

SUPREME INDUSTRIES INC  
Form 10-Q  
October 30, 2014  
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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 27, 2014

or

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

For the transition period from            to

Commission File Number: 1-8183

# SUPREME INDUSTRIES, INC.

(Exact name of registrant as specified in its charter)

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

**75-1670945**  
(I.R.S. Employer Identification No.)

**2581 E. Kercher Rd., Goshen, Indiana**  
(Address of principal executive offices)

**46528**  
(Zip Code)

Registrant's telephone number, including area code: **(574) 642-3070**

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   
Non-accelerated filer

Accelerated filer   
Smaller reporting company

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

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

**Common Stock (\$.10 Par Value)**  
**Class A**  
**Class B**

**Outstanding at October 22, 2014**  
**14,767,217**  
**1,771,949**



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## PART I. FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS.

**SUPREME INDUSTRIES, INC. AND SUBSIDIARIES**  
**CONDENSED CONSOLIDATED BALANCE SHEETS (UNAUDITED)**

	September 27, 2014	December 28, 2013
<b>ASSETS</b>		
<b>Current assets:</b>		
Cash and cash equivalents	\$ 11,443,509	\$ 3,894,277
Investments	2,900,193	2,865,287
Accounts receivable, net	23,040,051	21,623,319
Inventories	25,262,531	32,496,255
Deferred income taxes	1,681,221	1,844,648
Other current assets	2,548,298	3,199,571
<b>Total current assets</b>	<b>66,875,803</b>	<b>65,923,357</b>
<b>Property, plant and equipment, at cost</b>	<b>95,174,090</b>	<b>95,541,208</b>
Less, Accumulated depreciation and amortization	49,009,093	49,153,369
<b>Property, plant and equipment, net</b>	<b>46,164,997</b>	<b>46,387,839</b>
<b>Other assets</b>	<b>990,965</b>	<b>1,219,655</b>
<b>Total assets</b>	<b>\$ 114,031,765</b>	<b>\$ 113,530,851</b>
<b>LIABILITIES AND STOCKHOLDERS EQUITY</b>		
<b>Current liabilities:</b>		
Current maturities of long-term debt	\$ 666,668	\$ 666,668
Trade accounts payable	12,185,751	15,888,955
Other accrued liabilities	10,491,667	11,787,833
<b>Total current liabilities</b>	<b>23,344,086</b>	<b>28,343,456</b>
<b>Long-term debt</b>	<b>8,499,997</b>	<b>8,999,998</b>
<b>Deferred income taxes</b>	<b>2,348,092</b>	<b>2,078,366</b>
<b>Other long-term liabilities</b>	<b>19,471</b>	<b>28,864</b>
<b>Total liabilities</b>	<b>34,211,646</b>	<b>39,450,684</b>
<b>Stockholders equity</b>	<b>79,820,119</b>	<b>74,080,167</b>
<b>Total liabilities and stockholders equity</b>	<b>\$ 114,031,765</b>	<b>\$ 113,530,851</b>

See accompanying Notes to Condensed Consolidated Financial Statements.



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**SUPREME INDUSTRIES, INC. AND SUBSIDIARIES**

**CONDENSED CONSOLIDATED STATEMENTS OF**

**COMPREHENSIVE INCOME (UNAUDITED)**

	Three Months Ended		Nine Months Ended	
	September 27, 2014	September 28, 2013	September 27, 2014	September 28, 2013
Net sales	\$ 58,023,699	\$ 56,656,038	\$ 182,969,324	\$ 181,936,497
Cost of sales	46,736,407	45,041,492	149,153,869	144,696,014
<b>Gross profit</b>	<b>11,287,292</b>	<b>11,614,546</b>	<b>33,815,455</b>	<b>37,240,483</b>
Selling, general and administrative expenses	7,783,492	7,733,558	23,604,955	23,665,263
Other income	(299,148)	(88,908)	(398,343)	(812,603)
<b>Operating income</b>	<b>3,802,948</b>	<b>3,969,896</b>	<b>10,608,843</b>	<b>14,387,823</b>
Interest expense	101,983	289,048	255,429	426,613
<b>Income from continuing operations before income taxes</b>	<b>3,700,965</b>	<b>3,680,848</b>	<b>10,353,414</b>	<b>13,961,210</b>
Income tax expense	1,232,000	1,189,395	3,405,000	4,885,480
<b>Income from continuing operations</b>	<b>2,468,965</b>	<b>2,491,453</b>	<b>6,948,414</b>	<b>9,075,730</b>
Discontinued operations				
Gain on sale of discontinued operations, net of tax			87,036	
Operating loss from discontinued operations, net of tax		(960,016)	(1,654,459)	(4,315,356)
Loss from discontinued operations, net of tax		(960,016)	(1,567,423)	(4,315,356)
<b>Net income</b>	<b>2,468,965</b>	<b>1,531,437</b>	<b>5,380,991</b>	<b>4,760,374</b>
Other comprehensive income (loss), net of tax	(4,309)	(31,265)	16,733	(62,534)
<b>Comprehensive income</b>	<b>\$ 2,464,656</b>	<b>\$ 1,500,172</b>	<b>\$ 5,397,724</b>	<b>\$ 4,697,840</b>
<b>Basic income (loss) per share:</b>				
Income from continuing operations	\$ 0.15	\$ 0.15	\$ 0.42	\$ 0.56
Loss from discontinued operations		(0.06)	(0.09)	(0.26)
<b>Net income</b>	<b>\$ 0.15</b>	<b>\$ 0.09</b>	<b>\$ 0.33</b>	<b>\$ 0.30</b>
<b>Diluted income (loss) per share:</b>				
Income from continuing operations	\$ 0.15	\$ 0.15	\$ 0.41	\$ 0.55
Loss from discontinued operations		(0.06)	(0.09)	(0.26)
<b>Net income</b>	<b>\$ 0.15</b>	<b>\$ 0.09</b>	<b>\$ 0.32</b>	<b>\$ 0.29</b>
<b>Shares used in the computation of income (loss) per share:</b>				
Basic	16,385,403	16,160,518	16,311,598	16,087,864
Diluted	16,762,994	16,546,113	16,714,412	16,425,542

See accompanying Notes to Condensed Consolidated Financial Statements.





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## SUPREME INDUSTRIES, INC. AND SUBSIDIARIES

## CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS (UNAUDITED)

	Nine Months Ended	
	September 27, 2014	September 28, 2013
<b>Cash flows from operating activities:</b>		
Net income	\$ 5,380,991	\$ 4,760,374
Adjustments to reconcile net income to net cash from operating activities:		
Depreciation and amortization	2,834,556	2,657,081
Provision for losses on doubtful receivables	2,837	77,278
Deferred income taxes	433,153	230,462
Stock-based compensation expense	356,961	313,563
Gain on sale of discontinued operations	(127,994)	
(Gain) loss on sale of property, plant and equipment, net	111,508	(352,893)
Changes in operating assets and liabilities	(2,674,898)	(5,382,460)
<b>Net cash provided by operating activities</b>	<b>6,317,114</b>	<b>2,303,405</b>
<b>Cash flows from investing activities:</b>		
Proceeds from sale of discontinued operations	3,884,656	
Additions to property, plant and equipment	(2,901,331)	(5,042,419)
Proceeds from sale of property, plant and equipment	803,976	1,251,959
Proceeds from sale of investments	3,175,591	41,646
Purchases of investments	(3,216,041)	(20,824)
<b>Net cash provided by (used in) investing activities</b>	<b>1,746,851</b>	<b>(3,769,638)</b>
<b>Cash flows from financing activities:</b>		
Proceeds from revolving line of credit and other long-term debt		59,583,131
Repayments of revolving line of credit and other long-term debt	(500,001)	(57,933,289)
Payment of cash dividends	(413,326)	
Payment of debt issuance costs		(358,975)
Proceeds from exercise of stock options	398,594	136,148
<b>Net cash provided by (used in) financing activities</b>	<b>(514,733)</b>	<b>1,427,015</b>
<b>Change in cash and cash equivalents</b>	<b>7,549,232</b>	<b>(39,218)</b>
<b>Cash and cash equivalents, beginning of period</b>	<b>3,894,277</b>	<b>59,056</b>
<b>Cash and cash equivalents, end of period</b>	<b>\$ 11,443,509</b>	<b>\$ 19,838</b>

See accompanying Notes to Condensed Consolidated Financial Statements.

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**SUPREME INDUSTRIES, INC. AND SUBSIDIARIES**

**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)**

**NOTE 1 BASIS OF PRESENTATION AND OPINION OF MANAGEMENT**

The accompanying unaudited condensed consolidated financial statements have been prepared in accordance with the instructions to Form 10-Q and therefore do not include all of the information and financial statement disclosures necessary for a fair presentation of consolidated financial position, results of operations, and cash flows in conformity with accounting principles generally accepted in the United States of America. In the opinion of management, the information furnished herein includes all adjustments necessary to reflect a fair presentation of the interim periods reported. The December 28, 2013 condensed consolidated balance sheet data was derived from audited financial statements, but does not include all disclosures required by accounting principles generally accepted in the United States of America. References to we, us, our, its, Supreme, or the Company refer to Supreme Industries, Inc. and its subsidiaries.

The Company has adopted a 52- or 53-week fiscal year ending the last Saturday in December. The results of operations for the three and nine months ended September 27, 2014 and September 28, 2013 are for 13-week and 39-week periods, respectively.

**NOTE 2 RECENTLY ISSUED ACCOUNTING PRONOUNCEMENTS**

In May 2014, the Financial Accounting Standards Board issued guidance on recognizing revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. This guidance supersedes existing U.S. GAAP and industry-specific guidance related to revenue recognition. The Company has the option to apply the provisions of the guidance using one of the following two methods: (1) retrospectively to each prior reporting period presented, or (2) retrospectively with the cumulative effect of initially applying the guidance recognized at the date of initial adoption. The guidance is effective for annual and interim periods beginning after December 15, 2016. Early adoption of the guidance is not permitted. The Company is currently evaluating the provisions of this guidance and has not yet determined the impact, if any, that the implementation of this guidance will have on its results of operations or financial condition.

**NOTE 3 DISCONTINUED OPERATIONS**

On December 31, 2013, the Company announced its intention to divest its shuttle bus business. The progressively competitive environment in the bus industry led to intensified price cutting, making it more difficult to sustain profitability. Shuttle bus products represented less than 13% of the Company's consolidated sales for the year ended December 28, 2013, but have had a material adverse effect on reported financial results in recent years.

On February 28, 2014, the Company entered into an Asset Purchase Agreement (the Agreement) for the sale of certain assets of the Company's shuttle bus division. Pursuant to the terms of the Agreement and upon satisfaction of the closing conditions, the Company sold the assets of the

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shuttle bus operations including: machinery and equipment, inventory, trademarks, engineering drawings, bills of materials, customer lists, customer purchasing histories, price lists, distribution lists, supplier lists, production data, quality control records, procedures related to the shuttle bus business, demonstrator vehicles, and all open purchase orders and unexpired governmental and municipal bid contracts. In addition, the purchaser assumed certain warranty obligations.

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The Company continued to operate the business for a period of time following the date of the Agreement to finish certain orders. The transaction closed on March 28, 2014. Net proceeds from the sale were \$3.9 million and net assets of the shuttle bus operations sold consisted of: inventory of \$4.1 million, machinery and equipment of \$0.2 million, reduced by a warranty obligation of \$0.5 million, resulting in a gain of \$0.1 million, net of tax, recorded during the three month period ended March 29, 2014. The Agreement contains a five-year period during which the Company will not compete in the shuttle bus business, with the exception that the non-competition does not apply to the Company's trolley bus division.

The results for the shuttle bus division are classified as discontinued operations as follows:

	Three Months Ended		Nine Months Ended	
	September 27, 2014	September 28, 2013	September 27, 2014	September 28, 2013
Net sales	\$	\$ 10,654,815	\$ 6,549,209	\$ 27,802,474
Loss before income taxes		(1,576,381)	(2,306,655)	(7,085,971)
Loss after income taxes		(960,016)	(1,567,423)	(4,315,356)

**NOTE 4 INVENTORIES**

Inventories, which are stated at the lower of cost or market with cost determined using the first-in, first-out method, consist of the following:

	September 27, 2014	December 28, 2013
Raw materials	\$ 17,797,423	\$ 20,877,513
Work-in-progress	2,941,077	3,673,301
Finished goods	4,524,031	7,945,441
	\$ 25,262,531	\$ 32,496,255

**NOTE 5 FAIR VALUE MEASUREMENT**

Generally accepted accounting principles ( GAAP ) define fair value as the exchange price that would be received for an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. GAAP also establishes a fair value hierarchy which requires an entity to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value. The standard describes three levels of inputs that may be used to measure fair value:

Level 1: Quoted prices (unadjusted) for identical assets or liabilities in active markets that the entity has the ability to access as of the measurement date.

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Level 2: Significant other observable inputs (other than Level 1 prices such as quoted prices for similar assets or liabilities); quoted prices in markets that are not active; or other inputs that are observable or can be corroborated by observable market data.

Level 3: Significant unobservable inputs that reflect a company's own assumptions about the assumptions that market participants would use in pricing an asset or liability.

The Company used the following methods and significant assumptions to estimate the fair value of items:

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Investments: The fair values of investments available-for-sale are determined by obtaining quoted prices on nationally recognized securities exchanges (Level 1 inputs).

Derivatives: Our derivative instruments consist of interest rate swaps, currently reflected as other long-term liabilities on the Condensed Consolidated Balance Sheets. The Company obtains fair values from financial institutions that utilize internal models with observable market data inputs to estimate the fair value of these instruments (Level 2 inputs).

The carrying amounts of cash and cash equivalents, accounts receivable, and trade accounts payable approximated fair value as of September 27, 2014, and December 28, 2013, because of the relatively short maturities of these financial instruments. The carrying amount of long-term debt, including current maturities, approximated fair value as of September 27, 2014, and December 28, 2013, based upon terms and conditions available to the Company at those dates in comparison to the terms and conditions of its outstanding long-term debt.

**NOTE 6 LONG-TERM DEBT**

**Credit Agreement**

On December 19, 2012, the Company entered into an Amended and Restated Credit Agreement (the *Credit Agreement*) with Wells Fargo. Under the terms of the Credit Agreement, Wells Fargo agreed to provide to the Company a credit facility of up to \$45.0 million, consisting of a revolving credit facility, a term loan facility, and a letter of credit facility. The Credit Agreement is for a period of five years ending on December 19, 2017. Financial covenants in the Credit Agreement include a consolidated total leverage ratio, a consolidated fixed charge coverage ratio, and a limitation on annual capital expenditures. As of September 27, 2014, the effective interest rate for all borrowings against the Credit Agreement was 2.49% and the Company was in compliance with all three financial covenants. On August 27, 2014, the Company entered into an amendment of its Credit Agreement. The amendment changed the cash dividend limit from a percentage of consolidated net income for the immediately preceding fiscal quarter to a flat per fiscal quarter limit of \$0.03 per share of capital stock then issued and outstanding.

***Revolving Credit Facility***

The revolving credit facility provides for borrowings of up to \$35.0 million. The revolving credit facility bears interest at (i) LIBOR plus a margin which varies from 1.50% to 2.50% based upon a leverage ratio of total indebtedness to trailing four quarter EBITDA or (ii) the higher of (a) the prime rate and (b) the federal funds rate plus 0.50% plus a margin which varies from 0.50% to 1.50% based upon the debt to EBITDA leverage ratio. The revolving credit facility also requires a quarterly commitment fee ranging from 0.20% to 0.50% per annum depending on the Company's financial ratios and based upon the average daily unused portion. As of September 27, 2014, and December 28, 2013, there were no borrowings against the revolving credit facility. Outstanding letters of credit, related to the Company's workers' compensation insurance policies, reduce available borrowings under the Credit Agreement and aggregated \$3.7 million at September 27, 2014. As a result, the Company had unused credit capacity of \$31.3 million at September 27, 2014.

*Term Loan Facility*

The term loan facility provides for borrowings of up to \$10.0 million. Effective April 29, 2013, the Company and Wells Fargo entered into a \$10.0 million term loan by converting \$10.0 million of revolving credit facility borrowings to term debt. The term loan is secured by real estate and

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improvements, payable in quarterly installments of \$166,667 commencing on June 28, 2013, plus interest at prime rate or LIBOR (as defined in the Credit Agreement), with the remaining balance due upon maturity on December 19, 2017. As of September 27, 2014, the outstanding balance under the term loan facility was \$9.2 million.

On August 9, 2013, the Company entered into an interest rate swap agreement for a portion of the term loan with a notional amount of \$5.0 million. The interest rate swap agreement provides for a 3.1% fixed interest rate and matures on December 19, 2017. The Company designated this swap agreement as a cash flow hedge on its variable rate debt and records the fair value of the swap agreement as an asset or liability on the balance sheet, with changes in fair value recognized in other comprehensive income (loss).

**NOTE 7 STOCK-BASED COMPENSATION**

The following table summarizes the activity for the unvested restricted stock for the nine months ended September 27, 2014:

	<b>Unvested Restricted Stock</b>	<b>Weighted - Average Grant Date Fair Value</b>
Unvested, December 28, 2013	110,431	\$ 3.99
Granted	60,896	\$ 6.87
Vested	(48,287)	\$ 4.69
Unvested, September 27, 2014	123,040	\$ 5.14

The total fair value of restricted shares vested and recognized as stock-based compensation expense during the nine months ended September 27, 2014 was \$226,336.

A summary of the status of the Company's outstanding stock options as of September 27, 2014, and changes during the nine months ended September 27, 2014 are as follows:

	<b>Options</b>	<b>Weighted - Average Exercise Price</b>
Outstanding, December 28, 2013	535,431	\$ 2.79
Granted		
Exercised	(174,639)	\$ 3.24
Expired		
Forfeited		
Outstanding, September 27, 2014	360,792	\$ 2.58

As of September 27, 2014, outstanding exercisable options had an intrinsic value of \$1,931,538 and a weighted-average remaining contractual life of 1.9 years.



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Beginning in 2012, as a part of annual director compensation, a stock award is paid to each of the Company's outside directors equal to \$27,500 divided by the closing sales price on the grant date. The grants are made in quarterly increments. Shares granted during the first nine months of 2014 totaled 19,838 and stock-based compensation expense recognized during the nine months ended September 27, 2014 was \$130,625.

Total unrecognized compensation expense related to all share-based awards outstanding at September 27, 2014, was \$680,962 and will be recorded over a weighted average contractual life of 1.9 years.

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**NOTE 8 INCOME TAXES**

For the three and nine months ended September 27, 2014, the Company recorded income tax expense from continuing operations of \$1.2 million and \$3.4 million at an effective tax rate of 33.3% and 32.9%, respectively. For the three and nine months ended September 28, 2013, the Company recorded income tax expense from continuing operations of \$1.2 million and \$4.9 million at an effective tax rate of 32.3% and 35.0%, respectively. The year-over-year reduction in effective tax rate was primarily due to reductions in: (1) the Company's state effective tax rate due to mix of income by state, (2) increased benefit from its captive insurance company, and (3) increased benefit from the allowable domestic manufacturing deduction.

**NOTE 9 COMMON STOCK**

The Company paid a two and one-half cent (\$.025) per share cash dividend to all Class A and Class B common stockholders during the quarter ended September 27, 2014.

**NOTE 10 COMMITMENTS AND CONTINGENCIES**

The Company is subject to various investigations, claims, and legal proceedings covering a wide range of matters that arise in the ordinary course of its business activities, certain of which are covered in whole or in part by insurance. The Company establishes accruals for these matters to the extent that losses are deemed probable and are reasonably estimable. Although the outcome of these matters cannot be fully determined on the basis of information currently available, it is the opinion of management that the ultimate outcome of these matters would not be significant to the Company's consolidated financial position, results of operations, or cash flow.

**ITEM 2.  
OF OPERATIONS.**

**MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS**

**Company Overview**

Established in 1974 as a truck body manufacturer, Supreme Industries, Inc., through its wholly-owned subsidiary, Supreme Corporation, is a nationwide manufacturer of truck bodies, trolleys and specialty vehicles produced to the specifications of its customers. The Company's transportation equipment products are used by a wide variety of industrial, commercial and law enforcement customers.

The Company utilizes a nationwide direct sales and distribution network consisting of approximately 1,000 commercial truck dealers and a limited number of truck equipment distributors. The Company's manufacturing and service facilities are located in six states across the continental United States allowing us to meet the needs of customers across all of North America. Additionally, the Company's favorable

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customer relations, strong brand-name recognition, extensive product offerings, bailment pool chassis arrangements, and product innovation competitively position Supreme with a strategic footprint in the markets it serves.

The Company and its product offerings are affected by various risk factors which include, but are not limited to, economic conditions, interest rate fluctuations, volatility in the supply chain of chassis, and the availability of credit and financing to the Company, our vendors, dealers, or end users. The Company's business is also affected by the availability and costs of certain raw materials that serve as significant components of its product offerings. The Company's risk factors are disclosed in Item 1A Risk Factors in the Company's Annual Report on Form 10-K for the year ended December 28, 2013.

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**Results of Operations**

The following discussion should be read in conjunction with the condensed consolidated financial statements and related notes (See Note 1 Basis of Presentation and Opinion of Management ) thereto elsewhere in this document.

*Overview*

Consolidated net sales from continuing operations grew to \$58.0 million in the third quarter, a 2.4% increase compared with \$56.7 million during the third quarter of last year. Consolidated net sales from continuing operations in the first nine months of 2014 increased slightly to \$183.0 million, versus \$181.9 million during the first nine months of 2013. The increase for both periods was due to higher sales of specialty vehicles and trolleys partially offset by a slight decline in truck sales.

Gross profit from continuing operations was \$11.3 million, or 19.5% of net sales, in the third quarter of 2014, compared with \$11.6 million, or 20.5% of net sales, in the third quarter of 2013. The decrease of \$0.3 million was primarily due to product and customer mix. Gross profit from continuing operations was \$33.8 million, or 18.5% of net sales, for the nine months ended September 27, 2014 compared with \$37.2 million, or 20.5% of net sales, for the nine months ended September 28, 2013. The decrease was primarily due to changes in product mix, and a shortage of light-duty chassis and severe weather conditions which occurred in the first quarter of 2014.

Income from continuing operations remained unchanged at \$2.5 million, or \$0.15 per diluted share, during the third quarter of 2014, as compared with \$2.5 million, or \$0.15 per diluted share in the same quarter of 2013. Income from continuing operations in the first nine months of 2014 was \$6.9 million, or \$0.41 per diluted share, compared with \$9.1 million, or \$0.55 per diluted share, during the same period in 2013.

During the first quarter of 2014, the previously disclosed divestiture of the Company's shuttle bus assets was completed. The shuttle bus business has been reclassified as discontinued operations in the Company's financial statements and amounts in the 2013 corresponding periods have been adjusted to conform to the 2014 presentation. The reclassifications had no effect on stockholders' equity or overall net income as previously reported. The Company recorded a gain on the sale of its shuttle bus assets of \$0.1 million, net of tax, which is included in the results from discontinued operations. Proceeds from the asset sale were \$3.9 million.

Net income for the third quarter improved to \$2.5 million, or \$0.15 per diluted share, up from net income of \$1.5 million, or \$0.09 per diluted share, in last year's third quarter. For the nine months ended September 27, 2014, net income was \$5.4 million, or \$0.32 per diluted share, compared with \$4.8 million, or \$0.29 per diluted share for the nine months ended September 28, 2013.

Our sales order backlog at the end of the third quarter of 2014 was \$50.8 million, compared with \$68.7 million at the end of 2013's third quarter. The decline in backlog from last year's end of quarter levels reflects a fleet order being placed later than normal in 2013, which resulted in fleet runs carrying over into last year's fourth quarter of 2013 and remaining in our backlog at the end of September 2013. The 2013 backlog has been adjusted to reflect the divestiture of the shuttle bus business.

Additional comparative financial highlights included:

- Cash and cash equivalents increased to \$11.4 million at September 27, 2014, up from \$3.9 million at December 28, 2013, reflecting the Company's strengthening balance sheet.

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- Total term-debt at the end of the third quarter of 2014 was \$9.2 million, compared with \$9.7 million at December 28, 2013. The Company had no outstanding balance on the revolving credit facility at September 27, 2014.
- Stockholders' equity at the end of the third quarter of 2014 increased to \$79.8 million, compared with \$74.1 million at December 28, 2013.
- Book value, on a per-share basis, was \$4.87 at September 27, 2014, versus \$4.59 at December 28, 2013.

Throughout the first three quarters of 2014, we have made steady progress towards our strategic goals. We have invested capital to target growth and efficiency, and elevated customer focus across the organization. As we manage the Company for profitable growth, our key areas of ongoing focus include:

- Mitigating our business risk from future chassis supply interruptions by increasing the size of our pools of chassis;
- Broadening the product offering;
- Compression of our overall order-to-cash conversion cycle;
- Improving our facilities to drive further productivity gains;
- Strategically driving top-line growth and profitability; and
- Continuing our product development initiatives related to both new and existing products.

Our increasingly strong financial condition and liquidity allowed us to reinstate a quarterly cash dividend in the third quarter of 2014 as a means of returning capital to our shareholders. During the remainder of 2014, we will strive to broaden customer relationships and meet customer demands with high quality products and service.

*Net Sales*

Net sales for the three months ended September 27, 2014 increased \$1.3 million, or 2.3%, to \$58.0 million as compared with \$56.7 million for the three months ended September 28, 2013. Net sales for the nine months ended September 27, 2014 increased \$1.1 million, or 0.6%, to \$183.0 million as compared with \$181.9 million for the nine months ended September 28, 2013.

The increase in sales of \$1.3 million for the third quarter of the 2014 was due to the higher specialty vehicle shipments and trolley sales offsetting lower truck sales. The decline in truck sales was due to lower fleet sales partially offset by higher retail sales in 2014. For the nine months ended 2014, sales modestly increased \$1.1 million due to higher sales of specialty vehicles and trolleys partially offset by lower truck sales. During the first quarter of 2014, sales were impacted by chassis supply delays and fewer production days due to weather-related plant

closures. The Company took action to reduce the risk of future chassis supply interruptions by increasing the size of its chassis bailment pools and broadening the product offering. Recently, the Company has expanded and upgraded sales personnel to generate growth in key geographic markets. We also introduced a proprietary, lightweight body wall, FiberPanel HC, which allows customers to reduce their operating costs by increasing payload.

***Gross profit and cost of sales***

For the three months ended September 27, 2014, gross profit from continuing operations was \$11.3 million, or 19.5% of net sales, compared with \$11.6 million, or 20.5% of net sales, in the third quarter of 2013. Gross profit for the first nine months of 2014 was \$33.8 million, or 18.5% of net sales, compared with \$37.2 million, or 20.5% of net sales, in the first nine months of 2013.

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Gross margin, as a percentage of net sales, decreased 1% for the three months ended September 27, 2014 compared with the same period in the prior year quarter primarily due to customer and product mix. The material percentage increased due to product mix which was somewhat offset by a decrease in the direct labor percentage from improved efficiencies at the facilities. Overhead for the three months ended September 27, 2014 was elevated resulting from higher group health insurance costs. The Company continues to implement changes to its group health insurance plan with the goal of improving the overall health and the cost consciousness of its workforce. For the nine months ended September 27, 2014, the gross margin, as a percentage of net sales, decreased approximately 2% from the prior year primarily due to customer and product mix. Additionally, production inefficiencies resulting from chassis supply shortages and extreme weather conditions adversely impacted the first quarter of 2014. The Company also incurred increased costs due to higher energy costs early in the year resulting from the inclement weather and startup costs in the first quarter to open new lines for fleet production.

*Selling, general and administrative expenses*

Selling, general and administrative ( G&A ) expenses increased slightly by \$0.1 million, or 0.6% as a percentage of net sales, to \$7.8 million for the three months ended September 27, 2014, as compared with \$7.7 million for the three months ended September 28, 2013. Selling and G&A expenses decreased by \$0.1 million to \$23.6 million for the nine months ended September 27, 2014, as compared with \$23.7 million for the nine months ended September 28, 2013.

Selling expenses decreased for the three and nine months ended September 27, 2014, as compared to the corresponding periods in 2013. The decrease was due to lower sales commissions resulting from a change in product mix which included lower commissionable products and the Company receiving more marketing program incentives from chassis suppliers during the first nine months of 2014. The decrease was partially offset by higher sales wages and related costs as the Company improved its market presence by expanding and upgrading sales personnel in key regions. G&A expenses increased for the three and nine months ended September 27, 2014, as compared to the corresponding periods in 2013. The increase for both periods was the result of higher salary costs resulting from select headcount additions for key positions and annual merit increases, partially offset by lower legal fees and profit-based incentive compensation plans.

*Other income*

Other income was \$0.3 million and \$0.4 million for the three and nine months ended September 27, 2014, respectively, compared with \$0.1 million and \$0.8 million for the three and nine months ended September 28, 2013, respectively. Other income consisted of rental income, gain on the sale of assets, and other miscellaneous income received by the Company. During the first quarter of 2013, the Company realized a gain of approximately \$0.4 million on the sale of real estate.

*Interest expense*

Interest expense includes bank debt and chassis interest on bailment pool chassis offset by interest support received from the chassis manufacturers. Interest expense was \$0.1 million and \$0.3 million for the three and nine months ended September 27, 2014, compared with \$0.3 million and \$0.4 million for the three and nine months ended September 28, 2013. The reduction in interest expense for both periods was the result of lower net borrowings and less net chassis bailment pool interest. The effective interest rate on bank borrowings was 2.49% at



September 27, 2014, and the Company was in compliance with all provisions of its Credit Agreement.

Table of Contents***Income taxes***

For the three and nine months ended September 27, 2014, the Company recorded income tax expense from continuing operations of \$1.2 million and \$3.4 million at an effective tax rate of 33.3% and 32.9%, respectively. For the three and nine months ended September 28, 2013, the Company recorded income tax expense from continuing operations of \$1.2 million and \$4.9 million at an effective tax rate of 32.3% and 35.0% respectively. The year-over-year reduction in effective tax rate was primarily due to reductions in: (1) the Company's state effective tax rate due to mix of income by state, (2) increased benefit from its captive insurance company, and (3) increased benefit from the allowable domestic manufacturing deduction.

***Income from continuing operations***

Income from continuing operations for the three months ended September 27, 2014 remained unchanged at \$2.5 million, or \$0.15 per diluted share, as compared with income from continuing operations of \$2.5 million, or \$0.15 per diluted share for the comparable period last year. Income from continuing operations for the nine months ended September 27, 2014 was \$6.9 million, or \$0.41 per diluted share, compared with net income of \$9.1 million, or \$0.55 per diluted share for the comparable period last year.

***Discontinued operations***

The Company decided to discontinue its shuttle bus operations on December 31, 2013. On February 28, 2014, the Company entered into an Asset Purchase Agreement for the sale of certain assets of the Company's shuttle bus operations. Accordingly, the Company classified the prior period results as discontinued operations. The after-tax loss from the discontinued operations was \$1.0 million for the three months ended September 28, 2013. For the nine months ended September 27, 2014 and September 28, 2013, the after-tax loss from discontinued operations was \$1.6 million and \$4.3 million, respectively.

***Basic and diluted income (loss) per share***

The following table presents basic and diluted income (loss) per share and the changes from period to period:

	Three Months Ended		Nine Months Ended	
	Sept. 27, 2014	Sept. 28, 2013	Sept. 27, 2014	Sept. 28, 2013
<b>Basic income (loss) per share:</b>				
Income from continuing operations	\$ 0.15	\$ 0.15	\$ 0.42	\$ 0.56
Loss from discontinued operations		(0.06)	(0.09)	(0.26)
Net income per share	\$ 0.15	\$ 0.09	\$ 0.33	\$ 0.30
<b>Diluted income (loss) per share:</b>				

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Income from continuing operations	\$	0.15	\$	0.15	\$	0.41	\$	0.55
Loss from discontinued operations				(0.06)		(0.09)		(0.26)
Net income per share	\$	0.15	\$	0.09	\$	0.32	\$	0.29

**Shares used in the computation of income (loss) per share:**

Basic	16,385,403	16,160,518	16,311,598	16,087,864
Diluted	16,762,994	16,546,113	16,714,412	16,425,542

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**Liquidity and Capital Resources**

**Cash Flows**

The Company's primary sources of liquidity have been cash flows from operating activities and borrowings under its credit agreement. Principal uses of cash have been to support working capital needs, meet debt service requirements, and fund capital expenditures.

***Operating activities***

Cash flows from operating activities represent the net income in the reported periods adjusted for non-cash charges and changes in operating assets and liabilities. Net cash provided by operating activities totaled \$6.3 million for the nine months ended September 27, 2014, as compared with \$2.3 million for the nine months ended September 28, 2013.

During the first nine months of 2014, changes in operating assets and liabilities were impacted by a \$3.1 million decrease in inventories primarily due to the completion of fleet orders and the wind down of discontinued shuttle bus operations. This was partially offset by a \$1.4 million increase in accounts receivable. Additionally, trade accounts payable decreased by \$3.7 million, resulting from the decrease in inventories and the Company's acceleration of payments to vendors to take advantage of discount payment terms.

During the first nine months of 2013, changes in operating assets and liabilities were impacted by a \$4.7 million increase in inventories and a \$4.4 million increase in accounts receivable, both reflecting increased business activity at the end of September 2013 as compared to the end of December 2012. These were partially offset by a \$3.1 million increase in trade accounts payable related primarily to the increase in inventories necessary to support the increase in sales order backlog.

***Investing activities***

Cash provided by investing activities was \$1.7 million for the nine months ended September 27, 2014, as compared with cash used in investing activities of \$3.8 million for the nine months ended September 28, 2013.

During the first nine months of 2014, the Company completed the sale of its shuttle bus operations and received net proceeds of \$3.9 million. Additionally, net cash of \$0.8 million was received as a result of the sale of a facility in White Pigeon, Michigan, which was previously being leased to an unrelated business and classified as property, plant, and equipment. The Company's capital expenditures for the nine months ended September 27, 2014 totaled \$2.9 million, consisting of investments in process improvements and equipment replacement and upgrades.

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During the first nine months of 2013, the Company's capital expenditures totaled \$5.0 million and consisted primarily of investments in facilities and equipment. Additionally, net cash of \$1.2 million was received as a result of the sale of an excess capacity facility in Goshen, Indiana, which was previously included in assets held for sale.

### *Financing activities*

Cash used in financing activities for the nine months ended September 27, 2014 was \$0.5 million, as compared with cash provided by financing activities of \$1.4 million for the nine months ended September 28, 2013.

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During the first nine months of 2014, the Company used \$0.5 million to make a scheduled quarterly principal payment on its outstanding term loan, used \$0.4 million to pay a cash dividend to its shareholders, and received \$0.4 million from the exercise of stock options.

During the first nine months of 2013, net cash provided by financing activities was \$1.4 million, resulting primarily from net borrowings from the Company's revolving line of credit.

Capital Resources

*Credit Agreement*

On December 19, 2012, the Company entered into an Amended and Restated Credit Agreement (the "Credit Agreement") with Wells Fargo Bank. Under the terms of the Credit Agreement, Wells Fargo agrees to provide to the Company a credit facility of up to \$45.0 million, consisting of a revolving credit facility, a term loan facility, and a letter of credit facility. The Credit Agreement is for a period of five years ending on December 19, 2017. The Company had unused credit capacity of \$31.3 million at September 27, 2014 and was in compliance with all provisions of the Credit Agreement.

Summary of Liquidity and Capital Resources

The Company's primary capital needs are for working capital demands, to meet its debt service obligations, and to finance capital expenditure requirements. Cash generated from operations, and borrowings available under the Credit Agreement, are expected to be sufficient to finance the known and/or foreseeable liquidity and capital needs of the Company for at least the next 12 months based on our current cash flow budgets and forecasts of our liquidity needs.

Critical Accounting Policies and Estimates

Management's discussion and analysis of its financial position and results of operations are based upon the Company's condensed consolidated financial statements which have been prepared in accordance with accounting principles generally accepted in the United States of America. The preparation of these financial statements requires management to make estimates and judgments that affect the reported amounts of assets, liabilities, revenues and expenses, and related disclosure of contingent assets and liabilities. The Company's significant accounting policies are discussed in Note 1 of the Notes to Consolidated Financial Statements included in the Annual Report on Form 10-K for the year ended December 28, 2013. In management's opinion, the Company's critical accounting policies include revenue recognition, allowance for doubtful accounts, excess and obsolete inventories, inventory relief, accrued insurance, and accrued warranty.

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**Revenue Recognition** The Company generally recognizes revenue when products are shipped to the customer. Revenue on certain customer requested bill and hold transactions is recognized after the customer is notified that the products have been completed according to customer specifications, have passed all of the Company's quality control inspections, and are ready for delivery based on established delivery terms.

In May 2014, the Financial Accounting Standards Board issued guidance on recognizing revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. This guidance supersedes existing U.S. GAAP and industry-specific guidance related to revenue recognition and is effective for annual and interim periods beginning after December 15, 2016. The Company is currently

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evaluating the provisions of this guidance and has not yet determined the impact, if any, that the implementation of this guidance will have on its results of operations or financial condition.

***Allowance for Doubtful Accounts*** The Company maintains an allowance for doubtful accounts which is determined by management based on the Company's historical losses, specific customer circumstances, and general economic conditions. Periodically, management reviews accounts receivable and adjusts the allowance based on current circumstances and charges off uncollectible receivables against the allowance when all attempts to collect the receivables have failed.

***Excess and Obsolete Inventories*** The Company must make estimates regarding the future use of raw materials and finished products and provide for obsolete or slow-moving inventories. Periodically, management reviews inventories and adjusts the excess and obsolete reserves based on product life cycles, product demand, and/or market conditions.

***Inventory Relief*** For monthly and quarterly financial reporting, cost of sales is recorded and inventories are relieved by the use of standard bills of material adjusted for scrap and other estimated factors affecting inventory relief. Because of our large and diverse product line and the customized nature of each order, it is difficult to place full reliance on the bills of material for accurate relief of inventories. Although the Company continues to refine the process of creating accurate bills of materials, manual adjustments (which are based on estimates) are necessary in an effort to assure correct relief of inventories for products sold. The calculations to estimate costs not captured in the bill of materials take into account the customized nature of products, historical inventory relief percentages, scrap variances, and other factors which could impact inventory cost relief.

The accuracy of the inventory relief is not fully known until physical inventories are conducted at each of the Company's locations. We conduct semi-annual physical inventories at a majority of locations and schedule them in a manner that provides coverage in each of our calendar quarters. We have invested significant resources in our continuing effort to improve the physical inventory process and accuracy of our inventory accounting system.

***Accrued Insurance*** - The Company has a self-insured retention against product liability claims with insurance coverage over and above the retention. The Company is also self-insured for a portion of its employee medical benefits and workers' compensation. Product liability claims are routinely reviewed by the Company's insurance carrier, and management routinely reviews other self-insurance risks for purposes of establishing ultimate loss estimates. In addition, management must determine estimated liability for claims incurred but not reported. Such estimates, and any subsequent changes in estimates, may result in adjustments to our operating results in the future.

***Accrued Warranty*** The Company provides limited warranties for periods of up to five years from the date of retail sale. Estimated warranty costs are accrued at the time of sale and are based upon historical experience.

Forward-Looking Statements



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This report contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act, as amended, other than historical facts, which reflect the view of management with respect to future events. When used in this report, words such as believe, expect, anticipate, estimate, intend, and similar expressions, as they relate to the Company's plans or operations, identify forward-looking statements. Such forward-looking statements are based on assumptions made by, and information currently available to, management. Although management believes that the expectations reflected in such forward-looking statements are reasonable, it can give no assurance that the expectations reflected in such forward-looking

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statements are reasonable, and it can give no assurance that such expectations will prove to be correct. Important factors that could cause actual results to differ materially from such expectations include, without limitation, an economic slowdown in the specialized vehicle industry, restrictions on financing imposed by the Company's lender(s), limitations on the availability of chassis on which the Company's products are dependent, availability of raw materials, raw material cost increases, and severe interest rate increases. Furthermore, the Company can provide no assurance that such raw material cost increases can be passed on to its customers through implementation of price increases for the Company's products. The forward-looking statements contained herein reflect the current view of management with respect to future events and are subject to those factors and other risks, uncertainties, and assumptions relating to the operations, results of operations, cash flows, and financial position of the Company. The Company assumes no obligation to update the forward-looking statements or to update the reasons actual results could differ from those contemplated by such forward-looking statements.

**ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK.**

There has been no material change from the information provided in the Company's Annual Report on Form 10-K, Item 7A: Quantitative and Qualitative Disclosures About Market Risk, for the year ended December 28, 2013.

**ITEM 4. CONTROLS AND PROCEDURES.**

a. Evaluation of Disclosure Controls and Procedures.

In connection with the preparation of this Form 10-Q, an evaluation was performed under the supervision and with the participation of the Company's management, including the Company's Chief Executive Officer and Chief Financial Officer, of the effectiveness of the design and operation of the Company's disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended). Based upon that evaluation, the Chief Executive Officer and Chief Financial Officer concluded that the Company's disclosure controls and procedures are effective as of September 27, 2014.

b. Changes in Internal Control over Financial Reporting.

There has been no change in the Company's internal control over financial reporting during our last fiscal quarter that has materially affected, or is reasonably likely to materially affect, the Company's internal control over financial reporting.

The Company continues to take action to assure compliance with the internal controls, disclosure controls, and other requirements of the Sarbanes-Oxley Act of 2002. Management, including the Company's Chief Executive Officer and Chief Financial Officer, cannot guarantee that the internal controls and disclosure controls will prevent all possible errors or fraud. A control system, no matter how well conceived and operated, can provide only reasonable, not absolute, assurance that the objectives of a control system have been met. In addition, the design of a control system must reflect the fact that there are resource constraints, and the benefit of controls must be relative to their costs. Because of the inherent limitations in all control systems, no system of controls can provide absolute assurance that all control issues and instances of fraud, if

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any, within the Company will be detected. These inherent limitations include the realities that judgments in decision-making can be faulty and that breakdowns can occur because of simple error or mistake. Further, controls can be circumvented by individual acts of

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some persons, by collusion of two or more persons, or by management override of the controls.

The design of any system of controls is also based in part upon certain assumptions about the likelihood of future events, and there can be no assurance that any design will succeed in achieving its stated goals under all potential future conditions. Over time, a control may be inadequate because of changes in conditions or the degree of compliance with the policies or procedures may deteriorate. Because of inherent limitations in any cost-effective control system, misstatements due to error or fraud may occur and not be detected.

**PART II. OTHER INFORMATION**

**ITEM 1. LEGAL PROCEEDINGS.**

Not applicable.

**ITEM 1A. RISK FACTORS.**

For a discussion of those Risk Factors affecting the Company, you should carefully consider the Risk Factors discussed in Part I, under Item 1A: Risk Factors contained in our Annual Report on Form 10-K for the year ended December 28, 2013, which is herein incorporated by reference.

**ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS.**

Not applicable.

**ITEM 3. DEFAULTS UPON SENIOR SECURITIES.**

Not applicable.

**ITEM 4. MINE SAFETY DISCLOSURES.**

Not applicable.

**ITEM 5.**

**OTHER INFORMATION.**

Not applicable.

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**ITEM 6.**

**EXHIBITS.**

Exhibit 3.1	Certificate of Incorporation of the Company, filed as Exhibit 3(a) to the Company's Registration Statement on Form 8-A, filed with the Commission on September 18, 1989, and incorporated herein by reference.
Exhibit 3.2	Certificate of Amendment of Certificate of Incorporation of the Company filed with the Secretary of State of Delaware on June 10, 1993 filed as Exhibit 3.2 to the Company's annual report on Form 10-K for the fiscal year ended December 31, 1993, and incorporated herein by reference.
Exhibit 3.3	Certificate of Amendment of Certificate of Incorporation of the Company filed with the Secretary of State of Delaware on May 29, 1996 filed as Exhibit 3.3 to the Company's annual report on Form 10-K for the fiscal year ended December 31, 1996, and incorporated herein by reference.
Exhibit 3.4	Certificate of Amendment of Certificate of Incorporation of the Company filed with the Secretary of State of Delaware on June 16, 2014 and filed as Exhibit 3.4 of the Company's quarterly report on Form 10-Q for the period ended June 28, 2014, and incorporated herein by reference.
Exhibit 3.5	Second Amended and Restated Bylaws, filed as Exhibit 3.1 to the Company's current report on Form 8-K, filed on February 22, 2011, and incorporated herein by reference.
Exhibit 10.1*	2014 Supreme Cash and Equity Bonus Plan dated August 6, 2014.
Exhibit 10.2*	Amendment No. 1 to Credit Agreement by and among Supreme Industries, Inc., Wells Fargo Bank, National Association and BMO Harris Bank, N.A., and acknowledged by Supreme Corporation and other subsidiary guarantors dated as of April 17, 2014.
Exhibit 10.3	Amendment No. 2 to Credit Agreement by and among Supreme Industries, Inc., Wells Fargo Bank, National Association and BMO Harris Bank, N.A., and acknowledged by Supreme Corporation and other subsidiary guarantors dated as of August 27, 2014, filed as Exhibit 10.1 to the Company's current report on Form 8-K on September 2, 2014, and incorporated herein by reference.
Exhibit 31.1*	Certification of Chief Executive Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
Exhibit 31.2*	Certification of Chief Financial Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
Exhibit 32.1*	Certification of Chief Executive Officer Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
Exhibit 32.2*	Certification of Chief Financial Officer Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
Exhibit 101*	The following financial statements from the Company's Quarterly Report on Form 10-Q for the quarter ended September 27, 2014, filed on October 30, 2014, formatted in XBRL: (i) Condensed Consolidated Balance Sheets (Unaudited), (ii) Condensed Consolidated Statements of Comprehensive Income (Unaudited), (iii) Condensed Consolidated Statements of Cash Flows (Unaudited) and (iv) the Notes to Condensed Consolidated Financial Statements (Unaudited).

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\*Filed herewith.

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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.

SUPREME INDUSTRIES, INC.

DATE: October 30, 2014

By: /s/ Mark D. Weber  
Mark D. Weber  
President and Chief Executive Officer

DATE: October 30, 2014

By: /s/ Matthew W. Long  
Matthew W. Long  
Chief Financial Officer

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**INDEX TO EXHIBITS**

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