

## UNITED STATES

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

## FORM 10-Q

(Mark One)

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

FOR THE QUARTERLY PERIOD ENDED MARCH 31, 1997

OR

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

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission file number 333-3346

RUSH ENTERPRISES, INC.

(Exact name of registrant as specified in its charter)

Texas

(State or other jurisdiction of  
incorporation or organization)

74-1733016

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

8810 I.H. 10 East

San Antonio, Texas 78219

(Address of principal executive offices)  
(Zip Code)

(210) 661-4511

(Registrant's telephone number, including area code)

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

Yes  No

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Indicated below is the number of shares outstanding of the registrant's only class of common stock, as of May 7, 1997.

Title of Class -----	Number of Shares Outstanding -----
Common Stock, \$.01 Par Value	6,643,730

## RUSH ENTERPRISES, INC. AND SUBSIDIARIES

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RUSH ENTERPRISES, INC. AND SUBSIDIARIES

CONSOLIDATED BALANCE SHEETS  
(IN THOUSANDS)

ASSETS	MARCH 31, 1997 (UNAUDITED)	DECEMBER 31, 1996 (AUDITED)
	-----	-----
CURRENT ASSETS:		
Cash and cash equivalents	\$15,645	\$ 21,507
Accounts receivable, net	14,595	23,064
Inventories	30,226	36,688
Prepaid expenses and other	601	1,503
	-----	-----
Total current assets	61,067	82,762
PROPERTY AND EQUIPMENT, net	23,649	23,222
OTHER ASSETS, net	9,009	3,233
	-----	-----
Total assets	\$93,725	\$109,217
	=====	=====
LIABILITIES AND SHAREHOLDERS' EQUITY		
CURRENT LIABILITIES:		
Floorplan notes payable	\$25,378	\$ 42,228
Current maturities of long-term debt	2,132	2,115
Advances outstanding under lines of credit	20	20
Trade accounts payable	3,885	5,157
Accrued expenses	7,229	8,566
	-----	-----
Total current liabilities	38,644	58,086
DEFERRED INCOME TAX LIABILITY, net	1,079	1,027
LONG-TERM DEBT, net of current maturities	16,525	13,412
SHAREHOLDERS' EQUITY:		
Rush Enterprises, Inc., common stock, par value \$.01 per share; 25,000,000 shares authorized; 6,643,730 and 3,750,000 outstanding at March 31, 1997 and December 31, 1996 respectively	66	66
Additional paid-in capital	33,338	33,342
Retained earnings	4,073	3,284
	-----	-----
Total shareholders' equity	37,477	36,692
	-----	-----
Total liabilities and shareholders' equity	\$93,725	\$109,217
	=====	=====

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

## RUSH ENTERPRISES, INC. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF INCOME  
(IN THOUSANDS, EXCEPT EARNINGS PER SHARE - UNAUDITED)

	THREE MONTHS ENDED MARCH 31,	
	----- 1997	1996 -----
REVENUES:		
New and used truck sales	\$61,805	\$58,133
Parts and service	16,295	15,351
Lease and rental	3,208	3,016
Finance and insurance	1,025	1,486
Other	579	311
	-----	-----
Total revenues	82,912	78,297
COST OF PRODUCTS SOLD	69,743	63,514
	-----	-----
GROSS PROFIT	13,169	14,783
SELLING, GENERAL AND ADMINISTRATIVE	10,784	11,812
DEPRECIATION AND AMORTIZATION	628	547
	-----	-----
OPERATING INCOME	1,757	2,424
INTEREST EXPENSE	490	973
	-----	-----
INCOME BEFORE INCOME TAXES	1,267	1,451
PROVISION FOR INCOME TAXES	482	- 0 -
	-----	-----
NET INCOME	\$ 785	\$ 1,451
	=====	=====
EARNINGS PER SHARE		
Primary	\$ .12	
	=====	
Fully Diluted	\$ .12	
	=====	
WEIGHTED AVERAGE SHARES OUTSTANDING		
Primary	6,644	
	=====	
Fully Diluted	6,644	
	=====	
UNAUDITED PRO FORMA DATA:		
Income from continuing operations before income taxes		\$ 1,451
Pro forma adjustments to reflect federal and state income taxes		552
		-----
Proforma income after provision for income taxes		\$ 899
		=====
Pro forma net income per share		\$ .21
		=====
Weighted average shares outstanding used in the pro forma net income per share calculation		4,699
		=====

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



## RUSH ENTERPRISES, INC. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CASH FLOWS  
(IN THOUSANDS - UNAUDITED)

	THREE MONTHS ENDED MARCH 31,	
	1997	1996
CASH FLOWS FROM OPERATING ACTIVITIES:		
Net income from continuing operations	\$ 785	\$ 1,451
Adjustments to reconcile net income to cash provided by (used in) continuing operations		
Depreciation and amortization	628	547
Provision for deferred income tax expense	52	-0-
Change in receivables	8,469	137
Change in inventories	8,602	(4,920)
Change in other current assets	902	(375)
Change in accounts payable	(1,272)	656
Change in accrued liabilities	(1,416)	1,618
Net cash provided by (used in) operating activities	16,750	(886)
CASH FLOWS FROM INVESTING ACTIVITIES:		
Acquisition of property and equipment	(2,032)	(2,905)
Proceeds from the sale of property and equipment	1,141	257
Acquisitions of dealerships and leasing operations	(7,915)	-0-
Change in other assets	(86)	66
Net cash used in investing activities	(8,892)	(2,582)
CASH FLOWS FROM FINANCING ACTIVITIES:		
Proceeds from notes payable	4,692	1,647
Principal payments on notes payable	(1,562)	(1,440)
Draws (payments) on floor plan financing, net	(16,850)	3,567
Draws on line of credit, net	-0-	10
Dividends paid	-0-	(705)
Net cash provided by (used in) financing activities	(13,720)	3,079
NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS	(5,862)	(389)
CASH AND CASH EQUIVALENTS - BEGINNING OF YEAR	21,507	2,149
CASH AND CASH EQUIVALENTS - END OF PERIOD	\$ 15,645	\$ 1,760
SUPPLEMENTAL DISCLOSURE OF CASH FLOW INFORMATION:		
Cash paid during year for interest	\$ 937	\$ 973
Cash paid during year for taxes	\$ 0	\$ 0

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

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

1 - PRINCIPLES OF CONSOLIDATION AND BASIS OF PRESENTATION

The interim consolidated financial statements included herein have been prepared by Rush Enterprises, Inc. and subsidiaries (collectively referred to as the "Company"), without audit, pursuant to the rules and regulations of the Securities and Exchange Commission ("SEC"). All adjustments have been made to the accompanying interim consolidated financial statements which are, in the opinion of the Company's management, necessary for a fair presentation of the Company's operating results. All adjustments are of a normal recurring nature. Certain information and footnote disclosures normally included in financial statements prepared in accordance with generally accepted accounting principles have been condensed or omitted pursuant to such rules and regulations. It is recommended that these interim consolidated financial statements be read in conjunction with the consolidated financial statements and the notes thereto included in the Company's form 10-K for the year ended December 31, 1996. Certain prior period amounts have been reclassified for comparative purposes.

2 - CORPORATE REORGANIZATION AND COMMON STOCK OFFERING

The Company successfully completed an initial public offering (the Offering) of 2,875,000 common shares on June 12, 1996. As part of this transaction, the Company terminated its S corporation federal tax election and was subject to federal and certain state income taxes from that date forward. On June 12, 1996 the Company paid the S Corporation shareholder \$6.5 million representing the undistributed accumulated earnings of the S Corporation prior to June 12, 1996.

Following the Offering there were 6,625,000 common shares outstanding, including 3,750,000 owned by the shareholder of the predecessor S Corporation.

As part of the reorganization, the Company acquired as a wholly-owned subsidiary a managing general agent (the "MGA") to manage all of the operations of Associated Acceptance, Inc. ("AA"). The MGA is responsible for funding the operations of AA, directing the use of AA's assets, and incurring liabilities on AA's behalf in exchange for the MGA receiving any and all net income of AA. W. Marvin Rush, the sole shareholder of AA, is prohibited from the sale or transfer of the capital stock of AA under the MGA agreement, except as designated by the Company. Therefore, the financial position and operations of AA have been included as part of the Company's consolidated financial position and results of operations.

3 - PRO FORMA INFORMATION (UNAUDITED)

Pro forma income from continuing operations and pro forma income from continuing operations per share for the three months ended March 31, 1996, have been determined assuming that the Company had been taxed as a C corporation for federal and certain state income tax purposes for such periods.

Pro forma income from continuing operations per share had been computed using the weighted average number of common shares outstanding of Rush Enterprises, Inc. Weighted average common shares for all periods presented prior to the Offering have been increased by 547,400 shares to reflect the number of shares that would have to have been sold at the offering price per share to repay an approximate \$6,000,000 distribution of undistributed S corporation earnings.

4 - ACQUISITIONS

In March 1997 the Company acquired certain assets of Denver Peterbilt, Inc. for approximately \$7.9 million. The acquisition was accounted for as a purchase. The results of operations have been included in the Company's financial statements since the date of acquisition.

5 - COMMITMENTS AND CONTINGENCIES

The Company is contingently liable to finance contracts for the notes sold to such finance companies related to the sale of trucks. The Company's recourse liability related to sold finance contracts is limited to 15 to 25 percent of the outstanding amount of each note sold to the finance company with the aggregate recourse liability for 1997 being limited to \$600,000.





The Company provides an allowance for repossession losses and early repayment penalties.

The Company is involved in various claims and legal actions arising in the ordinary course of business. The Company believes it is unlikely that the final outcome of any of the claims or proceedings to which to Company is a party would have a material adverse effect on the Company's 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 results of operations for the fiscal period in which such resolution occurred.

The Company has consulting agreements with individuals for an aggregate monthly payment of \$15,725. The agreements expire in 1999 through 2001.

## 1. PART I

## ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

Certain statements contained in this quarterly report on Form 10-Q, including statements regarding the anticipated development and expansion of the Company's business, expenditures, the intent, belief or current expectations of the Company, its directors or its officers, primarily with respect to the future operating performance of the Company and other statements contained herein regarding matters that are not historical facts, are "forward-looking" statements (as such term is defined in the Private Securities Litigation Reform Act of 1995). Because such statements include risks and uncertainties, actual results may differ materially from those expressed or implied by such forward-looking statements. Factors that could cause actual results to differ materially from those expressed or implied by such forward-looking statements include, but are not limited to, those discussed in other filings made by the Company with the Securities and Exchange Commission, including the factors set forth in the Company's registration statement on Form S-1 (registration statement #333-03346).

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

## GENERAL

Rush Enterprises operates a regional network of truck centers that provide an integrated one-stop source for the trucking needs of its customers, including retail sales of new Peterbilt and used heavy-duty trucks; parts, service and body shop facilities; and a wide array of financial services, including the financing of new and used truck purchases, insurance products and truck leasing and rentals.

In February 1994, the Company purchased the assets of Engs Motor Truck Company ("Engs"), which consisted of three full-service Peterbilt dealerships located in Pico Rivera, Fontana and Ventura, California, and a parts store located in Sun Valley, California. As part of the Company's acquisition strategy, the Company closed the Ventura facility in August 1994, consolidating its operations into the remaining facilities.

In December 1995, the Company acquired the assets of Kerr Consolidated, Inc., which consisted of a full-service Peterbilt dealership and stand-alone leasing facility in Oklahoma City, Oklahoma, and a full-service Peterbilt dealership in Tulsa, Oklahoma.

In March 1997, the Company acquired the assets of Denver Peterbilt, Inc., which consisted of full service Peterbilt dealerships in Denver and Greeley, Colorado.

## RESULTS OF OPERATIONS

The following discussion and analysis includes the Company's historical results of operations for the three months ended March 31, 1996 and 1997.

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

	Three Months Ended March 31,	
	1997	1996
New and used truck sales .....	74.5%	74.2%
Parts and service .....	19.6	19.2
Lease and rental .....	3.9	3.9
Finance and insurance .....	1.2	1.9
Other .....	.8	.4
Total revenues .....	100.0	100.0
Cost of products sold .....	84.1	81.1
Gross profit .....	15.9	18.9
Selling, general and administrative expenses .	13.0	15.1
Depreciation and amortization .....	.8	.7
Operating income .....	2.1	3.1
Interest expense .....	.5	1.2
Income before income taxes .....	1.6	1.9
Provision for income taxes(1) .....	.7	.7
Net income(1) .....	.9%	1.2%

(1) Pro forma income assuming the Company had been taxed as a C corporation during 1996.

#### THREE MONTHS ENDED MARCH 31, 1997 COMPARED TO THREE MONTHS ENDED MARCH 31, 1996

##### Revenues

Revenues increased by approximately \$4.6 million, or 5.9%, from \$78.3 million to \$82.9 million from the first quarter of 1996 to the first quarter of 1997. Sales of new and used trucks increased by approximately \$3.7 million, or 6.3%, from \$58.1 million to \$61.8 million from the first quarter of 1996 to the first quarter of 1997. Unit sales of new and used trucks increased by 6.5% and 27.5%, respectively, from the first quarter of 1996 to the first quarter of 1997, while new truck average revenue per unit decreased by 5.1% and used truck average revenue per unit increased by 4.3%. Average new truck prices and used truck prices increased due to a change in product mix.

Parts and service sales increased by approximately \$950,000, or 6.1%, from \$15.4 million to \$16.3 million. The increase was due to growth ranging from 12.4% to 14.1% at the Company's Texas, Oklahoma and Louisiana dealerships, offset by an 8.5% decrease at the Company's California dealerships.

Lease and rental revenues increased by approximately \$192,000, or 6.4% from \$3.0 million to \$3.2 million. The increase was due to growth of 21.0% at the Company's California operations, offset by a decrease of 13.0% at the Texas locations. The Company's Oklahoma location grew 4.0%

Finance and insurance revenues decreased by approximately \$461,000, or 31.0%, from \$1.5 million to \$1.0 million from the first quarter of 1996 to the first quarter of 1997. The majority of the decrease resulted from increased competition coupled with higher borrowing costs. Finance and insurance revenues have limited direct costs and, therefore, contribute a disproportionate share of operating profits.

##### Gross Profit

Gross profit decreased by approximately \$1.6 million, or 10.9%, from \$14.8 million to \$13.2 million from the first quarter of 1996 to the first quarter of 1997. Gross profit as a percentage of sales decreased from 18.9% to 15.9% from the first quarter of 1996 to the first quarter of 1997. The net decrease in gross margins resulted from lower gross margins on truck sales and less finance and insurance revenues, offset by higher gross margins from parts, service and body shop operations.



## Selling, General and Administrative Expenses

Selling, general and administrative expenses decreased by approximately \$1.0 million, from \$11.8 million to \$10.8 million, or 8.7%, from the first quarter of 1996 to the first quarter of 1997. The majority of the decrease resulted from a decrease in truck sales commissions. Selling, general and administrative expenses as a percent of revenue were 15.1% for the first quarter of 1996 and 13.0% for the same quarter of 1996.

## Interest Expense

Interest expense decreased by approximately \$483,000 from \$973,000 to \$490,000, or 49.6%, from the first quarter of 1996 to the first quarter of 1997, primarily as the result of decreased levels of indebtedness due to the Company's initial public offering on June 7, 1996.

## Income before Income Taxes

Income before income taxes decreased by \$184,000, or 12.7% from \$1.5 million to \$1.3 million from the first quarter of 1996 to the first quarter of 1997, as a result of the factors described above.

## Income Taxes

As a result of the Company's initial public offering and termination of its subchapter S tax status, the Company incurred \$482,000 of income taxes during the first quarter of 1997. The Company has provided for taxes at a 38% effective rate.

## LIQUIDITY AND CAPITAL RESOURCES

The Company's short-term cash needs are primarily for working capital, including inventory requirements, expansion of existing facilities and acquisitions of new facilities. These short-term cash needs have historically been financed with retention of profits and borrowings under credit facilities available to the Company.

In June 1996, the Company completed the initial public offering of 2,875,000 shares of common stock and received net proceeds of approximately \$32.1 million.

As a result of the initial public offering, working capital levels have generally increased. At March 31, 1997, the Company had working capital of approximately \$22.4 million, including \$15.6 million in cash and cash equivalents, \$14.6 million in accounts receivable and \$30.2 million in inventories, less \$11.1 million of accounts payable and accrued expenses, \$2.1 million of current maturities on long-term debt and \$25.4 million outstanding under floor plan financing. The aggregate maximum borrowing limits under working capital lines of credit with various commercial banks are approximately \$6.0 million. The Company's floor plan agreements with its primary lender limit the aggregate amount of borrowings based on the number of new and used trucks.

For the first three months of 1996, operating activities resulted in net cash used in operations of approximately \$886,000. The use of cash in operations was primarily due to higher levels of inventories.

During the first three months of 1996, the Company used \$2.6 million of net cash in investing activities, as net capital expenditures of \$2.9 million were primarily offset by the proceeds from the sale of property and equipment of \$300,000.

Net cash generated from financing activities in the first three months of 1996 amounted to \$3.1 million. Proceeds from additional floor plan financing and increased notes payable more than offset dividends paid to the former S corporation shareholder and principal payments on notes payable.

For the first three months of 1997, operating activities generated \$16.8 million of cash. Net income of \$785,000, a decrease in accounts receivable, inventories and other assets, coupled with provisions for depreciation, amortization, and deferred taxes totaling \$19.4 million more than offset decreases in accounts payable and accrued liabilities of \$2.7 million.

During the first three months of 1997, the Company used \$8.9 million for investing activities, primarily related to the acquisition of Denver Peterbilt, Inc..



For the first three months of 1997, net cash used in financing activities amounted to \$13.7 million. Payments on floor plan financing and principal payments on notes payable more than offset the increase in notes payable.

Substantially all of the Company's truck purchases from PACCAR are made on terms requiring payment within 15 days or less from the date of shipment of the trucks from the factory. The Company finances all, or substantially all, of the purchase price of its new truck inventory, and 75% of the loan value of its used truck inventory, under a floor plan arrangement with GMAC under which GMAC pays PACCAR directly with respect to new trucks. The company makes monthly interest payments on the amount financed but is not required to commence loan principal repayments prior to sale of new vehicles to GMAC for a period of 12 months and for used vehicles for a period of three months. At March 31, 1997, the Company had \$25.4 million outstanding under its floor plan financing arrangement with GMAC. GMAC permits the Company to earn, for up to 75% of the amount borrowed under its floor plan financing arrangement with GMAC, interest at the prime rate on overnight funds deposited by the Company with GMAC.

#### Backlogs

The Company enters firm orders into its backlog at the time the order is received. Customer orders are typically filled in 75 to 90 days and customers normally place orders on that basis. However, certain customers, including fleets and governments, typically place orders six months to one year in advance of their desired delivery date. The Company in the past has typically allowed customers to cancel orders at any time prior to delivery, and the Company's level of cancellations is affected by general economic conditions, economic recessions and customer business cycles. As a percentage of orders, cancellations historically have ranged from 5% to 12% of annual order volume. The Company's backlogs as of March 31, 1996 and 1997, were approximately \$95.0 million and \$75.0 million, respectively.

#### Seasonality

The Company's business is moderately seasonal. Seasonal effects on new truck sales related to the seasonal purchasing patterns of any single customer type are mitigated by the Company's diverse customer base, including small and large fleets, governments, corporations and owner operators. However, truck, parts and service operations historically have experienced higher volumes of sales in the second and third quarters. The Company has historically received benefits from volume purchases and meeting vendor sales targets in the form of cash rebates, which are typically recognized when received. Approximately 50% of such rebates are typically received in the fourth quarter, resulting in a seasonal increase in gross profit.

#### Cyclicality

The Company's business, as well as the entire retail heavy-duty truck industry, is dependent on a number of factors relating to general economic conditions, including fuel prices, interest rate fluctuations, economic recessions and customer business cycles. In addition, unit sales of new trucks have historically been subject to substantial cyclical variation based on such general economic conditions. Although the Company believes that its geographic expansion and diversification into truck-related services, including financial services, leasing, rentals and service and parts, will reduce the overall impact to the Company resulting from general economic conditions affecting heavy-duty truck sales, the Company's operations may be materially and adversely affected by any continuation or renewal of general downward economic pressures or adverse cyclical trends.

#### Effects of Inflation

The Company believes that the relatively moderate inflation over the last few years has not had a significant impact on the Company's revenue or profitability. The company does not expect inflation to have any near-term material effect on the sales of its products, although there can be no assurance that such an effect will not occur in the future

## PART II. OTHER INFORMATION

## Item 1. Legal Proceedings

Not Applicable

## Item 2. Changes in Securities

Not Applicable

## Item 3. Defaults upon Senior Securities

Not Applicable

## Item 4. Submission of Matters to a Vote of Security Holders

Not Applicable

## Item 5. Other Information

Not Applicable

## Item 6. Exhibits and Reports on Form 8-K

## a) Exhibits

Exhibit  
Number  
-----

11.1 Computation of pro forma earnings per share

27.1 Financial data schedule

## b) Reports on Form 8-K

None



## SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

RUSH ENTERPRISES, INC.

Date: May 13, 1997

By: /s/ W. MARVIN RUSH

-----  
Name: W. Marvin Rush  
Title: Chairman and Chief Executive  
Officer (Principal Executive  
Officer)

Date: May 13, 1997

By: /s/ Martin A. Naegelin, Jr.

-----  
Name: Martin A. Naegelin, Jr.  
Title: Vice President and Chief  
Financial Officer  
(Principal Financial and  
Accounting Officer)

## INDEX TO EXHIBITS

EXHIBIT NUMBER -----	DESCRIPTION -----
11.1	Computation of pro forma earnings per share
27.1	Financial data schedule

## RUSH ENTERPRISES, INC. AND SUBSIDIARIES

COMPUTATION OF NET INCOME AND PRO FORMA EARNINGS PER SHARE  
(IN THOUSANDS, EXCEPT PER SHARE AMOUNTS - UNAUDITED)

	THREE MONTHS ENDED MARCH 31,	
	1997	1996
PRIMARY EARNINGS PER SHARE CALCULATION		
Income from continuing operations	\$ 785	\$1,451
Income from discontinued operations	- 0 -	- 0 -
Net income	\$ 785	\$1,451
Weighted average number of common shares outstanding	6,644	3,750
Weighted average number of common share equivalents applicable to stock options	- 0 -	- 0 -
Common shares and common share equivalents	6,644	3,750
Earnings per share - Primary	\$ .12	\$ .39
FULLY-DILUTED EARNINGS PER SHARE CALCULATION		
Net income	\$ 785	\$1,451
Weighted average number of common shares outstanding	6,644	3,750
Weighted average number of common share equivalents applicable to stock options	- 0 -	- 0 -
Common shares and common share equivalents	6,644	3,750
Earnings per share - Fully diluted (1)	\$ .12	\$ .39
(1) This calculation is submitted in accordance with item 601(b)11 of regulation S-K although it is not required by APB Opinion No. 15 because it results in dilution of less than 3%		
PRO FORMA EARNINGS PER SHARE		
Pro forma income from continuing operations after provision for income taxes		\$ 899
Weighted average shares of common stock outstanding		3,750
Pro forma shares issued at offering price to pay undistributed S corporation earnings		547
Pro forma weighted average shares outstanding		4,297
Pro forma income from continuing operations per share		\$ .21

THIS SCHEDULE CONTAINS SUMMARY FINANCIAL INFORMATION EXTRACTED FROM THE FINANCIAL STATEMENTS OF RUSH ENTERPRISES, INCORPORATED FOR THE THREE MONTHS ENDED MARCH 31, 1997 AND IS QUALIFIED IN ITS ENTIRETY BY REFERENCE TO SUCH 10-Q.

1,000

3-MOS	DEC-31-1997	
	JAN-01-1997	
	MAR-31-1997	
		15,645
		0
		14,595
		0
		30,226
	61,067	29,369
	(5,720)	
	93,725	
38,644		0
0		0
		66
		0
93,725		82,912
	82,912	69,743
	81,155	
	0	
	0	
	490	
	1,267	482
785		0
		0
		0
		0
	1,267	
	0.12	
	0.12	