 31, 2016	<u>\$ 30,919</u>	<u>\$ 3,451</u>	<u>\$ (50,044)</u>	<u>\$ 166,033</u>	<u>\$ (2,627)</u>	<u>\$ 147,732</u>
Net income	—	—	—	28,153	—	28,153
Comprehensive loss	—	—	—	—	1,914	1,914
Dividends paid (\$0.28 per share)	—	—	—	(7,960)	—	(7,960)
Stock based compensation	24	390	—	—	—	414
Purchases of treasury stock	—	—	(1,488)	—	—	(1,488)
Balances – December 31, 2017	<u>\$ 30,943</u>	<u>\$ 3,841</u>	<u>\$ (51,532)</u>	<u>\$ 186,226</u>	<u>\$ (713)</u>	<u>\$ 168,765</u>
Net income	—	—	—	52,178	—	52,178
Comprehensive income	—	—	—	—	(425)	(425)
Dividends paid (\$0.385 per share)	—	—	—	(10,930)	—	(10,930)
Cumulative effect adjustment - ASU 2014-09 revenue recognition	—	—	—	228	—	228
Cumulative effect adjustment - ASU 2016-01 financial instruments	—	—	—	3,823	(3,823)	—
Stock based compensation	24	389	—	—	—	413
Purchases of treasury stock	—	—	(930)	—	—	(930)
Balances – December 31, 2018	<u>\$ 30,967</u>	<u>\$ 4,230</u>	<u>\$ (52,462)</u>	<u>\$ 231,525</u>	<u>\$ (4,961)</u>	<u>\$ 209,299</u>

See accompanying notes to consolidated financial statements.

UNIVERSAL LOGISTICS HOLDINGS, INC.

Notes to Consolidated Financial Statements

December 31, 2018, 2017 and 2016

(1) Summary of Significant Accounting Policies

(a) Business

Universal Logistics Holdings, Inc. (“Universal” or the “Company”), through its subsidiaries, is a leading asset-light provider of customized transportation and logistics solutions throughout the United States, and in Mexico, Canada and Colombia. We provide our customers with supply chain solutions that can be scaled to meet their changing demands. We offer our customers a broad array of services across their entire supply chain, including truckload, brokerage, intermodal, dedicated and value-added services. Our customized solutions and flexible business model are designed to provide us with a highly variable cost model.

(b) Basis of Presentation

The consolidated financial statements include the accounts of the Company and its wholly owned subsidiaries. All significant intercompany accounts and transactions relating to these entities have been eliminated.

Our fiscal year consists of four quarters, each with thirteen weeks.

Certain immaterial reclassifications have been made to the prior consolidated financial statements in order for them to conform to the December 31, 2018 presentation. These reclassifications had no effect on reported consolidated net income, comprehensive income, earnings per common share, cash flows, total assets, or stockholders' equity as previously reported.

(c) Use of Estimates

The preparation of the consolidated financial statements requires management of the Company to make a number of estimates and assumptions related to the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities at the date of the consolidated financial statements and the reported amounts of revenues and expenses during the period.

Significant items subject to such estimates and assumptions include the fair value of assets and liabilities acquired in business combinations; carrying amounts of property and equipment and intangible assets; marketable securities; valuation allowances for receivables; and liabilities related to insurance and claim costs. Actual results could differ from those estimates.

(d) Cash and Cash Equivalents

We consider all highly liquid investments, purchased with a maturity of three months or less, to be cash equivalents. Accounts at banks with an aggregate excess of the amount of checks issued over cash balances are included as accounts payable in current liabilities in the consolidated balance sheets, and changes in such accounts are reported as cash flows from operating activities in the consolidated statements of cash flows.

(e) Marketable Securities

The Company accounts for its marketable equity securities in accordance with ASC Topic 321 “*Investments- Equity Securities*.” ASC Topic 321 requires companies to measure equity investments at fair value, with changes in fair value recognized in net income. At December 31, 2018 and 2017, the Company’s marketable securities, all of which are available-for-sale, consist of common and preferred stocks with readily determinable fair values. The cost of securities sold is based on the specific identification method, and interest and dividends are included in non-operating income (expense). We adopted Accounting Standards Update (“ASU”) 2016-01 effective on January 1, 2018. See Note 2 “Recent Accounting Pronouncements” for further information regarding the adoption and Note 5 “Marketable Securities” for further information on our portfolio.

UNIVERSAL LOGISTICS HOLDINGS, INC.
Notes to Consolidated Financial Statements – (Continued)
December 31, 2018, 2017 and 2016

(1) Summary of Significant Accounting Policies—continued

(f) Accounts Receivable

Accounts receivable are recorded at the net invoiced amount, net of an allowance for doubtful accounts, and do not bear interest. They include unbilled amounts for services rendered in the respective period but not yet billed to the customer until a future date, which typically occurs within one month. In order to reflect customer receivables at their estimated net realizable value, we record charges against revenue based upon current information. These charges generally arise from rate changes, errors, and revenue adjustments that may arise from contract disputes or differences in calculation methods employed by the customer. The allowance for doubtful accounts is our best estimate of the amount of probable credit losses in our existing accounts receivable. We determine the allowance based on historical write-off experience and the aging of our outstanding accounts receivable. Balances are considered past due based on invoiced terms. Account balances are charged off against the allowance after all means of collection have been exhausted and the potential for recovery is considered remote. We do not have any off-balance-sheet credit exposure related to our customers. Accounts receivable from affiliates are shown separately and include trade receivables from the sale of services to affiliates.

(g) Inventories

Included in prepaid expenses and other is inventory used in a portion of our value-added service operations. Inventories are stated net realizable value. Cost is determined using the first-in, first-out method. Provisions for excess and obsolete inventories are based on our assessment of excess and obsolete inventory on a product-by-product basis.

At December 31, inventory consists of the following (in thousands):

	2018	2017
Raw materials and supplies.....	\$ 4,920	\$ 4,596
Finished goods	1,831	746
	\$ 6,751	\$ 5,342

(h) Property and Equipment

Property and equipment, including leasehold improvements, are carried at cost less accumulated depreciation. Depreciation is computed using the straight-line method over the estimated useful lives of the assets as follows:

Description	Life in Years
Transportation equipment.....	3 - 15
Other operating assets.....	3 - 15
Information technology equipment.....	3 - 5
Buildings and related assets.....	10 - 39

The amounts recorded for depreciation expense were \$48.7 million, \$41.0 million, and \$29.2 million for the years ended December 31, 2018, 2017 and 2016, respectively.

Tire repairs, replacement tires, replacement batteries, consumable tools used in our logistics services, and routine repairs and maintenance on vehicles are expensed as incurred. Parts and fuel inventories are included in prepaid expenses and other. We capitalize certain costs associated with vehicle repairs and maintenance that materially extend the life or increase the value of the vehicle or pool of vehicles.

UNIVERSAL LOGISTICS HOLDINGS, INC.
Notes to Consolidated Financial Statements – (Continued)
December 31, 2018, 2017 and 2016

(1) Summary of Significant Accounting Policies—continued

(i) Intangible Assets

Intangible assets subject to amortization consist of agent and customer relationships, customer contracts, tradenames, and non-competition agreements that have been acquired in business combinations. These assets are amortized either over the period of economic benefit or on a straight-line basis over the estimated useful lives of the related intangible asset. The estimated useful lives of these intangible assets range from three to nineteen years. The useful lives of acquired trademarks are indefinite and, therefore, not subject to amortization.

Our identifiable intangible assets as of December 31, 2018 and 2017 are as follows (in thousands):

	<u>2018</u>	<u>2017</u>
Indefinite Lived Intangibles:		
Trademarks.....	\$ 2,500	\$ 2,500
Definite Lived Intangibles:		
Agent and customer relationships	150,189	65,060
Customer contracts.....	20,600	20,600
Tradenames	2,000	—
Non-compete agreements.....	1,110	—
Less: accumulated amortization	(62,624)	(56,901)
Intangible assets, net.....	<u>\$ 111,275</u>	<u>\$ 28,759</u>
Total Identifiable Intangible Assets.....	<u>\$ 113,775</u>	<u>\$ 31,259</u>

Estimated amortization expense by year is as follows (in thousands):

2019	\$ 13,884
2020	12,982
2021	12,272
2022	10,761
2023	9,942
Thereafter	51,434
Total	<u>\$ 111,275</u>

The amounts recorded for amortization expense were \$5.7 million, \$6.0 million, and \$7.5 million for the years ended December 31, 2018, 2017 and 2016, respectively.

UNIVERSAL LOGISTICS HOLDINGS, INC.
Notes to Consolidated Financial Statements – (Continued)
December 31, 2018, 2017 and 2016

(1) Summary of Significant Accounting Policies—continued

(j) Goodwill

Goodwill represents the excess purchase price over the fair value of assets acquired in connection with the Company’s acquisitions. Under Financial Accounting Standards Board (“FASB”) Accounting Standards Codification, or ASC, Topic 350 “Intangibles – Goodwill and Other”, we are required to test goodwill for impairment annually (in our third fiscal quarter) or more frequently, whenever events occur or circumstances change that would more likely than not reduce the fair value of a reporting unit with goodwill below its carrying amount. We have the option to first assess qualitative factors such as current performance and overall economic conditions to determine whether or not it is necessary to perform a quantitative goodwill impairment test. If we choose that option, then we would not be required to perform a quantitative goodwill impairment test unless we determine that, based on a qualitative assessment, it is more likely than not that the fair value of a reporting unit is less than its carrying value. If we determine that it is more likely than not, or if we choose not to perform a qualitative assessment, we then proceed with the quantitative assessment. Under the quantitative test, if the fair value of a reporting unit exceeds its carrying amount, then goodwill of the reporting unit is considered to not be impaired. If the carrying amount of the reporting unit exceeds its fair value, then an impairment loss is recognized in an amount equal to the excess, up to the value of the goodwill. During the third quarter of 2018, we completed our goodwill impairment testing by performing a quantitative assessment. Based on the results of this test, no impairment loss was recognized.

The changes in the carrying amount of goodwill for the years ended December 31, 2018 and 2017 are as follows (in thousands):

Balance as of January 1, 2017	\$ 74,484
Business acquisitions	-
Balance as of December 31, 2017	74,484
Business acquisitions	70,668
Balance as of December 31, 2018	\$ 145,152

At December 31, 2018 and 2017, \$88.9 million and \$18.2 million of goodwill was recorded in our transportation segment, respectively. At both December 31, 2018 and 2017, \$56.3 million of goodwill was recorded in our logistics segment.

(k) Long-Lived Assets

Long-lived assets, other than goodwill and indefinite lived intangibles such as property and equipment and purchased intangible assets subject to amortization are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset or group may not be recoverable. If circumstances require a long-lived asset to be tested for possible impairment, we first compare the undiscounted cash flows expected to be generated by a long-lived asset or group to its carrying value. If the carrying value of the long-lived asset or group is deemed to not be recoverable on an undiscounted cash flow basis, an impairment charge is recognized to the extent that the carrying value exceeds its fair value. Fair value is determined through various valuation techniques including discounted cash flow models, quoted market prices and independent third-party appraisals. Changes in management’s judgment relating to salvage values and/ or estimated useful lives could result in greater or lesser annual depreciation expense or impairment charges in the future. Indefinite lived intangibles are tested for impairment annually by comparing the carrying value of the assets to their fair value.

(l) Contingent Consideration

Contingent consideration arrangements granted in connection with a business combination are evaluated to determine whether contingent consideration is, in substance, additional purchase price of an acquired enterprise or compensation for services, use of property or profit sharing. Additional purchase price is added to the fair value of consideration transferred in the business combination and compensation is included in operating expenses in the period it is incurred. Contingent consideration related to additional purchase price is measured to fair value at each reporting date until the contingency is resolved. None of the acquired companies in 2018 had contingent consideration arrangements.

UNIVERSAL LOGISTICS HOLDINGS, INC.
Notes to Consolidated Financial Statements – (Continued)
December 31, 2018, 2017 and 2016

(1) Summary of Significant Accounting Policies—continued

(m) Fair Value of Financial Instruments

For cash equivalents, accounts receivables, accounts payable, and accrued expenses, the carrying amounts are reasonable estimates of fair value as the assets are readily redeemable or short-term in nature and the liabilities are short-term in nature. Marketable securities, consisting of equity securities, are carried at fair market value as determined by quoted market prices. Our revolving credit and term loan agreements consist of variable rate borrowings. The carrying value of these borrowings approximates fair value because the applicable interest rates are adjusted frequently based on short-term market rates. For our equipment promissory notes, the fair values are estimated using discounted cash flow analyses, based on our current incremental borrowing rates for similar types of borrowing arrangements. See Note 10 “Fair Value Measurement and Disclosures” for further information.

(n) Deferred Compensation

Deferred compensation relates to our bonus plans. Annual bonuses may be awarded to certain operating, sales and management personnel based on overall Company performance and achievement of specific employee or departmental objectives. Such bonuses are typically paid in annual installments over a five-year period. All bonus amounts earned by and due to employees in the current year are included in accrued expenses and other current liabilities. Those that are payable in subsequent years are included in other long-term liabilities.

(1) Summary of Significant Accounting Policies—continued

(o) Closing Costs

Our customers may discontinue or alter their business activity in a location earlier than anticipated, prompting us to exit a customer-dedicated facility. We recognize exit costs associated with operations that close or are identified for closure as an accrued liability in the Consolidated Balance Sheets. Such charges include lease termination costs, employee termination charges, asset impairment charges, and other exit-related costs associated with a plan approved by management. If we close an operating facility before its lease expires, costs to terminate a lease are recognized when an early termination provision is exercised, or we record a liability for non-cancellable lease obligations based on the fair value of remaining lease payments, reduced by any existing or prospective sublease rentals. Employee termination costs are recognized in the period that the closure is communicated to affected employees. The recognition of exit and disposal charges requires us to make certain assumptions and estimates as to the amount and timing of such charges. Subsequently, adjustments are made for changes in estimates in the period in which the change becomes known.

(p) Revenue Recognition

On January 1, 2018, we adopted ASU 2014-09, *Revenue from Contracts with Customers*, which is codified as ASC 606. Upon adoption, revenue is recognized as control of the promised goods or services is transferred to our customers, in an amount that reflects the consideration the Company expects to receive in exchange for its services.

For our transportation services businesses, which include truckload, brokerage, intermodal and dedicated services, the adoption of the standard changed the timing of revenue recognition from “at delivery” to “over-time” as the performance obligations on the in-transit services are completed. A performance obligation is created when a customer submits a bill of lading for the transportation of goods from origin to destination. Performance obligations are satisfied as the shipments move from origin to destination, and transportation revenue is recognized based on the percentage of the service that has been completed at the end of the reporting period.

Value-added services, which are typically dedicated to individual customer requirements, include material handling, consolidation, sequencing, sub-assembly, cross-dock services, kitting, repacking, warehousing and returnable container management. For our value-added service businesses, the adoption of the standard did not change the timing of revenue recognition. We have elected to use the “right to invoice” practical expedient, reflecting that a customer obtains the benefit associated with value-added services as they are provided.

We are the primary obligor when rendering services, and assume the corresponding credit risk with customers. We have discretion in setting sales prices and, as a result, our earnings may vary. In addition, we have discretion to choose and negotiate terms with our multiple suppliers for the services ordered by our customers. This includes owner-operators with whom we contract to deliver our transportation services. As such, revenue and the related purchased transportation and commissions are recognized on a gross basis. Fuel surcharges, where separately identifiable, of \$85.1 million, \$59.5 million and \$50.9 million for the years ended December 31, 2018, 2017 and 2016, respectively, are included in operating revenues.

See Note 3, *Revenue Recognition*, for more information on revenue recognition and the adoption of ASC 606.

(1) Summary of Significant Accounting Policies—continued

(q) Insurance & Claims

Insurance and claims expense represents charges for premiums and the accruals made for claims within our self-insured retention amounts. The accruals are primarily related to auto liability, general liability, cargo and equipment damage, and service failure claims. A liability is recognized for the estimated cost of all self-insured claims including an estimate of incurred but not reported claims based on historical experience and for claims expected to exceed our policy limits. We may also make accruals for personal injury and property damage to third parties, and workers' compensation claims if a claim exceeds our insurance coverage. Such accruals are based upon individual cases and estimates of ultimate losses, incurred but not reported losses, and losses arising from known claims ultimately settling in excess of insurance coverage using loss development factors based upon industry data and past experience. Since the reported accrual is an estimate, the ultimate liability may be materially different from the amount recorded.

If adjustments to previously established accruals are required, such amounts are included in operating expenses in the current period. We maintain insurance with licensed insurance carriers. Legal expenses related to auto liability claims are covered under our insurance policy. We are responsible for all other legal expenses related to claims.

In brokerage arrangements, our exposure to liability associated with accidents incurred by other third-party carriers, who haul freight on our behalf, is reduced by various factors including the extent to which the third party providers maintain their own insurance coverage.

Our insurance expense varies primarily based upon the frequency and severity of our accident experience, insurance rates, coverage limits, and self-insured retention amounts.

(r) Stock Based Compensation

We record compensation expense for the grant of stock based awards. Compensation expense is measured at the grant date, based on the calculated fair value of the award, and recognized as an expense over the requisite service period (generally the vesting period of the grant). See Note 15 "Stock Based Compensation" for further information.

(s) Income Taxes

Deferred income taxes are provided for temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for income tax purposes. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in income in the period that includes the enactment date.

We are no longer subject to U.S. federal income tax examinations by tax authorities for years before 2014. In addition, we file income tax returns in various state, local and foreign jurisdictions. Historically, we have been responsible for filing separate state, local and foreign income tax returns for our self and our subsidiaries. We are no longer subject to state or foreign jurisdiction income tax examinations for years before 2013 and 2012, respectively.

We recognize the effect of income tax positions only if those positions are more likely than not of being sustained. Recognized income tax positions are measured at the largest amount that is greater than 50% likely of being realized. Changes in recognition or measurement are reflected in the period in which the change in judgment occurs. We recognize interest related to unrecognized tax benefits in income tax expense and penalties in other operating expenses.

(t) Foreign Currency Translation

The financial statements of the Company's subsidiaries operating in Mexico, Canada and Colombia are prepared to conform to U.S. GAAP and translated into U.S. Dollars by applying a current exchange rate. The local currency has been determined to be the functional currency. Items appearing in the Consolidated Statements of Income are translated using average exchange rates during each period. Assets and liabilities of international operations are translated at period-end exchange rates. Translation gains and losses are reported in accumulated other comprehensive income (loss) as a component of shareholders' equity.

(1) Summary of Significant Accounting Policies—continued

(u) Segment Information

We report our financial results in two reportable segments, the transportation segment and the logistics segment, based on the nature of the underlying customer commitment and the types of investments required to support these commitments. This presentation reflects the manner in which management evaluates our operating segments, including an evaluation of economic characteristics and applicable aggregation criteria.

Operations aggregated in our transportation segment are associated with individual freight shipments coordinated by our agents, company-managed terminals and specialized services operations. In contrast, operations aggregated in our logistics segment deliver value-added services or transportation services to specific customers on a dedicated basis, generally pursuant to contract terms of one year or longer. Other non-reportable operating segments are comprised of the Company's subsidiaries that provide support services to other subsidiaries and to owner-operators, including shop maintenance and equipment leasing.

(v) Concentrations of Credit Risk

Financial instruments, which potentially subject us to concentrations of credit risk, consist principally of cash and cash equivalents, marketable securities and accounts receivable. We maintain our cash and cash equivalents and marketable securities with high quality financial institutions. We perform ongoing credit evaluations of our customers and generally do not require collateral. Our customers are generally concentrated in the automotive, wind energy, building materials, machinery and metals industries. During the fiscal years ended December 31, 2018, 2017 and 2016, aggregate sales in the automotive industry totaled 36%, 40% and 43% of revenue, respectively. In 2018, 2017 and 2016, General Motors accounted for approximately 13%, 16% and 18% of our total operating revenues, respectively. In 2018, sales to our top 10 customers, including General Motors, totaled 39%.

(2) Recent Accounting Pronouncements

On January 1, 2018, the Company adopted Accounting Standards Update (“ASU”) 2014-09, *Revenue from Contracts with Customers*, using the modified retrospective transition method with a cumulative adjustment to retained earnings of approximately \$0.2 million. ASU 2014-09 is a comprehensive revenue recognition model requiring a company to recognize revenue to depict the transfer of goods or services to a customer at an amount reflecting the consideration it expects to receive in exchange for those goods or services. In applying the new guidance, an entity will (1) identify the contract with a customer; (2) identify the performance obligations in the contract; (3) determine the transaction price; (4) allocate the transaction price to the contract's performance obligations; and (5) recognize revenue when or as the entity satisfies a performance obligation. For our transportation services businesses, which include truckload, brokerage, intermodal and dedicated services, the adoption of the standard changed the timing of revenue recognition from “at delivery” to “over-time” as the performance obligations on the in-transit services are completed. For our value-added service businesses, the adoption of the standard did not change the timing of revenue recognition. Due to the Company's short in-transit period for transportation services, the impact did not have a material impact on its consolidated results of operations, financial position or cash flows. The adoption of ASU 2014-09 required an increase in the level of information disclosed in the Notes to Consolidated Financial Statements. See Note 3 for additional information.

On January 1, 2018, the Company adopted ASU 2016-01, *Financial Instruments – Overall: Recognition and Measurement of Financial Assets and Financial Liabilities*, using the modified retrospective method. Upon adoption, approximately \$3.8 million in accumulated changes in the fair market value of the Company's equity securities that were presented at December 31, 2017 in accumulated other comprehensive income were reclassified to retained earnings. ASU 2016-01 requires, among other things, equity investments, with certain exceptions, to be measured at fair value with changes in fair value recognized in net income; simplifies the impairment assessment of equity investments without readily determinable fair values by requiring a qualitative assessment to identify impairment; requires public business entities to use the exit price notion when measuring the fair value of financial instruments for disclosure purposes; requires separate presentation of financial assets and financial liabilities by measurement category and form of financial asset on the balance sheet or the accompanying notes to the financial statements; and clarifies that an entity should evaluate the need for a valuation allowance on a deferred tax asset related to available-for-sale securities.

(2) Recent Accounting Pronouncements—continued

On January 1, 2018, the Company prospectively adopted ASU 2017-01, *Business Combinations: Clarifying the Definition of a Business*, to clarify the definition of a business to assist entities when evaluating whether transactions should be accounted for as acquisitions (or disposals) of assets or businesses. The impact of the adoption did not have an impact on our results of operations, financial position or cash flows.

In February 2016, the FASB issued ASU 2016-02, *Leases*. The objective of the new standard is to establish principles for lessees and lessors to report information about the amount, timing, and uncertainty of cash flows arising from a lease. The ASU will require a lessee to recognize the assets and liabilities that arise from leases, including operating leases. Under the new requirements, a lessee will recognize in the statement of financial position a liability to make lease payments (the lease liability) and the right-of-use asset representing the right to use the underlying asset for the lease term. This guidance is effective for us January 1, 2019. In July 2018, the FASB issued additional authoritative guidance providing companies with the option to apply this ASU to new and existing leases within the scope of the guidance as of the beginning of the period of adoption. We will elect this transition method of applying the new lease standard and will recognize right-of-use assets, lease liabilities, and any cumulative-effect adjustments to the opening balance of retained earnings as of January 1, 2019. Prior period amounts will not be adjusted and will continue to be reported under the accounting standards in effect for those periods. Upon adoption of the new standard on January 1, 2019, we will elect the package of practical expedients provided under the guidance. The practical expedient package applies to leases that commenced prior to adoption of the new standard and permits companies not to reassess whether existing or expired contracts are or contain a lease, the lease classification, and any initial direct costs. We are currently evaluating the effects ASU 2016-02 will have on our consolidated financial statements, related disclosures and internal controls. The Company anticipates a material increase in assets and liabilities due to the recognition of the required right-of-use asset and corresponding liability for all lease obligations that are currently classified as operating leases, as well as the significant new quantitative and qualitative disclosure requirements for all of the Company's lease obligations. We currently disclose approximately \$59.4 million in operating lease obligations in Note 13, "Leases". We are finalizing the calculation of the right-of-use asset and lease liability and completing the design of internal controls surrounding compliance with the new standard post-implementation. The earnings statement recognition of lease expense is expected to be similar to the Company's current methodology.

In February 2018, the FASB issued ASU 2018-02, *Reclassification of Certain Tax Effects from Accumulated Other Comprehensive Income*, which amends existing guidance for reporting comprehensive income to reflect changes resulting from the Tax Cuts and Jobs Act of 2017. The amendment provides the option to reclassify stranded tax effects within accumulated other comprehensive income (AOCI) to retained earnings in each period in which the effect of the change in the U.S. federal corporate income tax rate in the Act is recorded. New disclosures will be required upon adoption, including the accounting policy for releasing income tax effects from AOCI, whether reclassification of stranded income tax effects is elected, and information about other income tax effect reclassifications. The amendment is effective for us January 1, 2019. We do not expect the adoption to have an impact on our results of operations, financial position or cash flows.

(3) Revenue Recognition

On January 1, 2018, the Company adopted Accounting Standards Update ("ASU") 2014-09, *Revenue from Contracts with Customers*, using the modified retrospective transition method with a cumulative adjustment to retained earnings of approximately \$0.2 million. Our transportation services businesses include truckload, brokerage, intermodal and dedicated services. The adoption of ASU 2014-09 changed the timing of revenue recognition for transportation services from at delivery to over-time as the performance obligations on the in-transit services are completed. The following table shows the amount by which financial statement lines were affected by the adoption of the new standard.

UNIVERSAL LOGISTICS HOLDINGS, INC.
Notes to Consolidated Financial Statements – (Continued)
December 31, 2018, 2017 and 2016

(3) Revenue Recognition—continued

<u>Consolidated Statement of Income</u>	<u>Year Ended December 31, 2018</u>		
	<u>Under ASC</u>		
	<u>605</u>	<u>Adjustment</u>	<u>As Reported</u>
Truckload services revenue	\$ 309,884	\$ 3,927	\$ 313,811
Brokerage services revenue	364,644	2,935	367,579
Intermodal services revenue	250,165	909	251,074
Dedicated services revenue	120,652	371	121,023
Purchased transportation and equipment rent expense.....	709,628	6,391	716,019
Commission expense	37,181	200	37,381
Income tax expense	16,826	385	17,211
Net income	51,012	1,166	52,178

<u>Consolidated Balance Sheet</u>	<u>As of December 31, 2018</u>		
	<u>Under ASC</u>		
	<u>605</u>	<u>Adjustment</u>	<u>As Reported</u>
Prepaid expenses and other	\$ 17,929	\$ 1,901	\$ 19,830
Accounts payable	90,596	1,423	92,019
Income taxes payable	2,293	385	2,678
Retained earnings	230,359	1,166	231,525

The Company broadly groups its services into the following categories: truckload services, brokerage services, intermodal services, dedicated services and value-added services. We disaggregate these categories and report our service lines separately on the Consolidated Statements of Income.

Truckload services include dry van, flatbed, heavy-haul and refrigerated operations. We transport a wide variety of general commodities, including automotive parts, machinery, building materials, paper, food, consumer goods, furniture, steel and other metals on behalf of customers in various industries.

To complement our available capacity, we provide customers freight brokerage services by utilizing third-party transportation providers to move freight. Brokerage services also include full service domestic and international freight forwarding, and customs brokerage.

Intermodal services include rail-truck, steamship-truck and support services. Our intermodal support services are primarily short-to-medium distance delivery of rail and steamship containers between the railhead or port and the customer and drayage services.

Dedicated services are primarily provided in support of automotive and retail customers using van equipment. Dedicated services also include our final mile and ground expedited services. Our dedicated services are primarily short run or round-trip moves within a defined geographic area.

Transportation services are short-term in nature; agreements governing their provision generally have a term of less than one year. They do not contain significant financing components. In accordance with ASU 2014-09, the Company recognizes revenue over the period transportation services are provided to the customer, including service performed as of the end of the reporting period for loads currently in-transit, in order to recognize the value that is transferred to a customer over the course of the transportation service.

We determine revenue in-transit using the input method, under which revenue is recognized based on the duration of time that has lapsed from the departure date (start of transportation services) to the arrival date (completion of transportation services). Measurement of revenue in-transit requires the application of significant judgment. We calculate the estimated percentage of an order's transit time that is complete at period end, and we apply that percentage of completion to the order's estimated revenue.

UNIVERSAL LOGISTICS HOLDINGS, INC.
Notes to Consolidated Financial Statements – (Continued)
December 31, 2018, 2017 and 2016

(3) Revenue Recognition—continued

Value-added services, which are typically dedicated to individual customer requirements, include material handling, consolidation, sequencing, sub-assembly, cross-dock services, kitting, repacking, warehousing and returnable container management. Value-added revenues are substantially driven by the level of demand for outsourced logistics services. Major factors that affect value-added service revenue includes changes in manufacturing supply chain requirements and production levels in specific industries, particularly the North American automotive and Class-8 heavy-truck industries.

Revenue is recognized as control of the promised goods or services is transferred to our customers, in an amount that reflects the consideration the Company expects to receive in exchange for its services.

For the Company’s value-added service businesses, the adoption of ASU 2014-09 did not change the timing of revenue recognition. The contracts in our value-added services businesses are negotiated agreements, which contain both fixed and variable components. The variability of revenues is driven by volumes and transactions, which are known as of an invoice date. Value-added service contracts typically have terms that extend beyond one year, and they do not include financing components. The timing of revenue recognition for value-added services will remain the same, as we have elected to use the “right to invoice” practical expedient, reflecting that a customer obtains the benefit associated with value-added services as they are provided.

The following table provides information related to contract balances associated with our contracts with customers (in thousands):

	December 31, 2018	January 1, 2018
Prepaid expenses and other - contract assets	\$ 1,901	\$ 1,361

We generally receive payment for performance obligations within 45 days of completion of transportation services and 65 days for completion of value-added services. Contract assets in the table above generally relate to revenue in-transit at the end of the reporting period.

Practical expedients

The Company elected to use the following practical expedients that are available under ASC 606: (i) to apply the new revenue standard to a portfolio of contracts (or performance obligations) with similar characteristics, as we reasonably expect that the effects on the financial statements of applying this guidance to the portfolio would not differ materially from applying this guidance to the individual contracts; (ii) to recognize commission expense when incurred, which we consider to be a cost to obtain a contract, because the amortization period is less than one year; and (iii) to recognize revenue in the value-added services portfolio in the amount of consideration to which we have a right to invoice, that corresponds directly with the value to the customer of the service completed to date.

The Company does not disclose the value of unsatisfied performance obligations for (i) contracts with an original expected length of one year or less and (ii) contracts for which we recognize revenue at the amount to which we have the right to invoice for services performed.

See also Note 19 for additional information on revenue reported by segment and by geographic region.

UNIVERSAL LOGISTICS HOLDINGS, INC.
Notes to Consolidated Financial Statements – (Continued)
December 31, 2018, 2017 and 2016

(4) Acquisitions

On December 7, 2018, the Company acquired all of the outstanding shares of Deco Logistics, Inc., d/b/a Container Connection, and Oaktree Logistics, Inc. (collectively, “Container Connection”). Based in Riverside, California, Container Connection offers harbor drayage services to the Ports of Los Angeles and Long Beach for customers primarily located within the Inland Empire and Central Valley areas. Container Connection also offers warehousing, secured parking and yard space. The total purchase price was \$60.7 million, subject to customary post-closing adjustments. To finance the acquisition, the Company used loan proceeds under its credit and security agreement. Approximately \$0.4 million of transaction related costs were incurred in the acquisition, which are reflected in general and administrative expenses in the Consolidated Statements of Income.

On October 12, 2018, the Company acquired all of the outstanding shares of Specialized Rail Service, Inc. (“Specialized Rail”). Specialized Rail offers local and regional intermodal drayage services, as well as transloading, cross-docking, warehousing and distribution, and intermodal facility management. Specialized Rail operates a fleet of over 140 tractors and has facilities in Clearfield, Utah and Las Vegas, Nevada. The total cash purchase price was \$12.3 million, subject to customary post-closing adjustments. To finance the acquisition, the Company used loan proceeds under an amended revolving credit facility. Approximately \$0.3 million of transaction related costs were incurred in the acquisition, which are reflected in general and administrative expenses in the Consolidated Statements of Income.

On August 10, 2018, the Company acquired all of the outstanding shares of Southern Counties Express, Inc. and certain of its affiliates (collectively, “Southern Counties”). Southern Counties provides full-service harbor drayage, transloading, warehousing, and project cargo services in southern California. The total purchase price was \$65.7 million, subject to customary post-closing adjustments. To finance the acquisition, the Company used loan proceeds under an amended and restated revolving credit and term loan agreement. Approximately \$0.6 million of transaction related costs were incurred in the acquisition, which are reflected in general and administrative expenses in the Consolidated Statements of Income.

On February 1, 2018, the Company acquired all of the outstanding shares of Fore Transportation, Inc. and certain of its affiliates (collectively, “Fore”). Fore provides its customers with intermodal solutions, including local and regional drayage services. One of the acquired companies owns and leases real property and improvements, including a 28-acre terminal that serves as Fore’s corporate headquarters and a container storage facility. The total cash purchase price was \$35.1 million. To fund the acquisition, the Company used a combination of cash and loan proceeds under its margin credit facility, revolving credit facility and secured real estate financing. Approximately \$0.2 million of transaction related costs were incurred in the acquisition, which are reflected in general and administrative expenses in the Consolidated Statements of Income.

We believe that each acquisition strategically enhances our service offerings in specific geographic regions, and we expect each of them to further diversify our customer base.

UNIVERSAL LOGISTICS HOLDINGS, INC.
Notes to Consolidated Financial Statements – (Continued)
December 31, 2018, 2017 and 2016

(4) Acquisitions—continued

The Company accounted for the acquisitions in accordance with ASC 805, “*Business Combinations*.” Assets acquired and liabilities assumed were recorded at their estimated fair value at acquisition, with the remaining unallocated purchase price recorded as goodwill. The goodwill recorded is included in our transportation segment, and is non-deductible for income tax purposes. For each acquisition, the purchase price was allocated to major classes of assets acquired and liabilities assumed at estimated fair values as of the date of acquisition date. These values are based, in part, upon preliminary appraisals for certain assets and subject to change when additional information concerning final asset and liability values is obtained. The final purchase price allocations may result in adjustments to certain assets and liabilities, including the residual amount allocated to goodwill. The preliminary allocation of the purchase price in each transaction is as follows (in thousands):

	<u>Container Connection</u>	<u>Specialized Rail</u>	<u>Southern Counties</u>	<u>Fore *</u>
Current assets	\$ 6,458	\$ 4,130	\$ 5,359	\$ 6,077
Property and equipment	50	6,187	4,598	10,864
Goodwill	28,916	1,013	30,325	10,414
Intangible assets	35,099	5,342	35,690	12,108
Other assets	-	109	1,427	-
Current liabilities	(1,930)	(2,419)	(3,027)	(1,234)
Deferred tax liabilities, net.....	(7,892)	(2,112)	(8,690)	(3,123)
	<u>\$ 60,701</u>	<u>\$ 12,250</u>	<u>\$ 65,682</u>	<u>\$ 35,106</u>

* The purchase price allocation for Fore is considered final as of December 31, 2018.

The intangible assets represent the acquired companies’ customer relationships, trade names, and non-competition agreements. The acquired customer relationships are being amortized over a period of seven years to 12 years, tradenames are being amortized over a period of three years, and the non-competition agreements are being amortized over a period of five years. The Company used the discounted cash flow method to estimate the fair value of these acquired intangible assets, and comparable land sales and replacement cost methodology to value land and buildings, respectively.

The following unaudited pro forma results of operations present consolidated information of the Company as if Container Connection, Specialized Rail, Southern Counties, and Fore were acquired on January 1, 2017 (in thousands, except per share data):

	<u>Pro Forma Twelve Month Ended</u>	
	<u>December 31, 2018</u>	<u>December 31, 2017</u>
Operating revenues	\$ 1,568,467	\$ 1,376,193
Income from operations.....	\$ 98,892	\$ 42,937
Net income.....	\$ 59,959	\$ 35,528
Earnings per common share:		
Basic	\$ 2.11	\$ 1.25
Diluted.....	\$ 2.11	\$ 1.25

The unaudited pro forma consolidated results are presented for illustrative purposes and do not purport to represent what the results of operations would actually have been had we acquired Container Connection, Specialized Rail, Southern Counties, and Fore on January 1, 2017. Further, the financial information does not purport to project the future operating results of the Company on a consolidated basis.

For the year ended December 31, 2018, actual revenue and operating income of the acquired companies was \$70.9 million and \$5.1 million, respectively.

UNIVERSAL LOGISTICS HOLDINGS, INC.
Notes to Consolidated Financial Statements – (Continued)
December 31, 2018, 2017 and 2016

(5) Marketable Securities

Beginning January 1, 2018, marketable equity securities are carried at fair value, with gains and losses in fair market value included in the determination of net income. The fair value of marketable equity securities is determined based on quoted market prices in active markets, as described in Note 10.

The following table sets forth market value, cost, and unrealized gains (losses) on equity securities at December 31 (in thousands):

	<u>2018</u>	<u>2017</u>
Fair value	\$ 9,333	\$ 15,144
Cost	11,143	10,231
Unrealized (losses) gains	<u>\$ (1,810)</u>	<u>\$ 4,913</u>

Prior to the Company's adoption of ASU 2016-01 as of January 1, 2018, unrealized gains and losses in fair market value were presented as a component of Accumulated Other Comprehensive Income in shareholders' equity; before adoption of this guidance, the Company included in net income only realized gains and losses and declines in value determined to be other-than-temporary on available-for-sale securities. The cost of securities determined to be in an other-than-temporary loss position was required to be presented net of the amount of the other-than-temporary impairment calculated. Subsequent to adoption of ASU 2016-01, cost is no longer presented net of other-than-temporary impairment. The December 31, 2017 cost reflected in the table above was presented net of approximately \$424,000 of other-than-temporary impairment.

The following table sets forth the gross unrealized gains and losses on the Company's marketable securities at December 31 (in thousands):

	<u>2018</u>	<u>2017</u>
Gross unrealized gains	\$ 89	\$ 5,390
Gross unrealized losses	(1,899)	(477)
Net unrealized (losses) gains	<u>\$ (1,810)</u>	<u>\$ 4,913</u>

The following table shows the Company's net realized gains on marketable equity securities (in thousands):

	<u>2018</u>	<u>2017</u>	<u>2016</u>
Realized gain			
Sale proceeds	\$ 5,733	\$ 1,261	\$ 866
Cost of securities sold	5,229	338	454
Realized gain	<u>\$ 504</u>	<u>\$ 923</u>	<u>\$ 412</u>
Realized gain, net of taxes	\$ 379	\$ 537	\$ 253

During the year ended December 31, 2018, our marketable equity securities portfolio experienced a net unrealized pre-tax gain (loss) in market value of approximately \$(1,810,000), which was reported in other non-operating income (expense) for the period.

UNIVERSAL LOGISTICS HOLDINGS, INC.
Notes to Consolidated Financial Statements – (Continued)
December 31, 2018, 2017 and 2016

(6) Accounts Receivable

Accounts receivable amounts appearing in the consolidated financial statements include both billed and unbilled receivables. We bill customers in accordance with contract terms, which may result in a brief timing difference between when revenue is recognized and when invoices are rendered. Unbilled receivables, which usually are billed within one month, totaled \$28.8 million and \$26.2 million at December 31, 2018 and 2017, respectively.

Accounts receivable are presented net of an allowance for doubtful accounts. Following is a summary of the activity in the allowance for doubtful accounts for the years ended December 31 (in thousands):

	<u>2018</u>	<u>2017</u>	<u>2016</u>
Balance at beginning of year.....	\$ 1,330	\$ 1,613	\$ 5,173
Provision for doubtful accounts.....	924	1,533	3,099
Acquisition of businesses	253	-	-
Uncollectible accounts written off.....	(735)	(1,816)	(6,659)
Balance at end of year.....	<u>\$ 1,772</u>	<u>\$ 1,330</u>	<u>\$ 1,613</u>

(7) Property and Equipment

Property and equipment at December 31 consists of the following (in thousands):

	<u>2018</u>	<u>2017</u>
Transportation equipment	\$ 267,094	\$ 236,667
Land, buildings and related assets.....	128,805	102,977
Other operating assets	104,559	105,434
Information technology equipment.....	26,135	23,985
Construction in process.....	7,960	3,903
	<u>534,553</u>	<u>472,966</u>
Less accumulated depreciation.....	(231,319)	(205,771)
Total	<u>\$ 303,234</u>	<u>\$ 267,195</u>

(8) Accrued Expenses and Other Current Liabilities

Accrued expenses consist of the following items at December 31 (in thousands):

	<u>2018</u>	<u>2017</u>
Payroll related items	\$ 11,476	\$ 9,854
Driver escrow liabilities.....	3,923	3,785
Commissions, taxes and other	9,727	10,490
Total	<u>\$ 25,126</u>	<u>\$ 24,129</u>

UNIVERSAL LOGISTICS HOLDINGS, INC.
Notes to Consolidated Financial Statements – (Continued)
December 31, 2018, 2017 and 2016

(9) Debt

Debt is comprised of the following (in thousands):

	<u>Interest Rates at December 31, 2018</u>	<u>December 31,</u>	
		<u>2018</u>	<u>2017</u>
Outstanding Debt:			
Credit and Security Agreement (1)			
Term Loan	4.27%	\$ 150,000	\$ —
Revolver.....	4.27%	80,588	—
Equipment Financing (2).....	3.18% to 5.13%	126,162	112,205
Real Estate Financing (3)	4.77%	45,864	44,309
Margin Facility (4)	3.62%	541	—
Debt paid upon refinancing			
ABL Revolver.....	NA	—	70,225
Westport Term Loan.....	NA	—	22,500
Unamortized debt issuance costs.....		(2,703)	(1,261)
		400,452	247,978
Less current portion of long-term debt		51,903	40,870
Total long-term debt, net of current portion		<u>\$ 348,549</u>	<u>\$ 207,108</u>

(1) The Credit and Security Agreement (the “Credit Agreement”) provides for maximum borrowings of \$350 million in the form of a \$150 million term loan and a \$200 million revolver. Term loan proceeds were advanced on November 27, 2018 and mature on November 26, 2023. The term loan will be repaid in consecutive quarterly installments, as defined in the Credit Agreement, commencing March 31, 2019, with the remaining balance due at maturity. Borrowings under the revolving credit facility may be made until and mature on November 26, 2023. At closing, proceeds from the Credit Agreement were used to pay off certain existing indebtedness and to pay fees and expenses associated with the Credit Agreement. Borrowings under the Credit Agreement bear interest at LIBOR or a base rate, plus an applicable margin for each based the Company’s leverage ratio. The Credit Agreement is secured by a first priority pledge of the capital stock of applicable subsidiaries, as well as first priority perfected security interest in cash, deposits, accounts receivable, and selected other assets of the applicable borrowers. The Credit Agreement includes customary affirmative and negative covenants and events of default, as well as financial covenants requiring minimum fixed charge coverage and leverage ratios, and customary mandatory prepayments provisions. At December 31, 2018, we were in compliance with all covenants under the facility, and \$119.4 million was available for borrowing on the revolver.

(2) The Equipment Financing consists of a series of promissory notes issued by a wholly-owned subsidiary in order to finance transportation equipment. The equipment notes, which are secured by liens on selected titled vehicles, include certain affirmative and negative covenants and are generally payable in 60 monthly installments and bear interest at fixed rates ranging from 3.18% to 5.13%. At December 31, 2018, we were in compliance with all covenants.

UNIVERSAL LOGISTICS HOLDINGS, INC.
Notes to Consolidated Financial Statements – (Continued)
December 31, 2018, 2017 and 2016

(9) Debt—continued

(3) The Real Estate Financing consists of a series of promissory notes issued by a wholly-owned subsidiary in order to finance certain real property. The promissory notes, which are secured by first mortgages and assignment of leases on specific parcels of real estate and improvements, include certain affirmative and negative covenants and are generally payable in 120 monthly installments. Each of the notes bears interest at LIBOR plus 2.25%. At December 31, 2018, we were in compliance with all covenants.

(4) The Margin Facility is a short-term line of credit secured by our portfolio of marketable securities. It bears interest at LIBOR plus 1.10%. The amount available under the line of credit is based on a percentage of the market value of the underlying securities. At December 31, 2018 and 2017, the maximum available borrowings under the line of credit were \$5.0 million and \$8.9 million, respectively.

The following table reflects the maturities of our principal repayment obligations as of December 31, 2018 (in thousands):

Years Ending December 31	Term	Revolver	Equipment Financing	Real Estate Financing	Margin Facility	Total
2019.....	\$ 7,500	\$ —	\$ 38,556	\$ 5,893	\$ 541	\$ 52,490
2020.....	11,250	—	40,104	5,893	—	57,247
2021.....	11,250	—	24,280	5,893	—	41,423
2022.....	15,000	—	16,576	5,892	—	37,468
2023.....	105,000	80,588	6,646	5,892	—	198,126
Thereafter.....	—	—	—	16,401	—	16,401
Total.....	<u>\$ 150,000</u>	<u>\$ 80,588</u>	<u>\$ 126,162</u>	<u>\$ 45,864</u>	<u>\$ 541</u>	<u>\$ 403,155</u>

The Company is also party to two interest rate swap agreements that qualify for hedge accounting. The swap agreements were executed to fix a portion of the interest rates on its variable rate debt that have a combined notional amount of \$15.7 million at December 31, 2018. Under the swap agreements, the Company receives interest at the one-month LIBOR rate plus 2.25%, and pays a fixed rate. The March 2016 swap (swap A) became effective October 2016, has a rate of 4.16% (amortizing notional amount of \$10.0 million) and expires July 2026, and an additional March 2016 swap (swap B) became effective October 2016, has a rate of 3.83% (amortizing notional amount of \$5.7 million) and expires May 2022. At December 31, 2018 and 2017, the fair value of the two swap agreements was an asset of \$0.4 million and \$0.3 million, respectively. Since these swap agreements qualify for hedge accounting, the changes in fair value are recorded in other comprehensive income (loss), net of tax. See Note 10, “Fair Value Measurement and Disclosures” for additional information pertaining to interest rate swaps.

(10) Fair Value Measurement and Disclosures

ASC Topic 820, “Fair Value Measurements and Disclosures,” defines fair value as the exchange price that would be received for an asset or paid to transfer a liability in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants at the measurement date and expanded disclosures with respect to fair value measurements.

ASC Topic 820 also establishes a three-level fair value hierarchy that prioritizes the inputs used to measure fair value. This hierarchy requires entities to maximize the use of observable inputs and minimize the use of unobservable inputs. The three levels of inputs used to measure fair value are as follows:

- Level 1 — Quoted prices in active markets for identical assets or liabilities.
- Level 2 — Observable inputs other than quoted prices included in Level 1, such as quoted prices for similar assets and liabilities in active markets; quoted prices for identical or similar assets and liabilities in markets that are not active; or other inputs that are observable or can be corroborated by observable market data.
- Level 3 — Unobservable inputs that are supported by little or no market activity and that are significant to the fair value of the assets or liabilities. This includes certain pricing models, discounted cash flow methodologies and similar techniques that use significant unobservable inputs.

UNIVERSAL LOGISTICS HOLDINGS, INC.
Notes to Consolidated Financial Statements – (Continued)
December 31, 2018, 2017 and 2016

(10) Fair Value Measurement and Disclosures—continued

We have segregated all financial assets that are measured at fair value on a recurring basis into the most appropriate level within the fair value hierarchy based on the inputs used to determine the fair value at the measurement date in the tables below (in thousands):

	December 31, 2018			Fair Value Measurement
	Level 1	Level 2	Level 3	
Assets				
Marketable securities.....	\$ 9,333	\$ —	\$ —	\$ 9,333
Interest rate swaps	—	392	—	392
Total Assets.....	<u>\$ 9,333</u>	<u>\$ 392</u>	<u>\$ —</u>	<u>\$ 9,725</u>
	December 31, 2017			Fair Value Measurement
	Level 1	Level 2	Level 3	
Assets				
Cash equivalents	\$ 75	\$ —	\$ —	\$ 75
Marketable securities	15,144	—	—	\$ 15,144
Interest rate swaps	—	260	—	260
Total Assets	<u>\$ 15,219</u>	<u>\$ 260</u>	<u>\$ —</u>	<u>\$ 15,479</u>

The valuation techniques used to measure fair value for the items in the tables above are as follows:

- Cash equivalents – This category consists of money market funds which are listed as Level 1 assets and measured at fair value based on quoted prices for identical instruments in active markets.
- Marketable securities – Marketable securities represent equity securities, which consist of common and preferred stocks, are actively traded on public exchanges and are listed as Level 1 assets. Fair value was measured based on quoted prices for these securities in active markets.
- Interest rate swaps – The fair value of our interest rate swaps, as provided by a third party service provider, is determined using a methodology of netting the discounted future fixed cash payments (or receipts) and the discounted expected variable cash receipts (or payments). The variable cash receipts (or payments) are based on the expectation of future interest rates (forward curves) derived from observed market interest rate curves. The fair value measurement also incorporates credit valuation adjustments reflecting both the Company’s nonperformance risk and the respective counterparty’s nonperformance risk.

Our revolving credit and term loan agreements and our real estate promissory notes all consists of variable rate borrowings. We categorize borrowings under these credit agreements as Level 2 in the fair value hierarchy. The carrying value of these borrowings approximate fair value because the applicable interest rates are adjusted frequently based on short-term market rates.

For our equipment promissory notes with fixed rates, the fair values are estimated using discounted cash flow analyses, based on our current incremental borrowing rates for similar types of borrowing arrangements. We categorize borrowings under this credit agreement as Level 2 in the fair value hierarchy. The carrying values and estimated fair values of these promissory notes at December 31, 2018 is summarized as follows:

	2018	
	Carrying Value	Estimated Fair Value
Equipment promissory notes.....	\$ 126,162	\$ 125,214

We have not elected the fair value option for any of our financial instruments.

UNIVERSAL LOGISTICS HOLDINGS, INC.
Notes to Consolidated Financial Statements – (Continued)
December 31, 2018, 2017 and 2016

(11) Transactions with Affiliates

CenTra, Inc. (“CenTra”), an affiliate of the Company that is owned by our controlling shareholders, provides administrative support services to Universal in the ordinary course of business, including legal, human resources, tax, and IT infrastructure and related services. The cost of these services is based on the actual or estimated utilization of the specific service.

Universal also purchases other services from CenTra and other affiliates under common control with CenTra. Following is a schedule of cost incurred and included in operating expenses for services provided by affiliates for the years ended December 31 (in thousands):

	<u>2018</u>	<u>2017</u>	<u>2016</u>
Administrative support services.....	\$ 3,094	\$ 2,771	\$ 2,638
Truck fuel, tolls and maintenance	2,428	2,652	2,656
Real estate rent and related costs	14,295	17,046	17,174
Insurance and employee benefit plans	57,370	55,995	44,548
Contracted transportation services	1,240	35	233
Total	<u>\$ 78,427</u>	<u>\$ 78,499</u>	<u>\$ 67,249</u>

We pay CenTra the direct variable cost of maintenance, fueling and other operational support costs for services delivered at our affiliate’s trucking terminals that are geographically remote from our own facilities. Such costs are billed when incurred, paid on a routine basis, and reflect actual labor utilization, repair parts costs or quantities of fuel purchased. In connection with our transportation services, we also pay tolls and other fees for international bridge crossings to certain related entities which are under common control with CenTra.

A significant number of our operating locations are located in facilities leased from affiliates. At 34 facilities, occupancy is based on either month-to-month or contractual, multi-year lease arrangements which are billed and paid monthly. Leasing properties provided by an affiliate that owns a substantial commercial property portfolio affords us significant operating flexibility. However, we are not limited to such arrangements. See Note 13, “Leases” for further information regarding the cost of leased properties.

We purchase workers’ compensation, property and casualty, cargo, warehousing and other general liability insurance from an insurance company controlled by our majority shareholders. Our employee health care benefits and 401(k) programs are also provided by this affiliate.

Other services from affiliates, including contracted transportation services, are delivered to us on a per-transaction-basis or pursuant to separate contractual arrangements provided in the ordinary course of business. At December 31, 2018 and 2017, amounts due to affiliates were \$17.8 million and \$12.0 million, respectively. In our Consolidated Balance Sheets, we record our insured claims liability and the related recovery from an affiliate insurance provider in insurance and claims, and other receivables. At December 31, 2018 and 2017, there were \$10.5 million and \$10.1 million, respectively, included in each of these accounts for insured claims.

During 2018, we made purchases of used equipment from an affiliate totaling \$8,300, and purchased wheels and tires from an affiliate for new trailering equipment totaling \$466,000 during the same period. During 2017, we made purchases totaling \$2.1 million for wheels and tires for new trailering equipment, and purchased 64 used tractors from an affiliate for \$1.8 million.

We periodically use the law firm of Sullivan Hincks & Conway to provide legal services. Daniel C. Sullivan, a member of our Board, is a partner at Sullivan Hincks & Conway. Not included in the table above are amounts paid for legal services during 2018 and 2017 of \$2,100 and \$1,400, respectively. No amounts were paid for legal services during 2016.

During 2018, we exercised our right of first refusal to acquire 10,065 shares of restricted stock from a director, H. E. “Scott” Wolfe, for \$355,000 based on the closing market price on the effective date of the transaction. We also exercised our right of first refusal to acquire 7,500 shares of restricted stock during 2018 from our CEO, Jeff Rogers, for \$264,000 based on the closing market price on the effective date of the transaction.

UNIVERSAL LOGISTICS HOLDINGS, INC.
Notes to Consolidated Financial Statements – (Continued)
December 31, 2018, 2017 and 2016

(11) Transactions with Affiliates—continued

Services provided by Universal to Affiliates

We periodically assist CenTra and other affiliates under common control with CenTra by providing selected transportation and logistics services in connection with their specific customer contracts or purchase orders. Truck fueling and administrative expenses are presented net in operating expense. Following is a schedule of services provided to CenTra and affiliates for the years ended December 31 (in thousands):

	<u>2018</u>	<u>2017</u>	<u>2016</u>
Purchased transportation and equipment rent	\$ 900	\$ 1,100	\$ 1,090
Total	<u>\$ 900</u>	<u>\$ 1,100</u>	<u>\$ 1,090</u>

At December 31, 2018 and 2017, amounts due from affiliates were \$5.2 million and \$2.7 million, respectively.

(12) Income Taxes

A summary of income (loss) related to U.S. and non-U.S. operations are as follows (in thousands):

	<u>Year Ended December 31,</u>		
	<u>2018</u>	<u>2017</u>	<u>2016</u>
Operations			
U.S. Domestic	\$ 71,441	\$ 28,360	\$ 40,172
Foreign	<u>(2,052)</u>	<u>(11,219)</u>	<u>(767)</u>
Total pre-tax income	<u>\$ 69,389</u>	<u>\$ 17,141</u>	<u>\$ 39,405</u>

The provision (benefit) for income taxes attributable to income from continuing operations for the years ended December 31 consists of the following (in thousands):

	<u>2018</u>	<u>2017</u>	<u>2016</u>
Current:			
U.S. Federal	\$ 7,266	\$ 5,394	\$ 7,432
State	3,556	2,227	748
Foreign	<u>427</u>	<u>688</u>	<u>284</u>
	11,249	8,309	8,464
Deferred:			
U.S. Federal	5,873	(14,264)	6,521
State	(855)	(1,113)	140
Foreign	<u>944</u>	<u>(3,944)</u>	<u>36</u>
	5,962	(19,321)	6,697
Total	<u>\$ 17,211</u>	<u>\$ (11,012)</u>	<u>\$ 15,161</u>

On December 22, 2017, the Tax Cuts and Jobs Act was signed into law, significantly changing the U.S. tax code by providing for, among other things, lower corporate income tax rates and requiring companies to pay a one-time transition tax on deemed repatriated earnings of foreign subsidiaries. Effective January 1, 2018, the Tax Cuts and Jobs Act permanently reduced the U.S. corporate income tax rate from 35% to 21%. In accordance with U.S. GAAP, the reduction in the enacted rate caused the Company to revalue its ending net deferred tax assets and liabilities and caused the Company to record a provisional tax benefit of \$18.2 million in its consolidated financial statements for the year ended December 31, 2017. With respect to the transition tax on deemed repatriated foreign earnings, the Company determined that, based upon information currently available, the transition tax did not have a material impact on its results of operations, financial position or cash flows.

The provisional amounts recorded at December 31, 2017, in accordance with SEC Staff Accounting Bulletin No. 118, were finalized during the fourth quarter of 2018 and had an immaterial impact on the consolidated financial statements.

UNIVERSAL LOGISTICS HOLDINGS, INC.
Notes to Consolidated Financial Statements – (Continued)
December 31, 2018, 2017 and 2016

(12) Income Taxes—continued

Deferred income tax assets and liabilities at December 31 consist of the following (in thousands):

	2018	2017
Domestic deferred tax assets:		
Allowance for doubtful accounts	\$ 425	\$ 323
Other assets.....	4,561	2,694
Accrued expenses	4,982	6,622
Total domestic deferred tax assets.....	\$ 9,968	\$ 9,639
Domestic deferred tax liabilities:		
Prepaid expenses	\$ 696	\$ 1,002
Marketable securities.....	1,004	1,153
Intangible assets	25,907	7,894
Property and equipment.....	41,589	31,951
Total domestic deferred tax liabilities.....	\$ 69,196	\$ 42,000
Net domestic deferred tax liabilities	\$ 59,228	\$ 32,361
Foreign deferred tax assets		
Net operating losses.....	\$ 3,499	\$ 3,636
Other assets.....	927	928
Valuation allowance - foreign	(1,877)	(410)
Total foreign deferred tax asset.....	\$ 2,549	\$ 4,154
Net deferred tax liability.....	\$ 56,679	\$ 28,207

In assessing whether deferred tax assets may be realized in the future, management considers whether it is more likely than not that some portion of such tax assets will not be realized. The deferred tax assets and liabilities were reviewed separately by jurisdictions when measuring the need for valuation allowances. The ultimate realization of deferred tax assets is dependent upon the generation of future taxable income (both ordinary income and taxable capital gains) during the periods in which those temporary differences reverse. Management considers the scheduled reversal of deferred tax liabilities, projected future taxable income, and tax planning strategies in making this assessment. Valuation allowances are established when necessary to reduce deferred tax assets when it is more likely than not that a portion or all of the deferred tax assets will not be realized. Based upon the level of historical taxable income, reversal of existing taxable temporary differences, projections for future taxable income over the periods in which the domestic deferred tax assets are expected to reverse, and our ability to generate future capital gains, management believes it is more likely than not that we will realize the benefits of these deductible differences. Thus, no valuation allowance has been established for the domestic deferred tax assets. We had foreign net operating loss carryforward associated with our Mexican subsidiary with a tax effect of \$1.6 million as of December 31, 2018. The net operating loss carryforward will expire in 2027. Although realization is not assured, the Company has concluded that it is more likely than not that the deferred tax asset will be fully realized and as such no valuation allowance has been provided. At December 31, 2018, we also had foreign net operating loss carryforwards associated with our Canadian and German subsidiaries with a tax effect of \$1.9 million. Based on the anticipated earnings projections, management has recorded a full valuation allowance for the deferred tax assets associated with this entity.

UNIVERSAL LOGISTICS HOLDINGS, INC.
Notes to Consolidated Financial Statements – (Continued)
December 31, 2018, 2017 and 2016

(12) Income Taxes—continued

Income tax expense attributable to income from continuing operations differs from the statutory rates as follows:

	<u>2018</u>	<u>2017</u>	<u>2016</u>
Federal statutory rate	21%	35%	35%
Change in tax law	0%	-106%	0%
Non-deductible expense.....	0%	2%	0%
State, net of federal benefit.....	3%	4%	2%
Foreign.....	2%	1%	1%
Other	-1%	0%	0%
Effective tax rate	<u>25%</u>	<u>-64%</u>	<u>38%</u>

As of December 31, 2018, the total amount of unrecognized tax benefit representing uncertainty in certain tax positions was \$0.3 million. These uncertain tax positions are based on recognition thresholds and measurement attributes for the financial statement recognition and measurements of a tax position taken or expected to be taken in a tax return. Any prospective adjustments to our accrual for uncertain tax positions will be recorded as an increase or decrease to the provision for income taxes and would impact our effective tax rate. At December 31, 2018, there are no positions for which it is reasonably possible that the total amounts of unrecognized tax benefits would significantly increase or decrease within 12 months. As of December 31, 2018, the amount of accrued interest and penalties was \$0.1 million and \$0.1 million, respectively.

The changes in our gross unrecognized tax benefits during the years ended December 31 are as follows (in thousands):

	<u>2018</u>	<u>2017</u>	<u>2016</u>
Unrecognized tax benefit – beginning of year	\$ 367	\$ 416	\$ 333
Increases related to prior year tax positions.....	26	22	24
Increases related to current year tax positions	30	9	95
Decreases related to prior year tax positions.....	(92)	(80)	(36)
Unrecognized tax benefit – end of year	<u>\$ 331</u>	<u>\$ 367</u>	<u>\$ 416</u>

(13) Leases

We lease office space, warehouses, freight distribution centers, terminal yards and equipment under non-cancelable operating lease arrangements. Except where we deliver services within facilities provided by our customers, we lease warehouse and freight distribution centers used in our logistics operations, often in connection with a specific customer program. Where facilities are substantially dedicated to a single customer and our lease is with an independent property owner, we attempt to align lease terms with the expected duration of the underlying customer program.

In most cases, we expect our facility leases will be renewed or replaced by other leases in the ordinary course of business. Where possible, we contractually secure the recovery of certain occupancy costs, including rent, during the term of a customer program. Future minimum rental payments pursuant to leases that have an initial or remaining non-cancelable lease term in excess of one year as of December 31, 2018 are as follows (in thousands):

<u>Years Ending December 31</u>	<u>With Affiliates</u>	<u>With Third Parties</u>	<u>Total</u>
2019.....	\$ 9,357	\$ 12,614	\$ 21,971
2020.....	6,556	6,749	13,305
2021.....	5,408	2,742	8,150
2022.....	3,919	109	4,028
2023.....	3,592	—	3,592
Thereafter	8,331	—	8,331
Total required payments.....	<u>\$ 37,163</u>	<u>\$ 22,214</u>	<u>\$ 59,377</u>

Rental expense for facilities, vehicles and other equipment leased from third parties under operating leases approximated \$22.6 million, \$17.9 million and \$20.2 million for the years ended December 31, 2018, 2017 and 2016, respectively.

UNIVERSAL LOGISTICS HOLDINGS, INC.
Notes to Consolidated Financial Statements – (Continued)
December 31, 2018, 2017 and 2016

(14) Retirement Plans

We offer 401(k) defined contribution plans to our employees. The plans are administered by a company controlled by our principal shareholders and include different matching provisions depending on which subsidiary or affiliate is involved. In the plans available to certain employees not subject to collective bargaining agreements, we matched contributions up to \$600 annually for each employee who is not considered highly compensated through December 31, 2008, after which some matching contributions were suspended as a response to market conditions at certain subsidiaries. Three other 401(k) plans are provided to employees of specific operations and offer matching contributions that range from zero to \$2,080 per participant annually. The total expense for contributions for 401(k) plans, including plans related to collective bargaining agreements, was \$0.6 million, \$0.5 million and \$0.5 million for the years ended December 31, 2018, 2017 and 2016, respectively.

In connection with a collective bargaining agreement that covered 11 Canadian employees at December 31, 2018, we are required to make defined contributions into the Canada Wide Industrial Pension Plan. At December 31, 2018 and 2017, the required contributions totaled approximately \$39,000 and \$41,000, respectively.

(15) Stock Based Compensation

On April 23, 2014, our Board of Directors adopted the 2014 Amended and Restated Stock Incentive Plan, or the Plan. The Plan was approved by our shareholders at the 2014 Annual Meeting and became effective as of the date it was adopted by the Board of Directors. The Plan replaced our 2004 Stock Incentive Plan and carried forward the shares of common stock that remained available for issuance under the 2004 Stock Incentive Plan. The grants may be made in the form of stock options, restricted stock bonuses, restricted stock purchase rights, stock appreciation rights, phantom stock units, restricted stock units or unrestricted common stock. Restricted stock awards currently outstanding under the 2004 Stock Incentive Plan will remain outstanding in accordance with the terms of that plan.

On February 22, 2017, February 24, 2016, April 29, 2015 and March 5, 2015, the Company granted 10,000, 10,000, 20,000 and 10,000 shares, respectively, of restricted stock to its Chief Executive Officer. The restricted stock grants have fair values of \$13.45, \$15.55 per share, \$22.03 per share, and \$25.18 per share, respectively, based on the closing price of the Company's stock on each grant date. For each award, 25% of the shares vested immediately on the grant dates, and the remaining shares vest in three equal installments on March 5 of each of the next three years following the grant date, with the final vesting of the 2017 award to occur on March 5, 2020, in each case subject to continued employment with the Company.

On December 23, 2015, the Company granted 50,000 shares of restricted stock to certain employees, including 10,000 shares to its Chief Financial Officer. The restricted stock grants have a grant date fair value of \$14.93 per share, based on the closing price of the Company's stock, of which 25% vested immediately, and an additional 25% vested in three equal increments on each December 20 in 2016, 2017 and 2018.

A grantee's vesting of restricted stock awards may be accelerated under certain conditions, including retirement.

A summary of the status of our non-vested shares as of December 31, 2018, and changes during the year ended December 31, 2018, is presented below:

	<u>Shares</u>	<u>Weighted Average Grant Date Fair Value</u>
Non-vested at January 1, 2017.....	31,250	\$ 16.63
Granted	—	\$ —
Vested	(23,750)	\$ 17.41
Forfeited.....	—	\$ —
Balance at December 31, 2018	<u>7,500</u>	<u>\$ 14.15</u>

During the years ended December 31, 2018, 2017 and 2016, the total grant date fair value of vested shares recognized as compensation cost was \$413,000, \$414,000, and \$571,000, respectively. As of December 31, 2018, there was \$107,000 of total unrecognized compensation cost related to non-vested share-based compensation arrangements granted under the Plan. That cost is expected to be recognized on a straight-line basis over the remaining vesting period. As a result, the Company expects to recognize stock-based compensation costs of \$73,000 and \$34,000, during 2019 and 2020, respectively.

(16) Commitments and Contingencies

Our principal commitments relate to long-term real estate leases and payment obligations to equipment vendors.

On October 16, 2017, a jury in state court in Cook County, Illinois rendered a verdict of \$54.2 million against Universal Am-Can, Ltd. (“UACL”) in the matter of Denton v. UACL, et al. The litigation relates to a vehicular accident that occurred on February 8, 2011 on I-65 in Rensselaer, Indiana. The accident involved a tractor-trailer being driven by an independent owner-operator of UACL. The driver was braking on the expressway in order to avoid another vehicle being driven the wrong way on the interstate. The truck attempted to avoid the oncoming vehicle and the plaintiff’s vehicle and, in so doing, struck the plaintiff’s vehicle. As a result of the accident, the plaintiff sustained non-life threatening injuries. In connection with the verdict, the jury determined that UACL was responsible for the liability associated with the accident. The verdict included \$19.2 million in compensatory damages and \$35.0 million in punitive damages against UACL. Interest on the verdict accrues at a rate of 9% per year. The insurance coverage available for reimbursement of UACL’s damages underlying the verdict is limited to \$1.0 million. We believe the facts and the law do not support the jury’s findings of liability against UACL. The Company has filed an appeal with the Appellate Court of Illinois First Judicial District to overturn the verdict and the judgment. Enforcement of the judgment has been stayed pending the outcome of the appeal. The Company currently estimates the possible range of financial exposure in the matter, net of insurance coverage and before advances made to plaintiffs, to be between \$18.2 million and \$53.2 million. Based on the Company’s best estimate of the liability at this time, the Company recorded an accrued liability for this matter of \$18.2 million, which is inclusive of any interest accruing and before consideration of advances made. In September 2018, the Company made a \$7.0 million advance, the amount of which will be used as an offset against the ultimate resolution. As such, this amount was recorded as a reduction of the Company’s accrued liability. While we cannot predict with any certainty the outcome of this litigation, its ultimate resolution could be significantly different from our estimate and materially affect our financial condition, results of operations and cash flows.

The Company was plaintiff in a lawsuit that was filed on June 11, 2015 against, among others, Dalton Logistics, Inc. (“Dalton”) in the United States District Court for the Southern District of Texas. The Company was seeking approximately \$1.9 million in damages from a debtor relating to unpaid freight charges. In response to the filing of the complaint, the shareholders of Dalton filed a counterclaim against the Company alleging that the Company, in connection with certain unrelated negotiations with the defendant, breached an alleged agreement to acquire Dalton. The respective claims proceeded to trial and, on July 21, 2017, a jury returned two separate verdicts: One in favor of Universal for \$1.9 million, and a second in favor of the defendant for approximately \$5.7 million. On October 30, 2017, the court entered a judgment against Universal for the \$5.7 million, but ignored the \$1.9 million jury award in favor of Universal. The Company believes this ruling was in error and further believes the jury erred in their findings of any damages against Universal. The Company has filed an appeal with the United States Court of Appeals for the Fifth Circuit to overturn the verdict and the judgment. Enforcement of the judgment has been stayed pending the outcome of the appeal. The Company currently estimates the possible range of financial exposure in the matter to be between \$0 and \$5.7 million. Based on the Company’s best estimate of the liability at this time, the Company has recorded an accrued liability for this matter of \$1.8 million, which is inclusive of any interest owed on the verdict. While we cannot predict with any certainty the outcome of this litigation, management does not believe the outcome will have a material adverse effect on our business, financial condition, results of operations or cash flows.

On February 21, 2018, Ford Motor Company (“Ford”) filed suit against two of the Company’s subsidiaries (collectively, the “Subsidiary Defendants”) and two related parties in state court in Oakland County, Michigan. The complaint sought a declaratory judgment that the Subsidiary Defendants and their co-defendants are required to indemnify Ford for \$76 million in damages sustained by Ford in a wrongful death lawsuit in Clay County, Missouri. On November 5, 2018, the trial court granted a Motion for Summary Disposition filed by the defendants, and the claims against the Subsidiary Defendants were dismissed with prejudice.

In the third quarter of 2018, a tractor-trailer operated by a subsidiary of the Company was involved in a multi-vehicle, multi-fatality accident. This matter was settled in the fourth quarter of 2018 for \$9.0 million.

UNIVERSAL LOGISTICS HOLDINGS, INC.
Notes to Consolidated Financial Statements – (Continued)
December 31, 2018, 2017 and 2016

(16) Commitments and Contingencies —continued

The Company is involved in certain other claims and pending litigation arising from the ordinary conduct of business. We also provide accruals for claims within our self-insured retention amounts. Based on the knowledge of the facts, and in certain cases, opinions of outside counsel, in the Company's opinion the resolution of these claims and pending litigation will not have a material effect on our financial position, results of operations or cash flows. However, if we experience claims that are not covered by our insurance or that exceed our estimated claim reserve, it could increase the volatility of our earnings and have a materially adverse effect on our financial condition, results of operations or cash flows.

At December 31, 2018, approximately 26% of our employees in the United States, Canada and Colombia are subject to collective bargaining agreements that are renegotiated periodically, of which 19% are subject to contracts that expire in 2019. Of our employees in Mexico, 91% are subject to such collective bargaining agreements, and our contract expiring in 2019 is currently being negotiated.

(17) Earnings Per Share

Basic earnings per common share amounts are based on the weighted average number of common shares outstanding, excluding outstanding non-vested restricted stock. Diluted earnings per common share include dilutive common stock equivalents determined by the treasury stock method. For the years ended December 31, 2018, 2017 and 2016, there were 6,912, 2,922 and zero weighted average non-vested shares of restricted stock, respectively, included in the denominator for the calculation of diluted earnings per share.

For the year ended December 31, 2018, no shares were excluded from the calculation of diluted earnings per share. For the years ended December 31, 2017 and 2016, 2,500 and 45,000 shares of non-vested restricted stock, respectively, were excluded from the calculation of diluted earnings per share because such shares were anti-dilutive.

UNIVERSAL LOGISTICS HOLDINGS, INC.
Notes to Consolidated Financial Statements – (Continued)
December 31, 2018, 2017 and 2016

(18) Quarterly Financial Data (unaudited)

	2018			
	<u>1st quarter</u>	<u>2nd quarter</u>	<u>3rd quarter</u>	<u>4th quarter</u>
	(in thousands, except per share information)			
Operating revenue	\$ 335,113	\$ 365,925	\$ 374,292	\$ 386,378
Operating income	17,104	26,252	22,530	17,908
Income before income taxes	14,156	23,634	19,973	11,626
Income tax expense	3,722	5,965	4,918	2,606
Net income	<u>\$ 10,434</u>	<u>\$ 17,669</u>	<u>\$ 15,055</u>	<u>\$ 9,020</u>
Earnings per common share:				
Basic	\$ 0.37	\$ 0.62	\$ 0.53	\$ 0.32
Diluted	\$ 0.37	\$ 0.62	\$ 0.53	\$ 0.32
Weighted average number of common shares outstanding:				
Basic	28,386	28,395	28,382	28,370
Diluted	28,393	28,402	28,392	28,374
	2017			
	<u>1st quarter</u>	<u>2nd quarter</u>	<u>3rd quarter</u>	<u>4th quarter</u>
	(in thousands, except per share information)			
Operating revenue	\$ 284,442	\$ 305,199	\$ 313,001	\$ 314,023
Operating income (loss)	9,169	6,417	(3,484)	13,112
Income (loss) before income taxes	7,001	4,400	(5,271)	11,011
Income tax (benefit) expense	2,683	1,661	(1,966)	(13,390)
Net income (loss)	<u>\$ 4,318</u>	<u>\$ 2,739</u>	<u>\$ (3,305)</u>	<u>\$ 24,401</u>
Earnings per common share:				
Basic	\$ 0.15	\$ 0.10	\$ (0.12)	\$ 0.86
Diluted	\$ 0.15	\$ 0.10	\$ (0.12)	\$ 0.86
Weighted average number of common shares outstanding:				
Basic	28,435	28,443	28,441	28,382
Diluted	28,435	28,443	28,444	28,390

During the fourth quarter of 2017, the Company recognized an \$18.2 million income tax benefit due to the Tax Cuts and Jobs Act.

UNIVERSAL LOGISTICS HOLDINGS, INC.
Notes to Consolidated Financial Statements – (Continued)
December 31, 2018, 2017 and 2016

(19) Segment Reporting

We report our financial results in two reportable segments, the transportation segment and the logistics segment, based on the nature of the underlying customer commitment and the types of investments required to support these commitments. This presentation reflects the manner in which management evaluates our operating segments, including an evaluation of economic characteristics and applicable aggregation criteria.

Operations aggregated in our transportation segment are associated with individual freight shipments coordinated by our agents, company-managed terminals and specialized services operations. In contrast, operations aggregated in our logistics segment deliver value-added services or transportation services to specific customers on a dedicated basis, generally pursuant to contract terms of one year or longer. Other non-reportable operating segments are comprised of the Company's subsidiaries that provide support services to other subsidiaries and to owner-operators, including shop maintenance and equipment leasing.

The following tables summarize information about our reportable segments as of and for the fiscal years ended December 31, 2018, 2017 and 2016 (in thousands):

2018	Transportation	Logistics	Other	Total
Operating revenues	\$ 949,242	\$ 510,918	\$ 1,548	\$ 1,461,708
Eliminated inter-segment revenues	(1,673)	(12,451)	—	(14,124)
Depreciation and amortization	27,128	26,125	1,172	54,425
Income from operations.....	51,634	31,136	1,024	83,794
Capital expenditures	32,267	33,312	1,006	66,585
Total assets	525,906	298,455	18,786	843,147
2017	Transportation	Logistics	Other	Total
Operating revenues	\$ 750,302	\$ 465,070	\$ 1,293	\$ 1,216,665
Eliminated inter-segment revenues	(1,064)	(8,095)	—	(9,159)
Depreciation and amortization	17,661	29,136	198	46,995
Income from operations.....	14,512	10,597	105	25,214
Capital expenditures	12,330	50,597	433	63,360
Total assets	291,736	293,773	25,083	610,592
2016	Transportation	Logistics	Other	Total
Operating revenues	\$ 656,496	\$ 414,948	\$ 1,307	\$ 1,072,751
Eliminated inter-segment revenues	(1,896)	(7,482)	—	(9,378)
Depreciation and amortization	13,459	23,064	179	36,702
Income from operations.....	22,399	27,653	(3,472)	46,580
Capital expenditures	9,464	91,045	500	101,009
Total assets	252,164	292,227	26,066	570,457

We provide a portfolio of transportation and logistics services to a wide range of customers throughout the United States and in Mexico, Canada and Colombia. Revenues attributed to geographic areas are as follows (in thousands):

	Year Ended December 31,		
	2018	2017	2016
United States	\$ 1,426,897	\$ 1,179,115	\$ 1,038,963
Mexico	18,716	24,346	20,046
Canada.....	14,188	11,538	12,157
Colombia.....	1,907	1,666	1,585
Total	<u>\$ 1,461,708</u>	<u>\$ 1,216,665</u>	<u>\$ 1,072,751</u>

UNIVERSAL LOGISTICS HOLDINGS, INC.
Notes to Consolidated Financial Statements – (Continued)
December 31, 2018, 2017 and 2016

(19) Segment Reporting—continued

Net long-lived property and equipment assets by geographic area are presented in the table below (in thousands):

	<u>Year Ended December 31,</u>	
	<u>2018</u>	<u>2017</u>
United States	\$ 284,321	\$ 245,070
Mexico	18,612	21,725
Canada	295	389
Colombia.....	6	11
Total.....	<u>\$ 303,234</u>	<u>\$ 267,195</u>

(20) Subsequent Events

On February 21, 2019, our Board of Directors declared the regular quarterly cash dividend of \$0.105 per share of common stock. In addition, the Board of Directors approved an additional special annual dividend of \$0.110 per share of common stock. Both dividends are payable to shareholders of record at the close of business on March 4, 2019 and are expected to be paid on March 14, 2019. Declaration of future cash dividends is subject to final determination by the Board of Directors each quarter after its review of our financial condition, results of operations, capital requirements, any legal or contractual restrictions on the payment of dividends and other factors the Board of Directors deems relevant.

ITEM 9: CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURES

None.

ITEM 9A: CONTROLS AND PROCEDURES

Evaluation of Disclosure Controls and Procedures

Based on an evaluation under the supervision and with the participation of the Company's management, the Company's principal executive officer and principal financial officer have concluded that the Company's disclosure controls and procedures as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended (the "Exchange Act") were effective as of December 31, 2018 to provide reasonable assurance that information required to be disclosed by the Company in reports that it files or submits under the Exchange Act is (i) recorded, processed, summarized and reported within the time periods specified in the Securities and Exchange Commission rules and forms and (ii) accumulated and communicated to the Company's management, including its principal executive officer and principal financial officer, as appropriate to allow timely decisions regarding required disclosure.

Inherent Limitations over Internal Controls

The Company's internal control over financial reporting is designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with U.S. generally accepted accounting principles ("GAAP"). The Company's internal control over financial reporting includes those policies and procedures that:

- (i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the Company's assets;
- (ii) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with GAAP, and that the Company's receipts and expenditures are being made only in accordance with authorizations of the Company's management and directors; and
- (iii) 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.

Management, including the Company's Chief Executive Officer and Chief Financial Officer, does not expect that the Company's internal controls will prevent or detect all errors and all fraud. A control system, no matter how well designed and operated, can provide only reasonable, not absolute, assurance that the objectives of the control system are met. Further, the design of a control system must reflect the fact that there are resource constraints, and the benefits of controls must be considered relative to their costs. Because of the inherent limitations in all control systems, no evaluation of internal controls can provide absolute assurance that all control issues and instances of fraud, if any, have been detected. Also, any evaluation of the effectiveness of controls in future periods are subject to the risk that those internal controls may become inadequate because of changes in business conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Changes in Internal Control over Financial Reporting

There were no changes in the Company's internal control over financial reporting during the fourth quarter of 2018, which were identified in connection with management's evaluation required by paragraph (d) of rules 13a-15 and 15d-15 under the Exchange Act, that have materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting.

Management’s Annual Report on Internal Control over Financial Reporting

The Company’s management is responsible for establishing and maintaining adequate internal control over financial reporting (as defined in Rule 13a-15(f) under the Exchange Act). Management conducted an assessment of the effectiveness of the Company’s internal control over financial reporting based on the criteria set forth in *Internal Control – Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission*, which is commonly referred to as the 2013 framework.

The scope of management’s assessment as of December 31, 2018 did not include an assessment of the internal controls over financial reporting during 2018 for Deco Logistics, Inc., d/b/a Container Connection, Oaktree Logistics, Inc. (an affiliate of Container Connection), Specialized Rail Service, Inc., Southern Counties Express, Inc., or Fore Transportation, Inc. (collectively the “Acquired Companies”), each of which was acquired during 2018. Management has excluded from its assessment of the effectiveness of the Company’s internal control over financial reporting as of December 31, 2018 the Acquired Companies’ internal control over financial reporting associated with total assets of \$204.7 million, operating revenues of \$70.9 million and net income of \$3.8 million, all of which are included in the consolidated financial statements Universal Logistics Holdings, Inc. as of and for the year ended December 31, 2018. For the fiscal year ending December 31, 2019, the scope of management’s assessment on internal control over financial reporting will include the Acquired Companies’ operations.

Based on the Company’s assessment, management has concluded that its internal control over financial reporting was effective as of December 31, 2018. The Company’s independent registered public accounting firm, BDO USA LLP, has issued an audit report on the Company’s internal control over financial reporting, which appears below.

Report of Independent Registered Public Accounting Firm

Shareholders and Board of Directors
Universal Logistics Holdings, Inc.
Warren, Michigan

Opinion on Internal Control over Financial Reporting

We have audited Universal Logistics Holdings, Inc.'s (the "Company's") internal control over financial reporting as of December 31, 2018, based on criteria established in *Internal Control – Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission (the "COSO criteria"). In our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of December 31, 2018, based on the COSO criteria.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) ("PCAOB"), the consolidated balance sheets of the Company as of December 31, 2018 and 2017, the related consolidated statements of income, comprehensive income, cash flows and shareholders' equity for each of the three years in the period ended December 31, 2018, and the related notes and our report dated March 18, 2019 expressed an unqualified opinion thereon.

Basis for Opinion

The Company'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 "Item 9A, Management's 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 are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audit of internal control over financial reporting in accordance with the standards of the PCAOB. 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, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audit also included performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

As indicated in the accompanying "Item 9A, Management's Annual Report on Internal Control Over Financial Reporting", management's assessment of and conclusion on the effectiveness of internal control over financial reporting did not include the internal controls of Deco Logistics, Inc., d/b/a Container Connection, Oaktree Logistics, Inc. (an affiliate of Container Connection), Specialized Rail Service, Inc., Southern Counties Express, Inc., and Fore Transportation, Inc. (collectively the "Acquired Companies"), which were acquired in 2018 and which are included in the consolidated balance sheet of Universal Logistics Holdings, Inc. as of December 31, 2018, and the related consolidated statements of income, comprehensive income, shareholders' equity, and cash flows for the year then ended. The Acquired Companies had \$204.7 million of total assets as of December 31, 2018, and \$70.9 million and \$3.8 million of revenues and net income, respectively, for the year then ended. Management did not assess the effectiveness of internal control over financial reporting of the Acquired Companies because of the timing of the acquisitions which were completed on various dates in 2018. Our audit of internal control over financial reporting of Universal Logistics Holdings, Inc. also did not include an evaluation of the internal control over financial reporting of the Acquired Companies.

Definition and Limitations of Internal Control over Financial Reporting

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.

/s/ BDO USA, LLP

Troy, Michigan
March 18, 2019

ITEM 9B: OTHER INFORMATION

None.

PART III

Portions of the information required by Part III of Form 10-K are, pursuant to General Instruction G(3) of Form 10-K, incorporated by reference from our definitive Proxy Statement to be filed pursuant to Regulation 14A for our Annual Meeting of Shareholders to be held on April 25, 2019. We will, within 120 days of the end of our fiscal year, file with the Securities and Exchange Commission a definitive proxy statement pursuant to Regulation 14A.

ITEM 10: DIRECTORS, EXECUTIVE OFFICERS, AND CORPORATE GOVERNANCE

The information required by this Item is incorporated herein by reference to the definitive Proxy Statement to be filed pursuant to Regulation 14A for our Annual Meeting of Shareholders to be held on April 25, 2019.

ITEM 11: EXECUTIVE COMPENSATION

The information required by this Item is incorporated herein by reference to the definitive Proxy Statement to be filed pursuant to Regulation 14A for our Annual Meeting of Shareholders to be held on April 25, 2019.

ITEM 12: SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS

The information required by this Item is incorporated herein by reference to the definitive Proxy Statement to be filed pursuant to Regulation 14A for our Annual Meeting of Shareholders to be held on April 25, 2019.

The following table presents information about equity plans under which equity securities of the Company are authorized for issuance at December 31, 2018:

<u>Plan Category</u>	<u>Number of securities to be issued upon exercise of outstanding options, warrants and rights</u>	<u>Weighted average exercise price of outstanding options, warrants and rights</u>	<u>Number of securities remaining available for future issuance</u>
Equity compensation plans approved by security holders.....	7,500	\$ — (1)	206,880
Equity compensation plans not approved by security holders.....	—	\$ —	—
Total.....	<u>7,500</u>	<u>\$ — (1)</u>	<u>206,880</u>

(1) Reflects shares to be issued under restricted stock bonus awards, which do not have an exercise price. As of December 31, 2018, the Company has no outstanding options, warrants or rights that require payment of an exercise price.

ITEM 13: CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS, AND DIRECTOR INDEPENDENCE

The information required by this Item is incorporated herein by reference to the definitive Proxy Statement to be filed pursuant to Regulation 14A for our Annual Meeting of Shareholders to be held on April 25, 2019.

ITEM 14: PRINCIPAL ACCOUNTING FEES AND SERVICES

The information required by this Item is incorporated herein by reference to the definitive Proxy Statement to be filed pursuant to Regulation 14A for our Annual Meeting of Shareholders to be held on April 25, 2019.

PART IV

ITEM 15: EXHIBITS AND FINANCIAL STATEMENT SCHEDULES

(1) Financial Statements

	<u>Page</u>
Report of Independent Registered Public Accounting Firm.....	37
Consolidated Balance Sheets.....	38
Consolidated Statements of Income.....	39
Consolidated Statements of Comprehensive Income.....	40
Consolidated Statements of Cash Flows.....	41
Consolidated Statements of Shareholders' Equity.....	43
Notes to Consolidated Financial Statements.....	44

(2) Financial Statement Schedules

Financial statement schedules have been omitted since they are either not required, not applicable, or the information is otherwise included elsewhere in this Form 10-K.

(3) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
2.1	Stock Purchase Agreement dated as of August 10, 2018 among Mason Dixon Intermodal, Inc., The Brian and Rocio Griley Family Trust u/t/d March 18, 2008 and Donald Griley Irrevocable Trust f/b/o Patrick Griley u/t/d March 1, 2008 (incorporated by reference to Exhibit 2.1 to the Registrant's Current Report on Form 8-K filed on August 16, 2018)
2.2	Stock Purchase Agreement dated as of December 7, 2018 among Mason Dixon Intermodal, Inc., James H. Horvitz, Robert Sweet, The Horvitz Family Special Needs Gift Trust, dated July 18, 2014, (each a "Seller" and collectively the "Sellers"), Robin L. Horvitz, and J. Horvitz in his capacity as representative of the Sellers (incorporated by reference to Exhibit 2.1 to the Registrant's Current Report on Form 8-K filed on December 11, 2018)
3.1	Amended and Restated Articles of Incorporation (incorporated by reference to Exhibit 3.1 to the Registrant's Registration Statement on Form S-1 filed on November 15, 2004)
3.2	Amendment to Restated Articles of Incorporation (incorporated by reference to Exhibit 3(i)-1 and 3(i)-2 to the Registrant's Current Report on Form 8-K filed on November 1, 2012)
3.3	Certificate of Amendment to Restated Articles of Incorporation (incorporated by reference to Exhibit 3.1 to the Registrant's Current Report on Form 8-K filed on May 2, 2016)
3.4	Fourth Amended and Restated Bylaws, as amended effective April 28, 2016 (incorporated by reference to Exhibit 3.2 to the Registrant's Current Report on Form 8-K filed on May 2, 2016)
4.1	Amended and Restated Registration Rights Agreement among the Registrant, Matthew T. Moroun, the Manuel J. Moroun Revocable Trust and the M.J. Moroun 2012 Annuity Trust (incorporated by reference to Exhibit 4.1 to the Registrant's Current Report on Form 8-K filed July 26, 2012)
4.2	Specimen Common Share Certificate (incorporated by reference to Exhibit 4.2 to the Registrant's Registration Statement on Form S-1 filed on November 15, 2004)
10.1+	Consulting Agreement between the Registrant and Manuel J. Moroun (incorporated by reference to Exhibit 10.1 to the Registrant's Current Report on Form 8-K filed on April 26, 2013)
10.2+	Amendment No. 1 to Consulting Agreement, dated April 26, 2018, with Manuel J. Moroun (incorporated by reference to Exhibit 10.3 to the Registrant's Current Report on Form 8-K filed on April 27, 2018)
10.3+	Employment Agreement between the Registrant and Jeff Rogers (incorporated by reference to Exhibit 10.3 to the Registrant's Annual Report on Form 10-K filed on March 16, 2015)

Exhibit No.	Description
10.4	Service Level Agreement between the Registrant and Data System Services, LLC (incorporated by reference to Exhibit 10.7 to the Registrant's Annual Report on Form 10-K filed on March 16, 2015)
10.5+	2014 Amended and Restated Stock Option and Incentive Plan (incorporated by reference to Appendix A to the Registrant's Schedule 14A filed on April 29, 2014)
10.6+	Form of Restricted Stock Bonus Award Agreement under the 2014 Amended and Restated Stock Option and Incentive Plan (incorporated by reference to Exhibit B of Appendix A to the Registrant's Schedule 14A filed on April 29, 2014)
10.7	Credit and Security Agreement dated as of November 27, 2018 among Universal Management Services, Inc., Cavalry Logistics, LLC, Fore Transportation, Inc., Logistics Insight Corp., Mason Dixon Intermodal, Inc., Southern Counties Express, Inc., Specialized Rail Service, Inc., Universal Logistics Solutions International, Inc., Universal Specialized, Inc., Universal Truckload, Inc., Westport Axle Corp., and Westport Machining, LLC, as borrowers, certain subsidiaries of Universal Logistics Holdings, Inc., as guarantors, and KeyBank National Association as administrative agent and lender (incorporated by reference to Exhibit 10.1 to the Registrant's Current Report on Form 8-K filed on November 29, 2018)
10.8	Loan and Financing Agreement dated as of February 1, 2018 between UTSI Finance and Flagstar (incorporated by reference to Exhibit 10.2 to the Registrant's Current Report on Form 8-K filed on February 6, 2018)
10.9	Promissory Note dated as of February 1, 2018 by UTSI Finance in favor of Flagstar (incorporated by reference to Exhibit 10.3 to the Registrant's Current Report on Form 8-K filed on February 6, 2018)
10.10	Commercial Mortgage dated as of February 1, 2018 between UTSI Finance and Flagstar (incorporated by reference to Exhibit 10.4 to the Registrant's Current Report on Form 8-K filed on February 6, 2018)
10.11	Amendment No. 2 to Master Security Agreement, dated as of April 24, 2018, with Key Equipment Finance, a division of KeyBank National Association (incorporated by reference to Exhibit 10.1 to the Registrant's Current Report on Form 8-K filed on April 27, 2018)
21.1*	Subsidiaries of the Registrant
23.1*	Consent of BDO USA LLP, independent registered public accounting firm
24*	Powers of Attorney (see signature page)
31.1*	Chief Executive Officer certification, as adopted pursuant to section 302 of the Sarbanes-Oxley Act of 2002
31.2*	Chief Financial Officer certification, as adopted pursuant to section 302 of the Sarbanes-Oxley Act of 2002
32.1**	Chief Executive Officer 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
101.INS*	XBRL Instance Document
101.SCH*	XBRL Schema Document
101.CAL*	XBRL Calculation Linkbase Document
101.DEF*	XBRL Definition Linkbase Document
101.LAB*	XBRL Labels Linkbase Document
101.PRE*	XBRL Presentation Linkbase Document

-
- + Indicates a management contract, compensatory plan or arrangement.
* Filed herewith.
** Furnished herewith.

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 on Form 10-K to be signed on its behalf by the undersigned, thereunto duly authorized.

Universal Logistics Holdings, Inc.
(Registrant)

By: /s/ Jude Beres
Jude Beres, Chief Financial Officer

Date: March 18, 2019

POWER OF ATTORNEY

Know all persons by these presents, that each person whose signature appears below constitutes and appoints Jeff Rogers and Jude Beres, jointly and severally, his attorneys-in-fact, each with the power of substitution, for him in any and all capacities, to sign any amendments to this Form 10-K, and to file the same, with exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, hereby ratifying and confirming all that each of said attorneys-in-fact, or his substitutes, may do or cause to be done by virtue hereof.

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>Signatures</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Jeff Rogers</u> Jeff Rogers	Chief Executive Officer (Principal Executive Officer)	March 18, 2019
<u>/s/ Jude Beres</u> Jude Beres	Chief Financial Officer and Treasurer (Principal Financial and Accounting Officer)	March 18, 2019
<u>/s/ Matthew T. Moroun</u> Matthew T. Moroun	Chairman of the Board	March 18, 2019
<u>/s/ Manuel J. Moroun</u> Manuel J. Moroun	Director	March 18, 2019
<u>/s/ Grant Belanger</u> Grant Belanger	Director	March 18, 2019
<u>/s/ Frederick P. Calderone</u> Frederick P. Calderone	Director	March 18, 2019
<u>/s/ Joseph J. Casaroll</u> Joseph J. Casaroll	Director	March 18, 2019
<u>/s/ Daniel J. Deane</u> Daniel J. Deane	Director	March 18, 2019
<u>/s/ Clarence W. Gooden</u> Clarence W. Gooden	Director	March 18, 2019
<u>/s/ Michael A. Regan</u> Michael A. Regan	Director	March 18, 2019
<u>/s/ Daniel C. Sullivan</u> Daniel C. Sullivan	Director	March 18, 2019
<u>/s/ Richard P. Urban</u> Richard P. Urban	Director	March 18, 2019
<u>/s/ H.E. "Scott" Wolfe</u> H. E. "Scott" Wolfe	Director	March 18, 2019

UNIVERSAL LOGISTICS HOLDINGS, INC.

Universal Logistics Holdings, Inc. is a leading asset-light provider of customized transportation and logistics solutions throughout the United States, and in Mexico, Canada, and Colombia. We provide our customers with supply chain solutions that can be scaled to meet their changing demands and volumes. We offer our customers a broad array of services across their entire supply chain, including truckload, brokerage, intermodal, dedicated, and value-added services. Our customized solutions and flexible business model are designed to provide us with a highly variable cost structure.

CORPORATE INFORMATION

Board of Directors

Matthew T. Moroun
Chairman of the Board,
Vice Chairman
CenTra, Inc.

Manuel J. Moroun
Chief Executive Officer
CenTra, Inc.

Jeff Rogers
Chief Executive Officer
Universal Logistics Holdings,
Inc.

Grant E. Belanger
Principal
G. Belanger Consultants, LLC

Frederick P. Calderone
Former Vice President
CenTra, Inc.

Joseph J. Casaroll
Former Vice President and
General Manager
F.C.S., Inc.

Daniel J. Deane
President
Nicholson Terminal & Dock
Company

Clarence W. Gooden
Former President
CSX Corporation

Michael A. Regan
Chief Relationship Development
Officer
TranzAct Technologies, Inc.

Daniel C. Sullivan
Partner
Sullivan Hincks & Conway

Richard P. Urban
Former Consultant
Urban Logistics, Inc.

H.E. "Scott" Wolfe
Former Chief Executive Officer
Universal Logistics Holdings,
Inc.

Executive Officers

Jeff Rogers
Chief Executive Officer

Jude Beres
Chief Financial Officer and
Treasurer

Shareholder Information

Inquiries concerning lost stock certificates, changes of address, account status or other questions regarding your stock should be directed to the Company's Transfer Agent

Transfer Agent

Computershare, Inc.
PO Box 43078
Providence, RI 02940

The Company's annual reports on Form 10-K and quarterly reports on Form 10-Q filed with the SEC are available without charge upon request by accessing the Company's website at www.universallogistics.com or by contacting:

Investor Relations

Universal Logistics Holdings, Inc.
12755 E. Nine Mile Road
Warren, Michigan 48089
(586) 920-0100





www.UniversalLogistics.com

UNIVERSAL LOGISTICS HOLDINGS, INC.

Corporate Headquarters

12755 E. 9 Mile Road | Warren, Michigan 48089 | 586-920-0100