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

FORM 10-Q

(Mark One)

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(D) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended **September 30, 2023** **March 31, 2024**

OR

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

For the transition period from _____ to _____

Commission File Number 0-20797

RUSH ENTERPRISES, INC.
(Exact name of registrant as specified in its charter)

Texas

74-1733016

(State or other jurisdiction of
incorporation or organization)

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

555 I.H. 35 South, Suite 500
New Braunfels, Texas 78130
(Address of principal executive offices)
(Zip Code)

(830) 302-5200
(Registrant's telephone number, including area code)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes No

Indicate by check mark whether the registrant has submitted electronically, every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit such files).

Yes No

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

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller Reporting company

Emerging growth company

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

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes No

Indicated below is the number of shares outstanding of each of the issuer's classes of common stock, as of October 31, 2023 May 3, 2024.

<u>Title of Class</u>	<u>Number of Shares</u>
	<u>Outstanding</u>
Class A Common Stock, \$.01 Par Value	61,599,412 61,900,735
Class A Common Stock, \$.01 Par Value	17,890,941 16,713,423

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

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Class A Common Stock, \$0.01 par value	RUSHA	NASDAQ Global Select Market
Class B Common Stock, \$0.01 par value	RUSHB	NASDAQ Global Select Market

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RUSH ENTERPRISES, INC. AND SUBSIDIARIES

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PART I. FINANCIAL INFORMATION

ITEM 1. Financial Statements.

RUSH ENTERPRISES, INC. AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS
(In Thousands, Except Shares)

	September 30,	December 31,	March 31,	December 31, 2023
	2023 (unaudited)	2022		
Assets				
Current assets:				
Cash, cash equivalents and restricted cash	\$ 191,988	\$ 201,044	\$ 155,905	\$ 183,725
Accounts receivable, net	263,480	220,651	303,444	259,353
Note receivable, affiliate			5,500	–
Inventories, net	1,671,623	1,429,429	2,031,775	1,801,447
Prepaid expenses and other	18,690	16,619	20,377	15,779
Total current assets	<u>2,145,781</u>	<u>1,867,743</u>	<u>2,517,001</u>	<u>2,260,304</u>
Property and equipment, net	1,474,662	1,368,594	1,501,066	1,488,086
Operating lease right-of-use assets, net	107,406	102,685	119,329	120,162
Goodwill, net	416,420	416,363	419,728	420,708
Other assets, net	73,784	65,681	71,882	74,981
Total assets	<u>\$ 4,218,053</u>	<u>\$ 3,821,066</u>	<u>\$ 4,629,006</u>	<u>\$ 4,364,241</u>
Liabilities and shareholders' equity				
Current liabilities:				
Floor plan notes payable	\$ 1,121,490	\$ 933,203	\$ 1,248,853	\$ 1,139,744
Current maturities of long-term debt	104,778	–		
Current maturities of finance lease obligations	36,128	29,209	38,210	36,119
Current maturities of operating lease obligations	15,892	15,003	16,716	17,438
Trade accounts payable	177,142	171,717	181,079	162,134

Customer deposits	102,900	116,240	127,400	145,326
Accrued expenses	161,786	163,302	145,071	172,549
Total current liabilities	1,720,116	1,428,674	1,757,329	1,673,310
Long-term debt, net of current maturities	202,824	275,433	524,450	414,002
Finance lease obligations, net of current maturities	103,513	93,483	99,394	97,617
Operating lease obligations, net of current maturities	93,193	89,029	104,600	104,514
Other long-term liabilities	23,856	19,455	28,788	24,811
Deferred income taxes, net	155,468	151,970	159,525	159,571
Shareholders' equity:				
Preferred stock, par value \$.01 per share; 1,000,000 shares authorized; 0 shares outstanding in 2023 and 2022	—	—	—	—
Common stock, par value \$.01 per share; 105,000,000 Class A shares and 35,000,000 Class B shares authorized; 62,053,249 Class A shares and 17,989,388 Class B shares outstanding in 2023; and 63,518,042 Class A shares and 18,124,627 Class B shares outstanding in 2022	804	572	—	—
Preferred stock, par value \$.01 per share; 1,000,000 shares authorized; 0 shares outstanding in 2024 and 2023	—	—	—	—
Common stock, par value \$.01 per share; 105,000,000 Class A shares and 35,000,000 Class B shares authorized; 61,813,022 Class A shares and 16,715,277 Class B shares outstanding in 2024; and 61,461,281 Class A shares and 16,364,158 Class B shares outstanding in 2023	—	—	815	806
Additional paid-in capital	533,648	500,642	556,001	542,046
Treasury stock, at cost: 266,519 Class A shares and 105,924 Class B shares in 2023; and 1,626,777 Class A shares and 1,112,446 Class B shares in 2022	(16,169)	(130,930)	—	—
Treasury stock, at cost: 1,220,155 Class A shares and 1,731,162 Class B shares in 2024; and 1,092,142 Class A shares and 1,731,157 Class B shares in 2023	—	—	(125,462)	(119,835)
Retained earnings	1,385,646	1,378,337	1,508,202	1,450,025
Accumulated other comprehensive income (loss)	(4,317)	(4,130)	(4,054)	(2,163)
Total Rush Enterprises, Inc. shareholders' equity	1,899,612	1,744,491	1,935,502	1,870,879
Noncontrolling interest	19,471	18,531	19,418	19,537
Total shareholders' equity	1,919,083	1,763,022	1,954,920	1,890,416
Total liabilities and shareholders' equity	\$ 4,218,053	\$ 3,821,066	\$ 4,629,006	\$ 4,364,241

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

RUSH ENTERPRISES, INC. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF INCOME

(In Thousands, Except Per Share Amounts)

(Unaudited)

	Three Months Ended		Nine Months Ended		Three Months Ended	
	September 30,		September 30,		March 31,	
	2023	2022	2023	2022	2024	2023
Revenues						
New and used commercial vehicle sales	\$ 1,235,767	\$ 1,142,201	\$ 3,648,286	\$ 3,176,175	\$ 1,123,319	\$ 1,161,725
Aftermarket products and services sales	643,623	622,130	1,942,979	1,763,691	649,196	648,226
Lease and rental sales	89,466	85,688	264,681	237,561	87,921	86,666
Finance and insurance	6,317	7,639	19,077	22,919	5,394	6,571
Other	5,567	6,628	20,536	18,383	6,169	8,579
Total revenue	1,980,740	1,864,286	5,895,559	5,218,729	1,871,999	1,911,767
Cost of products sold	—	—	—	—	—	—

New and used commercial vehicle sales	1,113,294	1,045,658	3,287,998	2,875,057	1,006,100	1,050,365
Aftermarket products and services sales	410,935	378,748	1,216,441	1,080,240	412,254	402,155
Lease and rental sales	62,106	58,482	184,098	162,378	63,770	60,478
Total cost of products sold	1,586,335	1,482,888	4,688,537	4,117,675	1,482,124	1,512,998
Gross profit	394,405	381,398	1,207,022	1,101,054	389,875	398,769
Selling, general and administrative expense	257,132	242,609	770,631	692,383	263,665	256,808
Depreciation and amortization expense	15,872	13,961	44,731	41,545	15,750	14,314
Gain on sale of assets	220	2,209	596	2,433	150	129
Operating income	121,621	127,037	392,256	369,559	110,610	127,776
Other income (expense)	133	(215)	2,384	22,182		
Other income, net					177	2,347
Interest expense, net	14,194	6,275	37,415	10,662	17,973	10,983
Income before taxes	107,560	120,547	357,225	381,079	92,814	119,140
Income tax provision	26,926	29,884	87,277	87,290	21,325	28,350
Net income	80,634	90,663	269,948	293,789	71,489	90,790
Less: Net income attributable to noncontrolling interest	356	287	940	733		
Less: Net income (loss) attributable to noncontrolling interest					(119)	335
Net income attributable to Rush Enterprises, Inc.	\$ 80,278	\$ 90,376	\$ 269,008	\$ 293,056	\$ 71,608	\$ 90,455
Net income attributable to Rush Enterprises, Inc. per share of common stock:						
Basic	\$ 0.99	\$ 1.09	\$ 3.30	\$ 3.51	\$ 0.91	\$ 1.10
Diluted	\$ 0.96	\$ 1.06	\$ 3.19	\$ 3.41	\$ 0.88	\$ 1.07
Weighted average shares outstanding:						
Basic	81,229	82,848	81,629	83,401	78,483	82,150
Diluted	83,987	85,313	84,251	86,045	81,454	84,846
Dividends declared per common share	\$ 0.17	\$ 0.14	\$ 0.45	\$ 0.39	\$ 0.17	\$ 0.14

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

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RUSH ENTERPRISES, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (LOSS)
 (In Thousands)
 (Unaudited)

	Three Months Ended September 30,		Nine Months Ended September 30,		Three Months Ended March 31,	
	2023		2022		2024	
	2023	2022	2023	2022	2024	2023
Net income	\$ 80,634	\$ 90,663	\$ 269,948	\$ 293,789	\$ 71,489	\$ 90,790
Other comprehensive income (loss), net of tax:						
Foreign currency translation	(2,108)	(5,701)	(187)	(5,823)	(1,891)	232
Reclassification of currency translation related to equity method accounting	–	–	–	–	(601)	
Other comprehensive income (loss) attributable to Rush Enterprises, Inc.	(2,108)	(5,701)	(187)	(6,424)	(1,891)	232
Comprehensive income	\$ 78,526	\$ 84,962	\$ 269,761	\$ 287,365	\$ 69,598	\$ 91,022

Less: Comprehensive income attributable to noncontrolling interest	356	287	940	733	
Less: Comprehensive income (loss) attributable to noncontrolling interest				(119) 335	
Comprehensive income attributable to Rush Enterprises, Inc.	\$ 78,170	\$ 84,675	\$ 268,821	\$ 286,632	\$ 69,717 \$ 90,687

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

RUSH ENTERPRISES, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF SHAREHOLDERS' EQUITY
(In Thousands)
(Unaudited)

	Total										Common Stock						
	Rush					Enterprises,					Shares	\$0.01	Additional				
	Common Stock		Accumulated			Other		Inc.		Shareholders'	Noncontrolling	Shareholders'	Outstanding	Par	Paid -In	Treasury	Retained
	Shares	\$0.01	Additional	Par	Paid -In	Treasury	Retained	Comprehensive	Income (Loss)	Shareholders' Equity	Interest	Equity	Outstanding	Par	Paid -In	Treasury	Retained
	Outstanding			Class A	Class B	Value	Capital	Stock	Earnings				Outstanding	Par	Paid -In	Treasury	Retained
Balance, December 31, 2022	63,518	18,125	\$ 572	\$ 500,642	\$ (130,930)	\$ 1,378,337	\$ (4,130)	\$ 1,744,491	\$ 18,531	\$ 1,763,022							
Balance, December 31, 2023													61,461	16,364	\$ 806	\$ 542,046	\$ (119,835) \$ 1,450,025
Stock options exercised and stock awards	228	—	2	3,412	—	—	—	—	3,414	—	3,414	383	—	4	5,997	—	—
Stock-based compensation related to stock options, restricted shares and employee stock purchase plan	—	—	—	13,080	—	—	—	—	13,080	—	13,080	—	—	—	14,090	—	—
Vesting of restricted share awards	—	422	3	(6,964)	—	—	—	—	(6,961)	—	(6,961)	—	351	4	(9,486)	—	—
Issuance of common stock under employee stock purchase plan	102	—	—	2,828	—	—	—	—	2,828	—	2,828	97	—	1	3,354	—	—
Common stock repurchases	(623)	(84)	—	—	(25,280)	—	—	—	(25,280)	—	(25,280)	(128)	—	—	—	(5,627)	—
Cash dividends declared on Class A common stock	—	—	—	—	—	(8,897)	—	(8,897)	—	(8,897)	—	—	—	—	—	(10,467)	—

Cash dividends declared on Class B common stock	–	–	–	–	–	(2,692)	–	(2,692)	–	(2,692)	–	–	–	–	–	(2,964)
Foreign currency translation adjustment	–	–	–	–	–	–	232	232	–	232	–	–	–	–	–	–
Net income	–	–	–	–	–	90,455	–	90,455	335	90,790	–	–	–	–	–	71,608
Balance, March 31, 2023	63,225	18,463	\$ 577	\$ 512,998	\$ (156,210)	\$ 1,457,203	\$ (3,898)	\$ 1,810,670	\$ 18,866	\$ 1,829,536						
Stock options exercised and stock awards	237	–	1	3,479	–	–	–	3,480	–	3,480	–	–	–	–	–	
Stock-based compensation related to stock options, restricted shares and employee stock purchase plan	–	–	–	5,952	–	–	–	5,952	–	5,952	–	–	–	–	–	
Vesting of restricted share awards	–	–	–	–	(54)	–	–	–	(54)	–	(54)	–	–	–	–	
Common stock repurchases	(890)	(195)	–	–	(40,305)	–	–	(40,305)	–	(40,305)	–	–	–	–	–	
Cash dividends declared on Class A common stock	–	–	–	–	–	(8,812)	–	(8,812)	–	(8,812)	–	–	–	–	–	
Foreign currency translation adjustment	–	–	–	–	–	–	–	1,689	1,689	–	1,689	–	–	–	–	
Net income	–	–	–	–	–	98,275	–	98,275	249	98,524	–	–	–	–	–	
Balance, June 30, 2023	62,572	18,268	\$ 578	\$ 522,375	\$ (196,515)	\$ 1,543,941	\$ (2,209)	\$ 1,868,170	\$ 19,115	\$ 1,887,285						
Stock options exercised and stock awards	124	–	1	1,888	–	–	–	1,889	–	1,889	–	–	–	–	–	

Stock-based compensation related to stock options, restricted shares and employee stock purchase plan	—	—	—	6,265	—	—	—	6,265	—	6,265	—	6,265
Issuance of common stock under employee stock purchase plan	107	—	1	3,123	—	—	—	3,124	—	3,124	—	3,124
Common stock repurchases	(750)	(279)	—	—	(44,174)	—	—	(44,174)	—	(44,174)	—	(44,174)
Retirement of treasury shares and par value adjustment	—	—	224	(3)	224,520	(224,744)	—	(3)	—	(3)	—	(3)
Cash dividends declared on Class A common stock	—	—	—	—	—	(10,574)	—	(10,574)	—	(10,574)	—	(10,574)
Cash dividends declared on Class B common stock	—	—	—	—	—	(3,255)	—	(3,255)	—	(3,255)	—	(3,255)
Foreign currency translation adjustment	—	—	—	—	—	—	(2,108)	(2,108)	—	(2,108)	—	(2,108)
Net income	—	—	—	—	—	80,278	—	80,278	356	80,634	—	—
Balance, September 30, 2023	62,053	17,989	\$ 804	\$ 533,648	\$ (16,169)	\$ 1,385,646	\$ (4,317)	\$ 1,899,612	\$ 19,471	\$ 1,919,083	—	—
Balance, March 31, 2024	61,813	16,715	\$ 815	\$ 556,001	\$ (125,462)	\$ 1,508,202	—	—	—	—	—	—

RUSH ENTERPRISES, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF SHAREHOLDERS' EQUITY (continued)

(In Thousands)

(Unaudited)

Total										Common Stock					
Common Stock		\$0.01	Additional	Treasury		Retained	Accumulated	Rush	Noncontrolling	Total	Shares	\$0.01	Additional		
Shares		Par	Paid -In				Other	Enterprises,	Inc.	Shareholders'	Shares	Par	Paid -In	Treasury	Retained
Outstanding							Comprehensive								
Common Stock	Shares	\$0.01	Additional	Treasury	Retained	Accumulated	Rush	Noncontrolling	Total	Shareholders'	Common Stock	\$0.01	Additional		
Shares	Par	Paid -In				Other	Enterprises,	Inc.			Shares	Par	Paid -In		
Outstanding						Comprehensive					Shares	Par	Paid -In		
Class A	Class B	Value	Capital	Stock	Earnings	Income (Loss)	Equity	Interest	Equity		Shares	Par	Paid -In	Treasury	Retained

Balance, December 31, 2021	64,662	18,598	\$ 563	\$ 470,750	\$ (36,933)	\$ 1,031,582	\$ 787	\$ 1,466,749	–	\$ 1,466,749	Class A	Class B	Value	Capital	Stock	Earnings
Balance, December 31, 2022											63,518	18,125	\$ 572	\$ 500,642	\$ (130,930)	\$ 1,378,33
Stock options																
exercised and stock awards	168	–	1	2,384	–	–	–	2,385	–	2,385	228	–	2	3,412	–	
Stock-based compensation related to stock options, restricted shares and employee stock purchase plan	–	–	–	13,793	–	–	–	13,793	–	13,793	–	–	–	13,080	–	
Vesting of restricted share awards	–	454	3	(7,215)	–	–	–	(7,212)	–	(7,212)	–	422	3	(6,964)	–	
Issuance of common stock under employee stock purchase plan	99	–	1	2,434	–	–	–	2,435	–	2,435	102	–	–	2,828	–	
Common stock repurchases	(288)	(157)	–	–	(15,315)	–	–	(15,315)	–	(15,315)	(623)	(84)	–	–	(25,280)	
Dividend Class A common stock	–	–	–	–	–	(8,189)	–	(8,189)	–	(8,189)						
Dividend Class B common stock	–	–	–	–	–	(2,505)	–	(2,505)	–	(2,505)						
Cash dividends declared on Class A common stock											–	–	–	–	–	(8,89)
Cash dividends declared on Class B common stock											–	–	–	–	–	(2,69)
Foreign currency translation adjustment	–	–	–	–	–	–	–	445	445	–	445	–	–	–	–	–
Net income	–	–	–	–	–	92,453	–	92,453	–	92,453	–	–	–	–	–	90,45
Balance, March 31, 2022	64,641	18,895	\$ 568	\$ 482,146	\$ (52,248)	\$ 1,113,341	\$ 1,232	\$ 1,545,039	–	\$ 1,545,039						
Stock options																
exercised and stock awards	244	–	2	3,244	–	–	–	3,246	–	3,246						

Stock-based compensation related to stock options, restricted shares and employee stock purchase plan	—	—	—	4,203	—	—	—	4,203	—	4,203
Vesting of restricted share awards	—	—	—	(1,423)	—	—	—	(1,423)	—	(1,423)
Common stock repurchases	(673)	(496)	—	—	(38,438)	—	—	(38,438)	—	(38,438)
Dividend Class A common stock	—	—	—	—	—	(8,128)	—	(8,128)	—	(8,128)
Dividend Class B common stock	—	—	—	—	—	(2,521)	—	(2,521)	—	(2,521)
Foreign currency translation adjustment	—	—	—	—	—	—	(567)	(567)	—	(567)
Reclassification of foreign currency translation related to equity method	—	—	—	—	—	—	(601)	(601)	—	(601)
Noncontrolling interest equity	—	—	—	—	—	—	—	—	17,828	17,828
Net income	—	—	—	—	—	110,227	—	110,227	446	110,673
Balance, June 30, 2022	64,212	18,399	\$ 570	\$ 488,170	\$ (90,686)	\$ 1,212,919	\$ 64	\$ 1,611,037	\$ 18,274	\$ 1,629,311
Stock options exercised and stock awards	16	—	—	227	—	—	—	227	—	227
Stock-based compensation related to stock options, restricted shares and employee stock purchase plan	—	—	—	3,554	—	—	—	3,554	—	3,554
Vesting of restricted share awards	—	3	—	(31)	—	—	—	(31)	—	(31)
Issuance of common stock under employee stock purchase plan	102	—	1	2,783	—	—	2,784	—	2,784	
Common stock repurchases	(769)	(264)	—	—	(33,095)	—	—	(33,095)	—	(33,095)
Dividend Class A common stock	—	—	—	—	—	(8,995)	—	(8,995)	—	(8,995)

Dividend Class B	—	—	—	—	—	(2,698)	—	(2,698)	—	(2,698)
common stock	—	—	—	—	—	(2,698)	—	(2,698)	—	(2,698)
Foreign currency										
translation	—	—	—	—	—	(5,701)	(5,701)	(5,701)	—	(5,701)
adjustment										
Net income	—	—	—	—	—	90,376	—	90,376	287	90,663
Balance,										
September 30, 2022	63,561	18,138	\$ 571	\$ 494,703	\$ (123,781)	\$ 1,291,602	\$ (5,637)	\$ 1,657,458	\$ 18,561	\$ 1,676,019
Balance, March 31, 2023									63,225	18,463
									\$ 577	\$ 512,998
									\$ (156,210)	\$ 1,457,20

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

RUSH ENTERPRISES, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS

(In Thousands)

(Unaudited)

	Nine Months Ended		Three Months Ended	
	September 30,		March 31,	
	2023	2022	2024	2023
Cash flows from operating activities:				
Net income	\$ 269,948	\$ 293,789	\$ 71,489	\$ 90,790
Adjustments to reconcile net income to net cash provided by operating activities:				
Depreciation and amortization	165,145	146,477	56,834	53,896
Gain on sale of property and equipment	(596)	(2,433)	(150)	(129)
Gain on joint venture transaction	—	(12,500)		
Gain on business acquisition	—	(6,958)		
Stock-based compensation expense related to stock options and employee stock purchases	25,297	21,550		
Stock-based compensation expense related to employee stock options and employee stock purchases			14,090	13,080
Provision for deferred income tax expense	3,508	7,921	71	3,165
Change in accounts receivable, net	(42,822)	(75,066)	(49,933)	(8,972)
Change in inventories, net	(193,668)	(264,687)	(215,506)	(52,845)
Change in prepaid expenses and other, net	(2,078)	875	(4,623)	(2,408)
Change in trade accounts payable	4,576	44,069	17,446	27,130
Change in customer deposits	(13,334)	9,650	(17,705)	(15,892)
Change in accrued expenses	(4,086)	25,464	(26,863)	(14,699)
Other, net	(831)	(4,832)	(203)	(650)
Net cash provided by operating activities	211,059	183,319		
Net cash (used) provided by operating activities			(155,053)	92,466
Cash flows from investing activities:				
Acquisition of property and equipment	(289,079)	(175,243)	(79,136)	(90,446)
Proceeds from the sale of property and equipment	1,890	7,014	3,035	122
Business disposition	—	27,500		
Business acquisition, net of cash acquired	—	(15,754)		
Other	(3,765)	(11,691)	(6,913)	(5,190)
Net cash used in investing activities	(290,954)	(168,174)	(69,188)	(95,514)
Cash flows from financing activities:				
Draws on floor plan notes payable – non-trade, net	188,420	277,261	110,172	82,642

Proceeds from long-term debt	995,081	695,169	698,754	257,705
Principal payments on long-term debt	(962,792)	(788,757)	(587,249)	(270,793)
Principal payments on finance lease obligations	(13,447)	(11,091)	(5,605)	(4,471)
Proceeds from issuance of shares relating to employee stock options and employee stock purchases	14,734	11,080		
Proceeds from issuance of shares related to employee stock options and employee stock purchases			9,360	6,245
Taxes paid related to net share settlement of equity awards	(7,017)	(8,669)	(9,486)	(6,964)
Payments of cash dividends	(37,097)	(33,123)	(13,868)	(12,062)
Common stock repurchased	(107,037)	(85,270)	(5,627)	(24,008)
Net cash provided by financing activities	70,845	56,600	196,451	28,294
Net (decrease) increase in cash, cash equivalents and restricted cash	(9,050)	71,745	(27,790)	25,246
Effect of exchange rate on cash	(6)	(372)	(30)	204
Cash, cash equivalents and restricted cash, beginning of period	201,044	148,146	183,725	200,842
Cash, cash equivalents and restricted cash, end of period	\$ 191,988	\$ 219,519	\$ 155,905	\$ 226,292
Supplemental disclosure of cash flow information:				
Cash paid during the period for:				
Interest	\$ 40,233	\$ 12,966	\$ 18,630	\$ 11,712
Income taxes, net of refunds	\$ 80,759	\$ 74,320	\$ 518	\$ 374
Noncash investing and financing activities:				
Assets acquired under finance leases	\$ 40,144	\$ 14,290	\$ 12,140	\$ 16,178

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

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RUSH ENTERPRISES, INC. AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)

1 – Principles of Consolidation and Basis of Presentation

The interim consolidated financial statements included herein have been prepared by Rush Enterprises, Inc. and its subsidiaries (collectively referred to as the "Company"), without audit, pursuant to the rules and regulations of the Securities and Exchange Commission (the "SEC"). All adjustments have been made to the accompanying interim consolidated financial statements, which, in the opinion of the Company's management, are necessary for a fair presentation of its operating results. All adjustments are of a normal recurring nature. Certain information and footnote disclosures normally included in financial statements prepared in accordance with generally accepted accounting principles have been condensed or omitted pursuant to such rules and regulations. It is recommended that these interim consolidated financial statements be read in conjunction with the consolidated financial statements and the notes thereto included in the Company's Annual Report on Form 10-K for the year ended December 31, 2022 December 31, 2023. Results of operations for interim periods are not necessarily indicative of results that may be expected for any other interim periods or the full fiscal year.

Restricted Cash

Restricted cash consists of deposits for the statutory restriction on cash related to the Company's captive insurance company of \$2.3 million \$3.1 million as of September 30, 2023 March 31, 2024.

Stock Split

On July 25, 2023, the Board of Directors of the Company declared a 3-for-2 stock split of the Company's Class A common stock and Class B common stock, which was effected in the form of a stock dividend. On August 28, 2023, the Company distributed one additional share of stock for every two shares of Class A common stock, par value \$0.01 per share, and Class B common stock, par value \$0.01 per share, held by shareholders of record as of August 7, 2023. All share and per share data in this Form 10-Q have been adjusted and restated to reflect the stock split as if it occurred on the first day of the earliest period presented.

Authorized Shares

On May 16, 2023, the Company's shareholders approved the Certificate of Amendment to the Restated Articles of Incorporation of the Company to increase the number of authorized shares of Class A Common Stock from 60,000,000 to 105,000,000 and Class B Common Stock from 20,000,000 to 35,000,000.

Treasury Stock Retirement

During the third quarter of 2023, the Company retired 3,052,899 shares of Class A common stock and 1,445,515 shares of Class B common stock. The Company recorded the retirement directly against retained earnings based on the Company's policy election. The Company accounts for treasury stock using the cost method. There was no effect on the Company's overall equity position due to the retirement of the treasury shares.

Foreign Currency Transactions

The functional currency of the Company's foreign subsidiary, Rush Truck Centres of Canada Limited ("RTC Canada"), is the local currency, the Canadian dollar. Results of operations for RTC Canada are translated to USD using the average exchange rate on a monthly basis during each quarter. The assets and liabilities of RTC Canada are translated into USD using the exchange rate in effect on the balance sheet date. The related translation adjustments are recorded as a separate component of the Company's Consolidated Statements of Shareholders' Equity in accumulated other comprehensive income (loss).

2 – Commitments and Contingencies

From time to time, the Company is involved in litigation arising out of its operations in the ordinary course of business. The Company maintains liability insurance, through self-insurance and third-party excess insurance, including product liability coverage, in amounts deemed adequate by management. However, an uninsured or partially insured claim, or claim for which indemnification is not available, could have a material adverse effect on the Company's financial condition or results of operations. As of **September 30, 2023** **March 31, 2024**, the Company believes that there are no pending claims or litigation, individually or in the aggregate, that are reasonably likely to have a material adverse effect on its financial position or results of operations. However, due to the inherent uncertainty of litigation, there can be no assurance that the resolution of any particular claim or proceeding would not have a material adverse effect on the Company's financial condition or results of operations for the fiscal period in which such resolution occurred.

3 – Earnings Per Share

The following table sets forth the computation of basic and diluted earnings per share (in thousands, except per share information):

	Three Months Ended September 30,		Nine Months Ended September 30,		Three Months Ended March 31,	
	2023	2022	2023	2022	2024	2023
Numerator:						
Numerator for basic and diluted earnings per share – Net income available to common shareholders	\$ 80,278	\$ 90,376	\$ 269,008	\$ 293,056	\$ 71,608	\$ 90,455
Denominator:						
Denominator for basic earnings per share – weighted average shares outstanding	81,229	82,848	81,629	83,401	78,483	82,150
Effect of dilutive securities – Employee and director stock options and restricted share awards	2,758	2,465	2,622	2,644		
Effect of dilutive securities –						
Employee and director stock options and restricted share awards					2,971	2,696
Denominator for diluted earnings per share – adjusted weighted average shares outstanding and assumed conversions	83,987	85,313	84,251	86,045	81,454	84,846
Basic earnings per common share	\$ 0.99	\$ 1.09	\$ 3.30	\$ 3.51	\$ 0.91	\$ 1.10
Diluted earnings per common share and common share equivalents	\$ 0.96	\$ 1.06	\$ 3.19	\$ 3.41	\$ 0.88	\$ 1.07

Options to purchase shares of common stock that were outstanding for the three months **ended March 31, 2024** and **nine months ended September 30, 2023** and **2022** **2023** that were not included in the computation of diluted earnings per share because the effect would have been anti-dilutive are as follows (in thousands):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2023	2022	2023	2022
Weighted average anti-dilutive options	1,079	1,500	1,353	1,261

	Three Months Ended March 31,	
	2024	2023
Weighted average anti-dilutive options	317	1,279

4 – Stock Options and Restricted Stock Awards

Valuation and Expense Information

The Company accounts for stock-based compensation in accordance with Accounting Standards Codification ("ASC") 718-10, *Compensation – Stock Compensation*, which requires the measurement and recognition of compensation expense for all share-based payment awards made to the Company's employees and directors, including employee stock options, restricted stock awards and employee stock purchases related to the Employee Stock Purchase Plan, based on estimated fair values.

Stock-based compensation expense, calculated using the Black-Scholes option-pricing model for employee stock options, and included in selling, general and administrative expense, was **\$6.3 million** **\$14.1 million** for the three months ended **September 30, 2023** **March 31, 2024**, and **\$3.6 million** **\$13.1 million** for the three months ended **September 30, 2022**. Stock-based compensation expense was **\$25.3 million** for the nine months ended **September 30, 2023**, and **\$21.5 million** for the nine months ended **September 30, 2022** **March 31, 2023**.

As of **September 30, 2023** **March 31, 2024**, the Company had **\$13.4 million** **\$17.6 million** of unrecognized compensation expense related to non-vested employee stock options to be recognized over a weighted-average period of **2.3** **2.5** years and **\$15.6 million** **\$22.8 million** of unrecognized compensation cost related to non-vested restricted stock awards to be recognized over a weighted-average period of **1.4** **1.6** years.

5 – Financial Instruments and Fair Value

The Company measures certain financial assets and liabilities at fair value on a recurring basis. Financial instruments consist primarily of cash, accounts receivable, accounts payable and floor plan notes payable. The carrying values of the Company's financial instruments approximate fair value due either to their short-term nature or existence of variable interest rates, which approximate market rates. Certain methods and assumptions were used by the Company in estimating the fair value of financial instruments as of **September 30, 2023** **March 31, 2024**, and **December 31, 2022** **December 31, 2023**. The carrying value of current assets and current liabilities approximates the fair value due to the short maturity of these items.

The fair value of the Company's long-term debt is based on secondary market indicators. Because the Company's debt is not quoted, estimates are based on each obligation's characteristics, including remaining maturities, variable interest rate, credit rating, collateral and liquidity. Accordingly, the Company concluded that the valuation measurement inputs of its long-term debt represent, at its lowest level, current market interest rates available to the Company for similar debt and the Company's current credit standing. Thus, the carrying amount of such debt approximates fair value.

6 – Segment Information

The Company currently has one reportable business segment - the Truck Segment. The Truck Segment includes the Company's operation of a network of commercial vehicle dealerships throughout the United States and Ontario, Canada that provide an integrated one-stop source for the commercial vehicle needs of its customers, including retail sales of new and used commercial vehicles; aftermarket parts, service and collision center facilities; and financial services, including the financing of new and used commercial vehicle purchases, insurance products and truck leasing and rentals. The commercial vehicle dealerships are deemed a single reporting unit because they have similar economic characteristics. The Company's chief operating decision maker considers the entire Truck Segment, not individual dealerships or departments within its dealerships, when making decisions about resources to be allocated to the segment and assessing its performance.

The Company also has revenues attributable to three other operating segments. These segments include a retail tire company, an insurance agency and a guest ranch operation and are included in the All Other column below. None of these segments has ever met any of the quantitative thresholds for determining reportable segments.

The accounting policies of the segments are the same as those described in the summary of significant accounting policies. The Company evaluates performance based on income before income taxes, not including extraordinary items.

The following table contains summarized information about reportable segment revenues, segment income or loss from continuing operations and segment assets for the periods ended **September 30, 2023**, **March 31, 2024** and **2022** (in thousands):

	Truck Segment	All Other		Total	
<i>As of and for the three months ended September 30, 2023</i>					
Revenues from external customers	\$ 1,976,395	\$ 4,345	\$ 1,980,740		
Segment operating income	121,675	(54)	121,621		
Segment income before taxes	107,614	(54)	107,560		
Segment assets	4,163,261	54,792	4,218,053		
<i>For the nine months ended September 30, 2023</i>					
Revenues from external customers	\$ 5,883,127	\$ 12,432	\$ 5,895,559		
Segment operating income	391,870	386	392,256		
Segment income before taxes	356,839	386	357,225		
<i>As of and for the three months ended September 30, 2022</i>					
Revenues from external customers	\$ 1,859,823	\$ 4,463	\$ 1,864,286		
Segment operating income	126,770	267	127,037		
Segment income before taxes	120,373	174	120,547		
Segment assets	3,688,151	54,428	3,742,579		
<i>For the nine months ended September 30, 2022</i>					
Revenues from external customers	\$ 5,205,802	\$ 12,927	\$ 5,218,729		
Segment operating income	368,596	963	369,559		
Segment income before taxes	380,397	682	381,079		

	Truck Segment	All Other		Totals	
<i>As of and for the three months ended March 31, 2024</i>					
Revenues from external customers	\$ 1,867,968	\$ 4,031	\$ 1,871,999		
Segment operating income (loss)	110,708	(98)	110,610		
Segment income (loss) before taxes	92,912	(98)	92,814		
Segment assets	4,570,652	58,354	4,629,006		
<i>As of and for the three months ended March 31, 2023</i>					
Revenues from external customers	\$ 1,907,941	\$ 3,826	\$ 1,911,767		
Segment operating income	127,563	213	127,776		
Segment income before taxes	118,927	213	119,140		
Segment assets	3,913,928	55,624	3,969,552		

7 – Income Taxes

The Company had unrecognized income tax benefits totaling **\$5.3 million** **\$6.7 million** as a component of accrued liabilities as of **September 30, 2023** **March 31, 2024** and **December 31, 2022** **December 31, 2023**, the total of which, if recognized, would impact the Company's effective tax rate. An unfavorable settlement would require a charge to income tax expense and a favorable resolution would be recognized as a reduction to income tax expense. The Company recognizes interest accrued related to unrecognized tax benefits in income tax expense. The Company had approximately **\$302,000** **\$389,000** accrued for the payment of interest as of **September 30, 2023** **March 31, 2024** and **December 31, 2022** **December 31, 2023**. No amounts were accrued for penalties.

The Company does not anticipate a significant change in the amount of unrecognized tax benefits in the next 12 months. As of **September 30, 2023** **December 31, 2023**, the tax years ended December 31, **2019** **2020** through **2022** **2023** remained subject to audit by federal tax authorities and the tax years ended December 31, **2018** **2019** through **2022**, **2023**, remained subject to audit by state tax authorities.

8 – Revenue

The Company's non-lease and rental revenues are primarily generated from the sale of finished products to customers. Those sales predominantly contain a single delivery element and revenue from such sales is recognized when the customer obtains control, which is typically when the finished product is delivered to the customer. The Company's material revenue streams have been identified as the following: the sale of new and used commercial vehicles, the arrangement of associated commercial vehicle financing and insurance contracts, the performance of commercial vehicle repair services and the sale of commercial vehicle parts. Taxes collected from customers relating to product sales and remitted to governmental authorities are excluded from revenues.

The following table summarizes the Company's disaggregated revenue by revenue source, excluding lease and rental revenue, for the three months ended **March 31, 2024** and **nine months ended September 30, 2023** and **2022** **2023** (in thousands):

	Three Months Ended September 30,		Nine Months Ended September 30,		Three Months Ended March 31,							
	2023		2022		2024							
	\$	1,235,767	\$	1,142,201	\$	3,648,286	\$	3,176,175	\$	1,123,319	\$	1,161,725
Commercial vehicle sales revenue												
Parts revenue		376,183		373,207		1,141,081		1,080,552		373,426		384,418
Commercial vehicle repair service revenue		267,440		248,923		801,898		683,139		275,770		263,808
Finance revenue		2,869		4,113		9,369		13,211		2,074		3,508
Insurance revenue		3,448		3,526		9,708		9,708		3,320		3,063
Other revenue		5,567		6,628		20,536		18,383		6,169		8,579
Total	\$	1,891,274	\$	1,778,598	\$	5,630,878	\$	4,981,168	\$	1,784,078	\$	1,825,101

All of the Company's performance obligations and associated revenues are generally transferred to customers at a point in time. The Company did not have any material contract assets or contract liabilities on the balance sheet as of **September 30, 2023** **March 31, 2024**. Revenues related to commercial vehicle sales, parts sales, commercial vehicle repair service, finance and **the majority of** **most** other revenues are related to the Truck Segment.

9 – Leases

Lease of Vehicles as Lessor

The Company primarily leases commercial vehicles that the Company owns to customers primarily over periods of one to ten years. The Company does not separate lease and nonlease components. Nonlease components typically consist of maintenance and licensing for the commercial vehicle. The variable nonlease components are generally based on mileage. Some leases contain an option for the lessee to purchase the commercial vehicle at the end of the lease term.

The Company's policy is to depreciate its lease and rental fleet using a straight-line method over each customer's contractual lease term. The lease unit is depreciated to a residual value that approximates fair value at the expiration of the lease term. This policy results in the Company realizing reasonable gross margins while the unit is in service and a corresponding gain or loss on sale when the unit is sold at the end of the lease term.

Lease and rental income during the three **and nine** months ended **September 30, 2023** **March 31, 2024** and **September 30, 2022** **March 31, 2023** consisted of the following (in thousands):

	Three Months Ended September 30,		Nine Months Ended September 30,		Three Months Ended March 31,	
	2023		2022		2024	
	\$ 77,685	\$ 73,797	\$ 229,276	\$ 205,070	\$ 76,868	\$ 75,160
Minimum rental payments						
Nonlease payments	11,781	11,891	35,405	32,491	11,053	11,506
Total	\$ 89,466	\$ 85,688	\$ 264,681	\$ 237,561	\$ 87,921	\$ 86,666

10 – Accumulated Other Comprehensive Income (Loss)

The following table shows the components of accumulated other comprehensive income (loss) (in thousands):

Balance as of December 31, 2022	\$ (1,000)
Foreign currency translation adjustment	—
Balance as of March 31, 2023	\$ (1,000)
Foreign currency translation adjustment	—
Balance as of June 30, 2023	\$ (1,000)
Foreign currency translation adjustment	—
Balance as of September 30, 2023	\$ (1,000)
Balance as of December 31, 2023	\$ (1,000)
Foreign currency translation adjustment	—
Balance as of March 31, 2024	\$ (1,000)

The functional currency of the Company's foreign subsidiary, RTC Canada, is its local currency. Results of operations of RTC Canada are translated into USD using the average exchange rates **on a monthly basis** during the year. The assets and liabilities of RTC Canada are translated into USD using the exchange rates in effect on the balance sheet date. The related translation adjustments are recorded in a separate component of stockholders' equity in accumulated other comprehensive loss and the statement of comprehensive income.

11 – Accounts Receivable and Allowance for Credit Losses

The Company establishes an allowance for credit losses to present the net amount of accounts receivable expected to be collected. Under Accounting Standards Update No. 2016-13, *Financial Instruments—Credit Losses (Topic 326): Measurement of Credit Losses on Financial Instruments*, the Company is required to remeasure expected credit losses for financial instruments held on the reporting date based on historical experience, current conditions, and reasonable forecasts.

Accounts receivable consists primarily of commercial vehicle sales receivables, manufacturers' receivables and leasing, parts and service sales receivables and other trade receivables. The Company maintains an allowance for credit losses based on the probability of default, its historical rate of losses, aging and current economic conditions. The Company writes off account balances when it has exhausted reasonable collection efforts and determined that the likelihood of collection is remote. These write-offs are charged against the allowance for credit losses.

The following table summarizes the changes in the allowance for credit losses (in thousands):

	Provision for the Nine Months Ended	Write offs Against Allowance, net of Recoveries	Balance September 30, 2023
Balance December 31, 2022	September 30, 2023		
Commercial vehicle receivables	\$ 160	\$ (33)	\$ 127

Manufacturers' receivables	573	1,814	(1,414)	973
Leasing, parts and service receivables	1,589	3,352	(2,561)	2,380
Other receivables	–	9	(7)	2
Total	\$ 2,322	\$ 5,142	\$ (3,982)	\$ 3,482

	Provision For		Write offs	
	the Three		Against	
	Balance	Months Ended	Allowance,	Balance
	December 31, 2023	March 31, 2024	net of Recoveries	March 31, 2024
Commercial vehicle receivables	\$ 102	\$ –	\$ 57	\$ 159
Manufacturers' receivables	964	667	(644)	987
Leasing, parts and service receivables	1,660	1,095	(864)	1,891
Other receivables	1,079	5	(29)	1,055
Total	\$ 3,805	\$ 1,767	\$ (1,480)	\$ 4,092

12 – Acquisition

On May 2, 2022, the Company completed the acquisition, of an additional 30% equity interest in RTC Canada, resulting in an 80% controlling interest in RTC Canada. The acquisition unless otherwise noted, was considered a business combination accounted for as an acquisition achieved in stages under ASC 805 *Business Combinations*. The acquisition-date fair value of the previous 50% equity interest was \$44.7 million, resulting in a gain of \$7.0 million “Business Combinations.” Pro forma information is not included in the line item Other income (expense) on the Consolidated Statements of Income for the nine months ended September 30, 2022. The Company also recognized a reversal of deferred tax liabilities of \$2.2 million and \$0.6 million related to reclassification of the foreign currency translation adjustment related to the remeasurement of the Company’s previous equity method investment in RTC Canada Income for the nine months ended September 30, 2022.

As of May 2, 2022, the Company established a noncontrolling interest related to the minority holders. The fair value of the 20% noncontrolling interest in RTC Canada is estimated to be \$17.8 million. The fair value of the noncontrolling interest was estimated using a combination of the income approach and a market approach. Since RTC Canada is a private company, the fair value measurement is based on significant inputs that are not observable in the market and thus represents a Level 3 measurement as defined in accordance with ASC 820, *Fair Value Measurement*. The fair value estimates are based on: (i) a discount rate of 11%; (ii) a terminal value based on a long-term sustainable growth rate of 3%; (iii) financial multiples of companies in 805 since the same industry as RTC Canada; and (iv) adjustments because of the lack of control or lack of marketability that market participants would consider when estimating the fair value of the noncontrolling interest in RTC Canada.

The purchase price was allocated based on the fair values of the assets and liabilities at the date of acquisition as follows (in thousands):

Cash	\$ 1,900
Accounts receivable	19,000
Inventory	50,000
Property and equipment, including real estate	80,000
Floor plan notes payable	(30,000)
Trade payables	(19,000)
Customer deposits	(0)
Accrued liabilities	(0)
Notes payable	(6,000)
Goodwill	4,000
Franchise rights	(0)
Other	(0)
Equity investment in RTC Canada	(3,000)
Noncontrolling interest	(1,000)
Gain on equity method investment	(0)
Total	\$ 19,000

The goodwill of \$44.2 million for the RTC Canada acquisition was primarily attributable to the synergies expected to arise after the Company obtained a controlling interest in the entity.

Prior to May 2, 2022, the Company accounted for its 50% equity interest in RTC Canada as an equity-method investment. Subsequent to the Company's acquisition of the additional 30% equity interest on May 2, 2022, operations of RTC Canada are included in the accompanying consolidated financial statements.

13 – Subsequent Eventnot considered material.

On November 1, 2023 December 4, 2023, the Company entered into that acquired certain Second Amended assets of Freeway Ford Truck Sales, Inc., which included real estate and Restated Inventory Financing and Purchase Money Security Agreement with PACCAR Leasing Company ("PLC"), a division of PACCAR Financial Corp. (the "PLC Amended and Restated Agreement"). Pursuant to the terms of the PLC Amended and Restated Agreement, PLC agreed to make up to \$300.0 million of revolving credit loans to finance certain of the Company's capital expenditures, including Ford commercial vehicle purchases franchise in Chicago, Illinois, along with commercial vehicle and other equipment to be leased or rented through its PacLease franchises, parts inventory. The Company may borrow, repay and reborrow amounts pursuant to transaction was valued at approximately \$16.3 million, with the PLC Amended and Restated Agreement from time to time until the maturity date, provided, however, that the outstanding principal amount on any date shall not exceed the borrowing base. The PLC Amended and Restated Agreement requires the Company to maintain a minimum balance threshold of \$190,000,000. Advances under the PLC Amended and Restated Agreement bear interest per annum, payable on the fifth day of the following month, at our option, at either (A) the prime rate, minus 1.95%, provided that the floating rate of interest is subject to a floor of 0%, or (B) a fixed rate, to be determined between the Company and PLC purchase price paid in each instance of borrowing at a fixed rate. The PLC Amended and Restated Agreement expires on December 1, 2025, although either party has the right to terminate the PLC Amended and Restated Agreement at any time upon 180 days written notice. cash.

ITEM 2. Management's Discussion and Analysis of Financial Condition and Results of Operations.

Certain statements contained in this Form 10-Q (or otherwise made by the Company or on the Company's behalf from time to time in other reports, filings with the Securities and Exchange Commission ("SEC"), news releases, conferences, website postings or otherwise) that are not statements of historical fact constitute "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995, Section 27A of the Securities Act of 1933, as amended (the "Securities Act"), and Section 21E of the Exchange Act of 1934, as amended (the "Exchange Act"), notwithstanding that such statements are not specifically identified. Forward-looking statements include statements about the Company's financial position, business strategy and plans and objectives of management of the Company for future operations. These forward-looking statements reflect the best judgments of the Company about the future events and trends based on the beliefs of the Company's management as well as assumptions made by and information currently available to the Company's management. Use of the words "may," "should," "continue," "plan," "potential," "anticipate," "believe," "estimate," "expect" and "intend" and words or phrases of similar import, as they relate to the Company or its subsidiaries or Company management, are intended to identify forward-looking statements but are not the exclusive means of identifying such statements. Forward-looking statements reflect our current view of the Company with respect to future events and are subject to risks and uncertainties that could cause actual results to differ materially from those in such statements. Please read Item 1A. "Risk Factors" in the Company's Annual Report on Form 10-K for the year ended December 31, 2022 December 31, 2023, for a discussion of certain of those risks. Other unknown or unpredictable factors could also have a material adverse effect on future results. Although the Company believes that its expectations are reasonable as of the date of this Form 10-Q, it can give no assurance that such expectations will prove to be correct. The Company does not intend to update or revise any forward-looking statements unless securities laws require it to do so, and the Company undertakes no obligation to publicly release any revisions to forward-looking statements, whether because of new information, future events or otherwise.

The following comments should be read in conjunction with the Company's consolidated financial statements and related notes included elsewhere in this Quarterly Report on Form 10-Q.

Note Regarding Trademarks Commonly Used in the Company's Filings

Peterbilt® is a registered trademark of Peterbilt Motors Company. PACCAR® is a registered trademark of PACCAR, Inc. PacLease® is a registered trademark of PACCAR Leasing Corporation. Navistar® is a registered trademark of Navistar International, Inc. International® is a registered trademark of Navistar, Inc. Idealease is a registered trademark of Idealease, Inc. aka Idealease of North America, Inc. Blue Bird® is a registered trademark of Blue Bird Investment Corporation. IC Bus® is a registered trademark of IC Bus, LLC. Hino® is a registered trademark of Hino Motors, Ltd. Isuzu® is a registered trademark of Isuzu Motors Limited. Ford® is a registered trademark of Ford Motor Company. Dennis Eagle® is a registered trademark of Dennis Eagle Limited. Cummins® is a registered trademark of Cummins, Inc. This report contains additional trade names or trademarks of other companies. Our use of such trade names or trademarks should not imply any endorsement or relationship with such companies.

General

Rush Enterprises, Inc. was incorporated in Texas in 1965 and consists of one reportable segment, the Truck Segment, and conducts business through its subsidiaries. Our principal offices are located at 555 IH 35 South, Suite 500, New Braunfels, Texas 78130.

We are a full-service, integrated retailer of commercial vehicles and related services. The Truck Segment includes our operation of a network of commercial vehicle dealerships under the name "Rush Truck Centers." Rush Truck Centers primarily sell commercial vehicles manufactured by Peterbilt, International, Hino, Ford, Isuzu, Dennis Eagle, IC Bus, Blue Bird and Blue Bird Dennis Eagle. Through our strategically located network of Rush Truck Centers, we provide one-stop service for the needs of our commercial vehicle customers, including retail sales of new and used commercial vehicles, aftermarket parts sales, service and repair facilities, financing, leasing and rental, and insurance products.

Our Rush Truck Centers are principally located in high traffic areas throughout the United States and Ontario, Canada. Since commencing operations as a Peterbilt heavy-duty truck dealer in 1966, we have grown to operate over 125 franchised Rush Truck Centers in 23 states. In 2019, we purchased a 50% equity interest in an entity in Canada, Rush Truck Centres of Canada Limited ("RTC Canada") and on May 2, 2022, we purchased an additional 30% equity interest in RTC Canada that increased our equity interest to 80%. RTC Canada currently owns and operates 15 International dealership locations in Ontario. Prior to acquiring the additional 30%, we accounted for the equity interest in RTC Canada using the equity method of accounting. Now, the operating results of RTC Canada are consolidated in the Consolidated Statements of Operations, the Statements of Comprehensive Income, the Consolidated Balance Sheets and commercial vehicle unit sales data as of May 2, 2022.

Our business strategy consists of providing solutions to the commercial vehicle industry through our network of commercial vehicle dealerships. We offer an integrated approach to meeting customer needs by providing service, parts and collision repairs in addition to new and used commercial vehicle sales and leasing, plus financial services, vehicle upfitting, CNG fuel systems through our joint venture with Cummins and vehicle telematics products. We intend to continue to implement our business strategy, reinforce customer loyalty and remain a market leader by continuing to develop our Rush Truck Centers as we expand our product offerings and extend our dealership network through strategic acquisitions of new locations and opening new dealerships in our existing areas of operation to enable us to better serve our customers.

Outlook

A.C.T. Research Co., LLC ("A.C.T. Research"), a commercial vehicle industry data and forecasting service provider, currently forecasts new U.S. Class 8 retail truck sales to be 278,000 units in 2023, which would represent a 7.2% increase compared to 2022. As anticipated, our Class 8 new truck sales in the first quarter were down significantly from the same time period in 2023, due to the previously anticipated industry downturn in new Class 8 truck sales caused by new truck production having caught up to the pent-up market demand and persistent low freight rates and high interest rates. We expect our new Class 8 truck sales in the second quarter to be better than our results in the first quarter. However, we also expect that new U.S. Class 8 retail truck sales in the second half of 2024 will be less than in the first half of the year. We expect our U.S. market share of new Class 8 truck sales to range between 5.9% and 6.5% in 2023. This market share percentage would result in the sale of approximately 16,000 new Class 8 trucks in 2023. Additionally, we expect to sell approximately 600 new Class 8 trucks in Canada in 2023.

With respect to new U.S. Class 4 through 7 retail commercial vehicle sales, A.C.T. Research currently forecasts sales to be 253,500 units in 2023, which would represent an 8.5% increase compared to 2022. As we look forward, new Class 4 through 7 commercial vehicle production is still somewhat constrained, but we believe it will continue to improve, and we expect demand to remain steady as customers replace older equipment with new vehicles. Currently, we believe Class 4 through 7 commercial vehicle sales will improve in the second quarter compared to the first quarter and remain strong for the remainder of the year. We expect our U.S. market share of new Class 4 through 7 commercial vehicle sales to range between 4.5% and 5.1% in 2023. This market share percentage would result in the sale of approximately 11,500 new Class 4 through 7 commercial vehicles in 2023. Additionally, we expect to sell approximately 400 new Class 5 through 7 commercial vehicles in Canada in 2023.

We expect to sell approximately 1,800 to 2,000 light-duty vehicles and approximately 6,700 used commercial vehicles in 2023. We expect lease and rental revenue to increase 10% to 15% approximately 3% during 2023, compared to 2022. This projected increase in lease and rental revenue is primarily related to strong demand for lease commercial vehicles and the consolidation of RTC Canada into our operating results.

With respect to Aftermarket our parts, service, and collision center (collectively referred to herein as "Aftermarket Products and Services, growth in our aftermarket revenues moderated in the third quarter of 2023 compared to earlier in the year, and Services" operations, we expect that challenging economic conditions that are currently affecting many of our customers, including the sluggish freight market, persistent inflation and high interest rates and low freight rates will continue to negatively impact our over-the-road customers, including both small carriers and larger fleets. In the second quarter of 2024, we expect demand for Aftermarket Product Parts and Services revenues going forward. In addition, we will remain consistent with the first quarter. We believe that the industry may experience some deflation with respect to current freight recession will continue to negatively impact our customers until at least late 2024. Despite the prices of certain commodity parts due to softening demand. However, despite a challenging operating environment, we believe that the diversity of strategic decisions we made several years ago to diversify our customer base as well as our focus on operational excellence, mobile service and supporting large national fleets, along with our current efforts to reduce expenses across all areas of the company, will allow us to offset some of the current industry challenges, and successfully navigate this difficult market cycle. We also believe that our Aftermarket Products and Services revenues will continue to increase between 1% and 5% in 2024, compared to 2023.

The above projections for new commercial vehicle sales will depend on our ability to obtain commercial vehicles from the manufacturers we represent and such projections could be negatively impacted by manufacturer allocation decisions, supply chain issues affecting manufacturers' production and delivery delays by truck body upfitters due to supply issues, which are primarily affecting medium-duty truck deliveries. In addition, we continue to monitor inflation, interest rates and freight rates, which may negatively impact consumer spending and capital expenditures across a variety of industries we support.

Critical Accounting Policies and Estimates

The preparation of our interim unaudited consolidated financial statements in accordance with GAAP requires us to make estimates and assumptions that affect the reported amounts of assets and liabilities, revenues and expenses and the related disclosures of contingent assets and liabilities in our interim unaudited consolidated financial statements and accompanying notes. In accordance with GAAP, we base our estimates on historical experience and on various other assumptions that we believe are reasonable under the circumstances. We evaluate our estimates, judgments and assumptions on an ongoing basis, and while we believe that our estimates, judgments and assumptions are reasonable, they are based upon information available at the time. Actual results might differ from these estimates under different assumptions or conditions.

Our significant accounting policies are discussed in Item 7, "Management's Discussion and Analysis of Financial Condition and Results of Operations" under the heading "Critical Accounting Policies and Estimates" in our Form 10-K. There were no material changes to our significant accounting policies.

Results of Operations

The following discussion and analysis **includes** our historical results of operations for the three months **ended March 31, 2024**, and **nine months ended September 30, 2023 and 2022**.

The following table sets forth certain financial data as a percentage of total revenues for the periods indicated:

	Three Months Ended September 30,		Nine Months Ended September 30,		Three Months Ended March 31,	
	2023	2022	2023	2022	2024	2023
Revenue						
New and used commercial vehicle sales	62.4 %	61.3 %	61.9 %	60.9 %	60.0 %	60.8 %
Aftermarket products and services sales	32.5	33.4	33.0	33.8	34.7	33.9
Lease and rental sales	4.5	4.6	4.5	4.6	4.7	4.5
Finance and insurance	0.3	0.4	0.3	0.4	0.3	0.3
Other	0.3	0.3	0.3	0.3	0.3	0.5
Total revenues	100.0	100.0	100.0	100.0	100.0	100.0
Cost of products sold	80.1	79.5	79.5	78.9	79.2	79.1
Gross profit	19.9	20.5	20.5	21.1	20.8	20.9
Selling, general and administrative	13.0	13.0	13.1	13.3	14.1	13.4
Depreciation and amortization	0.8	0.8	0.7	0.8	0.8	0.8
Gain on sale of assets	0.0	0.1	0.0	0.1	0.0	0.0
Operating income	6.1	6.8	6.7	7.1	5.9	6.7
Other income	0.0	0.0	0.0	0.4	0.0	0.1
Interest expense, net	0.7	0.3	0.6	0.2	1.0	0.6
Income before income taxes	5.4	6.5	6.1	7.3	4.9	6.2
Provision for income taxes	1.4	1.6	1.5	1.7	1.1	1.5
Net income	4.0	4.9	4.6	5.6	3.8	4.7
Net income attributable to noncontrolling interest	0.0	0.0	0.0	0.0	0.0	0.0
Net income attributable to Rush Enterprises, Inc.	4.0 %	4.9 %	4.6 %	5.6 %	3.8 %	4.7 %

The following table sets forth for the periods indicated the percent of gross profit by revenue source:

	Three Months Ended September 30,	Nine Months Ended September 30,	Three Months Ended March 31,
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	2023	2022	2023	2022	2024	2023
Gross Profit:						
New and used commercial vehicle sales	31.1 %	25.3 %	29.8 %	27.4 %	30.1 %	27.9 %
Aftermarket products and services sales	59.0	63.8	60.2	62.1	60.8	61.7
Lease and rental	6.9	7.1	6.7	6.8	6.2	6.6
Finance and insurance	1.6	2.0	1.6	2.1	1.4	1.7
Other	1.4	1.8	1.7	1.6	1.5	2.1
Total gross profit	100.0 %	100.0 %	100.0 %	100.0 %	100.0 %	100.0 %

The following table sets forth the unit sales and revenues for new heavy-duty, new medium-duty, new light-duty and used commercial vehicles and our absorption ratio (revenue in millions):

	Three Months Ended								
	Three Months Ended			Nine Months Ended			March 31,		
	September 30,		% Change	September 30,		% Change	2024		2023
	2023	2022	% Change	2023	2022	% Change	2024	2023	% Change
Vehicle unit sales:									
New heavy-duty vehicles	4,326	4,200	3.0%	12,991	11,896	9.2 %	3,494	4,365	-20.0
New medium-duty vehicles	3,244	3,223	0.7%	9,757	8,179	19.3 %	3,331	3,038	9.6
New light-duty vehicles	425	608	-30.1 %	1,381	1,497	-7.7 %	456	504	-9.5
Total new vehicle unit sales	7,995	8,031	-0.4 %	24,129	21,572	11.9 %	7,281	7,907	-7.9
Used vehicles	1,797	1,763	1.9 %	5,350	5,787	-7.6 %	1,818	1,684	8.0
Vehicle revenues:									
New heavy-duty vehicles	\$ 756.1	\$ 688.3	9.9 %	\$ 2,266.6	\$ 1,925.7	17.7 %	\$ 666.3	\$ 736.7	-9.6
New medium-duty vehicles	332.9	284.1	17.2 %	952.3	702.4	35.6 %	333.6	286.9	16.3
New light-duty vehicles	25.7	30.5	-15.7 %	80.6	74.5	8.2 %	27.5	28.0	-1.9
Total new vehicle revenue	\$ 1,114.7	\$ 1,002.9	11.1 %	\$ 3,299.5	\$ 2,702.6	22.1 %	\$ 1,027.4	\$ 1,051.6	-2.3
Used vehicle revenue	\$ 109.1	\$ 131.5	-17.0 %	\$ 319.5	\$ 459.7	-30.5 %	\$ 88.0	\$ 102.7	-14.3
Other vehicle revenues:(1)	\$ 12.0	\$ 7.8	53.8 %	\$ 29.3	\$ 13.9	110.8 %	\$ 7.9	\$ 7.4	6.8
Absorption ratio:	132.8 %	136.2 %	-2.5 %	136.7 %	136.6 %	0.1 %	130.1 %	136.5 %	-4.7

(1) Includes sales of truck bodies, trailers and other new equipment.

(1) Includes sales of truck bodies, trailers and other new equipment.

Key Performance Indicator

Absorption Ratio

Management uses several performance metrics to evaluate the performance of our commercial vehicle dealerships and considers Rush Truck Centers' "absorption ratio" to be of critical importance. Our absorption ratio is calculated by dividing the gross profit from our Aftermarket Products and Services departments by the overhead expenses of all of a dealership's departments, except for the selling expenses of the new and used commercial vehicle departments and carrying costs of new and used commercial vehicle inventory. When 100% absorption is achieved, all of the gross profit from the sale of a commercial vehicle, after sales commissions and inventory carrying costs, directly impacts operating profit. Our commercial vehicle dealerships achieved a **132.8% 130.1%** absorption ratio for the **third first quarter of 2023 2024**, compared to a **136.2% 136.5%** absorption ratio for the **third first quarter of 2022 2023**.

Three Months Ended **September 30, 2023** **March 31, 2024** Compared to Three Months Ended **September 30, 2022** **March 31, 2023**

Revenues

Total revenues increased \$116.5 million decreased \$39.8 million, or 6.2% 2.1%, in the **third** first quarter of **2023** **2024**, compared to the **third** first quarter of **2022** **2023**. This increase decrease was primarily the result of strong decreased demand for new commercial vehicles Class 8 trucks and increased production of commercial vehicles from the manufacturers we represent high interest rates and low freight rates that are negatively impacting our over-the-road customers, our largest customer segment.

Our Aftermarket Products and Services revenues totaled \$643.6 million \$649.2 million in the **third** first quarter of **2023** **2024**, up 3.5% 0.1% from the **third** first quarter of **2022** **2023**. The slight increase in Aftermarket Parts and Services revenues was related to the continued stabilization moderating of parts pricing inflation and challenging economic pressures conditions that are negatively impacting our over-the-road customers.

Revenues from sales of new and used commercial vehicles increased \$93.6 million decreased \$38.4 million, or 8.2% 3.3%, in the **third** first quarter of **2023** **2024**, compared to the **third** first quarter of **2022** **2023**. The increase decrease in new commercial vehicle revenues was primarily a result of strong decreased demand for new Class 8 trucks caused by high interest rates and increased production recently catching up to the pent-up demand experienced over the last couple of commercial vehicles from the manufacturers we represent years.

We sold 4,326 3,494 new Class 8 trucks in the **third** first quarter of **2023** **2024**, a 3.0% increase 20.0% decrease compared to 4,200 4,365 new Class 8 trucks sold in the **third** first quarter of **2022** **2023**. The increase decrease in new Class 8 truck sales was primarily a result related to delayed deliveries to certain large fleet customers due to delays associated with body companies and decreased demand caused by high interest rates and production recently catching up to the pent-up demand experienced over the last couple of strong demand and increased production of commercial vehicles from the manufacturers we represent years. New U.S. Class 8 retail truck sales totaled 68,010 57,181 units in the **third** first quarter of **2023**, an increase 2024, a decrease of 0.1% 13.1% compared to the **third** first quarter of **2022** **2023**, according to ACT Research.

We sold 3,244 3,331 new Class 4 through 7 medium-duty commercial vehicles, including 422 386 buses, in the **third** first quarter of **2023** **2024**, a 0.7% 9.6% increase compared to 3,223 3,038 new medium-duty commercial vehicles, including 537 332 buses, in the **third** first quarter of **2022**. Our 2023. The increase in our new Class 4 through 7 commercial vehicle sales were flat on a year-over-year basis in the first quarter was primarily due related to allocation decisions from the manufacturers we represent. We are still experiencing limited increased production of medium-duty commercial vehicles from by the manufacturers we represent. New U.S. Class 4 through 7 retail commercial vehicle sales totaled 65,683 59,786 units in the **third** first quarter of **2023** **2024**, up 9.1% 6.5% compared to the **third** first quarter of **2022** **2023**, according to ACT Research.

We sold 425 456 light-duty vehicles in the **third** first quarter of **2023** **2024**, a 30.1% 9.5% decrease compared to 608 504 light-duty vehicles sold in the **third** first quarter of **2022** **2023**.

We sold 1,797 1,818 used commercial vehicles in the **third** first quarter of **2023**, a 1.9% 2024, an 8.0% increase compared to 1,763 1,684 used commercial vehicles in the **third** first quarter of **2022** **2023**. We expect used commercial vehicle demand and values to remain low through **2023** **2024** due to new commercial vehicle production continuing to increase, high interest rates and anticipated low freight rates.

Commercial vehicle lease and rental revenues increased \$3.8 million \$1.2 million, or 4.4% 1.4%, in the **third** first quarter of **2023** **2024**, compared to the **third** first quarter of **2022**. This 2023. The slight increase in commercial vehicle lease and rental revenues was primarily due to the delivery of new leased vehicles, as manufacturers were able to increase production, which was partially offset by a result of strong demand for lease commercial vehicles slight decrease in rental utilization.

Finance and insurance revenues decreased \$1.3 million \$1.2 million, or 17.3% 17.9%, in the **third** first quarter of **2023** **2024**, compared to the **third** first quarter of **2022** **2023**. This decrease is primarily due to the mix of purchasers of commercial vehicles. During the **third** first quarter of **2023** **2024**, most of our sales were to larger fleets, which usually arrange their own financing. We are more likely to provide financing to owner-operators and smaller fleets, which comprised a smaller percentage of commercial vehicle sales during the **third** first quarter of **2023** **2024**. Finance and insurance revenues have limited direct costs and, therefore, contribute a disproportionate share of our operating profits.

Gross Profit

Gross profit increased \$13.0 million decreased \$8.9 million, or 3.4% 2.2%, in the **third** first quarter of **2023** **2024**, compared to the **third** first quarter of **2022** **2023**. Gross profit as a percentage of sales decreased to 19.9% 20.8% in the **third** first quarter of **2023** **2024**, from 20.5% 20.9% in the **third** first quarter of **2022**. This decrease in gross profit as a percentage of sales is a result of a change in our product sales mix. Commercial vehicle sales, a lower margin revenue item, increased as a percentage of total revenues to 62.4% in the third quarter of 2023, from 61.3% in the third quarter of 2022. Aftermarket Products and Services revenues, a higher margin revenue item, decreased as a percentage of total revenues to 32.5% in the third quarter of 2023, from 33.4% in the third quarter of 2022. 2023.

Gross margins from our Aftermarket Products and Services operations decreased to 36.2% 36.5% in the **third** first quarter of **2023** **2024**, from 39.1% 38.0% in the **third** first quarter of **2022** **2023**. Gross profit for the Aftermarket Products and Services departments decreased to \$232.7 million \$236.9 million in the **third** first quarter of **2023** **2024**, from \$243.4 million \$246.1 million in the **third** first quarter of **2022** **2023**. This decrease is primarily related to continued stabilization moderating of parts pricing inflation and softening demand due to difficult economic conditions impacting many of our customers. Historically, gross margins on parts sales range from 28% to 30% and gross margins on service and collision center operations range from 66% to 68%. Gross profits from parts sales represented 58.4% 57.5% of total gross profit for Aftermarket Products and Services operations in

the **third first** quarter of **2023** **2024** and **62.8%** **61.4%** in the **third first** quarter of **2022**, **2023**. Service and collision center operations represented **41.6%** **42.5%** of total gross profit for Aftermarket Products and Services operations in the **third first** quarter of **2023** **2024** and **37.2%** **38.6%** in the **third first** quarter of **2022**, **2023**. We expect blended gross margins on Aftermarket Products and Services operations to range from 36.0% to 38.0% in **2023**, **2024**.

Gross margins on new Class 8 truck sales **remained flat** at **9.9%** **decreased to** **9.7%** in the **third first** quarter of **2023** and **2024**, from **9.8%** in the **third first** quarter of **2022**, **2023**. In **2023**, **2024**, we expect overall gross margins from new heavy-duty truck sales of approximately **9.0%** **8.5%** to **10.0%** **9.5%**.

Gross margins on new Class 4 through 7 commercial vehicle sales increased to **9.2%** **9.3%** in the **third first** quarter of **2023**, **2024**, from **7.9%** **8.8%** in the **third first** quarter of **2022**, **2023**. This increase was primarily due to the mix of purchasers during the **third first** quarter of **2023**, **2024**. For **2023**, **2024**, we expect overall gross margins from new medium-duty commercial vehicle sales of approximately **8.5%** **8.0%** to **9.5%** **9.0%**, but this will largely depend upon the mix of purchasers and types of vehicles sold.

Gross margins on used commercial vehicle sales increased to **11.3%** **21.6%** in the **third first** quarter of **2023**, **2024**, from **1.6%** **9.0%** in the **third first** quarter of **2022**, **2023**. This increase was primarily due to **strategic inventory management** of **successful execution** on our used **commercial vehicle inventory**, **truck inventory and sales strategy**. We expect margins on used commercial vehicles to range between **8.0%** **15.0%** and **10.0%** **20.0%** in **2023**, **2024**.

Gross margins from truck lease and rental sales decreased to **30.6%** **27.5%** in the **third first** quarter of **2023**, **2024**, from **31.8%** **30.2%** in the **third first** quarter of **2022**, **2023**. This decrease is primarily related to a decrease in rental utilization **rates**, which have returned to historical levels as new commercial vehicle production has normalized and **rental customers have purchased or leased new commercial vehicles**. We expect gross margins from lease and rental sales of approximately **29.0%** **28.0%** to **31.0%** **30.0%** during **2023**, **2024**. Our policy is to depreciate our lease and rental fleet using a straight-line method over each customer's contractual lease term. The lease unit is depreciated to a residual value that approximates fair value at the expiration of the lease term. This policy results in us realizing reasonable gross margins while the unit is in service and a corresponding gain or loss on sale when the unit is sold at the end of the lease term.

Finance and insurance revenues and other income, as described above, have limited direct costs and, therefore, contribute a disproportionate share of gross profit.

Selling, General and Administrative Expenses

Selling, General and Administrative ("SG&A") expenses increased **\$14.5 million** **\$6.9 million**, or **6.0%** **2.7%**, in the **third first** quarter of **2023**, **2024**, compared to the **third first** quarter of **2022**, **2023**. This increase primarily resulted from increased personnel expense, increased selling expense and other increased costs due to inflation, compared to the **third first** quarter of **2022**, **2023**. SG&A expenses as a percentage of total revenues **remained constant** at **13.0%** **increased to** **14.1%** in the **third first** quarter of **2023** and **2022**, **2024**, from **13.4%** in the **first quarter** of **2023**. Annual SG&A expenses as a percentage of total revenues have ranged from approximately 12.4% to 14.4% over the last five years. In general, when new and used commercial vehicle revenues increase as a percentage of total revenues, SG&A expenses as a percentage of total revenues will be at the lower end of this range. For **2023**, **2024**, we expect SG&A expenses as a percentage of total revenues to range from **12.8%** **13.0%** to **13.5%** **14.0%**. For **2023**, **2024**, we expect the selling portion of SG&A expenses to be approximately 25.0% to 30.0% of new and used commercial vehicle gross profit.

Interest Expense, Net

Net interest expense increased **\$7.9** **\$7.0 million**, or **126.2%** **63.6%**, in the **third first** quarter of **2023**, **2024**, compared to the **third first** quarter of **2022**, **2023**. This increase in interest expense is a result of the increase in inventory levels and rising interest rates on our variable rate debt compared to **2022**, the **first quarter** of **2023**. We expect net interest expense in **2023**, **2024** to **increase** compared to **2022**, to **increase** **2023**, primarily due to **increased borrowings under our credit facilities and the interest related to our working capital lines of credit and floor plan debt**, **thereto**, but the amount of the increase will depend on inventory levels, interest rate fluctuations and the amount of cash available to make prepayments on our floor plan arrangements. We expect that the amount of borrowings on our credit facilities will decline during the remainder of **2024** and that the net interest expense associated therewith will subside.

Income before Income Taxes

As a result of the factors described above, income before income taxes decreased **\$13.0** **\$26.3 million**, or **10.8%** **22.1%**, in the **third first** quarter of **2023**, **2024**, compared to the **third first** quarter of **2022**, **2023**.

Income Taxes

Income taxes decreased **\$3.0** **\$7.0 million**, or **9.9%** **24.8%**, in the **third first** quarter of **2023**, **2024**, compared to the **third first** quarter of **2022**, **2023**. We provided for taxes at a **25.0%** **23.0%** effective rate in the **third first** quarter of **2023**, **2024** and **24.79%** **23.8%** in the **third first** quarter of **2022**, **2023**. We expect our effective tax rate to be approximately 24.0% to 25.0% of pretax income in **2023**, **2024**.

Nine Months Ended September 30, 2023 Compared to Nine Months Ended September 30, 2022

Unless otherwise stated below, our variance explanations and future expectations with regard to the items discussed in this section are set forth in the discussion of the Three Months Ended September 30, 2023 Compared to Three Months Ended September 30, 2022.

Revenues

Total revenues increased \$676.8 million, or 13.0%, in the first nine months of 2023, compared to the first nine months of 2022. This increase was primarily the result of strong demand for new commercial vehicles, increased production of commercial vehicles from the manufacturers we represent and the consolidation of RTC Canada into our operating results as of May 2022.

Aftermarket Products and Services revenues increased \$179.3 million, or 10.2%, in the first nine months of 2023, compared to the first nine months of 2022. The increase in Aftermarket Parts and Services revenues was related to healthy demand during the first six months of 2023 and the consolidation of RTC Canada into our operating results.

Revenues from the sales of new and used commercial vehicles increased \$472.1 million, or 14.9%, in the first nine months of 2023, compared to the first nine months of 2022. The increase in new commercial vehicle revenues was primarily a result of strong demand, increased production of commercial vehicles from the manufacturers we represent and the consolidation of RTC Canada into our operating results.

We sold 12,991 new Class 8 heavy-duty trucks during the first nine months of 2023, a 9.2% increase compared to 11,896 new Class 8 heavy-duty trucks in the first nine months of 2022. According to A.C.T. Research, new U.S. Class 8 truck sales increased 12.9% in the first nine months of 2023, compared to the first nine months of 2022.

We sold 9,757 new Class 4 through 7 medium-duty commercial vehicles, including 1,232 buses, during the first nine months of 2023, a 19.3% increase compared to 8,179 new Class 4 through 7 medium-duty commercial vehicles, including 1,041 buses, in the first nine months of 2022. A.C.T. Research estimates that unit sales of new Class 4 through 7 commercial vehicles, including buses, in the U.S. increased approximately 9.2% in the first nine months of 2023, compared to the first nine months of 2022.

We sold 1,381 new light-duty commercial vehicles during the first nine months of 2023, a 7.7% decrease compared to 1,497 light-duty commercial vehicles in the first nine months of 2022.

We sold 5,350 used commercial vehicles during the first nine months of 2023, a 7.6% decrease compared to 5,787 used commercial vehicles in the first nine months of 2022.

Truck lease and rental revenues increased \$27.1 million, or 11.4%, in the first nine months of 2023, compared to the first nine months of 2022. This increase in commercial vehicle lease and rental revenues was primarily a result of strong demand for lease commercial vehicles and the consolidation of RTC Canada into our operating results.

Finance and insurance revenues decreased \$3.8 million, or 16.8%, in the first nine months of 2023, compared to the first nine months of 2022.

Gross Profit

Gross profit increased \$106.0 million, or 9.6%, in the first nine months of 2023, compared to the first nine months of 2022. Gross profit as a percentage of sales decreased to 20.5% in the first nine months of 2023, from 21.1% in the first nine months of 2022.

Gross margins from our Aftermarket Products and Services operations decreased to 37.4% in the first nine months of 2023, from 38.8% in the first nine months of 2022. Gross profit for the Aftermarket Products and Services departments was \$726.5 million in the first nine months of 2023, compared to \$683.5 million in the first nine months of 2022. This increase is primarily related to the consolidation of RTC Canada into our operating results and strong parts and service demand in the first six months of 2023. Gross profits from parts sales represented 60.1% of total gross profit for Aftermarket Products and Services operations in the first nine months of 2023 and 63.0% in the first nine months of 2022. Service and collision center operations represented 39.9% of total gross profit for Aftermarket Products and Services operations in the first nine months of 2023 and 37.0% in the first nine months of 2022.

Gross margins on new Class 8 truck sales increased to 10.0% in the first nine months of 2023, from 9.9% in the first nine months of 2022.

Gross margins on new Class 4 through 7 medium-duty commercial vehicle sales increased to 8.9% in the first nine months of 2023, from 7.9% in the first nine months of 2022.

Gross margins on used commercial vehicle sales increased to 10.8% in the first nine months of 2023, from 10.2% in the first nine months of 2022.

Gross margins from truck lease and rental sales decreased to 30.4% in the first nine months of 2023, from 31.6% in the first nine months of 2022.

Selling, General and Administrative Expenses

SG&A expenses increased \$78.2 million, or 11.3%, in the first nine months of 2023, compared to the first nine months of 2022. SG&A expenses equaled 13.1% of total revenue in the first nine months of 2023, and 13.3% in the first nine months of 2022. This increase primarily resulted from increased personnel expense, increased selling expense and other increased costs due to inflation, compared to the first nine months of 2022, and in addition, increased general and administrative expense associated with consolidation of RTC Canada into our operating results.

Interest Expense, Net

Net interest expense increased \$26.8 million, or 250.9%, in the first nine months of 2023, compared to the first nine months of 2022.

Income before Income Taxes

Income before income taxes decreased \$23.9 million, or 6.3%, in the first nine months of 2023, compared to the first nine months of 2022.

Provision for Income Taxes

Income taxes remained flat in the first nine months of 2023, compared to the first nine months of 2022. We provided for taxes at a 24.4% rate in the first nine months of 2023 and a 22.9% rate in the first nine months of 2022.

Liquidity and Capital Resources

Our short-term cash requirements are primarily for working capital, inventory financing, the renovation and expansion of existing facilities and the construction or purchase of new facilities. Historically, these cash requirements have been met through the retention of profits, borrowings under our floor plan arrangements and bank financings. As of

September 30, 2023 March 31, 2024, we had working capital of approximately \$425.7 million \$758.8 million, including \$192.0 million \$155.9 million in cash, available to fund our operations. We believe that these funds, together with expected cash flows from operations, are sufficient to meet our operating requirements for at least the next twelve months. From time to time, we utilize our excess cash on hand to pay down our outstanding borrowings under various credit agreements. The resulting interest earned on the floor plan credit agreement with BMO Harris Bank N.A. ("BMO Harris") (the "Floor Plan Credit Agreement") is recognized as an offset to our interest expense.

We continually evaluate our liquidity and capital resources based upon: (i) our cash, cash equivalents and restricted cash on hand; (ii) the funds that we expect to generate through future operations; (iii) current and expected borrowing availability under our secured line of credit, working capital lines of credit available under certain of our credit agreements and our Floor Plan Credit Agreement; and (iv) the potential impact of our capital allocation strategy and any contemplated or pending future transactions, including, but not limited to, acquisitions, equity repurchases, dividends, or other capital expenditures. We believe we will have sufficient liquidity to meet our debt service and working capital requirements, commitments and contingencies, debt repayments, acquisitions, capital expenditures and any operating requirements for at least the next twelve months.

We have a secured line of credit that provides for a maximum borrowing of \$20.0 million. There were no advances outstanding under this secured line of credit on September 30, 2023 March 31, 2024, however, \$18.0 million \$18.9 million was pledged to secure various letters of credit related to self-insurance products, leaving \$2.0 million \$1.1 million available for future borrowings as of September 30, 2023 March 31, 2024.

Our long-term debt, floor plan financing agreements and the credit agreement with Wells Fargo Bank, National Association the ("WF Credit Agreement") require us to satisfy various financial ratios such as the leverage ratio, the asset coverage ratio and the fixed charge coverage ratio. As of September 30, 2023 March 31, 2024, we were in compliance with all debt covenants related to debt secured by lease and rental units, our floor plan credit agreements and the WF Credit Agreement. We do not anticipate any breach of these covenants in the foreseeable future.

We expect to purchase or lease commercial vehicles worth approximately \$240.0 million \$200.0 million to \$260.0 million \$225.0 million for our leasing operations during 2023, 2024, depending on customer demand. We also expect to make capital expenditures for the purchase of recurring items such as computers, shop tools and equipment and company vehicles of approximately \$35.0 million to \$40.0 million during 2023.

We are currently under contract to construct a new facility in the St. Louis, Missouri area at an estimated cost of \$13.9 million. 2024.

During the third first quarter of 2023, 2024, we paid a cash dividend of \$13.7 million \$13.9 million. On July 25, 2023, the Company's Board of Directors declared a three-for-two stock split with respect to both the Company's Class A and Class B common stock. The stock split was effected in the form of a stock dividend paid on August 28, 2023, to shareholders of record as of August 7, 2023. Holders of the Company's common stock received an additional one-half share for each share of common stock held as of the record date. Additionally, on October 24, 2023 April 23, 2024, our Board of Directors declared a cash dividend of \$0.17 per share of Class A and Class B common stock, to be paid on December 12, 2023 June 10, 2024, to all shareholders of record as of November 9, 2023 May 9, 2024. The total dividend disbursement is estimated at approximately \$13.4 million. We expect to continue paying cash dividends on a quarterly basis. However, there is no assurance as to future dividends because the declaration and payment of such dividends is subject to the business judgment of our Board of Directors and will depend on historic and projected earnings, capital requirements, covenant compliance and financial conditions and such other factors as our Board of Directors deem relevant.

On December 2, 2022 December 6, 2023, we announced that our Board of Directors approved a new stock repurchase program authorizing management to repurchase, from time to time, up to an aggregate of \$150.0 million of our shares of Class A common stock and/or Class B common stock. In connection with the adoption of the new stock repurchase plan, we terminated the prior stock repurchase plan, which was scheduled to expire on December 31, 2022 December 31, 2023. Repurchases, if any, will be made at times and in amounts as we deem appropriate and may be made through open market transactions at prevailing market prices, privately negotiated transactions or by other means in accordance with federal securities laws. The actual timing, number of shares and value of repurchases under the stock repurchase program will be determined by management at its discretion and will depend on a number of factors, including market conditions, stock price and other factors. As of September 30, 2023 March 31, 2024, we had repurchased \$114.9 million \$73.2 million of our shares of common stock under the current stock repurchase program, excluding federal excise tax. The current stock repurchase program expires on December 31, 2023 December 31, 2024, and may be suspended or discontinued at any time.

The Inflation Reduction Act of 2022 imposed a nondeductible 1% excise tax on the net value of certain stock repurchases made after December 31, 2022. We have reflected the applicable excise tax in treasury stock as part of the cost basis of the stock repurchased.

We anticipate funding the capital expenditures for the improvement and expansion of existing facilities and recurring expenses through our operating cash flows. We have the ability to can fund the construction or purchase of new facilities through our operating cash flows or by financing.

We have no other material commitments for capital expenditures as of September 30, 2023 March 31, 2024. However, we will continue to purchase vehicles for our lease and rental operations and authorize capital expenditures for the improvement or expansion of our existing dealership facilities and construction or purchase of new facilities based on market opportunities.

Cash Flows

Cash. The following table summarizes our cash equivalents and restricted cash decreased by \$9.1 million during flows for the nine months ended September 30, 2023 and increased by \$71.4 million during the nine months ended September 30, 2022. The major components of these changes are discussed below. periods indicated (in thousands)

	Three Months Ended March 31,	
	2024	2023
Net cash provided by (used in):		
Operating activities	\$ (155,053)	\$
Investing activities	(69,188)	
Financing activities	196,451	
Net (decrease) increase in cash	<u><u>\$ (27,790)</u></u>	<u><u>\$</u></u>

Cash Flows from Operating Activities

Cash flows from operating activities include net income adjusted for non-cash items and the effects of changes in working capital. During the first nine months quarter of 2023, 2024, operating activities resulted in net cash provided used in by operations of \$211.1 million \$155.1 million. Net cash provided by operating activities primarily consisted of \$269.9 million \$71.5 million in net income, as well as non-cash adjustments related to depreciation and amortization of \$165.1 million \$56.8 million, gain on sale of property and equipment of \$0.6 million, stock-based compensation of \$25.3 million and the benefit for deferred income tax expense of \$3.5 million \$14.1 million. Cash used by operating activities included an aggregate of \$252.2 million \$297.4 million net change in operating assets and liabilities. Included in the net change in operating assets and liabilities were cash inflows of \$4.5 million \$17.4 million from the increase in accounts payable, which was offset primarily by cash outflows of \$193.7 million \$215.5 million from the increase in inventories, \$42.8 million \$49.9 million from the increase in accounts receivable, \$13.3 million \$17.7 million from the decrease in customer deposits and \$4.1 million \$26.9 million from the decrease increase in accrued expenses. The majority Most of our commercial vehicle inventory is financed through our floor plan credit agreements.

During the first nine months quarter of 2022, 2023, operating activities resulted in net cash provided by operations of \$183.3 million \$92.5 million. Net cash provided by operating activities primarily consisted of \$293.8 million \$90.8 million in net income, as well as non-cash adjustments related to depreciation and amortization of \$146.5 million \$53.9 million, gain on sale deferred income tax provision of property \$3.2 million and equipment, gain on joint venture and gain on business acquisition of \$21.9 million, stock-based compensation of \$21.6 million and the benefit for deferred income tax expense of \$7.9 million \$13.1 million. Cash used provided by operating activities included an aggregate of \$264.5 million \$65.2 million net change in operating assets and liabilities. Included in the net change in operating assets and liabilities were primarily cash inflows outflows of \$44.1 million \$9.0 million from the increase in accounts payable, \$9.7 million receivable, \$52.8 million from the increase in inventory, \$15.9 million from the decrease in customer deposits and \$25.5 million \$11.5 million from the increase decrease in accrued expenses, which was were offset primarily by cash outflows inflows of \$264.7 million \$27.1 million from the increase in inventories and \$75.1 million from the net increase in accounts receivable, payable.

Cash Flows from Investing Activities

During the first nine months quarter of 2023, 2024, cash used in investing activities was \$291.0 million \$69.2 million. Cash flows used in investing activities consist primarily of cash used for the acquisition of property and equipment. Acquisition of property and equipment totaled \$289.1 million \$79.1 million during the first six three months of 2023, 2024 and consisted primarily of purchases of machine machinery and shop equipment, furniture and fixtures, real estate and facilities, improvements to our existing dealership facilities and \$210.5 million \$52.1 million for purchases of rental and lease vehicles for our rental and leasing operations.

During the first nine months quarter of 2022, 2023, cash used in investing activities was \$168.2 million totaled \$95.5 million. Cash flows used in investing activities consist primarily of cash used for the acquisition of property and equipment. Acquisition of property and equipment Capital expenditures totaled \$175.2 million \$90.4 million during the first nine months quarter of 2022, 2023 and consisted primarily of purchases of machine property and shop equipment, furniture and fixtures, real estate and facilities, improvements to our existing dealership facilities and \$122.3 million \$75.2 million for purchases of rental and lease vehicles for our the rental and leasing operations.

Cash Flows from Financing Activities

Cash flows from financing activities include borrowings and repayments of long-term debt and net proceeds of floor plan notes payable, non-trade. During the first nine months quarter of 2023, 2024, financing activities resulted in net cash provided by financing activities of \$70.8 million \$196.5 million, primarily related to \$188.4 million \$110.2 million from net draws on floor plan notes payable, non-trade, \$995.1 million \$698.8 million from borrowings of long-term debt and \$14.7 million \$9.4 million from the issuance of shares related to equity compensation plans. These cash inflows were offset by cash outflows of \$976.2 million \$592.9 million used for principal repayments of long-term debt and capital finance lease obligations, \$107.0 million \$5.6 million used for repurchases of common stock, \$7.0 million \$9.5 million for taxes paid related to net share settlement of equity awards and \$37.1 million \$13.9 million used for payment of cash dividends.

During the first nine months quarter of 2022, 2023, financing activities resulted provided \$28.3 million in net cash provided by financing activities of \$56.6 million, flow. Cash outflows were primarily related to \$277.3 million from net draws on floor plan notes payable, non-trade, \$695.2 million from borrowings of long-term debt and \$11.1 million from the issuance of shares related to equity compensation plans. These cash inflows were offset by cash outflows of \$799.8 million \$275.3 million used for principal repayments of long-term debt and capital finance lease obligations, \$52.3 million \$24.0 million used for repurchases the repurchase of our common stock \$8.7 million and \$12.1 million used for taxes paid related to net share settlement of equity awards and \$33.1 million used for the payment of cash dividends. These cash outflows were offset by cash inflows related to borrowings of \$257.7 million of long-term debt and \$82.6 million used for net draws on floor plan (non-trade).

On September 14, 2021, we entered into the WF Credit Agreement with the lenders signatory thereto (the "WF Lenders") and Wells Fargo Bank, National Association ("WF"), as Administrative Agent (in such capacity, the "WF Agent") which was amended effective November 30, 2022. Pursuant to the terms of the WF Credit Agreement (as amended), the WF Lenders have agreed to make up to \$175.0 million of revolving credit loans for certain of our capital expenditures, including commercial vehicle purchases for our Idealease leasing and rental fleet, and general working capital needs. We expect to use the revolving credit loans available under the WF Credit Agreement primarily for the purpose of purchasing commercial vehicles for our Idealease lease and rental fleet. We may borrow, repay and reborrow amounts pursuant to the WF Credit Agreement from time to time until the maturity date. Borrowings under the WF Credit Agreement bear interest per annum, payable on each interest payment date, as defined in the WF Credit Agreement, at (A) the daily simple, secured overnight financing rate ("SOFR") SOFR plus (i) 1.25% or (ii) 1.5%, depending on our consolidated leverage ratio or (B) on or after the term SOFR transition date, the term SOFR plus (i) 1.25% or (ii) 1.5%, depending on our consolidated leverage ratio. The WF Credit Agreement expires on September 14, 2024 September 14, 2026, although, upon the occurrence and during the continuance of an event of default, the WF Agent has the right to, or upon the request of the required lenders must, terminate the commitments and declare all outstanding principal and interest due and payable. We may terminate the commitments at any time. On September 30, 2023 March 31, 2024, we had approximately \$104.8 million \$174.7 million outstanding under the WF Credit Agreement.

On October 1, 2021 November 1, 2023, we the Company entered into that certain Amended and Restated Inventory Financing and Purchase Money Security Agreement with PACCAR Leasing Company ("PLC"), a division of PACCAR Financial Corp. (the "PLC Agreement"). Pursuant to the terms of the PLC Agreement, PLC agreed to make up to \$300.0 million of revolving credit loans to finance certain of our capital expenditures, including commercial vehicle purchases and other equipment to be leased or rented through our PacLease franchises. On April 9, 2024, the PLC agreement was amended to increase the total loan commitment to \$375.0 million. We may borrow, repay and reborrow amounts pursuant to the PLC Agreement from time to time until the maturity date, provided, however, that the outstanding principal amount on any date shall not exceed the borrowing base. In addition, we must maintain a minimum balance of \$190.0 million. Advances under the PLC Agreement bear interest per annum, payable on the fifth day of the following month, at our option, at either (A) the prime rate, minus 1.55% 1.95%, provided that the floating rate of interest is subject to a floor of 0%, or (B) a fixed rate, to be determined between us and PLC in each instance of borrowing at a fixed rate. The PLC Agreement expires on October 1, 2025 December 1, 2025, although either party has the right to terminate the PLC Agreement at any time upon 180 days written notice. If we terminate the PLC Agreement prior to October 1, 2025, then all payments will be deemed to be voluntary prepayments subject to a potential prepayment premium. On September 30, 2023 March 31, 2024, we had approximately \$150.0 million \$300.0 million outstanding under the PLC Agreement.

Most of our commercial vehicle purchases are made on terms requiring payment to the manufacturer within 15 to 60 days or less from the date the commercial vehicles are invoiced from the factory. Navistar Financial Corporation and Peterbilt offer trade terms that provide an interest-free inventory stocking period for certain new commercial vehicles. This interest-free period is generally 15 to 60 days. If the commercial vehicle is not sold within the interest-free period, we then finance the commercial vehicle under the Floor Plan Credit Agreement. On September 14, 2021, we entered into the Floor Plan Credit Agreement with BMO Harris and the lenders signatory thereto. The Floor Plan Credit Agreement includes an aggregate loan commitment of \$1.0 billion. Prior to June 1, 2023, borrowings under the Floor Plan Credit Agreement bore interest at an annual rate equal to (A) the greater of (i) zero and (ii) one month London Interbank Offered Rate ("LIBOR"), LIBOR, determined on the last day of the prior month, plus (B) 1.10% and were payable monthly. On May 31, 2023, we entered into the First Amendment to the Floor Plan Credit Agreement that changed the benchmark interest rate to Term SOFR, as defined by in the First Amendment amendment. Effective June 1, 2023, borrowings under the Floor Plan Credit Agreement now bear interest per annum, payable monthly, at (A) the greater of (i) zero and (ii) Term SOFR, plus (B) 1.20%. Borrowings under the Floor Plan Credit Agreement for the purchase of used inventory are limited to \$150.0 million and loans for working capital purposes are limited to \$200.0 million. The Floor Plan Credit Agreement expires September 14, 2026, although BMO Harris has the right to terminate at any time upon 360 days written notice and we may terminate at any time, subject to specified limited exceptions. On September 30, 2023 March 31, 2024, we had approximately \$947.7 million \$1.0 billion outstanding under the Floor Plan Credit Agreement. The average daily outstanding borrowings under the Floor Plan Credit Agreement were \$855.5 million \$958.3 million during the nine first three months ended September 30, 2023 March 31, 2024. We utilize our excess cash on hand to pay down our outstanding borrowings under the Floor Plan Credit Agreement, and the resulting interest earned is recognized as an offset to our gross interest expense under the Floor Plan Credit Agreement.

On May 31, 2022, RTC Canada entered into that certain BMO Revolving Lease and Rental Credit Agreement (the "RTC Canada Revolving Credit Agreement") with BMO. Pursuant to the terms of the RTC Canada Revolving Credit Agreement, BMO agreed to make up to \$120.0 million CAD of revolving credit loans to finance certain of RTC Canada's capital expenditures, including commercial vehicle purchases and other equipment to be leased or rented through RTC Canada's Idealease franchise, with an additional \$20.0 million CAD available upon the request of RTC Canada and consent of BMO. Advances under the RTC Canada Revolving Credit Agreement bear interest per annum, payable on the first business day of each calendar month, at the Canadian Offered Dollar Rate ("CDOR"), CDOR, plus 1.35%. The RTC Canada Revolving Credit Agreement expires September 14, 2026. On September 30, 2023 March 31, 2024, we had approximately \$71.7 million \$67.4 million CAD outstanding under the RTC Canada Revolving Credit Agreement.

On July 15, 2022, RTC Canada entered into that certain Amended and Restated BMO Wholesale Financing and Security Agreement (the "RTC Canada Floor Plan Agreement") with Bank of Montreal ("BMO"). Pursuant to the terms of the Agreement, BMO agreed to make up to \$116.7 million CAD of revolving credit loans to finance RTC Canada's purchase of new and used vehicle inventory. Loans to purchase used vehicle inventory are limited to twenty percent (20%) of the credit limit available at such time. RTC Canada may borrow, repay and reborrow loans from time to time until the maturity date, provided, however, that the outstanding principal amount on any date shall not exceed the credit limits set forth above with respect to new and used vehicles. Prior to June 1, 2023, advances under the RTC Canada Floor Plan Agreement bore interest per annum, payable on the first business day of each calendar month, at CDOR, plus 0.90% and in the case of an advance required to be made in USD dollars, at LIBOR, plus 1.10%. On June 1, 2023, RTC Canada entered into the First Amendment to the RTC Canada Floor Plan Agreement that changed the interest rate in the case of an advance required to be made in USD dollars to Term SOFR, as defined by in the First Amendment. Effective June 1, 2023, advances required to be made in USD dollars under the RTC Canada Floor Plan Agreement will now bear interest per annum, payable monthly, at Term SOFR, plus 1.20%. The RTC Canada Floor Plan Agreement expires September 14, 2026. On September 30, 2023 March 31, 2024, we had approximately \$67.2 million \$72.5 million CAD outstanding under the RTC Canada Floor Plan Agreement.

Backlog

On September 30, 2023 March 31, 2024, our backlog of commercial vehicle orders was approximately \$3,297.4 million \$2,047.1 million, compared to a backlog of commercial vehicle orders of approximately \$3,300.1 million \$4,209.9 million on September 30, 2022 March 31, 2023. The flatness of decrease in our backlog primarily reflects the allocation decisions of decreased demand for new Class 8 trucks resulting from production catching up to pent-up demand caused by limited production over the manufacturers we represent and continued demand associated with production constraints experienced by the manufacturers we represent. Our backlog is determined quarterly by multiplying the number of new commercial vehicles for each particular type of commercial vehicle ordered by a customer at our Rush Truck Centers by the recent average selling price for that type of commercial vehicle. We include only confirmed orders in our backlog. However, such orders are subject to cancellation. In the event of order cancellation, we have no contractual right to the total revenues reflected in our backlog. The delivery time for a custom-ordered commercial vehicle varies depending on the truck specifications and demand for the particular model ordered. We sell the majority most of our new heavy-duty commercial vehicles by customer special order, and we sell the majority of our medium- and light-duty commercial vehicles out of inventory. Orders from a number several of our major fleet customers are included in our backlog as of September 30, 2023 March 31, 2024, and we expect to fill the majority most of our backlog orders during the remainder of 2023 and the first half of 2024, assuming that the manufacturers we represent can meet their current production schedule. Our current backlog continues to be much higher than normal. Given the potential for industry headwinds in the coming months caused by lower spot rates and higher interest rates, which could negatively impact industry demand for new commercial vehicles moving forward, we believe that the longer it takes to fill our backlog, the greater the risk that a significant amount of commercial vehicle orders currently reflected in our backlog could be cancelled.

Seasonality

Our Truck Segment is moderately seasonal. Seasonal effects on new commercial vehicle sales related to the seasonal purchasing patterns of any single customer type are mitigated by the diverse geographic locations of our dealerships and our diverse customer base, including regional and national fleets, local and state governments, corporations, and owner-operators. However, Aftermarket Products and Services operations historically have experienced higher sales volumes in the second and third quarters.

Cyclical

Our business is dependent on a number of factors including general economic conditions, fuel prices, interest rate fluctuations, credit availability, environmental and other government regulations and customer business cycles. Unit sales of new commercial vehicles have historically been subject to substantial cyclical variation based on these general economic conditions. According to data published by A.C.T. Research, in the last ten years, total U.S. retail sales of new Class 8 commercial vehicles have ranged from a low of approximately 187,600 in 2013, to a high of approximately 281,440 in 2019. Through geographic expansion, concentration on higher margin Aftermarket Products and Services and diversification of our customer base, we have attempted to reduce the negative impact of adverse general economic conditions or cyclical trends affecting the Class 8 commercial vehicle industry on our earnings.

Environmental Standards and Other Governmental Regulations

We are subject to federal, state, and local environmental laws and regulations governing the following: discharges into the air and water; the operation and removal of underground and aboveground storage tanks; the use, handling, storage and disposal of hazardous substances, petroleum and other materials; and the investigation and remediation of environmental impacts. As with commercial vehicle dealerships generally, and vehicle service, parts and collision center operations in particular, our business involves the generation, use, storage, handling and contracting for recycling or disposal of hazardous materials or wastes and other environmentally sensitive materials. We have incurred, and will continue to incur, capital and operating expenditures and other costs in complying with such laws and regulations.

Our operations involving the use, handling, storage, and disposal of hazardous and nonhazardous materials are subject to the requirements of the federal Resource Conservation and Recovery Act, or RCRA, and comparable state statutes. Pursuant to these laws, federal and state environmental agencies have established approved methods for handling, storage, treatment, transportation, and disposal of regulated substances with which we must comply. Our business also involves the operation and use of aboveground

and underground storage tanks. These storage tanks are subject to periodic testing, containment, upgrading and removal under RCRA and comparable state statutes. Furthermore, investigation or remediation may be necessary in the event of leaks or other discharges from current or former underground or aboveground storage tanks.

We may also have liability in connection with materials that were sent to third-party recycling, treatment, or disposal facilities under the federal Comprehensive Environmental Response, Compensation and Liability Act, or CERCLA, and comparable state statutes. These statutes impose liability for investigation and remediation of environmental impacts without regard to fault or the legality of the conduct that contributed to the impacts. Responsible parties under these statutes may include the owner or operator of the site where impacts occurred and companies that disposed, or arranged for the disposal, of the hazardous substances released at these sites. These responsible parties also may be liable for damages to natural resources. In addition, it is not uncommon for neighboring landowners and other third parties to file claims for personal injury and property damage allegedly caused by the release of hazardous substances or other materials into the environment.

The federal Clean Water Act and comparable state statutes require containment of potential discharges of oil or hazardous substances and require preparation of spill contingency plans. Water quality protection programs govern certain discharges from some of our operations. Similarly, the federal Clean Air Act and comparable state statutes regulate emissions of various air emissions through permitting programs and the imposition of standards and other requirements.

The Environmental Protection Agency ("EPA") and the National Highway Traffic Safety Administration ("NHTSA"), on behalf of the U.S. Department of Transportation, issued rules associated with reducing greenhouse gas ("GHG") emissions and improving the fuel efficiency of medium and heavy-duty trucks and buses for current model years through 2027. In March 2024, the EPA issued additional rules associated with reducing GHG emissions from medium and heavy-duty trucks and buses for model years 2027 through 2032. In addition, in August 2021, the President of the United States issued an executive order intended to increase fuel efficiency, further reduce GHG emissions and speed up the development of "zero-emission" vehicles. The executive order calls for the EPA and the Secretary of Transportation to adopt new rules and regulations for commercial vehicles starting as early as model year 2027. Similarly, in June 2020, the California Air Resources Board ("CARB") adopted a final rule that is intended to phase out the sale of internal combustion engine commercial vehicles over time by requiring a certain percentage of each manufacturer's commercial vehicles sold within the state to be "zero-emission vehicles," or "near-zero emission vehicles," starting in model year 2024. In July 2023, CARB and various manufacturers of heavy-duty commercial vehicles and engines, including PACCAR, Navistar, Ford, Hino, Isuzu and Cummins, entered into the Clean Truck Partnership, whereby the manufacturers agreed to comply with CARB's emission requirements where applicable, regardless of whether any entity challenges CARB's rule-making authority, and CARB agreed to work with manufacturers to provide reasonable lead time to meet CARB's requirements and before imposing new regulations. In addition, CARB agreed to align its nitrogen oxide emissions rules with the EPA's, which go into effect starting in model year 2027, and modify certain of its 2024 nitrogen oxide emissions regulations for currently in effect, with respect to which manufacturers will may provide certain offsets as needed to meet California's CARB's emission targets, target in exchange for the ability to sell legacy engines. Since July 2020, a group of eighteen U.S. states and the District of Columbia have entered into a joint memorandum of understanding that adopts at least a portion of CARB's emissions regulations and commits each of them to work together to advance and accelerate the market for electric Class 3 through 8 commercial vehicles. Six of the states are states where we operate new commercial vehicle dealerships: California, Colorado, Nevada, New Mexico, North Carolina, and Virginia. The signatories to the memorandum all agreed on a goal of ensuring that 100% of new Class 3 through 8 commercial vehicles are zero emission by 2050, with an interim target of 30% zero emission vehicles by 2030. Attaining these goals would likely require the adoption of new laws and regulations and we cannot predict at this time whether such laws and regulations would have an adverse impact on our business. Additional regulations, or CARB's enforcement of its existing regulations, could result in increased compliance costs, additional operating restrictions, or changes in demand for our products and services, which could have a material adverse effect on our business, financial condition and results of operations.

We do not believe that we currently have any material environmental liabilities or that compliance with environmental laws and regulations will have a material adverse effect on our results of operations, financial condition, or cash flows. However, soil and groundwater impacts are known to exist at some of our dealerships. Further, environmental laws and regulations are complex and subject to change. In addition, in connection with acquisitions, it is possible that we will assume or become subject to new or unforeseen environmental costs or liabilities, some of which may be material. In connection with our dispositions, or prior dispositions made by companies we acquire, we may retain exposure for environmental costs and liabilities, some of which may be material. Compliance with current or amended, or new or more stringent, laws or regulations, stricter interpretations of existing laws or the future discovery of environmental conditions could require additional expenditures by us, which could materially adversely affect our results of operations, financial condition, or cash flows. In addition, such laws could affect demand for the products that we sell.

ITEM 3. Quantitative and Qualitative Disclosures about Market Risk.

Market risk represents the risk of loss that may impact the financial position, results of operations, or cash flows of the Company due to adverse changes in financial market prices, including interest rate risk, and other relevant market rate or price risks.

We are exposed to market risk through interest rates related to our floor plan financing agreements, the WF Credit Agreement, the PLC Agreement and discount rates related to finance sales. Our floor plan debt is based on SOFR and CDOR, the WF Credit Agreement is based on SOFR, the RTC Canada Revolving Agreement is based on CDOR and the PLC Agreement is based on the prime rate. As of September 30, 2023 March 31, 2024, we had floor plan borrowings and borrowings from WF, BMO and PLC in the amount of \$1,429.1 million \$1,773.3 million. Assuming an increase or decrease in SOFR, CDOR or the prime rate of 100 basis points, annual interest expense could correspondingly increase or decrease by approximately \$14.3 million \$17.7 million.

ITEM 4. Controls and Procedures.

The Company, under the supervision and with the participation of management, including the Company's principal executive officer and chief financial officer, evaluated the effectiveness of our disclosure controls and procedures as of the end of the period covered by this report. Based on that evaluation, the principal executive officer and chief financial officer concluded that our disclosure controls and procedures were effective as of **September 30, 2023** **March 31, 2024**, to ensure that information required to be disclosed in the reports filed or submitted under the Securities Exchange Act of 1934 is (i) recorded, processed, summarized and reported within the time periods specified in the Securities and Exchange Commission's rules and forms, and (ii) is accumulated and communicated to Company management, including the principal executive officer and chief financial officer, as appropriate, to allow timely decisions regarding required disclosure.

There has been no change in our internal control over financial reporting that occurred during the three months ended **September 30, 2023** **March 31, 2024**, that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

PART II. OTHER INFORMATION

ITEM 1. Legal Proceedings.

From time to time, we are involved in litigation arising out of our operations in the ordinary course of business. We maintain liability insurance, **through self-insurance and third-party excess insurance**, including product liability coverage, in amounts deemed adequate by management. However, an uninsured or partially insured claim, or claim for which indemnification is not available, could have a material adverse effect on our financial condition or results of operations. As of **September 30, 2023** **March 31, 2024**, we believe that there are no pending claims or litigation, individually or in the aggregate, that are reasonably likely to have a material adverse effect on our financial position or results of operations. However, due to the inherent uncertainty of litigation, there can be no assurance that the resolution of any particular claim or proceeding would not have a material adverse effect on our financial condition or results of operations for the fiscal period in which such resolution occurred.

ITEM 1A. Risk Factors.

While we attempt to identify, manage and mitigate risks and uncertainties associated with our business to the extent practical under the circumstances, some level of risk and uncertainty will always be present. Item 1A, Part I of our **2022** **2023** Annual Report on Form 10-K (the **"2022** **"2023** Annual Report") describes some of the risks and uncertainties associated with our business that have the potential to materially affect our business, financial condition or results of operations.

There has been no material change in our risk factors disclosed in our **2022** **2023** Annual Report.

ITEM 2. Unregistered Sales of Equity Securities and Use of Proceeds.

The Company did not make any unregistered sales of equity securities during the **third** **first** quarter of **2023** **2024**.

A summary of the Company's stock repurchase activity for the **third** **first** quarter of **2023** **2024** is as follows:

Period	Total			Average			Approximate Dollar Value of Shares that May Yet be Purchased Under the Plans or Programs (3)
	Number of Shares Purchased (1)(2)(3)	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs (2)	Average Price Paid Per Share (1)	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs (2)			
Period	(1)(2)(3)	(1)					
January 1	—						
January 31,							
2024	127,974	\$ 43.93 (4)		127,974			\$ 76,795,178

							Approximate Dollar Value
		Total Number of Shares					of
		Purchased as					Shares that
		Part of a Publicly Announced Plans or Programs (2)					May Yet be Purchased Under the Plans or Programs
February 1 –							
February 29, 2024	44		44.71 (5)		(3)		
July 1 – July 31, 2023		267,329	\$ 42.00 (4)			267,329	\$ 67
August 1 –							
August 31, 2023	375,636 44	42.99	76,793,209				
(5)							
March 1 – March 31, 2024	375,636 –		51,224,059				
September 1 –							
September 30, 2023	386,507 –	41.76	(6)			386,507 –	35,071,032 76
Total	1,029,471 128,018					1,029,471 128,018	

- (1) The calculation of the average price paid per share does not give effect to any fees, commissions or other costs associated with the repurchase of such shares.
- (2) The shares represent Class A Common Stock and/or Class B Common Stock repurchased by the Company.
- (3) On December 2, 2022 December 6, 2023, we announced the approval of a new stock repurchase program, effective December 2022 December 5, 2023, authorizing management to repurchase, from time to time, up to an aggregate of \$150.0 million of our shares Class A common stock and/or Class B common stock.
- (4) Represents 197,061 127,969 shares of Class A Common Stock at an average price paid per share of \$43.93 and 5 shares of Class Common Stock at an average price paid per share of \$40.84 and 70,268 shares of Class B Common Stock at an average price paid per share of \$45.27. \$45.00.
- (5) Represents 277,469 44 shares of Class A Common Stock at an average price paid per share of \$42.11 and 98,167 shares of Class Common Stock at an average price paid per share of \$45.49. \$44.71.
- (6) Represents 275,519 shares of Class A Common Stock at an average price paid per share of \$40.52 and 110,988 shares of Class Common Stock at an average price paid per share of \$44.84.

ITEM 3. Defaults Upon Senior Securities.

Not Applicable

ITEM 4. Mine Safety Disclosures.

Not Applicable

ITEM 5. Other Information.

During the three months ended September 30, 2023 March 31, 2024, none of the Company's directors or officers (as defined Rule 16a-1(f) of the Securities Exchange Act of 1934) adopted, terminated or modified a Rule 10b5-1 trading arrangement or non-Rule 10b5-1 trading arrangement (as such terms are defined in Item 408 of Regulation S-K).

ITEM 6. Exhibits.

Exhibit Number	Exhibit Title
3.1	Restated Articles of Incorporation of Rush Enterprises, Inc. (incorporated herein by reference to Exhibit 3.1 of the Company's Quarterly Report on Form 10-Q (File No. 000-20797) for the quarter ended June 30, 2008)
3.2	Certificate of Amendment to the Restated Articles of Incorporation of Rush Enterprises, Inc. (incorporated herein by reference to Exhibit 3.2 of the Company's Quarterly Report on Form 10-Q (File No. 000-20797) for the quarter ended June 30, 2023)
3.3	Rush Enterprises, Inc. Amended and Restated Bylaws (incorporated herein by reference to Exhibit 3.1 of the Company's Current Report on Form 8-K (File No. 000-20797) filed May 21, 2013)
3.4	First Amendment to Amended and Restated Bylaws of Rush Enterprises, Inc. (incorporated herein by reference to Exhibit 3.1 of the Company's Current Report on Form 8-K (File No. 000-20797) filed May 24, 2021)
10.1	First Amendment to Second Amended and Restated Inventory, Financing and Purchase Money Security Agreement, dated as of November 1, 2023 April 9, 2024 by and between Rush Truck Leasing, Inc. and PACCAR Leasing Company (incorporated by reference to Exhibit 10.1 of the Company's Current Report on Form 8-K (File No. 000-20797) filed November 6, 2023 April 1, 2024)
10.2	\$300.0 million Second Amended and Restated Promissory Note dated November 1, 2023 April 9, 2024 (incorporated by reference to Exhibit 10.2 of the Company's Current Report on Form 8-K (File No. 000-20797) filed November 6, 2023 April 15, 2024)
10.3*	Amended and Restated Amendment to Dealer Sales and Service Agreements
31.1*	Certification of CEO pursuant to Rules 13a-14(a) and 15d-14(a) adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
31.2*	Certification of CFO pursuant to Rules 13a-14(a) and 15d-14(a) adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
32.1**	Certification of CEO pursuant to 18 U.S.C. Section 1350 as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
32.2**	Certification of CFO pursuant to 18 U.S.C. Section 1350 as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
101.INS	XBRL Instance Document – The instance document does not appear in the Interactive Data File because its XBRL tags are embedded within the inline XBRL document
101.SCH*	Inline XBRL Taxonomy Extension Schema Document.
101.CAL*	Inline XBRL Taxonomy Extension Calculation Linkbase Document.
101.DEF*	Inline XBRL Taxonomy Extension Definition Linkbase Document.
101.LAB*	Inline XBRL Taxonomy Extension Label Linkbase Document
101.PRE*	Inline XBRL Taxonomy Extension Presentation Linkbase Document
104	Cover Page Interactive Data File (embedded within the Inline XBRL and contained in Exhibit 101)

* filed herewith

** This exhibit shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, or otherwise subject to the liability of that section, and shall not be deemed to be incorporated by reference into any filing under the Securities Act of 1933 or the Securities Exchange Act of 1934.

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SIGNATURES

Pursuant to the requirements 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.

RUSH ENTERPRISES, INC.

Date: November 9, 2023 May 10, 2024

By: /S/ W.M. "RUSTY" RUSH

W.M. "Rusty" Rush

President, Chief Executive Officer and
Chairman of the Board
(Principal Executive Officer)

Date: November 9, 2023 May 10, 2024

By: /S/ STEVEN L. KELLER

Steven L. Keller

Chief Financial Officer and Treasurer
(Principal Financial and Accounting Officer)

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Exhibit 10

AMENDED AND RESTATED AMENDMENT TO EXHIBIT 31.1 DEALER SALES AND SERVICE AGREEMENTS

This Amended and Restated Amendment to Dealer Sales and Service Agreement (this "AMENDMENT") is effective July 6, 2023, between Peterbilt Motors Company, a division of PACCAR Inc, a Delaware corporation ("PETERBILT") and:

Rush Truck Centers of Alabama, Inc., a Delaware corporation ("Rush Alabama"), Rush Truck Centers of Arizona, Inc., a Delaware corporation ("Rush Arizona"), Rush Truck Centers of California, Inc., a Delaware corporation ("Rush California"), Rush Truck Centers of Colorado, Inc., a Delaware corporation ("Rush Colorado"), Rush Truck Centers of Florida, Inc., a Delaware corporation ("Rush Florida"), Rush Truck Centers of Kentucky, Inc., a Delaware corporation ("Rush Kentucky"), Rush Truck Centers of Nevada, Inc., a Delaware corporation ("Rush Nevada"), Rush Truck Centers of New Mexico, Inc., a Delaware corporation ("Rush New Mexico"), Rush Truck Centers of Oklahoma, Inc., a Delaware corporation ("Rush Oklahoma"), Rush Truck Centers of Tennessee, Inc., a Delaware corporation ("Rush Tennessee"), Rush Truck Centers of Texas, LP, a Texas Limited Partnership ("Rush Texas"), and Rush Enterprises, Inc. ("Rush Enterprises")

(Rush Alabama, Rush Arizona, Rush California, Rush Colorado, Rush Florida, Rush Kentucky, Rush Nevada, Rush New Mexico, Rush Oklahoma, Rush Tennessee, and Rush Texas collectively, the "Companies" and individually, a "Company"). Capitalized terms used herein but not defined herein have the respective meaning given them in the Dealer Sales and Service Agreements (as defined below).

RECITALS

PACCAR is a party to certain Dealer Sales and Service Agreements (individually, a "Dealer Sales and Service Agreement" and collectively, the "Dealer Sales and Service Agreements"), with each of the Companies pursuant to which each Company is a DEALER and was granted Peterbilt dealership(s) in the territories specified in each Dealer Sales and Service Agreement. The Dealer Sales and Service Agreements currently in effect are attached as Exhibit A.

PACCAR, Rush Enterprises, and the Companies amended the Dealer Sales and Service Agreements by Amendments and Restatements to the Dealer Sales and Service Agreements dated October 5, 2000, June 15, 2006, and December 19, 2012 (the "Prior Amendments").

PACCAR, Rush Enterprises and the Companies desire that this Amendment supersede and replace the Prior Amendments and that the Amendment apply to all Dealer Sales and Service Agreements currently in effect between Peterbilt and the Companies, any and all extensions, amendments and renewals to such Dealer Sales and Service Agreements (collectively, "Renewal Agreements") and all future Dealer Sales and Service Agreements (collectively, "Future Agreements") entered into between Peterbilt and the Companies, includin

any not currently existing subsidiaries to Rush Enterprises, Inc. This Agreement, with respect to its contents and changes only, shall supersede any integration clauses in these Renewal Agreements and Future Agreements.

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Exhibit 10

AGREEMENTS

In consideration of the foregoing premises and of the mutual promises contained herein and for \$10.00 and other good and valuable consideration, the adequacy, receipt and sufficiency of which are hereby acknowledged, the parties agree that (a) this Amendment shall supersede and replace the Prior Amendments and (b) the Dealer Sales and Service Agreements, Renewal Agreements, and Future Agreements shall be amended by this Amendment as follows:

1. Article IV.C "OWNERSHIP" of each of the Dealer Sales and Service Agreements shall be deleted in its entirety and shall be replaced with the following:

C. Ownership: Addendum D also sets forth the identity of the persons who have been approved by PETERBILT to have, with their respective associates, the principal beneficial ownership interest (in the aggregate no less than 22% of the voting power of the outstanding shares of capital stock) in Rush Enterprises Inc., the parent of DEALER (called "DEALER PRINCIPAL(S)").

Addendum D also defines and sets forth the OPERATING MANAGER(S) of DEALER. The effectiveness of DEALER is ultimately dependent upon the OPERATING MANAGER(S) who must assume full managerial authority and responsibility for DEALER business. OPERATING MANAGERS may or may not have ownership interests. DEALER agrees to notify PETERBILT of any changes in the OPERATING MANAGER(S). Any change of Addendum D or of the OPERATING MANAGER(S) must be in writing and signed by the parties hereto.

DEALER shall have the right to assign its rights and obligations under this AGREEMENT to any entity so long as the majority of the capital stock entitled to vote on the election of directors of such entity or its parent (as defined in Rule-405 under the Securities Act of 1933, as amended) is beneficially owned (as defined in Rule 13d-3 under the Securities Exchange Act of 1934) in the aggregate by Rush Enterprises, Inc. or the DEALER PRINCIPAL(S) and their respective associates (as defined in Rule 12b-2 under the Securities Exchange Act of 1934).

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Exhibit 10

2. Article VIII.B.1.g of each of the Dealer Sales and Service Agreements shall be deleted in its entirety and replaced with the following:
 - g. If any of the following occurs with the DEALER PRINCIPAL(S) or OPERATING MANAGER(S):
 - (i) the DEALER PRINCIPAL(S) identified in Addendum D (as amended by this Amendment) and their respective associates in the aggregate beneficially own less than 22% of the voting power of the outstanding shares of capital stock entitled to vote on the election of directors of Rush Enterprises, Inc. (or any successor thereto), or
 - (ii) any "person" (as that term is defined under the Securities Exchange Act of 1934, as amended) other than DEALER PRINCIPAL(S) and their respective associates, or any person who has been approved in writing by PETERBILT, owns a greater percentage of the voting power of the outstanding shares of capital stock entitled to vote on the election of directors of Rush Enterprises, Inc. (or any successor thereto) than DEALER PRINCIPAL(S) and their respective associates in the aggregate,
 - (iii) any person who has not been approved in writing by PETERBILT pursuant to Article IV.C (as amended by this Amendment) through the normal PETERBILT vetting process and in accordance with the standards set forth in applicable state law, such approval not to be unreasonably withheld, conditioned or delayed, holds the offices identified in Addendum D (as amended by this Amendment) as OPERATING MANAGERS of DEALER, or
 - (iv) Rush Enterprises, Inc. (or any successor thereto) is not DEALER or, directly or indirectly, the 100% owner of DEALER.
 3. Article VIII.B.5 of each of the Dealer Sales and Service Agreements shall be deleted in its entirety.
 4. Article XI.C of each of the Dealer Sales and Service Agreements shall be deleted in its entirety and replaced with the following:
 - C. COLLATERAL ASSIGNMENT. Except as provided in the third paragraph of Article IV.C of this Agreement (as Amended by this Amendment and Restatement), DEALER may not pledge, hypothecate, or grant a security interest in, this AGREEMENT or in DEALER'S right, title or interest therein.

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Exhibit 10

5. The first four paragraphs (including table) of Addendum D of each of the Dealer Sales and Service Agreements shall be deleted in their entirety and replaced with the following:

The DEALER PRINCIPAL(S) are: W.M. "Rusty" Rush and his issue, Robin M. Rush, Scott Anderson, Derrek Weaver, Steven Keller, Corrie Lowe, Jody Pollard, Jason Wilder, Michael Goldstone, Mike Eppes and Michael McRoberts.

PETERBILT enters into the AGREEMENT in reliance upon personnel qualifications, representations and present financial condition of the persons identified herein as the OPERATING MANAGERS of DEALER. The OPERATING MANAGERS include the Chairman of the Board of Rush Enterprises, Inc. (or any successor position thereto), and the President or Chief Executive Officer of Rush Enterprises, Inc. (or any successor positions thereto). The approved OPERATING MANAGERS are: W.M. "Rusty" Rush.

DEALER agrees to notify PETERBILT of any change in DEALER PRINCIPAL and/or OPERATING MANAGER.

6. In the Dealer Sales and Service Agreement with Rush Alabama, any and all references to "DEALER" shall refer solely to Rush Alabama; in the Dealer Sales and Service Agreement with Rush Arizona, any and all references to "DEALER" shall refer solely to Rush Arizona; in the Dealer Sales and Service Agreement with Rush California, any and all references to "DEALER" shall refer solely to Rush California; in the Dealer Sales and Service Agreement with Rush Colorado, any and all references to "DEALER" shall refer solely to Rush Colorado; in the Dealer Sales and Service Agreement with Rush Florida, any and all references to "DEALER" shall refer solely to Rush Florida; in the Dealer Sales and Service Agreement with Rush Kentucky, any and all references to "DEALER" shall refer solely to Rush Kentucky; in the Dealer Sales and Service Agreement with Rush Nevada, any and all references to "DEALER" shall refer solely to Rush Nevada; in the Dealer Sales and Service Agreement with Rush New Mexico, any and all references to "DEALER" shall refer solely to Rush New Mexico; in the Dealer Sales and Service Agreement with Rush Oklahoma, any and all references to "DEALER" shall refer solely to Rush Oklahoma; in the Dealer Sales and Service Agreement with Rush Tennessee, any and all references to "DEALER" shall refer solely to Rush Tennessee; and in the Dealer Sales and Service Agreement with Rush Texas, any and all references to "DEALER" shall refer solely to Rush Texas.
7. Any and all of the terms and conditions of each of the Dealer Sales and Service Agreements are hereby amended and modified wherever necessary, even though not specifically addressed herein, so as to conform to the amendments and modifications contained in this Amendment.
8. In the event any Renewal Agreement or Future Agreement contains the same provisions (regardless of numbering or format) that are amended, deleted or otherwise modified by this Amendment, then such provisions in such Renewal Agreement or Future Agreement shall be amended, deleted or otherwise modified in the same way such provisions are amended, deleted or modified by this Amendment. This Agreement expressly supersedes any general integration provisions in any Renewal Agreement or Future Agreement.

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Exhibit 10

9. Except as amended hereby, each Dealer Sales and Service Agreement is hereby ratified and confirmed and shall continue in full force and effect.

IN WITNESS WHEREOF, Rush, the Companies and PACCAR have caused this Amendment to be executed and delivered as of the date first above written.

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Exhibit 10

SIGNATURE PAGE(S) FOR AMENDED AND RESTATED AMENDMENT TO DEALER SALES AND SERVICE AGREEMENTS DATED JULY 2023.

Peterbilt Motors Company, A division of PACCAR Inc	By: <u>/s/ Michael Goldstone</u> Michael Goldstone Vice President/Secretary
By: <u>/s/ Jason Skoog</u> Jason Skoog Vice President, PACCAR Inc. General Manager Peterbilt Motors Company	Rush Enterprises, Inc. Rush Truck Centers of Alabama, Inc. Rush Truck Centers of Arizona, Inc.
	By: <u>/s/ Michael Goldstone</u> Michael Goldstone Vice President/Secretary

Rush Truck Centers of California, Inc.

By:/s/ Michael Goldstone

Michael Goldstone

Vice President/Secretary

Rush Truck Centers of Colorado, Inc.

By:/s/ Michael Goldstone

Michael Goldstone

Vice President/Secretary

Rush Truck Centers of Florida, Inc.

By:/s/ Michael Goldstone

Michael Goldstone

Vice President/Secretary

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Exhibit 10

Rush Truck Centers of Kentucky, Inc.

By:/s/ Michael Goldstone

Michael Goldstone

Vice President/Secretary

Rush Truck Centers of Nevada, Inc.

By:/s/ Michael Goldstone

Michael Goldstone

Vice President/Secretary

Rush Truck Centers of New Mexico, Inc.

By:/s/ Michael Goldstone

Michael Goldstone

Vice President/Secretary

Rush Truck Centers of Oklahoma, Inc.

By:/s/ Michael Goldstone

Michael Goldstone

Vice President/Secretary

Rush Truck Centers of Tennessee, Inc.

By:/s/ Michael Goldstone

Michael Goldstone

Vice President/Secretary

Rush Truck Centers of Texas, L.P.

By: Rushtex, its general partner

By:/s/ Michael Goldstone

Michael Goldstone

Vice President/Secretary

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Exhibit 32

CERTIFICATION

I, W.M. "Rusty" Rush, certify that:

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

Date: November 9, 2023 May 10, 2024

By: /S/ W.M. "RUSTY" RUSH

W.M. "Rusty" Rush

President, Chief Executive Officer and

W.M. "Rusty" Rush

President, Chief Executive Officer and

Chairman of the Board

Principal Executive Officer)

Exhibit EXHIBIT 32

CERTIFICATION

I, Steven L. Keller, certify that:

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

Date: **November 9, 2023** May 10, 2024

By: /S/ STEVEN L. KELLER

Steven L. Keller

Chief Financial Officer and Treasurer

(Principal Financial and Accounting Officer)

Exhibit **EXHIBIT 32**

**CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350,**

**AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with this quarterly report of Rush Enterprises, Inc. (the "Company") on Form 10-Q for the period ended **September 30, 2023** **March 31, 2024**, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, W.M. "Rusty" Rush, President, Chief Executive Officer and Chairman of the Board of the Company, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

1. The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

By: /S/ W.M. "RUSTY" RUSH

Name: W.M. "Rusty" Rush

Title: President, Chief Executive Officer and Chairman of the Board

Date: **November 9, 2023** **May 10, 2024**

A signed original of this written statement required by Section 906 has been provided to the Company and will be retained by the Company and furnished to the Securities and Exchange Commission or its staff upon request.

Exhibit EXHIBIT 32

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

In connection with this quarterly report of Rush Enterprises, Inc. (the "Company") on Form 10-Q for the period ended **September 30, 2023** **March 31, 2024**, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Steven L. Keller, Chief Financial Officer and Treasurer of the Company, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

1. 1. The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
2. 2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

By: /S/ STEVEN L. KELLER

Name: Steven L. Keller

Title: Chief Financial Officer and Treasurer

Date: **November 9, 2023** **May 10, 2024**

A signed original of this written statement required by Section 906 has been provided to the Company and will be retained by the Company and furnished to the Securities and Exchange Commission or its staff upon request.

