

PAM TRANSPORTATION SERVICES INC
Form 10-Q
August 06, 2010

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

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, 2010

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

For the transition period from _____ to _____

Commission File Number: 0-15057

P.A.M. TRANSPORTATION SERVICES, INC.
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

71-0633135
(I.R.S. Employer Identification
no.)

297 West Henri De Tonti, Tontitown, Arkansas 72770
(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: (479) 361-9111

N/A

(Former name, former address and former fiscal year, if changed
since last report)

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 the 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

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company” in Rule 12b-2 of the Exchange Act.

Large accelerated filer
Non-accelerated filer (Do not check if a smaller reporting company)

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:

Class	Outstanding at July 27, 2010
Common Stock, \$.01 Par Value	9,414,607

P.A.M. TRANSPORTATION SERVICES, INC.
Form 10-Q
For The Quarter Ended June 30, 2010
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PART I. FINANCIAL INFORMATION

Item 1. Financial Statements.

P.A.M. TRANSPORTATION SERVICES, INC. AND SUBSIDIARIES

Condensed Consolidated Balance Sheets

(unaudited)

(in thousands, except share and per share data)

	June 30, 2010	December 31, 2009
ASSETS		
Current assets:		
Cash and cash equivalents	\$13,746	\$9,870
Accounts receivable-net:		
Trade	53,494	45,911
Other	1,950	1,551
Inventories	789	750
Prepaid expenses and deposits	5,432	5,258
Marketable equity securities	15,223	14,921
Deferred income taxes-current	1,597	1,401
Income taxes refundable	-	467
Total current assets	92,231	80,129
Property and equipment:		
Land	4,924	4,924
Structures and improvements	13,723	13,665
Revenue equipment	295,673	297,788
Office furniture and equipment	7,957	7,929
Total property and equipment	322,277	324,306
Accumulated depreciation	(144,013)	(145,526)
Net property and equipment	178,264	178,780
Other assets:		
Other	1,665	1,747
Total other assets	1,665	1,747
TOTAL ASSETS	\$272,160	\$260,656
LIABILITIES AND SHAREHOLDERS' EQUITY		
Current liabilities:		
Accounts payable	\$17,243	\$14,492
Accrued expenses and other liabilities	10,650	10,504
Current maturities of long-term debt	13,415	10,331
Income taxes payable	85	-
Total current liabilities	41,393	35,327
Long-term debt-less current portion	33,804	27,202
Deferred income taxes-less current portion	49,345	51,000
Total liabilities	124,542	113,529

SHAREHOLDERS' EQUITY

Preferred stock, \$.01 par value, 10,000,000 shares authorized; none issued	-	-
Common stock, \$.01 par value, 40,000,000 shares authorized; 11,373,207 and 11,372,207 shares issued; 9,414,607 and 9,413,607 shares outstanding at June 30, 2010 and December 31, 2009, respectively	114	114
Additional paid-in capital	77,826	77,704
Accumulated other comprehensive income	2,486	3,063
Treasury stock, at cost; 1,958,600 shares	(29,127)	(29,127)
Retained earnings	96,319	95,373
Total shareholders' equity	147,618	147,127
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY	\$272,160	\$260,656

See notes to condensed consolidated financial statements.

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P.A.M. TRANSPORTATION SERVICES, INC. AND SUBSIDIARIES
Condensed Consolidated Statements of Operations
(unaudited)
(in thousands, except per share data)

	Three Months Ended June 30,		Six Months Ended June 30,	
	2010	2009	2010	2009
OPERATING REVENUES:				
Revenue, before fuel surcharge	\$71,940	\$62,367	\$142,299	\$122,637
Fuel surcharge	13,298	6,109	24,786	11,658
Total operating revenues	85,238	68,476	167,085	134,295
OPERATING EXPENSES AND COSTS:				
Salaries, wages and benefits	26,974	24,012	53,970	48,085
Fuel expense	24,692	16,560	48,992	31,483
Rent and purchased transportation	11,286	9,544	22,322	18,620
Depreciation	6,505	8,570	13,042	17,380
Operating supplies and expenses	7,127	6,823	14,090	13,226
Operating taxes and licenses	1,273	1,402	2,321	2,696
Insurance and claims	3,195	3,131	6,433	6,173
Communications and utilities	664	638	1,370	1,336
Other	1,230	1,292	2,284	2,450
(Gain) loss on disposition of equipment	(28)	68	(29)	24
Total operating expenses and costs	82,918	72,040	164,795	141,473
OPERATING INCOME (LOSS)	2,320	(3,564)	2,290	(7,178)
NON-OPERATING INCOME (EXPENSE)	379	200	388	(667)
INTEREST EXPENSE	(606)	(629)	(1,107)	(1,293)
INCOME (LOSS) BEFORE INCOME TAXES	2,093	(3,993)	1,571	(9,138)
FEDERAL AND STATE INCOME TAX EXPENSE (BENEFIT):				
Current	1,409	-	2,165	-
Deferred	(578)	(1,637)	(1,540)	(3,436)
Total federal and state income tax expense (benefit)	831	(1,637)	625	(3,436)
NET INCOME (LOSS)	\$1,262	\$(2,356)	\$946	\$(5,702)
INCOME (LOSS) PER COMMON SHARE:				
Basic	\$0.13	\$(0.25)	\$0.10	\$(0.61)
Diluted	\$0.13	\$(0.25)	\$0.10	\$(0.61)
AVERAGE COMMON SHARES OUTSTANDING:				
Basic	9,415	9,410	9,414	9,410
Diluted	9,421	9,412	9,419	9,412

See notes to condensed consolidated financial statements.

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P.A.M. TRANSPORTATION SERVICES, INC. AND SUBSIDIARIES
Condensed Consolidated Statements of Cash Flows
(unaudited)
(in thousands)

	Six Months Ended June 30,	
	2010	2009
OPERATING ACTIVITIES:		
Net income (loss)	\$946	\$(5,702)
Adjustments to reconcile net income (loss) to net cash provided by operating activities:		
Depreciation	13,042	17,380
Bad debt expense	1	486
Stock compensation-net of excess tax benefits	118	29
Provision for deferred income taxes	(1,540)	(3,436)
Reclassification of unrealized loss on marketable equity securities	60	1,105
Gain on sale or reclass of marketable equity securities	(316)	(206)
(Gain) loss on sale or disposal of equipment	(29)	24
Changes in operating assets and liabilities:		
Accounts receivable	(7,751)	4,573
Prepaid expenses, inventories, and other assets	(131)	(2,026)
Income taxes refundable	552	18
Trade accounts payable	2,576	(2,246)
Accrued expenses	147	1,203
Net cash provided by operating activities	7,675	11,202
INVESTING ACTIVITIES:		
Purchases of property and equipment	(19,357)	(8,761)
Proceeds from disposition of equipment	7,035	8,092
Change in restricted cash	(232)	(464)
Purchases of marketable equity securities	(1,557)	-
Sales of marketable equity securities	622	84
Net cash used in investing activities	(13,489)	(1,049)
FINANCING ACTIVITIES:		
Borrowings under line of credit	186,606	164,524
Repayments under line of credit	(186,606)	(168,268)
Borrowings of long-term debt	15,047	6,737
Repayments of long-term debt	(5,361)	(10,547)
Borrowings under margin account	-	12,872
Repayments under margin account	-	(14,784)
Exercise of stock options	4	-
Net cash provided by (used in) financing activities	9,690	(9,466)
NET INCREASE IN CASH AND CASH EQUIVALENTS	3,876	687
CASH AND CASH EQUIVALENTS-Beginning of period	9,870	858
CASH AND CASH EQUIVALENTS-End of period	\$13,746	\$1,545

SUPPLEMENTAL DISCLOSURES OF CASH FLOW INFORMATION-

Cash paid during the period for:

Interest	\$1,058	\$1,320
Income taxes	\$1,725	\$86

NONCASH INVESTING AND FINANCING ACTIVITIES-

Purchases of property and equipment included in accounts payable	\$213	\$65
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See notes to condensed consolidated financial statements.

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P.A.M. TRANSPORTATION SERVICES, INC. AND SUBSIDIARIES
Condensed Consolidated Statements of Shareholders' Equity
(unaudited)
(in thousands)

	Common Stock Shares / Amount		Additional Paid-In Capital	Other Comprehensive Income (Loss)	Accumulated Other Comprehensive Income (Loss)	Treasury Stock	Retained Earnings	Total
Balance at December 31, 2009	9,414	\$ 114	\$ 77,704		\$ 3,063	\$(29,127)	\$95,373	\$ 147,127
Components of comprehensive income:								
Net income				\$ 946			946	946
Other comprehensive income:								
Other comprehensive income (loss), net of tax				(577)	(577)			(577)
Total comprehensive income				\$ 369				
Exercise of stock options-shares issued including tax benefits								
	1		4					4
Share-based compensation								
			118					118
Balance at June 30, 2010	9,415	\$ 114	\$ 77,826		\$ 2,486	\$(29,127)	\$96,319	\$ 147,618

See notes to condensed consolidated financial statements.

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P.A.M. TRANSPORTATION SERVICES, INC. AND SUBSIDIARIES
Notes to Condensed Consolidated Financial Statements (unaudited)
June 30, 2010

NOTE A: BASIS OF PRESENTATION

The accompanying unaudited condensed consolidated financial statements have been prepared in accordance with generally accepted accounting principles for interim financial information and with the instructions to Form 10-Q and Article 10 of Regulation S-X. Accordingly, they do not include all of the information and footnotes required by generally accepted accounting principles for complete financial statements. In management's opinion, all adjustments (consisting of normal recurring accruals) necessary for a fair presentation have been included. The consolidated balance sheet at December 31, 2009 has been derived from the audited financial statements at that date but does not include all of the information and footnotes required by generally accepted accounting principles for complete financial statements. Operating results for the six-month period ended June 30, 2010 are not necessarily indicative of the results that may be expected for the year ending December 31, 2010. For further information, refer to the consolidated financial statements and the footnotes thereto included in the Company's annual report on Form 10-K for the year ended December 31, 2009.

In order to conform to industry practice, during 2010 the Company began to classify federal fuel taxes paid on the purchase of fuel as a component of Fuel expense rather than as a component of Operating taxes and licenses. This reclassification has no effect on net operating income, net income or earnings per share. The Company has made corresponding reclassifications to comparative periods shown.

NOTE B: RECENT ACCOUNTING PRONOUNCEMENTS

In January 2010, FASB issued ASC Update No. 2010-06, Fair Value Measurements and Disclosures ("ASU 2010-06"), which updates ASC 820-10-20, Fair Value Measurements and Disclosures. ASU 2010-06 requires new disclosures for fair value measurements and provides clarification for existing disclosure requirements. More specifically, ASU 2010-06 will require (a) an entity to disclose separately the amounts of significant transfers in and out of Level 1 and 2 fair value measurements from one measurement date to another and to describe the reasons for the transfers; and (b) information about purchases, sales, issuances and settlements to be presented separately (i.e., the activity must be presented on a gross basis rather than net) in the reconciliation for fair value measurements using significant unobservable inputs (Level 3 inputs). ASU 2010-06 clarifies existing disclosure requirements for the level of disaggregation used for classes of assets and liabilities measured at fair value and requires disclosures about the valuation techniques and inputs used to measure fair value for both recurring and nonrecurring Level 2 and Level 3 fair value measurements. The adoption of ASU 2010-06 did not have a material impact on the Company's financial condition, results of operations, or cash flow.

NOTE C: MARKETABLE EQUITY SECURITIES

The Company accounts for its marketable securities in accordance with ASC Topic 320, Investments-Debt and Equity Securities. ASC Topic 320 requires companies to classify their investments as trading, available-for-sale or held-to-maturity. The Company's investments in marketable securities are classified as either trading or available-for-sale and consist of equity securities. Management determines the appropriate classification of these securities at the time of purchase and re-evaluates such designation as of each balance sheet date. The cost of securities sold is based on the specific identification method and interest and dividends on securities are included in non-operating income.

Marketable equity securities are carried at fair value. Unrealized gains and losses on equity securities classified as available-for-sale are included, net of tax, as a component of accumulated other comprehensive income in shareholders' equity. Realized gains and losses, declines in value judged to be other-than-temporary on

available-for-sale securities, and increases or decreases in value on trading securities, if any, are included in the determination of net income. A quarterly evaluation is performed in order to judge whether declines in value below cost should be considered temporary and when losses are deemed to be other-than-temporary. Several factors are considered in this evaluation process including the severity and duration of the decline in value, the financial condition and near-term outlook for the specific issuer and the Company's ability to hold the securities. There were no securities in a cumulative loss position for twelve months or longer at June 30, 2010. However, based on the severity of declines in certain securities during the first six months of 2010 and the fact that the Company has no evidence that indicates these securities will regain a value equal to or greater than their cost basis, their declines in value have been determined to be other-than-temporary. As a result of this evaluation, the Company recorded an impairment charge of approximately \$1,000 in non-operating income (expense) in its statement of operations for the quarter ending June 30, 2010. These declines came primarily from our equity securities in the financial sector. The Company recorded an impairment charge of approximately \$109,000 of non-operating income (expense) in its statement of operations for the quarter ending June 30, 2009.

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As of June 30, 2010, equity securities classified as available-for-sale and equity securities classified as trading had a cost basis of approximately \$10,566,000 and \$463,000, respectively, and fair market values of approximately \$14,695,000 and \$528,000, respectively. For the six months ended June 30, 2010, the Company had net unrealized losses in market value on securities classified as available-for-sale of approximately \$425,000, net of deferred income taxes. Also during this period, the Company recognized gains on trading securities of approximately \$1,000, net of deferred income taxes. During the quarter ending June 30, 2010, the Company had net unrealized losses in market value on securities classified as available-for-sale of approximately \$1,108,000, net of deferred income taxes and recognized gains on trading securities of approximately \$10,000, net of deferred income taxes. As of June 30, 2010, the Company's marketable securities that are classified as available-for-sale had gross unrealized gains of approximately \$4,943,000 and gross unrealized losses of approximately \$814,000. As of June 30, 2010, the Company's marketable securities that are classified as trading had gross recognized gains of approximately \$64,000 and gross recognized losses of approximately \$200. As of June 30, 2010, the total net unrealized gain, net of deferred income taxes, in accumulated other comprehensive income was approximately \$2,486,000.

The following table shows the Company's investments' approximate gross unrealized losses and fair value at June 30, 2010 and December 31, 2009. These investments consist of equity securities. As of June 30, 2010 and December 31, 2009 there were no investments that had been in a continuous unrealized loss position for twelve months or longer.

	June 30, 2010		December 31, 2009	
	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses
Equity securities – Available for sale	\$2,837	\$814	\$756	\$140
Equity securities – Trading	63	-	62	1
Totals	\$2,900	\$814	\$818	\$141

The market value of the Company's equity securities are used as collateral against any outstanding margin account borrowings. As of June 30, 2010, there were no outstanding borrowings under the Company's margin account.

NOTE D: STOCK BASED COMPENSATION

The Company maintains a stock option plan under which incentive stock options and nonqualified stock options may be granted. On March 2, 2006, the Company's Board of Director's adopted, and shareholders later approved, the 2006 Stock Option Plan (the "2006 Plan"). Under the 2006 Plan 750,000 shares are reserved for the issuance of stock options to directors, officers, key employees and others. The option exercise price under the 2006 Plan is the fair market value of the stock on the date the option is granted. The fair market value is determined by the average of the highest and lowest sales prices for a share of the Company's common stock, on its primary exchange, on the same date that the option is granted. During the first six months of 2010, options for 16,000 shares were issued under the 2006 Plan at an option exercise price of \$14.32 per share, and at June 30, 2010, 670,000 shares were available for granting future options.

Outstanding incentive stock options at June 30, 2010, must be exercised within six years from the date of grant and vest in increments of 20% each year. Outstanding nonqualified stock options at June 30, 2010, must be exercised within five to ten years from the date of grant.

The total grant date fair value of options vested during the first six months of 2010 was approximately \$118,000. As of June 30, 2010, the Company did not have any stock-based compensation plans with unrecognized stock-based compensation expense. Total pre-tax stock-based compensation expense, recognized in Salaries, wages and benefits during the first six months of 2010 was approximately \$118,000 which resulted from the annual grant of an option for 2,000 shares to each non-employee director during the first quarter of 2010. The recognition of stock-based

compensation expense decreased diluted and basic earnings per common share by approximately \$0.01 during the six months ending June 30, 2010 but did not have a recognizable impact on diluted or basic earnings per share reported for the second quarter ending June 30, 2010. Total pre-tax stock-based compensation expense, recognized in Salaries, wages and benefits was approximately \$29,000 during the first six months of 2009 as a result of the annual grant of an option for 2,000 shares to each non-employee director during the first quarter of 2009. The recognition of stock-based compensation expense decreased diluted and basic earnings per common share by approximately \$0.01 during the six months ending June 30, 2009 but did not have a recognizable impact on diluted or basic earnings per share reported for the second quarter ending June 30, 2009. The weighted average grant date fair value of options granted during the first six months of 2010 and 2009 was \$7.38 per share and \$1.84 per share, respectively.

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The fair value of the Company's employee stock options was estimated at the date of grant using a Black-Scholes-Merton ("BSM") option-pricing model using the following assumptions:

	Six Months Ended June 30,	
	2010	2009
Dividend yield	0%	0%
Volatility	64.31%	58.07%
Risk-free rate range	1.80%	1.57%
Expected life	4.3 years	4.4 years
Fair value of options	\$7.38	\$1.84

The Company has never paid any cash dividends on its common stock and we do not anticipate paying any cash dividends in the foreseeable future. The estimated volatility is based on the historical volatility of our stock. The risk free rate for the periods within the expected life of the option is based on the U.S. Treasury yield curve in effect at the time of grant. The expected life of the options was calculated based on the historical exercise behavior.

Information related to option activity for the six months ended June 30, 2010 is as follows:

	Shares Under Options	Weighted-Average Exercise Price (per share)	Weighted- Average Remaining Contractual Term (in years)	Aggregate Intrinsic Value*
Outstanding-beginning of year	186,500	\$21.02		
Granted	16,000	14.32		
Exercised	(1,000)	3.84		
Cancelled/forfeited/expired	(10,000)	18.27		
Outstanding at June 30, 2010	191,500	\$20.69	2.4	\$135,250
Exercisable at June 30, 2010	191,500	\$20.69	2.4	\$135,250

* The intrinsic value of a stock option is the amount by which the market value of the underlying stock exceeds the exercise price of the option. The per share market value of our common stock, as determined by the closing price on June 30, 2010, was \$15.03.

The number, weighted average exercise price and weighted average remaining contractual life of options outstanding as of June 30, 2010 and the number and weighted average exercise price of options exercisable as of June 30, 2010 are as follows:

Exercise Price	Shares Under Outstanding Options	Weighted-Average Remaining Contractual Term (in years)	Shares Under Exercisable Options
\$3.84	11,000	3.7	11,000
\$14.32	16,000	4.7	16,000
\$14.98	16,000	2.7	16,000
\$19.88	12,500	2.3	12,500

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\$22.92	14,000	1.7	14,000
\$23.22	108,000	2.2	108,000
\$26.73	14,000	0.9	14,000
	191,500	2.4	191,500

Cash received from option exercises totaled approximately \$4,000 during the six months ended June 30, 2010. There were no option exercises during the six months ended June 30, 2009. The Company issues new shares upon option exercise.

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NOTE E: SEGMENT INFORMATION

The Company follows the guidance provided by ASC Topic 280, Segment Reporting, in its identification of operating segments. The Company has determined that it has a total of two operating segments whose primary operations can be characterized as either Truckload Services or Brokerage and Logistics Services, however in accordance with the aggregation criteria provided by FASB ASC Topic 280 the Company has determined that the operations of the two operating segments can be aggregated into a single reporting segment, motor carrier operations. Truckload Services revenues and Brokerage and Logistics Services revenues, each before fuel surcharges, were as follows:

	Three Months Ended June 30,				Six Months Ended June 30,			
	2010		2009		2010		2009	
	Amount	%	Amount	%	Amount	%	Amount	%
(in thousands, except percentage data)								
Truckload Services revenue	\$60,812	84.5	\$53,255	85.4	\$120,793	84.9	\$104,904	85.5
Brokerage and Logistics Services revenue	11,128	15.5	9,112	14.6	21,506	15.1	17,733	14.5
Total revenues	\$71,940	100.0	\$62,367	100.0	\$142,299	100.0	\$122,637	100.0

NOTE F: TREASURY STOCK

The Company accounts for Treasury stock using the cost method and as of June 30, 2010, 1,958,600 shares were held in the treasury at an aggregate cost of approximately \$29,127,000.

NOTE G: COMPREHENSIVE INCOME

Comprehensive income was comprised of net income plus or minus market value adjustments related to our marketable securities. The components of comprehensive income were as follows:

	Three Months Ended		Six Months Ended	
	June 30,		June 30,	
	2010	2009	2010	2009
(in thousands)				
Net income (loss)	\$1,262	\$(2,356)	\$946	\$(5,702)
Other comprehensive (loss) income:				
Reclassification adjustment for realized gains on marketable securities included in net income, net of income taxes	(189)	-	(189)	-
Reclassification adjustment for unrealized losses on marketable securities included in net income, net of income taxes	1	68	37	715
Change in fair value of marketable securities, net of income taxes	(1,108)	1,225	(425)	(49)
Total comprehensive (loss) income	\$(34)	\$(1,063)	\$369	\$(5,036)

NOTE H: EARNINGS PER SHARE

Diluted earnings per share computations assume the exercise of stock options to purchase shares of common stock. The shares assumed exercised are based on the weighted average number of shares under options outstanding during

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the period and only include those options for which the exercise price is less than the average share price during the period. The net additional shares issuable are calculated based on the treasury stock method and are added to the weighted average number of shares outstanding during the period.

A reconciliation of the basic and diluted income per share computations for the three and six months ended June 30, 2010 and 2009, respectively, is as follows:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2010	2009	2010	2009
	(in thousands, except per share data)			
Net income (loss)	\$1,262	\$(2,356)	\$946	\$(5,702)
Basic weighted average common shares outstanding	9,415	9,410	9,414	9,410
Dilutive effect of common stock equivalents	6	2	5	2
Diluted weighted average common shares outstanding	9,421	9,412	9,419	9,412
Basic earnings (loss) per share	\$0.13	\$(0.25)	\$0.10	\$(0.61)
Diluted earnings (loss) per share	\$0.13	\$(0.25)	\$0.10	\$(0.61)

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Options to purchase 180,500 and 246,500 shares of common stock were outstanding at June 30, 2010 and 2009, respectively, but were not included in the computation of diluted earnings per share because to do so would have an anti-dilutive effect.

NOTE I: INCOME TAXES

The Company and its subsidiaries are subject to U.S. and Canadian federal income tax laws as well as the income tax laws of multiple state jurisdictions. The major tax jurisdictions in which we operate generally provide for a deficiency assessment statute of limitation period of three years and as a result, the Company's tax years 2006 through 2009 remain open to examination in those jurisdictions.

The Company recognizes a tax benefit from an uncertain tax position only if it is more likely than not that the position will be sustained on examination by taxing authorities, based on the technical merits of the position. As of June 30, 2010, an adjustment to the Company's consolidated financial statements for uncertain tax positions has not been required as management believes that the Company's tax positions taken in income tax returns filed or to be filed are supported by clear and unambiguous income tax laws. The Company recognizes interest and penalties related to uncertain income tax positions, if any, in income tax expense. During the three and six months ended June 30, 2010, the Company has not recognized or accrued any interest or penalties related to uncertain income tax positions.

NOTE J: FAIR VALUE OF FINANCIAL INSTRUMENTS

Our financial instruments consist of cash and cash equivalents, marketable equity securities, accounts receivable, trade accounts payable, and borrowings.

The Company follows guidance under ASC Topic 820, Fair Value Measurements and Disclosures, with regard to financial assets and liabilities measured on a recurring basis. ASC Topic 820 defines 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. ASC Topic 820 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 market prices in active markets for identical assets or liabilities.

1:

Level 2 Inputs other than Level 1 inputs that are either directly or indirectly observable such as quoted prices for similar assets or liabilities in active markets; quoted prices for identical or similar assets or liabilities in markets that are not active; inputs other than quoted prices that are observable; or other inputs not directly observable, but derived principally from, or corroborated by, observable market data.

Level 3 Unobservable inputs that are supported by little or no market activity.

3:

The Company utilizes the market approach to measure fair value for its financial assets and liabilities. The market approach uses prices and other relevant information generated by market transactions involving identical or comparable assets or liabilities.

Assets and liabilities measured at fair value on a recurring basis and subject to the disclosure requirements of ASC 820 as of June 30, 2010 and December 31, 2009 are summarized below:

June 30,

	2010	December 31, 2009
	(in thousands)	
Level 1:		
Marketable securities	\$15,223	\$14,921

The Company's investments in marketable securities are recorded at fair value based on quoted market prices. The carrying value of other financial instruments, including cash, accounts receivable, accounts payable, and accrued liabilities approximate fair value due to their short maturities.

The carrying amount for the line of credit approximates fair value because the line of credit interest rate is adjusted frequently.

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For long-term debt other than the line of credit, the fair values are estimated using discounted cash flow analyses, based on the Company's current incremental borrowing rates for similar types of borrowing arrangements. The carrying value and estimated fair value of this other long-term debt at June 30, 2010 was as follows:

	Carrying Value (in thousands)	Estimated Fair Value
Long-term debt	\$47,219	\$47,260

The Company follows guidance provided by ASC 825, Financial Instruments, and did not elect the fair value option for our financial instruments.

NOTE K: NOTES PAYABLE AND LONG-TERM DEBT

During the first six months of 2010, the Company's subsidiaries entered into installment obligations totaling approximately \$15.0 million for the purpose of purchasing revenue equipment. These obligations are each payable in 36 monthly installments at an interest rate of 4.85%.

NOTE L: SUBSEQUENT EVENTS

During the third quarter of 2010 the 5% employee pay rate reduction implemented during June 2009 was eliminated. Subsequent events have been evaluated for recognition and disclosure through the date these financial statements were filed with the Securities and Exchange Commission.

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

FORWARD-LOOKING INFORMATION

Certain information included in this Quarterly Report on Form 10-Q constitutes "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995. Such forward-looking statements may relate to expected future financial and operating results or events, and are thus prospective. Such forward-looking statements are subject to risks, uncertainties and other factors which could cause actual results to differ materially from future results expressed or implied by such forward-looking statements. Potential risks and uncertainties include, but are not limited to, excess capacity in the trucking industry; surplus inventories; recessionary economic cycles and downturns in customers' business cycles; increases or rapid fluctuations in fuel prices, interest rates, fuel taxes, tolls, license and registration fees; the resale value of the Company's used equipment and the price of new equipment; increases in compensation for and difficulty in attracting and retaining qualified drivers and owner-operators; increases in insurance premiums and deductible amounts relating to accident, cargo, workers' compensation, health, and other claims; unanticipated increases in the number or amount of claims for which the Company is self insured; inability of the Company to continue to secure acceptable financing arrangements; seasonal factors such as harsh weather conditions that increase operating costs; competition from trucking, rail, and intermodal competitors including reductions in rates resulting from competitive bidding; the ability to identify acceptable acquisition candidates, consummate acquisitions, and integrate acquired operations; a significant reduction in or termination of the Company's trucking service by a key customer; and other factors, including risk factors, included from time to time in filings made by the Company with the Securities and Exchange Commission ("SEC"). The Company undertakes no obligation to update or clarify forward-looking statements, whether as a result of new information, future events or otherwise.

CRITICAL ACCOUNTING POLICIES

There have been no material changes to our critical accounting policies and estimates from the information provided in Item 7, Management's Discussion and Analysis of Financial Condition and Results of Operations, included in our Form 10-K for the fiscal year ended December 31, 2009.

BUSINESS OVERVIEW

The Company's administrative headquarters are in Tontitown, Arkansas. From this location we manage operations conducted through wholly owned subsidiaries based in various locations around the United States and Canada. The operations of these subsidiaries can generally be classified into either truckload services or brokerage and logistics services. Truckload services include those transportation services in which we utilize company owned trucks or owner-operator owned trucks. Brokerage and logistics services consist of services such as transportation scheduling, routing, mode selection, transloading and other value added services related to the transportation of freight which may or may not involve the usage of company owned or owner-operator owned equipment. Both our truckload operations and our brokerage/logistics operations have similar economic characteristics and are impacted by virtually the same economic factors as discussed elsewhere in this Report. All of the Company's operations are in the motor carrier segment.

For both operations, substantially all of our revenue is generated by transporting freight for customers and is predominantly affected by the rates per mile received from our customers, equipment utilization, and our percentage of non-compensated miles. These aspects of our business are carefully managed and efforts are continuously underway to achieve favorable results. For the three and six month periods ended June 30, 2010, truckload services revenues, excluding fuel surcharges, represented 84.5% and 84.9%, respectively, of total revenues, excluding fuel surcharges, with remaining revenues, excluding fuel surcharges, being generated from brokerage and logistics services. For the three and six month periods ended June 30, 2009, truckload services revenues, excluding fuel surcharges, represented 85.4% and 85.5%, respectively, of total revenues, excluding fuel surcharges, with remaining revenues, excluding fuel surcharges, being generated from brokerage and logistics services.

The main factors that impact our profitability on the expense side are costs incurred in transporting freight for our customers. Currently our most challenging costs include fuel, driver recruitment, training, wage and benefit costs, independent broker costs (which we record as purchased transportation), insurance, and maintenance and capital equipment costs.

In discussing our results of operations we use revenue, before fuel surcharge, (and fuel expense, net of surcharge), because management believes that eliminating the impact of this sometimes volatile source of revenue allows a more consistent basis for comparing our results of operations from period to period. During the three and six months ending June 30, 2010, approximately \$13.3 million and \$24.8 million, respectively, of the Company's total revenue was generated from fuel surcharges. During the three and six months ending June 30, 2009 approximately \$6.1 million and \$11.7 million, respectively, of the Company's total revenue was generated from fuel surcharges. We may also discuss certain changes in our expenses as a percentage of revenue, before fuel surcharge, rather than absolute dollar changes. We do this because we believe the high variable cost nature of certain expenses makes a comparison of changes in expenses as a percentage of revenue more meaningful than absolute dollar changes.

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RESULTS OF OPERATIONS – TRUCKLOAD SERVICES

The following table sets forth, for truckload services, the percentage relationship of expense items to operating revenues, before fuel surcharges, for the periods indicated. Fuel costs are shown net of fuel surcharges.

	Three Months Ended June 30,		Six Months Ended June 30,	
	2010	2009	2010	2009
	(percentages)			
Operating revenues, before fuel surcharge	100.0	100.0	100.0	100.0
Operating expenses:				
Salaries, wages and benefits	43.4	44.1	43.7	44.9
Fuel expense, net of fuel surcharge	18.7	19.7	20.0	19.0
Rent and purchased transportation	1.7	2.4	2.2	2.5
Depreciation	10.7	16.1	10.8	16.6
Operating supplies and expenses	11.7	12.8	11.6	12.6
Operating taxes and license	2.1	2.6	1.9	2.5
Insurance and claims	5.2	5.9	5.3	5.9
Communications and utilities	1.0	1.1	1.1	1.2
Other	1.9	2.3	1.8	2.2
(Gain) loss on sale or disposal of property	0.0	0.1	0.0	0.0
Total operating expenses	96.4	107.1	98.4	107.4
Operating income (loss)	3.6	(7.1)	1.6	(7.4)
Non-operating income (expense)	0.5	0.4	0.3	(0.6)
Interest expense	(0.8)	(1.2)	(0.8)	(1.2)
Income (loss) before income taxes	3.3	(7.9)	1.1	(9.2)

THREE MONTHS ENDED JUNE 30, 2010 VS. THREE MONTHS ENDED JUNE 30, 2009

For the quarter ended June 30, 2010, truckload services revenue, before fuel surcharges, increased 14.2% to \$60.8 million as compared to \$53.3 million for the quarter ended June 30, 2009. The increase was primarily due to an increase in the number of miles traveled from 42.9 million miles during the second quarter of 2009 to 49.5 million miles during the second quarter of 2010. The comparative increase in miles traveled resulted primarily from an increase in equipment utilization. During the second quarter of 2010, improved truckload freight demand had a positive impact on our equipment utilization and contributed to an increase in the average number of miles traveled per truck each work day from 392 miles during the second quarter of 2009 to 449 miles during the second quarter of 2010. Improved equipment utilization also resulted in a 30.8% decrease in our empty miles traveled ratio for the periods compared which equated to approximately \$1.6 million in additional revenue for the periods compared. Partially offsetting the increase in revenue attributable to the factors discussed above was the negative effect on revenues of a decrease in the number of work days during the second quarter of 2010 as compared to the second quarter of 2009. Work days, which typically represent weekdays (excluding major holidays), decreased from 64 days during the second quarter of 2009 to 63 days during the second quarter 2010, and based on current average truckload services revenue per work day, had the effect of decreasing revenue by approximately \$1.0 million for the periods compared.

Salaries, wages and benefits decreased from 44.1% of revenues, before fuel surcharges, in the second quarter of 2009 to 43.4% of revenues, before fuel surcharges, during the second quarter of 2010. The decrease, as a percentage of revenue, relates to both the continued effect of the 5% employee pay rate reduction implemented during June 2009

and the interaction of expenses with fixed-cost characteristics, such as general and administrative wages, with an increase in revenues for the periods compared. On a dollar basis, salaries, wages and benefits increased from \$23.5 million during the second quarter of 2009 to \$26.4 million during the second quarter of 2010 as the number of company driver compensated miles increased from 42.9 million miles during the second quarter of 2009 to 49.5 million miles during the second quarter of 2010. The second quarter 2009 salaries, wages and benefits percentage and dollar-based expense were each lower as a result of officer life insurance proceeds of approximately \$0.8 million received during the second quarter of 2009. The 5% employee pay rate reduction implemented during June 2009 was eliminated during the third quarter of 2010, and as a result, Salaries, wages and benefits are the expected to increase during the remainder of 2010.

Fuel expense, net of fuel surcharge, decreased from 19.7% of revenues, before fuel surcharges, during the second quarter of 2009 to 18.7% of revenues, before fuel surcharges, during the second quarter of 2010. The decrease, as a percentage of revenue, relates to a decrease in the average surcharge-adjusted fuel price paid per gallon of diesel fuel from \$1.33 during the second quarter of 2009 to \$1.26 during the second quarter of 2010. Fuel surcharge collections vary from period to period as they are generally based on changes in fuel prices from period to period so that during periods of rising fuel prices fuel surcharge collections increase while fuel surcharge collections decrease during periods of falling fuel prices. On a dollar basis, fuel expense, net of fuel surcharge, increased from \$10.5 million during the second quarter of 2009 to \$11.4 million during the second quarter of 2010. The increase was primarily related to an increase in the number of gallons of diesel fuel purchased during the second quarter of 2010 as compared to the second quarter of 2009 as the number miles traveled increased to 49.5 million during the second quarter of 2010 from

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42.9 million during the second quarter of 2009. Effective January 1, 2010, the Company began to classify federal fuel taxes paid on the purchase of fuel as a component of Fuel expense rather than as a component of Operating taxes and licenses. The Company has made corresponding reclassifications to comparative periods.

Rent and purchased transportation decreased from 2.4% of revenues, before fuel surcharges, during the second quarter of 2009 to 1.7% of revenues, before fuel surcharges, during the second quarter of 2010. The decrease relates to a decrease in amounts paid for third-party equipment rentals and a decrease in amounts paid to third-party transportation companies for intermodal services.

Depreciation decreased from 16.1% of revenues, before fuel surcharges, during the second quarter of 2009 to 10.7% of revenues, before fuel surcharges, during the second quarter of 2010. The decrease, as a percentage of revenue, relates in part to the interaction of higher revenues during the second quarter of 2010 as compared to the second quarter of 2009 and the fixed-cost nature of depreciation expense. On a dollar basis, depreciation decreased from \$8.6 million during the second quarter of 2009 to \$6.5 million during the second quarter of 2010. The dollar-based decrease relates primarily to action taken by the Company during the fourth quarter of 2009 in which management renegotiated trade-in terms with a certain manufacturer to extend the expected useful life of certain equipment from either three or four years to five years. This extension has the effect of lowering periodic depreciation expense and increasing the number of depreciable periods. Also contributing to the decrease was the reduction in depreciation expense associated with the sale or trade of trucks during the last six months of 2009 and the first six months of 2010. During the first quarter of 2010 the Company purchased 91 new trucks which have not yet been placed in service as of June 30, 2010. These trucks are expected to be placed in service during the remainder of the year and are expected to increase depreciation expense beginning in the third quarter of 2010.

Operating supplies and expenses decreased from 12.8% of revenues, before fuel surcharges, during the second quarter of 2009 to 11.7% of revenues, before fuel surcharges, during the second quarter of 2010. The decrease, as a percentage of revenue, relates to the interaction of expenses with fixed-cost characteristics, such as drop lot rentals and new tire amortization, with an increase in revenues for the periods compared. On a dollar basis, operating supplies and expenses increased from \$6.8 million during the second quarter of 2009 to \$7.1 million during the second quarter of 2010 primarily due to an increase in amounts paid for truck repairs.

Operating taxes and licenses decreased from 2.6% of revenues, before fuel surcharges, during the second quarter of 2009 to 2.1% of revenues, before fuel surcharges, during the second quarter of 2010. The decrease, as a percentage of revenue, relates to the interaction of expenses with fixed-cost characteristics, such as registration fees, with an increase in revenues for the periods compared. On a dollar basis, operating taxes and licenses decreased from \$1.4 million during the second quarter of 2009 to \$1.3 million during the second quarter of 2010.

Insurance and claims decreased from 5.9% of revenues, before fuel surcharges, during the second quarter of 2009 to 5.2% of revenues, before fuel surcharges, during the second quarter of 2010. The decrease, as a percentage of revenue, relates to the interaction of lower auto liability and physical damage claims expenses with an increase in revenues for the periods compared. On a dollar basis, insurance and claims expense increased from \$3.1 million during the second quarter of 2009 to \$3.2 million during the second quarter of 2010. The dollar-based increase relates primarily to an increase in auto liability insurance premiums for the periods compared. During the second quarter of 2010, the number of miles traveled, which serves as the basis for calculating auto liability insurance premiums, increased to 49.5 million from 42.9 million miles during the second quarter of 2009.

Other expenses decreased from 2.3% of revenues, before fuel surcharges, during the second quarter of 2009 to 1.9% of revenues, before fuel surcharges, during the second quarter of 2010. The decrease relates primarily to a decrease in uncollectible revenue expense.

The truckload services division operating ratio, which measures the ratio of operating expenses, net of fuel surcharges, to operating revenues, before fuel surcharges, decreased from 107.1% for the second quarter 2009 to 96.4% for the second quarter of 2010.

SIX MONTHS ENDED JUNE 30, 2010 VS. SIX MONTHS ENDED JUNE 30, 2009

For the first six months ended June 30, 2010, truckload services revenue, before fuel surcharges, increased 15.1% to \$120.8 million as compared to \$104.9 million for the first six months ended June 30, 2009. The increase was primarily due to an increase in the number of miles traveled from 83.5 million miles during the first six months of 2009 to 98.2 million miles during the first six months of 2010. The comparative increase in miles traveled resulted primarily from an increase in equipment utilization. During the first six months of 2010, improved truckload freight demand had a positive impact on our equipment utilization and contributed to an increase in the average number of miles traveled per truck each work day from 377 miles during the first six months of 2009 to 447 miles during the first six months of 2010. Improved equipment utilization also resulted in a 26.0% decrease in our empty miles traveled ratio for the periods

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compared which equated to approximately \$2.6 million in additional revenue for the periods compared. Partially offsetting the increase in revenue attributable to the factors discussed above was the negative effect on revenue of a decrease in the average rate charged per total mile and a decrease in the number of work days during the first six months of 2010 as compared to the first six months of 2009. During the first six months of 2010, the average rate charged to customers per total mile decreased by \$0.03 as compared to the average rate charged during the first six months of 2009 which, based on 2010 total miles, negatively impacted revenue by approximately \$2.6 million. Work days, which typically represent weekdays (excluding major holidays), decreased from 127 days during the second quarter of 2009 to 126 days during the second quarter 2010, and based on current average truckload services revenue per work day, had the effect of decreasing revenue by approximately \$1.0 million for the periods compared.

Salaries, wages and benefits decreased from 44.9% of revenues, before fuel surcharges, in the first six months of 2009 to 43.7% of revenues, before fuel surcharges, during the first six months of 2010. The decrease, as a percentage of revenue, relates to the interaction of expenses with fixed-cost characteristics, such as general and administrative wages, with an increase in revenues for the periods compared. Based on a dollar comparison, salaries, wages and benefits increased from \$47.1 million during the first six months of 2009 to \$52.8 million during the first six months of 2010 as the number of driver compensated miles increased from 83.5 million miles during the first six months of 2009 to 98.2 million miles during the first six months of 2010. The 2009 salaries, wages and benefits percentage and dollar-based expense were each lower as a result of officer life insurance proceeds of approximately \$0.8 million received during the second quarter of 2009. The 5% employee pay rate reduction implemented during June 2009 was eliminated during the third quarter of 2010, and as a result, Salaries, wages and benefits are the expected to increase during the remainder of 2010.

Fuel expense, net of fuel surcharge, increased from 19.0% of revenues, before fuel surcharges, during the first six months of 2009 to 20.0% of revenues, before fuel surcharges, during the first six months of 2010 which, on a dollar basis, represented an increase from \$19.9 million during the first six months of 2009 to \$24.2 million during the first six months of 2010. The increase was primarily related to an increase in the number of gallons of diesel fuel purchased during the first six months of 2010 as compared to the first six months of 2009 as the number miles traveled increased to 98.2 million during the first six months of 2010 from 83.5 million during the first six months 2009. Also contributing to the increase was an increase in the average surcharge-adjusted fuel price paid per gallon of diesel fuel from \$1.27 during the first six months of 2009 to \$1.33 during the first six months of 2010. Fuel surcharge collections vary from period to period as they are generally based on changes in fuel prices from period to period so that during periods of rising fuel prices fuel surcharge collections increase while fuel surcharge collections decrease during periods of declining fuel prices. Effective January 1, 2010, the Company began to classify federal fuel taxes paid on the purchase of fuel as a component of Fuel expense rather than as a component of Operating taxes and licenses. The Company has made corresponding reclassifications to comparative periods.

Depreciation decreased from 16.6% of revenues, before fuel surcharges, during the first six months of 2009 to 10.8% of revenues, before fuel surcharges, during the first six months of 2010. The decrease, as a percentage of revenue, relates in part to the interaction of higher revenues during the first six months of 2010 as compared to the first six months of 2009 and the fixed-cost nature of depreciation expense. On a dollar basis, depreciation decreased from \$17.4 million during the first six months of 2009 to \$13.0 million during the first six months of 2010. The dollar-based decrease relates primarily to action taken by the Company during the fourth quarter of 2009 in which management renegotiated trade-in terms with a certain manufacturer to extend the expected useful life of certain equipment from either three or four years to five years. This extension has the effect of lowering periodic depreciation expense and increasing the number of depreciable periods. Also contributing to the decrease was the reduction in depreciation expense associated with the sale or trade of trucks during the last six months of 2009 and the first six months of 2010. During the first quarter of 2010 the Company purchased 91 new trucks which have not yet been placed in service as of June 30, 2010. These trucks are expected to be placed in service during the remainder of the year and are expected to increase depreciation expense beginning in the third quarter of 2010.

Operating supplies and expenses decreased from 12.6% of revenues, before fuel surcharges, during the first six months of 2009 to 11.6% of revenues, before fuel surcharges, during the first six months of 2010. The decrease, as a percentage of revenue, relates to the interaction of expenses with fixed-cost characteristics, such as drop lot rentals and new tire amortization, with an increase in revenues for the periods compared. On a dollar basis, operating supplies and expenses increased from \$13.2 million during the first six months of 2009 to \$14.1 million during the first six months of 2010 primarily due to an increase in amounts paid for truck repairs.

Operating taxes and licenses decreased from 2.5% of revenues, before fuel surcharges, during the first six months of 2009 to 1.9% of revenues, before fuel surcharges, during the first six months of 2010. The decrease, as a percentage of revenue, relates to the interaction of expenses with fixed-cost characteristics, such as registration fees, with an increase in revenues for the periods compared. On a dollar basis, operating taxes and licenses decreased from \$2.7 million during the first six months of 2009 to \$2.3 million during the first six months of 2010.

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Insurance and claims decreased from 5.9% of revenues, before fuel surcharges, during the first six months of 2009 to 5.3% of revenues, before fuel surcharges, during the first six months of 2010. The decrease, as a percentage of revenue, relates to the interaction of lower auto liability and physical damage claims expenses with an increase in revenues for the periods compared. On a dollar basis, insurance and claims expense increased from \$6.2 million during the first six months of 2009 to \$6.4 million during the first six months of 2010. The dollar-based increase relates primarily to an increase in auto liability insurance premiums for the periods compared. During the first six months of 2010, the number of miles traveled, which serves as the basis for calculating auto liability insurance premiums, increased to 98.2 million from 83.5 million miles during the first six months of 2009.

Other expenses decreased from 2.2% of revenues, before fuel surcharges, during the first six months of 2009 to 1.8% of revenues, before fuel surcharges, during the first six months of 2010. The decrease relates primarily to a decrease in uncollectible revenue expense.

The truckload services division operating ratio, which measures the ratio of operating expenses, net of fuel surcharges, to operating revenues, before fuel surcharges, decreased from 107.4% for the first six months 2009 to 98.4% for the first six months of 2010.

RESULTS OF OPERATIONS – LOGISTICS AND BROKERAGE SERVICES

The following table sets forth, for logistics and brokerage services, the percentage relationship of expense items to operating revenues, before fuel surcharges, for the periods indicated. Brokerage service operations occur specifically in certain divisions; however, brokerage operations occur throughout the Company in similar operations having substantially similar economic characteristics. Rent and purchased transportation, which includes costs paid to third party carriers, are shown net of fuel surcharges.

	Three Months Ended June 30,		Six Months Ended June 30,	
	2010	2009	2010	2009
	(percentages)			
Operating revenues, before fuel surcharge	100.0	100.0	100.0	100.0
Operating expenses:				
Salaries, wages and benefits	5.3	5.7	5.3	5.8
Rent and purchased transportation	92.3	90.5	91.6	89.8
Operating supplies and expenses	0.1	0.1	0.1	0.1
Insurance and claims	0.1	0.1	0.1	0.1
Communications and utilities	0.3	0.2	0.3	0.2
Other	0.8	0.9	0.8	0.9
Total operating expenses	98.9	97.5	98.2	96.9
Operating income	1.1	2.5	1.8	3.1
Non-operating income	0.4	0.0	0.3	0.0
Interest expense	(0.7)	(0.1)	(0.7)	(0.1)
Income before income taxes	0.8	2.4	1.4	3.0

THREE MONTHS ENDED JUNE 30, 2010 VS. THREE MONTHS ENDED JUNE 30, 2009

For the quarter ended June 30, 2010, logistics and brokerage services revenue, before fuel surcharges, increased 22.1% to \$11.1 million as compared to \$9.1 million for the quarter ended June 30, 2009. The increase was primarily the result of an increase in the number of loads brokered during the second quarter of 2010 as compared to the second quarter of 2009.

Rent and purchased transportation increased from 90.5% of revenues, before fuel surcharges, during the second quarter of 2009 to 92.3% of revenues, before fuel surcharges during the second quarter of 2010. The increase relates to an increase in amounts charged by third party logistics and brokerage service providers.

The logistics and brokerage services division operating ratio, which measures the ratio of operating expenses, net of fuel surcharges, to operating revenues, before fuel surcharges, increased from 97.5% for the second quarter 2009 to 98.9% for the second quarter of 2010.

SIX MONTHS ENDED JUNE 30, 2010 VS. SIX MONTHS ENDED JUNE 30, 2009

For the first six months ended June 30, 2010, logistics and brokerage services revenue, before fuel surcharges, increased 21.3% to \$21.5 million as compared to \$17.7 million for the first six months ended June 30, 2009. The increase was primarily the result of an increase in the number of loads brokered during the first six months of 2010 as compared to the first six months of 2009.

Rent and purchased transportation increased from 89.8% of revenues, before fuel surcharges, during the first six months of 2009 to 91.6% of revenues, before fuel surcharges during the first six months of 2010. The increase relates to an increase in amounts charged by third party logistics and brokerage service providers.

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The logistics and brokerage services division operating ratio, which measures the ratio of operating expenses, net of fuel surcharges, to operating revenues, before fuel surcharges, increased from 96.9% for the first six months of 2009 to 98.2% for the first six months of 2010.

RESULTS OF OPERATIONS – COMBINED SERVICES

THREE MONTHS ENDED JUNE 30, 2010 VS. THREE MONTHS ENDED JUNE 30, 2009

Net income for all divisions was approximately \$1.3 million, or 1.8% of revenues, before fuel surcharge for the second quarter of 2010 as compared to net loss of \$2.4 million or 3.8% of revenues, before fuel surcharge for the second quarter of 2009. The increase in income resulted in an increase in diluted earnings per share to \$0.13 for the second quarter of 2010 from a diluted loss per share of \$0.25 for the second quarter of 2009.

SIX MONTHS ENDED JUNE 30, 2010 VS. SIX MONTHS ENDED JUNE 30, 2009

Net income for all divisions was approximately \$0.9 million, or 0.7% of revenues, before fuel surcharge for the first six months of 2010 as compared to net loss of \$5.7 million or 4.7% of revenues, before fuel surcharge for the first six months of 2009. The increase in income resulted in an increase in diluted earnings per share to \$0.10 for the first six months of 2010 from a diluted loss per share of \$0.61 for the first six months of 2009.

LIQUIDITY AND CAPITAL RESOURCES

The growth of our business has required, and will continue to require, a significant investment in new revenue equipment. Our primary sources of liquidity have been funds provided by operations, proceeds from the sales of revenue equipment, issuances of equity securities, borrowings under our line of credit, installment note agreements, and borrowings under our investment margin account.

During the first six months of 2010, we generated \$7.7 million in cash from operating activities. Investing activities used \$13.5 million in cash in the first six months of 2010. Financing activities generated \$9.7 million in cash in the first six months of 2010.

Our primary use of funds is for the purchase of revenue equipment. We typically use installment notes, our existing line of credit on an interim basis, proceeds from the sale or trade of equipment, and cash flows from operations, to finance capital expenditures and repay long-term debt.

Occasionally, we finance the acquisition of revenue equipment through installment notes with fixed interest rates and terms ranging from 12 to 48 months. During the first six months of 2010, the Company's subsidiaries entered into installment obligations totaling approximately \$15.0 million for the purpose of purchasing revenue equipment. These obligations are payable in 36 monthly installments at an interest rate of 4.85%.

During the remainder of 2010, we expect to purchase 27 new tractors while continuing to sell or trade older equipment, which we expect to result in net capital expenditures of approximately \$2.1 million. Management believes we will be able to finance our near term needs for working capital over the next twelve months, as well as any planned capital expenditures during such period, with cash balances, cash flows from operations, and borrowings believed to be available from financing sources. We will continue to have significant capital requirements over the long-term, which may require us to incur debt or seek additional equity capital. The availability of additional capital will depend upon prevailing market conditions, the market price of our common stock and several other factors over which we have limited control, as well as our financial condition and results of operations. Nevertheless, based on our recent operating results, current cash position, anticipated future cash flows, and sources of financing that we expect will be available to us, we do not expect that we will experience any significant liquidity constraints in the foreseeable future.

During the first six months of 2010 we maintained a \$30.0 million revolving line of credit. Amounts outstanding under the line of credit bear interest at LIBOR (determined as of the first day of each month) plus 1.95% (2.30% at June 30, 2010), are secured by our accounts receivable and mature on May 31, 2011; however, the Company has the intent and ability to extend the terms of this line of credit for an additional one year period until May 31, 2012. At June 30, 2010 outstanding advances on the line of credit were approximately \$2.2 million, consisting entirely of letters of credit, with availability to borrow \$27.8 million.

Trade accounts receivable increased from \$45.9 million at December 31, 2009 to \$53.5 million at June 30, 2010. The increase relates to a general increase in revenue, which flows through the accounts receivable account, during the first six months of 2010 as compared to the revenues generated during the last quarter of 2009.

Accounts payable increased from \$14.5 million at December 31, 2009 to \$17.2 million at June 30, 2010. The increase was primarily related to an increase in amounts accrued for the purchase of fuel.

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Current maturities of long-term debt increased from \$10.3 million at December 31, 2009 to \$13.4 million at June 30, 2010. The increase relates primarily to the current portion of installment note borrowings of approximately \$15.0 million during the first six months of 2010.

Long-term debt increased from \$27.2 million at December 31, 2009 to \$33.8 million at June 30, 2010. The increase is primarily related to the non-current portion of installment note borrowings of approximately \$15.0 million during the first six months of 2010.

NEW ACCOUNTING PRONOUNCEMENTS

See Note B to the condensed consolidated financial statements for a description of the most recent accounting pronouncements and their impact, if any, on the Company.

Item 3. Quantitative and Qualitative Disclosures about Market Risk.

Our primary market risk exposures include equity price risk, interest rate risk, and commodity price risk (the price paid to obtain diesel fuel for our trucks). The potential adverse impact of these risks and the general strategies we employ to manage such risks are discussed below.

The following sensitivity analyses do not consider the effects that an adverse change may have on the overall economy nor do they consider additional actions we may take to mitigate our exposure to such changes. Actual results of changes in prices or rates may differ materially from the hypothetical results described below.

Equity Price Risk

We hold certain actively traded marketable equity securities which subjects the Company to fluctuations in the fair market value of its investment portfolio based on the current market price of such securities. The recorded value of marketable equity securities increased to \$15.2 million at June 30, 2010 from \$14.9 million at December 31, 2009. The increase during the first six months of 2010 reflects additional purchases of approximately \$1.7 million, sales of approximately \$308,000, return of capital proceeds of approximately \$104,000, and a decrease in the fair market value of approximately \$948,000. A 10% decrease in the market price of our marketable equity securities would cause a corresponding 10% decrease in the carrying amounts of these securities, or approximately \$1.5 million. For additional information with respect to the marketable equity securities, see Note C to our condensed consolidated financial statements.

Interest Rate Risk

Our line of credit bears interest at a floating rate equal to LIBOR plus a fixed percentage. Accordingly, changes in LIBOR, which are effected by changes in interest rates, will affect the interest rate on, and therefore our costs under, the line of credit. Assuming \$2.0 million of variable rate debt was outstanding, a hypothetical 100 basis point increase in LIBOR for a one year period would result in approximately \$20,000 of additional interest expense.

Commodity Price Risk

Prices and availability of all petroleum products are subject to political, economic and market factors that are generally outside of our control. Accordingly, the price and availability of diesel fuel, as well as other petroleum products, can be unpredictable. Because our operations are dependent upon diesel fuel, significant increases in diesel fuel costs could materially and adversely affect our results of operations and financial condition. Based upon our 2009 fuel consumption, a 10% increase in the average annual price per gallon of diesel fuel would increase our annual fuel expenses by \$6.6 million.

Item 4. Controls and Procedures.

Evaluation of disclosure controls and procedures. Our management, with the participation of our chief executive officer and chief financial officer, evaluated the effectiveness of our disclosure controls and procedures pursuant to Rule 13a-15 under the Securities Exchange Act of 1934, as amended (the “Exchange Act”). In designing and evaluating the disclosure controls and procedures, management recognizes that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving the desired control objectives. In addition, the design of disclosure controls and procedures must reflect the fact that there are resource constraints and that management is required to apply its judgment in evaluating the benefits of possible controls and procedures relative to their costs.

Based on management’s evaluation, our chief executive officer and chief financial officer concluded that, as of June 30, 2010, our disclosure controls and procedures are designed at a reasonable assurance level and are effective to provide reasonable assurance that information we are required to disclose in reports that we file or submit under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in Securities and Exchange Commission rules and forms, and that such information is accumulated and communicated to our management, including our chief executive officer and chief financial officer, as appropriate, to allow timely decisions regarding required disclosure.

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Changes in internal controls over financial reporting. We regularly review our system of internal control over financial reporting and make changes to our processes and systems to improve controls and increase efficiency, while ensuring that we maintain an effective internal control environment. Changes may include such activities as implementing new, more efficient systems, consolidating activities, and migrating processes.

There were no changes in our internal control over financial reporting that occurred during the quarter ended June 30, 2010 that has materially affected, or is reasonably likely to materially affect, the Company's internal control over financial reporting.

PART II. OTHER INFORMATION

Item 1. Legal Proceedings.

The nature of our business routinely results in litigation, primarily involving claims for personal injuries and property damage incurred in the transportation of freight. We believe that all such routine litigation is adequately covered by insurance and that adverse results in one or more of those cases would not have a material adverse effect on our financial condition.

Item 6. Exhibits.

Exhibits required by Item 601 of Regulation S-K:

3.1	Amended and Restated Certificate of Incorporation of the Registrant (incorporated by reference to Exhibit 3.1 of the Company's Form 10-Q filed on May 15, 2002)
3.2	Amended and Restated By-Laws of the Registrant (incorporated by reference to Exhibit 3.2 of the Company's Form 8-K filed on December 11, 2007.)
<u>31.1</u>	Rule 13a-14(a) Certification of Principal Executive Officer
<u>31.2</u>	Rule 13a-14(a) Certification of Principal Financial Officer
<u>32.1</u>	Certifications of Chief Executive Officer and Chief Financial Officer

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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.

P.A.M. TRANSPORTATION SERVICES, INC.

Dated: August 6, 2010

By: /s/ Daniel H. Cushman
Daniel H. Cushman
President and Chief Executive Officer
(principal executive officer)

Dated: August 6, 2010

By: /s/ Lance K. Stewart
Lance K. Stewart
Vice President-Finance, Chief Financial
Officer, Secretary and Treasurer
(principal accounting and financial officer)

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P.A.M. TRANSPORTATION SERVICES, INC.
Index to Exhibits to Form 10-Q

Exhibit Number	Exhibit Description
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<u>32.1</u>	Certifications of Chief Executive Officer and Chief Financial Officer

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NT> 29 (42)Sales to Priortech Ltd. (521) (190)

The amount due from Priortech Ltd. and its affiliates at December 31, 2003 is primarily related to Israeli value added tax refunds.

Note 17 Subsequent Event

On March 31, 2004, the Company reached a settlement with the Israeli Income Tax Authorities over disputed assessments for the 1999, 2000 and 2001 tax years. The dispute concerned assessments received from the Israeli Income Tax Authorities, according to which the Company owed tax on its annual revenues in a total amount of \$6.7 million for those three tax years. The assessment included four elements: (a) the tax benefits to which the Company is entitled in relation to its Approved Enterprise status under Israeli tax law, (b) the recognition of certain

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research and development costs, (c) the recognition of the Company's costs relating to its initial public offering in 2000 and (d) the inflationary adjustment of debentures which the Company acquired from the proceeds of its initial public offering in 2000. Under the settlement reached, the Company will pay the Israeli Income Tax Authorities a total of approximately \$685,000 to settle the \$6.7 million originally demanded of the Company. In addition, under the settlement, the Company may continue to calculate its applicable tax benefits for the subsequent years of the Approved Enterprise program in which the Company currently participates and with respect to which the tax assessment pertained (2002 through 2007) at the rates previously applied by the Company. The settlement amount will result in a one-time provision for income tax of approximately \$460,000 in the first quarter of 2004, in addition to the \$225,000 that was reserved for this purpose in the fourth quarter of 2003.

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**CIBC
World
Markets**

8,500,000 Ordinary Shares

HSBC

PROSPECTUS

**RBC
Capital
Markets**

, 2004

You should rely only on the information contained in this prospectus. No dealer, salesperson or other person is authorized to give information that is not contained in this prospectus. This prospectus is not an offer to sell nor is it seeking an offer to buy these securities in any jurisdiction where the offer or sale is not permitted. The information contained in this prospectus is correct only as of the date of this prospectus, regardless of the time of the delivery of this prospectus or any sale of these securities.

PART II INFORMATION NOT REQUIRED IN PROSPECTUS

Item 6. Indemnification of Officers and Directors

A company may not exempt an office holder defined in the Israeli Companies Law as a director, general manager, chief executive officer, executive vice president, vice president, any other person acting in any of the foregoing positions without regard to such person's title or any

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other manager directly subordinate to the chief executive officer from liability with respect to a breach of his fiduciary duty to it. A company may, however, if so provided in its articles, exempt an office holder in advance from all or part of his liability for damages arising from a breach of his duty of care towards the company, except for liability arising from either a breach of care committed intentionally or recklessly or an act performed with the intention of making unlawful personal profit.

A company may, if so provided in its articles, indemnify, or undertake in advance to indemnify, an office holder for liabilities imposed or expenses incurred due to an act performed by him in his capacity as such, with respect to: (1) a monetary liability imposed upon the office holder in favor of another person in any judgment, including a settlement judgment or an arbitrator's award confirmed by a court; or (2) reasonable litigation expenses, including attorney's fees, incurred by the office holder or imposed upon him by a court in proceedings instituted against him by the company or on its behalf or by another person, or in a criminal charge from which he was acquitted, or in a criminal charge for which he was convicted but which does not require proof of criminal intent. If a company undertakes in advance to indemnify an office holder as mentioned above, the undertaking will be limited (a) to such types of occurrences which, in the discretion of the Board of Directors, are foreseeable at the time at which the company provides the undertaking, and (b) to an amount which the Board of Directors shall have determined to be reasonable under the circumstances.

A company also may, if so provided in its articles, take out an insurance policy to cover any liability of an office holder imposed upon him as a result of an act performed by him in his capacity as such, with respect to the following: (i) a breach of his duty of care to the company or to another person, unless the breach was intentional or reckless or involved an action taken with the intent of obtaining unlawful personal profit; (ii) a breach of his fiduciary duty to the company, except with respect to any action taken with the intent of obtaining unlawful personal profit, and provided that the office holder acted in good faith and had reasonable grounds to assume that his act would not adversely affect the interests of the company; and (iii) a monetary liability, other than a fine, imposed on him in favor of another person, except for a liability arising from an intentionally or recklessly committed breach of his duty of care, an action taken with the intent of obtaining unlawful personal profit, or a breach of his fiduciary duty in which the office holder was not acting both in good faith and upon reasonable grounds to assume that his act would not adversely affect the company.

Our articles include provisions which allow us to grant exemptions, indemnification, indemnification undertakings, and insurance coverage as described above. We have adopted resolutions to: (a) grant advance exemptions to our office holders from liability arising from a breach of the duty of care towards us as described above; (b) grant our office holders undertakings in advance to indemnify them against liabilities as described above, up to the amount of \$ million; and (c) take out an insurance policy to insure our office holders against liabilities as described above, in an amount of \$ million.

Item 7. Recent Sales of Unregistered Securities

None.

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Item 8. Exhibits and Financial Statement Schedules

(a) Exhibits

Exhibit No.	Exhibit
1.1	Form of Underwriting Agreement.
3.1	Memorandum of Association of Registrant (incorporated herein by reference to Exhibit 3.1 to Amendment No. 1 to the Registrant's Registration Statement on Form F-1, File No. 333-12292, filed with the Securities and Exchange Commission on July 21, 2000).
3.2	Articles of Registrant.*
4.1	Specimen of Certificate for Ordinary Shares. (incorporated herein by reference to Exhibit 4.1 to Amendment No. 1 to the Registrant's Registration Statement on Form F-1, File No. 333-12292, filed with the Securities and Exchange Commission on July 21, 2000).
5.1	Opinion of Shibolet, Yisraeli, Roberts, Zisman & Co.
10.1	Amended and Restated Employee Share Option Plan (incorporated herein by reference to Exhibit 10.1 to the Registrant's Registration Statement on Form S-8, File No. 333-84476, filed with the Securities and Exchange Commission on March 18, 2002).
10.2	

**Exhibit
No.**

Exhibit

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- Amended and Restated Subsidiary Employee Option Plan (incorporated herein by reference to Exhibit 10.2 to the Registrant's Registration Statement on Form S-8, File No. 333-84476, filed with the Securities and Exchange Commission on March 18, 2002).
- 10.3 Employee Share Option Plan Europe (incorporated herein by reference to Exhibit 10.3 to the Registrant's Registration Statement on Form S-8, File No. 333-49982, filed with the Securities and Exchange Commission on November 15, 2000).
- 10.4 Executive Share Option Plan (incorporated herein by reference to Exhibit 10.4 to the Registrant's Registration Statement on Form S-8, File No. 333-60704, filed with the Securities and Exchange Commission on May 11, 2001).
- 10.5 2003 Share Option Plan. (incorporated herein by reference to Exhibit 10.1 to the Registrant's Registration Statement on Form S-8, File No. 333-113139, filed with the Securities and Exchange Commission on February 27, 2004).
- 10.6 Sub-Plan for Grantees Subject to United States Taxation (incorporated herein by reference to Exhibit 10.2 to the Registrant's Registration Statement on Form S-8, File No. 333-113139, filed with the Securities and Exchange Commission on February 27, 2004).
- 10.7 Sub-Plan for Grantees Subject to Israeli Taxation (incorporated herein by reference to Exhibit 10.3 to the Registrant's Registration Statement on Form S-8, File No. 333-113139, filed with the Securities and Exchange Commission on February 27, 2004).
- 10.8 Form of Indemnification Agreement (incorporated herein by reference to Exhibit 10.10 to Amendment No. 1 to the Registrant's Registration Statement on Form F-1, File No. 333-12292, filed with the Securities and Exchange Commission on July 21, 2000).
- 10.9 Registration Rights Agreement, by and between the Registrant and Priortech Ltd., dated March 1, 2004.*
- 21.1 Subsidiaries of the Registrant (incorporated herein by reference to Exhibit 21.1 to Amendment No. 1 to the Registrant's Registration Statement on Form F-1, File No. 333-12292, filed with the Securities and Exchange Commission on July 21, 2000).
- 23.1 Consent of Shibolet, Yisraeli, Roberts, Zisman & Co. (contained in their opinion constituting Exhibit 5.1).

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- 23.2 Consent of Eisner LLP, an independent member of Baker Tilly International, and Goldstein Sabo Tevet.*
- 23.3 Consent of Brightman Almagor & Co., a member firm of Deloitte Touche Tohmatsu, and Goldstein Sabo Tevet.*
- 23.4 Consent of Goldstein Sabo Tevet.*
- 24.1 Power of attorney (previously filed).

To be filed by amendment.

English translations from Hebrew original.

*

Filed herewith.

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(b) Financial Statement Schedules

None.

Item 9. Undertakings

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The undersigned registrant hereby undertakes to provide to the underwriters at the closing specified in the Underwriting Agreement certificates in such denominations and registered in such names as required by the Underwriters to permit prompt delivery to each purchaser.

Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers and controlling persons of the registrant pursuant to the foregoing provisions, or otherwise, the registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the registrant of expenses incurred or paid by a director, officer or controlling person of the registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Act and will be governed by the final adjudication of such issue.

The undersigned registrant hereby undertakes that:

(1) For purposes of determining any liability under the Securities Act of 1933, the information omitted from the form of prospectus filed as part of this Registration Statement in reliance upon Rule 430A and contained in a form of prospectus filed by the Registrant pursuant to Rule 424(b)(i) or (4) or 497(h) under the Securities Act shall be deemed to be part of this Registration Statement as of the time it was declared effective.

(2) For the purpose of determining any liability under the Securities Act of 1933, each post-effective amendment that contains a form of prospectus shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all the requirements for filing on Form F-1 and has duly caused this amendment to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Migdal Ha'Emek, Israel on the 5th day of April 2004.

CAMTEK LTD.

By: /s/ RAFI AMIT

Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated:

<u>Signatures</u>	<u>Title</u>	<u>Date</u>
<u>/s/ RAFI AMIT</u>	Chief Executive Officer and Chairman of the Board	April 5, 2004
<u>Rafi Amit</u> *	Executive Vice President, Business & Strategy and Director	April 5, 2004
<u>Yotam Stern</u> *	Executive Vice President and Chief Financial Officer (Principal Accounting Officer)	April 5, 2004
<u>Moshe Amit</u> *	Director	April 5, 2004
<u>Meir Ben-Shoshan</u>		

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Signatures	Title	Date
* _____ Haim Horowitz	Director	April 5, 2004
* _____ Eran Bendoly	Director	April 5, 2004

*By: /s/ RAFI AMIT

Rafi Amit, Attorney-in-Fact

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AUTHORIZED REPRESENTATIVE IN THE UNITED STATES

Camtek USA, Inc.

By: /s/ YOTAM STERN

Yotam Stern
Director

April 5, 2004

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EXHIBIT INDEX

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10.7	

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**Exhibit
No.**

Exhibit

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|------|--|
| | Sub-Plan for Grantees Subject to Israeli Taxation (incorporated herein by reference to Exhibit 10.3 to the Registrant's Registration Statement on Form S-8, File No. 113139, filed with the Securities and Exchange Commission on February 27, 2004). |
| 10.8 | Form of Indemnification Agreement (incorporated herein by reference to Exhibit 10.10 to Amendment No. 1 to the Registrant's Registration Statement on Form F-1, File No. 333-12292, filed with the Securities and Exchange Commission on July 21, 2000). |
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-

To be filed by amendment.

English translations from Hebrew original.

*

Filed herewith.

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