

SPARTAN MOTORS INC  
Form 10-Q  
August 07, 2013

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

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**FORM 10-Q**

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

For the quarterly period ended June 30, 2013.

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 000-13611

**SPARTAN MOTORS, INC.**  
(Exact Name of Registrant as Specified in Its Charter)

**Michigan**  
(State or Other Jurisdiction of  
Incorporation or Organization)

**38-2078923**  
(I.R.S. Employer Identification No.)

**1541 Reynolds Road**  
**Charlotte, Michigan**  
(Address of Principal Executive Offices)

**48813**  
(Zip Code)

Registrant's Telephone Number, Including Area Code: **(517) 543-6400**

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

Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).

Yes  No

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

Large accelerated filer  Accelerated filer   
Non-accelerated filer  Smaller Reporting Company

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

Yes  No

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date.

<u>Class</u>	<u>Outstanding at</u> <u>July 31, 2013</u>
Common stock, \$.01 par value	34,132,808 shares

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**SPARTAN MOTORS, INC.**

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## FORWARD-LOOKING STATEMENTS

There are certain statements within this Report that are not historical facts. These statements are called “forward-looking statements” within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934. These statements involve important known and unknown risks, uncertainties and other factors and can be identified by phrases using “estimate,” “anticipate,” “believe,” “project,” “expect,” “intend,” “predict,” “potential,” “future,” “may,” “will”, “should” and similar expressions or words. Our future results, performance or achievements may differ materially from the results, performance or achievements discussed in the forward-looking statements. There are numerous factors that could cause actual results to differ materially from the results discussed in forward-looking statements, including, among others:

**Changes in economic conditions, including changes in interest rates, credit availability, financial market performance and the Company’s industries can have adverse effects on its earnings and financial condition, as well as its customers, dealers and suppliers.**

**Changes in relationships with major customers and suppliers could significantly affect the Company’s revenues and profits.**

**Constrained government budgets may have a negative effect on the Company’s business and its operations.**

**The integration of businesses or assets we have acquired or may acquire in the future involves challenges that could disrupt our business and harm our financial condition.**

**When we introduce new products, we may incur expenses that we did not anticipate, such as start-up and recall expenses, resulting in reduced earnings.**

**Amendments of the laws and regulations governing our businesses, or the promulgation of new laws and regulations, could have a material impact on the Company’s operations.**

**We source components from a variety of domestic and global suppliers who may be subject to disruptions from natural or man-made causes. Disruptions in our supply of components could have a material and adverse impact on our results of operations or financial position.**

**Changes in the markets we serve may, from time to time, require us to re-configure our production lines or re-locate production of products between buildings or to new locations in order to maximize the efficient utilization of our production capacity. Costs incurred to effect these re-configurations may exceed our estimates and efficiencies gained may be less than anticipated.**

This list provides examples of factors that could affect the results described by forward-looking statements contained in this Report. However, this list is not intended to be all inclusive. The risk factors disclosed in Item 1A “Risk Factors” of Part II of this Quarterly Report on Form 10-Q and in Part I – Item 1A of our Annual Report on Form 10-K for the year ended December 31, 2012, include all known risks our management believes could materially affect the results described by forward-looking statements contained in this Report. However, those risks may not be the only risks we face. Our business, operations, and financial performance could also be affected by additional factors that are not presently known to us or that we currently consider to be immaterial to our operations. In addition, new risks may

emerge from time to time that may cause actual results to differ materially from those contained in any forward-looking statements. We believe that the forward-looking statements contained in this Report are reasonable. However, given these risks and uncertainties, we cannot provide you with any guarantee that the anticipated results will be achieved. All forward-looking statements in this Report are expressly qualified in their entirety by the cautionary statements contained in this Section and you are cautioned not to place undue reliance on the forward-looking statements contained in this Report as a prediction of actual results. We disclaim any obligation to update or revise information contained in any forward-looking statement to reflect developments or information obtained after the date this Report is filed with the Securities and Exchange Commission.

**Item 1. Financial Statements****SPARTAN MOTORS, INC. AND SUBSIDIARIES  
CONDENSED CONSOLIDATED BALANCE SHEETS**

(In thousands, except par value)

	<b>June 30, 2013 (Unaudited)</b>	<b>December 31, 2012</b>
<b>ASSETS</b>		
<b>Current assets:</b>		
Cash and cash equivalents	\$ 15,618	\$ 21,748
Accounts receivable, less allowance of \$964 and \$1,021	50,552	47,139
Inventories	73,691	67,591
Deferred income tax assets	6,291	6,291
Income taxes receivable	4,180	3,011
Assets held for sale	716	716
Other current assets	2,583	6,027
<b>Total current assets</b>	<b>153,631</b>	<b>152,523</b>
<b>Property, plant and equipment, net</b>	<b>57,442</b>	<b>59,122</b>
<b>Goodwill</b>	<b>20,815</b>	<b>20,815</b>
<b>Intangible assets, net</b>	<b>10,573</b>	<b>11,052</b>
<b>Other assets</b>	<b>1,867</b>	<b>1,639</b>
<b>TOTAL ASSETS</b>	<b>\$ 244,328</b>	<b>\$ 245,151</b>
<b>LIABILITIES AND SHAREHOLDERS' EQUITY</b>		
<b>Current liabilities:</b>		
Accounts payable	\$ 24,233	\$ 23,000
Accrued warranty	7,575	6,062
Accrued customer rebates	1,727	2,299
Accrued compensation and related taxes	6,056	7,748
Deposits from customers	11,006	6,386
Other current liabilities and accrued expenses	5,825	8,113
Current portion of long-term debt	104	82
<b>Total current liabilities</b>	<b>56,526</b>	<b>53,690</b>
<b>Other non-current liabilities</b>	<b>3,448</b>	<b>3,071</b>
<b>Long-term debt, less current portion</b>	<b>5,290</b>	<b>5,207</b>
<b>Deferred income tax liabilities</b>	<b>4,454</b>	<b>4,454</b>
<b>Shareholders' equity:</b>		

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Preferred stock, no par value: 2,000 shares authorized (none issued)	-	-
Common stock, \$0.01 par value; 40,000 shares authorized; 34,120 and 33,862 outstanding	341	339
Additional paid in capital	74,020	72,873
Retained earnings	100,249	105,517
<b>Total shareholders' equity</b>	<b>174,610</b>	<b>178,729</b>
<b>TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY</b>	<b>\$ 244,328</b>	<b>\$ 245,151</b>

See Accompanying Notes to Condensed Consolidated Financial Statements.



**SPARTAN MOTORS, INC. AND SUBSIDIARIES**  
**CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS**

(In thousands, except per share data)

(Unaudited)

	<b>Three Months</b>		<b>Six Months Ended</b>	
	<b>Ended June 30,</b>		<b>June 30,</b>	
	<b>2013</b>	<b>2012</b>	<b>2013</b>	<b>2012</b>
Sales	\$120,874	\$114,419	\$217,010	\$233,231
Cost of products sold	105,248	95,072	195,038	196,525
Restructuring charge	-	602	-	4,217
<b>Gross profit</b>	<b>15,626</b>	<b>18,745</b>	<b>21,972</b>	<b>32,489</b>
Operating expenses:				
Research and development	2,897	3,217	5,698	6,993
Selling, general and administrative	11,661	11,559	22,035	23,155
Restructuring charge	-	83	-	1,876
Total operating expenses	14,558	14,859	27,733	32,024
<b>Operating income (loss)</b>	<b>1,068</b>	<b>3,886</b>	<b>(5,761 )</b>	<b>465</b>
Other income (expense):				
Interest expense	(87 )	(81 )	(156 )	(172 )
Interest and other income	115	49	261	256
Total other income (expense)	28	(32 )	105	84
Income (loss) before taxes	1,096	3,854	(5,656 )	549
Taxes	405	1,503	(2,093 )	213
<b>Net earnings (loss)</b>	<b>\$691</b>	<b>\$2,351</b>	<b>\$(3,563 )</b>	<b>\$336</b>
<b>Basic net earnings (loss) per share</b>	<b>\$0.02</b>	<b>\$0.07</b>	<b>\$(0.11 )</b>	<b>\$0.01</b>
<b>Diluted net earnings (loss) per share</b>	<b>\$0.02</b>	<b>\$0.07</b>	<b>\$(0.11 )</b>	<b>\$0.01</b>
Basic weighted average common shares outstanding	34,105	33,883	33,447	33,768
Diluted weighted average common shares outstanding	34,139	33,892	33,447	33,796

See Accompanying Notes to Condensed Consolidated Financial Statements.

**SPARTAN MOTORS, INC. AND SUBSIDIARIES**  
**CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS**

(In thousands)

(Unaudited)

	<b>Six Months Ended</b>	
	<b>June 30,</b>	
	<b>2013</b>	<b>2012</b>
<b>Cash flows from operating activities:</b>		
Net earnings (loss)	\$(3,563 )	\$336
Adjustments to reconcile net earnings (loss) to net cash provided by (used in) operating activities:		
Depreciation and amortization	4,550	4,641
(Gain) loss on disposal and impairment of assets	(61 )	4,577
Expense from changes in fair value of contingent consideration	134	904
Tax expense related to stock incentive plan transactions	41	180
Stock based compensation related to stock awards	908	984
Decrease (increase) in operating assets:		
Accounts receivable	(3,413 )	(10,588)
Inventories	(6,100 )	9,462
Income taxes receivable	(1,169 )	(1,897 )
Other assets	944	(226 )
Increase (decrease) in operating liabilities:		
Accounts payable	1,233	858
Accrued warranty	1,513	274
Accrued customer rebates	(572 )	173
Accrued compensation and related taxes	(1,692 )	1,053
Deposits from customers	4,620	(2,064 )
Other current liabilities and accrued expenses	(2,378 )	166
Taxes on income	64	(101 )
<b>Total adjustments</b>	<b>(1,378 )</b>	<b>8,396</b>
<b>Net cash provided by (used in) operating activities</b>	<b>(4,941 )</b>	<b>8,732</b>
<b>Cash flows from investing activities:</b>		
Purchases of property, plant and equipment	(2,485 )	(5,306 )
Proceeds from sale of property, plant and equipment	155	65
Proceeds from notes receivable	2,500	-
<b>Net cash provided by (used in) investing activities</b>	<b>170</b>	<b>(5,241 )</b>
<b>Cash flows from financing activities:</b>		
Proceeds from long-term debt	138	-
Payments on long-term debt	(33 )	(25 )
Net proceeds from the exercise, vesting or cancellation of stock incentive awards	282	19
Cash paid related to tax impact of stock incentive plan transactions	(41 )	(180 )
Payment of dividends	(1,705 )	(1,692 )
<b>Net cash used in financing activities</b>	<b>(1,359 )</b>	<b>(1,878 )</b>

<b>Net increase (decrease) in cash and cash equivalents</b>	(6,130)	1,613
<b>Cash and cash equivalents at beginning of period</b>	21,748	31,677
<b>Cash and cash equivalents at end of period</b>	\$15,618	\$33,290

See Accompanying Notes to Condensed Consolidated Financial Statements.

**SPARTAN MOTORS, INC. AND SUBSIDIARIES****CONDENSED CONSOLIDATED STATEMENT OF SHAREHOLDERS' EQUITY**

(In thousands)

(Unaudited)

	<b>Number of Shares</b>	<b>Common Stock</b>	<b>Additional Paid In Capital</b>	<b>Retained Earnings</b>	<b>Total Shareholders' Equity</b>
Balance at December 31, 2012	33,862	\$ 339	\$ 72,873	\$105,517	\$ 178,729
Issuance of common stock and the tax impact of stock incentive plan transactions	110	1	240	-	241
Issuance of restricted stock, net of cancellation	148	1	(1 )	-	-
Stock based compensation expense related to restricted stock	-	-	908	-	908
Dividends				(1,705 )	(1,705 )
Net loss	-	-	-	(3,563 )	(3,563 )
Balance at June 30, 2013	34,120	\$ 341	\$ 74,020	\$100,249	\$ 174,610

See Accompanying Notes to Condensed Consolidated Financial Statements.

**SPARTAN MOTORS, INC. AND SUBSIDIARIES**

**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**

**(Amounts in thousands, except per share data)**

**NOTE 1 - GENERAL AND SUMMARY OF ACCOUNTING POLICIES**

For a description of key accounting policies followed refer to the notes to the Spartan Motors, Inc. (the “Company”) consolidated financial statements for the year ended December 31, 2012, included in the Company’s Annual Report on Form 10-K filed with the Securities and Exchange Commission on March 14, 2013. There have been no changes in such accounting policies as of the date of this report.

The Company has five wholly-owned operating subsidiaries: Spartan Motors Chassis, Inc., located at our corporate headquarters in Charlotte, Michigan (“Spartan Chassis”); Crimson Fire, Inc., located in Brandon, South Dakota (“Crimson”); Crimson Fire Aerials, Inc., located in Ephrata, Pennsylvania (“Crimson Aerials”); Utilimaster Corporation, located in Bristol and Wakarusa, Indiana (“Utilimaster”); and Classic Fire, LLC (“Classic Fire”), located in Ocala, Florida. In November, 2012, Crimson entered into a joint venture with Gimaex Holding, Inc. to form Spartan-Gimaex Innovations, LLC. Spartan-Gimaex Innovations, LLC will be reported as a consolidated subsidiary of Spartan Motors, Inc. There have been no significant financial transactions involving Spartan-Gimaex Innovations, LLC through June 30, 2013.

The accompanying unaudited interim condensed consolidated financial statements reflect all normal and recurring adjustments that are necessary for the fair presentation of the Company’s financial position as of June 30, 2013, the results of operations for the three and six month periods ended June 30, 2013 and the cash flows for the six month period ended June 30, 2013, and should be read in conjunction with the audited consolidated financial statements and footnotes included in the Company’s Annual Report on Form 10-K for the year ended December 31, 2012.

The results of operations for the three and six months ended June 30, 2013 are not necessarily indicative of the results to be expected for the full year.

The Company is required to disclose the fair value of its financial instruments in accordance with Financial Accounting Standards Board (FASB) Codification relating to “Disclosures about Fair Values of Financial Instruments.” The carrying amounts of cash and cash equivalents, accounts receivable, accounts payable and the Company’s fixed and variable rate debt instruments approximate their fair value at June 30, 2013 and December 31, 2012.

Certain immaterial amounts in the prior periods' financial statements have been reclassified to conform to the current period's presentation.

Recently issued accounting standards

In July, 2012 the FASB issued Accounting Standards Update 2012-02 "*Intangibles – Goodwill and Other (Topic 350): Testing Indefinite-Lived Intangible Assets for Impairment*" ("ASU 2012-02"). ASU 2012-02 permits entities to first assess qualitative factors to determine whether it is more likely than not that an indefinite-lived intangible asset is impaired as a basis for determining whether it is necessary to perform a quantitative impairment test for the indefinite-lived intangible asset. Under the amendments in ASU 2012-02, an entity is not required to determine the fair value of an indefinite-lived intangible asset unless it determines that it is more likely than not that the fair value of the indefinite-lived intangible asset is impaired. Under the amendments in ASU 2012-02, an entity has the option to bypass the qualitative assessment and proceed directly to a quantitative impairment test for any indefinite-lived intangible asset in any period. ASU 2012-02 is effective for interim and annual indefinite-lived intangible asset impairment tests performed for fiscal years beginning after September 15, 2012, with early adoption permitted. The adoption of ASU 2012-02 did not have an impact on the Company's financial statements.

**SPARTAN MOTORS, INC. AND SUBSIDIARIES****NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS****(Amounts in thousands, except per share data)****NOTE 2 – INVENTORIES**

Inventories are summarized as follows:

	<b>June 30, 2013</b>	<b>December 31, 2012</b>
Finished goods	\$ 15,839	\$ 15,276
Work in process	18,350	11,967
Raw materials and purchased components	42,129	43,404
Reserve for slow-moving inventory	(2,627 )	(3,056 )
	<b>\$ 73,691</b>	<b>\$ 67,591</b>

Included in the “Raw materials and purchased components” line item above at June 30, 2013 and December 31, 2012 are \$3,410 and \$9,626, for transitional engines purchased in preparation for the 2013 engine emissions change. In addition, this line item includes engines that were purchased from vendors who had notified the Company that the respective models would no longer be available.

The Company has a number of demonstration units as part of its sales and training program. These demonstration units are included in the “Finished goods” line item above, and the net carrying amount was \$10,638 and \$9,653 at June 30, 2013 and December 31, 2012.

**NOTE 3 – DEBT**

Long-term debt consists of the following:



	<b>June 30, 2013</b>	<b>December 31, 2012</b>
Note payable to Prudential Investment Management, Inc. Principal due December 1, 2016 with quarterly interest only payments of \$68 at 5.46%. Unsecured debt. (1)	\$5,000	\$ 5,000
Line of credit revolver (2)	--	--
Capital lease obligations	394	289
Total debt	5,394	5,289
Less current portion of long-term debt	(104 )	(82 )
Total long-term debt	\$5,290	\$ 5,207

The Company has a private shelf agreement with Prudential Investment Management, Inc., which allows the Company to borrow up to \$45,000 to be issued in \$5,000 minimum increments. The interest rate is determined based on applicable rates at the time of issuance. The Company had \$5,000 of private placement notes outstanding at June 30, 2013 and December 31, 2012 with Prudential Investment Management, Inc.

The Company's primary line of credit is a \$70,000 unsecured revolving line with Wells Fargo Bank and JPMorgan Chase Bank, expiring on December 16, 2016. Both lending institutions equally share this commitment. This line carries an interest rate of the higher of either (i) the highest of prime rate, the federal funds effective rate plus 0.5%, or the one month adjusted LIBOR plus 1.00%; or (ii) adjusted LIBOR plus margin based upon the Company's ratio of debt to earnings from time to time. The Company had no borrowings on this line at June 30, 2013 or December 31, 2012. General Motors Company ("GM") has the ability to draw up to \$5,000 against the Company's primary line of credit in relation to chassis supplied to Utilimaster under a chassis bailment inventory program, resulting in net available borrowings of up to \$65,000 at June 30, 2013, subject to certain leverage ratio and interest coverage ratio covenants. See Note 5, *Commitments and Contingent Liabilities* for further information about this chassis bailment inventory program. The applicable borrowing rate including margin was 3.25% at June 30, 2013.

**SPARTAN MOTORS, INC. AND SUBSIDIARIES**

**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**

**(Amounts in thousands, except per share data)**

The long-term debt is due as follows:

2013	\$ 57
2014	76
2015	59
2016	5,062
2017	65
Thereafter	75
	\$ 5,394

Under the terms of the primary line of credit agreement and the private shelf agreement, the Company is required to maintain certain financial ratios and other financial conditions, which limited the Company's available borrowings under its line of credit to a total of approximately \$18,400 at June 30, 2013. The agreements also prohibit the Company from incurring additional indebtedness; limit certain acquisitions, investments, advances or loans; and restrict substantial asset sales. At June 30, 2013 and December 31, 2012, the Company was in compliance with all debt covenants.

**NOTE 4 – RESTRUCTURING**

There were no restructuring charges recorded during the six months ended June 30, 2013.

During the three and six months ended June 30, 2012, the Company incurred restructuring charges including asset impairments as the result of its planned relocation of its delivery and service vehicles operations and Reach manufacturing along with certain severance charges within its Specialty Vehicles and Emergency Response Vehicles segments to help align expenses with current and future revenue expectations.

Restructuring charges included in the Condensed Consolidated Statements of Operations for the three months ended June 30, 2012 are as follows:

	Emergency Response Vehicles	Delivery and Service Vehicles	Specialty Vehicles	Other	Total
Cost of products sold					
Asset impairment	\$ -	\$ -	\$ -	\$ -	\$-
Accrual for severance	10	-	35	-	45
Production relocation costs	-	557	-	-	557
Total cost of products sold	10	557	35	-	602
General and Administrative					
Asset impairment	-	-	-	-	-
Accrual for severance	36	-	9	35	80
Production relocation costs	-	3	-	-	3
Total general and administrative	36	3	9	35	83
Total restructuring	\$ 46	\$ 560	\$ 44	\$ 35	\$685

**SPARTAN MOTORS, INC. AND SUBSIDIARIES****NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS****(Amounts in thousands, except per share data)**

Restructuring charges included in the Condensed Consolidated Statements of Operations for the six months ended June 30, 2012 are as follows:

	Emergency Response Vehicles	Delivery and Service Vehicles	Specialty Vehicles	Other	Total
Cost of products sold					
Asset impairment	\$ -	\$ 3,372	\$ -	\$ -	\$3,372
Accrual for severance	74	-	116	-	190
Production relocation costs	-	655	-	-	655
Total cost of products sold	74	4,027	116	-	4,217
General and Administrative					
Asset impairment	-	1,153	-	-	1,153
Accrual for severance	200	-	416	57	673
Production relocation costs	-	50	-	-	50
Total general and administrative	200	1,203	416	57	1,876
Total restructuring	\$ 274	\$ 5,230	\$ 532	\$ 57	\$6,093

As a result of the planned move of the delivery and service vehicles operations to Bristol, Indiana, the Company classified certain buildings and related machinery and equipment within its Wakarusa, Indiana facility as held for sale. During the six months ended June 30, 2012, the buildings and machinery and equipment were adjusted to their then current fair values less cost to sell, as determined by a market appraisal completed in March of 2012, resulting in impairment charges of \$4,525. On December 31, 2012, the Company completed the sale of certain buildings and the associated land at its Wakarusa, Indiana facility. At June 30, 2013 and December 31, 2012, one building at the Wakarusa, Indiana facility was recorded as held-for-sale at its estimated selling price less costs to sell within Assets held for sale on the Condensed Consolidated Balance Sheets.

The following table provides a summary of the outstanding balances to be paid out in relation to compensation related restructuring charges previously incurred:

	Severance
Balance as of Jan 1, 2013	\$ 630
Accrual for severance	-
Payments and adjustments made in period	(379 )
Balance March 31, 2013	251
Accrual for severance	-
Payments and adjustments made in period	(140 )
Balance June 30, 2013	\$ 111

**SPARTAN MOTORS, INC. AND SUBSIDIARIES**

**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**

**(Amounts in thousands, except per share data)**

**NOTE 5 - COMMITMENTS AND CONTINGENT LIABILITIES**

Under the terms of its credit agreement with its banks, the Company has the ability to issue letters of credit totaling \$10,000. The balance of letters of credit outstanding was \$1,479 at June 30, 2013 and \$200 at December 31, 2012, related to the Company's workers compensation insurance and certain emergency response vehicle body contracts.

At June 30, 2013, the Company and its subsidiaries were parties, both as plaintiff and defendant, to a number of lawsuits and claims arising out of the normal course of their businesses. In the opinion of management, the financial position, future operating results or cash flows of the Company will not be materially affected by the final outcome of these legal proceedings.

Chassis Agreements

Utilimaster is party to a chassis bailment inventory agreement with GM which allows GM to draw up to \$5,000 against the Company's revolving credit line for chassis placed at Utilimaster. As a result of this agreement, there was \$2,840 and \$3,718 outstanding on the Company's revolving credit line at June 30, 2013 and December 31, 2012. Under the terms of the bailment inventory agreement, these chassis never become the property of Utilimaster, and the amount drawn against the credit line will be repaid by a GM dealer at the time an order is placed for a Utilimaster body, utilizing a GM chassis. As such, the chassis and the related draw on the line of credit are not reflected in the accompanying Condensed Consolidated Balance Sheets. See Note 3 *Debt* for further information on the Company's revolving line of credit.

Contingent Consideration

In connection with the acquisition of Utilimaster in November, 2009, the Company incurred contingent obligations through 2014 in the form of certain performance-based earn-out payments, up to an aggregate maximum amount of \$7,000. Through June 30, 2013, the Company has made earn-out payments totaling \$3,820, leaving an aggregate

maximum amount of future payments of \$3,180 as of June 30, 2013. The Company has recorded a contingent liability for the estimated fair value of the future consideration of \$2,120 based upon the likelihood of the payments, discounted to June 30, 2013. The contingent liability includes charges of \$73 and \$134 for the three and six months ended June 30, 2013, which are recorded within Selling, general and administrative on the Condensed Consolidated Statements of Operations. Management believes that the Company has sufficient liquidity to fund the contingent obligations as they become due.

Warranty Related

The Company's subsidiaries all provide limited warranties against assembly/construction defects. These warranties generally provide for the replacement or repair of defective parts or workmanship for a specified period following the date of sale. The end users also may receive limited warranties from suppliers of components that are incorporated into the Company's chassis and vehicles.

Certain warranty and other related claims involve matters of dispute that ultimately are resolved by negotiation, arbitration or litigation. Infrequently, a material warranty issue can arise which is beyond the scope of the Company's historical experience. The Company provides for any such warranty issues as they become known and are estimable. It is reasonably possible that additional warranty and other related claims could arise from disputes or other matters beyond the scope of the Company's historical experience.

In April, 2013, management determined that it is likely that a recall related to certain of the Company's motor home chassis is necessary. While the exact impact of the recall has not yet been determined, the Company believes the cost of the recall will be between \$1,000 and \$2,500. In accordance with accounting guidance, an accrual of \$1,000 was recorded during the six month period ended June 30, 2013, which is reflected within Cost of products sold in the Condensed Consolidated Statement of Operations.

**SPARTAN MOTORS, INC. AND SUBSIDIARIES****NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS****(Amounts in thousands, except per share data)**

Changes in the Company's warranty liability during the six months ended June 30, 2013 and 2012 were as follows:

	<b>2013</b>	<b>2012</b>
Balance of accrued warranty at January 1	\$6,062	\$5,802
Warranties issued during the period	1,667	2,207
Cash settlements made during the period	(2,018)	(2,198)
Changes in liability for pre-existing warranties during the period, including expirations	1,864	265
Balance of accrued warranty at June 30	\$7,575	\$6,076

**NOTE 6 – EARNINGS (LOSS) PER SHARE**

The following table presents a reconciliation of the weighted average shares outstanding used in the Net earnings (loss) per share ("EPS") calculation:

	Three Months		Six Months	
	Ended June 30,		Ended June 30,	
	2013	2012	2013	2012
Basic weighted average common shares outstanding	34,105	33,883	33,447	33,768
Effect of dilutive stock options	34	9	-	28
Diluted weighted average common shares outstanding	34,139	33,892	33,447	33,796
Anti-dilutive stock awards:				
Restricted stock	-	-	555	-
Stock options	-	363	33	241
	-	363	588	241



Stock awards noted as anti-dilutive were not included in the basic (Restricted stock awards) and diluted (stock option awards) weighted average common shares outstanding. Although these stock awards were not included in the Company's calculation of basic or diluted EPS, they may have a dilutive effect on the EPS calculation in future periods if the price of the common stock increases or we report net income.

#### **NOTE 7 - BUSINESS SEGMENTS**

As a result of a realignment of the Company's operating segments completed during the course of the quarter ended September 30, 2012, the Company has realigned its reportable segments into three segments: Emergency Response Vehicles, Delivery and Service Vehicles, and Specialty Vehicles. The reportable segments have been identified based on the financial data utilized by the chief operating decision makers to assess segment performance and allocate resources among the Company's operating units. Segment results from prior periods are shown reflecting the change.

The Emergency Response Vehicles segment consists of the emergency response chassis operations of Spartan Chassis and the operations of Crimson, Crimson Aerials, and Classic Fire. This segment engineers and manufactures emergency response chassis and bodies.

The Delivery and Service Vehicles segment consists of Utilimaster and focuses on designing and manufacturing walk-in vans for the delivery and service market and the production of commercial truck bodies along with related aftermarket parts and assemblies.

The Specialty Vehicles segment consists of the Spartan Chassis operations that engineer and manufacture motor home chassis, defense vehicles and other specialty chassis and distribute related aftermarket parts and assemblies.

**SPARTAN MOTORS, INC. AND SUBSIDIARIES****NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS****(Amounts in thousands, except per share data)**

Appropriate expense amounts are allocated to the three reportable segments and are included in their reported operating income or loss.

The accounting policies of the segments are the same as those described, or referred to, in Note 1 - General and Summary of Accounting Policies. Assets and related depreciation expense in the column labeled "Other" pertain to capital assets maintained at the corporate level. Segment loss from operations in the "Other" column contains corporate related expenses not allocable to the operating segments. Interest expense and Taxes on income are not included in the information utilized by the chief operating decision makers to assess segment performance and allocate resources, and accordingly, are excluded from the segment results presented below. Intercompany transactions between operating segments were immaterial in all periods presented.

**Three Months Ended June 30, 2013**

	Emergency Response Vehicles	Delivery & Service Vehicles	Specialty Vehicles	Other	Consolidated
Emergency Response Chassis Sales	\$ 25,758	\$-	\$-	\$-	\$ 25,758
Emergency Response Body Sales	18,023	-	-	-	18,023
Delivery and Service Vehicle Sales	-	38,591	-	-	38,591
Motorhome Chassis Sales	-	-	20,378	-	20,378
Other Specialty Vehicles Sales	-	-	4,738	-	4,738
Aftermarket Parts and Assemblies Sales	-	5,564	7,822	-	13,386
Total Sales	\$ 43,781	\$ 44,155	\$ 32,938	\$-	\$ 120,874
Depreciation and Amortization Expense	\$ 365	\$ 1,065	\$ 399	\$ 683	\$ 2,512
Operating Income (Loss)	\$ 438	\$ (1,640 )	\$ 3,900	\$ (1,630 )	\$ 1,068
Segment Assets	\$ 83,567	\$ 74,722	\$ 24,980	\$ 61,059	\$ 244,328

**Three Months Ended June 30, 2012**

	Emergency Response Vehicles	Delivery & Service Vehicles	Specialty Vehicles	Other	Consolidated
Emergency Response Chassis Sales	\$ 23,169	\$-	\$-	\$-	\$ 23,169
Emergency Response Body Sales	20,444	-	-	-	20,444
Delivery and Service Vehicle Sales	-	25,030	-	-	25,030
Motorhome Chassis Sales	-	-	16,224	-	16,224
Other Specialty Vehicles Sales	-	-	2,083	-	2,083
Aftermarket Parts and Assemblies Sales	-	22,721	4,748	-	27,469
<b>Total Sales</b>	<b>\$ 43,613</b>	<b>\$ 47,751</b>	<b>\$ 23,055</b>	<b>\$-</b>	<b>\$ 114,419</b>
Depreciation and Amortization Expense	\$ 457	\$ 607	\$ 512	\$ 672	\$ 2,248
Operating Income (Loss)	\$ (979 )	\$ 6,230	\$ 560	\$ (1,925 )	\$ 3,886
Segment Assets	\$ 68,539	\$ 75,684	\$ 25,222	\$ 80,181	\$ 249,626

## SPARTAN MOTORS, INC. AND SUBSIDIARIES

## NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

(Amounts in thousands, except per share data)

Six Months Ended June 30, 2013

	Emergency Response Vehicles	Delivery & Service Vehicles	Specialty Vehicles	Other	Consolidated
Emergency Response Chassis Sales	\$ 43,161	\$-	\$-	\$-	\$ 43,161
Emergency Response Body Sales	35,570	-	-	-	35,570
Delivery and Service Vehicle Sales	-	64,821	-	-	64,821
Motorhome Chassis Sales	-	-	40,776	-	40,776
Other Specialty Vehicles Sales	-	-	6,756	-	6,756
Aftermarket Parts and Assemblies Sales	-	11,247	14,679	-	25,926
Total Sales	\$ 78,731	\$ 76,068	\$ 62,211	\$-	\$ 217,010
Depreciation and Amortization Expense	\$ 737	\$ 1,652	\$ 826	\$ 1,335	\$ 4,550
Operating Income (Loss)	\$ (2,123 )	\$ (5,609 )	\$ 5,227	\$ (3,256 )	\$ (5,761 )
Segment Assets	\$ 83,567	\$ 74,722	\$ 24,980	\$ 61,059	\$ 244,328

Six Months Ended June 30, 2012

	Emergency Response Vehicles	Delivery & Service Vehicles	Specialty Vehicles	Other	Consolidated
Emergency Response Chassis Sales	\$ 42,506	\$-	\$-	\$-	\$ 42,506
Emergency Response Body Sales	34,993	-	-	-	34,993
Delivery and Service Vehicle Sales	-	62,144	-	-	62,144
Motorhome Chassis Sales	-	-	34,586	-	34,586
Other Specialty Vehicles Sales	-	-	5,132	-	5,132
Aftermarket Parts and Assemblies Sales	-	44,455	9,415	-	53,870

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Total Sales	\$ 77,499	\$ 106,599	\$ 49,133	\$-	\$ 233,231
Depreciation and Amortization Expense	\$ 925	\$ 1,337	\$ 1,031	\$ 1,348	\$ 4,641
Operating Income (Loss)	\$ (3,346 )	\$ 7,558	\$ 490	\$ (4,237 )	\$ 465
Segment Assets	\$ 68,539	\$ 75,684	\$ 25,222	\$ 80,181	\$ 249,626

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

Spartan Motors, Inc. was organized as a Michigan corporation on September 18, 1975, and is headquartered in Charlotte, Michigan. We began development of our first product that same year and shipped our first fire truck chassis in October 1975.

We are known as a leading niche-market engineer and manufacturer in the heavy-duty, specialty vehicles marketplace. We have five wholly-owned operating subsidiaries: Spartan Motors Chassis, Inc., located at our corporate headquarters in Charlotte, Michigan ("Spartan Chassis"); Crimson Fire, Inc., located in Brandon, South Dakota ("Crimson"); Crimson Fire Aerials, Inc., located in Ephrata, Pennsylvania ("Crimson Aerials"); Utilimaster Corporation, located in Bristol and Wakarusa, Indiana ("Utilimaster"); and Classic Fire, LLC ("Classic Fire"), located in Ocala, Florida. In November, 2012, Crimson entered into a joint venture with Gimaex Holding, Inc. to form Spartan-Gimaex Innovations, LLC. Spartan-Gimaex Innovations, LLC will be reported as a consolidated subsidiary of Spartan Motors, Inc. Our brand names, **Spartan Chassis**<sup>TM</sup>, **Spartan ERV**<sup>TM</sup>, and **Utilimaster**<sup>TM</sup> are known for quality, value, service and innovation.

Spartan Chassis is a leader in the design, engineering and manufacturing of specialty heavy-duty chassis. The chassis consists of a frame assembly, engine, transmission, electrical system, running gear (wheels, tires, axles, suspension and brakes) and, for emergency response chassis and some specialty chassis applications, a cab. Spartan Chassis customers are original equipment manufacturers ("OEMs") who manufacture the body or apparatus of the vehicle which is mounted on our chassis. Crimson specializes in the engineering and manufacturing of emergency response vehicles built on chassis platforms purchased from either Spartan Chassis or outside sources. Crimson Aerials engineers and manufactures aerial ladder components for fire trucks. Classic Fire specializes in manufacturing emergency response vehicles built on chassis from outside sources and provides strategic sourcing of pump modules. Collectively, Crimson, Crimson Aerials and Classic Fire operate under the Spartan ERV brand. Utilimaster is a leading manufacturer of vehicles made to customer specifications in the delivery and service market, including walk-in and hi-cube vans, truck bodies and the Reach commercial van.

Our business strategy is to further diversify product lines and develop innovative design, engineering and manufacturing expertise in order to be the best value producer of specialty vehicle products. We have an innovative team focused on building lasting relationships with our customers. This is accomplished by striving to deliver premium specialty vehicles, vehicle components, and services that inspire customer loyalty. Our diversification across several sectors creates numerous opportunities while minimizing overall risk. Additionally, our business model provides the agility to quickly respond to market needs, take advantage of strategic opportunities when they arise and correctly size operations to ensure stability and growth.

### Executive Overview

We reported sales of \$120.9 million in the second quarter of 2013, an increase of 5.7% from the \$114.4 million in sales we reported in the second quarter of 2012. Our gross margin in the second quarter of 2013 was \$15.6 million or 12.9% of sales, a 16.6% decrease from the \$18.7 million and 16.4% of sales we reported in the same period of 2012, mainly due to lower sales of aftermarket parts and assemblies in our Delivery and Service Vehicles segment. We reported net earnings of \$0.7 million, or \$0.02 per share for the three months ended June 30, 2013, compared to net earnings of \$2.4 million, or \$0.07 per share for the same period in 2012, which included restructuring charges with an after tax impact of \$0.4 million or \$0.01 per share.

Our Specialty Vehicles segment posted stronger sales in the second quarter with an increase of \$9.9 million, or 42.9% compared to the second quarter of 2012. Our Emergency Response Vehicles segment sales increased by \$0.2 million, while our Delivery and Service Vehicles segment sales decreased by \$3.6 million or 7.5% compared with the same period in 2012.

Our overall backlog increased by 34.5% to \$233.2 million at June 30, 2013 compared to \$173.3 million at June 30, 2012, which reflects strong order intake during the first six months of 2013 for our delivery and service vehicles and emergency response vehicles.

Our balance sheet remains strong with a healthy cash balance, low debt and an open line of credit.

We believe we are well positioned to take advantage of long-term opportunities, and continue our efforts to bring product innovations to each of the markets that we serve. Some of our recent innovations and strategic developments include:

The CMP 300, an emergency response vehicle developed jointly by Spartan, Fout Bros. and Polybilt, which features an integrated Polyprene body and tank, a first for the emergency response industry. This innovative construction enables many operational benefits, including larger compartments, the ability to carry more water on-board and a lower center of gravity to improve vehicle stability.

The MPA 65', a complete apparatus developed by the Spartan/Gimaex joint venture that combines the latest cutting edge technologies into a versatile 65-foot ladder on a single rear axle. This combination makes the MPA 65' the first complete pumper-aerial-rescue apparatus that fits the needs and budget for fire and rescue departments around the country.

The recently announced joint venture with Gimaex. This 50/50 JV will leverage the complementary footprints, capabilities, brands, technologies and product portfolios of both companies, and will encompass technology sharing, joint product development, commercial agreements and additional purchasing leverage, enabling both companies to amass a true global presence.

The introduction of the Spartan Chassis Series 75 Aerial, an easy to maneuver cab and chassis with a mounted 75' aerial ladder and 500 gallon water capacity that offers great overall serviceability and low cost of ownership. The Series 75 will immediately expand the market opportunity for all of Spartan's 44 original equipment manufacturer partners.

The re-branding of Crimson Fire, Crimson Fire Aerials and Classic Fire under the Spartan ERV™ brand to focus on one brand and leverage the strength of the Spartan name.

The introduction of the Spartan Telstar, a 138 foot telescopic and articulated aerial platform, which supplies an "up, over and down" range of motion to navigate over parapets for roof rescues, clear power lines and trees for access and provide for below-grade rescues.

The start-up of production at our Utilimaster subsidiary's new, single-building facility that will enable greater manufacturing flexibility and efficiency, higher product quality and lower operating costs. Operations in this facility have reduced the distance a vehicle travels during assembly from 2.5 miles at the Wakarusa facilities to less than one-half mile, and eliminates a number of non-value added production steps.

The following section provides a narrative discussion about our financial condition and results of operations. The comments should be read in conjunction with our Condensed Consolidated Financial Statements and related Notes thereto included in Item 1 of this Form 10-Q and in conjunction with our Annual Report on Form 10-K filed with the Securities and Exchange Commission on March 14, 2013.





**RESULTS OF OPERATIONS**

The following table sets forth, for the periods indicated, the components of the Company's Condensed Consolidated Statements of Operations as a percentage of sales (percentages may not sum due to rounding):

	Three Months		Six Months	
	Ended June		Ended June	
	30,	30,	30,	30,
	2013	2012	2013	2012
Sales	100.0	100.0	100.0	100.0
Cost of products sold	87.1	83.1	89.9	84.3
Restructuring charge	-	0.5	-	1.8
Gross profit	12.9	16.4	10.1	13.9
Operating expenses:				
Research and development	2.4	2.8	2.6	3.0
Selling, general and administrative	9.6	10.1	10.2	9.9
Restructuring charge	-	0.1	-	0.8
Operating income (loss)	0.9	3.4	(2.7 )	0.2
Other income (expense), net	-	-	-	-
Income (loss) before taxes	0.9	3.4	(2.6 )	0.2
Taxes	0.3	1.3	(1.0 )	0.1
Net earnings (loss)	0.6	2.1	(1.6 )	0.1

***Quarter Ended June 30, 2013 Compared to the Quarter Ended June 30, 2012***

For the three months ended June 30, 2013, we reported consolidated sales of \$120.9 million, an increase of \$6.5 million or 5.7% compared to \$114.4 million reported for the same quarter in 2012. These results reflect an increase in our Specialty Vehicles segment revenue, which was partially offset by a decrease in our Delivery and Service Vehicles segment sales. Please see the segment analyses below for more information on our sales for the quarters ended June 30, 2013 and 2012.

Cost of products sold was \$105.2 million in the second quarter of 2013 compared to \$95.7 million in 2012, an increase of \$9.5 million or 9.9%. This increase was driven by the higher sales levels in our Specialty Vehicles segment, which

accounted for approximately \$6.6 million of the increase, and a change in product mix in our Delivery and Service Vehicles segment away from aftermarket parts and assemblies and towards vehicles, which accounted for approximately \$4.4 million of the increase. Decreases in material costs in our Emergency Response segment partially offset these increases. As a percentage of sales, cost of products sold increased to 87.1% in the second quarter of 2013, compared to 83.6% in the second quarter of 2012, which was mainly due to a decrease in sales of delivery and service vehicle-related aftermarket parts and assemblies, which carry higher margins.

Gross profit decreased by \$3.1 million, or 16.6%, to \$15.6 million for the quarter ended June 30, 2013 from \$18.7 million for the same period in 2012. Approximately \$7.9 million of the decrease was a result of the unfavorable mix in our Delivery and Service Vehicles segment as a result of the lower aftermarket parts and assemblies sales. Partially offsetting this decrease were increases of \$3.3 million in our Specialty Vehicles segment due to the higher sales volume and \$1.5 million in our Emergency Response Vehicles segment due to more favorable pricing and material costs.

Gross margin decreased to 12.9% from 16.4% over the same time period, primarily due to the impact of the lower delivery and service vehicle related aftermarket parts and assemblies sales experienced in 2013. 50 basis points of the gross margin decrease was offset by the impact of restructuring charges incurred in the second quarter of 2012, which did not recur in 2013.

Operating expenses decreased by \$0.3 million or 2.0% to \$14.6 million for the quarter ended June 30, 2013, compared to \$14.9 million for the same period in 2012, mainly due to a decrease in research and development expense as a result of lower spending on the Spartan Advanced Protection System, which went into production in the third quarter of 2012.

Our effective income tax rate was 37.0% in the second quarter of 2013, compared to 39.0% in the second quarter of 2012. Our effective income tax rate in the second quarter of 2012 was higher than that in the second quarter of 2013 due to the unavailability of the research and development tax credit, which was signed into law in January, 2013 and was used in computing the second quarter 2013 estimated rate.

We recorded net earnings of \$0.7 million, or \$0.02 per share, for the three months ended June 30, 2013, a decrease of \$1.7 million or 70.8%, compared to net earnings of \$2.4 million, or \$0.07 per share for the same period in 2012. This decrease was primarily due to the lower delivery and service-related aftermarket parts and assemblies sales experienced in 2013, along with the other factors discussed above.

At June 30, 2013, we had \$233.2 million in backlog compared to \$173.3 million at June 30, 2012, an increase of \$59.9 million or 34.5%. This increase is attributable to a \$34.8 million increase in our emergency response vehicles backlog due to continued strong order intake, domestically and from outside North America, and a \$25.3 million increase in our delivery and service vehicles backlog, driven by orders received for our Reach delivery van. Intercompany orders are eliminated from the backlog dollars presented. We anticipate filling our current backlog orders by February, 2014.

While orders in the backlog are subject to modification, cancellation or rescheduling by customers, this has not been a major factor in the past. Although the backlog of unfilled orders is one of many indicators of market demand, several factors, such as changes in production rates, available capacity, new product introductions and competitive pricing actions, may affect actual sales. Accordingly, a comparison of backlog from period-to-period is not necessarily indicative of eventual actual shipments.

### **Six Months Ended June 30, 2013 Compared to the Six Months Ended June 30, 2012**

For the six months ended June 30, 2013, we recorded sales of \$217.0 million, a decrease of \$16.2 million or 6.9% from the \$233.2 million that we recorded for the same period of 2012. This decrease was driven by a \$30.5 million revenue decrease in our Delivery and Service Vehicles segment, largely as a result of lower aftermarket and parts assemblies, which was partially offset by increases in our Specialty Vehicles and Emergency Response Vehicles segments. Please see the segment analyses below for further information on our sales for the six months ended June 30, 2013 and 2012.

Cost of products sold was \$195.0 million for the six months ended June 30, 2013, compared to \$200.7 million for the same period in 2012, a decrease of \$5.7 million or 2.8%. This decrease was driven by the lower sales levels experienced in our Delivery and Service Vehicles segment, which resulted in a decrease of \$14.9 million. Partially offsetting this decrease was an increase in our Specialty Vehicles segment of \$9.2 million as a result of higher sales volumes of motor home chassis and aftermarket parts and assemblies. As a percentage of sales, cost of products sold increased to 89.9% in the six months ended June 30, 2013, an increase of 380 basis points compared to 86.1% in 2012, which is mainly attributable to impact of the reduced aftermarket parts and assemblies sales in our Delivery and Service Vehicles segment, which more than offset a 180 basis point gain from the lack of restructuring charges in 2013.

Gross profit decreased by \$10.5 million, or 32.3%, to \$22.0 million for the six months ended June 30, 2013 from \$32.5 million for the same period in 2012. \$15.6 million of the decrease is attributable to our Delivery and Service Vehicles segment, mainly as a result of the lower aftermarket parts and assemblies sales. This decrease was partially offset by additional gross profit as a result of the higher sales volumes in our Specialty Vehicles segment. Gross margin decreased to 10.1% from 13.9% over the same time period. This 380 basis points decrease was mainly due to the impact of the lower delivery and service vehicle-related aftermarket parts and assemblies sales, which was partially offset by the 180 basis point impact of restructuring charges incurred in 2012 that did not recur in 2013.

Operating expenses decreased by \$4.3 million or 13.4% to \$27.7 million for the six months ended June 30, 2013, compared to \$32.0 million for the same period in 2012. Research and development expense decreased by \$1.3 million as a result of lower spending on the Spartan Advanced Protection System, which went into production in the third quarter of 2012, and other engineering projects. Selling, general and administrative expense decreased by \$1.0 million due to a reduction in provisions for certain earn-out payments associated with our 2009 acquisition of Utilimaster, along with a \$0.1 million decrease in legal and other administrative expense. In addition, we recorded \$1.9 million of restructuring charges during the six months ended June 30, 2012, which did not recur in 2013.

Our effective income tax rate was 37.0% in the six months ended June 30, 2013, compared to 39.0% in the same period of 2012. Our effective income tax rate in 2012 was higher than that in 2013 due to the unavailability of the research and development tax credit, which was signed into law in January, 2013 and was used in computing the 2013 estimated rate.

We recorded a net loss of \$3.6 million, or \$0.11 per share, for the six months ended June 30, 2013, a decrease of \$3.9 million compared to net earnings of \$0.3 million, or \$0.01 per share for the same period in 2012. This decrease was primarily due to the lower delivery and service related aftermarket parts and assemblies sales experienced in 2013.

## **Our Segments**

As a result of a realignment of our operations completed during the course of the third quarter of 2012, we realigned our reportable segments into three segments: Emergency Response Vehicles, Delivery and Service Vehicles, and Specialty Vehicles. Our Emergency Response Vehicles segment consists of the emergency response chassis operations of Spartan Chassis and the Spartan ERV operations. Our Delivery and Service Vehicles segment is comprised of our Utilimaster operations and our Specialty Vehicles segment is comprised of the motorhome, defense and other specialty vehicle operations and the related aftermarket parts and assemblies sales of Spartan Chassis. The reportable segments have been identified based on the financial data utilized by our chief operating decision makers to assess segment performance and allocate resources among our operating units. Segment results from prior periods are shown reflecting the change. For certain financial information related to each segment, see Note 7 - *Business Segments*, of the Notes to Condensed Consolidated Financial Statements appearing in Item 1 of this Form 10-Q.

**Emergency Response Vehicles****Financial Data**

(Dollars in thousands)

	Three Months Ended June 30,			
	2013		2012	
	Amount	%	Amount	%
Sales	\$43,781	100.00%	\$43,613	100.00%
Operating income (loss)	438	1.0 %	(979 )	-2.2 %
Segment assets	83,567		68,539	

	Six Months Ended June 30,			
	2013		2012	
	Amount	%	Amount	%
Sales	\$78,731	100.00%	\$77,499	100.00%
Operating loss	(2,123 )	-2.7 %	(3,346 )	-4.3 %
Segment assets	83,567		68,539	

*Comparison of the Three Month Periods Ended June 30, 2013 and 2012*

Sales in our Emergency Response Vehicles segment increased by \$0.2 million, or 0.5% to \$43.8 million in the second quarter of 2013 compared to \$43.6 million for the same period of 2012. Sales of emergency response chassis increased by \$2.6 million, with \$1.7 million of the increase due to higher unit volumes in 2013 and an additional increase of \$0.9 million due to more favorable pricing in 2013 compared to 2012. Sales of emergency response vehicles (chassis, body and apparatus) decreased by \$2.4 million due to a unit volume related decrease of \$3.0 million, which was partially offset by a \$0.6 million increase due to more favorable pricing.

Operating income for our Emergency Response Vehicles segment increased by \$1.4 million to income of \$0.4 million in the second quarter of 2013 compared to an operating loss of \$1.0 million in the second quarter of 2012, driven by improving margins as a result of pricing and content changes in our chassis and complete vehicles.

*Comparison of the Six Month Periods Ended June 30, 2013 and 2012*

Sales in our Emergency Response Vehicles segment for the six months ended June 30, 2013 increased by \$1.2 million, or 1.5% to \$78.7 million compared to \$77.5 million for the same period in 2012. Sales of emergency response chassis increased by \$0.7 million, with a \$1.8 million increase due to more favorable pricing in 2013 compared to 2012, which was partially offset by a decrease of \$1.1 million due to lower unit volumes in 2013. Sales of emergency response vehicles (chassis, body and apparatus) increased by \$0.5 million, with a \$0.8 million increase due to more favorable pricing in 2013 compared to 2012, partially offset by a decrease of \$0.3 million due to lower unit volume in 2013.

Operating loss for our Emergency Response Vehicles segment decreased by \$1.2 million, or 36.4% to \$2.1 million for the six months ended June 30, 2013 compared to an operating loss of \$3.3 million for the same period in 2012, driven by improving margins as a result of pricing and content changes in our chassis and complete vehicles.



**Delivery and Service Vehicles****Financial Data**

(Dollars in thousands)

## Three Months Ended June 30,

	2013		2012	
	Amount	%	Amount	%
Sales	\$44,155	100.0%	\$47,751	100.0%
Operating income (loss)	(1,640)	(3.7)%	6,230	13.0%
Segment assets	74,722		75,684	

## Six Months Ended June 30,

	2013		2012	
	Amount	%	Amount	%
Sales	\$76,068	100.0%	\$106,599	100.0%
Operating income (loss)	(5,609)	(7.4)%	7,558	7.1%
Segment assets	74,722		75,684	

*Comparison of the Three Month Periods Ended June 30, 2013 and 2012*

Sales for the second quarter of 2013 in our Delivery and Service Vehicles segment decreased by \$3.6 million or 7.5% to \$44.2 million compared to \$47.8 million for the second quarter of 2012. This change is attributable to a decrease of \$17.2 million in aftermarket parts and assemblies sales, primarily keyless entry systems, compared to the high level of such sales during the second quarter of 2012. Partially offsetting this decrease was an increase in vehicle unit sales volume which resulted in an \$11.4 million increase in revenue in 2013 compared to 2012 and an increase of \$2.2 million due to change in vehicle mix which resulted in an overall higher content level for vehicles produced in 2013. There were no changes in pricing of products sold by our Delivery and Service Vehicles segment that had a significant impact on our financial statements when comparing the second quarter of 2013 to the same period of 2012.

Operating income in our Delivery and Service Vehicles segment for the second quarter of 2013 decreased by \$7.8 million to a loss of \$1.6 million, compared to operating income of \$6.2 million for the same period of 2012. Driving

the decrease was the reduction in sales of aftermarket parts and assemblies, which was partially offset by the \$0.6 million of restructuring charges recorded in 2012, which were absent in the second quarter of 2013. See Note 4, *Restructuring* of the Notes to Condensed Consolidated Financial Statements appearing in Item 1 of this Form 10-Q for more information on our restructuring charges in the second quarter of 2012.

*Comparison of the Six Month Periods Ended June 30, 2013 and 2012*

Sales for the six months ended June 30, 2013 decreased by \$30.5 million or 28.6% to \$76.1 million compared to \$106.6 for the same period of 2012, mainly due to a decrease in aftermarket parts and assemblies sales, primarily keyless entry systems, compared to the high level of such sales during the first half of 2012. Sales of vehicles during the six months ended June 30, 2013 were comparable to the levels achieved in the same period of 2012.

Operating income decreased by \$13.2 million to an operating loss of \$5.6 million in 2013 compared to operating income of \$7.6 million in 2012. Approximately \$14.8 million of this decrease was attributable to the decrease in aftermarket parts and assemblies sales, while \$4.5 million of the decrease is attributable to material sourcing issues and labor and overhead inefficiencies related to the launch of production at our Bristol, Indiana facility. These decreases were partially offset by the lack of restructuring charges in 2013 compared to the \$5.2 million incurred in 2012, along with a \$0.9 million decrease in the expense recorded for the provision for earn-out payments related to our purchase of Utilimaster.

**Specialty Vehicles****Financial Data**

(Dollars in thousands)

	Three Months Ended June 30,			
	2013		2012	
	Amount	%	Amount	%
Sales	\$32,938	100.0%	\$23,055	100.0%
Operating Income	3,900	11.8 %	560	2.4 %
Segment assets	24,980		25,222	

	Six Months Ended June 30,			
	2013		2012	
	Amount	%	Amount	%
Sales	\$62,211	100.0%	\$49,133	100.0%
Operating Income	5,227	8.4 %	490	1.0 %
Segment assets	24,980		25,222	

*Comparison of the Three Month Periods Ended June 30, 2013 and 2012*

Sales for the second quarter of 2013 in our Specialty Vehicles segment increased by \$9.9 million or 42.9% to \$32.9 million compared to \$23.1 million for the first quarter of 2012, due to a \$4.2 million increase in motor home chassis sales as a result of the strong performance in the market of our MG and K3 model chassis, a \$3.1 million increase in defense related aftermarket parts and assemblies sales along with an approximately \$2.6 million increase in other specialty vehicle sales resulting from the fulfillment in the second quarter of 2013 of orders for defense related vehicles received in 2012. There were no changes in pricing of products sold by our Specialty Vehicles segment that had a significant impact on our financial statements when comparing the second quarter of 2013 to the second quarter of 2012.

Operating income for our Specialty Vehicles segment for the second quarter of 2013 increased by \$3.3 million or 550.0% to \$3.9 million, compared to \$0.6 million for the same period of 2012. The higher sales levels of motor home chassis, other specialty vehicles and aftermarket parts and assemblies accounted for approximately \$2.8 million of the

operating income increase, while favorable mix in aftermarket parts and assemblies accounted for \$0.5 million.

*Comparison of the Six Month Periods Ended June 30, 2013 and 2012*

Sales for the first six months of 2013 in our Specialty Vehicles segment increased by \$13.1 million or 26.7% to \$62.2 million compared to \$49.1 million for the first six months of 2012. This increase was due to an approximately \$6.2 million increase in motor home chassis as a result of strong performance in the market of our MG and K3 model chassis, along with a \$5.3 million increase in defense related aftermarket parts and assemblies, and a \$1.5 million increase in other specialty vehicles resulting from the fulfillment of orders for defense-related vehicles received in 2012.

Operating income increased by \$4.7 million or 940.0% to \$5.2 million in 2013 compared to \$0.5 million in 2012. Increased sales levels accounted for approximately \$3.7 million of the operating income increase. A favorable product mix in aftermarket parts and assemblies sales contributed approximately \$1.5 million to the operating income increase, while a decrease in restructuring related charges in 2013 compared to 2012 accounted for approximately \$0.5 million of the increase. A \$1.0 million accrual for a motor home chassis-related recall recorded in the first half of 2013 partially offset the above increases. There were no changes in pricing of products sold by our Specialty Vehicles segment that had a significant impact on our financial statements when comparing the six months ended June 30, 2013 to same period in 2012.

## Financial Condition

### *Balance Sheet at June 30, 2013 compared to December 31, 2012*

Cash decreased by \$6.1 million, or 28.1%, to \$15.6 million at June 30, 2013 from \$21.7 million at December 31, 2012. Cash used in operations was \$4.9 million, mainly as a result of the net loss we recorded for the six months ended June 30, 2013. Cash provided by investing activities was \$0.2 million, with purchases of property, plant, and equipment of \$2.5 million being offset by the collection of \$2.5 million on a note receivable related to the sale of our Wakarusa, Indiana facilities on December 31, 2012. Cash used in financing activities was \$1.4 million, primary due to the payment of the semi-annual dividend in June.

Accounts receivable increased by \$3.5 million, or 7.4%, to \$50.6 million at June 30, 2013, compared to \$47.1 million at December 31, 2012. Approximately \$1.7 million of the increase is due to extended payment terms granted to certain customers during the second quarter of 2013. The remaining increase is attributable to higher sales levels experienced in June 2013 as compared to those in December 2012. Days sales outstanding decreased by 1 day to 35 days for the quarter ended June 30, 2013 compared to 36 days for the quarter ended December 31, 2012 due to a lower average accounts receivable balance during the second quarter of 2013 compared to the fourth quarter of 2012.

Inventory increased by \$6.1 million or 9.0% to \$73.7 million at June 30, 2013 compared to \$67.6 million at December 31, 2012 in order to support a planned increase in production levels across most of our products, following our usual year-end production shut-down. Days inventory outstanding increased to 66 days at June 30, 2013, compared to 60 days at December 31, 2012, due to higher average inventory levels during the second quarter of 2013 compared to the fourth quarter of 2012.

Income taxes receivable increased by \$1.2 million or 40.0% to \$4.2 million at June 30, 2013 compared to \$3.0 million at December 31, 2012 due to the impact of the \$2.6 million pre-tax loss recorded in the six months ended June 30, 2013, which was partially offset by the receipt of a refund from a prior year tax return.

Other current assets decreased by \$3.4 million, or 56.6%, to \$2.6 million at June 30, 2013 compared to \$6.0 million at December 31, 2012, mainly due to payments received on notes related to the sale of the Wakarusa, Indiana facility.

Accounts payable increased by \$1.2 million, or 5.2%, to \$24.2 million at June 30, 2013 compared to \$23.0 million at December 31, 2012 due to the timing of vendor payments.

Accrued warranty increased by \$1.5 million or 24.6% to \$7.6 million at June 30, 2013 compared to \$6.1 million at December 31, 2012 due to a \$1.0 million Specialty Vehicles segment recall related accrual along with \$0.5 million in adjustments related to various emergency response vehicle initiatives.

Accrued compensation and related taxes decreased \$1.7 million, or 22.1%, to \$6.1 million at June 30, 2013 compared to \$7.7 million at December 31, 2012 due to the payment of incentive compensation accrued at year end.

Other current liabilities and accrued expenses decreased by \$2.3 million, or 28.4% to \$5.8 million at June 30, 2013 compared to \$8.1 million at December 31, 2012, mainly due to the payment of certain earn-out payments associated with our 2009 acquisition of Utilimaster.

Deposits from customers increased \$4.6 million, or 71.9%, to \$11.0 million at June 30, 2013 from \$6.4 million at December 31, 2012, driven by the increase in orders received for emergency response vehicles in 2013. Deposits on these orders are at the option of the customer and the aggregate totals may increase or decrease depending on the number of customers that choose to make deposits at any given time.

## **LIQUIDITY AND CAPITAL RESOURCES**

Through June 30, 2013, cash and cash equivalents decreased by \$6.1 million to a balance of \$15.6 million compared to \$21.7 million at December 31, 2012. These funds, in addition to cash generated from future operations and available credit facilities, are expected to be sufficient to finance the Company's foreseeable liquidity and capital needs.

For the six months ended June 30, 2013, we utilized \$4.9 million of cash in operating activities, which represents a \$13.6 million decrease from the \$8.7 million of cash that was generated from operations for the six months ended June 30, 2012. The decrease in cash generated in 2013 was driven by a higher net loss recorded in 2013, along with \$5.7 million higher non-cash operating charges in 2012, mainly the loss on impairment and disposal of assets related to the reclassification of our Wakarusa, Indiana facility to assets held for sale. Also contributing to the unfavorable year over year comparison was a \$4.1 million increase in cash used in operations to fund changes in balance sheet items in 2013.

See the Financial Condition section contained in Item 2 of this Form 10-Q for further information regarding balance sheet line items that drove cash flows for the six month period ended June 30, 2013. Also see the Condensed Consolidated Statements of Cash Flows contained in Item 1 of this Form 10-Q for the other various factors that represented the remaining fluctuation of cash from operations between the periods.

For the six months ended June 30, 2013 we generated \$5.4 million more cash in investing activities, as a result of the collection of \$2.5 million on a note receivable related to the December 31, 2012 sale of our Wakarusa, Indiana facilities, and a decrease of \$2.8 million in purchases of operating equipment following the relocation of the Delivery and Service Vehicle operations to Bristol, Indiana.

For the remainder of 2013, we expect to incur total capital expenditures of \$1.5 million to \$3.5 million, including spending for our ERP system implementation and replacement and upgrades of machinery and equipment used in operations.

**Working Capital**

(In thousands)

	June 30, 2013	December 31, 2012	Change
Current assets	\$153,631	\$152,523	\$1,108
Current liabilities	56,526	53,690	2,836
Working capital	\$97,105	\$98,833	\$(1,728)

The decrease in our working capital at June 30, 2013 from December 31, 2012, was driven by the decrease in cash and other current assets, along with the increases in deposits from customers, which were partially offset by the increase in accounts receivable and inventory. Refer to the balance sheet discussion appearing above in Management's Discussion and Analysis of Financial Condition and Results of Operations for an explanation of the causes of the changes in these

working capital line items.

### Contingent Obligations

In connection with our acquisition of Utilimaster on November 30, 2009, we incurred contingent obligations that become due through 2014 in the form of certain performance-based earn-out payments, up to an aggregate maximum amount of \$7.0 million. In accordance with accounting guidance, we recorded the estimated fair value of the future consideration on the acquisition date and subsequently adjusted the balance to reflect amortization of the discount and changes in the subsidiaries' expected performance, resulting in a balance of \$2.1 million at June 30, 2013, including \$1.4 million classified as current and \$0.7 million classified as long term, based upon the likelihood of the payments, discounted to the reporting date. During 2012 and the six months ended June 30, 2013 we made payments totaling \$3.8 million, leaving an aggregate maximum amount of future payments of \$3.2 million. We expect to pay an additional \$1.0 million during the remainder of 2013 as the result of targeted sales levels expected to be met for the Reach commercial van. We believe that we have sufficient liquidity to fund the contingent obligations as they become due.

### Warranty

In April, 2013, we determined that it is likely that a recall related to certain of our motor home chassis is necessary. While we have not yet determined the exact impact of the recall, we believe the cost of the recall will be between \$1.0 million and \$2.5 million. In accordance with accounting guidance, we accrued \$1.0 million during the six month period ended June 30, 2013, which is reflected within Cost of products sold in the Condensed Consolidated Statement of Operations appearing in Item 1 of this Form 10-Q.



## Debt

On December 16, 2011, we amended our unsecured revolving credit facility under which we may borrow up to \$70.0 million from a syndicate of lenders, including Wells Fargo Bank N.A. and JPMorgan Chase Bank, N.A., to, among other things, extend the maturity of the credit facility for an additional five years. See Note 3, *Debt*, in the Notes to Condensed Consolidated Financial Statements appearing in Item 1 of this Form 10-Q for further details related to formulaic limitations on borrowings under the agreement. Under the terms of the agreement, the Company may request an increase in the facility of up to \$35.0 million in the aggregate, subject to customary conditions. Interest rates on borrowings under the credit facility are based on applicable rates at the time of issuance but are generally an adjusted LIBOR rate plus margin, ranging from 125 to 225 basis points, based on specified leverage ratio tiers from period to period. In addition, commitment fees range from 20 to 35 basis points on the unused portion of the line. The credit facility matures on December 16, 2016. We had no drawings against this credit line as of June 30, 2013. During the period ended June 30, 2013 our revolving credit facility was utilized, and will continue to be utilized in future periods, to finance commercial chassis received by our Utilimaster subsidiary under a chassis bailment inventory agreement with General Motors Company. This funding is reflected as a reduction of up to \$5.0 million on the revolving credit facility available to us. See Note 5, *Commitments and Contingent Liabilities*, in the Notes to Condensed Consolidated Financial Statements appearing in Item 1 of this Form 10-Q for further details about Utilimaster's chassis bailment inventory agreement.

On November 30, 2012, we entered into an amendment to our existing amended and restated private shelf agreement with Prudential Investment Management, Inc. Under the original private shelf agreement, we issued \$5.0 million of 5.46% Series B Senior Notes, due December 1, 2016. The amended agreement extended the period during which we may issue private notes by three years to November 30, 2015 and increased the limit of the uncommitted shelf facility up to \$50.0 million. The interest rate is determined based on applicable rates at time of issuance. The total outstanding debt under this agreement was \$5.0 million at June 30, 2013 and December 31, 2012.

Under the terms of the line of credit and the term notes detailed above, we are required to maintain certain financial ratios and other financial conditions. The agreements prohibit us from incurring additional indebtedness; limit certain acquisitions, investments, advances or loans; and restrict substantial asset sales. At June 30, 2013, we were in compliance with all debt covenants, and, based on our current outlook for the remainder of 2013, we expect to be able to meet these financial covenants over the next twelve months.

We had capital lease obligations outstanding of approximately \$0.4 million as of June 30, 2013 due and payable over the next seven years.

## Equity Securities

On October 19, 2011, our Board of Directors authorized the repurchase of up to a total of 1.0 million shares of our common stock in open market transactions, contingent upon market conditions. Through June 30, 2013, no shares were repurchased under this authorization.

### Dividends

On May 8, 2013 our Board of Directors declared a semi-annual dividend of \$0.05 per share of common stock, which was paid on June 27, 2013 to shareholders of record at the close of business on May 23, 2013.

On October 24, 2012 our Board of Directors declared a semi-annual dividend of \$0.05 per share of common stock, which was paid on December 13, 2012 to shareholders of record at the close of business on November 8, 2012.

On April 26, 2012, our Board of Directors declared a semi-annual dividend of \$0.05 per share of common stock, which was paid on June 14, 2012 to shareholders of record at the close of business on May 10, 2012.

The aggregate amount of dividends paid in 2012 was \$3.4 million and is expected to be approximately \$3.4 million for all of 2013.

## CRITICAL ACCOUNTING POLICIES

The following discussion of critical accounting policies is intended to supplement Note 1 - *General and Summary of Accounting Policies*, of the Notes to Consolidated Financial Statements contained in Item 8 in our Annual Report on Form 10-K filed with the Securities and Exchange Commission on March 14, 2013. These policies were selected because they are broadly applicable within our operating units, and they involve additional management judgment due to the sensitivity of the methods, assumptions and estimates necessary in determining the related income statement, asset and/or liability amounts.

**Revenue Recognition** - We recognize revenue in accordance with authoritative guidelines, including those of the SEC. Accordingly, revenue is recognized when title to the product and risk of ownership passes to the buyer. In certain instances, risk of ownership and title passes when the product has been completed in accordance with purchase order specifications and has been tendered for delivery to the customer. On certain customer requested bill and hold transactions, revenue recognition occurs after the customer has been notified that the products have been completed according to the customer specifications, have passed all of our quality control inspections, and are ready for delivery. All sales are shown net of returns, discounts and sales incentive programs, which historically have not been significant. The collectability of any related receivable is reasonably assured before revenue is recognized.

**Accounts Receivable** - We maintain an allowance for customer accounts that reduces receivables to amounts that are expected to be collected. In estimating the allowance for doubtful accounts, we make certain assumptions regarding the risk of uncollectable open receivable accounts. This risk factor is applied to the balance on accounts that are aged over 90 days: generally this reserve has an estimated range from 10-25%. The risk percentage applied to the aged accounts may change based on conditions such as: general economic conditions, industry-specific economic conditions, historical and anticipated customer performance, historical experience with write-offs and the level of past-due amounts from year to year. However, generally our assumptions are consistent year-over-year and there has been little adjustment made to the percentages used. In addition, in the event there are certain known risk factors with an open account, we may increase the allowance to include estimated losses on such “specific” account balances. The “specific” reserves are identified by a periodic review of the aged accounts receivable. If there is an account in question, credit checks are made and there is communication with the customer, along with other means to try to assess if a specific reserve is required. The inclusion of the “specific” reserve has caused the greatest fluctuation in the allowance for doubtful accounts balance historically. Please see Note 1 - *General and Summary of Accounting Policies*, in the Notes to Consolidated Financial Statements contained in Item 8 of our Annual Report on Form 10-K for the year ended December 31, 2012 for further details.

**Goodwill and Other Indefinite-Lived Intangible Assets** – We perform our annual impairment testing for goodwill and indefinite-lived intangible assets as of October 1 of each year, or more frequently if an event occurs or conditions change that would more likely than not reduce the fair value of the asset below its carrying value. Goodwill is recorded on the financial statements of our Utilimaster, Crimson and Classic Fire subsidiaries. Crimson and Classic Fire are components of our Emergency Response Vehicles reportable segment, which was determined to be a reporting unit for goodwill impairment testing under relevant authoritative guidance. Utilimaster comprises the

Delivery and Service Vehicles reportable segment, which was also determined to be a reporting unit for goodwill impairment testing.

Our most recent annual impairment testing date was October 1, 2012. For the goodwill impairment testing for our Emergency Response Vehicles and our Delivery and Service Vehicles reporting units we performed a two-step impairment test, whereby the first step was comparing the fair value of the reporting unit with its carrying amount, including goodwill. The fair value of the reporting unit was determined by estimating the future cash flows of the reporting unit to which the goodwill relates, and then discounting the future cash flows at a market-participant-derived weighted-average cost of capital ("WACC"). Based on the results of the first step of our two-step impairment test we determined that the fair value of both reporting units exceeded their carrying costs, and accordingly, there was no impairment of goodwill at the annual testing date.

We performed our annual impairment testing for our indefinite-lived intangible assets, which consist of our Utilimaster and Classic Fire trade names, as of October 1, 2012 by comparing the estimated fair value of the trade name with its carrying value. We estimate the fair value of our trade names based on estimates of future royalty payments that are avoided through our ownership of the trade names, discounted to their present value. Based on the results of our impairment testing, we determined that the fair value of our indefinite-lived intangible assets exceeded their carrying cost at October 1, 2012, and accordingly, there was no impairment at the annual testing date.

Since October 1, 2012, there have been no events or changes in conditions that would more likely than not reduce the fair value of any of our reporting units below their respective carrying costs.

We cannot predict the occurrence of certain events or changes in circumstances that might adversely affect the carrying value of goodwill and indefinite-lived intangible assets. Such events may include, but are not limited to, the impact of the general economic environment; a material negative change in relationships with significant customers; or strategic decisions made in response to economic and competitive conditions; and other risk factors as detailed in Part I, Item 1A “Risk Factors” in our Annual Report on Form 10-K for the year ended December 31, 2012.

See Note 1, *General and Summary of Accounting Policies* and Note 7, *Goodwill and Intangible Assets*, in the Notes to Consolidated Financial Statements in our Annual Report on Form 10-K for the year ended December 31, 2012 for further details on our accounting policies and other information regarding goodwill and indefinite-lived intangible assets.

**Warranties** - Our policy is to record a provision for the estimated cost of warranty-related claims at the time of the sale, and periodically adjust the warranty liability to reflect actual experience. The amount of warranty liability accrued reflects actual historical warranty cost, which is accumulated on specific identifiable units. From that point, there is a projection of the expected future cost of honoring our obligations under the warranty agreements. Historically, the cost of fulfilling our warranty obligations has principally involved replacement parts and labor for field retrofit campaigns and recalls, which increase the reserve. Our estimates are based on historical experience, the number of units involved and the extent of features and components included in product models. Over time, this method has been consistently applied and has proven to be an appropriate approach to estimating future costs to be incurred. See also Note 5 – *Commitments and Contingent Liabilities*, of the Notes to Condensed Consolidated Financial Statements contained in Item 1 of this Form 10-Q, for further information regarding warranties.

## **EFFECT OF INFLATION**

Inflation affects us in two principal ways. First, our revolving note payable is generally tied to the prime and LIBOR interest rates so that increases in those interest rates would result in additional interest expense. Second, general inflation impacts prices paid for labor, parts and supplies. Whenever possible, we attempt to cover increased costs of production and capital by adjusting the prices of our products. However, we generally do not attempt to negotiate inflation-based price adjustment provisions into our contracts. Since order lead times can be as much as ten months, we have limited ability to pass on cost increases to our customers on a short-term basis. In addition, the markets we serve are competitive in nature, and competition limits our ability to pass through cost increases in many cases. We strive to minimize the effect of inflation through cost reductions and improved productivity.

**Item 3. Quantitative and Qualitative Disclosures About Market Risk.**

Our primary market risk exposure is a change in interest rates and the effect of such a change on outstanding variable rate short-term and long-term debt. At June 30, 2013, we had no debt outstanding under our variable rate short-term and long-term debt agreements. Therefore, an increase of 1% in interest rates would not have a material adverse effect on our financial position or results of operations. We do not enter into market-risk-sensitive instruments for trading or other purposes.

We do not believe that there has been a material change in the nature or categories of the primary market risk exposures or the particular markets that present the primary risk of loss to us. As of the date of this report, we do not know of or expect any material changes in the general nature of our primary market risk exposure in the near term. In this discussion, "near term" means a period of one year following the date of the most recent balance sheet contained in this report.

Prevailing interest rates and interest rate relationships are primarily determined by market factors that are beyond our control. The response to this item includes several forward-looking statements. Reference is made to the section captioned "Forward-Looking Statements" before Part I of this Quarterly Report on Form 10-Q for a discussion of the limitations on such statements.

#### **Item 4. Controls and Procedures.**

An evaluation was performed under the supervision and with the participation of our management, including the Chief Executive Officer and Interim Chief Financial Officer, of the effectiveness of the design and operation of our disclosure controls and procedures (as defined in Rule 13a-15(e) under the Securities Exchange Act of 1934) as of June 30, 2013. Based on and as of the time of such evaluation, our management, including the Chief Executive Officer and Interim Chief Financial Officer, concluded that our disclosure controls and procedures were effective as of the end of the period covered by this report to ensure that information required to be disclosed by us in the reports that we file or submit is recorded, processed, summarized and reported within the time periods specified in the Securities and Exchange Commission's rules and forms. Disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information required to be disclosed by us in the reports that we file or submit under the Securities Exchange Act of 1934 is accumulated and communicated to our management, including our Chief Executive Officer and Interim Chief Financial Officer, as appropriate to allow timely decisions regarding required disclosure.

There have been no changes in our internal control over financial reporting during the quarter ended June 30, 2013 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

## **PART II. OTHER INFORMATION**

#### **Item 1A. Risk Factors**

We have included in Part I, Item 1A of our Annual Report on Form 10-K for the year ended December 31, 2012, a description of certain risks and uncertainties that could affect our business, future performance or financial condition (the "Risk Factors"). There have been no material changes from the disclosure provided in the Form 10-K for the year ended December 31, 2012 with respect to the Risk Factors. Investors should consider the Risk Factors prior to making an investment decision with respect to our stock.

#### **Item 2. Unregistered Sales of Equity Securities and Use of Proceeds**

##### **Issuer Purchases of Equity Securities**

On October 19, 2011, our Board of Directors authorized the repurchase of up to a total of 1.0 million shares of our common stock in open market transactions, contingent upon market conditions. Through June 30, 2013 no shares were repurchased under this authorization.

During the quarter ended June 30, 2013 there were 13,437 shares delivered by associates in satisfaction of tax withholding obligations that occurred upon the vesting of restricted shares. These shares are not repurchased pursuant to the Board of Directors authorization disclosed above.

Period	Total Number of Shares Purchased	Average Price Paid per Share	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs	Number of Shares that May Yet Be Purchased Under the Plans or Programs
April 1 to April 30	4,960	\$ 5.23	--	1,000,000
May 1 to May 31	--	--	--	1,000,000
June 1 to June 30	8,477	\$ 6.09	--	1,000,000
Total	13,437	\$ 5.77	--	1,000,000



**Item 6. Exhibits.**

(a) Exhibits. The following documents are filed as exhibits to this report on Form 10-Q:

Exhibit No. Document

31.1 Certification of Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act.

31.2 Certification of Interim Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act.

32 Certification of Chief Executive Officer and Interim Chief Financial Officer pursuant to 18 U.S.C. § 1350.

101.INS XBRL Instance Document

101.SCH XBRL Schema Document

101.CAL XBRL Calculation Linkbase Document

101.DEF XBRL Definition Linkbase Document

101.LAB XBRL Label Linkbase Document

101.PRE XBRL Presentation Linkbase Document

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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.

Date: August 7, 2013 SPARTAN MOTORS, INC.

By/s/ Lori L. Wade  
Lori L. Wade  
Interim Chief Financial Officer and Treasurer  
(Principal Financial and Accounting Officer)

**EXHIBIT INDEX**

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