



2015

ANNUAL REPORT

ABOUT THE COMPANY

Rush Enterprises, Inc. is the premier solutions provider to the commercial vehicle industry. The Company owns and operates the largest network of commercial vehicle dealerships in the United States, with more than 100 Rush Truck Centers strategically located in high-traffic areas on or near major highways in 21 states. These vehicle centers represent truck and bus manufacturers including Peterbilt, International, Hino, Isuzu, Ford, Mitsubishi Fuso, IC Bus, Blue Bird, Collins and Elkhart Coach.

These one-stop centers offer an integrated approach to meeting customer needs – from service, parts and collision repair to new and used vehicle sales and leasing plus a wide array of financial services including financing and insurance.

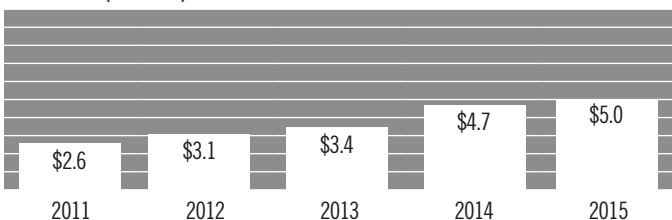
Rush Enterprises’ operations also provide CNG fuel systems, telematics products and other vehicle technologies as well as vehicle up-fitting, chrome accessories and tires.

Every Rush Enterprises employee receives a coin engraved with our company values – productivity, fairness, excellence and positive attitude. These are more than just words. They are the standards that set us apart. Employees know that the customer is the boss. We do not just ask what we can do for them, we ask what more we can do for them. We want our customers to expect more. That is why we expect more from every employee. We count on them to deliver, so our customers know they can count on us.

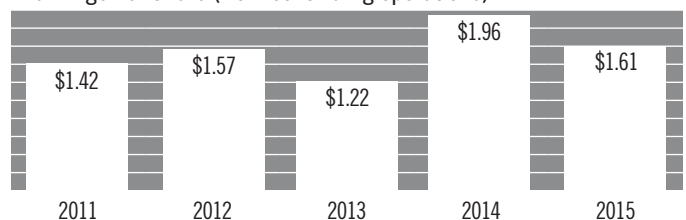
For more information, visit rushenterprises.com.



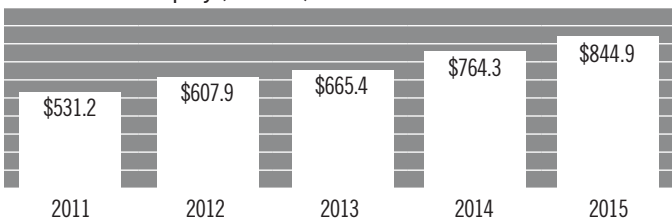
Revenue (billions)



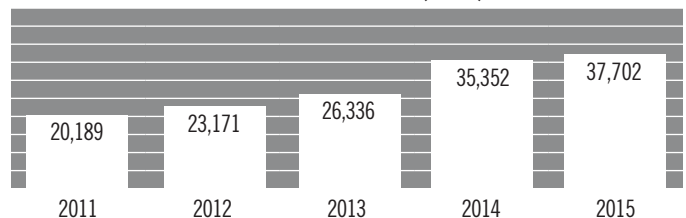
Earnings Per Share (from continuing operations)

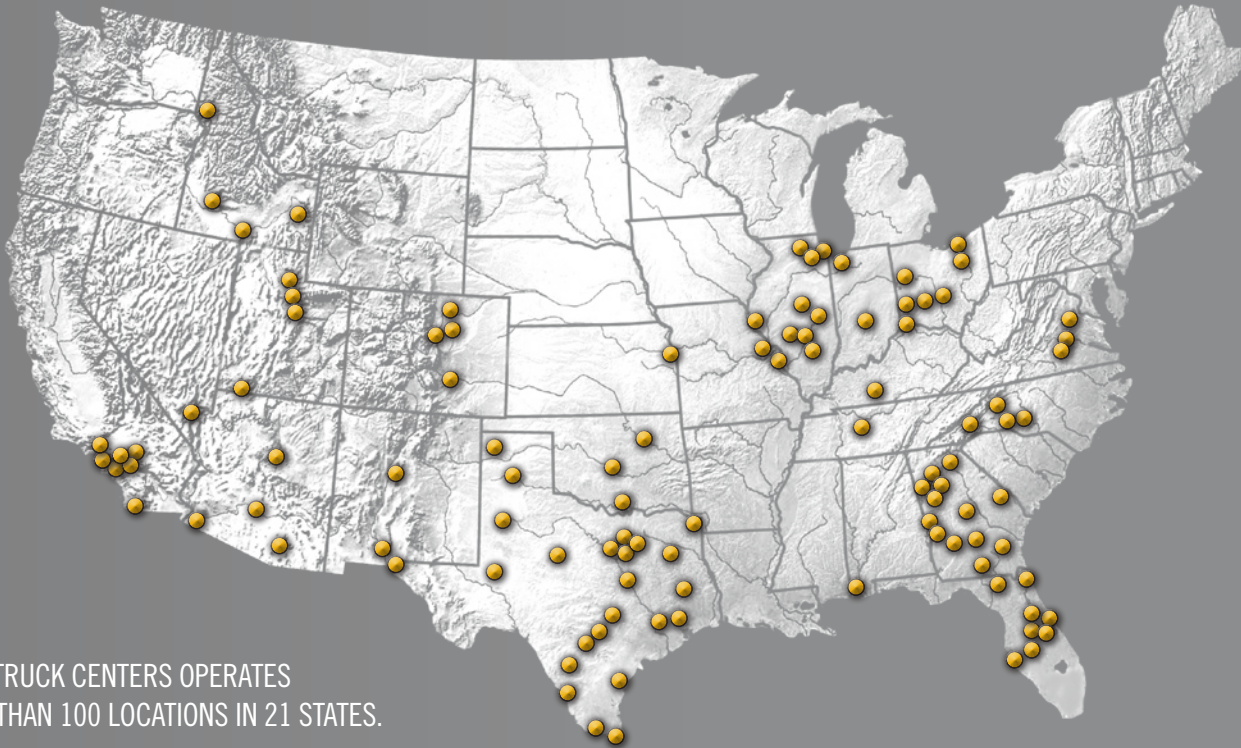


Shareholders' Equity (millions)



New and Used Commercial Vehicle Sales (units)

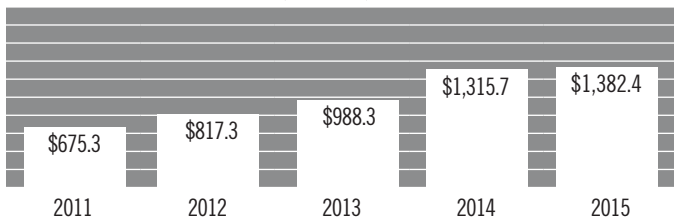




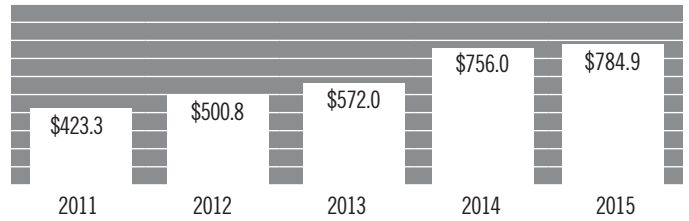
RUSH TRUCK CENTERS OPERATES MORE THAN 100 LOCATIONS IN 21 STATES.



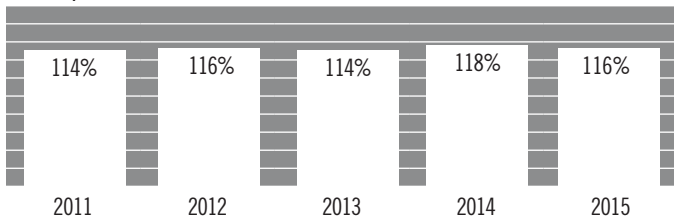
Parts and Service Revenue (millions)



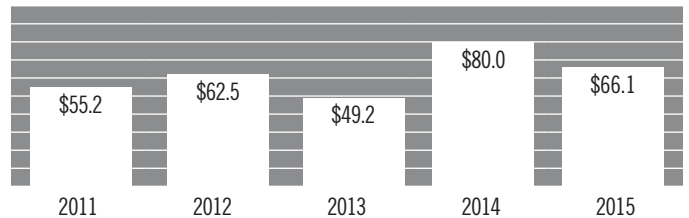
Gross Profit (millions)



Absorption Ratio



Net Income (millions)



CHAIRMAN'S LETTER

2015 was a year of both challenge and accomplishment. Entering the year, we knew we would face strong headwinds from declining activity in the energy sector and that it would take hard work from our entire organization to offset expected lost revenues with incremental truck sales and aftermarket business from other market segments around the country. Despite these challenges, we achieved record revenues of nearly \$5 billion, an increase of 5.3 percent over 2014.



Despite short-term market challenges, one of our biggest accomplishments in 2015 was the completion of an 18-month effort to finalize our strategic plan to ensure a path for growth to 2020. - Rusty Rush

In 2015, we sold 37,702 new and used trucks, another company record, and our Class 4-7 truck sales significantly outpaced the U.S. market. Our leasing revenues increased over the previous year as well. Aftermarket revenues were \$1.4 billion, up 5.1 percent from the previous year, and we made continued progress in implementing our less-cyclical aftermarket initiatives to expand our portfolio of aftermarket solutions. Our annual absorption ratio was 115.6 percent, which, while not a record, still indicates very strong performance from the employees at our dealerships. Finally, we expanded our dealership network reach to 21 states and completed new construction and renovation projects to enhance our facilities and add service capacity throughout the country.

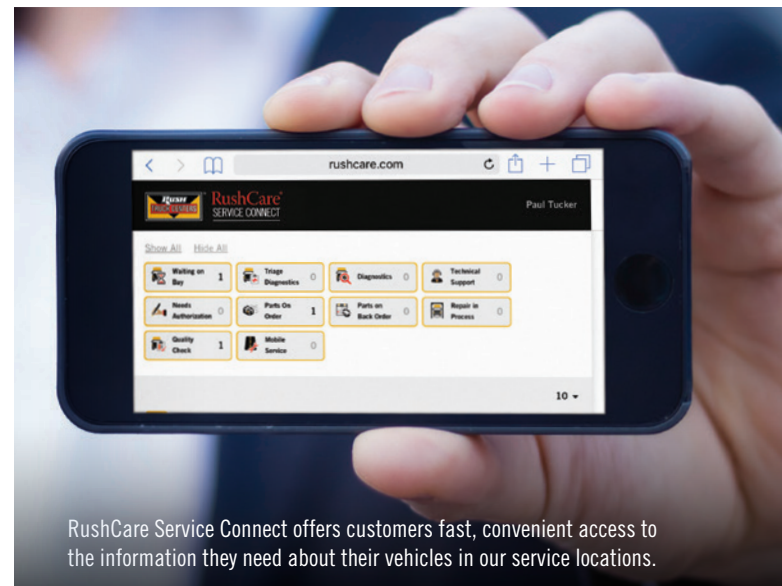
Even though we were less profitable than we were in 2014, I am incredibly proud of our organization for its hard work and commitment to our customers. With this positive attitude, we will work hard to overcome what we anticipate will be another challenging market in 2016.

CHALLENGING MARKET CONDITIONS

While U.S. Class 8 retail sales in 2015 were the highest since 2006, truck sales activity in the energy sector began to soften by spring. Early anticipation of this decline allowed us to offset lost energy-related truck sales with incremental, but lower-margin, truck sales to large fleets throughout most of 2015. By the fourth quarter, we saw the significant negative impact of market conditions in the south central U.S. on our Class 8 truck sales. Additionally, an increased supply of used trucks resulted in a sharp decrease in used truck values during the second half of 2015. Despite these challenges, we sold 16,874 Class 8 trucks in 2015, an increase of seven percent compared to 2014. Rush Truck Centers accounted for 6.7 percent of U.S. Class 8 retail sales in 2015.

Our Class 4-7 truck sales had a record-breaking year with 11,241 units sold in 2015, up 13 percent year over year and outpacing the industry, which grew 8.3 percent. Our medium-duty truck sales accounted for 5.2 percent of the total U.S. Class 4-7 market. Our investment in work-ready inventory continued to drive strong sales performance by allowing us to meet the immediate needs of medium-duty vocational customers. Sales to large medium-duty fleets, primarily in the lease and rental and food and beverage industries, also contributed to our strong sales performance throughout the year.

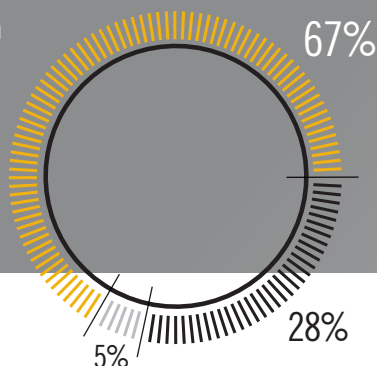
Rush Truck Leasing increased revenues by 13 percent over 2014 through acquisitions and a successful service model that maximizes uptime for contracted customers. Rush Truck Leasing now operates 72 PacLease and Idealease franchises across the country with more than 7,800 vehicles in its lease and rental fleet and 1,345 trucks under contract maintenance agreements.



RushCare Service Connect offers customers fast, convenient access to the information they need about their vehicles in our service locations.

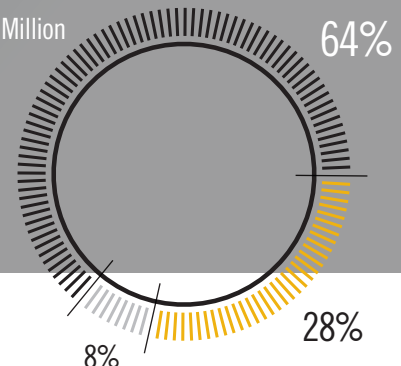
2015 Revenue \$5.0 Billion

- Truck Sales 67%
- Parts and Service 28%
- Lease and Rental/Finance and Insurance/Other 5%



2015 Gross Profit \$784.9 Million

- Truck Sales 28%
- Parts and Service 64%
- Lease and Rental/Finance and Insurance/Other 8%





Momentum Fuel Technologies began production in Fall 2015 and has manufactured more than 200 units to date.

Aftermarket services accounted for approximately 64 percent of the Company's gross profit. Continued demand for repair and maintenance of vehicles in operation, particularly on the east and west coasts, mobile services, improved service from our RushCare Rapid Parts call centers and an expanding parts sales organization drove aftermarket revenues this year.

During the first half of 2015, we saw our parts and service business decrease slightly and vehicle modifications decline given decreased truck sales and softening of activity in the energy sector. By October, we began to see a significant negative impact on our aftermarket business as oil prices continued to fall and demand for aftermarket services in the south central U.S. continued to deteriorate.

Given decreasing freight trends, increased capacity from strong truck sales in 2015, lower used truck values and ongoing slowness in the energy sector, we anticipate that 2016 U.S. retail sales of Class 8 trucks could be significantly less than the 207,000 units currently forecast by ACT Research. Class 4-7 U.S. retail sales are currently forecast to remain relatively flat at approximately 220,000 units in 2016. We believe our medium-duty truck sales will remain stable and consistent with the market.

We expect decreased activity in the energy sector will continue to impact parts, service and body shop revenues in 2016. In preparation for this decline, we have implemented broad and significant expense reductions across the company while continuing to aggressively pursue truck sales and aftermarket initiatives to help generate incremental revenues.

THE MOST EXPANSIVE DEALER NETWORK

Our Rush Truck Centers network of dealerships now operates in 21 states, giving us the ability to serve customers across the country.

This year, we acquired eight full service International locations in central and southern Georgia, two full service International dealerships and an Idealease lease and rental operation in Illinois, a Peterbilt full service dealership and PacLease lease and rental operation in Las Vegas, Nevada and a used truck sales outlet in Texas. We also opened new Peterbilt locations in Brownsville, Texas in 2015 and Bowling Green, Kentucky in April 2016.

We continue to invest in our network and increase parts and service capacity with new facility construction, renovations and expansions. Since February of 2015, we have expanded facilities in Fontana and Whittier, California; Nashville, Tennessee and Dallas, Texas and completed construction of new locations in Denver, Colorado; Cincinnati, Cleveland and Columbus, Ohio and Odessa and San Antonio, Texas.

In 2016, we announced the consolidation of some smaller dealerships into existing larger locations to more efficiently serve customers in certain geographic areas.



Growth of our All-Makes Parts business is an important aspect of our vision for the future.



We continue to enhance our services by offering new vehicle technologies as another way to support customers.

AN EYE ON THE FUTURE

By 2020, our goal is to achieve \$7 billion in revenue with a four percent pretax return while becoming the only provider customers need to stay up and running. We plan to achieve these goals by growing our parts business, expanding our vehicle technology solutions and growing our compressed natural gas fuel system business with Momentum Fuel Technologies.

As part of our All-Makes Parts program, we have worked with parts manufacturers to offer a wider range of industry-leading brands to fit all makes and models of heavy- and medium-duty trucks. We also supplement our parts offering through our own Rig Tough all-makes product line. Our parts strategy is supported by a dedicated aftermarket sales organization that utilizes a consultative sales approach to add value for our customers. We operate 21 RushCare Rapid Parts call centers that provide an exclusive parts hotline in key markets and use state-of-the-art technology to locate products from our \$200 million parts inventory. We are also working to enhance our current internet parts ordering portal and expand our parts e-commerce capabilities.

To help customers more effectively utilize their own resources, we introduced our unique telematics product offering, which is currently being used in over 1,900 of our customer's vehicles. Telematics enables our customers to track real-time vehicle and driver productivity, optimize performance, enhance driver safety, comply with regulations and proactively maintain their vehicles to maximize uptime.

In February 2016, we launched RushCare Service Connect, the next step for our company in helping our customers improve vehicle uptime. With RushCare Service Connect, customers can receive real-time repair status updates on their vehicles in our shops and establish two-way, transparent communication with our service departments. RushCare Service Connect is supported by Service Link, our internal communication system that connects all Rush Truck Center service departments nationwide, giving employees visibility to a truck's complete repair history. This technology is further enhanced by our expert RushCare customer support team, who proactively monitor vehicle performance and provide additional service oversight.

While current oil prices may slow the adoption rate of natural gas vehicles, we believe current users will remain committed to this fuel source, and we believe the market for natural gas vehicles will grow over time. To meet the demands of this growing customer base, in May, we introduced our new Momentum Fuel Technologies compressed natural gas fuel system for Class 6-8 vehicles. Since its introduction, Momentum Fuel Technologies' product line has expanded to include three product configurations in multiple capacities. To date, we have manufactured more than 200 compressed natural gas fuel systems for use by vocational and over-the-road fleets.

A CONTINUED FOCUS ON EXCELLENCE

We continue efforts to integrate our new locations into the Rush Truck Centers network and make progress on our key areas of execution – personnel, asset management, aftermarket sales and account coverage, customer service excellence, continuous improvement, process standardization and technology. This focus helps offer a consistent experience for our customers no matter where they do business with us.

It should come as no surprise that the initiatives we have launched over the past year relate to meeting customer needs, enhancing customers' experiences or offering the technological advancements they seek. Equally important, we believe these initiatives will also positively impact our bottom line in the future. I am proud of our team's commitment to ensuring our customers' experiences with us are the best they can be. Our customer service index scores averaged 93.7 percent companywide last year, a nice improvement over 92.4 percent in 2014. I am confident our employees will continue to support our customers by offering unparalleled service and solutions for all of their business pain points.

Just as we have continued to invest in our long-term growth strategy, we have also invested in our employees over the past year as well. We implemented a new HR system for added convenience for our employees and are developing a robust learning and development plan to allow all employees to grow in their roles. We recently launched a new intranet platform, which offers frequent news updates and access to needed information, leadership messages and employee recognition. We have established a regular cadence for internal communications to offer frequent touch points to keep our employees aware of important issues and engaged.

It is important for me to recognize the unwavering commitment of our nearly 7,000 employees, whose hard work resulted in a solid financial performance in 2015 despite a challenging market. I am grateful to these men and women for their continued loyalty to our company and dedication to our customers.



Our employees remained focused on providing exceptional service for our customers.

We honored our company's 50th anniversary throughout 2015 with special events at our locations nationwide, which helped pay tribute to our one-of-a-kind history and strong position as the premier solutions provider in the commercial vehicle industry, today and in the future.

A handwritten signature in black ink, appearing to read 'W. M. Rush', is positioned above the printed name and title of the Chairman of the Board.

W. M. "Rusty" Rush
Chairman of the Board, Chief Executive Officer and President
Rush Enterprises

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

FORM 10-K

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d)
OF THE SECURITIES EXCHANGE ACT OF 1934
For the fiscal year ended December 31, 2015

Commission file number 0-20797

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

Texas **74-1733016**
(State or other jurisdiction of incorporation or organization) (I.R.S. Employer Identification No.)

555 IH 35 South, New Braunfels, TX **78130**
(Address of principal executive offices) (Zip Code)

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

Securities registered pursuant to Section 12(b) of the Act:
Class A and Class B Common Stock, \$.01 par value **NASDAQ Global Select Market**
Title of each class Name of each exchange on which registered

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

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

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

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

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

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

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.
Large accelerated filer Accelerated filer Non-accelerated filer Smaller Reporting Company
(Do not check if a 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

The aggregate market value of common stock held by non-affiliates of the registrant as of June 30, 2015 was approximately \$939,968,581 based upon the last sales price on June 30, 2015 on The NASDAQ Global Select MarketSM of \$26.21 for the registrant's Class A Common Stock and \$24.00 for the registrant's Class B Common Stock. Shares of Common Stock held by each executive officer and director and by each shareholder affiliated with a director or an executive officer have been excluded from this calculation because such persons may be deemed to be affiliates. This determination of affiliate status is not necessarily a conclusive determination for other purposes.

The registrant had 30,397,361 shares Class A Common Stock and 10,093,305 shares of Class B Common Stock outstanding on February 23, 2016.

DOCUMENTS INCORPORATED BY REFERENCE

Portions of registrant's definitive proxy statement for the registrant's 2016 Annual Meeting of Shareholders, to be filed with the Securities and Exchange Commission not later than April 29, 2016, are incorporated by reference into Part III of this Form 10-K.

RUSH ENTERPRISES, INC.

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Year ended December 31, 2015

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NOTE REGARDING FORWARD-LOOKING STATEMENTS

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

NOTE REGARDING TRADEMARKS COMMONLY USED IN THE COMPANY'S FILINGS

Peterbilt® is a registered trademark of Peterbilt Motors Company. PACCAR® is a registered trademark of PACCAR, Inc. PacLease® is a registered trademark of PACCAR Leasing Corporation. Navistar® is a registered trademark of Navistar International Corporation. International® is a registered trademark of Navistar International Transportation Corp. Idealease is a registered trademark of Idealease, Inc. aka Idealease of North America, Inc. Blue Bird® is a registered trademark of Blue Bird Investment Corporation. IC Bus® is a registered trademark of IC Bus, LLC. Fuso® is a registered trademark of Mitsubishi Fuso Truck and Bus Corporation. Hino® is a registered trademark of Hino Motors, Ltd. Isuzu® is a registered trademark of Isuzu Motors Limited. Ford Motor Credit Company® is a registered trademark of Ford Motor Company. Ford® is a registered trademark of Ford Motor Company. SAP® is a registered trademark of SAP Aktiengesellschaft. IBM® is a registered trademark of International Business Machines Corporation. This report contains additional trade names or trademarks of other companies. Our use of such trade names or trademarks should not imply any endorsement or relationship with such companies.

PART I

Item 1. Business

References herein to "the Company," "Rush Enterprises," "Rush," "we," "our" or "us" mean Rush Enterprises, Inc., a Texas corporation, and its subsidiaries unless the context requires otherwise.

Access to Company Information

We electronically file annual reports, quarterly reports, proxy statements and other reports and information statements with the SEC. You may read and copy any of the materials that we have filed with the SEC at the SEC's Public Reference Room at 100 F Street NE, Washington, DC 20549. You may obtain information about the Public Reference Room by calling the SEC at 1-800-SEC-0330. Our filings are also available to you on the SEC's website at www.sec.gov.

We make certain of our SEC filings available, free of charge, through its website, including annual reports on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K and all amendments to these reports. These filings are available as soon as reasonably practicable after such material is electronically filed with or furnished to the SEC. Our website address is www.rushenterprises.com. The information contained on our website, or on other websites linked to our website, is not incorporated into this report or otherwise made part of this report.

General

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

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

Our Rush Truck Centers are principally located in high traffic areas throughout the United States. Since commencing operations as a Peterbilt heavy-duty truck dealer in 1966, we have grown to operate over 100 Rush Truck Centers in 21 states.

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

Rush Truck Centers. Our Rush Truck Centers are located in Alabama, Arizona, California, Colorado, Florida, Georgia, Idaho, Illinois, Indiana, Kansas, Kentucky, Missouri, Nevada, New Mexico, North Carolina, Ohio, Oklahoma, Oregon, Tennessee, Texas, Utah and Virginia. The following chart reflects our franchises and parts, service and body shop operations by location as of February 29, 2016:

Rush Truck Center Location	Commercial Vehicle Franchise(s)	Truck Sales	Parts and Service	Body Shop
<u>Alabama:</u>				
Mobile	Peterbilt	Yes	Yes	Yes
<u>Arizona:</u>				
Flagstaff	Peterbilt	No	Yes	No
Phoenix	Peterbilt, Hino	Yes	Yes	Yes
Tucson	Peterbilt, Hino	Yes	Yes	No
Yuma	Peterbilt	Yes	Yes	No
<u>California:</u>				
Fontana Heavy-Duty	Peterbilt	Yes	Yes	Yes
Fontana Medium-Duty	Peterbilt, Hino, Isuzu	Yes	Yes	No
Fontana Vocational	None	No	Yes	No
Pico Rivera	Peterbilt	Yes	Yes	Yes
San Diego	Peterbilt, Hino	Yes	Yes	No
Sylmar	Peterbilt	Yes	Yes	No
Whittier	Ford, Isuzu	Yes	Yes	No
<u>Colorado:</u>				
Denver Heavy-Duty	Peterbilt	Yes	Yes	Yes
Denver Medium-Duty	Ford, Isuzu	Yes	Yes	No
Greeley	Peterbilt	Yes	Yes	No
Pueblo	Peterbilt	Yes	Yes	No

Rush Truck Center Location	Commercial Vehicle Franchise(s)	Truck Sales	Parts and Service	Body Shop
<u>Florida:</u>				
Haines City	Peterbilt	Yes	Yes	Yes
Jacksonville	Peterbilt, Hino	Yes	Yes	No
Lake City	Peterbilt	Yes	Yes	No
Orlando Heavy-Duty	Peterbilt, Isuzu	Yes	Yes	No
Orlando Light & Medium-Duty	Ford	Yes	Yes	No
Orlando South	Isuzu	Yes	Yes	No
Tampa	Peterbilt	Yes	Yes	No
<u>Georgia:</u>				
Albany	International, IC Bus	Yes	Yes	Yes
Atlanta	International, Hino, Isuzu, IC Bus	Yes	Yes	No
Atlanta Bus Center	IC Bus	Yes	Yes	Yes
Blackshear	International, IC Bus	Yes	Yes	No
Augusta North	International, IC Bus	Yes	Yes	No
Augusta South	International, IC Bus	Yes	Yes	No
Columbus North	Isuzu, IC Bus	Yes	Yes	No
Columbus South	International, IC Bus	Yes	Yes	No
Doraville	International, Hino, Isuzu, IC Bus	Yes	Yes	No
Gainesville	International, IC Bus	Yes	Yes	No
Macon	International	Yes	Yes	No
Smyrna	International, Hino, Isuzu, IC Bus	Yes	Yes	No
Tifton North	International, IC Bus	Yes	Yes	No
Tifton South	International, IC Bus	Yes	Yes	No
Valdosta	International	Yes	Yes	No
<u>Idaho:</u>				
Boise	International, Hino, IC Bus	Yes	Yes	Yes
Idaho Falls	International, IC Bus	Yes	Yes	Yes
Lewiston	International	Yes	Yes	No
Twin Falls	International	Yes	Yes	No
<u>Illinois:</u>				
Bloomington	International, Hino	Yes	Yes	No
Carol Stream	International	Yes	Yes	No
Champaign	International	Yes	Yes	Yes
Chicago	International	Yes	Yes	Yes
Decatur	International	Yes	Yes	No
Effingham	International	Yes	Yes	Yes
Grayslake	International	Yes	Yes	No
Huntley	International	Yes	Yes	No
Joliet	International	Yes	Yes	No
Kankakee	International	Yes	Yes	No
Mount Vernon	International	Yes	Yes	No
Ottawa	International	Yes	Yes	No
Quincy	International	Yes	Yes	No
Springfield	International	Yes	Yes	Yes
<u>Indiana:</u>				
Brazil	International	Yes	Yes	No
Gary	International	Yes	Yes	No
Indianapolis	International	Yes	Yes	Yes
<u>Kansas:</u>				
Kansas City	Hino, Isuzu	Yes	Yes	No
<u>Missouri:</u>				
St. Peters	International	Yes	Yes	No
St. Louis	International	Yes	Yes	No

Rush Truck Center Location	Commercial Vehicle Franchise(s)	Truck Sales	Parts and Service	Body Shop
<u>Nevada:</u>				
Las Vegas	Peterbilt	Yes	Yes	No
<u>New Mexico:</u>				
Albuquerque	Peterbilt	Yes	Yes	Yes
Las Cruces	Peterbilt	Yes	Yes	No
<u>North Carolina:</u>				
Asheville	International	Yes	Yes	No
Charlotte	International, Hino, Isuzu	Yes	Yes	Yes
Hickory	International	Yes	Yes	No
Statesville	International	Yes	Yes	No
<u>Ohio:</u>				
Akron	International, IC Bus	Yes	Yes	No
Cincinnati	International, IC Bus, Isuzu, Ford, Mitsubishi Fuso	Yes	Yes	Yes
Cleveland	International, IC Bus	Yes	Yes	No
Columbus	International, IC Bus, Isuzu(1)	Yes	Yes	No
Dayton	International, IC Bus, Isuzu	Yes	Yes	No
Findlay	International, IC Bus	Yes	Yes	No
Lima	International, IC Bus	Yes	Yes	No
Springfield	International	No	Yes	No
<u>Oklahoma:</u>				
Ardmore	Peterbilt	Yes	Yes	No
Oklahoma City	Peterbilt, Hino, Ford, Isuzu	Yes	Yes	Yes
Tulsa	Peterbilt, Hino	Yes	Yes	Yes
<u>Oregon:</u>				
Ontario	International	Yes	Yes	No
<u>Tennessee:</u>				
Nashville	Peterbilt	Yes	Yes	Yes
<u>Texas:</u>				
Abilene	Peterbilt	Yes	Yes	No
Alice	Peterbilt, Blue Bird, Micro Bird, Elkhart	Yes	Yes	No
Amarillo	Peterbilt	Yes	Yes	No
Austin	Peterbilt, Hino, Isuzu, Blue Bird, Micro Bird, Elkhart	Yes	Yes	No
Brownsville	Peterbilt, Elkhart	Yes	Yes	No
Corpus Christi	Peterbilt, Hino, Isuzu, Blue Bird, Elkhart	Yes	Yes	No
Cotulla	Peterbilt	No	Yes	No
Dalhart	Peterbilt	No	Yes	No
Dallas Heavy-Duty	Peterbilt, Blue Bird, Micro Bird, Elkhart	Yes	Yes	Yes
Dallas Medium-Duty	Peterbilt, Hino, Blue Bird, Micro Bird, Elkhart	Yes	Yes	No
Dallas Light & Medium-Duty	Ford, Isuzu	Yes	Yes	No
El Paso	Peterbilt, Hino, Isuzu	Yes	Yes	Yes
Fort Worth	Peterbilt, Blue Bird, Micro Bird, Elkhart	Yes	Yes	No
Houston	Peterbilt, Hino, Blue Bird, Micro Bird, Elkhart	Yes	Yes	Yes
Houston Bus Center	Peterbilt, Hino, Blue Bird, Micro Bird, Elkhart	Yes	Yes	No
Laredo	Peterbilt, Blue Bird, Micro Bird, Elkhart	Yes	Yes	Yes

(1) The physical location of our Isuzu dealership is in our Rush Truck Leasing - Columbus location.

Rush Truck Center Location	Commercial Vehicle Franchise(s)	Truck Sales	Parts and Service	Body Shop
Lubbock	Peterbilt	Yes	Yes	No
Lufkin	Peterbilt, Blue Bird, Micro Bird, Elkhart	Yes	Yes	Yes
Odessa	Peterbilt	Yes	Yes	No
Pharr	Peterbilt, Hino, Blue Bird, Micro Bird, Elkhart	Yes	Yes	Yes
San Antonio	Peterbilt, Hino, Blue Bird, Micro Bird, Elkhart	Yes	Yes	Yes
San Antonio Bus	Blue Bird, Micro Bird, Elkhart	Yes	Yes	Yes
Sealy	Peterbilt, Isuzu, Blue Bird, Micro Bird, Elkhart	Yes	Yes	No
Texarkana	Peterbilt, Hino, Isuzu, Blue Bird, Micro Bird, Elkhart	Yes	Yes	No
Tyler	Peterbilt, Blue Bird, Micro Bird, Elkhart	Yes	Yes	No
Waco	Peterbilt, Hino, Isuzu, Blue Bird, Micro Bird, Elkhart	Yes	Yes	No
<u>Utah:</u>				
Helper	International	Yes	Yes	No
Farr West	International, IC Bus	Yes	Yes	No
Salt Lake City	International, IC Bus, Mitsubishi Fuso	Yes	Yes	Yes
Springville	International, Mitsubishi Fuso	Yes	Yes	No
St. George	International, Mitsubishi Fuso	Yes	Yes	No
<u>Virginia:</u>				
Chester	International	Yes	Yes	No
Fredericksburg	International	Yes	Yes	No
Richmond	International	Yes	Yes	Yes

We also have dedicated used truck facilities in Willowbrook and Wilmington, Illinois, Knoxville, Tennessee, Dallas, Texas and Orlando, Florida.

Leasing and Rental Services. Through certain of our Rush Truck Centers and several stand-alone Rush Truck Leasing Centers, we provide a broad line of product selections for lease or rent, including Class 4, Class 5, Class 6, Class 7 and Class 8 trucks, heavy-duty cranes and refuse vehicles. Our lease and rental fleets are offered on a daily, monthly or long-term basis. The following chart reflects our leasing franchises by location:

Rush Truck Leasing Location	Franchise	Standalone or in a Rush Truck Center
<u>Alabama:</u>		
Birmingham	PacLease	Standalone
<u>Arizona:</u>		
Phoenix	PacLease	Standalone
<u>California:</u>		
Fontana	PacLease	Standalone
Pico Rivera	PacLease	Standalone
San Diego	PacLease	In RTC
Sylmar	PacLease	In RTC
<u>Colorado:</u>		
Denver	PacLease	In RTC
<u>Florida:</u>		
Orlando	PacLease	Standalone
Tampa	PacLease	In RTC
Jacksonville	PacLease	Standalone

Rush Truck Leasing Location	Franchise	Standalone or in a Rush Truck Center
<u>Idaho:</u>		
Boise	Idealease	In RTC
Idaho Falls	Idealease	In RTC
<u>Illinois:</u>		
Carol Stream	Idealease	In RTC
Chicago	Idealease	In RTC
Effingham	Idealease	In RTC
Huntley	Idealease	In RTC
Joliet	Idealease	In RTC
Springfield	Idealease	In RTC
<u>Indiana:</u>		
Indianapolis	Idealease	In RTC
Gary	Idealease	In RTC
<u>Missouri:</u>		
St. Louis	Idealease	In RTC
St. Peters	Idealease	In RTC
<u>North Carolina:</u>		
Charlotte	Idealease	Standalone
<u>New Mexico:</u>		
Albuquerque	PacLease	Standalone
<u>Nevada:</u>		
Las Vegas	PacLease	In RTC
<u>Ohio:</u>		
Cincinnati	Idealease	Standalone
Oakwood Village	Idealease	Standalone
Columbus	Idealease	In RTC
Dayton	Idealease	In RTC
<u>Oklahoma:</u>		
Oklahoma City	PacLease	In RTC
<u>Tennessee:</u>		
Nashville	PacLease	In RTC
<u>Texas:</u>		
Austin	PacLease	Standalone
Corpus Christi	PacLease	In RTC
El Paso	PacLease	In RTC
Fort Worth	PacLease	In RTC
Houston	PacLease	Standalone
Lubbock	PacLease	In RTC
San Antonio	PacLease	In RTC
<u>Virginia:</u>		
Richmond	Idealease	Standalone
Norfolk	Idealease	Standalone
<u>Utah:</u>		
Salt Lake City	Idealease	Standalone

In addition to the locations in the above table, Rush Truck Leasing also provides full-service maintenance on customers' vehicles at several of our customers' facilities.

Financial and Insurance Products. At our Rush Truck Centers, we offer third-party financing to assist customers in purchasing new and used commercial vehicles. Additionally, we sell, as agent through our insurance agency, a complete line of property and casualty insurance, including collision and liability insurance on commercial vehicles, cargo insurance and credit life insurance.

Other Businesses. Perfection Equipment offers installation of equipment, equipment repair, parts installation, and paint and body repair at our location in Oklahoma City. Perfection Equipment specializes in up-fitting trucks used by oilfield service providers and other specialized service providers.

World Wide Tires stores operate in three locations in Texas. World Wide Tires primarily sells tires for use on commercial vehicles.

Custom Vehicle Solutions operates in two locations in Texas. Custom Vehicle Solutions provides new vehicle pre-delivery inspections, truck modifications, natural gas fuel system installations, and body, chassis upfit and component installation.

Momentum Fuel Technologies manufactures compressed natural gas fuel systems for commercial vehicles.

Industry

See Part II, Item 7, “Management’s Discussion and Analysis of Financial Condition and Results of Operations – Industry” for a description of our industry and the markets in which we operate.

Our Business Strategy

Operating Strategy. Our strategy is to operate an integrated dealer network that provides service solutions to the commercial vehicle industry. Our strategy includes the following key elements:

- One-Stop Centers. We have developed our commercial vehicle dealerships as “one-stop centers” that offer an integrated approach to meeting customer needs. We provide service, parts and collision repair, new and used commercial vehicles sales, leasing and rental, plus financial services including finance and insurance. We believe that this full-service strategy also helps to mitigate cyclical economic fluctuations because the parts and service sales at our dealerships generally tend to be less volatile than our new and used commercial vehicle sales.
- Aftermarket Services. Our aftermarket capabilities now include a wide range of services and products, including a fleet of mobile service units, mobile technicians who work in our customers’ facilities, a proprietary line of parts and accessories, factory-certified service for alternative fuel vehicles and assembly service for specialized bodies and equipment. Offering a variety of aftermarket products and services at our dealerships allows us to meet the expanding needs of our customers and leverage our dealership facilities to offer more services.
- Branding Program. We employ a branding program for our new vehicle dealerships through distinctive signage and uniform marketing programs to take advantage of our existing name recognition and to communicate the standardized high quality of our products and reliability of our services throughout our dealership network.
- Management by Dealership Units. At each of our dealerships, we operate one or more of the following departments: new commercial vehicle sales, used commercial vehicle sales, financial services, parts, service or body shop. Our general managers measure and manage the operations of each dealership according to the specific departments operating at that location. We believe that this system enhances the profitability of all aspects of a dealership and increases our overall operating margins. Operating goals for each department at each of our dealerships are established annually and managers are rewarded for performance.

Growth Strategy. Through our expansion and acquisition initiatives, we have grown to operate a large, multistate, full-service network of commercial vehicle dealerships. As described below, we intend to continue to grow our business by expanding our product and service offerings, through acquisitions in new geographic areas and by opening new dealerships in our existing areas of responsibility.

- Expansion of Product and Service Offerings. We intend to continue to expand our product lines within our dealerships by adding product categories and service capabilities that are both complementary to our existing product lines and well suited to our operating model. We believe that there are many additional product and service offerings that would complement our primary product lines. We will continue to take advantage of technological advances to the vehicles we sell that provide us with the opportunity to offer vehicle owners more aftermarket options and the ability to maximize the performance of vehicles in their fleets using telematics and other technologies.

- Expansion Into New Geographic Areas. We plan to continue to expand our dealership network by acquiring dealerships in areas of the U.S. where we do not already have dealerships. We believe the geographic diversity of our Rush Truck Center network has significantly expanded our customer base while reducing the effects of local economic cycles.
- Open New Rush Truck Centers in Existing Areas of Operation. We continually evaluate opportunities to increase our market presence by adding new Rush Truck Centers to underserved markets within our current areas of operation.

Management of Our Dealerships

Rush Truck Centers

Our Rush Truck Centers are responsible for sales of new and used commercial vehicles, as well as related parts and services.

Commercial Vehicle Parts and Service. Commercial vehicle-related parts and service revenues accounted for approximately \$1,382.4 million, or 27.7%, of our total revenues for 2015, and 64.1% of our gross profit. The parts and service business enhances our sales and service functions and is a source of recurring revenue. Rush Truck Centers carry a wide variety of commercial vehicle parts in inventory. Certain Rush Truck Centers also feature fully equipped service and body shop facilities, the combination and configuration of which varies by location, capable of handling a broad range of repairs on most commercial vehicles. Each Rush Truck Center is a warranty service center for the commercial vehicle manufacturers represented at that location and most are also authorized service centers for other vehicle component manufacturers, including Cummins, Eaton and Allison. We have approximately 2,400 service and body shop bays throughout our Rush Truck Center network. We also have approximately 300 mobile service units and 200 technicians who staff our customers' facilities.

Our service departments perform warranty and non-warranty repairs on commercial vehicles. The cost of warranty work is generally reimbursed by the applicable manufacturer at retail commercial rates. Warranty related parts and service revenues accounted for approximately \$137.0 million, or 2.8%, of our total revenues for 2015. Additionally, we provide a wide array of services, including assembly service for specialized truck bodies and truck mounted equipment. Our goal is to provide our customers any service that they need related to their commercial vehicles.

As part of our leasing and rental operations, we also enter into contracts to provide full-service maintenance on some customers' vehicles. We had 1,345 vehicles under contract maintenance as of December 31, 2015, and 1,197 vehicles under contract maintenance as of December 31, 2014. The full-service maintenance revenues and retail service revenues are included as parts and service revenues on the Consolidated Statements of Income.

New Commercial Vehicle Sales. New commercial vehicle sales represent the largest portion of our revenue, accounting for approximately \$3,022.1 million, or 60.7%, of our total revenues in 2015. Of this total, new Class 8 heavy-duty truck sales accounted for approximately \$2,133.2 million, or 42.8% of our total revenues for 2015, and 70.6% of our new commercial vehicle revenues for 2015.

Our Rush Truck Centers that sell new and used Class 8 heavy-duty trucks may also sell medium-duty and light-duty commercial vehicles. Certain Rush Truck Centers sell medium-duty commercial vehicles manufactured by Peterbilt, Hino, Isuzu, Ford, International or Mitsubishi Fuso and buses manufactured by Blue Bird, IC BUS and Elkhart and light-duty commercial vehicles manufactured by Ford (see Part I, Item 1, "General – *Rush Truck Centers*" for information on which brands we sell at each Rush Truck Center). New medium-duty commercial vehicle sales, excluding new bus sales, accounted for approximately \$711.1 million, or 14.3% of our total revenues for 2015, and 23.5% of our new commercial vehicle revenues for 2015. New light-duty commercial vehicle sales accounted for approximately \$60.2 million, or 1.2% of our total revenues for 2015, and 2.0% of our new commercial vehicle revenues for 2015. New bus sales accounted for approximately \$97.8 million, or 2.0% of our total revenues for 2015, and 3.2% of our new commercial vehicle revenues for 2015.

A significant portion of our new commercial vehicle sales are to fleet customers. Because of the size and geographic scope of our Rush Truck Center network, our strong relationships with our fleet customers and our ability to handle large quantities of used commercial vehicle trade-ins, we are able to successfully market and sell to fleet

customers nationwide. We believe that we have a competitive advantage over most other dealers in that we can absorb multi-unit trade-ins often associated with fleet sales and effectively disperse the used commercial vehicles for resale throughout our dealership network and our dedicated used truck facilities. We believe that the broad range of services we offer to purchasers of commercial vehicles at the time of purchase and post-purchase has resulted in a high level of customer loyalty.

Used Commercial Vehicle Sales. Used commercial vehicle sales accounted for approximately \$338.7 million, or 6.8%, of our total revenues for 2015. We sell used commercial vehicles at our dedicated used truck facilities and most of our Rush Truck Centers. We believe that we are well positioned to market used commercial vehicles due to our ability to recondition them for resale utilizing the parts and service departments of our Rush Truck Centers and our ability to move used commercial vehicles between Rush Truck Centers and our dedicated used truck facilities to satisfy customer demand. The majority of our used commercial vehicle inventory consists of commercial vehicles taken as trade-ins from new truck customers or retired from our lease and rental fleet, but we also supplement our used commercial vehicle inventory by purchasing used commercial vehicles from third parties for resale, as market conditions warrant.

New and Used Commercial Vehicle Financing. Our Rush Truck Centers have personnel responsible for arranging third-party financing for our product offerings. Generally, commercial vehicle finance contracts are memorialized through the use of installment contracts, which are secured by the commercial vehicles financed, and require a down payment, with the remaining balance financed over a two to seven-year period. The majority of finance contracts are sold to third parties without recourse to us. We provide an allowance for repossession losses and early repayment penalties.

Truck Leasing and Rental. Truck leasing and rental revenues accounted for approximately \$199.9 million, or 4.0%, of our total revenues for 2015. At our Rush Truck Leasing locations, we engage in full-service truck leasing through PacLease and Idealease. Rented trucks are also generally serviced at our facilities. We had 7,800 vehicles in our lease and rental fleet, including cranes, as of December 31, 2015 compared to 6,876 vehicles as of December 31, 2014. Generally, we sell trucks that have been retired from our lease and rental fleet through the used sales operations at our Rush Truck Centers. Historically, we have realized gains on the sale of used lease and rental trucks.

Insurance Products

The sale of financial and insurance products accounted for approximately \$21.2 million, or 0.4%, of our total revenues for 2015. Finance and insurance revenues have minimal direct costs and, therefore, contribute a disproportionate share of our operating profits. We sell, as agent, a complete line of property and casualty insurance to commercial vehicle owners. Our agency is licensed to sell truck liability, collision and comprehensive, workers' compensation, cargo, and credit life insurance coverage offered by a number of leading insurance companies. Our renewal rate in 2015 was approximately 77%. We also have licensed insurance agents at several Rush Truck Centers.

Sales and Marketing

Our established history of operations in the commercial vehicle business has resulted in a strong customer base that is diverse in terms of geography, industry and scale of operations. Our customers include regional and national truck fleets, corporations, local governments and owner operators. During 2015, no single customer accounted for more than 10% of our sales by dollar volume. We generally promote our products and related services through direct customer contact by our sales personnel, advertisements in trade magazines and online and attendance at industry shows.

In an effort to enhance our name recognition and to communicate the standardized high level of quality products and services provided at our Rush Truck Centers, we implement our "Rush" brand name concept at each of our new vehicle dealerships.

Facility Management

Personnel. Each of our facilities is typically managed by a general manager who oversees the operations, personnel and the financial performance of the location, subject to the direction of a regional manager and personnel at our corporate headquarters. Additionally, each full-service Rush Truck Center is typically staffed by a sales manager, parts manager, service manager, body shop manager, sales representatives, parts employees, and other service and make-ready employees, as appropriate, given the services offered. The sales staff of each Rush Truck Center is compensated

on a salary plus commission or a commission only basis, while managers receive a combination of salary and performance bonus. We believe that our employees are among the highest paid in the industry, which enables us to attract and retain qualified personnel.

We have been successful in retaining our senior management, regional managers and general managers. To promote communication and efficiency in operating standards, regional managers and members of senior management attend company-wide strategy sessions each year. In addition, management personnel attend various industry sponsored leadership and management seminars and receive continuing education on the products we distribute, marketing strategies and management information systems.

Compliance with Policies. Each Rush Truck Center is audited regularly for compliance with corporate policies and procedures. These routine unannounced internal audits objectively measure dealership performance with respect to corporate expectations in the management and administration of sales, commercial vehicle inventory, parts inventory, parts sales, service sales, body shop sales, corporate policy compliance, human resources compliance, and environmental and safety compliance matters.

Purchasing and Suppliers. We believe that pricing is an important element of our marketing strategy. Because of our size, we benefit from volume purchases at favorable prices that permit us to achieve a competitive pricing position in the industry. We purchase our commercial vehicle inventory and proprietary parts and accessories directly from the applicable vehicle manufacturer, wholesale distributors, or other sources that provide the most favorable pricing. Most purchasing commitments are negotiated by personnel at our corporate headquarters. Historically, we have been able to negotiate favorable pricing levels and terms, which enable us to offer competitive prices for our products.

Management Information Systems. We utilize our management information systems to monitor the inventory level of commercial vehicles and parts at each of our dealerships. Management tracks historic sales levels of different product lines, which enables management to identify the appropriate level and combination of inventory and forms the basis of our operating plan.

Information received from industry analysts allows us to determine market share statistics and gross volume sales numbers for our products as well as those of competitors. Local management remains aware of changes within markets we service and are able to realign product lines and add new commercial vehicle models as demands of the market change.

Distribution and Inventory Management. We utilize an inventory tracking system that allows for the prompt transfer of inventory among various Rush Truck Centers. The transfer of inventory reduces delays in delivery, helps maximize inventory turns and assists in controlling problems created by overstock and understock situations. Our network is linked directly to our major suppliers for purposes of ordering vehicles and parts and managing parts inventory levels. Automated reordering and communication systems allow us to maintain proper inventory levels and permit us to have inventory delivered to our locations, or directly to customers, typically within 24 hours of an order being placed.

Recent Acquisitions

On September 28, 2015, in connection with the divestiture of our Peterbilt dealership in Charlotte, North Carolina, we acquired certain assets of Peterbilt of Las Vegas, Inc., which operated a commercial vehicle dealership in Las Vegas, Nevada. This location is operating as a Rush Truck Center and is a full-service Peterbilt dealership. The acquisition also included a PacLease commercial vehicle rental and leasing business. The dealership swap was a like-kind exchange for tax purposes and enabled us to be consistent with our strategy of not having dealerships representing multiple Class 8 manufacturers in the same market as we continue to operate a facility representing International, Hino and Isuzu trucks in Charlotte. The sale price for the assets in Charlotte, North Carolina was approximately \$6.4 million, which was offset by floor plan and accounts payable of \$5.9 million. The purchase price for the assets in Las Vegas, Nevada was approximately \$3.4 million, which was paid in cash.

On July 27, 2015, we acquired certain assets of Dallas Truck Center, Inc., which included real estate and used truck inventory, in Dallas, Texas. We are now operating this facility as Rig Tough Used Trucks, Dallas. The transaction was valued at approximately \$3.3 million, with the purchase price paid in cash.

On May 4, 2015, we acquired certain assets of Yancey Truck Centers, LLC, which operated commercial vehicle dealerships in Albany, Blackshear, Tifton, Valdosta, Augusta, Columbus and Macon, Georgia. These locations are

operating as Rush Truck Centers and offer commercial vehicle sales, parts and service for International trucks. The acquisition also included an Idealease commercial vehicle rental and leasing business. The purchase price for the assets, goodwill, franchise rights and dealership properties was approximately \$30.1 million, which was paid in cash and a portion financed under our floor plan arrangement.

On February 9, 2015, we acquired certain assets of Effingham Truck Sales, Inc. The acquisition included International commercial truck dealerships and an Idealease commercial vehicle rental and leasing business in Effingham and Mount Vernon, Illinois. The purchase price for the assets, goodwill, and dealership properties was approximately \$25.3 million, which was paid in cash.

On December 8, 2014, we acquired certain assets of North Florida Truck Parts, Inc. which included a commercial parts and service facility in Lake City, Florida. The Lake City location is operating as a full-service Rush Truck Center and offers commercial vehicles manufactured by Peterbilt. The purchase price for the assets, goodwill and dealership property was \$4.2 million, which was paid in cash.

On November 3, 2014, we acquired certain assets of House of Trucks, Inc., which included used commercial vehicle facilities in Willowbrook and Wilmington, Illinois. The transaction was valued at approximately \$6.9 million, with the purchase price paid in cash.

On July 1, 2014, we acquired certain assets of Truck Parts Depot, Inc. which included a commercial parts and service facility in Gainesville, Georgia. The Gainesville location is operating as a full-service Rush Truck Center and offers commercial vehicles manufactured by International. The transaction was valued at approximately \$500,000, with the purchase price paid in cash.

On June 25, 2014, a joint venture was established to further expand our used commercial vehicle sales network. As a result, we own 50% of Central California Truck and Trailer Sales, LLC (“CCTTS”), which has multiple locations in California that sell used trucks. In connection with the formation of this joint venture, we contributed \$2.2 million.

In January 2014, we acquired certain assets of CIT, Inc., which did business as Chicago International Trucks, Mcgrenho L.L.C., which did business as Indy Truck Sales, and Indiana Mack Leasing, LLC; and the membership interests of Idealease of Chicago, LLC. The acquisition included International commercial vehicle dealerships and Idealease commercial vehicle rental and leasing businesses in Carol Stream, Chicago, Grayslake, Huntley, Joliet, Kankakee and Ottawa, Illinois, and Brazil, Gary and Indianapolis, Indiana. The purchase price for the assets, membership interests, goodwill and dealership properties was approximately \$146.6 million, which was paid in cash and 83,091 shares of our Class B Common Stock with a total value of \$2.0 million on the date of acquisition.

See Note 15 of the Notes to Consolidated Financial Statements for a detailed discussion of the allocation of the purchase price of these acquisitions.

Competition

There is, and will continue to be, significant competition both within our current markets and in new markets we may enter. We anticipate that competition between us and other dealers will continue to increase in our current markets and on a national level based on the following:

- the ability to keep customers’ vehicles operational which is dependent on the accessibility of dealership locations;
- the number of dealership locations representing the manufacturers that we represent and other manufacturers, which impacts manufacturers ability to provide more consistent, higher quality service in a timely manner across their dealer networks;
- price, value, quality and design of the products sold; and
- attention to customer service (including technical service).

Our dealerships compete with dealerships representing other manufacturers including commercial vehicles manufactured by Mack, Freightliner, Kenworth, Volvo, and Western Star. We believe that our dealerships are able to

compete with manufacturer-owned dealers, independent dealers, independent service centers, parts wholesalers, commercial vehicle wholesalers, rental service companies and industrial auctioneers in distributing our products and providing service because of the following: the overall quality and reputation of the products we sell; the “Rush” brand name recognition and reputation for quality service; the geographic scope of our dealership network; the breadth of vehicles offered in our dealership network; and our ability to provide comprehensive parts and service support, as well as financing, insurance and other customer services.

Dealership Agreements

Peterbilt. We have entered into nonexclusive dealership agreements with Peterbilt which authorize us to act as a dealer of Peterbilt heavy- and medium-duty trucks. Our Peterbilt areas of responsibility currently encompass areas in the states of Alabama, Arizona, California, Colorado, Florida, New Mexico, Nevada, Oklahoma, Tennessee and Texas. These dealership agreements currently have terms expiring between March 2016 and December 2018 and impose certain operational obligations and financial requirements upon us and our dealerships. Our dealership agreements with Peterbilt may be terminated by Peterbilt in the event that the aggregate voting power of W. Marvin Rush, W.M. “Rusty” Rush, other members of the Rush family and certain executives of the Company decreases below 22%. Sales of new Peterbilt commercial vehicles accounted for approximately 36.1% of our total revenues for 2015.

International. We have entered into nonexclusive dealership agreements with Navistar which authorize us to act as a dealer of International heavy- and medium-duty trucks and IC buses. Our Navistar areas of responsibility currently encompass areas in the states of Georgia, Idaho, Illinois, Indiana, Missouri, North Carolina, Ohio, Oregon, Utah and Virginia. These dealership agreements currently have terms expiring between March 2016 and May 2020 and impose certain operational obligations and financial requirements upon us and our dealerships. Sales of new International commercial vehicles accounted for approximately 14.3% of our total revenues for 2015.

Other Commercial Vehicle Suppliers. In addition to our dealership agreements with Peterbilt, various Rush Truck Centers have entered into dealership agreements with other commercial vehicle manufacturers including Blue Bird, Ford, Hino, Isuzu, Micro Bird and Mitsubishi Fuso, which currently have terms expiring between August 2016 and November 2018. These dealership agreements impose operating requirements upon us and require consent from the affected supplier for sale or transfer of such dealership agreement. Sales of new non-Peterbilt and non-International commercial vehicles accounted for approximately 10.2% of our total revenues for 2015.

Any termination or non-renewal of our dealership agreements must follow certain guidelines established by both state and federal legislation designed to protect motor vehicle dealers from arbitrary termination or non-renewal of franchise agreements. The federal Automobile Dealers Day in Court Act and other similar state laws provide that the termination or non-renewal of a motor vehicle dealership agreement must be done in “good faith” and upon a showing of “good cause” by the manufacturer for such termination or non-renewal, as such terms have been defined by statute and interpreted in case law.

Floor Plan Financing

During 2015, we financed the majority of all new commercial vehicle inventory purchases and the loan value of our used commercial vehicle inventory under a credit agreement (the “Floor Plan Credit Agreement”) with General Electric Capital Commercial, Inc. (“GE Capital”). On September 15, 2015, we entered into the Second Amended and Restated Credit Agreement with GE Capital. The amendment increased the aggregate loan commitment to \$850.0 million. Effective December 1, 2015, GE Capital resigned as Administrative Agent of the Floor Plan Credit Agreement and BMO Harris Bank N.A. (“BMO Harris”) was appointed in its place. Borrowings under the Floor Plan Credit Agreement bear interest at an annual rate equal to the three month LIBOR rate, determined on the last day of the prior month, plus 2.03% and are payable monthly. In addition, we are required to pay a monthly working capital fee equal to 0.35% per annum multiplied by the amount of voluntary prepayments of new and used inventory loans. Loans under the Floor Plan Credit Agreement for the purchase of used inventory are limited to \$150.0 million. The Floor Plan Credit Agreement expires July 11, 2016, although BMO Harris has the right to terminate the Floor Plan Credit Agreement at any time upon 120 days’ written notice. We may terminate the Floor Plan Credit Agreement at any time, although if we do so we must pay a prepayment processing fee of \$300,000, subject to specified limited exceptions. On December 31, 2015, we had approximately \$628.2 million outstanding under the Floor Plan Credit Agreement. Periodically, we utilize our excess cash on hand to pay down our outstanding borrowings under the Floor Plan Credit Agreement, and the resulting interest earned is recognized as an offset to our gross interest expense under the Floor Plan Credit Agreement.

In June 2012, we entered into a wholesale financing agreement with Ford Motor Credit Company that provides for the financing of, and is collateralized by, our new Ford vehicle inventory. This wholesale financing agreement bears interest at a rate of Prime plus 150 basis points minus certain incentives and rebates; however, the prime rate is defined to be a minimum of 3.75%. As of December 31, 2015, the interest rate on the wholesale financing agreement was 5.25% before considering the applicable incentives. As of December 31, 2015, we had an outstanding balance of \$62.4 million under the Ford Motor Credit Company wholesale financing agreement.

Product Warranties

The manufacturers we represent provide retail purchasers of their products with a limited warranty against defects in materials and workmanship, excluding certain specified components that are separately warranted by the suppliers of such components. We provide a warranty on our branded parts and related service. We also provide an extended warranty beyond the manufacturer's warranty on new school buses sold in the State of Texas, as required by state law.

We generally sell used commercial vehicles in "as is" condition without a manufacturer's warranty, although manufacturers sometimes will provide a limited warranty on their used products if such products have been properly reconditioned prior to resale or if the manufacturer's warranty on such product is transferable and has not expired. We do not provide any warranty on used commercial vehicles.

Trademarks

The trademarks and trade names of the manufacturers we represent, which are used in connection with our marketing and sales efforts, are subject to limited licenses included in our dealership agreements with each manufacturer. The licenses are for the same periods as our dealership agreements. These trademarks and trade names are widely recognized and are important in the marketing of our products. Each licensor engages in a continuous program of trademark and trade name protection. We hold registered trademarks from the U.S. Patent and Trademark Office for the following names used in this document: "Rush Enterprises," "Rush Truck Center," "Associated Truck Insurance Services," "Chrome Country," "Rig Tough," "CVS Custom Vehicle Solutions" and "Momentum Fuel Technologies."

Employees

On December 31, 2015, we had 6,700 employees.

We have entered into collective bargaining agreements covering certain employees in Chicago, Illinois, which will expire on May 6, 2017, Joliet, Illinois, which will expire on May 5, 2018 and Carol Stream, Illinois, which will expire on May 4, 2019.

There have been no strikes, work stoppages or slowdowns during the negotiations of the foregoing collective bargaining agreements or at any time in the Company's history, although no assurances can be given that such actions will not occur.

Seasonality

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

Backlog

On December 31, 2015, our backlog of commercial vehicle orders was approximately \$1,223.9 million as compared to a backlog of commercial vehicle orders of approximately \$1,502.8 million on December 31, 2014. Our backlog is determined quarterly by multiplying the number of new commercial vehicles for each particular type of commercial vehicle ordered by a customer at our Rush Truck Centers by the recent average selling price for that type of commercial vehicle. We include only confirmed orders in our backlog. However, such orders are subject to cancellation. In the event of order cancellation, we have no contractual right to the total revenues reflected in our backlog. The delivery time for a custom-ordered commercial vehicle varies depending on the truck specifications and demand for the

particular model ordered. We sell the majority of our new heavy-duty commercial vehicles by customer special order and we sell the majority of our medium- and light-duty commercial vehicles out of inventory. Orders from a number of our major fleet customers are included in our backlog as of December 31, 2015 and we expect to fill the majority of our backlog orders during 2016.

Environmental Standards and Other Governmental Regulations

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

Our operations involving the use, handling, storage and disposal of hazardous and nonhazardous materials are subject to the requirements of the federal Resource Conservation and Recovery Act, or RCRA, and comparable state statutes. Pursuant to these laws, federal and state environmental agencies have established approved methods for handling, storage, treatment, transportation and disposal of regulated substances and wastes with which we must comply. Our business also involves the operation and use of aboveground and underground storage tanks. These storage tanks are subject to periodic testing, containment, upgrading and removal under RCRA and comparable state statutes. Furthermore, investigation or remediation may be necessary in the event of leaks or other discharges from current or former underground or aboveground storage tanks.

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

The federal Clean Water Act and comparable state statutes prohibit discharges into regulated waters without the necessary permits, require containment of potential discharges of oil or hazardous substances, and require preparation of spill contingency plans. Water quality protection programs govern certain discharges from some of our operations. Similarly, the federal Clean Air Act and comparable state statutes regulate emissions of various air emissions through permitting programs and the imposition of standards and other requirements.

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

The Environmental Protection Agency (“EPA”) and the National Highway Traffic Safety Administration (“NHTSA”), on behalf of the U.S. Department of Transportation, issued final rules on September 15, 2011 associated with reducing greenhouse gas (“GHG”) emissions and improving the fuel efficiency of medium and heavy-duty trucks and buses beginning in model year 2014 and being phased in through model year 2018. On June 19, 2015, the EPA and NHTSA proposed further GHG and fuel efficiency standards that would apply to medium and heavy-duty vehicles and buses and would be phased in between model years 2021 through 2027. We do not believe that the foregoing adopted or proposed standards will negatively impact our business, however, future legislation or other new regulations that may

be adopted to address GHG emissions or fuel efficiency standards may negatively impact our business. Additional regulations could result in increased compliance costs, additional operating restrictions or changes in demand for our products and services, which could have a material adverse effect on our business, financial condition and results of operations.

Item 1A. Risk Factors

An investment in our common stock is subject to certain risks inherent to our business. In addition to the other information contained in this Form 10-K, we recommend that you carefully consider the following risk factors in evaluating our business. If any of the following risks actually occur, our financial condition and results of operations could be materially adversely affected. If this were to happen, the value of our common stock could decline significantly, and you could lose all or part of your investment. This report is qualified in its entirety by these risk factors.

Risks Related to Our Business

We are dependent upon PACCAR for the supply of Peterbilt trucks and parts, the sale of which generates the majority of our revenues.

At certain Rush Truck Centers, we operate as a dealer of Peterbilt trucks and parts pursuant to dealership agreements with Peterbilt, a division of PACCAR. We have no control over the management or operation of Peterbilt or PACCAR. During 2015, the majority of our revenues resulted from sales of trucks purchased from Peterbilt and parts purchased from PACCAR Parts. Due to our dependence on PACCAR and Peterbilt, we believe that our long-term success depends, in large part, on the following:

- our ability to maintain our dealership agreements with Peterbilt;
- the manufacture and delivery of competitively-priced, high quality Peterbilt trucks by Peterbilt in quantities sufficient to meet our requirements;
- the overall success of PACCAR and Peterbilt;
- PACCAR's continuation of its Peterbilt division; and
- the maintenance of goodwill associated with the Peterbilt brand, which can be adversely affected by decisions made by PACCAR, Peterbilt and the owners of other Peterbilt dealerships.

A negative change in any of the preceding, or a change in control of PACCAR, could have a material adverse effect on our operations, revenues and profitability.

We are dependent upon Navistar for the supply of International trucks and parts and IC busses and parts, the sale of which generate a significant portion of our revenues.

At certain Rush Truck Centers, we operate as a dealer of International trucks and parts and IC busses and parts pursuant to dealership agreements with International and IC Bus, each of which are divisions of Navistar. We have no control over the management or operation of International, IC Bus or Navistar. During 2015, a significant portion of our revenues resulted from sales of trucks purchased from International, busses purchased from IC Bus and parts purchased from Navistar. Due to our dependence on Navistar, International and IC Bus, we believe that our long-term success depends, in large part, on the following:

- our ability to maintain our dealership agreements with International and IC Bus;
- the manufacture and delivery of competitively-priced, high quality International trucks and IC busses in quantities sufficient to meet our requirements;
- the overall success of Navistar; and

- the maintenance of goodwill associated with the International and IC Bus brands, which can be adversely affected by decisions made by Navistar and the owners of other International and IC Bus dealerships.

A negative change in any of the preceding, or a change in control of Navistar, could have a material adverse effect on our operations, revenues and profitability.

Our dealership agreements may be terminable upon a change of control and we cannot control whether our controlling shareholder and management maintain their current ownership positions.

We have entered into nonexclusive dealership agreements with Peterbilt that authorize us to act as a dealer of Peterbilt trucks. Peterbilt may terminate our dealership agreements in the event of a change of control of the Company or if we violate any number of provisions in the dealership agreements. Under our Peterbilt dealership agreements, the following constitute a change of control: (i) with respect to the election of directors, the aggregate voting power held by W. Marvin Rush, W. M. "Rusty" Rush, Barbara Rush, Robin M. Rush, David C. Orf, James Thor, Martin A. Naegelin, Scott Anderson, Derrek Weaver, Steven Keller, Corey Lowe and Rich Ryan (collectively, the "Dealer Principals") decreases below 22% (such persons controlled 30.33% of the aggregate voting power with respect to the election of directors as of December 31, 2015); or (ii) any person or entity other than the Dealer Principals and their respective associates or any person or entity who has been approved in writing by PACCAR, owns common stock with a greater percentage of the voting power with respect to the election of our directors than the Dealer Principals and their respective associates, in the aggregate, or any person other than W. Marvin Rush, W. M. "Rusty" Rush, Robin M. Rush or any person who has been approved in writing by PACCAR holds the office of Chairman of the Board, President or Chief Executive Officer of the Company. We have no control over the transfer or disposition by W. Marvin Rush or by his estate of his common stock. If W. Marvin Rush or W.M. "Rusty" Rush were to sell their Class B Common Stock or bequest their Class B Common Stock to a person or entity other than the Dealer Principles or if their estates are required to liquidate their Class B Common Stock to pay estate taxes or otherwise, the change of control provisions of the Peterbilt dealership agreements may be triggered and give Peterbilt the right to terminate our dealership agreements. If our dealership agreements with Peterbilt are terminated, we will lose the right to purchase Peterbilt products and operate as an authorized Peterbilt dealer, which would have a material adverse effect on our operations, revenues and profitability.

Our dealership agreements are non-exclusive and have relatively short terms which could result in non-renewal or imposition of less favorable terms upon renewal.

Our dealership agreements generally do not provide us with exclusive dealerships in any territory. The manufacturers we represent could elect to create additional dealers in our market areas in the future, subject to restrictions imposed by state laws. While dealership agreements typically restrict dealers from operating sales or service facilities outside their assigned territory, such agreements do not restrict fleet or other sales or marketing activity outside the assigned territory. Accordingly, we engage in fleet sales and other marketing activities outside our assigned territories and other dealers engage in similar activities within our territories.

Our dealership agreements with the manufacturers we represent have current terms expiring between March 2016 and May 2020. Upon expiration of each agreement, we must negotiate a renewal. Management expects that, consistent with in some cases decades of past practice, each of our dealership agreements will be renewed before their respective termination dates, provided that we do not breach any of the material terms of the agreements.

Management attempts to mitigate the risk that any manufacturer would not renew a dealership agreement by providing superior representation of each brand that we represent in each of our areas of responsibility. We deliver superior representation to our manufacturers by continuously investing substantial capital into our dealership locations, marketing and personnel. Senior members of our management team also communicate with management of the manufacturers that we represent on a regular basis, which we believe allows us to identify any potentially problematic issues as early as possible so that we can begin working on solutions that are mutually agreeable. In addition to the proactive steps that management takes, the risks that our dealership agreements will not be renewed are also mitigated by dealer protection laws that exist in each of the states that our dealerships are located. Many of these state dealer franchise laws restrict manufacturers' ability to refuse to renew dealership agreements or to impose new terms upon renewal. However, to the extent such laws did allow for non-renewal or the imposition of new terms, the relatively short terms would give manufacturers the opportunity to exercise such rights. Any non-renewal or imposition of less favorable terms upon renewal could have an adverse impact on our business and in the case of the Peterbilt dealership agreements, would have an adverse impact on our business.

If state dealer laws are repealed or weakened, our dealerships will be more susceptible to termination, nonrenewal or renegotiation of their dealership agreements.

We depend on our vehicle dealership agreements for a substantial portion of our revenues and profitability. State dealer laws generally provide that a manufacturer may not terminate or refuse to renew a dealership agreement unless it has first provided the dealer with written notice setting forth good cause and stating the grounds for termination or nonrenewal. Manufacturers' lobbying efforts may lead to the repeal or revision of state motor vehicle dealer laws. If motor vehicle dealer laws are repealed or amended in the states in which we operate dealerships, the manufacturers we represent may be able to terminate our vehicle dealership agreements without providing advance notice, an opportunity to cure or a showing of good cause. Without the protection of state dealer laws, or if such laws are weakened, we will be subject to higher risk of termination or non-renewal of our vehicle dealership agreements. Termination or non-renewal of our vehicle dealership agreements would have a material adverse effect on our operations, revenues and profitability.

We may be required to obtain additional financing to maintain adequate inventory levels.

Our business requires inventories held for sale to be maintained at dealer locations in order to facilitate immediate sales to customers on demand. We generally purchase inventories with the assistance of floor plan financing agreements. Our primary floor plan financing agreement, the Floor Plan Credit Agreement, expires on July 11, 2016 and may be terminated without cause upon 120 days' notice. In the event that our floor plan financing becomes insufficient to satisfy our future requirements or our floor plan providers are unable to continue to extend credit under our floor plan agreements, we would need to obtain similar financing from other sources. There is no assurance that such additional floor plan financing or alternate financing could be obtained or, if obtained, that it will be on commercially reasonable terms.

Impairment in the carrying value of goodwill and other indefinite-lived intangible assets could negatively affect our operating results.

We have a substantial amount of goodwill on our balance sheet as a result of acquisitions we have completed. Approximately 99% of this goodwill is concentrated in our Truck Segment. The carrying value of goodwill represents the fair value of an acquired business in excess of identifiable assets and liabilities as of the acquisition date. Goodwill is not amortized, but instead is evaluated for impairment at least annually, or more frequently if potential interim indicators exist that could result in impairment. In testing for impairment, if the carrying value of a reporting unit exceeds its current fair value as determined based on the discounted future cash flows of the reporting unit, the goodwill is considered impaired and is reduced to fair value via a non-cash charge to earnings. Events and conditions that could result in impairment include weak economic activity, adverse changes in the regulatory environment, any matters that impact the ability of the manufacturers we represent to provide trucks to us, issues with our franchise rights, or other factors leading to reductions in expected long-term sales or profitability. Determination of the fair value of a reporting unit includes developing estimates that are highly subjective and incorporate calculations that are sensitive to minor changes in underlying assumptions. Management's assumptions are subject to change as more information becomes available. Changes in these assumptions could result in an impairment charge in the future, which could have a significant adverse impact on our reported earnings. See "Management's Discussion and Analysis of Financial Condition and Results of Operations — Critical Accounting Policies and Estimates — Goodwill" for more information regarding the potential impact of changes in assumptions.

Changes in interest rates could have a material adverse effect on our profitability.

Our Floor Plan Credit Agreement and some of our other debt are subject to variable interest rates. Therefore, our interest expense would rise with any increase in interest rates. A rise in interest rates may also have the effect of depressing demand in the interest rate sensitive aspects of our business, particularly new and used commercial vehicle sales, because many of our customers finance such purchases. As a result, a rise in interest rates may have the effect of simultaneously increasing our costs and reducing our revenues, which could materially affect our business, financial condition and results of operations. See "Quantitative and Qualitative Disclosures about Market Risk" for a discussion regarding our interest rate sensitivity.

Our business is subject to a number of economic risks.

New and used commercial vehicle retail sales tend to experience periods of decline when general economic conditions worsen, characterized by oversupply and weak demand. We may experience sustained periods of decreased

commercial vehicle sales in the future. Any decline or change of this type could materially affect our business, financial condition and results of operations. In addition, adverse regional economic and competitive conditions in the geographic markets in which we operate could materially adversely affect our business, financial condition and results of operations. Our new commercial vehicle sales volume therefore may differ from industry sales fluctuations.

Economic conditions and the other factors described above also may materially adversely impact our sales of parts and repair services, and finance and insurance products.

A significant percentage of our revenues come from customers in the oil and gas exploration and production industry, a historically cyclical industry.

In certain markets, many of our customers provide oil and gas production services. The oil and gas exploration and production industry is a historically cyclical industry characterized by significant changes in the levels of exploration and development activities. Oil and gas prices, and market expectations of potential changes in those prices, significantly affect the levels of those activities. The decline in oil prices since the fall of 2014 has adversely affected our business and results of operations. Continued reduction in oil and gas prices could materially adversely affect our business, financial condition and results of operations.

If we lose key personnel or are unable to attract additional qualified personnel, our business could be adversely affected because we rely on the industry knowledge and relationships of our key personnel.

We believe that our success depends significantly upon the efforts and abilities of our executive management and key employees. Additionally, our business is dependent upon our ability to continue to attract and retain qualified personnel, such as executive officers, managers and dealership personnel. The loss of the services of one or more members of our senior management team could have a material adverse effect on us and materially impair the efficiency and productivity of our operations. In addition, the loss of any of our key employees or the failure to attract additional qualified executive officers, managers and dealership personnel could have a material adverse effect on our business and may materially impact the ability of our dealerships to conduct their operations in accordance with our business strategy.

We depend on relationships with suppliers for sales incentives, discounts and similar programs which are material to our operations.

We depend on suppliers for sales incentives, discounts, warranties and other programs that are intended to promote our use of their components. Most of the incentives and discounts are individually negotiated and not always the same as those made available to our competitors. These incentives and discounts are material to our operations. A reduction or discontinuation of a component supplier's incentive program could have a material adverse effect on our profitability.

We are dependent on the ongoing success of the manufacturers we represent and adverse conditions affecting the manufacturers we represent may negatively impact our revenues and profitability.

The success of each of our dealerships is dependent on the manufacturers represented at each dealership in several ways. Our ability to sell new vehicles and replacement parts is dependent on the ability of the manufacturers we represent to produce and deliver new vehicles and replacement parts to our dealerships. Additionally, our dealerships perform warranty work for vehicles under manufacturer product warranties, which are billed to the appropriate vehicle manufacturer or component supplier as opposed to invoicing our customer. We generally have significant receivables from manufacturers for warranty and service work performed for our customers. In addition, we rely on manufacturers to varying extents for product training, marketing materials, and other items for our stores. Our business, results of operations, and financial condition could be materially adversely affected as a result of any event that has a material adverse effect on the manufacturers we represent.

The manufacturers we represent may be adversely impacted by economic downturns, significant declines in the sales of their new vehicles, labor strikes or similar disruptions (including within their major suppliers), rising raw materials costs, rising employee benefit costs, adverse publicity that may reduce consumer demand for their products (including due to bankruptcy), product defects, vehicle recall campaigns, litigation, poor product mix or unappealing vehicle design, governmental laws and regulations, or other adverse events. Our results of operations, financial condition or cash flows could be adversely affected if one or more of the manufacturers we represent are impacted by any of the foregoing adverse events.

Actions taken in response to continued operational losses by manufacturers we represent, including bankruptcy or reorganizations, could have a material adverse effect on our sales volumes and profitability. In addition, such actions could lead to the impairment of one or more of our franchise rights, inventories, fixed assets and other related assets, which in turn could have a material adverse effect on our financial condition and results of operations. For example, during the second quarter of 2009, General Motors made the decision to terminate its medium-duty GMC truck production and wind-down our medium-duty GMC truck franchises, which forced us to take a significant pre-tax asset impairment charge in the second quarter of 2009. Actions taken in response to continued operational losses by manufacturers we represent, including bankruptcy or reorganizations, could also eliminate or reduce such manufacturers' indemnification obligations to our dealerships, which could increase our risk in products liability actions.

The dollar amount of our backlog, as stated at any given time, is not necessarily indicative of our future earnings.

As of December 31, 2015, our backlog of new commercial vehicle orders was approximately \$1,223.9 million. Our backlog is determined quarterly by multiplying the number of new commercial vehicles for each particular type of commercial vehicle ordered by a customer at our Rush Truck Centers by the recent average selling price for that type of commercial vehicle. We only include confirmed orders in our backlog. However, such orders are subject to cancellation. In the event of order cancellation, we have no contractual right to the total revenues reflected in our backlog.

Reductions in backlog due to cancellation by a customer or for other reasons will adversely affect, potentially to a material extent, the revenue and profit we actually receive from orders projected in our backlog. If we were to experience significant cancellations of orders in our backlog, our financial condition could be adversely affected.

Our dealerships are subject to federal, state and local environmental regulations that may result in claims and liabilities, which could be material.

We are subject to a wide range of federal, state and local environmental laws and regulations, including those governing discharges into the air and water; the operation and removal of underground and aboveground storage tanks; the use, handling, storage and disposal of hazardous substances, petroleum and other materials; and the investigation and remediation of contamination. As with commercial vehicle dealerships generally, and service, parts and body shop operations in particular, our business involves the generation, use, storage, handling and contracting for recycling or disposal of hazardous materials or wastes and other environmentally sensitive materials. Any non-compliance with these laws and regulations could result in significant fines, penalties and remediation costs which could adversely affect our results of operations, financial condition or cash flows.

We may also have liability in connection with materials that were sent to third-party recycling, treatment, or disposal facilities under federal and state statutes. In that case, laws and regulations may make us responsible for liability relating to the investigation and remediation of contamination without regard to fault or the legality of the conduct that contributed to the contamination. In connection with our acquisitions, it is possible that we will assume or become subject to new or unforeseen environmental costs or liabilities, some of which may be material. In connection with dispositions of businesses, or dispositions previously made by companies we acquire, we may retain exposure for environmental costs and liabilities, some of which may be material.

Further, environmental laws and regulations are complex and subject to change. Compliance with current or amended, or new or more stringent, laws or regulations, stricter interpretations of existing laws or the future discovery of environmental conditions could require additional expenditures by us which could materially adversely affect our results of operations, financial condition or cash flows.

Disruptions to our information technology systems and breaches in data security could adversely affect our business.

We rely upon our information technology systems to manage all aspects of our business, including processing and recording sales to, and payments from, customers, managing inventory, communicating with manufacturers and vendors and financial reporting. Any inability to manage these systems, including with respect to matters related to system and data security, privacy, reliability, compliance, performance and access, as well as any inability of these systems to fulfill their intended purpose within our business, could have an adverse effect on our business. In addition, in the ordinary course of business, we collect and store sensitive data and information, including our proprietary business information and that of our customers, suppliers and business partners, as well as personally identifiable information about our employees. Despite the security measures we have in place, our facilities and systems, and those of our third-party service providers, could be vulnerable to security breaches, computer viruses, lost or misplaced data, programming

errors, human errors, acts of vandalism, or other events. Any security breach or event resulting in the misappropriation, loss, or other unauthorized disclosure of confidential information, whether by us directly or our third-party service providers, could adversely affect our business operations, sales, reputation with current and potential customers, associates or vendors and result in litigation or regulatory actions, all of which could have a material adverse effect on our business and reputation.

Natural disasters and adverse weather events can disrupt our business.

Some of our dealerships are located in regions of the United States where natural disasters and severe weather events (such as hurricanes, earthquakes, fires, floods, tornadoes and hail storms) may disrupt our operations, which may adversely impact our business, results of operations, financial condition and cash flows. In addition to business interruption, our business is subject to substantial risk of property loss due to the significant concentration of property at dealership locations. Although we have substantial insurance to cover this risk, we may be exposed to uninsured or underinsured losses that could have a material adverse effect on our business, financial condition, results of operations or cash flows.

Risks Related to Our Common Stock

We are controlled by two shareholders and their affiliates.

Collectively, W. Marvin Rush and W. M. “Rusty” Rush and their affiliates own approximately 0.3% of our issued and outstanding shares of Class A Common Stock and 34.1% of our issued and outstanding Class B Common Stock. W. Marvin Rush and W.M. “Rusty” Rush collectively control approximately 29.7% of the aggregate voting power of our outstanding shares and voting power which is superior to that of any other person or group. The interests of W. Marvin Rush and W.M. “Rusty” Rush may not be consistent with the interests of all shareholders. As a result of such ownership, W. Marvin Rush and W.M. “Rusty” Rush have the power to effectively control the Company, including the election of directors, the determination of matters requiring shareholder approval and other matters pertaining to corporate governance.

Our dealership agreements could discourage another company from acquiring us.

Our dealership agreements with Peterbilt impose ownership requirements on certain officers of the Company. All of our dealer agreements include restrictions on the sale or transfer of the underlying franchises. These ownership requirements and restrictions may prevent or deter prospective acquirers from acquiring control of us and, therefore, may adversely impact the value of our common stock.

Additionally, W. Marvin Rush and W.M. “Rusty” Rush have granted Peterbilt a right of first refusal to purchase their respective shares of common stock in the event that they desire to transfer in excess of 100,000 shares in any 12-month period to any person other than an immediate family member, an associate or another Dealer Principal. However, in the case of W. Marvin Rush, certain shares of his Class B Common Stock of the Company are exempt from his rights of first refusal agreement. These rights of first refusal, the number of shares owned by W. Marvin Rush and W.M. “Rusty” Rush and their affiliates, the requirement in our dealership agreements that the Dealer Principals retain a controlling interest in us, the restrictions on the sale or transfer of our franchises contained in our dealer agreements combined with the ability of the Board of Directors to issue shares of preferred stock without further vote or action by the shareholders, may discourage, delay or prevent a change in control without further action by our shareholders, which could adversely affect the market price of our common stock or prevent or delay a merger or acquisition that our shareholders may consider favorable.

Actions by our shareholders or prospective shareholders that would violate any of the above restrictions on our dealership agreements are generally outside our control. If we are unable to renegotiate these restrictions, we may be forced to terminate or sell one or more of our dealerships, which could have a material adverse effect on us. These restrictions may also inhibit our ability to raise required capital or to issue our stock as consideration for future acquisitions.

Class A Common Stock has limited voting power.

Each share of Class A Common Stock ranks substantially equal to each share of Class B Common Stock with respect to receipt of any dividends or distributions declared on shares of common stock and the right to receive proceeds

on liquidation or dissolution of us after payment of our indebtedness and liquidation preference payments to holders of any preferred shares. However, holders of Class A Common Stock have 1/20th of one vote per share on all matters requiring a shareholder vote, while holders of Class B Common Stock have one full vote per share.

Our Class B Common Stock has a low average daily trading volume. As a result, sales of our Class B Common Stock could cause the market price of our Class B Common Stock to drop, and it may be difficult for a stockholder to liquidate its position in our Class B Common Stock quickly without adversely affecting the market price of such shares.

The market price of our Class B Common Stock has historically been lower than the market price of our Class A Common Stock. The volume of trading in our Class B Common Stock varies greatly and may often be light. As of December 31, 2015, the three-month average daily trading volume of our Class B Common Stock was approximately 31,000 shares, with several days having a trading volume below 6,000 shares. If any large shareholder were to begin selling shares in the market, the added available supply of shares could cause the market price of our Class B Common Stock to drop. In addition, the lack of a robust resale market may require a shareholder to sell a large number of shares of our Class B Common Stock in increments over time to mitigate any adverse impact of the sales on the market price of our Class B Common Stock.

Item 1B. Unresolved Staff Comments

None

Item 2. Properties

Our corporate headquarters are located in New Braunfels, Texas. As of December 2015, we also own or lease numerous facilities used in our operations in the following states: Alabama, Arizona, California, Colorado, Florida, Georgia, Idaho, Illinois, Indiana, Kansas, Missouri, New Mexico, Nevada, North Carolina, Ohio, Oklahoma, Oregon, Tennessee, Texas, Utah and Virginia.

We lease a hangar in New Braunfels, Texas for the corporate aircraft. We also own and operate a guest ranch of approximately 9,500 acres near Cotulla, Texas, which is used for client development purposes.

Item 3. Legal Proceedings

From time to time, we are involved in litigation arising out of our operations in the ordinary course of business. We maintain liability insurance, including product liability coverage, in amounts deemed adequate by management. To date, aggregate costs to us for claims, including product liability actions, have not been material. However, an uninsured or partially insured claim, or claim for which indemnification is not available, could have a material adverse effect on our financial condition or results of operations. We believe that there are no claims or litigation pending, the outcome of which could have a material adverse effect on our financial position or results of operations. However, due to the inherent uncertainty of litigation, there can be no assurance that the resolution of any particular claim or proceeding would not have a material adverse effect on our financial condition or results of operations for the fiscal period in which such resolution occurred.

Item 4. Mine Safety Disclosures

Not applicable.

PART II

Item 5. Market for Registrant’s Common Equity, Related Shareholder Matters, and Issuer Purchases of Equity Securities

Our common stock trades on The NASDAQ Global Select MarketSM under the symbols RUSHA and RUSHB.

The following table sets forth the high and low sales prices for the Class A Common Stock and Class B Common Stock for the fiscal periods indicated and as quoted on The NASDAQ Global Select MarketSM.

	2015		2014	
	High	Low	High	Low
<i><u>Class A Common Stock</u></i>				
First Quarter	\$ 32.59	\$ 25.94	\$ 32.69	\$ 26.32
Second Quarter	28.73	25.55	36.15	31.19
Third Quarter	27.00	22.58	37.49	33.01
Fourth Quarter	27.45	19.04	38.27	30.71
<i><u>Class B Common Stock</u></i>				
First Quarter	\$ 28.28	\$ 23.73	\$ 28.23	\$ 22.28
Second Quarter	26.81	23.17	31.64	27.47
Third Quarter	25.01	20.82	32.88	28.96
Fourth Quarter	25.84	20.08	32.54	26.68

As of February 11, 2016, there were approximately 30 record holders of the Class A Common Stock and approximately 39 record holders of the Class B Common Stock.

We did not pay dividends during the fiscal year ended December 31, 2015, or the fiscal year ended December 31, 2014. The Board of Directors intends to retain any earnings of the Company to support operations and to finance expansion. Any future determination as to the payment of dividends will be at the discretion of the Board of Directors of the Company and will depend on the Company’s financial condition, results of operations, capital requirements and such other factors as the Board of Directors deems relevant.

As of December 31, 2015, we have not sold any securities in the last three years that were not registered under the Securities Act.

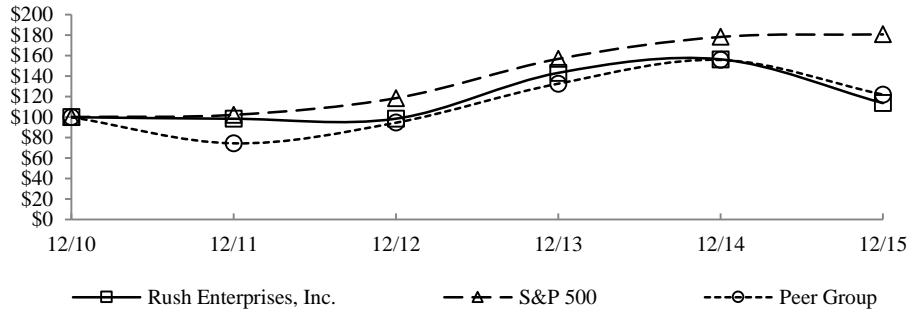
We did not repurchase any shares of our Class A Common Stock or Class B Common Stock during the fourth quarter of 2015.

Information regarding the Company’s equity compensation plans is incorporated by reference from Item 12, “Security Ownership of Certain Beneficial Owners and Management and Related Shareholder Matters,” of this annual report on Form 10-K, and should be considered an integral part of this Item 5.

Performance Graph

The following graph shows the value as of December 31, 2015, of a \$100 investment in the Company’s common stock made on December 31, 2010 (with dividends reinvested), as compared with similar investments based on (i) the value of the S&P 500 Index (with dividends reinvested) and (ii) the value of a market-weighted Peer Group Index composed of the common stock of PACCAR, Inc., Werner Enterprises, Inc., Penske Automotive Group, Inc. and Lithia Motors, Inc., in each case on a “total return” basis assuming reinvestment of dividends. The market-weighted Peer Group Index values were calculated from the beginning of the performance period. The historical stock performance shown below is not necessarily indicative of future expected performance.

COMPARISON OF 5 YEAR CUMULATIVE TOTAL RETURN*
Among Rush Enterprises, Inc., the S&P 500 Index, and a Peer Group



*\$100 invested on 12/31/10 in stock or index, including reinvestment of dividends.
Fiscal year ending December 31.

Measurement Date	Rush Enterprises, Inc.	S&P 500	Peer Group
12/31/2010	\$ 100.00	\$ 100.00	\$ 100.00
12/31/2011	98.47	102.11	74.43
12/31/2012	98.55	118.45	94.57
12/31/2013	143.21	156.82	132.65
12/31/2014	156.35	178.29	155.80
12/31/2015	113.71	180.75	121.99

The foregoing performance graph shall not be deemed “soliciting material” or to be “filed” with the SEC for purposes of Section 18 of the Exchange Act, or otherwise subject to the liabilities under that Section, and shall not be deemed to be incorporated by reference into any filing of the Company under the Securities Act or the Exchange Act.

Item 6. Selected Financial Data

The information below was derived from the audited consolidated financial statements included in this report and reports we have previously filed with the SEC. This information should be read together with those consolidated financial statements and the notes to those consolidated financial statements. These historical results are not necessarily indicative of the results to be expected in the future. The selected financial data presented below may not be comparable between periods in all material respects or indicative of our future financial position or results of operations due primarily to acquisitions and discontinued operations which occurred during the periods presented. See Note 15 to the Company's Consolidated Financial Statements for a discussion of such acquisitions. The selected financial data presented below should be read in conjunction with our other financial information included elsewhere herein.

	Year Ended December 31,				
	2015	2014	2013	2012	2011
SUMMARY OF INCOME STATEMENT DATA	(in thousands, except per share amounts)				
Revenues					
New and used commercial vehicle sales	\$ 3,360,808	\$ 3,195,873	\$ 2,239,847	\$ 2,149,335	\$ 1,801,964
Parts and service sales	1,382,447	1,315,694	988,317	817,280	675,277
Lease and rental	199,867	177,561	129,638	100,247	83,426
Finance and insurance	21,150	19,988	15,320	13,638	10,867
Other	15,461	18,240	11,583	10,067	9,077
Total revenues	4,979,733	4,727,356	3,384,705	3,090,567	2,580,611
Cost of products sold	4,194,786	3,971,310	2,812,691	2,589,800	2,157,334
Gross profit	784,947	756,046	572,014	500,767	423,277
Selling, general and administrative	619,268	573,670	450,340	361,727	306,273
Depreciation and amortization	43,859	40,786	29,925	25,016	20,084
Gain (loss) on sale of assets	(544)	151	5	176	418
Operating income	121,276	141,741	91,754	114,200	97,338
Interest expense, net	13,473	11,198	10,693	13,017	7,161
Income before income taxes	107,803	130,543	81,061	101,183	90,177
Provision (benefit) for income taxes	41,750	50,586	31,844	38,728	34,964
Net income	\$ 66,053	\$ 79,957	\$ 49,217	\$ 62,455	\$ 55,213
Earnings per common share - Basic:					
Net income	\$ 1.64	\$ 2.01	\$ 1.25	\$ 1.62	\$ 1.46
Earnings per common share - Diluted:					
Net income	\$ 1.61	\$ 1.96	\$ 1.22	\$ 1.57	\$ 1.42
Weighted average shares outstanding:					
Basic	40,271	39,783	39,405	38,643	37,861
Diluted	41,093	40,894	40,506	39,688	39,014

	Year Ended December 31,				
	2015	2014	2013	2012	2011
OPERATING DATA					
Unit vehicle sales –					
New vehicles	29,780	27,459	19,931	18,427	15,540
Used vehicles	7,922	7,893	6,405	4,744	4,649
Total unit vehicles sales	37,702	35,352	26,336	23,171	20,189
Truck lease and rental units (including units under contract maintenance and crane units)	9,145	8,073	6,315	5,359	4,000
	December 31,				
	2015	2014	2013	2012	2011
			(in thousands)		
BALANCE SHEET DATA					
Working capital	\$ 79,549	\$ 152,517	\$ 207,984	\$ 202,983	\$ 176,928
Inventories	1,061,198	1,024,104	802,220	690,953	649,626
Total assets	2,852,008	2,675,875	2,151,521	1,866,936	1,705,415
Floor plan notes payable	854,758	845,977	593,649	534,520	520,693
Long-term debt, including current portion	647,755	578,254	482,781	399,664	328,287
Capital lease obligations, including					
current portion	83,765	57,250	45,467	49,973	45,554
Total shareholders' equity	844,897	764,339	665,381	607,946	531,234

Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations

Overview

We are a full-service, integrated retailer of commercial vehicles and related services. We operate one segment - the Truck Segment. The Truck Segment operates a regional network of commercial vehicle dealerships under the name "Rush Truck Centers." Rush Truck Centers primarily sell commercial vehicles manufactured by Peterbilt, International, Hino, Ford, Isuzu, Mitsubishi Fuso, IC Bus or Blue Bird. Through our strategically located network of Rush Truck Centers, we provide one-stop service for the needs of our commercial vehicle customers. We offer an integrated approach to meeting customer needs by providing service, parts and collision repair in addition to new and used commercial vehicle sales and leasing, insurance and financial services, vehicle upfitting, CNG fuel systems, vehicle telematics products, chrome accessories and tires.

Our goal is to continue to serve as the premier service solutions provider to the commercial vehicle industry. Our strategic efforts to achieve this goal include continuously expanding our portfolio of aftermarket services, broadening the diversity of our commercial vehicle product offerings and extending our network of service points across the United States. Our commitment to provide innovative solutions to service our customers' business needs continues to drive our strong parts, service and body shop (collectively, "Aftermarket Services") revenues.

Our Aftermarket Services include a wide range of capabilities and products such as a fleet of mobile service units, mobile technicians who work in our customers' facilities, a proprietary line of commercial vehicle parts and accessories, a broad range of diagnostic and analysis capabilities, a suite of telematics products, factory-certified service for alternative fuel vehicles and assembly service for specialized bodies and equipment. As a result of our efforts to expand our Aftermarket Services, Aftermarket Services accounted for 64.1% of our total gross profits in 2015.

2015 Highlights

The following are the more significant developments in our business during the year ended December 31, 2015:

- Our gross revenues totaled \$4,979.7 million in 2015, a 5.3% increase from gross revenues of \$4,727.4 million in 2014.
- Gross profit increased \$28.9 million, or 3.8%, in 2015, compared to 2014. Gross profit as a percentage of sales decreased to 15.8% in 2015 from 16.0% in 2014.

- Our Class 8 heavy-duty sales, which accounted for 6.7% of the total U.S. market, increased 6.6% over 2014.
- Our Class 4-7 medium-duty sales, which accounted for 5.2% of the total U.S. market, increased 13.3% over 2014. Light-duty truck sales decreased 2.3% compared to 2014.
- Aftermarket Service revenues were \$1,382.4 million in 2015, compared to \$1,315.7 million in 2014.
- Selling, General and Administrative expenses increased \$45.6 million, or 7.9%, in 2015, compared to 2014.
- We completed the conversion of all of our Rush Truck Centers and Rush Truck Leasing operations to the SAP dealership management system in the third quarter of 2015.

We also completed the following growth initiatives:

- On September 28, 2015, in connection with the divestiture of our Peterbilt dealership in Charlotte, North Carolina, we acquired certain assets of Peterbilt of Las Vegas, Inc., which operated a commercial vehicle dealership in Las Vegas, Nevada. This location is operating as a Rush Truck Center and is a full-service Peterbilt dealership. The acquisition also included a PacLease commercial vehicle rental and leasing business. The dealership swap was a like-kind exchange for tax purposes and enabled us to be consistent with our strategy of not having dealerships representing multiple Class 8 manufacturers in the same market, as we continue to operate a facility representing International, Hino and Isuzu trucks in Charlotte.
- Momentum Fuel Technologies sold its first natural gas fuel system on November 23, 2015.
- On July 27, 2015, we acquired certain assets of Dallas Truck Center, Inc., which included real estate and used truck inventory, in Dallas, Texas. This location is operating as Rig Tough Used Trucks, Dallas.
- On May 4, 2015, we acquired certain assets of Yancey Truck Centers, LLC, which operated commercial vehicle dealerships in Albany, Blackshear, Tifton, Valdosta, Augusta, Columbus and Macon, Georgia. These locations are operating as Rush Truck Centers and offer commercial vehicle sales, parts and service for International trucks. The acquisition also included an Idealease commercial vehicle rental and leasing business.
- On February 9, 2015, we acquired certain assets of Effingham Truck Sales, Inc. The acquisition included International commercial truck dealerships and an Idealease commercial vehicle rental and leasing business in Effingham and Mount Vernon, Illinois.

2016 Outlook

According to A.C.T. Research Co., LLC (“A.C.T. Research”), a truck industry data and forecasting service provider, U. S. Class 8 retail sales are estimated to total 222,000 units in 2016, a 12.2% decrease compared to 253,000 units in 2015. We believe that U.S. Class 8 retail sales could decrease even further than the current A.C.T. Research estimates due to current trends pointing to decreasing freight volumes, decreased demand that should be expected as a result of 2015 being the best truck sales year since 2006, lower used truck values and decreased drilling activity in the energy sector.

According to A.C.T. Research, U. S. Class 4-7 retail sales are estimated to reach 218,350 units, up 0.1% over 2015. We believe our Class 4-7 vehicle sales will remain stable through 2016.

We also expect our Aftermarket Services revenue to be negatively impacted by the decreased activity in the energy sector during 2016. We are pursuing initiatives to help offset these expected lost revenues, however, we do not anticipate results from these efforts to take full effect until the second half of 2016.

Key Performance Indicator

Absorption Ratio. Management uses several performance metrics to evaluate the performance of our commercial vehicle dealerships and considers Rush Truck Centers' "absorption ratio" to be of critical importance. Absorption ratio is calculated by dividing the gross profit from the parts, service and body shop departments by the overhead expenses of all of a dealership's departments, except for the selling expenses of the new and used commercial vehicle departments and carrying costs of new and used commercial vehicle inventory. When 100% absorption is achieved, all of the gross profit from the sale of a commercial vehicle, after sales commissions and inventory carrying costs, directly impacts operating profit. In 1999, our commercial vehicle dealerships' absorption ratio was approximately 80%. Since 1999, we have made a concerted effort to increase our absorption ratio. Our commercial vehicle dealerships achieved a 115.6% absorption ratio for the year ended December 31, 2015 and 117.8% absorption ratio for the year ended December 31, 2014.

Critical Accounting Policies and Estimates

Our discussion and analysis of our financial condition and results of operations are based on our consolidated financial statements, which have been prepared in accordance with U.S. generally accepted accounting principles ("GAAP"). The preparation of these consolidated financial statements requires us to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the consolidated financial statements and the reported amounts of revenues and expenses during the reporting period. There can be no assurance that actual results will not differ from those estimates. We believe the following accounting policies, which are also described in Note 2 of the Notes to the Consolidated Financial Statements, affect our more significant judgments and estimates used in the preparation of our consolidated financial statements.

Inventories

Inventories are stated at the lower of cost or market value. Cost is determined by specific identification of new and used commercial vehicles inventory and by the first-in, first-out method for tires, parts and accessories. As the market value of our inventory typically declines over time, reserves are established based on historical loss experience and market trends. These reserves are charged to cost of sales and reduce the carrying value of our inventory on hand. An allowance is provided when it is anticipated that cost will exceed net realizable value less a reasonable profit margin.

Goodwill

Goodwill is tested for impairment by reporting unit utilizing a two-step process at least annually, or more frequently when events or changes in circumstances indicate that the asset might be impaired. The first step requires us to compare the fair value of the reporting unit, which is the same as the segment, to the respective carrying value. We consider our Truck Segment to be a reporting unit for purposes of this analysis. If the fair value of the reporting unit exceeds its carrying value, the goodwill is not considered impaired. If the carrying value is greater than the fair value, there is an indication that impairment may exist and a second step is required. In the second step of the analysis, the implied fair value of the goodwill is calculated as the excess of the fair value of a reporting unit over the fair values assigned to its assets and liabilities. If the implied fair value of goodwill is less than the carrying value of the reporting unit's goodwill, the difference is recognized as an impairment loss.

We determine the fair value of our reporting unit using the discounted cash flow method. The discounted cash flow method uses various assumptions and estimates regarding revenue growth rates, future gross margins, future selling, general and administrative expenses and an estimated weighted average cost of capital. The analysis is based upon available information regarding expected future cash flows of each reporting unit discounted at rates consistent with the cost of capital specific to the reporting unit. This type of analysis contains uncertainties because it requires us to make assumptions and to apply judgment regarding our knowledge of our industry, information provided by industry analysts, and our current business strategy in light of present industry and economic conditions. If any of these assumptions change, or fail to materialize, the resulting decline in our estimated fair value could result in a material impairment charge to the goodwill associated with the reporting unit.

We do not believe there is a reasonable likelihood that there will be a material change in the future estimates or assumptions we used to test for impairment losses on goodwill. However, if actual results are not consistent with our estimates or assumptions, or certain events occur that might adversely affect the reported value of goodwill in the future,

we may be exposed to an impairment charge that could be material. Such events may include, but are not limited to, strategic decisions made in response to economic and competitive conditions or the impact of the current economic environment.

Goodwill was tested for impairment during the fourth quarter and no impairment was required. The fair value of our reporting unit exceeded the carrying value of its net assets. As a result, we were not required to conduct the second step of the impairment test. We do not believe our reporting unit is at risk of failing step one of the impairment test.

Insurance Accruals

We are partially self-insured for a portion of the claims related to our property and casualty insurance programs, requiring it to make estimates regarding expected losses to be incurred. We engage a third-party administrator to assess any open claims and we adjust our accrual accordingly on a periodic basis. We are also partially self-insured for a portion of the claims related to our workers' compensation and medical insurance programs. We use actuarial information provided from third-party administrators to calculate an accrual for claims incurred, but not reported, and for the remaining portion of claims that have been reported.

Changes in the frequency, severity, and development of existing claims could influence our reserve for claims and financial position, results of operations and cash flows. We do not believe there is a reasonable likelihood that there will be a material change in the estimates or assumptions we used to calculate our self-insured liabilities. However, if actual results are not consistent with our estimates or assumptions, we may be exposed to losses or gains that could be material. A 10% change in our estimate would have changed our reserve for these losses at December 31, 2015 by \$1.1 million.

Accounting for Income Taxes

Management judgment is required to determine the provisions for income taxes and to determine whether deferred tax assets will be realized in full or in part. Deferred income tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. When it is more likely than not that all or some portion of specific deferred income tax assets will not be realized, a valuation allowance must be established for the amount of deferred income tax assets that are determined not to be realizable. Accordingly, the facts and financial circumstances impacting state deferred income tax assets are reviewed quarterly and management's judgment is applied to determine the amount of valuation allowance required, if any, in any given period.

Our income tax returns are periodically audited by tax authorities. These audits include questions regarding our tax filing positions, including the timing and amount of deductions. In evaluating the exposures associated with our various tax filing positions, we adjust our liability for unrecognized tax benefits and income tax provision in the period in which an uncertain tax position is effectively settled, the statute of limitations expires for the relevant taxing authority to examine the tax position, or when more information becomes available.

Our liability for unrecognized tax benefits contains uncertainties because management is required to make assumptions and to apply judgment to estimate the exposures associated with our various filing positions. Our effective income tax rate is also affected by changes in tax law, the level of earnings and the results of tax audits. Although we believe that the judgments and estimates are reasonable, actual results could differ, and we may be exposed to losses or gains that could be material. An unfavorable tax settlement generally would require use of our cash and result in an increase in our effective income tax rate in the period of resolution. A favorable tax settlement would be recognized as a reduction in our effective income tax rate in the period of resolution. Our income tax expense includes the impact of reserve provisions and changes to reserves that it considers appropriate, as well as related interest.

Derivative Instruments and Hedging Activities

From 2012 until 2015, we utilized derivative financial instruments to manage our interest rate risk relating to the variability of cash flows and changes in the fair value of our financial instruments caused by movements in interest rates. We assessed hedge effectiveness at the inception and during the term of each hedge. Derivatives are reported at fair value on the accompanying Consolidated Balance Sheets.

The effective portion of the gain or loss on our cash flow hedges are reported as a component of accumulated other comprehensive loss. Hedge effectiveness was assessed quarterly by comparing the changes in cumulative gain or loss from the interest rate swap with the cumulative changes in the present value of the expected future cash flows of the interest rate swap that are attributable to changes in the LIBOR rate.

New Accounting Standards

In November 2015, the Financial Accounting Standards Board (“FASB”) issued Accounting Standards Update (“ASU”) No. 2015-17, “*Income Taxes (Topic 740): Balance Sheet Classification of Deferred Taxes*” (“ASU 2015-17”). The standard requires that deferred tax assets and liabilities be classified as noncurrent on the balance sheet rather than being separated into current and noncurrent. ASU 2015-17 is effective for fiscal years, and interim periods within those years, beginning after December 15, 2016. Early adoption is permitted and the standard may be applied either retrospectively or on a prospective basis to all deferred tax assets and liabilities. We early adopted ASU 2015-17 during the fourth quarter of 2015 on a retrospective basis. Adoption had no impact on our results of operations.

In February 2016, the FASB issued ASU No. 2016-02, “*Leases (Topic 842)*,” which is intended to increase the transparency and comparability among organizations by recognizing lease assets and lease liabilities on the balance sheet and disclosing key information about leasing arrangements. In order to meet that objective, the new standard requires recognition of the assets and liabilities that arise from leases. A lessee will be required to recognize on the balance sheet the assets and liabilities for leases with lease terms of more than 12 months. Accounting by lessors will remain largely unchanged from current U.S. generally accepted accounting principles. The new standard is effective for public companies for fiscal years beginning after December 15, 2018, and interim periods within those years, with early adoption permitted. We are currently evaluating the effect that adopting this standard will have on our financial statements and related disclosures.

Results of Operations

The following discussion and analysis includes our historical results of operations for 2015, 2014 and 2013. The following table sets forth for the years indicated certain financial data as a percentage of total revenues:

	Year Ended December 31,		
	2015	2014	2013
New and used commercial vehicle sales	67.5 %	67.6 %	66.2 %
Parts and service sales	27.8	27.8	29.2
Lease and rental	4.0	3.8	3.8
Finance and insurance	0.4	0.4	0.5
Other	0.3	0.4	0.3
Total revenues	<u>100.0</u>	<u>100.0</u>	<u>100.0</u>
Cost of products sold	<u>84.2</u>	<u>84.0</u>	<u>83.1</u>
Gross profit	<u>15.8</u>	<u>16.0</u>	<u>16.9</u>
Selling, general and administrative	12.4	12.1	13.3
Depreciation and amortization	0.9	0.9	0.9
Operating income	<u>2.5</u>	<u>3.0</u>	<u>2.7</u>
Interest expense, net	0.3	0.2	0.3
Income from continuing operations before income taxes	2.2	2.8	2.4
Provision for income taxes	0.8	1.1	0.9
Net income	<u>1.4 %</u>	<u>1.7 %</u>	<u>1.5 %</u>

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

	2015	2014	2013	% Change	
				2015 vs 2014	2014 vs 2013
Vehicle unit sales:					
New heavy-duty vehicles	16,874	15,833	9,545	6.6%	65.9%
New medium-duty vehicles	11,241	9,922	8,441	13.3%	17.5%
New light-duty vehicles	1,665	1,704	1,945	-2.3%	-12.4%
Total new vehicle unit sales	<u>29,780</u>	<u>27,459</u>	<u>19,931</u>	8.4%	37.8%
Used vehicles sales	7,922	7,893	6,405	0.3%	23.2%
Vehicle revenue:					
New heavy-duty vehicles	\$ 2,133.2	\$ 2,087.4	\$ 1,304.9	2.2%	60.0%
New medium-duty vehicles	808.9	708.9	604.9	14.1%	17.2%
New light-duty vehicles	60.2	58.2	63.2	3.4%	-7.9%
Total new vehicle revenue	<u>\$ 3,002.3</u>	<u>\$ 2,854.5</u>	<u>\$ 1,973.0</u>	5.2%	44.7%
Used vehicle revenue	\$ 338.7	\$ 327.7	\$ 252.4	3.4%	29.8%
Other vehicle revenue:(1)	\$ 19.8	\$ 13.7	\$ 14.4	44.5%	-4.9%
Dealership absorption ratio:	115.6%	117.8%	114.0%	-1.9%	3.3%

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

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

	<u>2015</u>	<u>2014</u>	<u>2013</u>
Gross Profit:			
New and used commercial vehicle sales	28.3 %	29.1 %	27.3 %
Parts and service sales	64.1	62.6	64.4
Lease and rental	2.9	3.3	3.6
Finance and insurance	2.7	2.6	2.7
Other	2.0	2.4	2.0
Total gross profit	100.0 %	100.0 %	100.0 %

Industry

We operate in the commercial vehicle market. There has historically been a high correlation between new product sales in the commercial vehicle market and the rate of change in U.S. industrial production and the U.S. gross domestic product.

Heavy-Duty Truck Market

The U.S. retail heavy-duty truck market is affected by a number of factors relating to general economic conditions, including fuel prices, government regulation, interest rate fluctuations, economic recessions, other methods of transportation and customer business cycles. Accordingly, unit sales of new commercial vehicles have historically been subject to substantial cyclical variation based on general economic conditions. According to data published by A.C.T. Research, over the last 10 years total U.S. retail sales of new Class 8 trucks have ranged from a low of approximately 97,000 in 2009 to a high of approximately 253,000 in 2015. Class 8 trucks are defined by the American Automobile Association as trucks with a minimum gross vehicle weight rating above 33,000 pounds.

Typically, Class 8 trucks are assembled by manufacturers utilizing certain components that may be manufactured by other companies, including engines, transmissions, axles, wheels and other components. As commercial vehicles and certain commercial vehicle components have become increasingly complex, the ability to provide state-of-the-art service for commercial vehicles has become a competitive factor in the industry. The ability to provide such service requires a significant capital investment in diagnostic and other equipment, parts inventory and highly trained service personnel. EPA and DOT regulatory guidelines for service processes, including body shop, paint work and waste disposal, require sophisticated operating and testing equipment to ensure compliance with environmental and safety standards. Differentiation between commercial vehicle dealers has become less dependent on price competition and is increasingly based on a dealer's ability to offer a wide variety of services to their clients in a timely manner to minimize vehicle downtime. Such services include the following: efficient, conveniently located and easily accessible commercial vehicle service centers with an adequate supply of replacement parts; financing for commercial vehicle purchases; leasing and rental programs; and the ability to accept multiple unit trade-ins related to large fleet purchases. We believe our one-stop center concept and the size and geographic diversity of our dealer network gives us a competitive advantage in providing these services.

A.C.T. Research currently estimates approximately 222,000 new Class 8 trucks will be sold in the United States in 2016, compared to approximately 253,000 new Class 8 trucks sold in 2015. A.C.T. Research currently forecasts sales of new Class 8 trucks in the U.S. to be approximately 198,000 in 2017.

Medium-Duty Truck Market

Many of our Rush Truck Centers sell medium-duty commercial vehicles manufactured by Peterbilt, International, Hino, Ford, Mitsubishi Fuso or Isuzu, and all of our Rush Truck Centers provide parts and service for medium-duty commercial vehicles. Medium-duty commercial vehicles are principally used in short-haul, local markets as delivery vehicles. Medium-duty commercial vehicles typically operate locally and generally do not leave their service areas overnight. We also sell light-duty vehicles (Class 3 and under) at five of our Ford dealerships.

A.C.T. Research currently forecasts sales of new Class 4 through 7 commercial vehicles in the U.S. to be approximately 218,350 in 2016, compared to 218,123 in 2015. A.C.T. Research currently forecasts sales of new Class 4 through 7 commercial vehicles in the U.S. to be approximately 226,600 in 2017.

Year Ended December 31, 2015 Compared to Year Ended December 31, 2014

Revenues

Revenues increased \$252.4 million, or 5.3%, in 2015, compared to 2014.

Our Aftermarket Services revenues increased \$66.8 million, or 5.1%, in 2015, compared to 2014. This increase was the result of acquisitions in 2014 and overall strong demand for repair and maintenance of vehicles. We expect our Aftermarket Services revenues to decrease slightly during 2016 compared to 2015, Aftermarket Services are being negatively impacted by the decrease in drilling activity in the energy sector.

Revenues from sales of new and used commercial vehicles increased \$164.9 million, or 5.2%, in 2015, compared to 2014.

We sold 16,874 heavy-duty trucks in 2015, a 6.6% increase compared to 15,833 heavy-duty trucks in 2014. According to A.C.T. Research, U.S. Class 8 retail sales totaled 253,000 in 2015, an increase of approximately 12.9%, compared to 2014. Our share of the U.S. Class 8 truck sales market decreased to approximately 6.7% in 2015, from 7.1% in 2014. We expect our U.S. Class 8 truck sales market share to range between 6.0% and 7.0% in 2016. This market share percentage would result in the sale of approximately 13,300 to 15,500 of Class 8 trucks in 2016 based on A.C.T. Research's current U.S. retail sales estimate of 222,000 units.

We sold 11,241 medium-duty commercial vehicles, including 1,140 buses, in 2015, a 13.3% increase compared to 9,922 medium-duty commercial vehicles, including 1,504 buses, in 2014. According to A.C.T. Research, U.S. Class 4 through 7 retail sales totaled 218,350 in 2015, an increase of approximately 8.3%, compared to 2014. In 2015, we achieved a 5.2% share of the Class 4 through 7 market in the U.S. We expect our market share to range between 5.0% and 5.5% of the U.S. Class 4 through 7 commercial vehicle sales in 2016. This market share percentage would result in the sale of approximately 10,900 to 12,000 of Class 4 through 7 commercial vehicles in 2016 based on A.C.T. Research's current U.S. retail sales estimates of 218,350 units.

We sold 1,665 light-duty vehicles in 2015, a 2.3% decrease compared to 1,704 light-duty vehicles in 2014. We expect to sell approximately 1,900 light-duty vehicles in 2016.

We sold 7,922 used commercial vehicles in 2015, a 0.4% increase compared to 7,893 used commercial vehicles in 2014. We expect to sell approximately 8,200 to 8,500 used commercial vehicles in 2016. The volume of used commercial vehicle sales will be largely dependent upon our ability to acquire quality used commercial vehicles and maintain an adequate used commercial vehicle inventory throughout 2016.

Truck lease and rental revenues increased \$22.3 million, or 12.6%, in 2015, compared to 2014. The increase in lease and rental revenues was primarily due to the increased number of units put into service in the lease and rental fleet. We expect lease and rental revenue to increase 10% to 15% during 2016, compared to 2015.

Finance and insurance revenues increased \$1.2 million, or 5.8%, in 2015, compared to 2014. The increase in finance and insurance revenue was primarily a result of the increase in finance penetration rates and increased activity in our insurance business. We expect finance and insurance revenue to fluctuate proportionately with our new and used commercial vehicle sales in 2016. Finance and insurance revenues have limited direct costs and, therefore, contribute a disproportionate share of our operating profits.

Other income decreased \$2.8 million, or 15.2% in 2015, compared to 2014. Other income consists primarily of the gain on sale realized on trucks from the lease and rental fleet, document fees related to commercial vehicle sales and income from CCTTS, our joint venture.

Gross Profit

Gross profit increased \$28.9 million, or 3.8%, in 2015, compared to 2014. Gross profit as a percentage of sales decreased to 15.8% in 2015, from 16.0% in 2014, which is primarily related to the decrease in overall truck sales margins in 2015.

Gross margins from our Aftermarket Services operations increased to 36.4% in 2015, from 36.0% in 2014. Gross profit for Aftermarket Services increased to \$503.3 million in 2015, from \$473.3 million in 2014. Historically, parts operations' gross margins range from 27% to 28% and service and body shop operations range from 67% to 68%. Gross profits from parts sales represented 55.5% of total gross profit for Aftermarket Services operations in 2015 and 55.2% in 2014. Service and body shop operations represented 44.5% of total gross profit for Aftermarket Services operations in 2015 and 44.8% 2014. We expect blended gross margins on Aftermarket Services operations to range from 36.5% to 37.0% in 2016.

Gross margins on Class 8 truck sales decreased to 6.5% in 2015, from 7.1% in 2014. This decrease is attributable to the sales mix in 2015, which consisted of more sales to over-the-road fleet customers, a lower margin revenue item. In 2016, we expect overall gross margins from Class 8 truck sales of approximately 6.2% to 6.6%. We recorded a net charge to cost of sales of \$1.5 million to increase our new heavy-duty truck valuation allowance in 2015, compared to \$1.1 million in 2014.

Gross margins on medium-duty commercial vehicle sales increased to 5.9% in 2015, from 5.6% in 2014. For 2016, we expect overall gross margins from medium-duty commercial vehicle sales of approximately 5.5% to 6.0%, but this will largely depend upon the mix of purchasers and types of vehicles sold. We recorded a net charge to cost of sales of \$1.9 million to increase our new medium-duty commercial vehicle valuation allowance in 2015, compared to \$1.6 million in 2014.

Gross margins on used commercial vehicle sales increased to 9.6% in 2015, from 9.0% in 2014. We expect margins on used commercial vehicles to range between 8.0% and 10.0% during 2016 depending upon general economic conditions and our ability to acquire quality used vehicles. We recorded a net charge to cost of sales of \$4.7 million to increase our used commercial vehicle valuation allowance in 2015, compared to \$5.0 million in 2014.

Gross margins from truck lease and rental sales decreased to 11.5% in 2015, from 13.9% in 2014. This decrease is primarily related to the decrease in drilling activity in the energy sector and related business activity. We expect gross margins from lease and rental sales of approximately 12.0% to 14.0% during 2016, as we expect to continue to grow our lease and rental fleet. Our policy is to depreciate our lease and rental fleet using a straight line method over each customer's contractual lease term. The lease unit is depreciated to a residual value that approximates fair value at the expiration of the lease term. This policy results in the Company realizing reasonable gross margins while the unit is in service and a corresponding gain or loss on sale when the unit is sold at the end of the lease term.

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

Selling, General and Administrative Expenses

Selling, General and Administrative ("SG&A") expenses increased \$45.6 million, or 7.9%, in 2015, compared to 2014. SG&A expenses as a percentage of total revenues increased to 12.4% in 2015, from 12.1% in 2014. SG&A expenses as a percentage of total revenues have historically ranged from 10.0% to 15.0%. In general, when new and used commercial vehicle revenues decrease as a percentage of total revenues, SG&A expenses as a percentage of total revenues will be at, or exceed, the higher end of this range. For 2016, we expect SG&A expenses as a percentage of total revenues to range from 11.0% to 12.0% and the selling portion of SG&A expenses to be approximately 25.0% to 30.0% of new and used commercial vehicle gross profit. In 2016, we expect the general and administrative portion of SG&A expenses to decrease by approximately 3.0% to 4.0%, compared to 2015.

Depreciation and Amortization Expense

Depreciation and amortization expense increased \$3.1 million, or 7.5%, in 2015 compared to 2014. This increase was primarily due to the construction of new dealerships, dealership expansions and acquisitions. In 2014 we initiated a plan to sell our corporate aircraft and determined that the carrying value of the corporate aircraft was no longer recoverable. We recognized a \$3.4 million in pre-tax non-cash asset impairment charge during the year ended December 31, 2014. The impairment loss is included in depreciation and amortization expense on the Consolidated Statements of Income. Our corporate aircraft was sold in connection with the purchase of a replacement aircraft in 2015.

Interest Expense, Net

Net interest expense increased \$2.3 million, or 20.3%, in 2015, compared to 2014. Net interest expense in 2016 will depend on inventory levels and the amount of cash available to make prepayments on the Floor Plan Credit Agreement.

Income before Income Taxes

Income before income taxes decreased \$22.7 million in 2015, compared to 2014, as a result of the factors described above.

Income Taxes

Income taxes decreased \$8.8 million in 2015, compared to 2014. We provided for taxes at a 38.73% effective rate in 2015 compared to an effective rate of 38.75% in 2014. We expect our effective tax rate to be approximately 38.5% to 39.0% of pretax income in 2016.

Year Ended December 31, 2014 Compared to Year Ended December 31, 2013

Revenues

Revenues increased \$1,342.7 million, or 39.7%, in 2014, compared to 2013.

Our Aftermarket Services revenues increased \$327.4 million, or 33.1%, in 2014, compared to 2013. This increase was primarily the result of acquisitions that occurred after the second half of 2013.

Revenues from sales of new and used commercial vehicles increased \$956.0 million, or 42.7%, in 2014, compared to 2013.

We sold 15,833 heavy-duty trucks in 2014, a 65.9% increase compared to 9,545 heavy-duty trucks in 2013. This increase was primarily the result of acquisitions that occurred after the second half of 2013 and continued replacement of aging commercial vehicles. According to A.C.T. Research, U.S. Class 8 retail sales totaled 224,000 in 2014, an increase of approximately 19.4%, compared to 2013. Our share of the U.S. Class 8 truck sales market increased to approximately 7.1% in 2014, from 5.1% in 2013.

We sold 9,922 medium-duty commercial vehicles, including 1,504 buses, in 2014, a 17.5% increase compared to 8,441 medium-duty commercial vehicles, including 1,413 buses, in 2013. According to A.C.T. Research, U.S. Class 4 through 7 retail sales totaled 201,000 in 2014, an increase of approximately 11.9%, compared to 2013. In 2014, we achieved a 4.9% share of the Class 4 through 7 commercial vehicle sales market in the U.S.

We sold 1,704 light-duty vehicles in 2014, a 12.4% decrease compared to 1,945 light-duty vehicles in 2013.

We sold 7,893 used commercial vehicles in 2014, a 23.2% increase compared to 6,405 used commercial vehicles in 2013. The increase in sales of used commercial vehicles was primarily due to acquisitions after the second half of 2013 and strong demand for used trucks.

Truck lease and rental revenues increased \$47.9 million, or 37.0%, in 2014, compared to 2013. The increase in lease and rental revenue was primarily due to acquisitions after the second half of 2013.

Finance and insurance revenues increased \$4.7 million, or 30.5%, in 2014, compared to 2013. The increase in finance and insurance revenue was primarily a result of the increase in finance penetration rates and increased activity in our insurance business.

Other income increased \$6.7 million, or 57.5% in 2014, compared to 2013.

Gross Profit

Gross profit increased \$184.0 million, or 32.2%, in 2014, compared to 2013. Gross profit as a percentage of sales decreased to 16.0% in 2014, from 16.9% in 2013. This decrease in gross profit as a percentage of sales was a result of a change in our product sales mix. Commercial vehicle sales, a lower margin revenue item, increased as a percentage of total revenues to 67.6% in 2014, from 66.2% in 2013. Aftermarket Services revenues, a higher margin revenue item, decreased as a percentage of total revenues to 27.8% in 2014, from 29.2% in 2013.

Gross margins from our Aftermarket Services operations decreased to 36.0% in 2014, from 37.3% in 2013. Gross profit for Aftermarket Services operations increased to \$473.3 million in 2014, from \$368.3 million in 2013. Gross profits from parts sales represented 55.2% of total gross profit for Aftermarket Services operations in 2014 and 55.3% in 2013. Service and body shop operations represented 44.8% of total gross profit for Aftermarket Services operations in 2014 and 44.7% in 2013.

Gross margins on Class 8 truck sales increased to 7.1% in 2014, from 6.8% in 2013. We recorded a net charge to cost of sales of \$1.1 million to increase our new heavy-duty truck valuation allowance in 2014, compared to \$1.2 million in 2013.

Gross margins on medium-duty commercial vehicle sales increased to 5.6% in 2014, from 5.2% in 2013. We recorded a net charge to cost of sales of \$1.6 million to increase our new medium-duty commercial vehicle valuation allowance in 2014, compared to \$1.2 million in 2013.

Gross margins on used commercial vehicle sales decreased to 9.0% in 2014, from 9.2% in 2013. We recorded a net charge to cost of sales of \$5.0 million to increase our used commercial vehicle valuation allowance in 2014, compared to \$3.1 million in 2013.

Gross margins from truck lease and rental sales decreased to 13.9% in 2014, from 15.7% in 2013.

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

Selling, General and Administrative Expenses

SG&A expenses increased \$123.3 million, or 27.4%, in 2014, compared to 2013. This increase was primarily due to acquisitions that occurred after the second half of 2013. SG&A expenses as a percentage of total revenues decreased to 12.1% in 2014, from 13.3% in 2013.

Depreciation and Amortization Expense

Depreciation and amortization expense increased \$10.9 million, or 36.3%, in 2014 compared to 2013. This increase was primarily due to acquisitions that occurred in 2013 and the construction of new dealerships and dealership expansions. We recognized a \$3.4 million in pre-tax non-cash asset impairment charge during the year ended December 31, 2014 in connection with the initiation of our plan to sell our corporate aircraft.

Interest Expense, Net

Net interest expense increased \$500,000, or 4.7%, in 2014, compared to 2013.

Income before Income Taxes

Income before income taxes increased \$49.5 million in 2014, compared to 2013, as a result of the factors described above.

Income Taxes

Income taxes increased \$18.7 million in 2014, compared to 2013. We provided for taxes at a 38.75% effective rate in 2014 compared to an effective rate of 39.3% in 2013.

Liquidity and Capital Resources

Our short-term cash requirements are primarily for working capital, inventory financing, the improvement and expansion of existing facilities and the construction or purchase of new facilities. Historically, these cash requirements have been met through the retention of profits, borrowings under our floor plan financing arrangements and bank financings. As of December 31, 2015, we had working capital of approximately \$79.5 million, including \$64.8 million in cash available to fund our operations. We believe that these funds, together with expected cash flows from operations, are sufficient to meet our operating requirements for at least the next twelve months. From time to time, we utilize our excess cash on hand to pay down our outstanding borrowings under the Floor Plan Credit Agreement, and the resulting interest earned is recognized as an offset to our gross interest expense under the Floor Plan Credit Agreement.

We have a secured line of credit that provides for a maximum borrowing of \$17.5 million. There were no advances outstanding under this secured line of credit at December 31, 2015, however, \$12.7 million was pledged to secure various letters of credit related to self-insurance products, leaving \$4.8 million available for future borrowings as of December 31, 2015.

Our long-term real estate debt and floor plan financing agreements require us to satisfy various financial ratios such as the debt-to-worth ratio, leverage ratio and the fixed charge coverage ratio and certain requirements for tangible net worth and GAAP net worth. As of December 31, 2015, we were in compliance with all debt covenants related to debt secured by real estate, lease and rental units and our floor plan credit agreements. We do not anticipate any breach of the covenants in the foreseeable future.

We expect to purchase or lease trucks worth approximately \$220.0 million to \$250.0 million for our leasing operations during 2016, depending on customer demand, all of which will be financed. We also expect to make capital expenditures for recurring items such as computers, shop tools and equipment and vehicles of approximately \$20.0 million to \$25.0 million during 2016.

We are currently under contracts to construct or remodel various dealership facilities and purchase real estate at an estimated remaining cost of \$18.4 million. The construction projects are estimated to continue through 2016.

On December 4, 2015, we announced that our Board of Directors authorized the repurchase, from time to time, of up to an aggregate of \$40.0 million shares of Class A Common Stock and/or Class B Common Stock. This stock repurchase program replaced a prior \$40 million repurchase program. Repurchases, if any, will be made at times and in amounts as we deem appropriate and may be made through open market transactions at prevailing market prices, privately negotiated transactions or by other means in accordance with federal securities laws. The actual timing, number and value of repurchases under the new stock repurchase program will be determined by management at its discretion and will depend on a number of factors, including market conditions, stock price and other factors, including those related to the ownership requirements of its dealership agreements with Peterbilt. The stock repurchase program expires on November 30, 2016, and may be suspended or discontinued at any time.

We anticipate funding the capital expenditures for the improvement and expansion of existing facilities and recurring expenses through our operating cash flows. We have the ability to fund the construction or purchase of new facilities through our operating cash flows or by financing 70% to 80% of the appraised value of such facility.

We have no other material commitments for capital expenditures as of December 31, 2015, except that we will continue to purchase vehicles for our lease and rental division and authorize capital expenditures for improvement and expansion of our existing dealership facilities and construction or purchase of new facilities based on market opportunities.

Cash Flows

Cash and cash equivalents decreased by \$126.6 million during the year ended December 31, 2015, and decreased by \$25.8 million during the year ended December 31, 2014. The major components of these changes are discussed below.

Cash Flows from Operating Activities

Cash flows from operating activities include net income adjusted for non-cash items and the effects of changes in working capital. During 2015, operating activities resulted in net cash provided by operations of \$227.3 million. Net cash provided by operating activities primarily consisted of \$66.1 million in net income, as well as non-cash adjustments related to depreciation and amortization of \$144.9 million, deferred income taxes of \$31.6 million and stock-based compensation of \$12.4 million. Cash used in operating activities included an aggregate of \$28.6 million net change in operating assets and liabilities. Included in the net change in operating assets and liabilities were cash inflows of \$11.9 million from a decrease in accounts receivable and \$18.7 million from decreases in inventory, net of acquisitions, which were offset by cash outflows of \$3.7 million from an increase in other current assets, \$17.0 million from the net decrease in floor plan, trade borrowings, \$22.4 million from a decrease in customer deposits, and \$16.2 million from decreases in accounts payable and accrued liabilities. The majority of commercial vehicle inventory is financed through our floor plan credit agreements.

During 2014, operating activities resulted in net cash provided by operations of \$88.9 million. Net cash provided by operating activities primarily consisted of \$80.0 million in net income, as well as non-cash adjustments related to depreciation and amortization of \$126.5 million, deferred income taxes of \$25.2 million, stock-based compensation of \$11.3 million. Cash used in operating activities included an aggregate of \$150.7 million net change in operating assets and liabilities. Included in the net change in operating assets and liabilities were cash inflows of \$44.9 million from the net increase in floor plan, trade borrowings and \$51.0 million provided by increases in accounts payable and accrued liabilities, which were offset by cash outflows of \$151.9 million from increases in inventory, net of acquisitions, \$67.7 million from an increase in accounts receivable, \$13.8 million from a decrease in customer deposits and \$13.2 million from an increase in other current assets.

In June 2012, we entered into a wholesale financing agreement with Ford Motor Credit Company that provides for the financing of, and is collateralized by, our Ford new vehicle inventory. This wholesale financing agreement bears interest at a rate of Prime plus 150 basis points minus certain incentives and rebates; however, the prime rate is defined to be a minimum of 3.75%. As of December 31, 2015, the interest rate on the wholesale financing agreement was 5.25% before considering the applicable incentives. As of December 31, 2015, we had an outstanding balance of approximately \$62.4 million under the Ford Motor Credit Company wholesale financing agreement.

Cash Flows from Investing Activities

During 2015, cash used in investing activities was \$436.2 million. Cash flows used in investing activities consist primarily of cash used for capital expenditures and business acquisitions. Capital expenditures of \$367.8 million consisted primarily of purchases of property and equipment and improvements to our existing dealership facilities and \$177.6 million for additional units for the rental and leasing operations, which were directly offset by borrowings of long-term debt. Cash used for business acquisitions was \$69.0 million during the year ended December 31, 2015. See Note 15 of the Notes to Consolidated Financial Statements for a detailed discussion of the business acquisitions. We expect to purchase or lease trucks worth approximately \$220.0 million to \$250.0 million for our leasing operations in 2016, depending on customer demand, all of which will be financed. During 2016, we expect to make capital expenditures for recurring items such as computers, shop equipment and vehicles of \$20.0 million to \$25.0 million.

During 2014, cash used in investing activities was \$416.4 million. Cash flows used in investing activities consist primarily of cash used for capital expenditures and business acquisitions. Capital expenditures of \$260.8 million consisted primarily of purchases of property and equipment and improvements to our existing dealership facilities and \$167.6 million for additional units for the rental and leasing operations, which were directly offset by borrowings of long-term debt. Cash used for business acquisitions was \$157.6 million during the year ended December 31, 2014. See Note 15 of the Notes to Consolidated Financial Statements for a detailed discussion of the business acquisitions.

Cash Flows from Financing Activities

Cash flows provided by financing activities include borrowings and repayments of long-term debt and net payments of floor plan notes payable. During 2015, we generated \$82.4 million in net cash flow from financing activities, primarily related to borrowings of \$218.0 million of long-term debt, \$31.6 million from net draws on floor plan notes payable, non-trade and \$3.8 million from the issuance of shares related to equity compensation plans. These cash inflows were partially offset by cash outflows of \$169.2 million used for principal repayments of long-term debt

and capital lease obligations and \$1.5 million used to purchase 56,077 shares of Rush Class B common stock during 2015. The borrowings of long-term debt were primarily related to purchasing units for the rental and leasing operations.

During 2014, we generated \$301.6 million in net cash flow from financing activities, primarily related to borrowings of \$214.6 million of long-term debt, \$207.5 million from net draws on floor plan notes payable, non-trade and \$12.0 million from the issuance of shares related to equity compensation plans. These cash inflows were partially offset by cash outflows of \$125.4 million used for principal repayments of long-term debt and capital lease obligations and \$12.3 million used to purchase 449,152 shares of Rush Class B common stock during 2014. The borrowings of long-term debt were primarily related to purchasing units for the rental and leasing operations.

Most of our commercial vehicle purchases are made on terms requiring payment to the manufacturer within 15 days or less from the date the commercial vehicles are invoiced from the factory. During 2015, we financed the majority of all new commercial vehicle inventory and the loan value of our used commercial vehicle inventory under the Floor Plan Credit Agreement. On September 15, 2015, we entered into the Second Amended and Restated Credit Agreement with GE Capital. The amendment increased the aggregate loan commitment to \$850.0 million. Effective December 1, 2015, GE Capital resigned as Administrative Agent of the Floor Plan Credit Agreement and BMO Harris Bank N.A. (“BMO Harris”) was appointed in its place. Borrowings under the Floor Plan Credit Agreement bear interest at an annual rate equal to the three month LIBOR rate, determined on the last day of the prior month, plus 2.03% and are payable monthly. In addition, we are required to pay a monthly working capital fee equal to 0.35% per annum multiplied by the amount of voluntary prepayments of new and used inventory loans. Loans under the Floor Plan Credit Agreement for the purchase of used inventory are limited to \$150.0 million. The Floor Plan Credit Agreement expires July 11, 2016, although BMO Harris has the right to terminate the Floor Plan Credit Agreement at any time upon 120 days’ written notice. We may terminate the Floor Plan Credit Agreement at any time, although if we do so we must pay a prepayment processing fee of \$300,000, subject to specified limited exceptions. On December 31, 2015, we had approximately \$792.4 million outstanding under the Floor Plan Credit Agreement. The average daily outstanding borrowings under the Floor Plan Credit Agreement were \$692.3 million during the year ended December 31, 2015. Periodically, we utilize our excess cash on hand to pay down our outstanding borrowings under the Floor Plan Credit Agreement, and the resulting interest earned is recognized as an offset to our gross interest expense under the Floor Plan Credit Agreement.

Navistar Financial Corporation and Peterbilt offer trade terms that provide an interest-free inventory stocking period for certain new commercial vehicles. If the commercial vehicle is not sold within the interest-free period, we then finance the commercial vehicle under the Floor Plan Credit Agreement.

Cyclical

Our business is dependent on a number of factors relating to general economic conditions, including fuel prices, interest rate fluctuations, credit availability, economic recessions, environmental and other government regulations and customer business cycles. Unit sales of new commercial vehicles have historically been subject to substantial cyclical variation based on these general economic conditions. According to data published by A.C.T. Research, in recent years total U.S. retail sales of new Class 8 trucks have ranged from a low of approximately 97,000 in 2009, to a high of approximately 291,000 in 2006. Through geographic expansion, concentration on higher margin Aftermarket Services and diversification of our customer base, we have taken steps to reduce the negative impact of adverse general economic conditions or cyclical trends affecting the heavy-duty truck industry on our earnings.

Off-Balance Sheet Arrangements

Other than operating leases, we do not have any obligation under any transaction, agreement or other contractual arrangement to which an entity unconsolidated with the Company is a party, that has or is reasonably likely to have a material effect on our financial condition, changes in financial condition, revenues or expenses, results of operations, liquidity, capital expenditures or capital resources that is material to investors. A summary of our operating lease obligations by fiscal year is included in the “Contractual Obligations” section below.

Contractual Obligations

We have certain contractual obligations that will impact our short and long-term liquidity. At December 31, 2015, such obligations were as follows (in thousands):

Contractual Obligations	Payments Due by Period					
	Total	Less than 1 year	1-3 years	3-5 years	More than 5 years	
		(in thousands)				
Long-term debt obligations (1)	\$ 647,755	\$ 151,024	\$ 243,145	\$ 193,746	\$ 59,840	
Capital lease obligations(2)	91,916	17,181	33,607	27,358	13,770	
Operating lease obligations(3)	46,421	11,218	12,192	6,522	16,489	
Floor plan debt obligation	854,758	854,758	—	—	—	
Interest obligations (4)	83,294	43,225	27,377	11,547	1,145	
Purchase obligations(5)	30,278	15,403	4,963	4,618	5,294	
Total	<u>\$1,754,422</u>	<u>\$ 1,092,809</u>	<u>\$ 321,284</u>	<u>\$ 243,791</u>	<u>\$ 96,538</u>	

(1) Refer to Note 8 of Notes to Consolidated Financial Statements.

(2) Refer to Note 10 of Notes to Consolidated Financial Statements. Amounts include interest.

(3) Refer to Note 10 of Notes to Consolidated Financial Statements.

(4) In computing interest expense, we used our weighted average interest rate outstanding on fixed rate debt to estimate our interest expense on fixed rate debt. We used our weighted average variable interest rate on outstanding variable rate debt at December 31, 2015, and added 0.25 percent per year to estimate our interest expense on variable rate debt.

(5) Purchase obligations represent non-cancelable contractual obligations at December 31, 2015 related to our construction contracts for facilities in Odessa, Texas, Denver, Colorado, Twin Falls, Idaho, Champaign, Illinois, Asheville, North Carolina and various other dealership facilities, our purchase agreements for real estate in Farmington, New Mexico and Tifton, Georgia and our contract with IBM for management services related to the SAP enterprise software and dealership management system implementation and SAP America, Inc. with respect to the software license agreement for the SAP enterprise software and dealership management system.

Item 7A. Quantitative and Qualitative Disclosures about Market Risk

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

We are exposed to some market risk through interest rates related to our floor plan financing agreements, variable rate real estate debt and discount rates related to finance sales. The majority of floor plan debt and variable rate real estate debt is based on LIBOR. As of December 31, 2015, we had floor plan borrowings and variable interest rate real estate debt of approximately \$982.3 million. Assuming an increase or decrease in LIBOR of 100 basis points, annual interest expense could correspondingly increase or decrease by approximately \$9.8 million.

We are exposed to some market risk through interest rates related to the investment of our current cash and cash equivalents which totaled \$64.8 million on December 31, 2015. These funds are generally invested in variable interest rate instruments in accordance with our investment policy. As such instruments mature and the funds are reinvested, we are exposed to changes in market interest rates. This risk is mitigated by management's ongoing evaluation of the best investment rates available for current and noncurrent high quality investments. If market interest rates were to increase or decrease immediately and uniformly by 100 basis points, our annual interest income could correspondingly increase or decrease by approximately \$0.6 million.

We offer all customer financing opportunities to various finance providers. We receive all finance charges in excess of a negotiated discount rate from the finance providers in the month following the date of the financing. The negotiated discount rate is variable, thus subject to interest rate fluctuations. This interest rate risk is mitigated by our ability to pass discount rate increases to customers through higher financing rates.

In the past, we invested in interest-bearing short-term investments consisting of investment-grade auction rate securities classified as available-for-sale. Auctions for investment grade securities held by us have failed. The auction rate securities continue to pay interest in accordance with the terms of the underlying security; however, liquidity will be limited until there is a successful auction or until such time as other markets for these investments develop. As of December 31, 2015, we hold auction rate securities, with underlying tax-exempt municipal bonds that mature in 2030, that have a fair value of \$6.7 million. Given the current market conditions in the auction rate securities market, if we determine that the fair value of these securities temporarily decreases by an additional 10%, our equity could correspondingly decrease by approximately \$665,000. If it is determined that the fair value of these securities is other-than-temporarily impaired by 10%, we could record a loss on our Consolidated Statements of Income of approximately \$665,000. For further discussion of the risks related to our auction rate securities, see Note 9 – Financial Instruments and Fair Value of the Notes to Consolidated Financial Statements.

Item 8. Financial Statements and Supplementary Data

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Report of Independent Registered Public Accounting Firm

The Board of Directors and Shareholders of
Rush Enterprises, Inc.

We have audited the accompanying consolidated balance sheets of Rush Enterprises, Inc. and subsidiaries (“the Company”) as of December 31, 2015 and 2014, and the related consolidated statements of income, comprehensive income, shareholders’ equity, and cash flows for each of the three years in the period ended December 31, 2015. These financial statements are the responsibility of the Company’s management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the consolidated financial position of Rush Enterprises, Inc. and subsidiaries at December 31, 2015 and 2014, and the consolidated results of their operations and their cash flows for each of the three years in the period ended December 31, 2015, in conformity with U.S. generally accepted accounting principles.

As discussed in Note 2 to the consolidated financial statements, the Company changed its method of classifying deferred income tax assets and liabilities effective December 31, 2015.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), Rush Enterprises, Inc.’s internal control over financial reporting as of December 31, 2015, based on criteria established in Internal Control-Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (2013 Framework) and our report dated February 29, 2016 expressed an unqualified opinion thereon.

/s/ Ernst & Young LLP
San Antonio, Texas
February 29, 2016

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

	December 31,	
	2015	2014
<u>Assets</u>		
Current assets:		
Cash and cash equivalents	\$ 64,847	\$ 191,463
Accounts receivable, net	156,977	170,027
Note receivable from affiliate	10,611	8,168
Inventories, net	1,061,198	1,024,104
Prepaid expenses and other	32,953	28,312
Asset held for sale	—	5,053
Total current assets	1,326,586	1,427,127
Investments	6,650	6,905
Property and equipment, net	1,172,824	923,080
Goodwill, net	285,041	265,145
Other assets, net	60,907	53,618
Total assets	\$ 2,852,008	\$ 2,675,875
<u>Liabilities and shareholders' equity</u>		
Current liabilities:		
Floor plan notes payable	\$ 854,758	\$ 845,977
Current maturities of long-term debt	151,024	149,065
Current maturities of capital lease obligations	14,691	11,231
Liabilities directly associated with asset held for sale	—	6,160
Trade accounts payable	120,255	124,555
Customer deposits	22,438	44,879
Accrued expenses	83,871	92,743
Total current liabilities	1,247,037	1,274,610
Long-term debt, net of current maturities	496,731	429,189
Capital lease obligations, net of current maturities	69,074	46,019
Other long-term liabilities	5,282	4,470
Deferred income taxes, net	188,987	157,248
Shareholders' equity:		
Preferred stock, par value \$.01 per share; 1,000,000 shares authorized; 0 shares outstanding in 2015 and 2014	—	—
Common stock, par value \$.01 per share; 60,000,000 Class A shares and 20,000,000 Class B shares authorized; 30,303,818 Class A shares and 10,093,305 Class B shares outstanding in 2015; and 29,889,332 Class A shares and 9,999,122 Class B shares outstanding in 2014	430	424
Additional paid-in capital	288,294	272,486
Treasury stock, at cost: 2,616,657 class B shares in 2015 and 2,560,580 class B shares in 2014	(43,368)	(41,904)
Retained earnings	599,846	533,793
Accumulated other comprehensive loss, net of tax	(305)	(460)
Total shareholders' equity	844,897	764,339
Total liabilities and shareholders' equity	\$ 2,852,008	\$ 2,675,875

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

RUSH ENTERPRISES, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF INCOME
(In Thousands, Except Per Share Amounts)

	Year Ended December 31,		
	2015	2014	2013
Revenues:			
New and used commercial vehicle sales	\$ 3,360,808	\$ 3,195,873	\$ 2,239,847
Parts and service sales	1,382,447	1,315,694	988,317
Lease and rental	199,867	177,561	129,638
Finance and insurance	21,150	19,988	15,320
Other	15,461	18,240	11,583
Total revenue	4,979,733	4,727,356	3,384,705
Cost of products sold:			
New and used commercial vehicle sales	3,138,754	2,975,905	2,083,439
Parts and service sales	879,141	842,438	620,030
Lease and rental	176,891	152,967	109,222
Total cost of products sold	4,194,786	3,971,310	2,812,691
Gross profit	784,947	756,046	572,014
Selling, general and administrative	619,268	573,670	450,340
Depreciation and amortization	43,859	40,786	29,925
(Loss) gain on sale of assets	(544)	151	5
Operating income	121,276	141,741	91,754
Interest income (expense):			
Interest income	490	239	41
Interest expense	(13,963)	(11,437)	(10,734)
Total interest expense, net	13,473	11,198	10,693
Income before taxes	107,803	130,543	81,061
Provision for income taxes	41,750	50,586	31,844
Net income	\$ 66,053	\$ 79,957	\$ 49,217
Earnings per common share - Basic:			
Net income	\$ 1.64	\$ 2.01	\$ 1.25
Earnings per common share - Diluted:			
Net income	\$ 1.61	\$ 1.96	\$ 1.22

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

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

	Year Ended December 31,		
	2015	2014	2013
Net income	\$ 66,053	\$ 79,957	\$ 49,217
Other comprehensive income before tax and net of reclassification adjustments:			
Change in fair value of interest rate swaps	235	789	892
Change in fair value of available-for-sale securities	19	427	–
Other comprehensive income, before tax	254	1,216	892
Income tax expense related to components of other comprehensive income	99	474	338
Other comprehensive income, net of tax	155	742	554
Comprehensive income	\$ 66,208	\$ 80,699	\$ 49,771

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

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

	Common Stock		\$0.01 Par Value	Additional Paid-In Capital	Treasury Stock	Retained Earnings	Accumulated Other Comprehensive Loss	Total
	Shares Outstanding Class A	Class B						
Balance, December 31, 2012	27,999	10,792	\$ 404	\$ 222,627	\$ (17,948)	\$ 404,619	\$ (1,756)	\$ 607,946
Stock options exercised and stock awards (including tax benefit of \$2,566)	747	43	8	11,325				11,333
Stock-based compensation related to stock options, restricted shares and employee stock purchase plan				8,645				8,645
Vesting of restricted share awards	85	24	1	(711)				(710)
Issuance of common stock under employee stock purchase plan	80	—	1	1,268				1,269
Common stock repurchases		(554)			(12,873)			(12,873)
Other comprehensive income							554	554
Net income						49,217		49,217
Balance, December 31, 2013	28,911	10,305	\$ 414	\$ 243,154	\$ (30,821)	\$ 453,836	\$ (1,202)	\$ 665,381
Stock options exercised and stock awards (including tax benefit of \$5,207)	872	30	9	16,216				16,225
Stock-based compensation related to stock options, restricted shares and employee stock purchase plan				11,343				11,343
Vesting of restricted share awards	42	113	1	311				312
Issuance of common stock under employee stock purchase plan	64	—	—	1,462				1,462
Issuance of common stock related to business acquisition					1,170			1,170
Common stock repurchases		(449)			(12,253)			(12,253)
Other comprehensive income							742	742
Net income						79,957		79,957
Balance, December 31, 2014	29,889	9,999	\$ 424	\$ 272,486	\$ (41,904)	\$ 533,793	\$ (460)	\$ 764,339
Stock options exercised and stock awards (including tax expense of \$337)	182	—	2	1,933				1,935
Stock-based compensation related to stock options, restricted shares and employee stock purchase plan				12,384				12,384
Vesting of restricted share awards	147	150	3	(572)				(569)
Issuance of common stock under employee stock purchase plan	86	—	1	2,063				2,064
Common stock repurchases		(56)			(1,464)			(1,464)
Other comprehensive income							155	155
Net income						66,053		66,053
Balance, December 31, 2015	30,304	10,093	\$ 430	\$ 288,294	\$ (43,368)	\$ 599,846	\$ (305)	\$ 844,897

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

RUSH ENTERPRISES, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS
(In Thousands)

	Year Ended December 31,		
	2015	2014	2013
Cash flows from operating activities:			
Net income	\$ 66,053	\$ 79,957	\$ 49,217
Adjustments to reconcile net income to net cash provided by (used in) operating activities-			
Depreciation and amortization	144,935	126,452	93,486
Loss (gain) on sale of property and equipment, net	544	(151)	(5)
Stock-based compensation expense related to employee stock options and employee stock purchases	12,384	11,343	8,645
Provision for deferred income tax expense	31,645	25,229	22,081
Excess tax expense (benefit) from stock-based compensation	337	(5,207)	(2,566)
Acquired research and development	-	2,000	-
Change in accounts receivable, net	11,921	(67,664)	(10,358)
Change in inventories	18,664	(151,911)	(67,217)
Change in prepaid expenses and other, net	(3,690)	(13,215)	(1,789)
Change in trade accounts payable	(4,154)	24,180	38,105
(Payments) draws on floor plan notes payable – trade, net	(17,005)	44,870	13,044
Change in customer deposits	(22,371)	(13,802)	29,139
Change in accrued expenses	(12,013)	26,856	1,706
Net cash provided by operating activities	<u>227,250</u>	<u>88,937</u>	<u>173,488</u>
Cash flows from investing activities:			
Acquisition of property and equipment	(367,790)	(260,820)	(191,584)
Proceeds from the sale of property and equipment	3,319	249	633
Business acquisitions	(69,013)	(157,626)	(72,725)
Proceeds from the sale of available for sale securities	275	150	-
Other	(3,025)	1,631	(5,992)
Net cash used in investing activities	<u>(436,234)</u>	<u>(416,416)</u>	<u>(269,668)</u>
Cash flows from financing activities:			
Draws on floor plan notes payable – non-trade, net	31,568	207,458	46,085
Proceeds from long-term debt	218,026	214,622	171,166
Principal payments on long-term debt	(154,685)	(112,828)	(88,048)
Principal payments on capital lease obligations	(14,506)	(12,531)	(13,511)
Proceeds from issuance of shares relating to employee stock options and employee stock purchases	3,766	11,962	9,327
Excess tax benefit (expense) from stock-based compensation	(337)	5,207	2,566
Common stock repurchased	(1,464)	(12,253)	(12,873)
Net cash provided by financing activities	<u>82,368</u>	<u>301,637</u>	<u>114,712</u>
Net increase (decrease) in cash and cash equivalents	<u>(126,616)</u>	<u>(25,842)</u>	<u>18,532</u>
Cash and cash equivalents, beginning of year	<u>191,463</u>	<u>217,305</u>	<u>198,773</u>
Cash and cash equivalents, end of year	<u>\$ 64,847</u>	<u>\$ 191,463</u>	<u>\$ 217,305</u>
Supplemental disclosure of cash flow information:			
Cash paid during the year for:			
Interest	<u>\$ 35,356</u>	<u>\$ 29,539</u>	<u>\$ 24,195</u>
Income taxes, net of refunds	<u>\$ 16,126</u>	<u>\$ 29,795</u>	<u>\$ 9,314</u>
Noncash investing and financing activities:			
Common stock issued related to business acquisition	<u>\$ -</u>	<u>\$ 2,000</u>	<u>\$ -</u>
Assets acquired under capital leases	<u>\$ 41,021</u>	<u>\$ 24,314</u>	<u>\$ 9,005</u>

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

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

1. ORGANIZATION AND OPERATIONS:

Rush Enterprises, Inc. (the “Company”) was incorporated in 1965 under the laws of the State of Texas. The Company operates a network of commercial vehicle dealerships that primarily sell commercial vehicles manufactured by Peterbilt, International, Hino, Ford, Isuzu, Mitsubishi Fuso, IC Bus or Blue Bird. Through its strategically located network of Rush Truck Centers, the Company provides one-stop service for the needs of its commercial vehicle customers, including retail sales of new and used commercial vehicles, aftermarket parts sales, service and repair facilities, financing, leasing and rental, and insurance products.

2. SIGNIFICANT ACCOUNTING POLICIES:

Principles of Consolidation

The consolidated financial statements presented herein include the accounts of Rush Enterprises, Inc. together with its consolidated subsidiaries. All significant inter-company balances and transactions have been eliminated in consolidation.

Estimates in Financial Statements

The preparation of financial statements in conformity with U.S. generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results may differ from those estimates.

Cash and Cash Equivalents

Cash and cash equivalents generally consist of cash and other money market instruments. The Company considers all highly liquid investments with an original maturity of ninety days or less to be cash equivalents.

Allowance for Doubtful Receivables and Repossession Losses

The Company provides an allowance for doubtful receivables and repossession losses after considering historical loss experience and other factors that might affect the collection of accounts receivable and the ability of customers to meet their obligations on finance contracts sold by the Company.

Inventories

Inventories are stated at the lower of cost or market value. Cost is determined by specific identification of new and used commercial vehicle inventory and by the first-in, first-out method for parts and accessories. An allowance is provided when it is anticipated that cost will exceed net realizable value less a reasonable profit margin.

Property and Equipment

Property and equipment are stated at cost and depreciated over their estimated useful lives. Leasehold improvements are amortized over the useful life of the improvement, or the term of the lease, whichever is shorter. Provision for depreciation of property and equipment is calculated primarily on a straight-line basis. The Company capitalizes interest on borrowings during the active construction period of major capital projects. Capitalized interest, when incurred, is added to the cost of underlying assets and is amortized over the estimated useful life of such assets. The Company capitalized interest of approximately \$972,000 related to major capital projects during 2015. The cost, accumulated depreciation and amortization and estimated useful lives are summarized as follows (in thousands):

	2015	2014	Estimated Life (Years)
Land	\$ 134,246	\$ 98,033	–
Buildings and improvements	313,706	233,742	10 – 39
Leasehold improvements	28,149	27,100	2 – 39
Machinery and shop equipment	59,455	48,988	5 – 20
Furniture, fixtures and computers	74,201	57,730	3 – 15
Transportation equipment	74,761	47,758	2 – 15
Lease and rental vehicles	825,787	697,147	2 – 8
Construction in progress	66,338	39,775	
Accumulated depreciation and amortization	<u>(403,819)</u>	<u>(327,193)</u>	
Total	<u>\$ 1,172,824</u>	<u>\$ 923,080</u>	

As of December 31, 2015, the Company had \$81.2 million in lease and rental vehicles under various capital leases included in property and equipment, net of accumulated amortization of \$24.5 million. The Company recorded depreciation expense of \$131.8 million and amortization expense of \$13.1 million for the year ended December 31, 2015, and depreciation expense of \$115.3 million and amortization expense of \$11.2 million for the year ended December 31, 2014. Depreciation and amortization of vehicles related to lease and rental operations is included in lease and rental cost of products sold.

Goodwill

Goodwill is the excess of the purchase price over the fair value of identifiable net assets acquired in business combinations accounted for under the purchase method. The Company tests goodwill for impairment annually during the fourth quarter, or when indications of potential impairment exist. These indicators would include a significant change in operating performance, or a planned sale or disposition of a significant portion of the business, among other factors. The Company tests for goodwill impairment utilizing a fair value approach at the reporting unit level. The Company has deemed its reporting unit to be the Truck Segment, as all components of the Truck Segment are similar.

The impairment test for goodwill involves comparing the fair value of a reporting unit to its carrying amount, including goodwill. If the carrying amount of the reporting unit exceeds its fair value, a second step is required to measure the goodwill impairment loss. The second step includes hypothetically valuing all the tangible and intangible assets of the reporting unit as if the reporting unit had been acquired in a business combination and comparing the hypothetical implied fair value of the reporting unit's goodwill to the carrying amount of that goodwill. If the carrying amount of the reporting unit's goodwill exceeds the hypothetical implied fair value of the goodwill, the Company would recognize an impairment loss in an amount equal to the excess, not to exceed the carrying amount. The Company determines the fair values calculated in an impairment test using the discounted cash flow method, which requires assumptions and estimates regarding future revenue, expenses and cash flow projections. The analysis is based upon available information regarding expected future cash flows of its reporting unit discounted at rates consistent with the cost of capital specific to the reporting unit.

No impairment write down was required in the fourth quarter of 2015. However, the Company cannot predict the occurrence of certain events that might adversely affect the reported value of goodwill in the future.

The following table sets forth the change in the carrying amount of goodwill for the Company for the years ended December 31, 2015 and 2014 (in thousands):

Balance December 31, 2013	\$ 215,464
Acquisitions	49,609
Adjustment	<u>72</u>
Balance December 31, 2014	265,145
Acquisitions	<u>19,896</u>
Balance December 31, 2015	<u>\$ 285,041</u>

Other Assets

The total capitalized costs of the SAP enterprise software and SAP dealership management system of \$36.1 million, including capitalized interest, are recorded on the Consolidated Balance Sheet in Other Assets, net of accumulated amortization of \$13.4 million. The SAP software is being amortized over a period of 15 years. The Company completed the conversion of all of its Rush Truck Centers and leasing operations to the SAP enterprise software and SAP dealership management system in the third quarter of 2015.

Amortization expense relating to the SAP software, which is recognized in depreciation and amortization expense in the Consolidated Statements of Income, was \$3.3 million for the year ended December 31, 2015, \$3.2 million for the year ended December 31, 2014, and \$3.0 million for the year ended December 31, 2013. The Company estimates that amortization expense relating to the SAP software will be approximately \$3.2 million for each of the next five succeeding years.

The Company's only significant identifiable intangible assets, other than goodwill, are rights under franchise agreements with manufacturers. The fair value of the franchise right is determined at the acquisition date by discounting the projected cash flows specific to each acquisition. The carrying value of the Company's manufacturer franchise rights was \$7.9 million at December 31, 2015, and \$7.0 million at December 31, 2014, and is included in Other Assets on the accompanying consolidated balance sheets. The Company has determined that manufacturer franchise rights have an indefinite life as there are no economic or other factors that limit their useful lives and they are expected to generate cash flows indefinitely due to the historically long lives of the manufacturers' brand names. Furthermore, to the extent that any agreements evidencing manufacturer franchise rights have expiration dates, the Company expects that it will be able to renew those agreements in the ordinary course of business. Accordingly, the Company does not amortize manufacturer franchise rights.

Due to the fact that manufacturer franchise rights are specific to geographic region, the Company has determined that evaluating and including all locations acquired in the geographic region is the appropriate level for purposes of testing franchise rights for impairment. Management reviews indefinite-lived manufacturer franchise rights for impairment annually during the fourth quarter, or more often if events or circumstances indicate that an impairment may have occurred. The Company is subject to financial statement risk to the extent that manufacturer franchise rights become impaired due to decreases in the fair market value of its individual franchises.

The significant estimates and assumptions used by management in assessing the recoverability of manufacturer franchise rights include estimated future cash flows, present value discount rate, and other factors. Any changes in these estimates or assumptions could result in an impairment charge. The estimates of future cash flows, based on reasonable and supportable assumptions and projections, require management's subjective judgment. Depending on the assumptions and estimates used, the estimated future cash flows projected in the evaluations of manufacturer franchise rights can vary within a range of outcomes.

No impairment write down was required in the fourth quarter of 2015. The Company cannot predict the occurrence of certain events that might adversely affect the reported value of manufacturer franchise rights in the future.

Income Taxes

Significant management judgment is required to determine the provisions for income taxes and to determine whether deferred tax assets will be realized in full or in part. Deferred income tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. When it is more likely than not that all or some portion of specific deferred income tax assets will not be realized, a valuation allowance must be established for the amount of deferred income tax assets that are determined not to be realizable. Accordingly, the facts and financial circumstances impacting state deferred income tax assets are reviewed quarterly and management's judgment is applied to determine the amount of valuation allowance required, if any, in any given period.

In determining its provision for income taxes, the Company uses an annual effective income tax rate based on annual income, permanent differences between book and tax income, and statutory income tax rates. The effective income tax rate also reflects its assessment of the ultimate outcome of tax audits. The Company adjusts its annual effective income tax rate

as additional information on outcomes or events becomes available. Discrete events such as audit settlements or changes in tax laws are recognized in the period in which they occur.

The Company's income tax returns are periodically audited by U.S. federal, state and local tax authorities. These audits include questions regarding the Company's tax filing positions, including the timing and amount of deductions. At any time, multiple tax years are subject to audit by the various tax authorities. In evaluating the tax benefits associated with the Company's various tax filing positions, the Company records a tax benefit for uncertain tax positions. A number of years may elapse before a particular matter for which the Company has established a liability is audited and effectively settled. The Company adjusts its liability for unrecognized tax benefits in the period in which it determines the issue is effectively settled with the tax authorities, the statute of limitations expires for the relevant taxing authority to examine the tax position, or when more information becomes available. The Company includes its liability for unrecognized tax benefits, including accrued interest, in accrued liabilities on the Company's Consolidated Balance Sheet and in income tax expense in the Company's Consolidated Statements of Income. Unfavorable settlement of any particular issue would require use of the Company's cash and a charge to income tax expense. Favorable resolution would be recognized as a reduction to income tax expense at the time of resolution.

Additionally, despite the Company's belief that its tax return positions are consistent with applicable tax law, management expects that certain positions may be challenged by taxing authorities. Settlement of any challenge can result in no change, a complete disallowance, or some partial adjustment reached through negotiations.

Revenue Recognition Policies

Income on the sale of a vehicle is recognized when the Company and a customer execute a purchase contract, delivery has occurred and there are no significant uncertainties related to financing or the purchase price is paid by the customer. The Company generally sells finance contracts it enters into with customers to finance the purchase of commercial vehicles to third parties. These finance contracts are sold both with and without recourse. A majority of the Company's finance contracts are sold without recourse. Finance income is recognized by the Company upon the sale of such finance contracts to the finance companies, net of a provision for estimated repossession losses and early repayment penalties.

Lease and rental income is recognized over the period of the related lease or rental agreement. Contingent rental income is recognized when it is earned. Parts and services revenue is earned at the time the Company sells the parts to its customers or at the time the Company completes, and the customer accepts, the service work order related to service provided to the customer's vehicle.

Cost of Sales

For the Company's new and used commercial vehicle operations and its parts operations, cost of sales consists primarily of the Company's actual purchase price, less manufacturer's incentives, for new and used commercial vehicles and parts. For the Company's service and body shop operations, technician labor cost is the primary component of cost of sales. For the Company's rental and leasing operations, cost of sales consists primarily of depreciation and amortization, rent, and interest expense on the lease and rental fleet owned and leased by the Company, and the maintenance cost of the lease and rental fleet. There are no costs of sales associated with the Company's finance and insurance revenue or other revenue.

Taxes Assessed by a Governmental Authority

The Company accounts for sales taxes assessed by a governmental authority, that are directly imposed on a revenue-producing transaction, on a net (excluded from revenues) basis.

Selling, General and Administrative Expenses

Selling, general and administrative expenses consist primarily of incentive based compensation for sales, finance and general management personnel, salaries for administrative personnel and expenses for rent, marketing, insurance, utilities, research and development and other general operating purposes.

In May 2013, the Company entered into a Retirement and Transition Agreement with the Company's former Chairman, W. Marvin Rush, which resulted in the recognition of \$10.8 million in retirement pay and benefits recorded in selling, general and administrative expense on the Consolidated Statements of Income.

Stock Based Compensation

The Company applies the provisions of ASC topic 718-10, "Compensation – Stock Compensation," which requires the measurement and recognition of compensation expense for all share-based payment awards made to employees and directors including grants of employee stock options, restricted stock units, restricted stock awards and employee stock purchases under the Employee Stock Purchase Plan based on estimated fair values.

The Company uses the Black-Scholes option-pricing model to estimate the fair value of share-based payment awards on the date of grant. The value of the portion of the award that is ultimately expected to vest is recognized as expense over the requisite service periods.

Compensation expense for all share-based payment awards is recognized using the straight-line single-option method. Stock-based compensation expense is recognized based on awards expected to vest. Accordingly, stock based compensation expense has been reduced for estimated forfeitures. Forfeitures are estimated at the time of grant and revised, if necessary, in subsequent periods if actual forfeitures differ from those estimates.

The Company's determination of fair value of share-based payment awards on the date of grant using an option-pricing model is affected by the Company's stock price as well as assumptions regarding a number of highly complex and subjective variables. These variables include the Company's expected stock price volatility over the term of the awards and actual and projected stock option exercise behaviors. Option-pricing models were developed for use in estimating the value of traded options that have no vesting or hedging restrictions and are fully transferable. Because the Company's stock options have characteristics that are significantly different from traded options and because changes in the subjective assumptions can materially affect the estimated value, in management's opinion, the existing valuation models may not provide an accurate measure of the fair value that value may not be indicative of the fair value observed in a market transaction between a willing buyer and a willing seller.

The following table reflects the weighted-average fair value of stock options granted during each period using the Black-Scholes option valuation model with the following weighted-average assumptions used:

	2015	2014	2013
Expected stock volatility	40.90%	51.51%	49.59%
Weighted-average stock volatility	40.90%	51.51%	49.59%
Expected dividend yield	0.00%	0.00%	0.00%
Risk-free interest rate	1.74%	2.14%	1.22%
Expected life (years)	6.0	6.5	6.5
Weighted-average fair value of stock options granted	\$ 11.27	\$ 15.86	\$ 12.69

The Company computes its historical stock price volatility in accordance with ASC topic 718-10. The risk-free interest rate for periods within the contractual life of the option is based on the U.S. Treasury yield curve in effect at the time of grant. The dividend yield assumption is based on the Company's history and expectation of dividend payouts. The expected life of stock options represents the weighted-average period the stock options are expected to remain outstanding.

Advertising Costs

Advertising costs are expensed as incurred. Advertising and marketing expense was \$8.8 million for 2015, \$8.7 million for 2014 and \$6.8 million for 2013. Advertising and marketing expense is included in selling, general and administrative expense.

Accounting for Internal Use Software

The Company's accounting policy with respect to accounting for computer software developed or obtained for internal use is consistent with ASC topic 350-40, which provides guidance on accounting for the costs of computer software developed or obtained for internal use and identifies characteristics of internal-use software. The Company has capitalized software costs, including capitalized interest, of approximately \$36.1 million at December 31, 2015, net of accumulated amortization of \$13.4 million, and \$38.5 million, net of accumulated amortization of \$10.3 million at December 31, 2014.

Insurance

The Company is partially self-insured for a portion of the claims related to its property and casualty insurance programs. Accordingly, the Company is required to estimate expected losses to be incurred. The Company engages a third-party administrator to assess any open claims and the Company adjusts its accrual accordingly on an annual basis. The Company is also partially self-insured for a portion of the claims related to its worker's compensation and medical insurance programs. The Company uses actuarial information provided from third-party administrators to calculate an accrual for claims incurred, but not reported, and for the remaining portion of claims that have been reported.

Derivative Instruments and Hedging Activities

From 2012 until 2015, the Company utilized derivative financial instruments to manage its interest rate risk relating to the variability of cash flows and changes in the fair value of its financial instruments caused by movements in interest rates. The Company assessed hedge effectiveness at the inception and during the term of each hedge. Derivatives are reported at fair value on the accompanying Consolidated Balance Sheets.

At December 31, 2015, the Company did not have any outstanding interest rate swap contracts. At December 31, 2014, the Company had an aggregate \$20.9 million notional amount of interest rate swap contracts, which had been designated as cash flow hedges.

Fair Value Measurements

The Company has various financial instruments that it must measure at fair value on a recurring basis, including certain available for sale securities and derivatives. See Note 9 – Financial Instruments and Fair Value of the Notes to Consolidated Financial Statements, for further information. The Company also applies the provisions of fair value measurement to various nonrecurring measurements for its financial and nonfinancial assets and liabilities.

Applicable accounting standards define fair value as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date (an exit price). The Company measures its assets and liabilities using inputs from the following three levels of the fair value hierarchy:

Level 1 inputs are unadjusted quoted prices in active markets for identical assets or liabilities that the Company has the ability to access at the measurement date.

Level 2 inputs include quoted prices for similar assets and 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 for the asset or liability (i.e., interest rates, yield curves, etc.), and inputs that are derived principally from or corroborated by observable market data by correlation or other means (market corroborated inputs).

Level 3 includes unobservable inputs that reflect the Company's assumptions about what factors market participants would use in pricing the asset or liability. The Company develops these inputs based on the best information available, including its own data.

Acquisitions

The Company uses the acquisition method of accounting for the recognition of assets acquired and liabilities assumed with acquisitions at their estimated fair values as of the date of acquisition. Any excess consideration transferred over the estimated fair values of the identifiable net assets acquired is recorded as goodwill. While the Company uses its best

estimates and assumptions to measure the fair value of the identifiable assets acquired and liabilities assumed at the acquisition date, the estimates are inherently uncertain and subject to refinement. As a result, during the measurement period, which is not to exceed one year from the date of acquisition, any changes in the estimated fair values of the net assets recorded for the acquisitions will result in an adjustment to goodwill. Upon the conclusion of the measurement period or final determination of the values of assets acquired or liabilities assumed, whichever comes first, any subsequent adjustments are recorded to the Consolidated Statements of Income.

New Accounting Pronouncements

In November 2015, the Financial Accounting Standards Board (“FASB”) issued Accounting Standards Update (“ASU”) No. 2015-17, “*Income Taxes (Topic 740): Balance Sheet Classification of Deferred Taxes*” (“ASU 2015-17”). The standard requires that deferred tax assets and liabilities be classified as noncurrent on the balance sheet rather than being separated into current and noncurrent. ASU 2015-17 is effective for fiscal years, and interim periods within those years, beginning after December 15, 2016. Early adoption is permitted and the standard may be applied either retrospectively or on a prospective basis to all deferred tax assets and liabilities. The Company early adopted ASU 2015-17 during the fourth quarter of 2015 on a retrospective basis. Accordingly, it reclassified the current deferred tax asset to noncurrent deferred income tax liability, net on its December 31, 2014 Consolidated Balance Sheet, which decreased current deferred tax assets \$18.4 million and decreased noncurrent deferred tax liabilities \$18.4 million. Adoption had no impact on the Company’s results of operations.

In February 2016, the FASB issued ASU No. 2016-02, “*Leases (Topic 842)*,” which is intended to increase the transparency and comparability among organizations by recognizing lease assets and lease liabilities on the balance sheet and disclosing key information about leasing arrangements. In order to meet that objective, the new standard requires recognition of the assets and liabilities that arise from leases. A lessee will be required to recognize on the balance sheet the assets and liabilities for leases with lease terms of more than 12 months. Accounting by lessors will remain largely unchanged from current U.S. generally accepted accounting principles. The new standard is effective for public companies for fiscal years beginning after December 15, 2018, and interim periods within those years, with early adoption permitted. The Company is currently evaluating the effect that adopting this standard will have on our financial statements and related disclosures.

3. SUPPLIER CONCENTRATION:

Major Suppliers and Dealership Agreements

The Company has entered into dealership agreements with various manufacturers of commercial vehicles and buses (“Manufacturers”). These agreements are nonexclusive agreements that allow the Company to stock, sell at retail and service commercial vehicles and products of the Manufacturers in the Company’s defined market. The agreements allow the Company to use the Manufacturers’ names, trade symbols and intellectual property and expire as follows:

<u>Manufacturer</u>	<u>Expiration Dates</u>
Peterbilt	March 2016 through December 2018
International	March 2016 through May 2020
Isuzu	Indefinite
Hino	Indefinite
Ford	Indefinite
Blue Bird	August 2016
IC Bus	March 2016 through May 2020

These agreements, as well as agreements with various other Manufacturers, impose a number of restrictions and obligations on the Company, including restrictions on a change in control of the Company and the maintenance of certain required levels of working capital. Violation of these restrictions could result in the loss of the Company’s right to purchase the Manufacturers’ products and use the Manufacturers’ trademarks.

The Company purchases its new Peterbilt vehicles from Peterbilt and most of the parts sold at its Peterbilt dealerships from PACCAR, Inc., the parent company of Peterbilt, at prevailing prices charged to all franchised dealers. Sales of new Peterbilt trucks accounted for approximately 59.6% of the Company’s new vehicle sales for the year ended December 31, 2015,

63.5% of the Company's new vehicle sales for the year ended December 31, 2014, and 65.5% of the Company's new vehicle sales for the year ended December 31, 2013.

Primary Lenders

The Company purchases its new and used commercial vehicle inventories with the assistance of floor plan financing programs as described in Note 7 to these Notes to Consolidated Financial Statements. The Company's floor plan financing agreements provide that the occurrence of certain events will be considered events of default. In the event that the Company's floor plan financing becomes insufficient, or its relationship with any of its current primary lenders terminates, the Company would need to obtain similar financing from other sources. Management believes it can obtain additional floor plan financing or alternative financing if necessary.

The Company also acquires lease and rental vehicles with the assistance of financing agreements with PACCAR Leasing Company, Bank of America and Wells Fargo. The financing agreements are secured by a lien on the acquired vehicle. The terms of the financing agreements are similar to the corresponding lease agreements with the Company's customers.

Concentrations of Credit Risks

Financial instruments that potentially subject the Company to significant concentrations of credit risk consist principally of cash and cash equivalents and accounts receivable. The Company places its cash and cash equivalents with what it considers to be quality financial institutions based on periodic assessments of such institutions. The Company's cash and cash equivalents may be uninsured or in deposit accounts that exceed the Federal Deposit Insurance Corporation insurance limit.

The Company controls credit risk through credit approvals and by selling a majority of its trade receivables, other than vehicle accounts receivable, without recourse. Concentrations of credit risk with respect to trade receivables are reduced because a large number of geographically diverse customers make up the Company's customer base; however, substantially all of the Company's business is concentrated in the United States commercial vehicle markets and related aftermarkets.

The Company generally sells finance contracts it enters into with customers to finance the purchase of commercial vehicles to third parties. These finance contracts are sold both with and without recourse. A majority of the Company's finance contracts are sold without recourse. The Company provides an allowance for doubtful receivables and a reserve for repossession losses related to finance contracts sold with recourse. Historically, the Company's allowance and reserve have covered losses inherent in these receivables.

4. ACCOUNTS RECEIVABLE:

The Company's accounts receivable, net, consisted of the following (in thousands):

	December 31,	
	2015	2014
Trade accounts receivable from sale of vehicles	\$ 76,601	\$ 96,850
Trade receivables other than vehicles	43,916	34,404
Warranty claims	8,261	8,624
Other accounts receivable	28,810	30,928
Less allowance for bad debt and warranty claims	(611)	(779)
Total	<u>\$ 156,977</u>	<u>\$ 170,027</u>

5. INVENTORIES:

The Company's inventories, net, consisted of the following (in thousands):

	December 31,	
	2015	2014
New commercial vehicles	\$ 770,861	\$ 749,615
Used commercial vehicles	86,960	84,972
Parts and accessories	201,868	186,208
Other	15,341	19,020
Less allowance	(13,832)	(15,711)
Total	<u>\$ 1,061,198</u>	<u>\$ 1,024,104</u>

6. VALUATION ACCOUNTS:

Valuation and allowance accounts include the following (in thousands):

	Balance Beginning of Year	Net Charged to Costs and Expenses	Net Write- Offs	Balance End of Year
2015				
Reserve for accounts receivable	\$ 639	\$ 992	\$ (1,125)	\$ 506
Reserve for warranty receivable	140	1,677	(1,712)	105
Reserve for parts inventory	5,067	4,215	(1,991)	7,291
Reserve for commercial vehicle inventory	10,644	8,417	(12,520)	6,541
2014				
Reserve for accounts receivable	\$ 821	\$ 919	\$ (1,101)	\$ 639
Reserve for warranty receivable	419	411	(690)	140
Reserve for parts inventory	4,416	2,547	(1,896)	5,067
Reserve for commercial vehicle inventory	7,395	7,877	(4,628)	10,644
2013				
Reserve for accounts receivable	\$ 540	\$ 1,163	\$ (882)	\$ 821
Reserve for warranty receivable	444	626	(651)	419
Reserve for parts inventory	3,593	2,560	(1,737)	4,416
Reserve for commercial vehicle inventory	6,839	5,517	(4,961)	7,395

Allowance for Doubtful Receivables

The Company sells a majority of its customer accounts receivable on a non-recourse basis to a third-party that is responsible for qualifying the customer for credit at the point of sale. If the third-party approves the customer for credit, then the third-party assumes all credit risk related to the transaction. The Company provides an allowance for doubtful receivables after considering historical loss experience and other factors that might affect the collection of accounts receivable.

The Company provides an allowance for uncollectible warranty receivables. The Company evaluates the collectability of its warranty claims receivable based on a combination of factors, including aging and correspondence with the applicable manufacturer. Management reviews the warranty claims receivable aging and adjusts the allowance based on historical experience. The Company records charge-offs related to warranty receivables after it is determined that the receivable will not be fully collected.

Inventory

The Company provides a reserve for obsolete and slow moving parts. The reserve is reviewed and, if necessary, adjustments are made on a quarterly basis. The Company relies on historical information to support its reserve. Once the inventory is written down, the Company does not reverse any reserve balance until the inventory is sold.

The valuation for new and used commercial vehicle inventory is based on specific identification. A detail of new and used commercial vehicle inventory is reviewed and, if necessary, adjustments to the value of specific vehicles are made on a quarterly basis.

7. FLOOR PLAN NOTES PAYABLE AND LINES OF CREDIT:

Floor Plan Notes Payable

Floor plan notes are financing agreements to facilitate the Company's purchase of new and used commercial vehicles. These notes are collateralized by the inventory purchased and accounts receivable arising from the sale thereof. The Company's Floor Plan Credit Agreement provides for a loan commitment of up to \$850.0 million and has the interest rate benchmarked to LIBOR, as defined in the agreement.

The interest rate under the Company's Floor Plan Credit Agreement is the three month LIBOR rate plus 2.03%. The interest rate applicable to the Company's Floor Plan Credit Agreement was approximately 2.64% at December 31, 2015. The Company utilizes its excess cash on hand to pay down its outstanding borrowings under its Floor Plan Credit Agreement, and the resulting interest earned is recognized as an offset to the Company's gross interest expense under the Floor Plan Credit Agreement. The Company is required to pay a monthly working capital fee equal to 0.35% per annum multiplied by the amount of voluntary prepayments of new and used inventory loans.

The Company finances substantially all of the purchase price of its new commercial vehicle inventory, and the loan value of its used commercial vehicle inventory under its Floor Plan Credit Agreement, under which BMO Harris pays the manufacturer directly with respect to new commercial vehicles. Amounts borrowed under the Company's Floor Plan Credit Agreement are due when the related commercial vehicle inventory (collateral) is sold and the sales proceeds are collected by the Company. The Company's Floor Plan Credit Agreement expires July 11, 2016, although BMO Harris has the right to terminate the Floor Plan Credit Agreement at any time upon 120 days' written notice. The Company may terminate its Floor Plan Credit Agreement at any time, although if it does so it must pay a prepayment processing fee of \$300,000, subject to specified limited exceptions. On December 31, 2015, the Company had approximately \$628.2 million outstanding under its Floor Plan Credit Agreement.

In June 2012, the Company entered into a wholesale financing agreement with Ford Motor Credit Company that provides for the financing of, and is collateralized by, the Company's new Ford vehicle inventory. This wholesale financing agreement bears interest at a rate of Prime plus 150 basis points minus certain incentives and rebates; however, the prime rate is defined to be a minimum of 3.75%. As of December 31, 2015, the interest rate on the wholesale financing agreement was 5.25% before considering the applicable incentives. On December 31, 2015, the Company had an outstanding balance of approximately \$62.4 million under the Ford Motor Credit Company wholesale financing agreement.

The Company's weighted average interest rate for floor plan notes payable was 1.47% for the year ended December 31, 2015, and 1.16% for the year ended December 31, 2014, which is net of interest related to prepayments of new and used inventory loans.

Assets pledged as collateral were as follows (in thousands):

	December 31,	
	2015	2014
Inventories, new and used vehicles at cost based on specific identification, net of allowance	\$ 851,280	\$ 823,944
Vehicle sale related accounts receivable	76,601	96,853
Total	<u>\$ 927,881</u>	<u>\$ 920,797</u>
Floor plan notes payable related to vehicles	<u>\$ 854,758</u>	<u>\$ 845,977</u>

Lines of Credit

The Company has a secured line of credit that provides for a maximum borrowing of \$17.5 million. There were no advances outstanding under this secured line of credit at December 31, 2015; however, \$12.7 million was pledged to secure various letters of credit related to self-insurance products, leaving \$4.8 million available for future borrowings as of December 31, 2015.

8. LONG-TERM DEBT:

Long-term debt was comprised of the following (in thousands):

	December 31,	
	2015	2014
Variable interest rate term notes	\$ 127,508	\$ 74,834
Fixed interest rate term notes	520,247	503,420
Total debt	647,755	578,254
Less: current maturities	<u>(151,024)</u>	<u>(149,065)</u>
Total long-term debt, net of current maturities	<u>\$ 496,731</u>	<u>\$ 429,189</u>

As of December 31, 2015, debt maturities were as follows (in thousands):

2016	\$ 151,024
2017	127,966
2018	115,179
2019	96,585
2020	97,161
Thereafter	<u>59,840</u>
Total	<u>\$ 647,755</u>

The interest rates on the Company's variable interest rate notes are based on various LIBOR benchmark rates. The interest rates on the notes range from approximately 1.9% to 2.4% on December 31, 2015. Payments on the notes range from approximately \$3,380 to \$125,833 per month, plus interest. Maturities of these notes range from May 2016 to October 2022.

The Company's fixed interest rate notes had interest rates that ranged from approximately 2.47% to 7.61% on December 31, 2015. Payments on the notes range from \$221 to \$32,840 per month, plus interest. Maturities of these notes range from January 2016, to March 2025.

The proceeds from the issuance of the notes were used primarily to acquire land, buildings and improvements, transportation equipment and leasing vehicles. The notes are secured by the assets acquired with the proceeds of such notes.

The Company's long-term real estate debt agreements and floor plan financing arrangements require the Company to satisfy various financial ratios such as the debt to worth ratio, leverage ratio, the fixed charge coverage ratio and certain requirements for tangible net worth and GAAP net worth. As of December 31, 2015, the Company was in compliance with all debt covenants. The Company does not anticipate any breach of the covenants in the foreseeable future.

9. FINANCIAL INSTRUMENTS AND FAIR VALUE:

The Company measures certain financial assets and liabilities at fair value on a recurring basis. Financial instruments consist primarily of cash, accounts receivable, accounts payable and floor plan notes payable. The carrying values of the Company's financial instruments approximate fair value due either to their short-term nature or existence of variable interest rates, which approximate market rates. Certain methods and assumptions were used by the Company in estimating the fair value of financial instruments at December 31, 2015, and 2014. The carrying value of current assets and current liabilities approximates the fair value due to the short maturity of these items.

The fair value of the Company's long-term debt is based on secondary market indicators. Because the Company's debt is not quoted, estimates are based on each obligation's characteristics, including remaining maturities, interest rate, credit rating, collateral and liquidity. Accordingly, the Company concluded the valuation measurement inputs of its long-term debt to represent, at its lowest level, current market interest rates available to the Company for similar debt and the Company's current credit standing and has categorized such debt within Level 2 of the hierarchy framework. The carrying amount approximates fair value.

If investments are deemed to be impaired, the Company determines whether the impairment is temporary or other than temporary. If the impairment is deemed to be temporary, the Company records an unrealized loss in other comprehensive income. If the impairment is deemed other than temporary, the Company records the impairment in the Company's Consolidated Statements of Income.

In prior years, the Company invested in interest-bearing short-term investments primarily consisting of investment-grade auction rate securities classified as available-for-sale and reported at fair value. These types of investments were designed to provide liquidity through an auction process that reset the applicable interest rates at predetermined periods ranging from 1 to 35 days. This reset mechanism was intended to allow existing investors to continue to own their respective interest in the auction rate security or to gain immediate liquidity by selling their interests at par.

Auctions for investment grade securities held by the Company have failed. However, a failed auction does not represent a default by the issuer. The auction rate securities continue to pay interest in accordance with the terms of the underlying security; however, liquidity will be limited until there is a successful auction or until such time as other markets for these investments develop. The Company has the intent and ability to hold these auction rate securities until liquidity returns to the market. The Company does not believe that the lack of liquidity relating to its auction rate securities will have a material impact on its ability to fund operations.

As of December 31, 2015, the Company held auction rate securities with underlying tax-exempt municipal bonds that mature in 2030 and have a fair value of \$6.7 million and a cost basis of \$7.2 million. As of December 31, 2014, the auction rate securities had a fair value of \$6.9 million and a cost basis of \$7.4 million. The Company redeemed \$150,000 of the auction rate securities during the second quarter of 2014 and \$275,000 during the second quarter of 2015. These bonds have credit wrap insurance and a credit rating of A by a major credit rating agency.

The Company valued the auction rate securities at December 31, 2015 using a discounted cash flow model based on the characteristics of the individual securities, which the Company believes yields the best estimate of fair value. The first step in the valuation included a credit analysis of the security which considered various factors including the credit quality of the issuer, the instrument's position within the capital structure of the issuing authority, and the composition of the authority's assets including the effect of insurance and/or government guarantees. Next, the future cash flows of the instruments were projected based on certain assumptions regarding the auction rate market significant to the valuation including the auction rate market will remain illiquid and auctions will continue to fail causing the interest rate to be the maximum applicable rate. This assumption resulted in discounted cash flow analysis being performed through 2019, the point at which the Company estimates the securities will be redeemed by the municipality. The projected cash flows were

then discounted using the applicable yield curve plus a 225 basis point liquidity premium added to the applicable discount rate.

The Company recorded a pre-tax impairment charge of \$1.0 million on these auction rate securities in 2011 and a subsequent pre-tax increase in fair value of \$427,000 during 2014. The Company believes that the impairment is temporary and has included the impairment in accumulated other comprehensive loss.

The table below presents disclosures about the auction rate securities measured at fair value on a recurring basis in the Company's financial statements as follows (in thousands):

	At December 31, 2015			At December 31, 2014		
	Level 1 Inputs	Level 2 Inputs	Level 3 Inputs	Level 1 Inputs	Level 2 Inputs	Level 3 Inputs
Investment in auction rate securities	\$ —	\$ —	\$ 6,650	\$ —	\$ —	\$ 6,905

	Cost Basis Amount	Gross Unrealized Loss In Accumulated OCI	Fair Value
December 31, 2015			
Investment in auction rate securities	\$ 7,150	\$ 500	\$ 6,650
December 31, 2014			
Investment in auction rate securities	\$ 7,425	\$ 520	\$ 6,905

Interest Rate Swap Agreements

In January 2012, the Company entered into swap agreements to hedge against the potential impact of increases in interest rates on its floating-rate debt instruments. At December 31, 2015, the Company did not have any interest rate swap contracts. Swap agreements that hedge exposures to changes in interest rates exposed the Company to credit risk and market risk.

These swap contracts were designated as cash flow hedges, to pay fixed rates of interest and receive a floating interest rate based on LIBOR. The fixed interest rates specified in the interest rate swap contracts became effective on or about January 1, 2012. The Company's interest rate swaps qualified for cash flow hedge accounting treatment. Unrealized gains or losses were recorded in Accumulated Other Comprehensive Income (Loss) on the Consolidated Balance Sheets. Amounts received or paid under the contracts were recognized as interest expense over the life of the contracts.

The fair value of cash flow hedges was calculated as the present value of expected future cash flows, determined on the basis of forward interest rates and present value factors. As such, the carrying amounts for these swaps were designated to be Level 2 fair values. The carrying value of these swaps is included in Other Long-Term Liabilities on the accompanying Consolidated Balance Sheet as of December 31, 2014.

Derivative instruments are on the accompanying Consolidated Balance Sheet and Consolidated Statements of Income and Comprehensive Income as follows (in thousands):

<u>Derivative Liabilities Designated as Hedging Instruments</u>	<u>Balance Sheet Location</u>	<u>Fair Value at</u>	
		<u>December 31, 2015</u>	<u>December 31, 2014</u>
Interest Rate Swaps	Other Long-Term Liabilities	\$ —	\$ 235

	<u>Gain (Loss) Recognized in OCI on Derivatives (Effective Portion) during the Year Ended</u>		<u>Location of Loss Reclassified into Income</u>	<u>Loss Reclassified from Accumulated OCI into Income (Effective Portion) during the Year Ended</u>	
	<u>December 31, 2015</u>	<u>December 31, 2014</u>		<u>December 31, 2015</u>	<u>December 31, 2014</u>
	Interest rate swaps	\$ 235		\$ 789	Interest Expense

10. LEASING ACTIVITIES:

Vehicle Leases as Lessee

The Company leases vehicles, as lessee, primarily over periods ranging from one to ten years under operating lease and capital lease arrangements. Generally, the Company is required to incur all operating costs and pay a minimum rental. The Company guarantees the residual value of vehicles under operating lease and capital lease arrangements. At December 31, 2015, the Company guaranteed vehicle residual values of \$1.8 million under operating lease arrangements and \$32.2 million under capital lease arrangements. Historically, the Company purchases these vehicles at the end of the lease term and recognizes a gain on the subsequent sale of the vehicle. The residual values are not reflected in the future minimum lease payments for operating leases. Vehicle lease expenses were approximately \$2.4 million for the year ended December 31, 2015, \$4.1 million for the year ended December 31, 2014, and \$2.3 million for the year ended December 31, 2013.

As discussed below, these vehicles are then subleased by the Company to customers under various agreements. Future minimum sublease rentals to be received by the Company under non-cancelable subleases, as described below, are \$75.9 million.

Future minimum lease payments under capital and non-cancelable vehicle leases as of December 31, 2015, are as follows (in thousands):

	<u>Capital Leases</u>	<u>Operating Leases</u>
2016	\$ 17,181	\$ 761
2017	18,522	276
2018	15,085	119
2019	13,528	29
2020	13,830	—
Thereafter	13,770	—
Total minimum lease payments	\$ 91,916	\$ 1,185
Less amount representing interest	(8,151)	
Present value of net minimum capital lease payments	83,765	
Less current portion	(14,691)	
Obligations under capital leases less current portion	\$ 69,074	

Customer Vehicle Leases as Lessor

The Company leases both owned and leased vehicles to customers, through its PacLease and Idealease franchises, primarily over periods of one to ten years under operating lease arrangements, which require a minimum rental payment and a contingent rental payment based on mileage. Rental income during the year ended December 31, 2015, consisted of minimum rental payments of approximately \$175.0 million and contingent rental payments of \$27.4 million. Rental income

during the year ended December 31, 2014, consisted of minimum rental payments of approximately \$154.8 million and contingent rental payments of \$24.5 million. Rental income during the year ended December 31, 2013, consisted of minimum rental payments of approximately \$112.0 million and contingent rental payments of \$18.1 million. Minimum rental payments to be received for non-cancelable leases and subleases in effect at December 31, 2015, are as follows (in thousands):

2016	\$ 118,853
2017	102,943
2018	81,462
2019	59,800
2020	38,659
Thereafter	<u>22,042</u>
Total	<u>\$ 423,759</u>

As of December 31, 2015, the Company had \$592.0 million of lease vehicles included in property and equipment, net of accumulated depreciation of \$233.8 million. As of December 31, 2014, the Company had \$512.1 million of lease vehicles included in property and equipment, net of accumulated depreciation of \$185.0 million.

Other Leases - Land and Buildings

The Company leases various assets under operating leases with expiration dates ranging from January 2016 through May 2045. Monthly rental payments range from approximately \$275 per month to \$48,466 per month. Rental expense was \$11.8 million for the year ended December 31, 2015, \$12.8 million for the year ended December 31, 2014, and \$9.1 million for the year ended December 31, 2013. Future minimum lease payments under non-cancelable leases at December 31, 2015, are as follows (in thousands):

2016	\$ 9,198
2017	6,540
2018	4,934
2019	3,697
2020	2,611
Thereafter	<u>16,489</u>
Total	<u>\$ 43,469</u>

11. SHARE BASED COMPENSATION AND EMPLOYEE BENEFIT PLANS:

Employee Stock Purchase Plan

The Company has an Employee Stock Purchase Plan that allows eligible employees to contribute up to \$10,625 of their base earnings every six months toward the semi-annual purchase of the Company’s Class A Common Stock. The employee’s purchase price is 85% of the lesser of the closing price of the Class A Common Stock on the first business day or the last business day of the semi-annual offering period, as reported by The NASDAQ Global Select Market. Employees may purchase shares having a fair market value of up to \$25,000 (measured as of the first day of each semi-annual offering period) for each calendar year. Under the Employee Stock Purchase Plan, there are approximately 165,000 shares remaining of the 900,000 shares of the Company’s Class A Common Stock that have been reserved for issuance. The Company issued 85,263 shares under the Employee Stock Purchase Plan during the year ended December 31, 2015 and 64,090 shares during the year ended December 31, 2014. Of the 6,700 employees eligible to participate, 1,034 elected to participate in the plan as of December 31, 2015.

Non-Employee Director Stock Option Plan

On May 16, 2006, the Board of Directors and shareholders adopted the Rush Enterprises, Inc. 2006 Non-Employee Director Stock Option Plan (the “Director Plan”), reserving 1,500,000 shares of Class A Common Stock for issuance upon exercise of any awards granted under the plan. This Director Plan was Amended and Restated on May 20, 2008 to expand the type

of awards that may be granted under the plan to include Class A Common Stock awards. The Director Plan was also amended on May 18, 2010 to reduce the number of shares reserved for issuance under the plan by 1,000,000 shares of Class A Common Stock.

The Director Plan is designed to attract and retain highly qualified non-employee directors. Prior to 2008, each non-employee director received options to purchase 20,000 shares of the Company's Class A Common Stock upon their respective date of appointment and each year on the date that they are elected or reelected by the shareholders to serve on the Board of Directors. Each option has a ten year term from the grant date and vested immediately. Currently, each non-employee director receives a grant of the Company's Class A Common Stock, or up to 40% cash, equivalent to a compensation value of \$125,000. In 2014, four non-employee directors received a grant of 3,877 shares of the Company's Class A Common Stock, one non-employee director received a grant of 3,101 shares of the Company's Class A Common Stock and \$25,000 cash, for total compensation equivalent to \$125,000, and one non-employee director received a grant of 2,326 shares of the Company's Class A Common Stock and \$50,000 cash, for total compensation equivalent to \$125,000. In 2015, three non-employee directors received a grant of 4,725 shares of the Company's Class A Common Stock, one non-employee director received a grant of 3,780 shares of the Company's Class A Common Stock and \$25,000 cash, for total compensation equivalent to \$125,000 each, and three non-employee director received a grant of 2,835 shares of the Company's Class A Common Stock and \$50,000 cash, for total compensation equivalent to \$125,000 each. Under the Director Plan, there are approximately 192,000 shares remaining for issuance of the 500,000 shares of the Company's Class A Common Stock that have been reserved for issuance. The Company granted 26,460 shares of Class A Common Stock under the Director Plan during the year ended December 31, 2015 and 20,935 shares of Class A Common Stock under the Director Plan during the year ended December 31, 2014.

Employee Incentive Plans

In May 2007, the Board of Directors and shareholders adopted the Rush Enterprises, Inc. 2007 Long-Term Incentive Plan (the "2007 Incentive Plan"). The 2007 Incentive Plan provides for the grant of stock options (which may be nonqualified stock options or incentive stock options for tax purposes), stock appreciation rights issued independent of or in tandem with such options ("SARs"), restricted stock awards and performance awards. The 2007 Incentive Plan replaced the Rush Enterprises, Inc. Long-Term Incentive Plan ("Incentive Plan") effective May 22, 2007. The 2007 Incentive Plan was amended and restated on May 20, 2014 to increase the number of shares available for issuance under the plan to 6,050,000 shares of Class A Common Stock and 1,450,000 shares of Class B Common Stock.

The aggregate number of shares of common stock subject to stock options or SARs that may be granted to any one participant in any year under the 2007 Incentive Plan is 100,000 shares of Class A Common Stock or 100,000 shares of Class B Common Stock. Each option, granted pursuant to the 2007 Incentive Plan, has a ten year term from the grant date and vests in three equal annual installments beginning on the third anniversary of the grant date. The Company has 6,050,000 shares of Class A Common Stock and 1,450,000 shares of Class B Common Stock reserved for issuance upon exercise of any awards granted under the Company's 2007 Incentive Plan. As of December 31, 2015, approximately 1,335,000 shares of Class A Common Stock and 769,000 shares of Class B Common Stock are available for issuance upon exercise of any awards granted under the Company's 2007 Incentive Plan. The Company issues new shares of its Class A or Class B Common Stock upon the exercise of stock options or vesting of restricted stock units. During the year ended December 31, 2015, the Company granted 485,838 options to purchase Class A Common Stock and 259,490 restricted Class B Common Stock units under the 2007 Incentive Plan. During the year ended December 31, 2014, the Company granted 459,058 options to purchase Class A Common Stock, 25,550 restricted Class A Common Stock units and 207,370 restricted Class B Common Stock units under the 2007 Incentive Plan.

Valuation and Expense Information

Stock-based compensation expense related to stock options, restricted stock awards, restricted stock units and employee stock purchases was \$12.4 million for the year ended December 31, 2015, \$11.3 million for the year ended December 31, 2014, and \$8.6 million for the year ended December 31, 2013.

Cash received from options exercised and shares purchased under all share-based payment arrangements was \$4.3 million for the year ended December 31, 2015, \$12.5 million for the year ended December 31, 2014, and \$10.0 million for the year ended December 31, 2013.

A summary of the Company's stock option activity and related information for the year ended December 31, 2015, follows:

Options	Shares	Weighted Average Exercise Price	Weighted Average Remaining Contractual Life (in Years)	Aggregate Intrinsic Value
Balance of Outstanding Options at January 1, 2015	3,182,976	\$ 19.55		
Granted	484,838	27.10		
Exercised	(182,199)	12.47		
Forfeited	<u>(10,500)</u>	28.13		
Balance of Outstanding Options at December 31, 2015	<u>3,475,115</u>	<u>\$ 20.95</u>	<u>5.77</u>	<u>\$12,011,648</u>
Expected to vest after December 31, 2015	<u>1,851,300</u>	<u>\$ 25.97</u>	<u>7.53</u>	<u>\$ 559,698</u>
Vested and exercisable at December 31, 2015	<u>1,555,242</u>	<u>\$ 14.78</u>	<u>3.61</u>	<u>\$11,409,144</u>

The aggregate intrinsic value in the preceding table represents the total pretax intrinsic value, based on the weighted-average of the closing price as of December 31, 2015, of the Company's Class A common of \$21.89. The total intrinsic value of options exercised was \$2.6 million during the year ended December 31, 2015, \$18.7 million during the year ended December 31, 2014, and \$10.5 million during the year ended December 31, 2013.

A summary of the status of the number of shares underlying Company's non-vested stock options as of December 31, 2015, and changes during the year ended December 31, 2015, follows:

Non-vested Shares	Number of Shares	Weighted Average Grant Date Fair Value
Non-vested at January 1, 2015	2,038,064	\$ 11.48
Granted	484,838	11.27
Vested	(592,529)	8.63
Forfeited	<u>(10,500)</u>	13.57
Non-vested at December 31, 2015	<u>1,919,873</u>	\$ 12.30

The total fair value of vested options was \$5.1 million during the year ended December 31, 2015, \$3.3 million during the year ended December 31, 2014, and \$3.4 million during the year ended December 31, 2013. The weighted-average grant date fair value of options granted was \$11.27 per share during the year ended December 31, 2015, \$15.86 per share during the year ended December 31, 2014, and \$12.69 per share during the year ended December 31, 2013.

Stock Awards

The Company granted restricted stock units to its employees under the 2007 Incentive Plan and unrestricted stock awards to its non-employee directors under the Director Plan during the year ended December 31, 2015. The restricted stock units granted to employees vest in three equal installments on the first, second and third anniversary of the grant date and are forfeited in the event the recipient's employment or relationship with the Company is terminated prior to vesting. The fair value of the restricted stock units to the Company's employees is amortized to expense on a straight-line basis over the restricted stock's vesting period. The shares granted to non-employee directors are expensed on the grant date.

The following table presents a summary of the Company's non-vested restricted stock awards and non-vested restricted stock units outstanding at December 31, 2015:

Stock Awards and Units	Shares	Weighted Average Remaining Contractual Life (in Years)	Aggregate Intrinsic Value	Weighted Average Grant Date Fair Value
Outstanding Non-vested shares at January 1, 2015	402,350			\$ 24.53
Granted	285,950			24.75
Vested	(204,965)			24.35
Forfeited	—			
Outstanding Non-vested at December 31, 2015	483,335	8.6	\$10,580,203	\$ 24.73
Expected to vest after December 31, 2015	479,921	8.6	\$10,505,471	

The total fair value of the shares issued upon the vesting of stock awards during the year ended December 31, 2013 was \$5.0 million. The weighted-average grant date fair value of stock awards and units granted was \$24.75 per share during the year ended December 31, 2015, \$26.81 per share during the year ended December 31, 2014, and \$22.12 per share during the year ended December 31, 2013.

As of December 31, 2015, there was \$16.4 million of total unrecognized compensation cost related to unvested share-based compensation arrangements granted under the Incentive Plan and the 2007 Incentive Plan. That cost is expected to be recognized over a weighted-average period of 2.5 years.

Defined Contribution Plan

The Company has a defined contribution plan (the “Rush 401k Plan”), which is available to all Company employees and the employees of certain affiliates. Each employee who has completed 90 days of continuous service is entitled to enter the Rush 401k Plan on the first day of the following month. Participating employees may contribute from 1% to 50% of total gross compensation. However, certain highly compensated employees are limited to a maximum contribution of 15% of total gross compensation. Effective February 1, 2012, for the first 10% of an employee’s contribution, the Company contributed an amount equal to 20% of the employees’ contributions for those employees with less than five years of service and an amount equal to 40% of the employees’ contributions for those employees with more than five years of service. The Company incurred expenses related to the Rush 401k Plan of approximately \$6.2 million during the year ended December 31, 2015, \$5.2 million during the year ended December 31, 2014, and \$4.4 million during the year ended December 31, 2013.

Deferred Compensation Plan

On November 6, 2010 the Board of Directors of the Company adopted the Rush Enterprises, Inc. Deferred Compensation Plan (the “Deferred Compensation Plan”) pursuant to which selected employees and directors may elect to defer a portion of their annual compensation. The Deferred Compensation Plan also provides the Company with the discretion to make matching contributions to participants’ accounts. The Company established a rabbi trust to finance obligations under the Deferred Compensation Plan with corporate-owned variable life insurance contracts. Participants are 100% vested in their respective deferrals and the earnings thereon. The first deferral election period began on January 1, 2011. The Company’s liability related to the Deferred Compensation Plan was \$4.9 million on December 31, 2015 and \$3.0 million on December 31, 2014. The related cash surrender value of the life insurance contracts was \$4.8 million on December 31, 2015 and \$2.9 million on December 31, 2014.

The Company currently does not provide any post-retirement benefits nor does it provide any post-employment benefits.

12. EARNINGS PER SHARE:

Basic earnings per share (“EPS”) were computed by dividing income from continuing operations by the weighted average number of shares of common stock outstanding during the period. Diluted EPS differs from basic EPS due to the assumed conversions of potentially dilutive options and restricted shares that were outstanding during the period. The Company’s Class A Common Stock and Class B Common Stock have equal claims on earnings of the Company. The following is a reconciliation of the numerators and the denominators of the basic and diluted per share computations for income from continuing operations (in thousands, except per share amounts):

	<u>2015</u>	<u>2014</u>	<u>2013</u>
Numerator-			
Numerator for basic and diluted earnings per share -			
Net income available to common shareholders	<u>\$ 66,053</u>	<u>\$ 79,957</u>	<u>\$ 49,217</u>
Denominator-			
Denominator for basic earnings per share – weighted average shares	40,271	39,783	39,405
Effect of dilutive securities-			
Employee and director stock options and restricted share awards	<u>822</u>	<u>1,111</u>	<u>1,101</u>
Denominator for diluted earnings per share - adjusted weighted average shares and assumed conversions	<u>41,093</u>	<u>40,894</u>	<u>40,506</u>
Basic earnings per common share	<u>\$ 1.64</u>	<u>\$ 2.01</u>	<u>\$ 1.25</u>
Diluted earnings per common share and common share equivalents	<u>\$ 1.61</u>	<u>\$ 1.96</u>	<u>\$ 1.22</u>

Options to purchase shares of common stock that were outstanding for the years ended December 31, 2015, 2014 and 2013 that were not included in the computation of diluted earnings per share because the effect would have been anti-dilutive are as follows (in thousands):

	<u>2015</u>	<u>2014</u>	<u>2013</u>
Options	<u>1,186</u>	<u>482</u>	<u>928</u>
Total anti-dilutive securities	<u>1,186</u>	<u>482</u>	<u>928</u>

13. INCOME TAXES:

Provision for Income Taxes

The tax provisions are summarized as follows (in thousands):

	<u>Year Ended December 31,</u>		
	<u>2015</u>	<u>2014</u>	<u>2013</u>
Current provision-			
Federal	\$ 7,513	\$ 21,826	\$ 7,755
State	<u>2,592</u>	<u>3,531</u>	<u>2,008</u>
	<u>10,105</u>	<u>25,357</u>	<u>9,763</u>
Deferred provision-			
Federal	29,561	23,243	20,470
State	<u>2,084</u>	<u>1,986</u>	<u>1,611</u>
	<u>31,645</u>	<u>25,229</u>	<u>22,081</u>
Provision (benefit) for income taxes	<u>\$ 41,750</u>	<u>\$ 50,586</u>	<u>\$ 31,844</u>

A reconciliation of taxes based on the federal statutory rates and the provisions (benefits) for income taxes are summarized as follows (in thousands):

	Year Ended December 31,		
	2015	2014	2013
Income taxes at the federal statutory rate	\$ 37,733	\$ 45,691	\$ 28,371
State income taxes, net of federal benefit	3,053	3,398	2,259
Tax effect of permanent differences	959	1,069	802
Other, net	5	428	412
Provision for income taxes	<u>\$ 41,750</u>	<u>\$ 50,586</u>	<u>\$ 31,844</u>

The components of income taxes for other than continuing operations consisted of the following (in thousands):

	Year Ended December 31,		
	2015	2014	2013
Income tax expense (benefit) related to components of other comprehensive income:			
Change in fair value of cash flow swaps	\$ 92	\$ 308	\$ 338
Change in fair value of available-for-sale securities	7	166	—
Total	<u>\$ 99</u>	<u>\$ 474</u>	<u>\$ 338</u>
Paid in capital – stock based compensation	<u>\$ 337</u>	<u>\$ (5,207)</u>	<u>\$ (2,566)</u>

The following summarizes the components of net deferred income tax liabilities included in the balance sheet (in thousands):

	December 31,	
	2015	2014
Deferred income tax (assets) liabilities:		
Inventory	\$ (6,039)	\$ (6,786)
Accounts receivable	(187)	(304)
Capital lease obligations	(30,993)	(21,182)
Stock options	(10,719)	(8,820)
Accrued liabilities	(3,685)	(3,935)
State net operating loss carry forward	(1,570)	(1,436)
State tax credit	(382)	(354)
Other	(2,606)	(1,839)
Difference between book and tax basis- Depreciation and amortization	244,716	201,495
	<u>188,535</u>	<u>156,839</u>
Valuation allowance	452	409
Net deferred income tax liability	<u>\$ 188,987</u>	<u>\$ 157,248</u>

In 2015, the FASB issued ASU 2015-17, which requires all deferred tax assets and liabilities, as well as related valuation allowances, to be classified as non-current rather than as current and non-current based on the classification of the related assets and liabilities. The Company retrospectively adopted the provisions of ASU 2015-17 in the fourth quarter of 2015. Accordingly, \$18.4 million of deferred taxes have been reclassified from deferred tax assets to other deferred income tax liability in the accompanying consolidated balance sheet as of December 31, 2014.

At December 31, 2015, the Company had approximately \$39.0 million in state net operating loss carry forwards that expire from 2015 through 2035. The Company has a valuation allowance of \$452,000 associated with U.S. state net operating losses. The valuation allowance increased by \$43,000 due to uncertainty regarding the ability to utilize the losses.

The Company had unrecognized income tax benefits totaling \$2.3 million as a component of accrued liabilities at December 31, 2015, and \$2.1 million at December 31, 2014, the total of which, if recognized, would impact the Company's effective tax rate. An unfavorable settlement would require a charge to income tax expense and a favorable resolution would be recognized as a reduction to income tax expense. The Company recognizes interest accrued related to unrecognized tax

benefits in income tax expense. During the years ended December 31, 2015, 2014 and 2013, the Company recognized approximately \$11,600, \$17,500, and \$32,000 in interest. No amounts were accrued for penalties. The Company had approximately \$110,100, \$98,500 and \$81,000 for the payment of interest accrued at December 31, 2015, 2014 and 2013, respectively.

The Company does not anticipate a significant change in the amount of unrecognized tax benefits in the next 12 months. As of December 31, 2015, the tax years ended December 31, 2012 through 2015 remained subject to audit by federal tax authorities and the tax years ended December 31, 2011 through 2015, remained subject to audit by state tax authorities.

A reconciliation of the change in the unrecognized tax benefits is as follows (in thousands):

	2015	2014	2013
Unrecognized tax benefits at beginning of period	\$ 2,087	\$ 1,545	\$ 1,409
Gross increases – tax positions in current year	692	815	466
Gross increases – tax positions in a prior year	–	–	–
Reductions due to lapse of statute of limitations	(447)	(273)	(330)
Unrecognized tax benefits at end of period	\$ 2,332	\$ 2,087	\$ 1,545

14. COMMITMENTS AND CONTINGENCIES:

From time to time, the Company is involved in litigation arising out of its operations in the ordinary course of business. The Company maintains liability insurance, including product liability coverage, in amounts deemed adequate by management. To date, aggregate costs to the Company for claims, including product liability actions, have not been material. However, an uninsured or partially insured claim, or claim for which indemnification is not available, could have a material adverse effect on the Company’s financial condition or results of operations. The Company believes that there are no claims or litigation pending, the outcome of which could have a material adverse effect on its financial position or results of operations. However, due to the inherent uncertainty of litigation, there can be no assurance that the resolution of any particular claim or proceeding would not have a material adverse effect on the Company’s financial condition or results of operations for the fiscal period in which such resolution occurred.

The Company has purchase obligations of approximately \$12.7 million at December 31, 2015 related to the Company’s construction contracts for facilities in Odessa, Texas, Denver, Colorado, Twin Falls, Idaho, Champaign, Illinois, Asheville, North Carolina and Olathe, Kansas and real estate purchase agreements for Farmington, New Mexico and Tifton, Georgia. The Company also has contractual obligations of \$17.6 million with IBM for integration and management services related to the SAP enterprise software and dealership management system implementation and SAP America, Inc. with respect to the Software License Agreement for the SAP enterprise software and dealership management system.

15. ACQUISITIONS:

All of the following acquisitions, unless otherwise noted, were considered business combinations accounted for under ASC 805 “Business Combinations.” Pro forma information is not included in accordance with ASC 805 since no acquisitions were considered material individually or in the aggregate.

As the value of certain assets and liabilities acquired in 2015 are preliminary in nature, they are subject to adjustment as additional information is obtained about the facts and circumstances that existed at the acquisition date. The property and equipment, inventory and valuation of intangibles is subject to change during the purchase price allocation period.

On September 28, 2015, in connection with the divestiture of the Company’s Peterbilt dealership in Charlotte, North Carolina, the Company acquired certain assets of Peterbilt of Las Vegas, Inc., which operated a commercial vehicle dealership in Las Vegas, Nevada. This location is operating as a Rush Truck Center and is a full-service Peterbilt dealership. The acquisition also included a PacLease commercial vehicle rental and leasing business. The dealership swap was a like-kind exchange for tax purposes and enabled the Company to be consistent with its strategy of not having dealerships representing multiple Class 8 manufacturers in the same market as the Company continues to operate a facility representing International, Hino and Isuzu trucks in Charlotte. The sale price for the assets in Charlotte, North Carolina was approximately \$6.4 million, which was offset by floor plan and accounts payable of \$5.9 million.

The purchase price for the assets in Las Vegas, Nevada was approximately \$3.4 million, which was paid in cash. The operations of Peterbilt of Las Vegas, Inc. are included in the accompanying consolidated financial statements from the date of the acquisition. The preliminary purchase price was allocated based on the fair values of the assets at the date of acquisition as follows (in thousands):

Property, equipment and capital lease assets	\$ 17,241
Inventory	3,662
Prepaid expenses	295
Other	37
Accrued expenses	(960)
Capital lease obligations	<u>(16,925)</u>
Total	<u>\$ 3,350</u>

On July 27, 2015, the Company acquired certain assets of Dallas Truck Center, Inc., which included real estate and used truck inventory, in Dallas, Texas. This location is operating as Rig Tough Used Trucks, Dallas. The transaction was valued at approximately \$3.3 million, with the purchase price paid in cash.

Property	\$ 2,308
Inventory	<u>949</u>
Total	<u>\$ 3,257</u>

On May 4, 2015, the Company acquired certain assets of Yancey Truck Centers, LLC, which operated commercial vehicle dealerships in Albany, Blackshear, Tifton, Valdosta, Augusta, Columbus and Macon, Georgia. These locations are operating as Rush Truck Centers and offer commercial vehicle sales, parts and service for International trucks. The acquisition also included an Idealease commercial vehicle rental and leasing business.

The purchase price for the assets, goodwill, franchise rights and dealership properties was approximately \$30.1 million, which was paid in cash. The operations of Yancey Truck Centers, LLC are included in the accompanying consolidated financial statements from the date of the acquisition. The preliminary purchase price was allocated based on the fair values of the assets at the date of acquisition as follows (in thousands):

Goodwill	\$ 11,670
Property and equipment	11,316
Inventory	7,206
Other	85
Accrued expenses	<u>(220)</u>
Total	<u>\$ 30,057</u>

All of the goodwill acquired in the Yancey Truck Centers, LLC acquisition will be amortized over 15 years for tax purposes.

On February 9, 2015, the Company acquired certain assets of Effingham Truck Sales, Inc. The acquisition included International commercial truck dealerships and an Idealease commercial vehicle rental and leasing business in Effingham and Mount Vernon, Illinois.

The purchase price for the assets, membership interests, goodwill, and dealership properties was approximately \$25.3 million, which was paid in cash. The operations of Effingham Truck Sales, Inc. are included in the accompanying consolidated financial statements from the date of the acquisition. The preliminary purchase price was allocated based on the fair values of the assets at the date of acquisition as follows (in thousands):

Goodwill	\$ 8,190
Franchise rights	969
Inventory	7,622
Property and equipment	7,090
Accounts receivable	1,306
Prepaid expenses	80
Other	<u>4</u>
Total	<u>\$ 25,261</u>

All of the goodwill acquired in the Effingham Truck Sales, Inc. acquisition will be amortized over 15 years for tax purposes.

On December 8, 2014, the Company acquired certain assets of North Florida Truck Parts, Inc. which included a commercial parts and service facility in Lake City, Florida. The Lake City location is operating as a full-service Rush Truck Center and offers commercial vehicles manufactured by Peterbilt. The transaction was valued at approximately \$4.2 million, with the purchase price paid in cash. The purchase price was allocated based on the fair values of the assets at the date of acquisition as follows (in thousands):

Goodwill	\$ 1,048
Property and equipment, including real estate	3,041
Inventory	50
Accounts receivable	<u>20</u>
Total	<u>\$ 4,159</u>

All of the goodwill acquired in the North Florida Truck Parts, Inc. acquisition will be amortized over 15 years for tax purposes.

On November 3, 2014, the Company acquired certain assets of House of Trucks, Inc. which included used commercial vehicle facilities in Willowbrook and Wilmington, Illinois. The transaction, including real estate, was valued at approximately \$6.9 million, with the purchase price paid in cash. The purchase price was allocated based on the fair values of the assets at the date of acquisition as follows (in thousands):

Goodwill	\$ 1,968
Inventory	2,512
Property and equipment, including real estate	2,416
Prepaid expenses	6
Accrued expenses	<u>(28)</u>
Total	<u>\$ 6,874</u>

All of the goodwill acquired in the House of Trucks, Inc. acquisition will be amortized over 15 years for tax purposes.

On July 1, 2014, the Company acquired certain assets of Truck Parts Depot, Inc. which included a commercial parts and service facility in Gainesville, Georgia. The Gainesville location is operating as a full-service Rush Truck Center and offers commercial vehicles manufactured by International. The transaction was valued at approximately \$500,000, with the purchase price paid in cash.

On June 25, 2014, a joint venture was established to further expand the Company's used commercial vehicle sales network. As a result, the Company owns 50% of CCTTS, which has locations in multiple locations in California that sell used trucks. In connection with the formation of this joint venture, the Company contributed \$2.2 million. CCTTS is accounted for using the equity method of accounting in accordance with ASC 323, "Investments-Equity Method and Joint Venture," and is recorded on the Consolidated Balance Sheet in Other Assets.

On January 13, 2014, the Company acquired certain assets of CIT, Inc., which did business as Chicago International Trucks, McGrenho L.L.C., which did business as Indy Truck Sales, and Indiana Mack Leasing, LLC; and the membership interests of Idealease of Chicago, LLC. The acquisition included International commercial truck dealerships and Idealease

commercial vehicle rental and leasing businesses in Carol Stream, Chicago, Grayslake, Huntley, Joliet, Kankakee and Ottawa, Illinois, and Brazil, Gary and Indianapolis, Indiana.

The purchase price for the assets, membership interests, goodwill, franchise rights and dealership properties was approximately \$146.6 million, which was paid in cash and 83,091 shares of the Company's Class B Common Stock with a total value of \$2.0 million on the date of acquisition. The operations of CIT, Inc. are included in the accompanying consolidated financial statements from the date of the acquisition. The purchase price was allocated based on the fair values of the assets at the date of acquisition as follows (in thousands):

Property and equipment	\$ 60,066
Goodwill	46,384
Franchise rights	2,442
Inventory	31,048
Accounts receivable	7,175
Prepaid expenses	750
Other	23
Accrued expenses	<u>(1,325)</u>
Total	<u>\$ 146,563</u>

All of the goodwill acquired in the CIT, Inc. acquisition will be amortized over 15 years for tax purposes.

16. ACCUMULATED OTHER COMPREHENSIVE INCOME:

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

	Cash Flow Swaps	Available for Sale Securities	Total
Balance as of December 31, 2013	\$ (624)	\$ (578)	\$ (1,202)
Changes in fair value	789	427	1,216
Income tax expense	<u>(308)</u>	<u>(166)</u>	<u>(474)</u>
Balance as of December 31, 2014	\$ (143)	\$ (317)	\$ (460)
Changes in fair value	235	19	254
Income tax expense	<u>(92)</u>	<u>(7)</u>	<u>(99)</u>
Balance as of December 31, 2015	<u>\$ -</u>	<u>\$ (305)</u>	<u>\$ (305)</u>

The following table shows the amount of loss reclassified from accumulated other comprehensive loss into earnings (in thousands):

	Year Ended		
	December 31, 2015	December 31, 2014	December 31, 2013
Losses on cash flow swaps to:			
Interest expense	\$ (55)	\$ (196)	\$ (290)
Income tax benefit	<u>21</u>	<u>76</u>	<u>113</u>
Total reclassifications	<u>\$ (34)</u>	<u>\$ (120)</u>	<u>\$ (177)</u>

17. UNAUDITED QUARTERLY FINANCIAL DATA:
(In thousands, except per share amounts.)

	<u>First Quarter</u>	<u>Second Quarter</u>	<u>Third Quarter</u>	<u>Fourth Quarter</u>
2015				
Revenues	\$ 1,193,535	\$ 917,878	\$ 1,294,076	\$ 1,161,819
Gross profit	193,622	207,633	208,008	175,684
Operating income	30,329	35,560	36,030	19,357
Income before income taxes	27,388	31,962	32,462	15,991
Net income	\$ 16,781	\$ 19,576	\$ 19,883	\$ 9,813
Earnings per share:				
Basic	\$ 0.42	\$ 0.49	\$ 0.49	\$ 0.24
Diluted	\$ 0.42	\$ 0.48	\$ 0.48	\$ 0.24
2014				
Revenues	\$ 958,667	\$ 1,182,461	\$ 1,241,022	\$ 1,345,206
Gross profit	165,925	193,349	198,739	198,033
Operating income	22,746	34,932	41,018	43,045
Income before income taxes	19,615	32,389	38,329	40,210
Net income	\$ 12,014	\$ 19,838	\$ 23,478	\$ 24,627
Earnings per share:				
Basic	\$ 0.31	\$ 0.50	\$ 0.59	\$ 0.62
Diluted	\$ 0.30	\$ 0.49	\$ 0.57	\$ 0.60

18. SEGMENTS:

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

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

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

The Company accounts for intersegment sales and transfers as if the sales or transfers were to third parties, that is, at current market prices. There were no material intersegment sales during the years ended December 31, 2015, 2014 or 2013.

The following table contains summarized information about reportable segment revenue, segment income or loss from continuing operations and segment assets for the periods ended December 31, 2015, 2014 and 2013 (in thousands):

	Truck Segment	All Other	Totals
2015			
Revenues from external customers	\$ 4,964,642	\$ 15,091	\$ 4,979,733
Interest income	490	–	490
Interest expense	13,814	149	13,963
Depreciation and amortization	43,355	504	43,859
Segment income (loss) from continuing operations before taxes	109,583	(1,780)	107,803
Segment assets	2,818,255	33,753	2,852,008
Goodwill	282,481	2,560	285,041
Expenditures for segment assets	367,482	308	367,790
2014			
Revenues from external customers	\$ 4,708,978	\$ 18,378	\$ 4,727,356
Interest income	239	–	239
Interest expense	11,278	159	11,437
Depreciation and amortization	40,283	503	40,786
Segment income (loss) from continuing operations before taxes	131,035	(492)	130,543
Segment assets	2,646,018	29,857	2,675,875
Goodwill	262,585	2,560	265,145
Expenditures for segment assets	262,613	510	263,123
2013			
Revenues from external customers	\$ 3,365,900	\$ 18,805	\$ 3,384,705
Interest income	41	–	41
Interest expense	10,559	175	10,734
Depreciation and amortization	29,403	522	29,925
Segment income (loss) from continuing operations before taxes	81,856	(795)	81,061
Segment assets	2,123,731	27,790	2,151,521
Goodwill	212,904	2,560	215,464
Expenditures for segment assets	191,016	568	191,584

19. **ASSET IMPAIRMENT:**

During the fourth quarter of 2014, the Company initiated a plan to sell its corporate aircraft and met all of the initial criteria of ASC 360, “Property, Plant and Equipment” to classify the corporate asset as an asset held for sale. It was determined that the carrying value of the corporate aircraft was no longer recoverable, and the Company recognized a \$3.4 million in pre-tax non-cash asset impairment charge during the twelve months ended December 31, 2014. As a result, the Company adjusted the carrying value of its corporate aircraft to its estimated fair market value less costs to sell in accordance with ASC 820, “Fair Value Measurement.” The impairment loss is included in depreciation and amortization expense as of December 31, 2014, on the Consolidated Statements of Income. At December 31, 2014, the corporate aircraft is presented on the Consolidated Balance Sheets as a current asset in asset held for sale and the related debt is presented in current liabilities in liabilities directly associated with asset held for sale. Depreciation was not recorded on the corporate aircraft during the period in which it was classified as held for sale. The asset was reported under the Truck Segment. The corporate aircraft was sold in connection with the purchase of a replacement aircraft in 2015 and no additional loss was incurred.

20. **RELATED PARTY TRANSACTIONS:**

During the year ended December 31, 2014, the Company entered into a loan agreement with CCTTS, a related party, that provides for advances up to \$16.0 million to finance commercial vehicle inventory. Borrowings under this loan agreement bear interest at the three month LIBOR rate plus 4.0% and the interest is payable monthly. Amounts advanced under the loan agreement are due when the related commercial vehicle inventory is sold by the related party. On December 31, 2015, the Company had a \$10.6 million receivable under the loan agreement.

Item 9. Changes in and Disagreements with Accountants on Accounting and Financial Disclosure

None.

Item 9A. Controls and Procedures

Evaluation of Disclosure Controls and Procedures

In accordance with Exchange Act Rules 13a-15 and 15d-15, the Company carried out an evaluation, under the supervision and with the participation of management, including its Chief Executive Officer and Chief Financial Officer, of the effectiveness of its disclosure controls and procedures as of the end of the period covered by this report. Based on that evaluation, the Company's Chief Executive Officer and Chief Financial Officer concluded that its disclosure controls and procedures were effective as of December 31, 2015, to ensure that information required to be disclosed in its reports filed or submitted under the Exchange Act is (1) recorded, processed, summarized and reported within the time periods specified in the Securities and Exchange Commission's rules and forms and (2) accumulated and communicated to the Company's management, including its Chief Executive Officer and Chief Financial Officer, as appropriate to allow timely decisions regarding required disclosure.

Changes in Internal Control Over Financial Reporting

There were no changes in the Company's internal control over financial reporting during the quarter ended December 31, 2015 that have materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting.

Management's Annual Report on Internal Control over Financial Reporting

The Company's management is responsible for establishing and maintaining adequate internal control over financial reporting for the Company. The Company's internal control over financial reporting is a process designed under the supervision of the Company's President and Chief Executive Officer and Chief Financial Officer to provide reasonable assurance regarding the reliability of financial reporting and the preparation of the Company's financial statements for external purposes in accordance with generally accepted accounting principles.

As of December 31, 2015, management assessed the effectiveness of the Company's internal control over financial reporting based on the criteria for effective internal control over financial reporting established in "Internal Control – Integrated Framework," issued by the Committee of Sponsoring Organizations (COSO) of the Treadway Commission (2013 Framework). Based on the assessment, management determined that the Company maintained effective internal control over financial reporting as of December 31, 2015, based on those criteria.

Ernst & Young LLP, the independent registered public accounting firm that audited the consolidated financial statements of the Company included in this annual report on Form 10-K, has issued an attestation report on the effectiveness of the Company's internal control over financial reporting as of December 31, 2015. The report, which expresses an unqualified opinion on the effectiveness of the Company's internal control over financial reporting as of December 31, 2015, is included in this Item 9A under the heading "Attestation Report of Independent Registered Public Accounting Firm."

Report of Independent Registered Public Accounting Firm

To the Board of Directors and Shareholders of Rush Enterprises, Inc.

We have audited Rush Enterprises, Inc. and subsidiaries' internal control over financial reporting as of December 31, 2015, based on criteria established in Internal Control – Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (2013 Framework) (the COSO criteria). Rush Enterprises, Inc. and subsidiaries' management is responsible for maintaining effective internal control over financial reporting, and for its assessment of the effectiveness of internal control over financial reporting included in the accompanying Management's Annual Report on Internal Control over Financial Reporting. Our responsibility is to express an opinion on the company's internal control over financial reporting based on our audit.

We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, testing and evaluating the design and operating effectiveness of internal control based on the assessed risk, and performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

In our opinion, Rush Enterprises, Inc. and subsidiaries maintained, in all material respects, effective internal control over financial reporting as of December 31, 2015, based on the COSO criteria.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the consolidated balance sheets of Rush Enterprises, Inc. and subsidiaries as of December 31, 2015, and 2014, and the related consolidated statements of income, comprehensive income, shareholders' equity, and cash flows for each of the three years in the period ended December 31, 2015, of Rush Enterprises, Inc. and subsidiaries and our report dated February 29, 2016 expressed an unqualified opinion thereon.

/s/ Ernst & Young LLP

San Antonio, Texas
February 29, 2016

Item 9B. Other Information

None.

PART III

Item 10. Directors, Executive Officers and Corporate Governance

The information called for by Item 10 of Form 10-K is incorporated herein by reference to such information included in the Company's Proxy Statement for the 2016 Annual Meeting of Shareholders.

Code of Ethics

We maintain a code of ethics applicable to our principal executive officer, principal financial officer, principal accounting officer or controller, and other persons performing similar functions. To view this code of ethics free of charge, please visit our website at www.rushenterprises.com (This website address is not intended to function as a hyperlink, and the information contained in our website is not incorporated in to this report or otherwise made part of this report). We intend to satisfy the disclosure requirements under Item 5.05 of Form 8-K regarding an amendment to, or waiver from, a provision of this code of ethics, if any, by posting such information on our website set forth above.

Item 11. Executive Compensation

The information called for by Item 11 of Form 10-K is incorporated herein by reference to such information included in the Company's Proxy Statement for the 2016 Annual Meeting of Shareholders.

Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Shareholder Matters

The information called for by Item 12 of Form 10-K, other than the equity compensation plan information set forth below, is incorporated herein by reference to such information included in the Company's Proxy Statement for the 2016 Annual Meeting of Shareholders.

Equity Compensation Plan Information

The Equity Compensation Plan Information Table provides information as of December 31, 2015, with respect to shares of Class A and Class B Common Stock that may be issued under our existing equity compensation plans, including the Rush Enterprises, Inc. 2006 Non-Employee Director Stock Plan, the Rush Enterprises, Inc. 2007 Long-Term Incentive Plan, The Rush Enterprises, Inc. Long-Term Incentive Plan, as amended (adopted by the Company's shareholders in May 1996), and the Rush Enterprises, Inc. 1997 Non-Employee Director Stock Option Plan, as amended.

Class A Common Stock:

Plan Category	Number of securities to be issued upon exercise of outstanding options, warrants and rights as of December 31, 2015 (a)	Weighted-average exercise price of outstanding options, warrants and rights as of December 31, 2015 (b)	Number of securities remaining available for future issuance under equity compensation plans as of December 31, 2015 (excluding securities reflected in column (a)) (c)
Equity compensation plans approved by security holders	3,492,145	\$20.84	1,527,701
Equity compensation plans not approved by security holders	—	—	—
Total	3,492,145	—	1,527,701⁽¹⁾

- (1) Includes 1,527,701 shares that may be issued in the form of restricted stock under the Rush Enterprises, Inc. 2006 Non-Employee Director Stock Plan and the Rush Enterprises, Inc. 2007 Long-Term Incentive Plan.

Class B Common Stock:

Plan Category	Number of securities to be issued upon exercise of outstanding options, warrants and rights as of December 31, 2015 (a)	Weighted-average exercise price of outstanding options, warrants and rights as of December 31, 2015 (b)	Number of securities remaining available for future issuance under equity compensation plans as of December 31, 2015 (excluding securities reflected in column (a)) (c)
Equity compensation plans approved by security holders	466,305	\$0	769,770
Equity compensation plans not approved by security holders	–	–	–
Total	466,305	–	769,770 ⁽¹⁾

- (1) Includes 769,770 shares that may be issued in the form of restricted stock under the Rush Enterprises, Inc. 2007 Long-Term Incentive Plan.

Item 13. Certain Relationships and Related Transactions, and Director Independence

The information called for by Item 13 of Form 10-K is incorporated herein by reference to such information included in the Company's Proxy Statement for the 2016 Annual Meeting of Shareholders.

Item 14. Principal Accountant Fees and Services

The information called for by Item 14 of Form 10-K is incorporated herein by reference to such information included in the Company's Proxy Statement for the 2016 Annual Meeting of Shareholders.

PART IV

Item 15. Exhibits, Financial Statement Schedules

(a)(1) Financial Statements

Included in Item 8 of Part II of this annual report on Form 10-K are the following:

Report of Independent Registered Public Accounting Firm;
Consolidated Balance Sheets as of December 31, 2015, and 2014;
Consolidated Statements of Income for the years ended December 31, 2015, 2014, and 2013;
Consolidated Statements of Comprehensive Income for the years ended December 31, 2015, 2014, and 2013;
Consolidated Statements of Shareholders' Equity for the years ended December 31, 2015, 2014, and 2013;
Consolidated Statements of Cash Flows for the years ended December 31, 2015, 2014, and 2013; and
Notes to Consolidated Financial Statements.

(a)(2) Financial Statement Schedules

These schedules are omitted as the required information is inapplicable or the information is presented in the consolidated financial statements or related notes.

(a)(3) Exhibits

Index to Exhibits:

<u>Exhibit No.</u>	<u>Identification of Exhibit</u>
3.1	Restated Articles of Incorporation of Rush Enterprises, Inc. (incorporated herein by reference to Exhibit 3.1 of the Company's Quarterly Report on Form 10-Q (File No. 000-20797) for the quarter ended June 30, 2008)
3.2	Rush Enterprises, Inc. Amended and Restated Bylaws (incorporated herein by reference to Exhibit 3.1 of the Company's Current Report on Form 8-K (File No. 000-20797) filed May 21, 2013)
4.1	Specimen of certificate representing Common Stock (now Class B Common Stock), \$.01 par value, of Rush Enterprises, Inc. (incorporated herein by reference to Exhibit 4.1 of the Company's Registration Statement No. 333-03346 on Form S-1 filed April 10, 1996)
4.2	Specimen of certificate representing Class A Common Stock, \$.01 par value, of the Registrant (incorporated herein by reference to Exhibit 4.1 of the Company's Registration Statement on Form 8-A filed July 9, 2002)
10.1	Right of First Refusal dated December 19, 2012 between Peterbilt Motors Company and W. Marvin Rush (incorporated herein by reference to Exhibit 10.2 of the Company's Current Report on Form 8-K (File No. 000-20797) filed December 20, 2012)
10.2	Right of First Refusal dated December 19, 2012 between Peterbilt Motors Company and W.M. "Rusty" Rush (incorporated herein by reference to Exhibit 10. of the Company's Current Report on Form 8-K (File No. 000-20797) filed December 20, 2012)
10.3+	Rush Enterprises, Inc. Long-Term Incentive Plan, as amended (incorporated herein by reference to Exhibit 4.1 of the Company's Registration Statement No. 333-117305 on Form S-8 filed July 12, 2004)
10.4+	Form of Rush Enterprises, Inc. Long-Term Incentive Plan Stock Option Agreement (incorporated herein by reference to Exhibit 10.85 of the Company's Registration Statement No. 333-03346 on Form S-1 filed April 10, 1996)

- 10.5+ Rush Enterprises, Inc. Amended and Restated 1997 Non-Employee Director Stock Option Plan, as amended (incorporated herein by reference to Exhibit 10.1 of the Company's Quarterly Report on Form 10-Q (File No. 000-20797) for the quarter ended December 31, 2010)
- 10.6+ Form of Rush Enterprises, Inc. 1997 Non-Employee Director Stock Option Agreement (incorporated herein by reference to Exhibit 4.4 of the Company's Registration Statement No. 333-117305 on Form S-8 filed July 12, 2004)
- 10.7+ Rush Enterprises, Inc. 2004 Employee Stock Purchase Plan, as amended (incorporated herein by reference to Exhibit 4.1 of the Company's Registration Statement No. 333-121355 on Form S-8 filed December 17, 2004)
- 10.8+ Rush Enterprises, Inc. Amended and Restated 2006 Non-Employee Director Stock Plan (incorporated herein by reference to Exhibit 10.10 of the Company's Form 10-K (File No. 000-20797) for the year ended December 31, 2010)
- 10.9+ Form of Rush Enterprises, Inc. 2006 Non-Employee Director Stock Option Agreement (incorporated herein by reference to Exhibit 4.4 of the Company's Registration Statement No. 333-138556 on Form S-8 filed November 9, 2006)
- 10.10+ Form of Rush Enterprises, Inc. 2006 Non-Employee Director Stock Plan Restricted Stock Unit Award Agreement (incorporated herein by reference to Exhibit 10.1 of the Company's Form 10-Q (File No. 000-20797) for the quarter ended June 30, 2012)
- 10.11+ Rush Enterprises, Inc. Amended and Restated 2007 Long-Term Incentive Plan (incorporated herein by reference to Exhibit 10.1 of the Company's Current Report on Form 8-K (File No. 000-20797) filed July 24, 2014)
- 10.12+ Form of Rush Enterprises Inc. 2007 Long-Term Incentive Plan Restricted Stock Agreement (incorporated herein by reference to Exhibit 10.13 of the Company's Form 10-K (File No. 000-20797) for the year ended December 31, 2008)
- 10.13+ Form of Rush Enterprises, Inc. 2007 Long-Term Incentive Plan Restricted Stock Unit Agreement (incorporated herein by reference to Exhibit 10.1 of the Company's Current Report on Form 8-K (File No. 000-20797) filed March 14, 2012)
- 10.14+ Form of Rush Enterprises, Inc. 2007 Long-Term Incentive Plan Stock Option Agreement (incorporated herein by reference to Exhibit 4.4 of the Company's Form S-8 (File No. 333-144821) filed July 24, 2007)
- 10.15 Form of dealer agreement between Peterbilt Motors Company and Rush Truck Centers (incorporated herein by reference to Exhibit 10.18 of the Company's Form 10-K (File No. 000-20797) for the year ended December 31, 1999)
- 10.16 Amended and Restated Amendment to Dealer Sales and Service Agreements, dated December 19, 2012, by and among Peterbilt Motors Company, a division of PACCAR, Inc., Rush Enterprises, Inc. and the subsidiaries of Rush Enterprises, Inc. named a party therein (incorporated herein by reference to Exhibit 10.1 of the Company's Form 8-K (File No. 000-20797) filed December 20, 2012)
- 10.17 Guaranty Agreement, dated December 31, 2010, by Rush Enterprises, Inc. and each other Guarantor party thereto in favor of General Electric Capital Corporation. (incorporated herein by reference to Exhibit 10.2 of the Company's Current Report on Form 8-K (File No. 000-20797) filed January 6, 2011)

- 10.18 Amended and Restated Credit Agreement, dated January 31, 2012, among Rush Truck Centers of Alabama, Inc., Rush Truck Centers of Arizona, Inc., Rush Truck Centers of California, Inc., Rush Medium Duty Truck Centers of Colorado, Inc., Rush Truck Centers of Colorado, Inc., Rush Truck Centers of Florida, Inc., Rush Truck Centers of Georgia, Inc., Rush Truck Centers of New Mexico, Inc., Rush Truck Centers of Oklahoma, Inc., Rush Truck Centers of Tennessee, Inc., Rush Truck Centers of North Carolina, Inc., Rush Truck Centers of Idaho, Inc., Rush Truck Centers of Utah, Inc., and Rush Truck Centers of Oregon, Inc., Rush Truck Centers of Texas, L.P., Rush Enterprises, Inc., the Lenders party thereto, and General Electric Capital Corporation (incorporated herein by reference to Exhibit 10.1 of the Company's Current Report on Form 8-K (File No. 000-20797) filed February 2, 2012)
- 10.19 First Amendment to Credit Agreement, dated March 29, 2012, by and among Rush Truck Centers of Alabama, Inc., Rush Truck Centers of Arizona, Inc., Rush Truck Centers of California, Inc., Rush Medium Duty Truck Centers of Colorado, Inc., Rush Truck Centers of Colorado, Inc., Rush Truck Centers of Florida, Inc., Rush Truck Centers of Georgia, Inc., Rush Truck Centers of New Mexico, Inc., Rush Truck Centers of Oklahoma, Inc., Rush Truck Centers of Tennessee, Inc., Rush Truck Centers of North Carolina, Inc., Rush Truck Centers of Idaho, Inc., Rush Truck Centers of Utah, Inc., and Rush Truck Centers of Oregon, Inc., Rush Truck Centers of Texas, L.P., Rush Enterprises, Inc., the Lenders party thereto, and General Electric Capital Corporation (incorporated herein by reference to Exhibit 10.3 of the Company's Form 10-Q (File No. 000-20797) for the quarter ended March 31, 2012)
- 10.20 Second Amendment to Credit Agreement, dated December 31, 2012, among Rush Truck Centers of Alabama, Inc., Rush Truck Centers of Arizona, Inc., Rush Truck Centers of California, Inc., Rush Medium Duty Truck Centers of Colorado, Inc., Rush Truck Centers of Colorado, Inc., Rush Truck Centers of Florida, Inc., Rush Truck Centers of Georgia, Inc., Rush Truck Centers of New Mexico, Inc., Rush Truck Centers of Oklahoma, Inc., Rush Truck Centers of Tennessee, Inc., Rush Truck Centers of North Carolina, Inc., Rush Truck Centers of Idaho, Inc., Rush Truck Centers of Utah, Inc., and Rush Truck Centers of Oregon, Inc., Rush Truck Centers of Texas, L.P., Rush Truck Centers of Ohio, Inc., Rush Enterprises, Inc., the Lenders party thereto, and General Electric Capital Corporation (incorporated herein by reference to Exhibit 10.1 of the Company's Current Report on Form 8-K (File No. 000-20797) filed January 3, 2013)
- 10.21 Third Amendment to Credit Agreement, dated July 11, 2013, among Rush Truck Centers of Alabama, Inc., Rush Truck Centers of Arizona, Inc., Rush Truck Centers of California, Inc., Rush Medium Duty Truck Centers of Colorado, Inc., Rush Truck Centers of Colorado, Inc., Rush Truck Centers of Florida, Inc., Rush Truck Centers of Georgia, Inc., Rush Truck Centers of New Mexico, Inc., Rush Truck Centers of Oklahoma, Inc., Rush Truck Centers of Tennessee, Inc., Rush Truck Centers of North Carolina, Inc., Rush Truck Centers of Idaho, Inc., Rush Truck Centers of Utah, Inc., Rush Truck Centers of Oregon, Inc., Rush Truck Centers of Ohio, Inc., Rush Truck Centers of Kansas, Inc., Rush Truck Centers of Missouri, Inc., Rush Truck Centers of Texas, L.P., Rush Enterprises, Inc., the Lenders party thereto, and GE Capital Commercial Inc. (incorporated herein by reference to Exhibit 10.1 of the Company's Current Report on Form 8-K (File No. 000-20797) filed July 16, 2013)
- 10.22 Fourth Amendment to Credit Agreement, dated as of June 30, 2015 by and among the Company, the Lenders signatory thereto and GE Capital Commercial Inc., as Administrative Agent for the Lenders (incorporated herein by reference to Exhibit 10.01 on the Company's Current Report on Form 8-K (File No. 000-20797 filed July 7, 2015)
- 10.23 Second Amended and Restated Credit Agreement, dated as of September 15, 2015 by and among the Company, the Lenders signatory thereto and GE Capital Commercial Inc., as Administrative Agent for the Lenders (incorporated herein by reference to Exhibit 10.1 on the Company's Current Report on Form 8-K (File No. 000-20797) filed September 21, 2015)
- 10.24* Letter from BMO Harris Bank N.A. to Company dated December 4, 2015 Providing Notice of Account Information and Address Changes
- 10.25+ Rush Enterprises, Inc. Deferred Compensation Plan (incorporated herein by reference to Exhibit 10.1 of the Company's Current Report on Form 8-K (File No. 000-20797) filed November 12, 2010)

10.26+	Form of Indemnity Agreement (incorporated herein by reference to Exhibit 10.1 of the Company's Current Report on Form 8-K (File No. 000-20797) filed January 7, 2015)
10.27+	Rush Enterprises, Inc. Executive Transition Plan (incorporated herein by reference to Exhibit 10.1 of the Company's Current Report on Form 8-K (File No. 000-20797) filed July 25, 2008)
10.28+	Retirement and Transition Agreement, dated May 20, 2013, by and between the Company and W. Marvin Rush (incorporated herein by reference to Exhibit 10.1 of the Company's Current Report on Form 8-K (File No. 000-20797) filed May 21, 2013)
21.1*	Subsidiaries of the Company
23.1*	Consent of Ernst & Young LLP
31.1*	Certification of President and Chief Executive Officer pursuant to Rules 13a-14(a) and 15d-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
31.2*	Certification of Vice President and Chief Financial Officer pursuant to Rules 13a-14(a) and 15d-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
32.1++	Certification Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
32.2++	Certification Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
101.INS*	XBRL Instance Document.
101.SCH*	XBRL Taxonomy Extension Schema Document.
101.CAL*	XBRL Taxonomy Extension Calculation Linkbase Document.
101.DEF*	XBRL Taxonomy Extension Definition Linkbase Document.
101.LAB*	XBRL Taxonomy Extension Label Linkbase Document
101.PRE*	XBRL Taxonomy Extension Presentation Linkbase Document

* Filed herewith.

+ Management contract or compensatory plan or arrangement.

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

CORPORATE AND SHAREHOLDER INFORMATION

RUSH ENTERPRISES, INC. AND SUBSIDIARIES



BOARD OF DIRECTORS

W. M. "Rusty" Rush
Chairman of the Board,
Chief Executive Officer
and President

W. Marvin Rush
Chairman Emeritus
and Founder

Thomas A. Akin
Audit Committee Chairman
Partner
Akin, Doherty, Klein and Feuge, P.C.

William H. Cary
Former President, Chief Operating
Officer and Director, GE Capital

Raymond J. Chess
Nominating and Governance
Committee Chairman
Former Global Vehicle Line Executive
General Motors Co.

Dr. Kennon H. Guglielmo
Chief Technology Officer and Director
Enovation Controls, Inc.

James C. Underwood
Compensation Committee Chairman
Former Vice Chairman
Isuzu Commercial Truck
of America, Inc.

EXECUTIVE OFFICERS RUSH ENTERPRISES, INC.

W. M. "Rusty" Rush
Chairman of the Board,
Chief Executive Officer
and President

Scott T. Anderson
Senior Vice President
Finance, Insurance and Leasing

Steven L. Keller
Senior Vice President,
Chief Financial Officer
and Treasurer

Corey H. Lowe
Senior Vice President
Peterbilt Dealerships

Michael J. McRoberts
Senior Vice President
Dealer Operations

Martin A. Naegelin, Jr.
Senior Vice President

Richard J. Ryan
Senior Vice President
Navistar Dealerships

James E. Thor
Senior Vice President
Sales and Marketing

Derrek Weaver
Senior Vice President,
General Counsel and
Corporate Secretary

Rush Enterprises
celebrated its
50th anniversary
in 2015.



SHAREHOLDER INFORMATION

Executive Offices
Rush Enterprises, Inc.
555 IH 35 South
Suite 500
New Braunfels, Texas 78130
830-302-5200

Independent Public
Accountants
Ernst & Young LLP
San Antonio, Texas

Annual Meeting
The annual meeting of
shareholders of the Company
will be held at 10:00 AM local
time on May 17, 2016 at
Rush Enterprises, Inc.
Executive Offices
555 IH 35 South, Suite 500
New Braunfels, Texas 78130

Availability of 10-K Report
Steven L. Keller
Rush Enterprises, Inc.
P.O. Box 34630
San Antonio, Texas 78265
830-302-5200

Shares Listed
Rush Enterprises, Inc. common
stock trades on the NASDAQ Global
Select MarketSM under the symbols
RUSHA and RUSHB.

Website
rushenterprises.com

Forward-looking Statements

Certain statements in this document are "forward-looking statements" as defined in the Private Securities Litigation Reform Act of 1995. Important factors that could cause actual results to differ materially from those in the forward-looking statements are described in the forward-looking statements section on page 1 of the Company's Annual Report on Form 10-K.



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