RYDER SYSTEM INC
Form 10-Q
April 25, 2017

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
FORM 10-Q
þ QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d)
OF THE SECURITIES EXCHANGE ACT OF 1934
FOR THE QUARTERLY PERIOD ENDED MARCH 31, 2017
OR
¨ TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d)
OF THE SECURITIES EXCHANGE ACT OF 1934
FOR THE TRANSITION PERIOD FROM TO
Commission File Number: 1-4364

RYDER SYSTEM, INC.
(Exact name of registrant as specified in its charter)

Florida	59-0739250
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)
11690 N.W. 105th Street Miami, Florida 33178	(305) 500-3726
(Address of principal executive offices, including zip code)	(Registrant's telephone number, including area code)

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

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

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, 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 þ Accelerated filer ¨ Non-accelerated filer ¨
(Do not check if a smaller reporting company)
Smaller reporting company ¨ Emerging growth company ¨

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 Rule 12b-2 of the Exchange Act) ¨ YES þ NO

The number of shares of Ryder System, Inc. Common Stock ($0.50 par value per share) outstanding at March 31, 2017, was 53,560,199.

RYDER SYSTEM, INC.
FORM 10-Q QUARTERLY REPORT
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ITEM 1. FINANCIAL STATEMENTS

RYDER SYSTEM, INC. AND SUBSIDIARIES
CONSOLIDATED CONDENSED STATEMENTS OF EARNINGS
(unaudited)

	Three months ended March 31,	
	2017	2016
	(In thousands, except per share amounts)	
Lease and rental revenues	$767,590	767,754
Services revenue	851,867	759,127
Fuel services revenue	128,706	102,791
Total revenues	1,748,163	1,629,672
Cost of lease and rental	578,762	552,490
Cost of services	714,080	631,714
Cost of fuel services	125,850	98,901
Other operating expenses	31,271	30,151
Selling, general and administrative expenses	201,761	204,403
Non-service retirement benefit costs	7,330	6,810
Used vehicle sales, net	(780)	(19,129)
Interest expense	34,886	37,889
Miscellaneous income, net	(4,953)	(2,265)
	1,688,207	1,540,964
Earnings from continuing operations before income taxes	59,956	88,708
Provision for income taxes	21,677	32,523
Earnings from continuing operations	38,279	56,185
Loss from discontinued operations, net of tax	(130)	(391)
Net earnings	$38,149	55,794
Earnings (loss) per common share — Basic		
Continuing operations	$0.72	1.06
Discontinued operations	—	(0.01)
Net earnings	$0.72	1.05
Earnings (loss) per common share — Diluted		
Continuing operations	$0.71	1.05
Discontinued operations	—	(0.01)
Net earnings	$0.71	1.04
Cash dividends declared per common share	$0.44	0.41

See accompanying notes to consolidated condensed financial statements.

Note: EPS amounts may not be additive due to rounding.

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RYDER SYSTEM, INC. AND SUBSIDIARIES
CONSOLIDATED CONDENSED STATEMENTS OF COMPREHENSIVE INCOME
(unaudited)

	Three months ended March 31,	
	2017	2016
	(In thousands)	
Net earnings	$38,149	55,794
Other comprehensive income:		
Changes in currency translation adjustment and other	15,742	13,684
Amortization of pension and postretirement items	8,109	7,423
Income tax expense related to amortization of pension and postretirement items	(3,045)	(2,708)
Amortization of pension and postretirement items, net of tax	5,064	4,715
Other comprehensive income, net of taxes	20,806	18,399
Comprehensive income	$58,955	74,193

See accompanying notes to consolidated condensed financial statements.

RYDER SYSTEM, INC. AND SUBSIDIARIES
CONSOLIDATED CONDENSED BALANCE SHEETS
(unaudited)

	March 31, 2017	December 31, 2016
	(Dollars in thousands, except per share amount)	
Assets:		
Current assets:		
Cash and cash equivalents	$ 37,951	58,801
Receivables, net of allowance of $12,210 and $14,915, respectively	862,862	831,947
Inventories	67,732	69,529
Prepaid expenses and other current assets	144,795	141,280
Total current assets	1,113,340	1,101,557
Revenue earning equipment, net	8,171,176	8,147,722
Operating property and equipment, net of accumulated depreciation of $1,144,914 and $1,128,040, respectively	754,307	745,870
Goodwill	387,096	386,772
Intangible assets, net of accumulated amortization of $53,022 and $51,578, respectively	46,905	48,249
Direct financing leases and other assets	500,983	472,284
Total assets	$ 10,973,807	10,902,454
Liabilities and shareholders' equity:		
Current liabilities:		
Short-term debt and current portion of long-term debt	$ 973,115	791,410
Accounts payable	536,225	445,470
Accrued expenses and other current liabilities	468,459	507,189
Total current liabilities	1,977,799	1,744,069
Long-term debt	4,353,110	4,599,864
Other non-current liabilities	852,835	817,565
Deferred income taxes	1,710,267	1,688,681
Total liabilities	8,894,011	8,850,179
Shareholders' equity:		
Preferred stock, no par value per share — authorized, 3,800,917; none outstanding, March 31, 2017 or December 31, 2016	—	—
Common stock, $0.50 par value per share — authorized, 400,000,000; outstanding, March 31, 2017 — 53,560,199; December 31, 2016 — 53,463,118	26,781	26,732
Additional paid-in capital	1,037,127	1,032,549
Retained earnings	1,829,114	1,827,026
Accumulated other comprehensive loss	(813,226)	(834,032)
Total shareholders' equity	2,079,796	2,052,275
Total liabilities and shareholders' equity	$ 10,973,807	10,902,454

See accompanying notes to consolidated condensed financial statements.

RYDER SYSTEM, INC. AND SUBSIDIARIES
CONSOLIDATED CONDENSED STATEMENTS OF CASH FLOWS
(unaudited)

	Three months ended March 31,	
	2017	2016
	(In thousands)	
Cash flows from operating activities from continuing operations:		
Net earnings	$38,149	55,794
Less: Loss from discontinued operations, net of tax	(130)	(391)
Earnings from continuing operations	38,279	56,185
Depreciation expense	311,207	287,170
Used vehicle sales, net	(780)	(19,129)
Share-based compensation expense	4,955	4,888
Amortization expense and other non-cash charges, net	8,841	6,248
Non-service retirement benefit costs	7,330	6,810
Deferred income tax expense	18,887	29,319
Changes in operating assets and liabilities:		
Receivables	(27,348)	3,709
Inventories	1,876	(1,558)
Prepaid expenses and other assets	(7,577)	(21,234)
Accounts payable	13,966	49,206
Accrued expenses and other non-current liabilities	(38,287)	(33,612)
Net cash provided by operating activities from continuing operations	331,349	368,002
Cash flows from financing activities from continuing operations:		
Net change in commercial paper borrowings and revolving credit facilities	9,513	98,580
Debt proceeds	477,550	298,254
Debt repaid	(555,671)	(312,400)
Dividends on common stock	(23,907)	(22,482)
Common stock issued	3,992	1,492
Common stock repurchased	(16,846)	—
Debt issuance costs and other items	(846)	(2,932)
Net cash (used in) provided by financing activities	(106,215)	60,512
Cash flows from investing activities from continuing operations:		
Purchases of property and revenue earning equipment	(361,339)	(575,031)
Sales of revenue earning equipment	95,617	119,188
Sales of operating property and equipment	892	1,410
Collections on direct finance leases and other items	16,265	25,610
Changes in restricted cash	1,435	(221)
Net cash used in investing activities	(247,130)	(429,044)
Effect of exchange rate changes on cash	1,501	(3,508)
Decrease in cash and cash equivalents from continuing operations	(20,495)	(4,038)
Decrease in cash and cash equivalents from discontinued operations	(355)	(101)

Decrease in cash and cash equivalents	(20,850)	(4,139)
Cash and cash equivalents at January 1	58,801	60,945
Cash and cash equivalents at March 31	$37,951	56,806

See accompanying notes to consolidated condensed financial statements.

RYDER SYSTEM, INC. AND SUBSIDIARIES
NOTES TO CONSOLIDATED CONDENSED FINANCIAL STATEMENTS
(unaudited)

1. GENERAL

Interim Financial Statements

The accompanying unaudited Consolidated Condensed Financial Statements include the accounts of Ryder System, Inc. (Ryder) and all entities in which Ryder has a controlling voting interest (subsidiaries) and variable interest entities (VIEs) required to be consolidated in accordance with accounting principles generally accepted in the United States of America (U.S. GAAP). The accompanying unaudited Consolidated Condensed Financial Statements have been prepared in accordance with the accounting policies described in our 2016 Annual Report on Form 10-K and should be read in conjunction with the Consolidated Financial Statements and notes thereto. The year-end condensed balance sheet data was derived from audited financial statements, but does not include all disclosures required by U.S. GAAP. In the opinion of management, all adjustments (consisting of normal recurring accruals) considered necessary for a fair statement have been included and the disclosures herein are adequate. The operating results for interim periods are unaudited and are not necessarily indicative of the results that can be expected for a full year.

2. RECENT ACCOUNTING PRONOUNCEMENTS

Employee Benefits Plans

In March 2017, the FASB issued ASU No. 2017-07, Compensation-Retirement Benefits (Topic 715), Improving the Presentation of Net Periodic Pension Cost and Net Periodic Postretirement Benefit Cost, which requires an employer to report the service cost component in the same line item or items as other compensation costs arising from services rendered by the pertinent employees during the period. The other components of net benefit cost are required to be presented in the income statement separately from the service cost component and outside a subtotal of income from operations. The amendments in this update also allow only the service cost component to be eligible for capitalization when applicable. The standard is effective January 1, 2018, with early adoption as of January 1, 2017 permitted. We adopted the standard during the first quarter of 2017, and recorded the other components of net benefit cost within "Non-service retirement benefit costs" in the Consolidated Condensed Statements of Earnings for both the current and prior year periods.

Intangibles - Goodwill and Other

In January 2017, the FASB issued ASU No. 2017-04, Simplifying the Test for Goodwill Impairment, which requires an entity to perform a one-step quantitative impairment test, whereby a goodwill impairment loss will be measured as the excess of a reporting unit's carrying amount over its fair value (not to exceed the total goodwill allocated to that reporting unit). It eliminates Step 2 of the current two-step goodwill impairment test, under which a goodwill impairment loss is measured by comparing the implied fair value of a reporting unit's goodwill with the carrying amount of that goodwill. The standard is effective January 1, 2020, with early adoption as of January 1, 2017 permitted. We adopted the standard during the first quarter of 2017 and it did not have a material impact on our consolidated financial position, results of operations and cash flows.

Statement of Cash Flows

In August 2016, the FASB issued ASU No. 2016-15, Statement of Cash Flows, which clarifies how companies present and classify certain cash receipts and cash payments in the statement of cash flows. In November 2016, the FASB issued additional guidance related to the statement of cash flows, which requires companies to explain the change during the period in the total of cash, cash equivalents, and restricted cash or restricted cash equivalents. The standard is effective January 1, 2018, with early adoption permitted. We will adopt the standard as of January 1, 2018, on a retrospective basis. We do not expect this standard to have a material impact on the presentation of our consolidated cash flows.

RYDER SYSTEM, INC. AND SUBSIDIARIES
NOTES TO CONSOLIDATED CONDENSED FINANCIAL STATEMENTS — (Continued)
(unaudited)

Leases

In February 2016, the FASB issued ASU No. 2016-02, Leases, which sets out the principles for the recognition, measurement, presentation and disclosure of leases. The standard requires lessees to apply a dual approach, classifying leases as either finance or operating leases. This classification will determine whether the lease expense is recognized based on an effective interest method or on a straight-line basis over the term of the lease. A lessee is also required to record a right-of-use asset and a lease liability for all leases with a term of greater than 12 months regardless of their classification. Leases with a term of 12 months or less will be accounted for similar to existing guidance for operating leases. The new standard requires lessors to account for leases using an approach that is substantially equivalent to existing guidance for sales-type leases, direct financing leases and operating leases. We will adopt the standard effective January 1, 2019, using the modified retrospective transition method. We do not anticipate a material impact upon adoption of the standard on our consolidated financial position, results of operations and cash flows.

Revenue Recognition

In May 2014, the FASB issued ASU No. 2014-09, Revenue from Contracts with Customers, which together with related, subsequently issued guidance, requires an entity to recognize the amount of revenue to which it expects to be entitled for the transfer of promised goods or services to customers. The adoption of ASU 2014-09 will primarily impact our ChoiceLease product line, which includes a vehicle lease as well as maintenance and other services related to the vehicle. We will generally continue to recognize revenue for the vehicle lease portion of the product line on a straight-line basis. Revenue from the non-lease portion of the product line, primarily maintenance services, will be recognized at the time the maintenance services are performed, which will generally require the deferral of some portion of the customer's lease payments when received, as maintenance services are not performed evenly over the life of a ChoiceLease contract. Under current GAAP, substantially all revenues from our ChoiceLease arrangements are recognized on a straight line basis over the term of the lease. We will adopt the standard on January 1, 2018, using the full retrospective transition method, which will result in a cumulative-effect adjustment to recognize deferred revenue on the opening balance sheet for 2016 and the restatement of the financial statements for all prior periods presented (2016 and 2017). We continue to evaluate the impact of adoption of this standard on our consolidated financial position, results of operations and cash flows.

3. REVENUE EARNING EQUIPMENT

	March 31, 2017			December 31, 2016		
	Cost	Accumulated Depreciation	Net Book Value [(1)]	Cost	Accumulated Depreciation	Net Book Value [(1)]
	(In thousands)					
Held for use:						
ChoiceLease	$9,664,962	(3,159,228)	6,505,734	$9,486,977	(3,031,937)	6,455,040
Commercial rental	2,492,992	(942,309)	1,550,683	2,499,010	(935,346)	1,563,664
Held for sale	439,022	(324,263)	114,759	494,355	(365,337)	129,018
Total	$12,596,976	(4,425,800)	8,171,176	$12,480,342	(4,332,620)	8,147,722

(1)

Revenue earning equipment, net book value includes vehicles acquired under capital leases of $37 million, less accumulated depreciation of $17 million, at March 31, 2017, and $43 million, less accumulated depreciation of $22 million, at December 31, 2016.

We lease revenue earning equipment to customers for periods typically ranging from three to seven years for trucks and tractors and up to ten years for trailers. The majority of our leases are classified as operating leases. However, some of our revenue earning equipment leases are classified as direct financing leases and, to a lesser extent, sales-type leases. As of March 31, 2017 and December 31, 2016, the net investment in direct financing and sales-type leases was $404 million and $409 million, respectively. Our direct financing lease customers operate in a wide variety of industries, and we have no significant customer concentrations in any one industry. We assess credit risk for all of our customers including those who lease equipment under direct financing leases prior to signing a ChoiceLease contract. For those customers who are designated as high risk, we typically require deposits to be paid in advance in order to mitigate our credit risk. Additionally, our receivables are collateralized by the vehicles, which further mitigates our credit risk.

RYDER SYSTEM, INC. AND SUBSIDIARIES
NOTES TO CONSOLIDATED CONDENSED FINANCIAL STATEMENTS — (Continued)
(unaudited)

As of March 31, 2017 and December 31, 2016, the amount of direct financing lease receivables past due was not significant, and there were no impaired receivables. Accordingly, we do not believe there is a material risk of default with respect to the direct financing lease receivables.

Revenue earning equipment held for sale is stated at the lower of carrying amount or fair value less costs to sell. Losses on vehicles held for sale for which carrying values exceeded fair value are recognized at the time they arrive at our used truck sales centers and are presented within "Used vehicle sales, net " in the Consolidated Condensed Statements of Earnings. For revenue earning equipment held for sale, we stratify our fleet by vehicle type (trucks, tractors and trailers), weight class, age and other relevant characteristics and create classes of similar assets for analysis purposes. For a certain population of our revenue earning equipment held for sale, fair value was determined based upon recent market prices obtained from our own sales experience for sales of each class of similar assets and vehicle condition. These vehicles held for sale were classified within Level 3 of the fair value hierarchy.

The following table presents our assets held for sale that are measured at fair value on a nonrecurring basis and considered a Level 3 fair value measurement:

	March 31,		Total Losses [2] Three months ended March 31,	
	2017	2016	2017	2016
	(In thousands)			
Assets held for sale:				
Revenue earning equipment [1]:				
Trucks	$12,228	11,538	$5,800	1,744
Tractors	38,383	39,739	5,183	4,882
Trailers	2,303	3,153	568	662
Total assets at fair value	$52,914	54,430	$11,551	7,288

(1) Assets held for sale in the above table only include the portion of revenue earning equipment held for sale where net book values exceeded fair values and fair value adjustments were recorded. The net book value of assets held for sale not exceeding fair value was $62 million and $120 million as of March 31, 2017 and 2016, respectively.
(2) Total losses represent fair value adjustments for all vehicles reclassified to held for sale throughout the period for which fair value was less than carrying value.

For the three months ended March 31, 2017 and 2016, the components of used vehicle sales, net were as follows:

	Three months ended March 31,	
	2017	2016
	(In thousands)	
Gains on vehicle sales, net	$(12,331)	(26,417)
Losses from fair value adjustments	11,551	7,288
Used vehicle sales, net	$(780)	(19,129)

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RYDER SYSTEM, INC. AND SUBSIDIARIES
NOTES TO CONSOLIDATED CONDENSED FINANCIAL STATEMENTS — (Continued)
(unaudited)

4. ACCRUED EXPENSES AND OTHER LIABILITIES

	March 31, 2017			December 31, 2016		
	Accrued Expenses	Non-Current Liabilities	Total	Accrued Expenses	Non-Current Liabilities	Total
	(In thousands)					
Salaries and wages	$68,831	—	68,831	$90,913	—	90,913
Deferred compensation	3,548	48,550	52,098	2,992	46,541	49,533
Pension benefits	3,808	455,625	459,433	3,796	451,940	455,736
Other postretirement benefits	1,507	19,365	20,872	1,506	19,459	20,965
Other employee benefits	11,437	2,325	13,762	29,358	5,854	35,212
Insurance obligations (1)	126,520	265,466	391,986	127,470	234,336	361,806
Operating taxes	98,717	—	98,717	92,150	—	92,150
Income taxes	1,784	24,091	25,875	4,197	23,174	27,371
Interest	28,807	—	28,807	27,277	—	27,277
Customer deposits	63,320	4,501	67,821	61,225	4,569	65,794
Deferred revenue	14,758	—	14,758	14,064	—	14,064
Restructuring liabilities (2)	4,387	—	4,387	7,278	—	7,278
Other	41,035	32,912	73,947	44,963	31,692	76,655
Total	$468,459	852,835	1,321,294	$507,189	817,565	1,324,754

(1) Insurance obligations are primarily comprised of self-insured claim liabilities.

(2) The reduction in restructuring liabilities from December 31, 2016, principally represents cash payments for employee termination costs. The majority of the balance remaining in restructuring liabilities is expected to be paid by the end of 2017.

RYDER SYSTEM, INC. AND SUBSIDIARIES
NOTES TO CONSOLIDATED CONDENSED FINANCIAL STATEMENTS — (Continued)
(unaudited)

5. DEBT

	Weighted-Average Interest Rate				
	March 31, 2017	December 31, 2016	Maturities	March 31, 2017	December 31, 2016
				(In thousands)	
Short-term debt and current portion of long-term debt:					
Short-term debt	1.06%	1.07%		$190,252	177,629
Current portion of long-term debt				782,863	613,781
Total short-term debt and current portion of long-term debt				973,115	791,410
Long-term debt:					
U.S. commercial paper [1]	1.04%	0.87%	2020	349,510	342,480
Global revolving credit facility	—%	2.06%	2020	—	4,703
Unsecured U.S. notes — Medium-term notes [1]	2.72%	2.67%	2017-2025	4,063,395	4,113,421
Unsecured U.S. obligations	2.19%	2.19%	2018	50,000	50,000
Unsecured foreign obligations	1.55%	1.55%	2017-2020	216,624	232,092
Asset-backed U.S. obligations [2]	1.80%	1.80%	2017-2022	449,033	459,876
Capital lease obligations	3.20%	3.17%	2017-2023	23,448	24,184
Total before fair market value adjustment				5,152,010	5,226,756
Fair market value adjustment on notes subject to hedging [3]				(946)	1,110
Debt issuance costs				(15,091)	(14,221)
				5,135,973	5,213,645
Current portion of long-term debt				(782,863)	(613,781)
Long-term debt				4,353,110	4,599,864
Total debt				$5,326,225	5,391,274

(1) Amounts are net of unamortized original issue discounts of $7 million at March 31, 2017 and December 31, 2016.
(2) Asset-backed U.S. obligations are related to financing transactions involving revenue earning equipment.
(3) The notional amount of the executed interest rate swaps designated as fair value hedges was $825 million at March 31, 2017 and December 31, 2016.

We maintain a $1.2 billion global revolving credit facility with a syndicate of twelve lending institutions led by Bank of America N.A., Bank of Tokyo-Mitsubishi UFJ, Ltd., BNP Paribas, Mizuho Corporate Bank, Ltd., Royal Bank of Canada, Lloyds Bank Plc, U.S. Bank National Association and Wells Fargo Bank, N.A. The facility matures in January 2020. The agreement provides for annual facility fees which range from 7.5 basis points to 25 basis points based on Ryder's long-term credit ratings. The annual facility fee is currently 10 basis points, which applies to the total facility size of $1.2 billion.

The credit facility is used primarily to finance working capital but can also be used to issue up to $75 million in letters of credit (there were no letters of credit outstanding against the facility at March 31, 2017). At our option, the interest rate on borrowings under the credit facility is based on LIBOR, prime, federal funds or local equivalent rates. The credit facility contains no provisions limiting its availability in the event of a material adverse change to Ryder’s business operations; however, the credit facility does contain standard representations and warranties, events of default, cross-default provisions and certain affirmative and negative covenants.

In order to maintain availability of funding, we must maintain a ratio of debt to consolidated net worth of less than or equal to 300%. Net worth, as defined in the credit facility, represents shareholders' equity excluding any accumulated other comprehensive income or loss associated with our pension and other postretirement plans. The ratio at March 31, 2017 was 197%. At March 31, 2017, there was $660 million available under the credit facility.

RYDER SYSTEM, INC. AND SUBSIDIARIES
NOTES TO CONSOLIDATED CONDENSED FINANCIAL STATEMENTS — (Continued)
(unaudited)

Our global revolving credit facility enables us to refinance short-term obligations on a long-term basis. Short-term commercial paper obligations not expected to require the use of working capital are classified as long-term as we have both the intent and ability to refinance on a long-term basis. In addition, we have the intent and ability to refinance the current portion of certain long-term debt on a long-term basis. At March 31, 2017, we classified $350 million of short-term commercial paper and $50 million of the current portion of long-term debt as long-term debt. At December 31, 2016, we classified $342 million of short-term commercial paper and $350 million of the current portion of long-term debt as long-term debt.

In February 2017, we issued $300 million of unsecured medium-term notes maturing in March 2022. The proceeds from these notes were used to pay off maturing debt and for general corporate purposes. If these notes are downgraded below investment grade following, and as a result of, a change in control, the note holders can require us to repurchase all or a portion of the notes at a purchase price equal to 101% of principal value plus accrued and unpaid interest.

We have a trade receivables purchase and sale program, pursuant to which we sell certain of our domestic trade accounts receivable to a bankruptcy remote, consolidated subsidiary of Ryder, that in turn sells, on a revolving basis, an ownership interest in certain of these accounts receivable to a committed purchaser. The subsidiary is considered a VIE and is consolidated based on our control of the entity’s activities. We use this program to provide additional liquidity to fund our operations, particularly when it is cost effective to do so. The costs under the program may vary based on changes in interest rates. The available proceeds that may be received under the program are limited to $175 million. The program was renewed in October 2016. If no event occurs which causes early termination, the 364-day program will expire on October 23, 2017. The program contains provisions restricting its availability in the event of a material adverse change to our business operations or the collectibility of the collateralized receivables. Sales of receivables under this program are accounted for as secured borrowings based on our continuing involvement in the transferred assets. No amounts were outstanding under the program at March 31, 2017 or December 31, 2016.

At March 31, 2017 and December 31, 2016, we had letters of credit and surety bonds outstanding totaling $358 million and $354 million, respectively, which primarily guarantee the payment of insurance claims.

The fair value of total debt (excluding capital lease and asset-backed U.S. obligations) at March 31, 2017 and December 31, 2016 was approximately $4.91 billion and $4.97 billion, respectively. For publicly-traded debt, estimates of fair value were based on market prices. For other debt, fair value was estimated based on a model-driven approach using rates currently available to us for debt with similar terms and remaining maturities. The fair value measurements of our publicly-traded debt and other debt were classified within Level 2 of the fair value hierarchy. The carrying amounts reported in the Consolidated Condensed Balance Sheets for “Cash and cash equivalents,” “Receivables, net” and “Accounts payable” approximate fair value because of the immediate or short-term maturities of these financial instruments.

RYDER SYSTEM, INC. AND SUBSIDIARIES
NOTES TO CONSOLIDATED CONDENSED FINANCIAL STATEMENTS — (Continued)
(unaudited)

6. DERIVATIVES

From time to time, we enter into interest rate derivatives to manage our fixed and variable interest rate exposure and to better match the repricing of debt instruments to that of our portfolio of assets. We assess the risk that changes in interest rates will have either on the fair value of debt obligations or on the amount of future interest payments by monitoring changes in interest rate exposures and by evaluating hedging opportunities. We regularly monitor interest rate risk attributable to both our outstanding or forecasted debt obligations as well as any offsetting hedge positions. This risk management process involves the use of analytical techniques, including cash flow sensitivity analyses, to estimate the expected impact of changes in interest rates on our future cash flows.

As of March 31, 2017, we had interest rate swaps outstanding which are designated as fair value hedges for certain debt obligations, with a total notional value of $825 million and maturities through 2020. Interest rate swaps are measured at fair value on a recurring basis using Level 2 fair value inputs. The fair value of these interest rate swaps was a liability of $1 million and an asset of $1 million as of March 31, 2017 and December 31, 2016, respectively. The amounts are presented in "Other non-current liabilities" and "Direct financing leases and other assets" in our Consolidated Condensed Balance Sheets. Changes in the fair value of our interest rate swaps were offset by changes in the fair value of the hedged debt instruments. Accordingly, there was no ineffectiveness related to the interest rate swaps.

7. SHARE REPURCHASE PROGRAMS

In December 2015, our Board of Directors authorized a share repurchase program intended to mitigate the dilutive impact of shares issued under our employee stock plans (the program). Under the program, management is authorized to repurchase (i) up to 1.5 million shares of common stock, the sum of which will not exceed the number of shares issued to employees under the Company's employee stock plans from December 1, 2015 to December 9, 2017, plus (ii) 0.5 million shares issued to employees that were not repurchased under the Company's previous share repurchase program. The program limits aggregate share repurchases to no more than 2 million shares of Ryder common stock. Share repurchases of common stock are made periodically in open-market transactions and are subject to market conditions, legal requirements and other factors. Management may establish prearranged written plans for the Company under Rule 10b5-1 of the Securities Exchange Act of 1934 as part of the program, which allow for share repurchases during Ryder's quarterly blackout periods as set forth in the trading plan.

During the three months ended March 31, 2017, we repurchased approximately 221,000 shares for $17 million. We did not repurchase any shares during the three months ended March 31, 2016.

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8. ACCUMULATED OTHER COMPREHENSIVE LOSS

The following summary sets forth the components of accumulated other comprehensive loss, net of tax:

	Currency Translation Adjustments and Other	Net Actuarial Loss [1]	Prior Service (Cost)/ Credit [1]	Accumulated Other Comprehensive Loss
	(In thousands)			
December 31, 2016	$(206,610)	(620,292)	(7,130)	(834,032)
Amortization	—	5,011	53	5,064
Other current period change	15,742	—	—	15,742
March 31, 2017	$(190,868)	(615,281)	(7,077)	(813,226)

	Currency Translation Adjustments and Other	Net Actuarial Loss [1]	Prior Service Credit [1]	Accumulated Other Comprehensive Loss
	(In thousands)			
December 31, 2015	$(136,020)	(576,993)	278	(712,735)
Amortization	—	4,752	(37)	4,715
Other current period change	13,684	—	—	13,684
March 31, 2016	$(122,336)	(572,241)	241	(694,336)

(1) These amounts are included in the computation of net pension expense. See Note 11, "Employee Benefit Plans," for further information.

The gain from currency translation adjustments in the three months ended March 31, 2017 of $15.7 million was primarily due to the strengthening of the British Pound and the Canadian Dollar against the U.S. Dollar. The gain from currency translation adjustments in the three months ended March 31, 2016 of $13.7 million was due to the strengthening of the Canadian Dollar against the the U.S. Dollar, partially offset by the weakening of the British Pound against the U.S. Dollar.

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9. EARNINGS PER SHARE

The following table presents the calculation of basic and diluted earnings per common share from continuing operations:

	Three months ended March 31,	
	2017	2016
	(In thousands, except per share amounts)	
Earnings per share — Basic:		
Earnings from continuing operations	$38,279	56,185
Less: Earnings allocated to unvested stock	(130)	(166)
Earnings from continuing operations available to common shareholders — Basic	$38,149	56,019
Weighted average common shares outstanding — Basic	52,945	53,076
Earnings from continuing operations per common share — Basic	$0.72	1.06
Earnings per share — Diluted:		
Earnings from continuing operations	$38,279	56,185
Less: Earnings allocated to unvested stock	(130)	(166)
Earnings from continuing operations available to common shareholders — Diluted	$38,149	56,019
Weighted average common shares outstanding — Basic	52,945	53,076
Effect of dilutive equity awards	451	287
Weighted average common shares outstanding — Diluted	53,396	53,363
Earnings from continuing operations per common share — Diluted	$0.71	1.05
Anti-dilutive equity awards not included above	591	1,186

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10. SHARE-BASED COMPENSATION PLANS

Share-based incentive awards are provided to employees under the terms of various share-based compensation plans (collectively, the “Plans”). The Plans are administered by the Compensation Committee of the Board of Directors and principally include at-the-money stock options, unvested stock and cash awards. Unvested stock awards include grants of market-based, performance-based and time-vested restricted stock rights. Under the terms of our Plans, dividends are not paid unless the stock award vests. Upon vesting, the amount of the dividends paid is equal to the aggregate dividends declared on common shares during the period from the grant date of the award until the date the shares underlying the award are delivered.

The following table provides information on share-based compensation expense and income tax benefits recognized during the periods:

	Three months ended March 31,	
	2017	2016
	(In thousands)	
Stock option and stock purchase plans	$1,905	1,873
Unvested stock	3,050	3,015
Share-based compensation expense	4,955	4,888
Income tax benefit	(1,734)	(1,655)
Share-based compensation expense, net of tax	$3,221	3,233

During the three months ended March 31, 2017 and 2016, approximately 462,000 and 513,000 stock options, respectively, were granted under the Plans. These awards generally vest in equal annual installments over a three year period beginning on the date of grant. The stock options have contractual terms of ten years. The fair value of each option award at the date of grant was estimated using a Black-Scholes-Merton option-pricing valuation model. Share-based compensation expense is recognized on a straight-line basis over the vesting period. The weighted-average fair value per option granted during the three months ended March 31, 2017 and 2016 was $15.71 and $12.53, respectively.

During the three months ended March 31, 2017 and 2016, approximately 45,000 and 34,000 market-based restricted stock rights were granted, respectively, under the Plans. The awards are segmented into three performance periods of one, two and three years. At the end of each performance period, up to 150% of the award in 2017 and 125% in 2016 may be earned based on Ryder's total shareholder return (TSR) compared to the target TSR of a peer group over the applicable performance period. If earned, employees will receive the grant of stock at the end of the relevant three-year performance period provided they continue to be employed with Ryder, subject to Compensation Committee approval. The fair value of the market-based restricted stock rights was estimated using a lattice-based option-pricing valuation model that incorporates a Monte-Carlo simulation. The fair value of the market-based awards was determined on the grant date and considers the likelihood of Ryder achieving the market-based condition. Share-based compensation expense is recognized on a straight-line basis over the vesting period. The weighted-average fair value per market-based restricted stock right granted during the three months ended March 31, 2017 and 2016 was $73.43 and $54.10, respectively.

During the three months ended March 31, 2017 and 2016, approximately 142,000 and 58,000 performance-based restricted stock rights (PBRSRs), respectively, were awarded under the Plans. The awards are segmented into three one-year performance periods. For these awards, up to 150% of the awards in 2017 and 125% in 2016 may be earned based on Ryder's one-year adjusted return on capital (ROC) measured against an annual ROC target. If earned, employees will receive the grant of stock three years after the grant date, provided they continue to be employed with Ryder, subject to Compensation Committee approval. For accounting purposes, these awards are not considered granted until the Compensation Committee approves the annual ROC target. During the three months ended March 31, 2017 and 2016, approximately 79,000 and 45,000 PBRSRs, respectively, were considered granted for accounting purposes. The fair value of the PBRSRs is determined and fixed on the grant date based on Ryder's stock price on the date of grant. Share-based compensation expense is recognized on a straight-line basis over the vesting period, based upon the probability that the performance target will be met. The weighted-average fair value per PBRSR granted during the three months ended March 31, 2017 and 2016 was $76.49 and $55.32, respectively.

During the three months ended March 31, 2017 and 2016, approximately 85,000 and 111,000 time-vested restricted stock rights, respectively, were granted under the Plans. The time-vested restricted stock rights entitle the holder to shares of common stock when the awards generally vest at the end of the three-year period after the grant date. The fair value of the time-vested awards is determined and fixed based on Ryder's stock price on the date of grant. Share-based compensation expense is

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recognized on a straight-line basis over the vesting period. The weighted-average fair value per time-vested restricted stock right granted during the three months ended March 31, 2017 and 2016 was $76.57 and $55.32, respectively.

During the three months ended March 31, 2016, employees received market-based cash awards. The cash awards have the same vesting provisions as the market-based restricted stock rights. The cash awards are accounted for as liability awards under the share-based compensation accounting guidance as the awards are based upon the performance of our common stock and are settled in cash. As a result, the liability is adjusted to reflect fair value at the end of each reporting period. The fair value of the cash awards was estimated using a lattice-based option-pricing valuation model that incorporates a Monte-Carlo simulation. Share-based compensation expense is recognized on a straight-line basis over the vesting period. There were no market-based cash awards granted in 2017.

The following table is a summary of compensation expense recognized for market-based cash awards in addition to the share-based compensation expense reported in the previous table:

	Three months ended March 31,	
	2017	2016
	(In thousands)	
Cash awards	$ 77	151

Total unrecognized pre-tax compensation expense related to all share-based compensation arrangements at March 31, 2017 was $34.7 million and is expected to be recognized over a weighted-average period of 2.2 years.

11. EMPLOYEE BENEFIT PLANS

Components of net pension expense were as follows:

	Three months ended March 31,	
	2017	2016
	(In thousands)	
Pension Benefits		
Company-administered plans:		
Service cost	$3,249	3,400
Interest cost	21,489	22,240
Expected return on plan assets	(22,478)	(23,085)
Amortization of:		
Net actuarial loss	8,450	7,965
Prior service cost	145	—
	10,855	10,520
Union-administered plans	2,502	2,322
Net pension expense	$13,357	12,842

Company-administered plans:		
U.S.	$ 11,311	11,175
Non-U.S.	(456)	(655)
	10,855	10,520
Union-administered plans	2,502	2,322
Net pension expense	$ 13,357	12,842

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During the three months ended March 31, 2017, we contributed $3.7 million to our pension plans. In 2017, the expected total contributions to our pension plans are approximately $23.7 million. We also maintain other postretirement benefit plans that are not reflected in the above table. The amount of postretirement benefit expense was not material for the three months ended March 31, 2017.

12. OTHER ITEMS IMPACTING COMPARABILITY

During the three months ended March 31, 2017, we determined that certain operating tax expenses related to prior periods had not been recognized in prior period earnings. We recorded a one-time charge of $2.2 million within "Selling, general and administrative expenses" in our Consolidated Condensed Statement of Earnings as the impact of the adjustment was not material to our consolidated condensed financial statements in any individual prior period, and the cumulative amount is not material to the first quarter 2017 results.

13. OTHER MATTERS

We are a party to various claims, complaints and proceedings arising in the ordinary course of our continuing business operations including, but not limited to, those relating to commercial and employment claims, environmental matters, risk management matters (e.g., vehicle liability, workers' compensation, etc.) and administrative assessments primarily associated with operating taxes. We have established loss provisions for matters in which losses are probable and can be reasonably estimated. We believe that the resolution of these claims, complaints and legal proceedings will not have a material effect on our consolidated condensed financial statements.

Our estimates regarding potential losses and materiality are based on our judgment and assessment of the claims utilizing currently available information. Although we will continue to reassess our reserves and estimates based on future developments, our objective assessment of the legal merits of such claims may not always be predictive of the outcome and actual results may vary from our current estimates.

14. SUPPLEMENTAL CASH FLOW INFORMATION

Supplemental cash flow information was as follows:

	Three months ended March 31,	
	2017	2016
	(In thousands)	
Interest paid	$31,441	34,421
Income taxes paid	3,107	4,750
Changes in accounts payable related to purchases of revenue earning equipment	74,766	(77,486)
Operating and revenue earning equipment acquired under capital leases	1,607	240

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15. SEGMENT REPORTING

Our operating segments are aggregated into reportable business segments based upon similar economic characteristics, products, services, customers and delivery methods. We report our financial performance in three business segments: (1) FMS, which provides leasing, commercial rental and maintenance of trucks, tractors and trailers to customers principally in the U.S., Canada and the U.K.; (2) DTS, which provides vehicles and drivers as part of a dedicated transportation solution in the U.S.; and (3) SCS, which provides comprehensive supply chain solutions including distribution and transportation services in North America and Asia. Dedicated transportation services provided as part of an integrated, multi-service, supply chain solution to SCS customers are reported in the SCS business segment.

Our primary measurement of segment financial performance, defined as segment “Earnings Before Tax” (EBT) from continuing operations, includes an allocation of Central Support Services (CSS) and excludes non-operating pension costs and the operating tax adjustment discussed in Note 12 "Other Items Impacting Comparability." CSS represents those costs incurred to support all business segments, including human resources, finance, corporate services, public affairs, information technology, health and safety, legal, marketing and corporate communications. The objective of the EBT measurement is to provide clarity on the profitability of each segment and, ultimately, to hold leadership of each segment accountable for their allocated share of CSS costs. Certain costs are considered to be overhead not attributable to any segment and remain unallocated in CSS. Included among the unallocated overhead remaining within CSS are the costs for investor relations, public affairs and certain executive compensation. CSS costs attributable to the business segments are predominantly allocated to FMS, DTS and SCS as follows:

•Finance, corporate services, and health and safety — allocated based upon estimated and planned resource utilization;

•Human resources — individual costs within this category are allocated under various methods, including allocation based on estimated utilization and number of personnel supported;

•Information technology — principally allocated based upon utilization-related metrics such as number of users or minutes of CPU time. Customer-related project costs and expenses are allocated to the business segment responsible for the project; and

•Other — represents legal and other centralized costs and expenses including certain share-based incentive compensation costs. Expenses, where allocated, are based primarily on the number of personnel supported.

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Our FMS segment leases revenue earning equipment and provides fuel, maintenance and other ancillary services to the DTS and SCS segments. Inter-segment revenue and EBT are accounted for at rates similar to those executed with third parties. EBT related to inter-segment equipment and services billed to DTS and SCS customers (equipment contribution) are included in both FMS and the segment that served the customer and then eliminated (presented as "Eliminations").

The following tables set forth financial information for each of our segments and provide a reconciliation between segment EBT and earnings from continuing operations before income taxes for the three months ended March 31, 2017 and 2016. Segment results are not necessarily indicative of the results of operations that would have occurred had each segment been an independent, stand-alone entity during the periods presented.

	FMS	DTS	SCS	Eliminations	Total
	(In thousands)				
For the three months ended March 31, 2017					
Revenue from external customers	$1,018,740	266,674	462,749	—	1,748,163
Inter-segment revenue	113,730	—	—	(113,730)	—
Total revenue	$1,132,470	266,674	462,749	(113,730)	1,748,163
Segment EBT	$52,108	11,279	27,446	(11,216)	79,617
Unallocated CSS					(10,213)
Non-operating pension costs					(7,243)
Other items [1]					(2,205)
Earnings from continuing operations before income taxes					$59,956
Segment capital expenditures paid [2]	$344,355	768	10,998	—	356,121
Unallocated CSS capital expenditures paid					5,218
Capital expenditures paid					$361,339
For the three months ended March 31, 2016					
Revenue from external customers	$996,115	244,842	388,715	—	1,629,672
Inter-segment revenue	101,813	—	—	(101,813)	—
Total revenue	$1,097,928	244,842	388,715	(101,813)	1,629,672
Segment EBT	$83,301	14,268	19,796	(11,744)	105,621
Unallocated CSS					