

RYDER SYSTEM INC  
Form 10-K/A  
March 19, 2012

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**FORM 10-K/A**

**(Amendment No. 1)**

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

**For the fiscal year ended December 31, 2011**

**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**

*(State or other jurisdiction of incorporation or organization)*

**11690 N.W. 105<sup>th</sup> Street,**

**Miami, Florida 33178**

*(Address of principal executive offices, including zip code)*

**59-0739250**

*(I.R.S. Employer Identification No.)*

**(305) 500-3726**

*(Telephone number, including area code)*

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

Title of each class

Name of exchange on which registered

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**Ryder System, Inc. Common Stock (\$0.50 par value)**

**New York Stock Exchange**

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

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

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

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

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

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of the registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K

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

Large accelerated filer  Accelerated filer  Non-accelerated filer  Smaller reporting company

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

The aggregate market value of the voting and non-voting common equity held by non-affiliates of the registrant computed by reference to the price at which the common equity was sold at June 30, 2011 was \$2,840,465,755. The number of shares of Ryder System, Inc. Common Stock (\$0.50 par value per share) outstanding at January 31, 2012 was 51,169,546.

Documents Incorporated by Reference into this Report  
**Ryder System, Inc. 2012 Proxy Statement**

Part of Form 10-K into which Document is Incorporated  
**Part III**

**EXPLANATORY NOTE**

We are filing this Amendment No. 1 to our Annual Report on Form 10-K for the fiscal year ended December 31, 2011 (the Form 10-K ) to correct the signature line of the report of PricewaterhouseCoopers LLP (the Report ) set forth on page 54 of the Form 10-K. The Report had been signed by PricewaterhouseCoopers LLP, but the conformed signature line was inadvertently omitted from the Report when the Form 10-K was filed.

This Amendment No. 1 to the Form 10-K amends Part II, Item 8 of the Form 10-K to include the conformed signature of PricewaterhouseCoopers LLP in the Report. Other than adding the conformed signature line to the Report, we have made no other changes to Item 8.

Except as described above, this Amendment No. 1 to the Form 10-K does not amend any other information set forth in the Form 10-K, and we have not updated disclosures contained therein to reflect any events that may have occurred at a date subsequent to the date of the Form 10-K.

ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA

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All other schedules are omitted because they are not applicable or the required information is shown in the consolidated financial statements or notes thereto.	

**MANAGEMENT'S REPORT ON INTERNAL CONTROL OVER FINANCIAL REPORTING**

TO THE SHAREHOLDERS OF RYDER SYSTEM, INC.:

Management of Ryder System, Inc., together with its consolidated subsidiaries (Ryder), is responsible for establishing and maintaining adequate internal control over financial reporting as defined in Rules 13a-15(f) and 15d-15(f) under the Securities Exchange Act of 1934. Ryder's internal control over financial reporting is designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of the consolidated financial statements for external purposes in accordance with accounting principles generally accepted in the United States of America.

Ryder'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 Ryder; (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 our receipts and expenditures are being made only in accordance with authorizations of Ryder's management and directors; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of Ryder's assets that could have a material effect on the consolidated 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.

Management assessed the effectiveness of Ryder's internal control over financial reporting as of December 31, 2011. In making this assessment, management used the criteria set forth by the Committee of Sponsoring Organizations of the Treadway Commission in Internal Control Integrated Framework. Based on our assessment and those criteria, management determined that Ryder maintained effective internal control over financial reporting as of December 31, 2011.

Ryder's independent registered certified public accounting firm has audited the effectiveness of Ryder's internal control over financial reporting. Their report appears on page 54.

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**REPORT OF INDEPENDENT REGISTERED CERTIFIED PUBLIC ACCOUNTING FIRM**

TO THE BOARD OF DIRECTORS AND SHAREHOLDERS OF

RYDER SYSTEM, INC.:

In our opinion, the accompanying consolidated balance sheets and the related consolidated statements of earnings, shareholders' equity and cash flows present fairly, in all material respects, the financial position of Ryder System, Inc. and its subsidiaries at December 31, 2011 and 2010, and the results of their operations and their cash flows for each of the three years in the period ended December 31, 2011 in conformity with accounting principles generally accepted in the United States of America. In addition, in our opinion, the financial statement schedule listed in the accompanying index presents fairly, in all material respects, the information set forth therein when read in conjunction with the related consolidated financial statements. Also in our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of December 31, 2011, based on criteria established in Internal Control - Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). The Company's management is responsible for these financial statements and financial statement schedule, for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting, included in the accompanying Management's Report on Internal Control over Financial Reporting. Our responsibility is to express opinions on these financial statements, on the financial statement schedule and on the Company's internal control over financial reporting based on our integrated audits. We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the financial statements are free of material misstatement and whether effective internal control over financial reporting was maintained in all material respects. Our audits of the financial statements included examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, and evaluating the overall financial statement presentation. Our audit of internal control over financial reporting 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 audits also included performing such other procedures as we considered necessary in the circumstances. We believe that our audits provide a reasonable basis for our opinions.

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 (i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (ii) 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 (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.

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/ PricewaterhouseCoopers LLP

February 16, 2012

Miami, Florida

**RYDER SYSTEM, INC. AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENTS OF EARNINGS**

	Years ended December 31,		
	2011	2010	2009
	(In thousands, except per share amounts)		
Lease and rental revenues	\$ 2,553,877	2,309,816	2,265,857
Services revenue	2,609,174	2,109,748	1,995,515
Fuel services revenue	887,483	716,871	625,882
<b>Total revenues</b>	<b>6,050,534</b>	5,136,435	4,887,254
Cost of lease and rental	1,746,057	1,604,253	1,552,954
Cost of services	2,186,353	1,763,018	1,662,303
Cost of fuel services	873,466	699,107	604,371
Other operating expenses	129,180	134,224	163,534
Selling, general and administrative expenses	771,244	655,375	625,524
Gains on vehicle sales, net	(62,879)	(28,727)	(12,292)
Interest expense	133,164	129,994	144,342
Miscellaneous income, net	(9,093)	(7,114)	(3,657)
Restructuring and other charges, net	3,655		6,406
	<b>5,771,147</b>	4,950,130	4,743,485
Earnings from continuing operations before income taxes	279,387	186,305	143,769
Provision for income taxes	108,019	61,697	53,652
Earnings from continuing operations	171,368	124,608	90,117
Loss from discontinued operations, net of tax	(1,591)	(6,438)	(28,172)
<b>Net earnings</b>	<b>\$ 169,777</b>	118,170	61,945
Earnings (loss) per common share - Basic			
Continuing operations	\$ 3.34	2.38	1.62
Discontinued operations	(0.03)	(0.13)	(0.51)
<b>Net earnings</b>	<b>\$ 3.31</b>	2.25	1.11
Earnings (loss) per common share - Diluted			
Continuing operations	\$ 3.31	2.37	1.62
Discontinued operations	(0.03)	(0.12)	(0.51)
<b>Net earnings</b>	<b>\$ 3.28</b>	2.25	1.11

See accompanying notes to consolidated financial statements.

## RYDER SYSTEM, INC. AND SUBSIDIARIES

## CONSOLIDATED BALANCE SHEETS

	December 31,	
	2011	2010
	(Dollars in thousands, except per share amount)	
<b>Assets:</b>		
<b>Current assets:</b>		
Cash and cash equivalents	\$ 104,572	213,053
Receivables, net	754,644	615,003
Inventories	65,912	58,701
Prepaid expenses and other current assets	163,045	136,544
<b>Total current assets</b>	<b>1,088,173</b>	<b>1,023,301</b>
Revenue earning equipment, net of accumulated depreciation of \$3,462,359 and \$3,247,400, respectively	5,049,671	4,201,218
Operating property and equipment, net of accumulated depreciation of \$911,717 and \$880,757, respectively	624,180	606,843
Goodwill	377,306	355,842
Intangible assets	84,820	72,269
Direct financing leases and other assets	393,685	392,901
<b>Total assets</b>	<b>\$ 7,617,835</b>	<b>6,652,374</b>
<b>Liabilities and shareholders' equity:</b>		
<b>Current liabilities:</b>		
Short-term debt and current portion of long-term debt	\$ 274,366	420,124
Accounts payable	391,827	294,380
Accrued expenses and other current liabilities	507,630	417,015
<b>Total current liabilities</b>	<b>1,173,823</b>	<b>1,131,519</b>
Long-term debt	3,107,779	2,326,878
Other non-current liabilities	896,587	680,808
Deferred income taxes	1,121,493	1,108,856
<b>Total liabilities</b>	<b>6,299,682</b>	<b>5,248,061</b>
<b>Shareholders' equity:</b>		
Preferred stock of no par value per share authorized, 3,800,917; none outstanding, December 31, 2011 or 2010		
Common stock of \$0.50 par value per share authorized, 400,000,000; outstanding, December 31, 2011 51,143,946; December 31, 2010 51,174,757	25,572	25,587
Additional paid-in capital	769,383	735,540
Retained earnings	1,090,363	1,019,785
Accumulated other comprehensive loss	(567,165)	(376,599)
<b>Total shareholders' equity</b>	<b>1,318,153</b>	<b>1,404,313</b>
<b>Total liabilities and shareholders' equity</b>	<b>\$ 7,617,835</b>	<b>6,652,374</b>

See accompanying notes to consolidated financial statements.



## RYDER SYSTEM, INC. AND SUBSIDIARIES

## CONSOLIDATED STATEMENTS OF CASH FLOWS

	Years ended December 31,		
	2011	2010	2009
	(In thousands)		
<b>Cash flows from operating activities of continuing operations:</b>			
Net earnings	\$ 169,777	118,170	61,945
Less: Loss from discontinued operations, net of tax	(1,591)	(6,438)	(28,172)
Earnings from continuing operations	171,368	124,608	90,117
Depreciation expense	872,262	833,841	881,216
Gains on vehicle sales, net	(62,879)	(28,727)	(12,292)
Share-based compensation expense	17,423	16,543	16,404
Amortization expense and other non-cash charges, net	39,928	40,900	41,301
Deferred income tax expense	90,016	41,097	92,683
<b>Changes in operating assets and liabilities, net of acquisitions:</b>			
Receivables	(92,020)	(18,020)	19,478
Inventories	(6,154)	(7,508)	(1,087)
Prepaid expenses and other assets	(25,040)	(4,896)	(11,583)
Accounts payable	24,657	6,906	15,570
Accrued expenses and other non-current liabilities	12,395	23,290	(146,851)
Net cash provided by operating activities of continuing operations	1,041,956	1,028,034	984,956
<b>Cash flows from financing activities of continuing operations:</b>			
Net change in commercial paper borrowings	46,749	174,939	148,256
Debt proceeds	966,402	314,169	2,014
Debt repaid, including capital lease obligations	(419,287)	(248,668)	(519,710)
Dividends on common stock	(57,504)	(54,474)	(53,334)
Common stock issued	33,359	17,028	7,442
Common stock repurchased	(59,689)	(123,300)	(116,281)
Excess tax benefits from share-based compensation	1,710	754	775
Debt issuance costs	(7,538)	(2,282)	(11,178)
Net cash provided by (used in) financing activities of continuing operations	504,202	78,166	(542,016)
<b>Cash flows from investing activities of continuing operations:</b>			
Purchases of property and revenue earning equipment	(1,698,589)	(1,070,092)	(651,953)
Sales of revenue earning equipment	290,336	220,843	211,002
Sale and leaseback of revenue earning equipment	37,395		
Sales of operating property and equipment	9,905	13,844	4,634
Acquisitions	(361,921)	(211,897)	(88,873)
Collections on direct finance leases	62,224	61,767	65,242
Changes in restricted cash	3,478	(107)	11,129
Other, net		3,178	209
Net cash used in investing activities of continuing operations	(1,657,172)	(982,464)	(448,610)
Effect of exchange rate changes on cash	3,219	1,723	1,794
(Decrease) increase in cash and cash equivalents from continuing operations	(107,795)	125,459	(3,876)
<b>Cash flows from discontinued operations:</b>			

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Operating cash flows	(500)	(9,276)	(25,737)
Financing cash flows	(140)	(2,955)	(9,427)
Investing cash flows		1,677	16,669
Effect of exchange rate changes on cash	(46)	(377)	591
Decrease in cash and cash equivalents from discontinued operations	(686)	(10,931)	(17,904)
(Decrease) increase in cash and cash equivalents	(108,481)	114,528	(21,780)
Cash and cash equivalents at January 1	213,053	98,525	120,305
Cash and cash equivalents at December 31	\$ 104,572	213,053	98,525

*See accompanying notes to consolidated financial statements.*

## RYDER SYSTEM, INC. AND SUBSIDIARIES

## CONSOLIDATED STATEMENTS OF SHAREHOLDERS EQUITY

	Preferred Stock Amount	Common Stock Shares	Par	Additional Paid-In Capital	Retained Earnings	Accumulated Other Comprehensive Loss	Total
	(Dollars in thousands, except per share amounts)						
Balance at January 1, 2009	\$	55,658,059	\$ 27,829	756,190	1,105,369	(544,227)	1,345,161
Components of comprehensive income:							
Net earnings					61,945		61,945
Foreign currency translation adjustments						96,899	96,899
Net unrealized loss related to derivatives						149	149
Amortization of pension and postretirement items, net of tax of \$(7,930)						14,287	14,287
Pension curtailment, net of tax of \$4,689						(12,058)	(12,058)
Change in net actuarial loss, net of tax of \$(38,906)						66,031	66,031
Total comprehensive income							227,253
Common stock dividends declared and paid \$0.96 per share					(53,334)		(53,334)
Common stock issued under employee stock option and stock purchase plans <sup>(1)</sup>		483,270	242	6,906			7,148
Benefit plan stock sales <sup>(2)</sup>		4,673	2	292			294
Common stock repurchases		(2,726,281)	(1,363)	(37,116)	(77,802)		(116,281)
Share-based compensation				16,404			16,404
Tax benefits from share-based compensation				350			350
Balance at December 31, 2009		53,419,721	26,710	743,026	1,036,178	(378,919)	1,426,995
Components of comprehensive income:							
Net earnings					118,170		118,170
Foreign currency translation adjustments						13,009	13,009
Net unrealized gain related to derivatives						(14)	(14)
Amortization of pension and postretirement items, net of tax of \$(6,046)						10,828	10,828
Pension settlement, net of tax of \$(469)						1,074	1,074
Change in net actuarial loss, net of tax of \$13,242						(22,577)	(22,577)
Total comprehensive income							120,490
Common stock dividends declared and paid \$1.04 per share					(54,474)		(54,474)
Common stock issued under employee stock option and stock purchase plans <sup>(1)</sup>		740,242	370	16,658			17,028
Benefit plan stock purchases <sup>(2)</sup>		(3,160)	(2)	(128)			(130)
Common stock repurchases		(2,982,046)	(1,491)	(41,590)	(80,089)		(123,170)
Share-based compensation				16,543			16,543
Tax benefits from share-based compensation				1,031			1,031
Balance at December 31, 2010		51,174,757	25,587	735,540	1,019,785	(376,599)	1,404,313
Components of comprehensive loss:							
Net earnings					169,777		169,777
Foreign currency translation adjustments						(17,768)	(17,768)
Amortization of pension and postretirement items, net of tax of \$(6,400)						11,503	11,503
Change in net actuarial loss, net of tax of \$98,642						(184,301)	(184,301)
Total comprehensive loss							(20,789)
Common stock dividends declared and paid \$1.12 per share					(57,504)		(57,504)
		1,157,548	579	32,780			33,359

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Common stock issued under employee stock option and stock purchase plans <sup>(1)</sup>							
Benefit plan stock purchases <sup>(2)</sup>		(12,576)	(6)	(581)		(587)	
Common stock repurchases		(1,175,783)	(588)	(16,819)	(41,695)	(59,102)	
Share-based compensation				17,423		17,423	
Tax benefits from share-based compensation				1,040		1,040	
Balance at December 31, 2011	\$	51,143,946	\$ 25,572	769,383	1,090,363	(567,165)	1,318,153

(1) Net of common shares delivered as payment for the exercise price or to satisfy the holders' withholding tax liability upon exercise of options.

(2) Represents open-market transactions of common shares by the trustee of Ryder's deferred compensation plans. See accompanying notes to consolidated financial statements.

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**RYDER SYSTEM, INC. AND SUBSIDIARIES**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

**1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

**Basis of Consolidation and Presentation**

The consolidated 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 ) where Ryder is determined to be the primary beneficiary. Ryder is deemed to be the primary beneficiary if we have the power to direct the activities that most significantly impact the entity s economic performance and we share in the significant risks and rewards of the entity. All significant intercompany accounts and transactions between consolidated companies have been eliminated in consolidation.

In December of 2008, we announced strategic initiatives to improve our competitive advantage and drive long-term profitable growth. As part of these initiatives, we decided to discontinue Supply Chain Solutions (SCS) operations in South America and Europe. In the second half of 2009, we ceased SCS operations in South America and Europe. Accordingly, results of these operations, financial position and cash flows are separately reported as discontinued operations for all periods presented either in the Consolidated Financial Statements or notes thereto.

**Reclassifications**

In 2011, we revised our Consolidated Statements of Earnings presentation to disaggregate our revenues and direct costs into three categories: full service lease and rental, services and fuel. Certain direct costs of more than one category have been classified as Other operating expenses and indirect costs have been presented within Selling, general and administrative expenses . Prior year amounts have been reclassified to conform to the current period presentation.

**Use of Estimates**

The preparation of our consolidated financial statements requires management to make estimates and assumptions that affect the amounts reported in the consolidated financial statements and accompanying notes. These estimates are based on management s best knowledge of historical trends, actions that we may take in the future, and other information available when the consolidated financial statements are prepared. Changes in estimates are recognized in accordance with the accounting rules for the estimate, which is typically in the period when new information becomes available. Areas where the nature of the estimate make it reasonably possible that actual results could materially differ from the amounts estimated include: depreciation and residual value guarantees, employee benefit plan obligations, self-insurance accruals, impairment assessments on long-lived assets (including goodwill and indefinite-lived intangible assets), revenue recognition, allowance for accounts receivable, income tax liabilities and contingent liabilities.

**Cash Equivalents**

Cash equivalents represent cash in excess of current operating requirements invested in short-term, interest-bearing instruments with maturities of three months or less at the date of purchase and are stated at cost.

**Restricted Cash**

Restricted cash primarily consists of cash proceeds from the sale of eligible vehicles or operating property set aside for the acquisition of replacement vehicles or operating property under our like-kind exchange tax programs. See Note 14, Income Taxes, for a complete discussion of the vehicle like-kind exchange tax program. We classify restricted cash within Prepaid expenses and other current assets if the restriction is expected to expire in the twelve months following the balance sheet date or within Direct financing leases and other assets if the restriction is expected to expire more than twelve months after the balance sheet date. The changes in restricted cash balances are reflected as an investing activity in our Consolidated Statements of Cash Flows as they relate to the sales and purchases of revenue earning equipment and operating property and equipment.

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**RYDER SYSTEM, INC. AND SUBSIDIARIES**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

**Revenue Recognition**

We recognize revenue when persuasive evidence of an arrangement exists, the services have been rendered to customers or delivery has occurred, the pricing is fixed or determinable, and collectibility is reasonably assured. In our evaluation of whether revenue is fixed or determinable, we determine whether the total contract consideration in the arrangement could change based on one or more factors. These factors, which vary among each of our segments, are further discussed below. Generally, the judgments made for these purposes do not materially impact the revenue recognized in any period. Sales tax collected from customers and remitted to the applicable taxing authorities is accounted for on a net basis, with no impact on revenue.

Our judgments on collectibility are initially established when a business relationship with a customer is initiated and is continuously monitored as services are provided. We have a credit rating system based on internally developed standards and ratings provided by third parties. Our credit rating system, along with monitoring for delinquent payments, allows us to make decisions as to whether collectibility may not be reasonably assured. Factors considered during this process include historical payment trends, industry risks, liquidity of the customer, years in business, and judgments, liens or bankruptcies. When collectibility is not considered reasonably assured (typically when a customer is 120 days past due), revenue is not recognized until cash is collected from the customer.

We generate revenue primarily through the lease, rental and maintenance of revenue earning equipment and by providing logistics management and dedicated contract services. We classify our revenues in one of the following categories:

*Lease and rental*

Lease and rental includes full service lease and commercial rental revenues from our Fleet Management Solutions (FMS) business segment. Full service lease is marketed, priced and managed as a bundled lease arrangement, which includes equipment, service and financing components. We do not offer a stand-alone unbundled finance lease of equipment. For these reasons, both the lease and service components of our full service leases are included within lease and rental revenues.

Our full service lease arrangements include lease deliverables such as the lease of a vehicle and the executory agreement for the maintenance, insurance, taxes and other services related to the leased equipment during the lease term. Arrangement consideration is allocated between lease deliverables and non-lease deliverables based on management's best estimate of the relative fair value of each deliverable. The arrangement consideration allocated to lease deliverables is accounted for pursuant to accounting guidance on leases. Our full service lease arrangements provide for a fixed charge billing and a variable charge billing based on mileage or time usage. Fixed charges are typically billed at the beginning of the month for the services to be provided that month. Variable charges are typically billed a month in arrears. Costs associated with the activities performed under our full service leasing arrangements are primarily comprised of labor, parts, outside work, depreciation, licenses, insurance, operating taxes and vehicle rent. These costs are expensed as incurred except for depreciation. Refer to Summary of Significant Accounting Policies Revenue Earning Equipment, Operating Property and Equipment, and Depreciation for information regarding our depreciation policies. Non-chargeable maintenance costs have been allocated and reflected within Cost of lease and rental based on the relative maintenance-related labor costs relative to all product lines.

Revenue from lease and rental agreements is driven by the classification of the arrangement typically as either an operating or direct finance lease (DFL).

The majority of our leases and all of our rental arrangements are classified as operating leases and therefore, we recognize lease and commercial rental revenue on a straight-line basis as it becomes receivable over the term of the lease or rental arrangement. Lease and rental agreements do not usually provide for scheduled rent increases or escalations. However, most lease agreements allow for rate changes based upon changes in the Consumer Price Index (CPI). Lease and rental agreements also provide for vehicle usage charges based on a time charge and/or a fixed per-mile charge. The fixed time charge, the fixed per-mile charge and the changes in rates attributed to changes in the CPI are considered contingent rentals and are not considered fixed or determinable until the effect of CPI changes is implemented or the equipment usage occurs.

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The non-lease deliverables of our full service lease arrangements are comprised of access to substitute vehicles, emergency road service, and safety services. These services are available to our customers throughout the lease term. Accordingly, revenue is recognized on a straight-line basis over the lease term.

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**RYDER SYSTEM, INC. AND SUBSIDIARIES**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

Direct financing lease revenue is recognized using the effective interest method, which provides a constant periodic rate of return on the outstanding investment on the lease. Recognition of income on direct finance leases is suspended when management determines that collection of future income is not probable, which is generally at the point at which the customer's delinquent balance is determined to be at risk (generally over 120 days past due). Accrual is resumed, and previously suspended income is recognized, when the receivable becomes contractually current and/or collection doubts are removed. Cash receipts on impaired direct finance lease receivables are first recorded against the direct finance lease receivable and then to any unrecognized income. A direct finance lease receivable is considered impaired, based on current information and events, if it is probable that we will be unable to collect all amounts due according to the contractual terms of the lease.

*Services*

Services include contract maintenance, contract-related maintenance and other revenues from our FMS business segment and all SCS and Dedicated Contract Carriage (DCC) revenues.

Under our contract maintenance arrangements, we provide maintenance and repairs required to keep a vehicle in good operating condition, schedule mechanical preventive maintenance inspections and access to emergency road service and substitute vehicles. The vast majority of our services are routine services performed on a recurring basis throughout the term of the arrangement. From time to time, we provide non-routine major repair services in order to place a vehicle back in service. Revenue from maintenance service contracts is recognized on a straight-line basis as maintenance services are rendered over the terms of the related arrangements.

Contract maintenance arrangements are generally cancelable, without penalty, after one year with 60 days prior written notice. Our maintenance service arrangement provides for a monthly fixed charge and a monthly variable charge based on mileage or time usage. Fixed charges are typically billed at the beginning of the month for the services to be provided that month. Variable charges are typically billed a month in arrears. Most contract maintenance agreements allow for rate changes based upon changes in the CPI. The fixed per-mile charge and the changes in rates attributed to changes in the CPI are recognized as earned. Costs associated with the activities performed under our contract maintenance arrangements are primarily comprised of labor, parts, outside work, licenses, insurance and operating taxes. These costs are expensed as incurred. Non-chargeable maintenance costs have been allocated and reflected within Cost of services based on the relative maintenance-related labor costs relative to all product lines.

Revenue from SCS/DCC service contracts is recognized as services are rendered in accordance with contract terms, which typically include discrete billing rates for the services. In certain SCS contracts, a portion of the contract consideration may be contingent upon the satisfaction of performance criteria, attainment of pain/gain share thresholds or volume thresholds. The contingent portion of the revenue in these arrangements is not considered fixed or determinable until the performance criteria or thresholds have been met. In transportation management arrangements where we act as principal, revenue is reported on a gross basis, without deducting third-party purchased transportation costs. To the extent that we are acting as an agent in the arrangement, revenue is reported on a net basis, after deducting purchased transportation costs.

*Fuel*

Fuel services include fuel services revenue from our FMS business segment. Revenue from fuel services is recognized when fuel is delivered to customers. Fuel is largely a pass-through 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.

**Accounts Receivable Allowance**

We maintain an allowance for uncollectible customer receivables and an allowance for billing adjustments related to certain discounts and billing corrections. Estimates are updated regularly based on historical experience of bad debts and billing adjustments processed, current collection trends and aging analysis. Accounts are charged against the allowance when determined to be uncollectible. The allowance is maintained at a level deemed appropriate based on loss experience and other factors affecting collectibility. Historical results may not necessarily be indicative of future results.

**Inventories**



Inventories, which consist primarily of fuel, tires and vehicle parts, are valued using the lower of weighted-average cost or market.

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**RYDER SYSTEM, INC. AND SUBSIDIARIES**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

**Revenue Earning Equipment, Operating Property and Equipment, and Depreciation**

Revenue earning equipment, comprised of vehicles and operating property and equipment are initially recorded at cost inclusive of vendor rebates. Revenue earning equipment and operating property and equipment under capital lease are initially recorded at the lower of the present value of minimum lease payments or fair value. Vehicle repairs and maintenance that extend the life or increase the value of a vehicle are capitalized, whereas ordinary maintenance and repairs are expensed as incurred. The cost of vehicle replacement tires and tire repairs are expensed as incurred. Direct costs incurred in connection with developing or obtaining internal-use software are capitalized. Costs incurred during the preliminary software development project stage, as well as maintenance and training costs, are expensed as incurred.

Leasehold improvements are depreciated over the shorter of their estimated useful lives or the term of the related lease, which may include one or more option renewal periods where failure to exercise such options would result in an economic penalty in such amount that renewal appears, at the inception of the lease, to be reasonably assured. If a substantial additional investment is made in a leased property during the term of the lease, we re-evaluate the lease term to determine whether the investment, together with any penalties related to non-renewal, would constitute an economic penalty in such amount that renewal appears to be reasonably assured.

Provision for depreciation is computed using the straight-line method on all depreciable assets. We periodically review and adjust, as appropriate, the residual values and useful lives of revenue earning equipment. Our review of the residual values and useful lives of revenue earning equipment, is established with a long-term view considering historical market price changes, current and expected future market price trends, expected life of vehicles and extent of alternative uses. Factors that could cause actual results to materially differ from estimates include but are not limited to unforeseen changes in technology innovations.

We routinely dispose of used revenue earning equipment as part of our FMS business. Revenue earning equipment held for sale is stated at the lower of carrying amount or fair value less costs to sell. For revenue earning equipment held for sale, we stratify our fleet by vehicle type (tractors, trucks, and trailers), weight class, age and other relevant characteristics and create classes of similar assets for analysis purposes. Fair value is determined based upon recent market prices obtained from our own sales experience for sales of each class of similar assets and vehicle condition. Reductions in the carrying values of vehicles held for sale are recorded within Other operating expenses in the Consolidated Statements of Earnings. While we believe our estimates of residual values and fair values of revenue earning equipment are reasonable, changes to our estimates of values may occur due to changes in the market for used vehicles, the condition of the vehicles, and inherent limitations in the estimation process.

Gains and losses on sales of operating property and equipment are reflected in Miscellaneous income, net.

**Goodwill and Other Intangible Assets**

Goodwill and other intangible assets with indefinite useful lives are not amortized, but rather, are tested for impairment at least annually (April 1<sup>st</sup>). In addition to the annual impairment test, an interim test for impairment is completed when events or circumstances change between annual tests that would more likely than not reduce the fair value of the reporting unit below its carrying value. Recoverability of goodwill is evaluated using a two-step process. The first step involves a comparison of the fair value of each of our reporting units with its carrying amount. If a reporting unit's carrying amount exceeds its fair value, the second step is performed. The second step involves a comparison of the implied fair value and carrying value of that reporting unit's goodwill. To the extent that a reporting unit's carrying amount exceeds the implied fair value of its goodwill, an impairment loss is recognized. Identifiable intangible assets not subject to amortization are assessed for impairment by comparing the fair value of the intangible asset to its carrying amount. An impairment loss is recognized for the amount by which the carrying value exceeds fair value.

In making our assessments of fair value, we rely on our knowledge and experience about past and current events and assumptions about conditions we expect to exist in the future. These assumptions are based on a number of factors including future operating performance, economic conditions, actions we expect to take, and present value techniques. Rates used to discount future cash flows are dependent upon interest rates and the cost of capital at a point in time. There are inherent uncertainties related to these factors and management's judgment in applying them to the analysis of goodwill impairment. It is possible that assumptions underlying the impairment analysis will change in such a manner that impairment in value may occur in the future.

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Intangible assets with finite lives are amortized over their respective estimated useful lives. Identifiable intangible assets that are subject to amortization are evaluated for impairment using a process similar to that used to evaluate long-lived assets described below.

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**RYDER SYSTEM, INC. AND SUBSIDIARIES**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

**Impairment of Long-Lived Assets Other than Goodwill**

Long-lived assets held and used, including revenue earning equipment, operating property and equipment and intangible assets with finite lives, are tested for recoverability when circumstances indicate that the carrying amount of assets may not be recoverable. Recoverability of long-lived assets is evaluated by comparing the carrying amount of an asset or asset group to management's best estimate of the undiscounted future operating cash flows (excluding interest charges) expected to be generated by the asset or asset group. If these comparisons indicate that the asset or asset group is not recoverable, an impairment loss is recognized for the amount by which the carrying value of the asset or asset group exceeds fair value. Fair value is determined by quoted market price, if available, or an estimate of projected future operating cash flows, discounted using a rate that reflects the related operating segment's average cost of funds. Long-lived assets to be disposed of including revenue earning equipment, operating property and equipment and indefinite-lived intangible assets, are reported at the lower of carrying amount or fair value less costs to sell.

**Debt Issuance Costs**

Costs incurred to issue debt are generally deferred and amortized as a component of interest expense over the estimated term of the related debt using the effective interest rate method. Debt issuance costs associated with our global revolving credit facility are deferred and amortized on a straight-line basis over the term of the facility.

**Contract Incentives**

Payments made to or on behalf of a lessee or customer upon entering into a lease of our revenue earning equipment or contract are deferred and recognized on a straight-line basis as a reduction of revenue over the contract term. Amounts to be amortized in the next year have been classified as Prepaid expenses and other current assets with the remainder included in Direct financing leases and other assets.

**Self-Insurance Accruals**

We retain a portion of the accident risk under vehicle liability, workers' compensation and other insurance programs. Under our insurance programs, we retain the risk of loss in various amounts up to \$3 million on a per occurrence basis. Self-insurance accruals are based primarily on an actuarially estimated, undiscounted cost of claims, which includes claims incurred but not reported. Such liabilities are based on estimates. Historical loss development factors are utilized to project the future development of incurred losses, and these amounts are adjusted based upon actual claim experience and settlements. While we believe that the amounts are adequate, there can be no assurance that changes to our actuarial estimates may not occur due to limitations inherent in the estimation process. Changes in the actuarial estimates of these accruals are charged or credited to earnings in the period determined. Amounts estimated to be paid within the next year have been classified as Accrued expenses and other current liabilities with the remainder included in Other non-current liabilities.

We also maintain additional insurance at certain amounts in excess of our respective underlying retention. Amounts recoverable from insurance companies are not offset against the related accrual as our insurance policies do not extinguish or provide legal release from the obligation to make payments related to such risk-related losses. Amounts expected to be received within the next year from insurance companies have been included within Receivables, net with the remainder included in Direct financing leases and other assets and are recognized only when realization of the claim for recovery is considered probable. The accrual for the related claim has been classified within Accrued expenses and other current liabilities if it is estimated to be paid within the next year, otherwise it has been classified in Other non-current liabilities.

**Residual Value Guarantees and Deferred Gains**

We periodically enter into agreements for the sale and leaseback of revenue earning equipment. These leases contain purchase and/or renewal options as well as limited guarantees of the lessor's residual value (residual value guarantees). We review the residual values of revenue earning equipment that we lease from third parties and our exposures under residual value guarantees. The review is conducted in a manner similar to that used to analyze residual values and fair values of owned revenue earning equipment. Certain residual value guarantees are conditioned on termination of the lease prior to its contractual lease term. For sale and leaseback of revenue earning equipment accounted for as operating leases, the amount of residual value guarantees expected to be paid is recognized as rent expense over the expected remaining term of the lease. Adjustments in the estimate of residual value guarantees are recognized prospectively over the expected remaining lease term. While we believe that the amounts are adequate, changes to our estimates of residual value guarantees may occur due to changes in the market for used vehicles,

the condition of the vehicles at the end of the lease and inherent limitations in the estimation process. See Note 19, Guarantees, for additional information.

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**RYDER SYSTEM, INC. AND SUBSIDIARIES**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

Gains on the sale and operating leaseback of revenue earning equipment are deferred and amortized on a straight-line basis over the term of the lease as an adjustment of rent expense (operating leases) or depreciation expense (capital lease).

**Income Taxes**

Our provision for income taxes is based on reported earnings before income taxes. Deferred taxes are recognized for the future tax effects of temporary differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases using tax rates in effect for the years in which the differences are expected to reverse. The effects of changes in tax laws on deferred tax balances are recognized in the period the new legislation is enacted. Valuation allowances are recognized to reduce deferred tax assets to the amount that is more likely than not to be realized. In assessing the likelihood of realization, management considers estimates of future taxable income. We calculate our current and deferred tax position based on estimates and assumptions that could differ from the actual results reflected in income tax returns filed in subsequent years. Adjustments based on filed returns are recorded when identified.

We are subject to tax audits in numerous jurisdictions in the U.S. and around the world. Tax audits by their very nature are often complex and can require several years to complete. In the normal course of business, we are subject to challenges from the Internal Revenue Services (IRS) and other tax authorities regarding amounts of taxes due. These challenges may alter the timing or amount of taxable income or deductions, or the allocation of income among tax jurisdictions. We determine whether the benefits of our tax positions are more likely than not of being sustained upon audit based on the technical merits of the tax position. For tax positions that are at least more likely than not of being sustained upon audit, we recognize the largest amount of the benefit that is more likely than not of being sustained in our consolidated financial statements. For all other tax positions, we do not recognize any portion of the benefit in our consolidated financial statements. To the extent that our assessment of such tax positions changes, the change in estimate is recorded in the period in which the determination is made.

Interest and penalties related to income tax exposures are recognized as incurred and included in Provision for income taxes in our Consolidated Statements of Earnings. Accruals for income tax exposures, including penalties and interest, expected to be settled within the next year are included in Accrued expenses and other current liabilities with the remainder included in Other non-current liabilities in our Consolidated Balance Sheets. The federal benefit from state income tax exposures is included in Deferred income taxes in our Consolidated Balance Sheets.

**Severance and Contract Termination Costs**

We recognize liabilities for severance and contract termination costs based upon the nature of the cost to be incurred. For involuntary separation plans that are completed within the guidelines of our written involuntary separation plan, we record the liability when it is probable and reasonably estimable. For one-time termination benefits, such as additional severance pay or benefit payouts, and other exit costs, such as contract termination costs, the liability is measured and recognized initially at fair value in the period in which the liability is incurred, with subsequent changes to the liability recognized as adjustments in the period of change. Severance related to position eliminations that are part of a restructuring plan are recorded within Restructuring and other charges, net in the Consolidated Statements of Earnings. To the extent that severance costs are not part of a restructuring plan, the termination costs are recorded as a direct cost of revenue or within Selling, general and administrative expenses, in the Consolidated Statements of Earnings depending upon the nature of the eliminated position.

**Environmental Expenditures**

We record liabilities for environmental assessments and/or cleanup when it is probable a loss has been incurred and the costs can be reasonably estimated. Environmental liability estimates may include costs such as anticipated site testing, consulting, remediation, disposal, post-remediation monitoring and legal fees, as appropriate. The liability does not reflect possible recoveries from insurance companies or reimbursement of remediation costs by state agencies, but does include estimates of cost sharing with other potentially responsible parties. Estimates are not discounted, as the timing of the anticipated cash payments is not fixed or readily determinable. Subsequent adjustments to initial estimates are recorded as necessary based upon additional information developed in subsequent periods. In future periods, new laws or regulations, advances in remediation technology and additional information about the ultimate remediation methodology to be used could significantly change our estimates. Claims for reimbursement of remediation costs are recorded when recovery is deemed probable.

**Asset Retirement Obligations**

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Asset retirement obligations (AROs) are legal obligations associated with the retirement of long-lived assets. Our AROs are associated with underground tanks, tires and leasehold improvements. These liabilities are initially recorded at fair value and the related asset retirement costs are capitalized by increasing the carrying amount of the related assets by the same amount as the

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**RYDER SYSTEM, INC. AND SUBSIDIARIES**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

liability. Asset retirement costs are subsequently depreciated over the useful lives of the related assets. Subsequent to initial recognition, we expense period-to-period changes in the ARO liability resulting from the passage of time as well as the revisions to either the timing or amount of expected cash flows.

**Derivative Instruments and Hedging Activities**

We use financial instruments, including forward exchange contracts, futures, swaps and cap agreements to manage our exposures to movements in interest rates and foreign currency exchange rates. The use of these financial instruments modifies the exposure of these risks with the intent to reduce the risk or cost to us. We do not enter into derivative financial instruments for trading purposes. We limit our risk that counterparties to the derivative contracts will default and not make payments by entering into derivative contracts only with counterparties comprised of large banks and financial institutions (primarily J.P. Morgan) that meet established credit criteria. We do not expect to incur any losses as a result of counterparty default.

On the date a derivative contract is entered into, we formally document, among other items, the intended hedging designation and relationship, along with the risk management objectives and strategies for entering into the derivative contract. We also formally assess, both at inception and on an ongoing basis, whether the derivatives we used in hedging transactions are highly effective in offsetting changes in fair values or cash flows of hedged items. Cash flows from derivatives that are accounted for as hedges are classified in the Consolidated Statements of Cash Flows in the same category as the items being hedged. When it is determined that a derivative is not highly effective as a hedge or that it has ceased to be a highly effective hedge, we discontinue hedge accounting prospectively.

The hedging designation may be classified as one of the following:

*No Hedging Designation.* The gain or loss on a derivative instrument not designated as an accounting hedging instrument is recognized in earnings.

*Fair Value Hedge.* A hedge of a recognized asset or liability or an unrecognized firm commitment is considered a fair value hedge. For fair value hedges, both the effective and ineffective portions of the changes in the fair value of the derivative, along with the gain or loss on the hedged item that is attributable to the hedged risk, are both recorded in earnings.

*Cash Flow Hedge.* A hedge of a forecasted transaction or of the variability of cash flows to be received or paid related to a recognized asset or liability is considered a cash flow hedge. The effective portion of the change in the fair value of a derivative that is declared as a cash flow hedge is recorded in Accumulated other comprehensive loss until earnings are affected by the variability in cash flows of the designated hedged item.

*Net Investment Hedge.* A hedge of a net investment in a foreign operation is considered a net investment hedge. The effective portion of the change in the fair value of the derivative used as a net investment hedge of a foreign operation is recorded in the currency translation adjustment account within Accumulated other comprehensive loss. The ineffective portion, if any, on the hedged item that is attributable to the hedged risk is recorded in earnings and reported in Miscellaneous income, net in the Consolidated Statements of Earnings.

**Foreign Currency Translation**

Our foreign operations generally use the local currency as their functional currency. Assets and liabilities of these operations are translated at the exchange rates in effect on the balance sheet date. If exchangeability between the functional currency and the U.S. dollar is temporarily lacking at the balance sheet date, the first subsequent rate at which exchanges can be made is used to translate assets and liabilities. Income statement items are translated at the average exchange rates for the year. The impact of currency fluctuations is recorded in Accumulated other comprehensive loss as a currency translation adjustment. Upon sale or upon complete or substantially complete liquidation of an investment in a foreign operation, the currency translation adjustment attributable to that operation is removed from accumulated other comprehensive loss and is reported as part of the gain or loss on sale or liquidation of the investment for the period during which the sale or liquidation occurs. Gains and losses resulting from foreign currency transactions are recorded in Miscellaneous income, net in the Consolidated Statements of Earnings.

**Share-Based Compensation**



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The fair value of stock option awards and nonvested stock awards other than restricted stock units (RSUs), is expensed on a straight-line basis over the vesting period of the awards. RSUs are expensed in the year they are granted. Cash flows from the tax benefits resulting from tax deductions in excess of the compensation expense recognized for those options (windfall tax benefits) are classified as financing cash flows. Tax benefits resulting from tax deductions in excess of share-based compensation expense

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**RYDER SYSTEM, INC. AND SUBSIDIARIES**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

recognized are credited to additional paid-in capital in the Consolidated Balance Sheets. Realized tax shortfalls are first offset against the cumulative balance of windfall tax benefits, if any, and then charged directly to income tax expense. We have applied the long-form method for determining the pool of windfall tax benefits and had a pool of windfall tax benefits for all periods presented.

**Defined Benefit Pension and Postretirement Benefit Plans**

The funded status of our defined benefit pension plans and postretirement benefit plans are recognized in the Consolidated Balance Sheets. The funded status is measured as the difference between the fair value of plan assets and the benefit obligation at December 31, the measurement date. The fair value of plan assets represents the current market value of contributions made to irrevocable trust funds, held for the sole benefit of participants, which are invested by the trust funds. For defined benefit pension plans, the benefit obligation represents the actuarial present value of benefits expected to be paid upon retirement based on estimated future compensation levels. For postretirement benefit plans, the benefit obligation represents the actuarial present value of postretirement benefits attributed to employee services already rendered. Overfunded plans, with the fair value of plan assets exceeding the benefit obligation, are aggregated and recorded as a prepaid pension asset equal to this excess. Underfunded plans, with the benefit obligation exceeding the fair value of plan assets, are aggregated and recorded as a pension and postretirement benefit liability equal to this excess.

The current portion of pension and postretirement benefit liabilities represent the actuarial present value of benefits payable within the next 12 months exceeding the fair value of plan assets (if funded), measured on a plan-by-plan basis. These liabilities are recorded in Accrued expenses and other current liabilities in the Consolidated Balance Sheets.

Pension and postretirement benefit expense includes service cost, interest cost, expected return on plan assets (if funded), and amortization of prior service credit and net actuarial loss. Service cost represents the actuarial present value of participant benefits earned in the current year. Interest cost represents the time value of money cost associated with the passage of time. The expected return on plan assets represents the average rate of earnings expected on the funds invested or to be invested to provide for the benefits included in the obligation. Prior service credit represents the impact of negative plan amendments. Net actuarial loss arises as a result of differences between actual experience and assumptions or as a result of changes in actuarial assumptions. Net actuarial loss and prior service credit not recognized as a component of pension and postretirement benefit expense as they arise are recognized as a component of accumulated comprehensive loss, net of tax in the Consolidated Statements of Shareholders' Equity. These pension and postretirement items are subsequently amortized as a component of pension and postretirement benefit expense over the remaining service period, if the majority of the employees are active, otherwise over the remaining life expectancy, provided such amounts exceed thresholds which are based upon the benefit obligation or the value of plan assets.

The measurement of benefit obligations and pension and postretirement benefit expense is based on estimates and assumptions approved by management. These valuations reflect the terms of the plans and use participant-specific information such as compensation, age and years of service, as well as certain assumptions, including estimates of discount rates, expected return on plan assets, rate of compensation increases, interest rates and mortality rates.

**Fair Value Measurements**

We carry various assets and liabilities at fair value in the Consolidated Balance Sheets. The most significant assets and liabilities are vehicles held for sale, which are stated at the lower of carrying amount or fair value less costs to sell, investments held in Rabbi Trusts and derivatives.

Fair value is defined as the exchange price that would be received for an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. Fair value measurements are classified based on the following fair value hierarchy:

**Level 1** Quoted prices (unadjusted) in active markets for identical assets or liabilities that we have the ability to access at the measurement date. An active market for the asset or liability is a market in which transactions for the asset or liability occur with sufficient frequency and volume to provide pricing information on an ongoing basis.

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- Level 2** Observable inputs other than Level 1 prices such as quoted prices for similar assets or liabilities; quoted prices in markets that are not active; or model-derived valuations or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities.
- Level 3** Unobservable inputs for the asset or liability. These inputs reflect our own assumptions about the assumptions a market participant would use in pricing the asset or liability.

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**RYDER SYSTEM, INC. AND SUBSIDIARIES**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

When available, we use unadjusted quoted market prices to measure fair value and classify such measurements within Level 1. If quoted prices are not available, fair value is based upon model-driven valuations that use current market-based or independently sourced market parameters such as interest rates and currency rates. Items valued using these models are classified according to the lowest level input or value driver that is significant to the valuation.

Revenue earning equipment held for sale is measured at fair value on a nonrecurring basis and is stated at the lower of carrying amount or fair value less costs to sell. Investments held in Rabbi Trusts and derivatives are carried at fair value on a recurring basis. Investments held in Rabbi Trusts include exchange-traded equity securities and mutual funds. Fair values for these investments are based on quoted prices in active markets. For derivatives, fair value is based on model-driven valuations using the LIBOR rate or observable forward foreign exchange rates, which are observable at commonly quoted intervals for the full term of the financial instrument.

**Earnings Per Share**

Earnings per share is computed using the two-class method. The two-class method of computing earnings per share is an earnings allocation formula that determines earnings per share for common stock and any participating securities according to dividends declared (whether paid or unpaid) and participation rights in undistributed earnings. Our nonvested stock (time-vested restricted stock rights, market-based restricted stock rights and restricted stock units) are considered participating securities since the share-based awards contain a non-forfeitable right to dividend equivalents irrespective of whether the awards ultimately vest. Under the two-class method, earnings per common share are computed by dividing the sum of distributed earnings to common shareholders and undistributed earnings allocated to common shareholders by the weighted average number of common shares outstanding for the period. In applying the two-class method, undistributed earnings are allocated to both common shares and participating securities based on the weighted average shares outstanding during the period.

Diluted earnings per common share reflect the dilutive effect of potential common shares from stock options. The dilutive effect of stock options is computed using the treasury stock method, which assumes any proceeds that could be obtained upon the exercise of stock options would be used to purchase common shares at the average market price for the period. The assumed proceeds include the purchase price the grantee pays, the windfall tax benefit that we receive upon assumed exercise and the unrecognized compensation expense at the end of each period.

**Share Repurchases**

Repurchases of shares of common stock are made periodically in open-market transactions and are subject to market conditions, legal requirements and other factors. The cost of share repurchases is allocated between common stock and retained earnings based on the amount of additional paid-in capital at the time of the share repurchase.

**Comprehensive Income (Loss)**

Comprehensive income (loss) presents a measure of all changes in shareholders' equity except for changes resulting from transactions with shareholders in their capacity as shareholders. Our total comprehensive income (loss) presently consists of net earnings, currency translation adjustments associated with foreign operations that use the local currency as their functional currency, adjustments for derivative instruments accounted for as cash flow hedges and various pension and other postretirement benefits related items.

**Recent Accounting Pronouncements**

In June 2011, the Financial Accounting Standards Board (FASB) issued accounting guidance on the presentation of comprehensive income. Under this guidance, entities have the option to present the components of net income and other comprehensive income in either a single continuous statement of comprehensive income or in two separate but consecutive statements. This guidance is effective for us beginning with our financial statements issued for the quarterly period ending March 31, 2012. We are currently evaluating these changes to determine which option will be chosen for the presentation of comprehensive income. Other than the change in presentation, this accounting guidance will not have an impact on our consolidated financial position, results of operations or cash flows.

In September 2011, the FASB issued accounting guidance on goodwill impairment testing which permits entities to first assess qualitative factors to determine whether it is more likely than not that the fair value of a reporting unit is less than its carrying amount. Companies will only be required to calculate the fair value of a reporting unit if the qualitative evaluation indicates that it is more likely than not that the fair value is

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less than the carrying amount. This guidance is effective for us beginning with our annual goodwill impairment test on April 1, 2012. We are currently evaluating the new guidance but do not expect that the guidance will have an impact on our consolidated financial position, results of operations or cash flows.

## RYDER SYSTEM, INC. AND SUBSIDIARIES

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

## 2. ACCOUNTING CHANGES

**Revenue Arrangements**

In September 2009, the FASB issued accounting guidance which amended the criteria for allocating a contract's consideration to individual services or products in multiple-deliverable arrangements. The guidance requires that the best estimate of selling price be used when vendor specific objective or third-party evidence for deliverables cannot be determined. This guidance was effective for revenue arrangements entered into or materially modified after December 31, 2010. The adoption of this accounting guidance did not have a material impact on our consolidated financial position, results of operations or cash flows.

**Transfers of Financial Assets**

In June 2009, the FASB issued accounting guidance which addressed the accounting and disclosure requirements for transfers of financial assets. The guidance was effective to new transfers of financial assets occurring on or after January 1, 2010. The adoption of this accounting guidance did not have a material impact on our consolidated financial position, results of operations or cash flows.

**Consolidation for Variable Interest Entities**

In June 2009, the FASB issued accounting guidance which amended the consolidation principles for variable interest entities by requiring consolidation of VIEs based on which party has control of the entity. The guidance was effective for fiscal years beginning after November 15, 2009, and interim periods within those fiscal years. The adoption of this accounting guidance did not have a material impact on our consolidated financial position, results of operations or cash flows.

## 3. ACQUISITIONS

**2011 Acquisitions**

*Hill Hire plc* On June 8, 2011, we acquired all of the common stock of Hill Hire plc (Hill Hire), a U.K. based full service leasing, rental and maintenance company for a purchase price of \$251 million, net of cash acquired, all of which was paid in 2011. The acquisition included Hill Hire's fleet of approximately 8,000 full service lease and 5,700 rental vehicles, and approximately 400 contractual customers. The fleet included 9,700 trailers. The combined network operates under the Ryder name, complementing our business segment market coverage in the U.K. Transaction costs related to the Hill Hire acquisition were \$2 million during 2011 and were primarily reflected within Selling, general and administrative expenses.

The following table provides a rollforward of the preliminary estimated fair values of the assets acquired and the liabilities assumed at the date of the acquisition of Hill Hire to the amounts as of December 31, 2011:

	Preliminary Amount Disclosed	Purchase Accounting Adjustments (In thousands)	Purchase Price Allocation as of December 31, 2011
<b>Assets:</b>			
Revenue earning equipment	\$ 201,429	(467)	200,962
Operating property and equipment	18,780		18,780
Customer relationships and other intangibles	5,567	4,566	10,133
Other assets, primarily accounts receivable	60,988	(809)	60,179

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	286,764	<b>3,290</b>	<b>290,054</b>
Liabilities, primarily accrued liabilities	(35,269)	<b>(3,290)</b>	<b>(38,559)</b>
Net assets acquired	\$ 251,495		<b>251,495</b>

## RYDER SYSTEM, INC. AND SUBSIDIARIES

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

*Other Acquisitions* During 2011, we completed three other acquisitions of full service leasing and fleet service companies, one of which included the assets of the seller's DCC business. The combined networks operate under the Ryder name, complementing our FMS and DCC business segment market coverage throughout the United States. The purchase price of these acquisitions totaled \$114 million, of which \$106.8 million was paid during 2011. Goodwill and customer relationship intangibles related to these acquisitions totaled \$28 million and \$12 million, respectively. The following table provides further information regarding each of these acquisitions:

Company Acquired	Date Acquired	Segment	Purchase Price	Vehicles	Contractual Customers
Carmenita Leasing, Inc.	January 10, 2011	FMS	\$9 million	190	60
The Scully Companies	January 28, 2011	FMS/DCC	\$91 million	2,100	200
B.I.T Leasing	April 1, 2011	FMS	\$14 million	490	130

During 2011, all acquisitions had combined revenue and net earnings of \$473 million and \$42 million, respectively.

**2010 Acquisitions**

*Total Logistic Control* On December 31, 2010, we acquired all of the common stock of Total Logistic Control (TLC), a leading provider of comprehensive supply chain solutions to food, beverage, and consumer packaged goods manufacturers in the U.S. TLC provides customers a broad suite of end-to-end services, including distribution management, contract packaging services and solutions engineering. This acquisition enhances our SCS capabilities and growth prospects in the areas of packaging and warehousing, including temperature-controlled facilities. The purchase price was \$207 million, of which \$2.6 million was paid in 2011. No further payments are due related to this acquisition. During 2011, the purchase price was reduced by \$1 million due to contractual adjustments in acquired deferred taxes and working capital.

The following table provides a rollforward of the preliminary estimated fair values of the assets acquired and the liabilities assumed at the date of the TLC acquisition to the final allocated amounts:

	Preliminary Amount Disclosed in 2010 Annual Report	Purchase Accounting Adjustments (In thousands)	Final Allocation
<b>Assets:</b>			
Current Assets	\$ 24,249	339	24,588
Operating property and equipment	75,471	(2,336)	73,135
Goodwill	138,321	(6,410)	131,911
Customer relationships and other intangibles	35,380	(400)	34,980
Other assets	632	184	816
	274,053	(8,623)	265,430
<b>Liabilities:</b>			
Current liabilities	(26,575)	(300)	(26,875)



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Deferred income taxes and other liabilities	(38,883)	7,451	(31,432)
	(65,458)	7,151	(58,307)
Net assets acquired	\$ 208,595	(1,472)	207,123

The purchase price adjustments related primarily to adjustments in acquired deferred taxes and evaluations of the physical and market conditions of operating property and equipment.

**2009 Acquisition**

*Edart Leasing LLC* On February 2, 2009, we acquired the assets of Edart Leasing LLC (Edart), which included Edart's fleet of approximately 1,600 vehicles and more than 340 contractual customers from Edart's five locations in Connecticut for a purchase price of \$85 million of which \$1 million, \$2 million and \$81 million, respectively, was paid in 2011, 2010 and 2009. The purchase price consisted mainly of revenue earning equipment and operating property. The combined network operates under the Ryder name, complementing our FMS business segment market coverage in the Northeast. We also acquired approximately 525 vehicles for remarketing.

## RYDER SYSTEM, INC. AND SUBSIDIARIES

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

*Pro Forma Information* The operating results of each acquisition has been included in the consolidated financial statements from the dates of acquisition. The following table provides the unaudited pro forma revenues, net earnings and earnings per common share as if the results of the Hill Hire acquisition had been included in operations commencing January 1, 2010 and the TLC acquisition had been included in operations commencing January 1, 2009. This pro forma information is not necessarily indicative either of the combined results of operations that actually would have been realized had the acquisition been consummated during the periods for which the pro forma information is presented, or of future results. Pro forma information for the other acquisitions in 2011 and 2009 is not disclosed because the effect of these acquisitions is not significant.

		Years ended December 31,		
		2011	2010	2009
		(In thousands, except per share amounts)		
Revenue	As reported	\$ 6,050,534	5,136,435	4,887,254
Revenue	Pro forma	\$ 6,118,104	5,538,824	5,145,959
Net earnings	As reported	\$ 169,777	118,170	61,945
Net earnings	Pro forma	\$ 183,642	149,501	60,516
Net earnings per common share:				
Basic	As reported	\$ 3.31	2.25	1.11
Basic	Pro forma	\$ 3.58	2.85	1.09
Diluted	As reported	\$ 3.28	2.25	1.11
Diluted	Pro forma	\$ 3.55	2.84	1.09

During 2010 and 2009, we paid \$5 million and \$8 million, respectively, related to other acquisitions completed in prior years.

All of the acquisitions were accounted for as an acquisition of a business. Goodwill on these acquisitions represents the excess of the purchase price over the fair value of the underlying acquired net tangible and intangible assets. Factors that contributed to the recognition of goodwill in our acquisitions included (i) expected growth rates and profitability of the acquired companies, (ii) securing buyer-specific synergies that increase revenue and profits and are not otherwise available to market participants, (iii) significant cost savings opportunities, (iv) the experienced workforce and (v) our strategies for growth in sales, income and cash flows.

## 4. DISCONTINUED OPERATIONS

In December 2008, we announced strategic initiatives to improve our competitive advantage and drive long-term profitable growth. As part of these initiatives, we decided to discontinue SCS operations in South America and Europe. During the second half of 2009, we ceased SCS service operations in Brazil, Argentina, Chile and European markets. Accordingly, results of these operations, financial position and cash flows are separately reported as discontinued operations for all periods presented in the Consolidated Financial Statements and notes thereto.

Summarized results of discontinued operations were as follows:

		Years ended December 31,		
		2011	2010	2009
		(In thousands)		
Total revenue		\$		70,357

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Pre-tax loss from discontinued operations	\$ (1,185)	(7,525)	(28,087)
Income tax (expense) benefit	(406)	1,087	(85)
Loss from discontinued operations, net of tax	\$ (1,591)	(6,438)	(28,172)

Results of discontinued operations in 2011 and 2010 included \$2 million and \$4 million, respectively, of pre-tax losses related to adverse legal developments, professional fees and administrative fees associated with our discontinued South American operations. Results of discontinued operations in 2011 also included \$1 million of pre-tax income from favorable prior year insurance claims development. Results of discontinued operations in 2010 also included \$3 million of pre-tax exit costs related to a SCS leased facility in Europe. The charge related to changes in sublease income estimates due to the continued weak commercial real estate market conditions in the U.K.

**RYDER SYSTEM, INC. AND SUBSIDIARIES**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

Results of discontinued operations included operating losses of \$11 million in 2009 and restructuring and other charges (primarily exit-related) of \$17 million. These restructuring and other charges included the following:

Net severance and employee-related costs of \$1 million related to approximately 2,500 employees associated with these operations. We had severance and employee-related costs of \$5 million offset by \$4 million of non-cash reductions as we refined our prior year estimates.

Net termination costs of \$1 million representing contract termination costs of \$3 million offset by \$2 million of non-cash reductions as we refined our prior year estimates.

Restructuring plan implementation costs of \$2 million, mostly professional service fees.

A charge of \$14 million related to accumulated foreign currency translation loss for substantially liquidating our investment in several South America subsidiaries where we ceased operations.

Receivable recovery of approximately \$1 million.

The following is a summary of assets and liabilities of discontinued operations:

	<b>December 31, 2011</b>	December 31, 2010
	(In thousands)	
Total assets, primarily deposits	<b>\$ 4,600</b>	\$ 6,346
Total liabilities, primarily contingent accruals	<b>\$ 6,502</b>	\$ 7,882
<b>5. RESTRUCTURING AND OTHER CHARGES</b>		

The components of restructuring and other charges, net in 2011, 2010 and 2009 were as follows:

	Years ended December 31,		
	<b>2011</b>	2010	2009
	(In thousands)		
<b>Restructuring charges, net:</b>			
Severance and employee-related costs	<b>\$ 3,162</b>		2,206
Contract termination costs	<b>493</b>		
	<b>3,655</b>		2,206

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Other charges:		
Early retirement of debt and other		4,200
<b>Total</b>	<b>\$ 3,655</b>	<b>6,406</b>

As mentioned in Note 29, Segment Reporting, our primary measure of segment financial performance excludes, among other items, restructuring and other charges, net. However, the applicable portion of the restructuring and other charges, net that related to each segment in 2011, 2010 and 2009 were as follows:

	Years ended December 31,		
	2011	2010	2009
	(In thousands)		
Fleet Management Solutions	<b>\$ 3,531</b>		5,631
Supply Chain Solutions			618
Dedicated Contract Carriage	<b>124</b>		41
Central Support Services			116
<b>Total</b>	<b>\$ 3,655</b>		<b>6,406</b>

## RYDER SYSTEM, INC. AND SUBSIDIARIES

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

**2011 Activity**

During 2011, we eliminated certain positions and terminated non-essential equipment contracts assumed in the Hill Hire and Scully acquisitions, which resulted in a pre-tax charge of \$4 million.

**2009 Activity**

In the first quarter of 2009, we eliminated approximately 30 positions as part of workforce reductions under cost containment initiatives, which began in the fourth quarter of 2008. Workforce reductions resulted in a pre-tax charge of \$3 million, and were offset by \$1 million of refinements in estimates from prior restructuring charges.

Other charges, net in 2009 consisted primarily of debt extinguishment charges of \$4 million incurred as part of a \$100 million debt tender offer completed in September 2009 and described in Note 16, Debt. The charge consisted of \$3 million premium paid on the purchase of the \$100 million outstanding and \$1 million for the write-off of unamortized original debt discount and issuance costs and fees on the transaction.

The following table presents a roll-forward of the activity and balances of our restructuring reserves, including discontinued operations for the years ended December 31, 2011 and 2010:

	Beginning Balance	Additions	Deductions		Foreign Translation Adjustment	Ending Balance
			Cash Payments	Non-Cash Reductions <sup>(1)</sup>		
(In thousands)						
<b>Year ended December 31, 2011:</b>						
<b>Employee severance and benefits</b>	\$ 234	3,290	736	105	(76)	2,607
<b>Contract termination costs</b>	3,813	493	1,557	141	31	2,639
<b>Total</b>	<b>\$ 4,047</b>	<b>3,783</b>	<b>2,293</b>	<b>246</b>	<b>(45)</b>	<b>5,246</b>
<b>Year ended December 31, 2010:</b>						
Employee severance and benefits	\$ 1,070	152	971	29	12	234
Contract termination costs	172	3,923	303		21	3,813
<b>Total</b>	<b>\$ 1,242</b>	<b>4,075</b>	<b>1,274</b>	<b>29</b>	<b>33</b>	<b>4,047</b>

(1) Non-cash reductions represent adjustments to the restructuring reserve as actual costs were less than originally estimated. At December 31, 2011, outstanding restructuring obligations are generally required to be paid over the next two years.

## 6. RECEIVABLES

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	December 31,	
	2011	2010
	(In thousands)	
Trade	<b>\$ 661,592</b>	534,850
Direct financing leases	<b>68,896</b>	63,304
Income tax	<b>8,961</b>	10,979
Insurance	<b>7,619</b>	5,154
Vendor rebates	<b>8,998</b>	3,537
Other	<b>13,067</b>	11,046
	<b>769,133</b>	628,870
Allowance	<b>(14,489)</b>	(13,867)
<b>Total</b>	<b>\$ 754,644</b>	615,003

## RYDER SYSTEM, INC. AND SUBSIDIARIES

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

## 7. PREPAID EXPENSES AND OTHER CURRENT ASSETS

	December 31, 2011      2010 (In thousands)	
Current deferred tax asset	\$ 31,426	16,713
Restricted cash	17,994	21,472
Prepaid vehicle licenses	47,045	41,237
Prepaid operating taxes	12,477	11,476
Prepaid real estate rent	7,030	7,768
Prepaid contract incentives	5,612	6,861
Prepaid software maintenance costs	3,490	2,647
Prepaid benefits	465	2,260
Prepaid insurance	14,003	8,324
Prepaid sales commissions	9,385	4,421
Other	14,118	13,365
Total	\$ 163,045	136,544

## 8. REVENUE EARNING EQUIPMENT

	Estimated Useful Lives (In years)	Cost	December 31, 2011		Cost	December 31, 2010	
			Accumulated Depreciation	Net Book Value <sup>(1)</sup>		Accumulated Depreciation	Net Book Value <sup>(1)</sup>
(In thousands)							
Held for use:							
Full service lease	3 12	\$ 6,010,335	(2,518,830)	3,491,505	5,639,410	(2,408,126)	3,231,284
Commercial rental	4.5 12	2,175,003	(708,052)	1,466,951	1,549,094	(647,764)	901,330
Held for sale		326,692	(235,477)	91,215	260,114	(191,510)	68,604
Total		\$ 8,512,030	(3,462,359)	5,049,671	7,448,618	(3,247,400)	4,201,218

(1) Revenue earning equipment, net includes vehicles under capital leases of \$61 million, less accumulated depreciation of \$14 million at December 31, 2011 and \$29 million, less accumulated depreciation of \$19 million at December 31, 2010.

At the end of each fiscal year, we review residual values and useful lives of revenue earning equipment. Based on the results of these analyses, we adjust the estimated residual values and useful lives of certain classes of revenue earning equipment effective January 1 of the following year. The change in estimated residual values and useful lives increased pre-tax earnings by approximately \$5 million in 2011 compared with 2010 and decreased pre-tax earnings by approximately \$14 million in 2010 compared with 2009. The adjustment to depreciation was not



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significant for 2009.

In 2010 and 2009, we recognized \$5 million and \$10 million, respectively, of accelerated depreciation on select vehicles that were expected to be sold by the end of each year. The amounts in 2011 were not significant.

9. OPERATING PROPERTY AND EQUIPMENT

	Estimated Useful Lives (In years)		December 31,	
			2011	2010
			(In thousands)	
Land			\$ 188,617	175,844
Buildings and improvements	10	40	699,809	695,806
Machinery and equipment	3	10	535,183	508,736
Other	3	10	112,288	107,214
			1,535,897	1,487,600
Accumulated depreciation			(911,717)	(880,757)
Total			\$ 624,180	606,843

## RYDER SYSTEM, INC. AND SUBSIDIARIES

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

## 10. GOODWILL

The carrying amount of goodwill attributable to each reportable business segment with changes therein was as follows:

	Fleet Management Solutions	Supply Chain Solutions	Dedicated Contract Carriage	Total
	(In thousands)			
<b>Balance at January 1, 2010</b>				
Goodwill	\$ 202,308	38,457	4,900	245,665
Accumulated impairment losses	(10,322)	(18,899)		(29,221)
	191,986	19,558	4,900	216,444
Acquisition	287	138,321		138,608
Foreign currency translation adjustment	346	444		790
<b>Balance at December 31, 2010</b>				
Goodwill	202,941	177,222	4,900	385,063
Accumulated impairment losses	(10,322)	(18,899)		(29,221)
	192,619	158,323	4,900	355,842
<b>Acquisitions</b>	<b>13,958</b>		<b>14,658</b>	<b>28,616</b>
<b>Purchase accounting adjustments</b>	<b>(185)</b>	<b>(6,410)</b>	<b>(203)</b>	<b>(6,798)</b>
<b>Foreign currency translation adjustment</b>	<b>(155)</b>	<b>(199)</b>		<b>(354)</b>
<b>Balance at December 31, 2011</b>				
Goodwill	216,559	170,613	19,355	406,527
Accumulated impairment losses	(10,322)	(18,899)		(29,221)
	<b>\$ 206,237</b>	<b>151,714</b>	<b>19,355</b>	<b>377,306</b>

Purchase accounting adjustments related primarily to changes in deferred tax liabilities and evaluations of the physical and market condition of operating property and equipment. We did not recast the December 31, 2010 balance sheet as the adjustments are not material.

On April 1st of this year, we completed our annual goodwill impairment test and determined there was no impairment.

## 11. INTANGIBLE ASSETS

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	December 31,	
	2011	2010
	(In thousands)	
Indefinite lived intangible assets	<b>\$ 9,084</b>	9,084
Trade name		
Finite lived intangible assets:		
Customer relationship intangibles	<b>92,888</b>	72,613
Other intangibles, primarily trade name	<b>2,083</b>	624
Accumulated amortization	<b>(19,797)</b>	(11,415)
	<b>75,174</b>	61,822
Foreign currency translation adjustment	<b>562</b>	1,363
Total	<b>84,820</b>	72,269

## RYDER SYSTEM, INC. AND SUBSIDIARIES

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

The Ryder trade name has been identified as having an indefinite useful life. Customer relationship intangibles are being amortized on a straight-line basis over their estimated useful lives, generally 10-16 years. We recorded amortization expense associated with finite lived intangible assets of approximately \$8 million in 2011 and \$3 million in 2010 and 2009. The future amortization expense for each of the five succeeding years related to all intangible assets that are currently recorded in the Consolidated Balance Sheets is estimated to be as follows at December 31, 2011:

	00000000 (In thousands)
2012	\$ 7,791
2013	7,194
2014	6,385
2015	6,268
2016	6,261
<b>Total</b>	<b>\$ 33,899</b>

## 12. DIRECT FINANCING LEASES AND OTHER ASSETS

	December 31, 2011      2010 (In thousands)	
Direct financing leases, net	\$ 280,988	274,631
Investments held in Rabbi Trusts	18,696	17,404
Insurance receivables	15,488	11,075
Debt issuance costs	16,106	13,075
Prepaid pension asset	257	20,609
Contract incentives	17,524	18,638
Interest rate swap agreements	21,843	15,429
Other	22,783	22,040
<b>Total</b>	<b>\$ 393,685</b>	<b>392,901</b>

## 13. ACCRUED EXPENSES AND OTHER LIABILITIES

December 31, 2011			December 31, 2010		
Accrued Expenses	Non-Current Liabilities	Total	Accrued Expenses	Non-Current Liabilities	Total
(In thousands)					

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Salaries and wages	\$ 121,087		121,087	81,037		81,037
Deferred compensation	1,405	21,285	22,690	1,965	21,258	23,223
Pension benefits	3,120	546,681	549,801	2,984	333,074	336,058
Other postretirement benefits	2,838	40,154	42,992	3,382	43,787	47,169
Employee benefits	3,704		3,704	2,251		2,251
Insurance obligations, primarily self-insurance	120,045	157,390	277,435	110,697	148,639	259,336
Residual value guarantees	3,093	1,125	4,218	2,301	2,196	4,497
Deferred rent	4,088	14,686	18,774	2,397	16,787	19,184
Deferred vehicle gains	458	868	1,326	473	1,374	1,847
Environmental liabilities	4,368	9,171	13,539	5,145	8,908	14,053
Asset retirement obligations	5,702	12,364	18,066	3,868	12,319	16,187
Operating taxes	81,820		81,820	73,095		73,095
Income taxes	4,160	74,147	78,307	2,559	73,849	76,408
Interest	30,410		30,410	30,478		30,478
Deposits, mainly from customers	50,951	7,544	58,495	31,755	7,538	39,293
Deferred revenue	20,698	476	21,174	15,956	4,646	20,602
Acquisition holdbacks	7,422		7,422	6,177		6,177
Other	42,261	10,696	52,951	40,495	6,433	46,928
<b>Total</b>	<b>\$ 507,630</b>	<b>896,587</b>	<b>1,404,211</b>	<b>417,015</b>	<b>680,808</b>	<b>1,097,823</b>

## RYDER SYSTEM, INC. AND SUBSIDIARIES

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

We retain a portion of the accident risk under vehicle liability and workers compensation insurance programs. Self-insurance accruals are based primarily on actuarially estimated, undiscounted cost of claims, and include claims incurred but not reported. Such liabilities are based on estimates. Historical loss development factors are utilized to project the future development of incurred losses, and these amounts are adjusted based upon actual claim experience and settlements. While we believe the amounts are adequate, there can be no assurance that changes to our estimates may not occur due to limitations inherent in the estimation process. During 2011, 2010 and 2009, we recorded a benefit (charge) within earnings from continuing operations of \$4 million, \$(3) million, and \$1 million, respectively, from development in estimated prior years self-insured loss reserves for the reasons noted above.

## 14. INCOME TAXES

The components of earnings from continuing operations before income taxes and the provision for income taxes from continuing operations were as follows:

	Years ended December 31,		
	2011	2010	2009
	(In thousands)		
Earnings from continuing operations before income taxes:			
United States	\$ 223,209	156,123	132,235
Foreign	56,178	30,182	11,534
Total	\$ 279,387	186,305	143,769
Current tax expense (benefit) from continuing operations:			
Federal <sup>(1)</sup>	\$ 1,615	4,536	(44,832)
State <sup>(1)</sup>	7,785	4,468	6,037
Foreign	8,603	11,596	(236)
	18,003	20,600	(39,031)
Deferred tax expense (benefit) from continuing operations:			
Federal	67,849	38,179	90,433
State	17,247	7,198	2,736
Foreign	4,920	(4,280)	(486)
	90,016	41,097	92,683
Provision for income taxes from continuing operations	\$ 108,019	61,697	53,652

(1) Excludes federal and state tax benefits resulting from the exercise of stock options and vesting of restricted stock awards, which were credited directly to Additional paid-in capital.

A reconciliation of the federal statutory tax rate with the effective tax rate from continuing operations follows:

	Years ended December 31,		
	2011	2010	2009
	(Percentage of pre-tax earnings)		
Federal statutory tax rate	35.0	35.0	35.0
Impact on deferred taxes for changes in tax rates	2.6	0.4	(3.7)
State income taxes, net of federal income tax benefit	3.9	4.6	6.0
Tax reviews and audits	(0.9)	(7.0)	(2.8)
Restructuring and other charges, net			1.7
Miscellaneous items, net	(1.9)	0.1	1.1
Effective tax rate	38.7	33.1	37.3

## RYDER SYSTEM, INC. AND SUBSIDIARIES

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

## Tax Law Changes

The effects of changes in tax laws on deferred tax balances are recognized in the period the new legislation is enacted. The following provides a summary of the impact of changes in tax laws on net earnings from continuing operations by tax jurisdiction:

Tax Jurisdiction	Enactment Date	Net Earnings (In thousands)
<b>2011</b>		
State of Michigan	May 25, 2011	\$ (5,350)
State of Illinois	January 13, 2011	\$ (1,221)
2010		
United Kingdom	July 27, 2010	\$ 400
2009		
Ontario, Canada	December 15, 2009	\$ 4,100
State of Wisconsin	February 19, 2009	\$ 513

On July 19, 2011, the U.K. enacted legislation which lowered the statutory rate from 27% to 26% effective April 1, 2011, and from 26% to 25% effective April 1, 2012. The impact of this change did not have a significant impact to earnings during 2011.

On December 17, 2010, the U.S. enacted the Tax Relief, Unemployment Insurance Reauthorization and Job Creation Act and on September 27, 2010, the U.S. enacted the Small Business Job Act of 2010 (collectively, the Acts). These Acts expanded and extended bonus depreciation to qualified property places in service during 2010 through 2012. The impact of these changes resulted in a net operating loss carry forward in 2011. In addition, these changes are expected to significantly reduce our U.S. federal tax payments through 2013.

On March 23, 2010, the U.S. enacted the Patient Protection and Affordable Care Act and on March 30, 2010, the U.S. enacted the Health Care and Education Reconciliation Act of 2010 (collectively, the Act). The Act will reduce certain tax benefits available to employers for providing prescription coverage to retirees among other tax law changes. We do not provide prescription coverage for our retirees; therefore the Act had no impact on our deferred income taxes or net earnings.

## Deferred Income Taxes

The components of the net deferred income tax liability were as follows:

	December 31, 2011	2010
	(In thousands)	
Deferred income tax assets:		
Self-insurance accruals	\$ 37,296	34,554
Net operating loss carryforwards	275,124	97,084
Alternative minimum taxes	9,679	9,679
Accrued compensation and benefits	67,323	54,666
Federal benefit on state tax positions	18,847	18,238
Pension benefits	179,159	118,710



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Miscellaneous other accruals	<b>38,588</b>	32,147
	<b>626,016</b>	365,078
Valuation allowance	<b>(41,324)</b>	(39,216)
	<b>584,692</b>	325,862
Deferred income tax liabilities:		
Property and equipment bases difference	<b>(1,649,494)</b>	(1,398,642)
Other items	<b>(25,265)</b>	(19,363)
	<b>(1,674,759)</b>	(1,418,005)
Net deferred income tax liability <sup>(1)</sup>	<b>\$ (1,090,067)</b>	(1,092,143)

*(1) Deferred tax assets of \$31 million and \$17 million have been included in Prepaid expenses and other current assets at December 31, 2011 and 2010, respectively.*

## RYDER SYSTEM, INC. AND SUBSIDIARIES

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

We do not provide for U.S. deferred income taxes on temporary differences related to our foreign investments that are considered permanent in duration. These temporary differences consist primarily of undistributed foreign earnings of \$494 million at December 31, 2011. A full foreign tax provision has been made on these undistributed foreign earnings. Determination of the amount of deferred taxes on these temporary differences is not practicable due to foreign tax credits and exclusions.

At December 31, 2011, we had U.S. federal tax effected net operating loss carryforwards of \$187 million and various U.S. subsidiaries had state tax effected net operating loss carryforwards of \$51 million both expiring through tax year 2029. We also had foreign tax effected net operating losses of \$37 million that are available to reduce future income tax payments in several countries, subject to varying expiration rules. A valuation allowance has been established to reduce deferred income tax assets, principally foreign tax loss carryforwards to amounts more likely than not to be realized. We had unused alternative minimum tax credits, for tax purposes, of \$10 million at December 31, 2011 available to reduce future income tax liabilities. The alternative minimum tax credits may be carried forward indefinitely.

**Uncertain Tax Positions**

We are subject to tax audits in numerous jurisdictions in the U.S. and foreign countries. Tax audits by their very nature are often complex and can require several years to complete. In the normal course of business, we are subject to challenges from the IRS and other tax authorities regarding amounts of taxes due. These challenges may alter the timing or amount of taxable income or deductions, or the allocation of income among tax jurisdictions. As part of our calculation of the provision for income taxes on earnings, we recognize the tax benefit from uncertain tax positions that are at least more likely than not of being sustained upon audit based on the technical merits of the tax position. The tax benefit to be recognized is measured as the largest amount of benefit that is greater than fifty percent likely of being realized upon ultimate settlement. Such calculations require management to make estimates and judgments with respect to the ultimate outcome of a tax audit. Actual results could vary materially from these estimates.

The following is a summary of tax years that are no longer subject to examination:

*Federal* audits of our U.S. federal income tax returns are closed through fiscal year 2007.

*State* for the majority of states, we are no longer subject to tax examinations by tax authorities for tax years before 2008.

*Foreign* we are no longer subject to foreign tax examinations by tax authorities for tax years before 2004 in Canada, 2001 in Brazil, 2006 in Mexico and 2009 in the U.K., which are our major foreign tax jurisdictions.

The following table summarizes the activity related to unrecognized tax benefits (excluding the federal benefit received from state positions):

	2011	December 31, 2010	2009
	(In thousands)		
Balance at January 1	\$ 61,236	69,494	51,741
Additions based on tax positions related to the current year	3,776	4,233	12,422
Additions for tax positions of prior years			9,615
Reductions for tax positions of prior years			
Settlements		(8,280)	(1,995)
Reductions due to lapse of applicable statute of limitations	(2,765)	(4,211)	(2,289)
Gross balance at December 31	62,247	61,236	69,494
Interest and penalties	6,933	5,858	6,709

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Balance at December 31	<b>\$ 69,180</b>	67,094	76,203
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Of the total unrecognized tax benefits, \$50 million (net of the federal benefit on state issues) represents the amount of unrecognized tax benefits that, if recognized, would favorably affect the effective tax rate in future periods. The total amount includes \$5 million of interest and penalties, net of the federal benefit on state issues, at both December 31, 2011 and 2010. For the years ended December 31, 2011, 2010 and 2009, we recognized an income tax benefit related to interest and penalties of \$1 million, \$2 million, and \$0.6 million, respectively, within Provision for income taxes in our Consolidated Statements of Earnings. Unrecognized tax benefits related to federal, state and foreign tax positions may decrease by \$14 million by December 31, 2012, if audits are completed or tax years close during 2012.

## RYDER SYSTEM, INC. AND SUBSIDIARIES

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

**Like-Kind Exchange Program**

We have a like-kind exchange program for certain of our revenue earning equipment operating in the U.S. Pursuant to the program, we dispose of vehicles and acquire replacement vehicles in a form whereby tax gains on disposal of eligible vehicles are deferred. To qualify for like-kind exchange treatment, we exchange, through a qualified intermediary, eligible vehicles being disposed of with vehicles being acquired allowing us to generally carryover the tax basis of the vehicles sold ( like-kind exchanges ). The program results in a material deferral of federal and state income taxes. As part of the program, the proceeds from the sale of eligible vehicles are restricted for the acquisition of replacement vehicles and other specified applications. Due to the structure utilized to facilitate the like-kind exchanges, the qualified intermediary that holds the proceeds from the sales of eligible vehicles and the entity that holds the vehicles to be acquired under the program are required to be consolidated in the accompanying Consolidated Financial Statements in accordance with U.S. GAAP. At December 31, 2011 and 2010, these consolidated entities had total assets, primarily revenue earning equipment, and total liabilities, primarily accounts payable of \$142 million and \$50 million, respectively.

## 15. LEASES

**Leases as Lessor**

We lease revenue earning equipment to customers for periods ranging from three to seven years for trucks and tractors and up to ten years for trailers. From time to time, we may also lease facilities to third parties. 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. The net investment in direct financing and sales-type leases consisted of:

	December 31,	
	2011	2010
	(In thousands)	
Total minimum lease payments receivable	\$ 561,772	548,419
Less: Executory costs	(181,820)	(171,076)
Minimum lease payments receivable	379,952	377,343
Less: Allowance for uncollectibles	(903)	(784)
Net minimum lease payments receivable	379,049	376,559
Unguaranteed residuals	63,472	57,898
Less: Unearned income	(92,637)	(96,522)
Net investment in direct financing and sales-type leases	349,884	337,935
Current portion	(68,896)	(63,304)
Non-current portion	\$ 280,988	274,631

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. Credit risk is assessed using an internally developed model which incorporates credit scores from third party providers and our own custom risk ratings and is updated on a monthly basis. The external credit scores are developed based on the customer's historical payment patterns and an overall assessment of the likelihood of delinquent payments. Our internal ratings are weighted based on the industry that the customer operates, company size, years in business, and other credit-related indicators (i.e. profitability, cash flow, liquidity, tangible net worth, etc.). Any one of the following factors may result in a customer being classified as high risk: i) the customer has a history of late payments; ii) the customer has open lawsuits, liens or

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judgments; iii) the customer has been in business less than 3 years; and iv) the customer operates in an industry with low barriers to entry. 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 vehicle's fair value, which further mitigates our credit risk.

The following table presents the credit risk profile by creditworthiness category of our direct financing lease receivables at December 31, 2011:

	(In thousands)
Very low risk to low risk	\$ 121,836
Moderate	190,070
Moderately high to high risk	68,046
	\$ 379,952

## RYDER SYSTEM, INC. AND SUBSIDIARIES

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

The following table is a rollforward of the allowance for credit losses on direct financing lease receivables for the twelve months ended December 31, 2011:

	(In thousands)
Balance at December 31, 2010	\$ 784
<b>Charged to earnings</b>	<b>867</b>
<b>Deductions</b>	<b>(748)</b>
<b>Balance at December 31, 2011</b>	<b>\$ 903</b>

As of December 31, 2011 and 2010, the amount of direct financing lease receivables which were past due was not significant and there were no impaired receivables. Accordingly, there was no material risk of default with respect to the direct financing lease receivables as of December 31, 2011 or 2010.

**Leases as Lessee**

We lease vehicles, facilities and office equipment under operating lease agreements. Rental payments on certain vehicle lease agreements vary based on the number of miles run during the period. Generally, vehicle lease agreements specify that rental payments be adjusted periodically based on changes in interest rates and provide for early termination at stipulated values. None of our leasing arrangements contain restrictive financial covenants.

We periodically enter into sale and leaseback transactions in order to lower the total cost of funding our operations, to diversify our funding among different classes of investors (e.g., regional banks, pension plans, insurance companies, etc.) and to diversify our funding among different types of funding instruments. These sale-leaseback transactions are often executed with third-party financial institutions not deemed to be VIEs. In general, these sale-leaseback transactions result in a reduction in revenue earning equipment and debt on the balance sheet, as proceeds from the sale of revenue earning equipment are used primarily to repay debt. Sale-leaseback transactions accounted for as operating leases will result in reduced depreciation and interest expense and increased equipment rental expense. During 2011, we completed a sale-leaseback transaction of revenue earning equipment with a third party and the leaseback was accounted for as a capital lease. Proceeds from the sale-leaseback transaction totaled \$37 million. We did not enter into any sale-leaseback transactions during 2010 and 2009.

Certain leases contain purchase and/or renewal options, as well as limited guarantees for a portion of the lessor's residual value. The residual value guarantees are conditional on termination of the lease prior to its contractual lease term. The amount of residual value guarantees expected to be paid is recognized as rent expense over the expected remaining term of the lease. Facts and circumstances that impact management's estimates of residual value guarantees include the market for used equipment, the condition of the equipment at the end of the lease and inherent limitations in the estimation process. See Note 19, Guarantees, for additional information.

During 2011, 2010 and 2009, rent expense (including rent of facilities but excluding contingent rentals) was \$178 million, \$156 million, and \$163 million, respectively. During 2011, 2010 and 2009, contingent rental income comprised of residual value guarantees, payments based on miles run and adjustments to rental payments for changes in interest rates on all other leased vehicles was \$2 million in each period.

## RYDER SYSTEM, INC. AND SUBSIDIARIES

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

## Lease Payments

Future minimum payments for leases in effect at December 31, 2011 were as follows:

	As Lessor <sup>(1)</sup>		As Lessee
	Operating Leases	Direct Financing Leases	Operating Leases
		(In thousands)	
2012	\$ 767,878	89,573	96,623
2013	531,363	77,495	72,469
2014	362,674	66,052	69,182
2015	246,185	52,085	29,235
2016	153,067	38,540	14,846
Thereafter	120,056	56,207	30,797
<b>Total</b>	<b>\$ 2,181,223</b>	<b>379,952</b>	<b>313,152</b>

(1) Amounts do not include contingent rentals, which may be received under certain leases on the basis of miles of use or changes in the Consumer Price Index. Contingent rentals from operating leases included in revenue during 2011, 2010 and 2009 were \$303 million, \$294 million, and \$326 million, respectively. Contingent rentals from direct financing leases included in revenue during 2011, 2010, and 2009 were \$11 million, \$12 million, and \$13 million, respectively. The amounts in the previous table related to the lease of revenue earning equipment are based upon the general assumption that revenue earning equipment will remain on lease for the length of time specified by the respective lease agreements. The future minimum payments presented above related to the lease of revenue earning equipment are not a projection of future lease revenue or expense; no effect has been given to renewals, new business, cancellations, contingent rentals or future rate changes. Total future sublease rentals from revenue earning equipment under operating leases as lessee of \$29 million are included within the future minimum rental payments for operating leases as lessor.

## 16. DEBT

	Weighted-Average Interest Rate		Maturities	December 31,	
	2011	2010		2011	2010
	(In thousands)				
Short-term debt and current portion of long-term debt:					
Short-term debt	1.45%	4.56%	2012	\$ 5,091	42,968
Current portion of long-term debt, including capital leases				269,275	377,156

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Total short-term debt and current portion of long-term debt				<b>274,366</b>	420,124
<b>Long-term debt:</b>					
U.S. commercial paper <sup>(1)</sup>	<b>0.40%</b>	0.42%	<b>2016</b>	<b>415,936</b>	367,880
Unsecured U.S. notes Medium-term notes <sup>(1)</sup>	<b>4.49%</b>	5.28%	<b>2012-2025</b>	<b>2,484,712</b>	2,158,647
Unsecured U.S. obligations, principally bank term loans	<b>1.78%</b>	1.54%	<b>2012-2016</b>	<b>106,000</b>	105,600
Unsecured foreign obligations	<b>2.71%</b>	5.14%	<b>2012-2016</b>	<b>300,516</b>	45,109
Capital lease obligations	<b>4.24%</b>	7.86%	<b>2012-2018</b>	<b>48,047</b>	11,369
<b>Total before fair market value adjustment</b>				<b>3,355,211</b>	2,688,605
Fair market value adjustment on note subject to hedging <sup>(2)</sup>				<b>21,843</b>	15,429
				<b>3,377,054</b>	2,704,034
Current portion of long-term debt, including capital leases				<b>(269,275)</b>	(377,156)
<b>Long-term debt</b>				<b>3,107,779</b>	2,326,878
<b>Total debt</b>				<b>\$ 3,382,145</b>	2,747,002

(1) We had unamortized original issue discounts of \$9 million and \$10 million at December 31, 2011 and 2010, respectively.

(2) The notional amount of the executed interest rate swaps designated as fair value hedges was \$550 million and \$250 million at December 31, 2011 and 2010, respectively.



## RYDER SYSTEM, INC. AND SUBSIDIARIES

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

Maturities of long-term debt were as follows:

	Capital Leases (In thousands)	Debt
2012	\$ 8,611	267,496
2013	7,672	349,877
2014	7,608	335,469
2015	6,942	658,511
2016	5,810	1,187,546
Thereafter	17,797	513,356
<b>Total</b>	<b>54,440</b>	<b>3,312,255</b>
<b>Imputed interest</b>	<b>(6,393)</b>	
<b>Present value of minimum capitalized lease payments</b>	<b>48,047</b>	
<b>Current portion</b>	<b>(6,870)</b>	
<b>Long-term capitalized lease obligation</b>	<b>\$ 41,177</b>	

**Debt Facilities**

In June 2011, we executed a new \$900 million 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, Royal Bank of Scotland Plc, U.S. Bank National Association and Wells Fargo Bank, N.A. This facility replaced an \$875 million credit facility that was scheduled to mature in April 2012. The new global credit facility matures in June 2016 and is used primarily to finance working capital and provide support for the issuance of unsecured commercial paper in the U.S. and Canada. This facility 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 December 31, 2011). At our option, the interest rate on borrowings under the credit facility is based on LIBOR, prime, federal funds or local equivalent rates. The agreement provides for annual facility fees, which range from 10.0 basis points to 32.5 basis points, and are based on Ryder's long-term credit ratings. The current annual facility fee is 15.0 basis points, which applies to the total facility size of \$900 million. 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 tangible net worth, of less than or equal to 300%. Tangible net worth, as defined in the credit facility, includes 50% of our deferred federal income tax liability and excludes the book value of our intangibles. The ratio at December 31, 2011 was 255%. At December 31, 2011, \$483 million was available under the credit facility, net of the support for commercial paper borrowings.

Our global revolving credit facility permits us to refinance short-term commercial paper obligations on a long-term basis. Settlement of 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. At December 31, 2011 and December 31, 2010, we classified \$416 million and \$368 million, respectively, of short-term commercial paper as long-term debt.

In May 2011, we issued \$350 million of unsecured medium-term notes maturing in June 2017. If the notes are downgraded following, and as a result of, a change in control, the note holder can require us to repurchase all or a portion of the notes at a purchase price equal to 101% of the principal amount plus accrued and unpaid interest. In connection with the issuance of the medium term notes, we entered into three interest rate swaps with an aggregate notional amount of \$150 million maturing in June 2017. Refer to Note 18, Derivatives, for additional information.

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In February 2011, we issued \$350 million of unsecured medium-term notes maturing in March 2015. If the notes are downgraded following, and as a result of, a change in control, the note holder can require us to repurchase all or a portion of the notes at a purchase price equal to 101% of the principal amount plus accrued and unpaid interest. In connection with the issuance of the medium term notes, we entered into two interest rate swaps with an aggregate notional amount of \$150 million maturing in March 2015. Refer to Note 18, Derivatives, for additional information.

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 receivables conduit or committed purchasers. 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

## RYDER SYSTEM, INC. AND SUBSIDIARIES

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

proceeds that may be received under the program are limited to \$175 million. If no event occurs which causes early termination, the 364-day program will expire on October 26, 2012. 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. At December 31, 2011 and December 31, 2010, no amounts were outstanding under the program. Sales of receivables under this program will be accounted for as secured borrowings based on our continuing involvement in the transferred assets.

On February 25, 2010, we filed an automatic shelf registration statement on Form S-3 with the Securities and Exchange Commission. The registration is for an indeterminate number of securities and is effective for three years. Under this universal shelf registration statement, we have the capacity to offer and sell from time to time various types of securities, including common stock, preferred stock and debt securities, subject to market demand and ratings status.

**Debt Retirements**

In September 2009, we completed a \$100 million debt tender offer at a total cost of \$104 million. We purchased \$50 million aggregate principal amount of outstanding 5.95% medium-term notes maturing May 2011 and \$50 million aggregate principal amount of outstanding 4.625% medium-term notes maturing April 2010. We recorded a pre-tax debt extinguishment charge of \$4 million which included \$3 million for the premium paid and \$1 million for the write-off of unamortized original debt discount and issuance costs and fees on the transaction. These charges have been included within Restructuring and other charges, net.

## 17. FAIR VALUE MEASUREMENTS

The following tables present our assets and liabilities that are measured at fair value on a recurring basis and the levels of inputs used to measure fair value:

	Balance Sheet Location	Fair Value Measurements At December 31, 2011 Using			Total
		Level 1	Level 2	Level 3	
<b>Assets:</b>					
Investments held in Rabbi Trusts:					
Cash and cash equivalents		\$ 3,783			3,783
U.S. equity mutual funds		8,850			8,850
Foreign equity mutual funds		2,526			2,526
Fixed income mutual funds		3,537			3,537
Investments held in Rabbi Trusts	DFL and other assets	18,696			18,696
Interest rate swaps	DFL and other assets		21,843		21,843
<b>Total assets at fair value</b>		<b>\$ 18,696</b>	<b>21,843</b>		<b>40,539</b>
<b>Liabilities:</b>					
Contingent consideration	Accrued Expenses	\$		1,000	1,000
<b>Total liabilities at fair value</b>		<b>\$</b>		<b>1,000</b>	<b>1,000</b>

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	Balance Sheet Location	Fair Value Measurements At December 31, 2010 Using			Total
		Level 1	Level 2	Level 3	
(In thousands)					
<b>Assets:</b>					
Investments held in Rabbi Trusts:					
Cash and cash equivalents		\$ 2,348			2,348
U.S. equity mutual funds		8,409			8,409
Foreign equity mutual funds		5,188			5,188
Fixed income mutual funds		1,459			1,459
Investments held in Rabbi Trusts	DFL and other assets	17,404			17,404
Interest rate swap	DFL and other assets		15,429		15,429
<b>Total assets at fair value</b>		<b>\$ 17,404</b>	<b>15,429</b>		<b>32,833</b>

## RYDER SYSTEM, INC. AND SUBSIDIARIES

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

The following table presents our assets that are measured at fair value on a nonrecurring basis and the levels of inputs used to measure fair value:

	Fair Value Measurements At December 31, 2011 Using			Year ended December 31, 2011
	Level 1	Level 2	Level 3	Total Losses <sup>(2)</sup>
Assets held for sale:				
Revenue earning equipment: <sup>(1)</sup>				
Trucks	\$		6,147	\$ 6,645
Tractors			3,040	2,197
Trailers			296	2,428
Total assets at fair value	\$		9,483	\$ 11,270

	Fair Value Measurements At December 31, 2010 Using			Year ended December 31, 2010
	Level 1	Level 2	Level 3	Total Losses <sup>(2)</sup>
Assets held for sale:				
Revenue earning equipment <sup>(1)</sup>				
Trucks	\$		11,796	\$ 13,014
Tractors			8,818	9,432
Trailers			1,437	3,812
Total assets at fair value	\$		22,051	\$ 26,258

(1) Represents the portion of all revenue earning equipment held for sale that is recorded at fair value, less costs to sell.

(2) Total losses represent fair value adjustments for all vehicles held for sale throughout the period for which fair value less costs to sell was less than carrying value.

Revenue earning equipment held for sale is stated at the lower of carrying amount or fair value less costs to sell. Losses to reflect changes in fair value are presented within Other operating expenses in the Consolidated 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. 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. Therefore, our revenue earning equipment held for sale was classified within Level 3 of the fair value hierarchy. During the years ended December 31, 2011, 2010, and 2009, we recorded losses to reflect changes in fair value of \$11 million, \$26 million and \$52 million, respectively.

Total fair value of debt (excluding capital lease obligations) at December 31, 2011 and 2010 was \$3.51 billion and \$2.86 billion, respectively. For publicly-traded debt, estimates of fair value are based on market prices. For other debt, fair value is estimated based on rates currently available to us for debt with similar terms and remaining maturities. The carrying amounts reported in the Consolidated Balance Sheets for cash and cash equivalents, accounts receivable and accounts payable approximate fair value because of the immediate or short-term maturities of these financial instruments.

## 18. DERIVATIVES

## Interest Rate Swaps

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From time to time, we enter into interest rate swap and cap agreements 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 our offsetting hedge positions. This risk management process involves the use of analytical techniques, including cash flow sensitivity analysis, to estimate the expected impact of changes in interest rates on our future cash flows.

## RYDER SYSTEM, INC. AND SUBSIDIARIES

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

As of December 31, 2011, we have interest rate swaps outstanding which are designated as fair value hedges whereby we receive fixed interest rate payments in exchange for making variable interest rate payments. The differential to be paid or received is accrued and recognized as interest expense. The following table provides a detail of the swaps outstanding and the related hedged items as of December 31, 2011:

Issuance date	Maturity date	Face value of medium-term notes (Dollars in thousands)	Aggregate notional amount of interest rate swaps	Fixed interest rate	Weighted-average variable interest rate on hedged debt as of December 31,	
					2011	2010
May 2011	June 2017	\$350,000	\$150,000	3.50%	1.84%	
February 2011	March 2015	\$350,000	\$150,000	3.15%	1.43%	
February 2008	March 2013	\$250,000	\$250,000	6.00%	2.61%	2.63%

Changes in the fair value of our interest rate swaps are offset by changes in the fair value of the debt instrument. Accordingly, there is no ineffectiveness related to the interest rate swaps. The location and amount of gains (losses) on derivative instruments and related hedged items reported in the Consolidated Statements of Earnings were as follows:

Fair Value Hedging Relationship	Location of Gain (Loss) Recognized in Income	2011	December 31	
			2010	2009
		(In thousands)		
Derivative: Interest rate swap	Interest expense	\$ 6,414	3,328	(6,290)
Hedged item: Fixed-rate debt	Interest expense	(6,414)	(3,328)	6,290
Total		\$		

## 19. GUARANTEES

We have executed various agreements with third parties that contain standard indemnifications that may require us to indemnify a third party against losses arising from a variety of matters such as lease obligations, financing agreements, environmental matters, and agreements to sell business assets. In each of these instances, payment by Ryder is contingent on the other party bringing about a claim under the procedures outlined in the specific agreement. Normally, these procedures allow us to dispute the other party's claim. Additionally, our obligations under these agreements may be limited in terms of the amount and/or timing of any claim. We have entered into individual indemnification agreements with each of our independent directors, through which we will indemnify such director acting in good faith against any and all losses, expenses and liabilities arising out of such director's service as a director of Ryder. The maximum amount of potential future payments under these agreements is generally unlimited.

We cannot predict the maximum potential amount of future payments under certain of these agreements, including the indemnification agreements, due to the contingent nature of the potential obligations and the distinctive provisions that are involved in each individual agreement. Historically, no such payments made by us have had a material adverse effect on our business. We believe that if a loss were

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incurred in any of these matters, the loss would not have a material adverse impact on our consolidated results of operations or financial position.

At December 31, 2011 and 2010, the maximum determinable exposure of each type of guarantee and the corresponding liability, if any, recorded on the Consolidated Balance Sheets were as follows:

Guarantee	December 31, 2011		December 31, 2010	
	Maximum Exposure of Guarantee	Carrying Amount of Liability	Maximum Exposure of Guarantee	Carrying Amount of Liability
Vehicle residual value guarantees	\$ 805	244	1,787	1,350
Standby letters of credit	7,520	7,520	6,774	6,774
<b>Total</b>	<b>\$ 8,325</b>	<b>7,764</b>	<b>8,561</b>	<b>8,124</b>

(1) Amounts exclude contingent rentals associated with residual value guarantees on certain vehicles held under operating leases for which the guarantees are conditioned upon disposal of the leased vehicles prior to the end of their lease term. At December 31, 2011 and 2010, our maximum exposure for such guarantees was approximately \$91 million and \$113 million, respectively, with \$4 million recorded as a liability at December 31, 2011 and 2010.



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**RYDER SYSTEM, INC. AND SUBSIDIARIES**
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

We have provided vehicle residual value guarantees to independent third parties for certain finance lease programs made available to customers. If the sales proceeds from the final disposition of the assets are less than the residual value guarantee, we are required to pay the difference to the independent third party. The individual customer finance leases expire periodically through 2014 but may be extended at the end of each lease term. At December 31, 2011, our maximum exposure for such guarantees was approximately \$0.8 million with \$0.2 million recorded as a liability. At December 31, 2010, our maximum exposure for such guarantees was approximately \$2 million with \$1 million recorded as a liability.

At December 31, 2011 and 2010, we had letters of credit and surety bonds outstanding, which primarily guarantee various insurance activities as noted in the following table:

	December 31	
	<b>2011</b>	2010
	(In thousands)	
Letters of credit	<b>\$ 196,671</b>	188,499
Surety bonds	<b>74,280</b>	76,273

Certain of these letters of credit and surety bonds guarantee insurance activities associated with insurance claim liabilities transferred in conjunction with the sale of our automotive transport business, reported as discontinued operations in previous years. To date, the insurance claims representing per-claim deductibles payable under third-party insurance policies have been paid and continue to be paid by the company that assumed such liabilities. However, if all or a portion of the estimated outstanding assumed claims of approximately \$7 million at December 31, 2011 are unable to be paid, the third-party insurers may have recourse against certain of the outstanding letters of credit provided by Ryder in order to satisfy the unpaid claim deductibles. In 2009, in order to reduce our potential exposure to these claims, we drew upon an outstanding letter of credit provided by the purchaser and have a deposit and corresponding liability, both of which are outstanding at December 31, 2011. Periodically, an actuarial valuation will be made in order to better estimate the amount of outstanding insurance claim liabilities.

## RYDER SYSTEM, INC. AND SUBSIDIARIES

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

## 20. SHARE REPURCHASE PROGRAMS

In December 2011, our Board of Directors authorized a share repurchase program intended to mitigate the dilutive impact of shares issued under our various employee stock, stock option and employee stock purchase plans. Under the December 2011 program, management is authorized to repurchase shares of common stock in an amount not to exceed the number of shares issued to employees under the Company's various employee stock, stock option and employee stock purchase plans from December 1, 2011 through December 31, 2013. The December 2011 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 December 2011 program, which allow for share repurchases during Ryder's quarterly blackout periods as set forth in the trading plan. We did not repurchase any shares under this program in 2011.

In February 2010, our Board of Directors authorized a \$100 million discretionary share repurchase program over a period not to exceed two years. In 2010, we completed this program and repurchased and retired 2,420,390 shares at an aggregate cost of \$100 million.

In December 2009, our Board of Directors authorized a two-year anti-dilutive share repurchase program. The December 2009 program limited aggregate share repurchases to no more than 2 million shares of Ryder common stock. During 2011 and 2010, we repurchased and retired 1,175,783 shares and 561,656 shares, respectively, under this program at an aggregate cost of \$59 million and \$23 million, respectively. No shares were repurchased under this program during 2009.

In December 2007, our Board of Directors authorized a \$300 million discretionary share repurchase program over a period not to exceed two years. Additionally, our Board of Directors authorized a separate two-year anti-dilutive repurchase program. The anti-dilutive program limited aggregate share repurchases to no more than 2 million shares of our common stock. In 2009, we repurchased and retired 2,348,909 shares under the \$300 million program at an aggregate cost of \$100 million. In 2009, we repurchased and retired 377,372 shares under the anti-dilutive program at an aggregate cost of \$16 million.

## 21. ACCUMULATED OTHER COMPREHENSIVE LOSS

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

	Currency Translation Adjustments	Net Actuarial Loss <sup>(1)</sup>	Prior Service Credit <sup>(1)</sup>	Transition Obligation <sup>(1)</sup>	Unrealized (Loss) Gain on Derivatives	Accumulated Other Comprehensive Loss
	(In thousands)					
January 1, 2009	\$ (63,921)	(489,149)	8,908	70	(135)	(544,227)
Amortization		15,855	(1,550)	(18)		14,287
Pension curtailment		(12,182)	124			(12,058)
Realized currency translation loss, net <sup>(2)</sup>	14,212					14,212
Current period change	82,687	66,031			149	148,867
December 31, 2009	32,978	(419,445)	7,482	52	14	(378,919)
Amortization		12,416	(1,570)	(18)		10,828
Pension curtailment		1,074				1,074
Current period change	13,009	(22,577)			(14)	(9,582)
December 31, 2010	45,987	(428,532)	5,912	34		(376,599)

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<b>Amortization</b>		<b>13,146</b>	<b>(1,621)</b>	<b>(22)</b>	<b>11,503</b>
<b>Current period change</b>	<b>(17,768)</b>	<b>(184,301)</b>			<b>(202,069)</b>
<b>December 31, 2011</b>	<b>\$ 28,219</b>	<b>(599,687)</b>	<b>4,291</b>	<b>12</b>	<b>(567,165)</b>

(1) Amounts pertain to our pension and/or postretirement benefit plans.

(2) Amounts pertain to liquidation of our investments in several discontinued operations.

## RYDER SYSTEM, INC. AND SUBSIDIARIES

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

## 22. EARNINGS PER SHARE INFORMATION

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

	Years ended December 31,		
	2011	2010	2009
	(In thousands, except per share amounts)		
<b>Earnings per share Basic:</b>			
Earnings from continuing operations	\$ 171,368	124,608	90,117
Less: Distributed and undistributed earnings allocated to nonvested stock	(2,751)	(1,759)	(964)
Earnings from continuing operations available to common shareholders Basic	\$ 168,617	122,849	89,153
Weighted average common shares outstanding Basic	50,500	51,717	55,035
Earnings from continuing operations per common share Basic	\$ 3.34	2.38	1.62
<b>Earnings per share Diluted:</b>			
Earnings from continuing operations	\$ 171,368	124,608	90,117
Less: Distributed and undistributed earnings allocated to nonvested stock	(2,737)	(1,756)	(964)
Earnings from continuing operations available to common shareholders Diluted	\$ 168,631	122,852	89,153
Weighted average common shares outstanding Basic	50,500	51,717	55,035
Effect of dilutive options	378	167	59
Weighted average common shares outstanding Diluted	50,878	51,884	55,094
Earnings from continuing operations per common share Diluted	\$ 3.31	2.37	1.62
Anti-dilutive options not included above	1,514	1,654	2,632

## 23. SHARE-BASED COMPENSATION PLANS

The following table provides information on share-based compensation expense and income tax benefits recognized in 2011, 2010 and 2009:

	Years ended December 31,		
	2011	2010	2009
	(In thousands)		
Stock option and stock purchase plans	\$ 9,497	9,069	9,887

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Nonvested stock	<b>7,926</b>	7,474	6,517
Share-based compensation expense	<b>17,423</b>	16,543	16,404
Income tax benefit	<b>(5,794)</b>	(5,572)	(5,412)
Share-based compensation expense, net of tax	<b>\$ 11,629</b>	10,971	10,992

Total unrecognized pre-tax compensation expense related to share-based compensation arrangements at December 31, 2011 was \$25 million and is expected to be recognized over a weighted-average period of approximately 1.9 years. The total fair value of equity awards vested during the years ended December 31, 2011, 2010, and 2009 were \$23 million, \$11 million and \$14 million, respectively.

## RYDER SYSTEM, INC. AND SUBSIDIARIES

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

**Share-Based Incentive Awards**

Share-based incentive awards are provided to employees under the terms of six share-based compensation plans (collectively, the Plans). The Plans are administered by the Compensation Committee of the Board of Directors. Awards under the Plans principally include at-the-money stock options and nonvested stock at December 31, 2011. There are 8.0 million shares authorized to be issued under the Plans at December 31, 2011. There were 2.2 million unused shares available to be granted under the Plans as of December 31, 2011.

A majority of share-based compensation expense is generated from stock options. Stock options are awards which allow employees to purchase shares of our stock at a fixed price. Stock option awards are granted at an exercise price equal to the market price of our stock at the time of grant. These awards, which generally vest one-third each year, are fully vested three years from the grant date and generally have contractual terms of seven years.

Restricted stock awards are nonvested stock rights that are granted to employees and entitle the holder to shares of common stock as the award vests. Participants are entitled to non-forfeitable dividend equivalents on such awarded shares, but the sale or transfer of these shares is restricted during the vesting period. Time-vested restricted stock rights typically vest in three years regardless of company performance. The fair value of the time-vested awards is determined and fixed on the grant date based on Ryder's stock price on the date of grant. Market-based restricted stock awards include a market-based vesting provision. Employees only receive the grant of stock if Ryder's cumulative average total shareholder return (TSR) at least meets the S&P 500 cumulative average TSR for the applicable three-year period. The fair value of the market-based awards is determined on the date of grant and is based on the likelihood of Ryder achieving the market-based condition. Expense on the market-based restricted stock awards is recognized regardless of whether the awards vest.

Employees granted market-based restricted stock rights also received market-based cash awards. The cash awards granted during 2011, 2010 and 2009 have the same vesting provisions as the market-based restricted stock rights except that Ryder's TSR must at least meet the TSR of the 33rd percentile of the S&P 500. The cash awards are accounted for as liability awards 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. The liability related to the cash awards was \$3 million and \$4 million at December 31, 2011 and December 31, 2010, respectively.

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

	Years ended December 31		
	2011	2010	2009
	(In thousands)		
Cash awards	\$ 1,882	2,052	2,456

We grant restricted stock units (RSUs) to non-management members of the Board of Directors. Once granted, RSUs are eligible for non-forfeitable dividend equivalents but have no voting rights. The fair value of the awards is determined and fixed on the grant date based on Ryder's stock price on the date of grant. The board member receives the RSUs upon their departure from the Board. The initial grant of RSUs will not vest unless the director has served a minimum of one year. When the board member receives the RSUs, they are redeemed for an equivalent number of shares of our common stock. Share-based compensation expense is recognized for RSUs in the year the RSUs are granted.

## RYDER SYSTEM, INC. AND SUBSIDIARIES

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

*Option Awards*

The following is a summary of option activity under our stock option plans as of and for the year ended December 31, 2011:

	Shares (In thousands)	Weighted- Average Exercise Price	Weighted- Average Remaining Contractual Term (In years)	Aggregate Intrinsic Value (In thousands)
Options outstanding at January 1	3,483	\$ 42.16		
Granted	712	49.54		
Exercised	(711)	39.90		
Forfeited or expired	(187)	42.01		
Options outstanding at December 31	3,297	\$ 44.25	3.9	\$ 32,350
Vested and expected to vest at December 31	3,217	\$ 44.29	3.9	\$ 31,516
Exercisable at December 31	1,845	\$ 47.07	2.8	\$ 14,165

The aggregate intrinsic values in the table above represent the total pre-tax intrinsic value (the difference between the market price of our stock on the last trading day of the year and the exercise price, multiplied by the number of in-the-money options) that would have been received by the option holders had all option holders exercised their options at year-end. The amount changes based on the fair market value of our stock.

Information about options in various price ranges at December 31, 2011 follows:

Price Ranges	Options Outstanding			Options Exercisable	
	Shares (In thousands)	Weighted- Average Remaining Contractual Term (In years)	Weighted- Average Exercise Price	Shares (In thousands)	Weighted- Average Exercise Price
Less than \$35.00	1,247	4.6	\$ 32.78	475	\$ 32.63
35.00-45.00	387	1.2	42.40	384	42.41
45.00-55.00	1,140	4.5	50.68	475	52.48
55.00 and over	523	3.2	58.94	511	58.95
<b>Total</b>	<b>3,297</b>	<b>3.9</b>	<b>\$ 44.25</b>	<b>1,845</b>	<b>\$ 47.07</b>

*Restricted Stock Awards*

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The following is a summary of the status of Ryder's nonvested restricted stock awards as of and for the year ended December 31, 2011:

	Time-Vested		Market-Based Vested	
	Shares (In thousands)	Weighted- Average Grant Date Fair Value	Shares (In thousands)	Weighted- Average Grant Date Fair Value
Nonvested stock outstanding at January 1	330	\$ 47.05	469	\$ 23.23
Granted	202	52.56	144	25.37
Vested	(148)	55.33	(99)	49.45
Forfeited	(11)	49.45	(38)	18.01
Nonvested stock outstanding at December 31	373	\$ 46.72	476	\$ 18.69



## RYDER SYSTEM, INC. AND SUBSIDIARIES

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

**Stock Purchase Plan**

We maintain an Employee Stock Purchase Plan (ESPP), which enables eligible participants in the U.S. and Canada to purchase full or fractional shares of Ryder common stock through payroll deductions of up to 15% of eligible compensation. The ESPP provides for quarterly offering periods during which shares may be purchased at 85% of the fair market value on either the first or the last trading day of the quarter, whichever is less. Stock purchased under the ESPP must generally be held for 90 days. The amount of shares authorized to be issued under the existing ESPP was 4.5 million at December 31, 2011. There were 0.9 million unused shares available to be purchased under the ESPP at December 31, 2011.

The following table summarizes the status of Ryder's ESPP:

	Shares (In thousands)	Weighted- Average Exercise Price	Weighted- Average Remaining Contractual Term (In years)	Aggregate Intrinsic Value (In thousands)
Outstanding at January 1		\$		
Granted	216	37.45		
Exercised	(216)	37.45		
Forfeited or expired				
Outstanding at December 31		\$		\$
Exercisable at December 31		\$		\$

**Share-Based Compensation Fair Value Assumptions**

The fair value of each option award is estimated on the date of grant using a Black-Scholes-Merton option-pricing valuation model that uses the weighted-average assumptions noted in the table below. Expected volatility is based on historical volatility of our stock and implied volatility from traded options on our stock. The risk-free rate for periods within the contractual life of the stock option award is based on the yield curve of a zero-coupon U.S. Treasury bond on the date the stock option award is granted with a maturity equal to the expected term of the stock option award. We use historical data to estimate stock option exercises and forfeitures within the valuation model. The expected term of stock option awards granted is derived from historical exercise experience under the share-based employee compensation arrangements and represents the period of time that stock option awards granted are expected to be outstanding. The fair value of market-based restricted stock awards is estimated using a lattice-based option-pricing valuation model that incorporates a Monte-Carlo simulation. Estimates of fair value are not intended to predict actual future events or the value ultimately realized by employees who receive equity awards, and subsequent events are not indicative of the reasonableness of the original estimates of fair value made by Ryder.

The following table presents the weighted-average assumptions used for options granted:

Years ended December 31,

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	2011	2010	2009
<b>Option plans:</b>			
Expected dividends	2.2%	3.0%	2.8%
Expected volatility	38.7%	43.9%	46.4%
Risk-free rate	1.7%	1.7%	1.5%
Expected term in years	3.6 years	3.4 years	3.1 years
Grant-date fair value	\$ 12.88	\$ 8.93	\$ 9.26
<b>Purchase plan:</b>			
Expected dividends	2.4%	2.5%	2.8%
Expected volatility	32.8%	35.6%	67.6%
Risk-free rate	0.1%	0.2%	0.2%
Expected term in years	0.25 years	0.25 years	0.25 years
Grant-date fair value	\$ 10.21	\$ 8.95	\$ 9.43

## RYDER SYSTEM, INC. AND SUBSIDIARIES

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

**Exercise of Employee Stock Options and Purchase Plans**

The total intrinsic value of options exercised during the years ended December 31, 2011, 2010 and 2009 was \$9 million, \$4 million, and \$2 million, respectively. The total cash received from employees as a result of exercises under all share-based employee compensation arrangements for the years ended December 31, 2011, 2010 and 2009 was \$33 million, \$17 million, and \$7 million, respectively. In connection with these exercises, the tax benefits realized from share-based employee compensation arrangements were \$1 million, \$1 million, and \$0.4 million for the years ended December 31, 2011, 2010, and 2009, respectively.

## 24. EMPLOYEE BENEFIT PLANS

**Pension Plans**

We historically sponsored several defined benefit pension plans covering most employees not covered by union-administered plans, including certain employees in foreign countries. These plans generally provided participants with benefits based on years of service and career-average compensation levels. The funding policy for these plans is to make contributions based on annual service costs plus amortization of unfunded past service liability, but not greater than the maximum allowable contribution deductible for federal income tax purposes. We may, from time to time, make voluntary contributions to our pension plans, which exceed the amount required by statute. The majority of the plans' assets are invested in a master trust that, in turn, is invested primarily in commingled funds whose investments are listed stocks and bonds. As discussed under the Pension Curtailments and Settlements section we have frozen all of our major defined benefit pension plans.

We have a non-qualified supplemental pension plan covering certain U.S. employees, which provides for incremental pension payments from our funds so that total pension payments equal the amounts that would have been payable from our principal pension plans if it were not for limitations imposed by income tax regulations. The accrued pension liability related to this plan was \$42 million and \$40 million at December 31, 2011 and 2010, respectively.

*Pension Expense*

Pension expense from continuing operations was as follows:

	Years ended December 31,		
	2011	2010	2009
	(In thousands)		
Company-administered plans:			
Service cost	\$ 14,719	15,239	21,022
Interest cost	97,526	96,125	93,008
Expected return on plan assets	(101,803)	(93,135)	(74,925)
Settlement/curtailment loss		1,487	58
Amortization of:			
Transition obligation	(31)	(25)	(25)
Net actuarial loss	20,226	19,025	24,028
Prior service credit	(2,278)	(2,256)	(2,192)
	28,359	36,460	60,974
Union-administered plans	5,988	5,199	5,256
Net pension expense	\$ 34,347	41,659	66,230

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Company-administered plans:			
U.S.	\$ 28,974	33,733	50,863
Foreign	(615)	2,727	10,111
	<b>28,359</b>	36,460	60,974
Union-administered plans	<b>5,988</b>	5,199	5,256
	<b>\$ 34,347</b>	41,659	66,230

## RYDER SYSTEM, INC. AND SUBSIDIARIES

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

The following table sets forth the weighted-average actuarial assumptions used for Ryder's pension plans in determining annual pension expense:

	U.S. Plans			Foreign Plans		
	Years ended December 31,			Years ended December 31,		
	2011	2010	2009	2011	2010	2009
Discount rate	5.70%	6.20%	6.25%	5.55%	5.93%	6.81%
Rate of increase in compensation levels	4.00%	4.00%	4.00%	3.55%	3.54%	4.24%
Expected long-term rate of return on plan assets	7.45%	7.65%	7.90%	6.84%	7.04%	7.15%
Transition amortization in years				1	2	2
Gain and loss amortization in years	25	26	27	27	28	17

The return on plan assets assumption reflects the weighted-average of the expected long-term rates of return for the broad categories of investments held in the plans. The expected long-term rate of return is adjusted when there are fundamental changes in expected returns or in asset allocation strategies of the plan assets.

#### *Pension Curtailments and Settlements*

Over the past few years we have made the following major amendments to our defined benefit retirement plans:

In July 2009, our Board of Directors approved an amendment to freeze our United Kingdom (UK) retirement plan for all participants effective March 31, 2010.

In July 2008, our Board of Directors approved an amendment to freeze the defined benefit portion of our Canadian retirement plan effective January 1, 2010 for current participants who did not meet certain grandfathering criteria.

In January 2007, our Board of Directors approved the amendment to freeze the U.S. pension plans effective December 31, 2007 for current participants who did not meet certain grandfathering criteria.

As a result of these amendments, non-grandfathered plan participants ceased accruing benefits under the plan as of the respective amendment effective date and began receiving an enhanced benefit under a defined contribution plan. All retirement benefits earned as of the amendment effective date were fully preserved and will be paid in accordance with the plan and legal requirements.

During 2010, a number of employees in our Canadian pension plan elected to receive a lump-sum payment under the plan which resulted in a partial settlement of our benefit plan obligation. Accounting guidance requires that when a partial settlement occurs, the employer should recognize a pro rata portion of the unamortized net loss as pension expense. Accordingly, we recognized a pre-tax settlement loss during 2010 of \$1.5 million, which reflects the partial reduction in the projected benefit obligation due to the partial settlement.

## RYDER SYSTEM, INC. AND SUBSIDIARIES

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

*Obligations and Funded Status*

The following table sets forth the benefit obligations, assets and funded status associated with our pension plans:

	000000 December 31, 2011	000000 December 31, 2010
	(In thousands)	
Change in benefit obligations:		
Benefit obligations at January 1	\$ 1,744,233	1,603,560
Service cost	14,719	15,239
Interest cost	97,526	96,125
Actuarial loss	187,390	104,893
Benefits paid	(71,910)	(65,377)
Settlement		(4,635)
Foreign currency exchange rate changes	(4,372)	(5,572)
<b>Benefit obligations at December 31</b>	<b>1,967,586</b>	<b>1,744,233</b>
Change in plan assets:		
Fair value of plan assets at January 1	1,428,784	1,282,882
Actual return on plan assets	(1,431)	157,567
Employer contribution	65,224	63,793
Participants contributions	61	372
Benefits paid	(71,910)	(65,377)
Settlement		(4,635)
Foreign currency exchange rate changes	(2,686)	(5,818)
<b>Fair value of plan assets at December 31</b>	<b>1,418,042</b>	<b>1,428,784</b>
<b>Funded status</b>	<b>\$ (549,544)</b>	<b>(315,449)</b>

Amounts recognized in the Consolidated Balance Sheets consisted of:

	00000000 December 31, 2011	00000000 December 31, 2010
	(In thousands)	
Noncurrent asset	\$ 257	20,609
Current liability	(3,120)	(2,984)
Noncurrent liability	(546,681)	(333,074)
<b>Net amount recognized</b>	<b>\$ (549,544)</b>	<b>(315,449)</b>

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Amounts recognized in accumulated other comprehensive loss (pre-tax) consisted of:

	<b>00000000</b>	<b>00000000</b>
	December 31,	
	<b>2011</b>	2010
	(In thousands)	
Transition obligation	<b>\$ (20)</b>	(51)
Prior service credit	<b>(5,352)</b>	(7,630)
Net actuarial loss	<b>927,004</b>	658,486
Net amount recognized	<b>\$ 921,632</b>	650,805

In 2012, we expect to recognize approximately \$2 million of the prior service credit and \$31 million of the net actuarial loss as a component of pension expense.

## RYDER SYSTEM, INC. AND SUBSIDIARIES

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

The following table sets forth the weighted-average actuarial assumptions used in determining funded status:

	U.S. Plans December 31,		Foreign Plans December 31,	
	2011	2010	2011	2010
Discount rate	4.90%	5.70%	4.76%	5.55%
Rate of increase in compensation levels	4.00%	4.00%	3.54%	3.55%

At December 31, 2011 and 2010, our pension obligations (accumulated benefit obligations (ABO) and projected benefit obligations (PBO)) greater than the fair value of related plan assets for our U.S. and foreign plans were as follows:

	U.S. Plans December 31,		Foreign Plans December 31,		Total December 31,	
	2011	2010	2011	2010	2011	2010
	(In thousands)					
Accumulated benefit obligations	\$ 1,551,211	1,373,145	378,768	335,563	1,929,979	1,708,708
Plans with ABO in excess of plan assets:						
PBO	\$ 1,586,341	1,405,691	380,330	8,198	1,966,671	1,413,889
ABO	\$ 1,551,211	1,373,145	377,854	6,888	1,929,065	1,380,033
Fair value of plan assets	\$ 1,063,386	1,077,831	353,484		1,416,870	1,077,831
Plans with PBO in excess of plan assets:						
PBO	\$ 1,586,341	1,405,691	380,330	8,198	1,966,671	1,413,889
ABO	\$ 1,551,211	1,373,145	377,854	6,888	1,929,065	1,380,033
Fair value of plan assets	\$ 1,063,386	1,077,831	353,484		1,416,870	1,077,831

*Plan Assets*

Our pension investment strategy is to maximize the long-term rate of return on plan assets within an acceptable level of risk in order to minimize the cost of providing pension benefits. The plans utilize several investment strategies, including actively and passively managed equity and fixed income strategies. The investment policy establishes a target allocation for each asset class. Deviations between actual pension plan asset allocations and targeted asset allocations may occur as a result of investment performance during a month. Rebalancing of our pension plan asset portfolios is evaluated each month based on the prior month's ending balances and rebalanced if actual allocations exceed an acceptable range. U.S. plans account for approximately 75% of our total pension plan assets. The target allocations for our U.S. plans during 2011 were 60% equity securities, 30% fixed income and 10% to all other types of investments. Equity securities primarily include investments in both domestic and international mutual funds. Fixed income securities include corporate bonds, mutual funds and other fixed income investments, primarily mortgage-backed securities. Other types of investments include private equity and hedge funds. The target allocations for our international plans are 67% equity securities and 33% fixed income. Equity and fixed income securities in our international plans include actively and passively managed mutual funds.



## RYDER SYSTEM, INC. AND SUBSIDIARIES

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

The following table presents the fair value of each major category of pension plan assets and the level of inputs used to measure fair value as of December 31, 2011 and 2010:

Asset Category	Fair Value Measurements at December 31, 2011 (In thousands)			
	Total	Level 1	Level 2	Level 3
Cash and cash equivalents	\$ 2,238	2,238		
Equity securities:				
U.S. companies	63,069	63,069		
U.S. mutual funds	500,298		500,298	
Foreign mutual funds	337,185		337,185	
Fixed income securities:				
Corporate bonds	53,424		53,424	
Mutual funds	392,476		392,476	
Other (primarily mortgage-backed securities)	809		809	
Private equity and hedge funds	68,543			68,543
<b>Total</b>	<b>\$ 1,418,042</b>	<b>65,307</b>	<b>1,284,192</b>	<b>68,543</b>

Asset Category	Fair Value Measurements at December 31, 2010 (In thousands)			
	Total	Level 1	Level 2	Level 3
Cash and cash equivalents <sup>(1)</sup>	\$ 53,462	53,462		
Equity securities:				
U.S. companies	82,999	82,999		
U.S. mutual funds	452,390		452,390	
Foreign mutual funds	428,358		428,358	
Fixed income securities:				
Corporate bonds	45,434		45,434	
Mutual funds	346,614		346,614	
Other (primarily mortgage-backed securities)	1,782		1,782	
Private equity funds	17,745			17,745
<b>Total</b>	<b>\$ 1,428,784</b>	<b>136,461</b>	<b>1,274,578</b>	<b>17,745</b>

(1) We made voluntary pension contributions at the end of December 2010 of \$50 million, which had not yet been invested in target asset classes.

The following is a description of the valuation methodologies used for our pension assets as well as the level of input used to measure fair value:

*Cash and cash equivalents* These investments are short term investment funds that invest in government securities that have a maturity of 90 days or less. Fair values for these investments were based on quoted prices in active markets and were therefore classified within Level 1 of the fair value hierarchy.

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*Equity securities* These investments include common and preferred stocks and index mutual funds that track U.S. and foreign indices. Fair values for the common and preferred stocks were based on quoted prices in active markets and were therefore classified within Level 1 of the fair value hierarchy. The mutual funds were valued at the unit prices established by the funds' sponsors based on the fair value of the assets underlying the funds. Since the units of the funds are not actively traded, the fair value measurements have been classified within Level 2 of the fair value hierarchy.

## RYDER SYSTEM, INC. AND SUBSIDIARIES

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

*Fixed income securities* These investments include investment grade bonds of U.S. issuers from diverse industries, index mutual funds that track the Barclays Aggregate Index and other fixed income investments (primarily mortgage-backed securities). Fair values for the corporate bonds were valued using third-party pricing services. These sources determine prices utilizing market income models which factor in, where applicable, transactions of similar assets in active markets, transactions of identical assets in infrequent markets, interest rates, bond or credit default swap spreads and volatility. Since the corporate bonds are not actively traded, the fair value measurements have been classified within Level 2 of the fair value hierarchy. The mutual funds were valued at the unit prices established by the funds' sponsors based on the fair value of the assets underlying the funds. Since the units of the funds are not actively traded, the fair value measurements have been classified within Level 2 of the fair value hierarchy. The other investments are not actively traded and fair values are estimated using bids provided by brokers, dealers or quoted prices of similar securities with similar characteristics or pricing models. Therefore, the other investments have been classified within Level 2 of the fair value hierarchy.

*Private equity and hedge funds* These investments represent limited partnership interests in private equity and hedge funds. The partnership interests are valued by the general partners based on the underlying assets in each fund. The limited partnership interests are valued using unobservable inputs and have been classified within Level 3 of the fair value hierarchy.

The following table presents a summary of changes in the fair value of the pension plans' Level 3 assets for the years ended December 31, 2011 and 2010:

	2011	2010
	(In thousands)	
Beginning balance at January 1	\$ 17,745	19,191
Return on plan assets:		
Relating to assets still held at the reporting date	(2,277)	1,079
Relating to assets sold during the period	3,051	1,925
Purchases, sales, settlements and expenses	50,024	(4,450)
Ending balance at December 31	\$ 68,543	17,745

The following table details pension benefits expected to be paid in each of the next five fiscal years and in aggregate for the five fiscal years thereafter:

	(In thousands)
2012	\$ 84,107
2013	88,544
2014	93,470
2015	98,182
2016	103,406
2017-2021	591,576

For 2012, required pension contributions to our pension plans are estimated to be \$81 million.

## RYDER SYSTEM, INC. AND SUBSIDIARIES

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

We also participate in multi-employer plans that provide defined benefits to certain employees covered by collective-bargaining agreements. Such plans are usually administered by a board of trustees comprised of the management of the participating companies and labor representatives. The net pension cost of these plans is equal to the annual contribution determined in accordance with the provisions of negotiated labor contracts. Assets contributed to such plans are not segregated or otherwise restricted to provide benefits only to our employees. The risks of participating in these multiemployer plans are different from single-employer plans in the following aspects: 1) assets contributed to the multi-employer plan by one employer may be used to provide benefits to employees of other participating employers; 2) if a participating employer stops contributing to the plan, the unfunded obligations of the plan may be borne by the remaining participating employers; and 3) if we chose to stop participating in some of our multi-employer plans, we may be required to pay those plans an amount based on the underfunded status of the plan, which is referred to as a withdrawal liability.

Our participation in these plans is outlined in the table below. Unless otherwise noted, the most recent Pension Protection Act zone status available in 2011 and 2010 is for the plan year-ended December 31, 2010 and December 31, 2009, respectively. The zone status is based on information that we received from the plan. Among other factors, plans in the red zone are generally less than sixty-five percent funded, plans in the yellow zone are less than eighty percent funded, and plans in the green zone are at least eighty percent funded.

Pension Fund	EIN/Pension Plan Number (1)	Pension Protection Act Zone Status		FIP/RP	Ryder Contributions			Surcharge	Expiration
		2011	2010	Status Pending /Implemented (2)	2011	2010	2009	Imposed	Date of Collective-Bargaining Agreement
Western Conference Teamsters	91-6145047	Green	Green	No	\$ 1,855	1,494	1,455	No	12/31/2011 to 4/1/2016
IAM National	51-6031295	Green	Green	No	1,794	1,573	1,535	No	11/30/2011 to 8/31/2014
Automobile Mechanics									
Local No. 701	36-6042061	Red	Red	FIP Adopted	1,203	1,076	1,058	No	10/31/11 to 5/31/2013
International Association of Machinists Motor City	38-6237143	Yellow <sup>(3)</sup>	Yellow <sup>(3)</sup>	RP adopted	392	372	379	No	11/30/2011 to 1/31/2014
Other Funds					744	684	829		
Total contributions:					\$ 5,988	5,199	5,256		

(1) The EIN/Pension Plan Number column provides the Employee Identification Number and the three-digit plan number, if applicable.

(2)

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*The FIP/RP Status Pending/Implemented column indicates plans for which a financial improvement plan (FIP) or a rehabilitation plan (RP) is either pending or has been implemented.*  
*(3) Plan years ended June 30, 2011 and 2010.*

## RYDER SYSTEM, INC. AND SUBSIDIARIES

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

Our contributions to the International Association of Machinists Motor City Pension Fund exceeded 5% of the total plan contributions for the plan year ended June 30, 2011.

**Savings Plans**

Employees who do not actively participate in pension plans and are not covered by union-administered plans are generally eligible to participate in enhanced savings plans. These plans provide for (i) a company contribution even if employees do not make contributions, (ii) a company match of employee contributions of eligible pay, subject to tax limits and (iii) a discretionary company match. Savings plan costs totaled \$33 million in 2011, \$27 million in 2010, and \$22 million in 2009.

**Deferred Compensation and Long-Term Compensation Plans**

We have deferred compensation plans that permit eligible U.S. employees, officers and directors to defer a portion of their compensation. The deferred compensation liability, including Ryder matching amounts and accumulated earnings, totaled \$23 million at December 31, 2011 and 2010.

We have established grantor trusts (Rabbi Trusts) to provide funding for benefits payable under the supplemental pension plan, deferred compensation plans and long-term incentive compensation plans. The assets held in the trusts at December 31, 2011 and 2010 amounted to \$23 million and \$21 million, respectively. The Rabbi Trusts' assets consist of short-term cash investments and a managed portfolio of equity securities, including our common stock. These assets, except for the investment in our common stock, are included in Direct financing leases and other assets because they are available to our general creditors in the event of insolvency. The equity securities are classified as trading securities and stated at fair value. Both realized and unrealized gains and losses are included in Miscellaneous income, net. The Rabbi Trusts investment of \$4 million and \$3 million in our common stock at December 31, 2011 and 2010, respectively, is reflected at historical cost and recorded against shareholders' equity.

**Other Postretirement Benefits**

We sponsor plans that provide retired U.S. and Canadian employees with certain healthcare and life insurance benefits. Substantially all U.S. and Canadian employees not covered by union-administered health and welfare plans are eligible for the healthcare benefits. Healthcare benefits for our principal plan are generally provided to qualified retirees under age 65 and eligible dependents. Generally, this plan requires employee contributions that vary based on years of service and include provisions that limit our contributions.

Total postretirement benefit expense was as follows:

	Years ended December 31,		
	2011	2010	2009
	(In thousands)		
Service cost	\$ 1,294	1,374	1,455
Interest cost	2,503	2,722	2,828
Amortization of:			
Net actuarial loss	231	352	637
Prior service credit	(231)	(231)	(231)
Postretirement benefit expense	\$ 3,797	4,217	4,689
U.S.	\$ 3,155	3,134	3,537

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Foreign	<b>642</b>	1,083	1,152
	<b>\$ 3,797</b>	4,217	4,689

The following table sets forth the weighted-average discount rates used in determining annual postretirement benefit expense:

Discount rate	U.S. Plan			Foreign Plan		
	Years ended December 31,			Years ended December 31,		
	<b>2011</b>	2010	2009	<b>2011</b>	2010	2009
	<b>5.70%</b>	6.20%	6.25%	<b>5.25%</b>	6.00%	6.75%

## RYDER SYSTEM, INC. AND SUBSIDIARIES

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

Our postretirement benefit plans are not funded. The following table sets forth the benefit obligations associated with our postretirement benefit plans:

	December 31,	
	2011	2010
	(In thousands)	
Benefit obligations at January 1	\$ 47,169	49,329
Service cost	1,294	1,374
Interest cost	2,503	2,722
Actuarial gain	(5,754)	(4,741)
Benefits paid	(2,023)	(1,894)
Foreign currency exchange rate changes	(197)	379
<b>Benefit obligations at December 31</b>	<b>\$ 42,992</b>	<b>47,169</b>

Amounts recognized in the Consolidated Balance Sheets consisted of:

	December 31,	
	2011	2010
	(In thousands)	
Current liability	\$ (2,838)	(3,382)
Noncurrent liability	(40,154)	(43,787)
<b>Amount recognized</b>	<b>\$ (42,992)</b>	<b>(47,169)</b>

Amounts recognized in accumulated other comprehensive loss (pre-tax) consisted of:

	December 31,	
	2011	2010
	(In thousands)	
Prior service credit	\$ (1,538)	(1,769)
Net actuarial loss	867	6,901
<b>Net amount recognized</b>	<b>\$ (671)</b>	<b>5,132</b>

In 2012, we expect to recognize approximately \$0.2 million of the prior service credit and \$0.2 million of the net actuarial loss as a component of total postretirement benefit expense.



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Our annual measurement date is December 31 for both U.S. and foreign postretirement benefit plans. Assumptions used in determining accrued postretirement benefit obligations were as follows:

	U.S. Plan December 31,		Foreign Plan December 31,	
	2011	2010	2011	2010
Discount rate	<b>4.90%</b>	5.70%	<b>4.50%</b>	5.25%
Rate of increase in compensation levels	<b>4.00%</b>	4.00%	<b>3.50%</b>	3.50%
Healthcare cost trend rate assumed for next year	<b>8.00%</b>	8.00%	<b>7.50%</b>	8.00%
Rate to which the cost trend rate is assumed to decline (ultimate trend rate)	<b>5.00%</b>	5.00%	<b>5.00%</b>	5.00%
Year that the rate reaches the ultimate trend rate	<b>2018</b>	2017	<b>2017</b>	2017

Changing the assumed healthcare cost trend rates by 1% in each year would not have a material effect on the accumulated postretirement benefit obligation at December 31, 2011 or annual postretirement benefit expense for 2011.

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**RYDER SYSTEM, INC. AND SUBSIDIARIES**
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

The following table details other postretirement benefits expected to be paid in each of the next five fiscal years and in aggregate for the five fiscal years thereafter:

	00000000000000000000 (In thousands)
<b>2012</b>	<b>\$ 2,838</b>
<b>2013</b>	<b>3,065</b>
<b>2014</b>	<b>3,252</b>
<b>2015</b>	<b>3,415</b>
<b>2016</b>	<b>3,537</b>
<b>2017-2021</b>	<b>17,663</b>

**25. ENVIRONMENTAL MATTERS**

Our operations involve storing and dispensing petroleum products, primarily diesel fuel, regulated under environmental protection laws. These laws and environmental best practices require us to identify, track, eliminate or mitigate the effect of such substances on the environment. In response to these requirements, we continually upgrade our operating facilities and implement various programs to detect and minimize negative environmental impacts. In addition, we have received notices from the Environmental Protection Agency (EPA) and others that we have been identified as a potentially responsible party under the Comprehensive Environmental Response, Compensation and Liability Act, the Superfund Amendments and Reauthorization Act and similar state statutes and may be required to share in the cost of cleanup of 18 identified disposal sites.

Our environmental expenses, which are primarily presented within *Other operating expenses* and *Cost of fuel services* in our Consolidated Statements of Earnings, consist of remediation costs as well as normal recurring expenses such as licensing, testing and waste disposal fees. These expenses totaled \$7 million, \$7 million, and \$8 million, in 2011, 2010 and 2009, respectively. The carrying amount of our environmental liabilities was \$14 million at December 31, 2011 and 2010. Capital expenditures related to our environmental programs totaled approximately \$3 million, \$2 million, and \$4 million, in 2011, 2010, and 2009, respectively. Our asset retirement obligations related to fuel tanks to be removed are not included above and are recorded within *Accrued expenses* and *Other non-current liabilities* in our Consolidated Balance Sheets.

The ultimate cost of our environmental liabilities cannot presently be projected with certainty due to the presence of several unknown factors, primarily the level of contamination, the effectiveness of selected remediation methods, the stage of investigation at individual sites, the determination of our liability in proportion to other responsible parties and the recoverability of such costs from third parties. Based on information presently available, we believe that the ultimate disposition of these matters, although potentially material to the results of operations in any one year, will not have a material adverse effect on our financial condition or liquidity.

**26. OTHER ITEMS IMPACTING COMPARABILITY**

Our primary measure of segment performance excludes certain items we do not believe are representative of the ongoing operations of the segment. Excluding these items from our segment measure of performance allows for better year over year comparison.

**Acquisition-related Transaction Costs**

During 2011, we incurred \$2 million of transaction costs related to the acquisition of Hill Hire. During 2010, we incurred \$4 million of transaction costs related to the acquisition of TLC. These charges were primarily recorded within *Selling, general and administrative expenses* in our Consolidated Statements of Earnings.

**Sale of International Facility**

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In 2008, we were notified that a significant customer in Singapore would not renew their contract and assessed the recoverability of the facility used in this customer's operation. We concluded that the carrying value of the facility was not recoverable and that the carrying value exceeded the fair value. As a result, we recorded an additional pre-tax impairment charge during 2009 of \$7 million to write-down the facility to its estimated fair value. These charges were recorded within Cost of services in our Consolidated Statements of Earnings.

## RYDER SYSTEM, INC. AND SUBSIDIARIES

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

During 2010, real estate conditions improved and in the fourth quarter of 2010, we completed the sale of the facility and recognized a pre-tax gain of \$1 million. The gain was included within Miscellaneous income, net in our Consolidated Statements of Earnings.

## 27. OTHER MATTERS

We are a party to various claims, complaints and proceedings arising in the ordinary course of business including but not limited to those relating to litigation matters, environmental matters, risk management matters (e.g. vehicle liability, workers' compensation, etc.) and administrative assessments primarily associated with operating taxes. We are also subject to various claims, tax assessment and administrative proceeding associated with our discontinued operations. We have established loss provisions for matters in which losses are probable and can be reasonably estimated. It is not possible at this time for us to determine fully the effect of all unasserted claims and assessments on our consolidated financial condition, results of operations or liquidity; however, to the extent possible, where unasserted claims can be estimated and where such claims are considered probable, we have recorded a liability. Litigation is subject to many uncertainties, and the outcome of any individual litigated matter is not predictable with assurance. It is possible that certain of the actions, claims, inquiries or proceedings could be decided unfavorably to Ryder. To the extent that these matters pertain to our discontinued operations, additional adjustments and expenses may be recorded through discontinued operations in future periods as further relevant information becomes available. Although the final resolution of any such matters could have a material effect on our consolidated operating results for the particular reporting period in which an adjustment of the estimated liability is recorded, we believe that any resulting liability should not materially affect our consolidated financial position.

In Brazil, we were assessed \$16 million, including penalties and interest, related to tax due on the sale of our outbound automotive carriage business in 2001. On November 11, 2010, the Administrative Tax Court dismissed the assessment. The tax authority filed a motion to review the decision before the Administrative Tax Court. On December 6, 2011, the Administrative Tax Court upheld our position. The time for the tax authority to appeal these decisions has not yet expired and the tax authority is evaluating whether it will file a final Special Appeal. We believe it is more likely than not that our tax position will ultimately be sustained if appealed and no amounts have been reserved for this matter.

We are also a defendant in a few lawsuits containing various class-action allegations of wage-and-hour violations and improper pay practice claims. The plaintiffs in these lawsuits allege, among other things, that they were not paid for certain hours worked, were not paid overtime or were not provided work breaks or other benefits. The complaints generally seek unspecified monetary damages, injunctive relief, or both. Ryder denies liability and is defending the actions, and although these matters have not been definitively resolved, we do not believe that any resolution will materially affect our consolidated operating results or financial position.

## 28. SUPPLEMENTAL CASH FLOW INFORMATION

Supplemental cash flow information was as follows:

	000000000	000000000	000000000
	Years ended December 31,		
	2011	2010	2009
	(In thousands)		
Interest paid	\$126,916	120,184	144,998
Income taxes paid (refunded)	21,541	4,906	(15,452)
Changes in accounts payable related to purchases of revenue earning equipment	61,290	17,559	(40,551)
Operating and revenue earning equipment acquired under capital leases	39,279	137	1,949

## 29. SEGMENT REPORTING

Our operating segments are aggregated into reportable business segments based upon similar economic characteristics, products, services, customers and delivery methods. We operate in three reportable business segments: (1) FMS, which provides full service leasing, contract maintenance, contract-related maintenance and commercial rental of trucks, tractors and trailers to customers, principally in the U.S., Canada and the U.K.; (2) SCS, which provides comprehensive supply chain consulting including distribution and transportation services throughout

North America and in Asia; and (3) DCC, which provides vehicles and drivers as part of a dedicated transportation solution in the U.S.

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**RYDER SYSTEM, INC. AND SUBSIDIARIES**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

Our primary measurement of segment financial performance, defined as Earnings Before Tax (EBT) from continuing operations, includes an allocation of CSS and excludes restructuring and other charges, net described in Note 5, Restructuring and Other Charges and excludes the items discussed in Note 26, 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 and corporate communications. The objective of the EBT measurement is to provide clarity on the profitability of each business segment and, ultimately, to hold leadership of each business segment and each operating segment within each business 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, SCS and DCC 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 in several ways, 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.

Our FMS segment leases revenue earning equipment and provides fuel, maintenance and other ancillary services to the SCS and DCC 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 customers (equipment contribution) is included in both FMS and the business segment which served the customer and then eliminated (presented as Eliminations ).

## RYDER SYSTEM, INC. AND SUBSIDIARIES

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

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. Each business segment follows the same accounting policies as described in Note 1, Summary of Significant Accounting Policies. Business segment revenue and EBT from continuing operations is as follows:

	Years ended December 31,		
	2011	2010	2009
	(In thousands)		
<b>Revenue:</b>			
<b>Fleet Management Solutions:</b>			
Full service lease	\$ 1,862,304	1,804,420	1,851,713
Commercial rental	691,573	505,396	414,144
Full service lease and commercial rental	2,553,877	2,309,816	2,265,857
Contract maintenance	142,574	147,332	155,638
Contract-related maintenance	191,438	160,134	162,499
Other	69,124	67,448	66,511
Fuel services revenue	887,483	716,871	625,882
Total Fleet Management Solutions from external customers	3,844,496	3,401,601	3,276,387
Inter-segment revenue	373,834	310,552	291,449
Fleet Management Solutions	4,218,330	3,712,153	3,567,836
Supply Chain Solutions from external customers	1,605,364	1,252,251	1,139,911
Dedicated Contract Carriage from external customers	600,674	482,583	470,956
Eliminations	(373,834)	(310,552)	(291,449)
Total revenue	\$ 6,050,534	5,136,435	4,887,254
<b>EBT:</b>			
Fleet Management Solutions	\$ 250,111	172,185	140,400
Supply Chain Solutions	69,460	47,111	35,700
Dedicated Contract Carriage	32,528	30,966	37,643
Eliminations	(24,212)	(19,275)	(21,058)
	327,887	230,987	192,685
Unallocated Central Support Services	(42,711)	(41,531)	(35,834)
Restructuring and other charges, net and other items <sup>(1)</sup>	(5,789)	(3,151)	(13,082)
Earnings before income taxes from continuing operations	\$ 279,387	186,305	143,769

(1) See Note 26, Other Items Impacting Comparability, for a discussion of items, in addition to restructuring and other charges, net that are excluded from our primary measure of segment performance.

## RYDER SYSTEM, INC. AND SUBSIDIARIES

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

The following table sets forth share-based compensation, depreciation expense, (gains) losses on vehicle sales, net, other non-cash charges (credits), net, interest expense (income), capital expenditures and total assets for the years ended December 31, 2011, 2010 and 2009 as provided to the chief operating decision-maker for each of Ryder's reportable business segments:

	00000000000 FMS	00000000000 SCS	00000000000 DCC	00000000000 CSS	00000000000 Eliminations	00000000000 Total
	(In thousands)					
<b>2011</b>						
Share-based compensation expense	\$ 5,388	3,663	649	7,723		17,423
Depreciation expense <sup>(1)</sup>	\$ 842,094	26,780	2,338	1,050		872,262
Gains on vehicles sales, net	\$ (62,496)	(383)				(62,879)
Other non-cash charges (credits), net <sup>(2)</sup>	\$ 36,689	3,248	4	(13)		39,928
Interest expense (income) <sup>(3)</sup>	\$ 133,245	1,621	(1,695)	(7)		133,164
Capital expenditures paid <sup>(4)</sup>	\$ 1,653,425	27,250	2,959	14,955		1,698,589
Total assets	\$ 6,815,404	672,779	154,390	198,476	(223,214)	7,617,835
<b>2010</b>						
Share-based compensation expense	\$ 5,011	2,927	503	8,102		16,543
Depreciation expense <sup>(1)</sup>	\$ 812,588	18,476	1,809	968		833,841
(Gains) losses on vehicles sales, net	\$ (28,765)	38				(28,727)
Other non-cash charges (credits), net <sup>(2)</sup>	\$ 40,232	1,006	15	(353)		40,900
Interest expense (income) <sup>(3)</sup>	\$ 130,742	1,062	(1,821)	11		129,994
Capital expenditures paid <sup>(4)</sup>	\$ 1,043,280	14,222	2,123	10,467		1,070,092
Total assets	\$ 5,944,971	674,196	117,595	106,906	(191,294)	6,652,374
<b>2009</b>						
Share-based compensation expense	\$ 4,692	3,295	480	7,937		16,404
Depreciation expense <sup>(1)</sup>	\$ 850,214	28,692	1,335	975		881,216
Gains on vehicle sales, net	\$ (12,282)	(10)				(12,292)
Other non-cash charges, net <sup>(2)</sup>	\$ 40,546	710	15	30		41,301
Interest expense (income) <sup>(3)</sup>	\$ 144,605	1,707	(2,085)	115		144,342
Capital expenditures paid <sup>(4)</sup>	\$ 635,135	8,550	1,436	6,832		651,953
Total assets	\$ 5,809,086	366,920	105,484	116,632	(138,292)	6,259,830

(1) Depreciation expense associated with CSS assets was allocated to business segments based upon estimated and planned asset utilization. Depreciation expense totaling \$9 million, \$9 million, and \$12 million during 2011, 2010, and 2009, respectively, associated with CSS assets was allocated to other business segments.

(2) Includes amortization expense.

(3) Interest expense was primarily allocated to the FMS segment since such borrowings were used principally to fund the purchase of revenue earning equipment used in FMS; however, interest expense (income) was also reflected in SCS and DCC based on targeted segment leverage ratios.

(4) Excludes acquisition payments of \$362 million, \$212 million, and \$89 million in 2011, 2010, and 2009, respectively, comprised primarily of long-lived assets. See Note 3, Acquisitions, for additional information.



## RYDER SYSTEM, INC. AND SUBSIDIARIES

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

## Geographic Information

	Years ended December 31,		
	2011	2010	2009
	(In thousands)		
Revenue:			
United States	\$ 5,075,432	4,313,483	4,126,973
Foreign:			
Canada	481,593	466,405	424,148
Europe	324,214	219,508	223,879
Mexico	147,464	122,312	97,649
Asia	21,831	14,727	14,605
	975,102	822,952	760,281
Total	\$ 6,050,534	5,136,435	4,887,254
Long-lived assets:			
United States	\$ 4,708,086	4,098,735	3,985,166
Foreign:			
Canada	481,139	468,062	478,091
Europe	463,848	219,178	232,320
Mexico	19,931	21,194	16,832
South America			531
Asia	847	892	9,629
	965,765	709,326	737,403
Total	\$ 5,673,851	4,808,061	4,722,569

*Certain Concentrations*

We have a diversified portfolio of customers across a full array of transportation and logistics solutions and across many industries. We believe this will help to mitigate the impact of adverse downturns in specific sectors of the economy. Our portfolio of full service lease and commercial rental customers is not concentrated in any one particular industry or geographic region. We derive a significant portion of our SCS revenue from the automotive industry, mostly from manufacturers and suppliers of original equipment parts. During 2011, 2010 and 2009, the automotive industry accounted for approximately 37%, 43% and 42%, respectively, of SCS total revenue.

## RYDER SYSTEM, INC. AND SUBSIDIARIES

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

## 30. QUARTERLY INFORMATION (UNAUDITED)

	Revenue	Earnings from Continuing Operations	Net Earnings	Earnings from Continuing Operations per Common Share		Net Earnings per Common Share	
				Basic	Diluted	Basic	Diluted
(In thousands, except per share amounts)							
<b>2011</b>							
<b>First quarter</b>	<b>\$ 1,425,376</b>	<b>25,857</b>	<b>25,125</b>	<b>0.50</b>	<b>0.50</b>	<b>0.49</b>	<b>0.48</b>
<b>Second quarter</b>	<b>1,513,344</b>	<b>40,914</b>	<b>40,033</b>	<b>0.80</b>	<b>0.79</b>	<b>0.78</b>	<b>0.77</b>
<b>Third quarter</b>	<b>1,570,720</b>	<b>56,933</b>	<b>56,524</b>	<b>1.11</b>	<b>1.10</b>	<b>1.10</b>	<b>1.10</b>
<b>Fourth quarter</b>	<b>1,541,094</b>	<b>47,664</b>	<b>48,095</b>	<b>0.93</b>	<b>0.92</b>	<b>0.94</b>	<b>0.93</b>
<b>Full year</b>	<b>\$ 6,050,534</b>	<b>171,368</b>	<b>169,777</b>	<b>3.34</b>	<b>3.31</b>	<b>3.31</b>	<b>3.28</b>
<b>2010</b>							
First quarter	\$ 1,219,938	12,872	12,373	0.24	0.24	0.23	0.23
Second quarter	1,286,123	30,600	29,841	0.58	0.58	0.57	0.56
Third quarter	1,316,948	39,674	38,835	0.76	0.76	0.74	0.74
Fourth quarter	1,313,426	41,462	37,121	0.80	0.80	0.72	0.72
Full year	\$ 5,136,435	124,608	118,170	2.38	2.37	2.25	2.25

Quarterly and year-to-date computations of per share amounts are made independently; therefore, the sum of per-share amounts for the quarters may not equal per-share amounts for the year.

See Note 4, Discontinued Operations, Note 5, Restructuring and Other Charges, and Note 26, Other Items Impacting Comparability, for items included in earnings during 2011 and 2010.

Earnings in the second quarter of 2011 included an income tax charge of \$5 million, or \$0.10 per diluted common share, related to a tax law change in Michigan. Earnings in the third quarter of 2011 included an income tax benefit of \$1 million, or \$0.01 per diluted common share, associated with the deduction of acquisition-related transaction costs incurred in a prior year.

Earnings in the fourth quarter of 2010 included an income tax benefit of \$11 million, or \$0.21 per diluted common share, related to the favorable settlement of prior tax years as well as the expiration of a statute of limitations.

## Schedule

## RYDER SYSTEM, INC. AND SUBSIDIARIES

## SCHEDULE II VALUATION AND QUALIFYING ACCOUNTS

Column A	Column B	Column C	Column D	Column E
Description	Balance at	Charged to	Transferred	Balance
	Beginning		from (to) Other	
	of Period	Earnings	Accounts <sup>(1)</sup>	of Period
			(In thousands)	
			Deductions <sup>(2)</sup>	
<b>2011</b>				
Accounts receivable allowance	\$ 13,867	7,466		14,489
Direct finance lease allowance	\$ 784	867		903
Self-insurance accruals <sup>(3)</sup>	\$ 243,248	217,980	54,833	253,424
Reserve for residual value guarantees	\$ 4,497	347		4,218
Valuation allowance on deferred tax assets	\$ 39,216	672		41,324
<b>2010</b>				
Accounts receivable allowance	\$ 13,808	4,757		13,867
Direct finance lease allowance	\$ 813	399		784
Self-insurance accruals <sup>(3)</sup>	\$ 242,905	201,236	45,470	243,248
Reserve for residual value guarantees	\$ 4,049	1,643		4,497
Valuation allowance on deferred tax assets	\$ 36,573	978		39,216
<b>2009</b>				
Accounts receivable allowance	\$ 15,477	13,703		13,808
Direct finance lease allowance	\$ 4,724	1,011		813
Self-insurance accruals <sup>(3)</sup>	\$ 256,002	201,273	47,726	242,905
Reserve for residual value guarantees	\$ 2,389	3,015		4,049
Valuation allowance on deferred tax assets	\$ 34,549	4,443		36,573

(1) Transferred from (to) other accounts includes employee contributions made to the medical and dental self-insurance plans.

(2) Deductions represent receivables written-off, lease termination payments, insurance claim payments during the period and net foreign currency translation adjustments.

(3) Self-insurance accruals include vehicle liability, workers' compensation, property damage, cargo and medical and dental, which comprise our self-insurance programs. Amount charged to earnings include development in prior year selected loss development factors which benefited earnings by \$4 million in 2011, reduced earnings by \$3 million in 2010 and benefited earnings by \$1 million in 2009.

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**EXHIBIT INDEX**

<b>Exhibit</b>	
<b>Number</b>	<b>Description</b>
23.1	PricewaterhouseCoopers LLP consent to incorporation by reference in certain Registration Statements on Forms S-3 and S-8 of their report on Consolidated Financial Statements financial statement schedule and effectiveness of internal controls over financial reporting of Ryder System, Inc.
31.1	Certification of Gregory T. Swienton pursuant to Rule 13a-14(a) or Rule 15d-14(a).
31.2	Certification of Art A. Garcia pursuant to Rule 13a-14(a) or Rule 15d-14(a).
32	Certification of Gregory T. Swienton and Art A. Garcia pursuant to Rule 13a-14(b) or Rule 15d-14(b) and 18 U.S.C. Section 1350.
101.INS	XBRL Instance Document.
101.SCH	XBRL Taxonomy Extension Schema Document.
101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document.
101.DEF	XBRL Taxonomy Extension Definition Linkbase Document.
101.LAB	XBRL Taxonomy Extension Label Linkbase Document.
101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document.

**SIGNATURES**

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Date: March 19, 2012

RYDER SYSTEM, INC.

By: /s/ GREGORY T. SWIENTON  
Gregory T. Swinton  
Chairman of the Board and Chief Executive Officer