

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

**FORM 10-Q**

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

For the Quarter Ended  
**June 30, 2000**

Commission File Number  
**0-13611**

**SPARTAN MOTORS, INC.**

(Exact Name of Registrant as Specified in Its Charter)

**Michigan**

(State or Other Jurisdiction of  
Incorporation or Organization)

**38-2078923**

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

**1000 Reynolds Road**  
**Charlotte, Michigan**  
(Address of Principal Executive Offices)

**48813**  
(Zip Code)

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

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

Yes  No

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

<u>Class</u>	<u>Outstanding at August 8, 2000</u>
Common stock, \$.01 par value	11,288,077 shares

**SPARTAN MOTORS, INC.**

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**PART I. FINANCIAL INFORMATION**

**Item 1. Financial Statements**

SPARTAN MOTORS, INC.

CONDENSED CONSOLIDATED BALANCE SHEETS

	June 30, 2000	December 31, 1999
	(Unaudited)	
<b>ASSETS</b>		
<b>Current assets:</b>		
Cash and cash equivalents	\$ 2,103,384	\$ 35,797
Accounts receivable, less allowance for doubtful accounts of \$2,719,000 in 2000 and \$2,491,000 in 1999	43,765,763	37,765,807
Inventories (Note 4)	44,843,396	47,111,727
Deferred tax benefit	3,487,305	3,487,305
Taxes receivable	178,145	1,427,945
Other current assets	1,279,058	1,106,105
<b>Total current assets</b>	<b>95,657,051</b>	<b>90,934,686</b>
<b>Property, plant, and equipment, net</b>	<b>21,858,697</b>	<b>22,568,177</b>
<b>Goodwill</b> , net of accumulated amortization of \$1,286,000 in 2000 and \$1,001,000 in 1999, respectively	<b>7,180,773</b>	<b>7,462,995</b>

<b>Other assets</b>	1,841,958	1,731,885
<b>Total assets</b>	\$ 126,538,479	\$ 122,697,743

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SPARTAN MOTORS, INC.  
CONDENSED CONSOLIDATED BALANCE SHEETS (Continued)

	June 30, 2000 (Unaudited)	December 31, 1999
<b>LIABILITIES AND SHAREHOLDERS' EQUITY</b>		
<b>Current liabilities:</b>		
Accounts payable	\$ 21,063,080	\$ 25,115,388
Notes payable	7,274,302	6,290,131
Other current liabilities and accrued expenses	4,438,499	4,881,179
Accrued warranty	4,065,842	3,645,363
Accrued customer rebates	557,031	629,311
Accrued compensation and related taxes	1,752,420	1,809,332
Accrued vacation	1,503,229	1,348,941
Deposits from customers	4,185,735	3,761,249
Current portion of long-term debt	1,068,495	1,587,201
<b>Total current liabilities</b>	45,908,633	49,068,095
<b>Accounts payable, long-term</b>	1,482,403	1,631,904
<b>Long-term debt</b>	35,557,684	27,476,993
<b>Notes payable to related parties</b>	1,342,310	1,342,310
<b>Shareholders' equity:</b>		
Preferred stock, no par value: 2,000,000 shares authorized (none issued)	-	-
Common stock, \$.01 par value, 23,900,000 shares authorized, issued 11,348,077 shares in 2000 and 12,273,977 shares in 1999	113,481	122,740
Additional paid in capital	21,858,164	23,645,151
Retained earnings, net of effect of minority interest in shareholders' deficit of subsidiary of (\$4,828,324) in 2000 and 1999	20,275,804	19,410,550
<b>Total shareholders' equity</b>	42,247,449	43,178,441
<b>Total liabilities and shareholders' equity</b>	\$ 126,538,479	\$ 122,697,743

See notes to condensed consolidated financial statements.

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SPARTAN MOTORS, INC.

CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS (UNAUDITED)

	Three Months Ended June 30,	
	2000	1999
<b>Sales</b>	\$ 73,226,363	\$ 75,262,770
<b>Cost of products sold</b>	63,339,390	65,470,269
<b>Gross profit</b>	9,886,973	9,792,501
<b>Operating expenses</b>		
Research and development	1,822,545	1,678,560
Selling, general and administrative	5,781,399	5,518,807
<b>Operating income</b>	2,283,029	2,595,134
<b>Other income / (expense)</b>		
Interest expense	(759,141)	(561,172)
Interest and other income	496,808	111,429
<b>Earnings before taxes on income</b>	2,020,696	2,145,391
<b>Taxes on income</b>	1,006,404	1,142,834
<b>Net earnings</b>	\$ 1,014,292	\$ 1,002,557
<b>Basic and diluted net earnings per share</b>	\$ 0.09	\$ 0.08
<b>Basic weighted average common shares outstanding</b>	11,694,000	12,535,000
<b>Diluted weighted average common shares outstanding</b>	11,700,000	12,547,000

See notes to condensed consolidated financial statements.

## SPARTAN MOTORS, INC.

## CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS (UNAUDITED)

	Six Months Ended June 30,	
	2000	1999
<b>Sales</b>	\$ 157,851,189	\$ 150,888,341
<b>Cost of products sold</b>	137,034,346	130,256,957
<b>Gross profit</b>	20,816,843	20,631,384
<b>Operating expenses</b>		
Research and development	3,577,566	3,422,024
Selling, general and administrative	10,471,680	10,980,155
<b>Operating income</b>	6,767,597	6,229,205
<b>Other income / (expense)</b>		
Interest expense	(1,532,097)	(1,319,104)
Interest and other income	362,999	227,749
<b>Earnings before taxes on income</b>	5,598,499	5,137,850
<b>Taxes on income</b>	2,615,669	2,690,240
<b>Net earnings</b>	\$ 2,982,830	\$ 2,447,610
<b>Basic and diluted net earnings per share</b>	\$ 0.25	\$ 0.20
<b>Basic weighted average common shares outstanding</b>	11,887,000	12,535,000
<b>Diluted weighted average common shares outstanding</b>	11,901,000	12,543,000

See notes to condensed consolidated financial statements.

**CONDENSED CONSOLIDATED STATEMENTS OF SHAREHOLDERS' EQUITY  
(UNAUDITED)**

	Number of Shares	Common Stock	Additional Paid In Capital	Retained Earnings	Total
Balance at January 1, 2000	12,273,977	\$ 122,740	\$ 23,645,151	\$ 19,410,550	\$ 43,178,441
Purchase and constructive retirement of stock	(925,900)	(9,259)	(1,786,987)	(2,117,576)	(3,913,822)
Comprehensive income: Net earnings				2,982,830	2,982,830
Balance at June 30, 2000	11,348,077	\$ 113,481	\$ 21,858,164	\$ 20,275,804	\$ 42,247,449

See notes to condensed consolidated financial statements.

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SPARTAN MOTORS, INC.

CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS (UNAUDITED)

	Six Months Ended June 30,	
	2000	1999
<b>Cash flows from operating activities:</b>		
Net earnings	\$ 2,982,830	\$ 2,447,610
<b>Adjustments to reconcile net earnings to net cash provided by operating activities:</b>		
Depreciation and amortization	1,832,800	2,052,054
Loss (gain) on sales of assets	2,439	(68,180)
Decrease (increase) in assets:		
Accounts receivable	(5,999,956)	(4,412,514)
Inventories	2,320,571	(1,256,515)
Federal taxes receivable	1,249,800	-
Other assets	(283,026)	(954,478)
Increase (decrease) in liabilities:		
Accounts payable	(4,201,809)	(583,420)
Other current liabilities and accrued expenses	(442,680)	166,342
Accrued warranty	420,479	(107,147)

Accrued customer rebates	(72,280)	(73,832)
Taxes on income	-	(745,405)
Accrued vacation	154,288	218,784
Accrued compensation and related taxes	(56,912)	597,550
Deposits from customers	424,486	642,327
<b>Total adjustments</b>	<b>(4,651,800)</b>	<b>(4,524,434)</b>
<b>Net cash used in operating activities</b>	<b>(1,668,970)</b>	<b>(2,076,824)</b>
<b>Cash flows from investing activities:</b>		
Purchases of property, plant and equipment	(900,827)	(865,222)
Proceeds from sales of property, plant and equipment	5,050	35,348
Proceeds from sales of investment securities	-	500,000
Purchase price adjustment related to acquisition of subsidiary	-	(249,103)
Minority interest contributions	-	750,000
<b>Net cash provided by (used in) investing activities</b>	<b>(895,777)</b>	<b>171,023</b>

(Continued)

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SPARTAN MOTORS, INC.  
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS (UNAUDITED)  
(Continued)

	Six Months Ended June 30,	
	2000	1999
<b>Cash flows from financing activities:</b>		
Proceeds from notes payable	\$ 2,791,614	\$ 34,136
Payments on notes payable	(1,807,443)	-
Proceeds from long-term debt	8,100,000	3,985,713
Payments on long-term debt	(538,015)	(729,841)
Net proceeds from exercise of stock options	-	3,180
Dividends paid	-	(877,430)
Purchase of previously-issued stock	(3,913,822)	-
<b>Net cash provided by financing activities</b>	<b>4,632,334</b>	<b>2,415,758</b>
<b>Net increase in cash and cash equivalents</b>	<b>2,067,587</b>	<b>509,957</b>
<b>Cash and cash equivalents at beginning of period</b>	<b>35,797</b>	<b>37,645</b>

Cash and cash equivalents at end of period

\$ 2,103,384

\$ 547,602

See notes to condensed consolidated financial statements.

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SPARTAN MOTORS, INC.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

**Note 1** For a description of the accounting policies followed refer to the notes to the Spartan Motors, Inc. (the "Company") annual consolidated financial statements for the year ended December 31, 1999, included in the Company's Form 10-K filed with the Securities and Exchange Commission on March 7, 2000.

**Note 2** The accompanying unaudited interim consolidated financial statements reflect all normal and recurring adjustments that are necessary for the fair presentation of the Company's financial position as of June 30, 2000, and the results of operations and cash flows for the periods presented.

**Note 3** The results of operations for the three and six month periods ended June 30, 2000, are not necessarily indicative of the results to be expected for the full year.

**Note 4** Inventories consist of raw materials and purchased components, work in process, and finished goods and are summarized as follows:

	June 30, 2000	December 31, 1999
Finished goods	\$ 4,682,967	\$ 9,148,018
Raw materials and purchased components	34,800,140	36,026,149
Work in process	8,672,009	6,479,813
Obsolescence reserve	(3,311,720)	(4,542,253)
	<u>\$ 44,843,396</u>	<u>\$ 47,111,727</u>

**Note 5** Sales and other financial information by business segment are as follows (amounts in thousands):

Three Months Ended June 30, 2000

Business Segments					
Chassis	EVTeam	Carpenter	Intangibles	Other	Consolidated



Net Sales	\$	52,945	\$	13,974	\$	9,564		\$	(3,257)	\$	73,226
Interest expense		7		174		575			3		759
Depreciation and amortization expense		249		107		337	\$	141	142		976
Income tax expense		1,156		124		-			(273)		1,007
Segment earnings		1,861		210		(771)		(141)	(145)		1,014
Segment assets		71,183		24,531		27,667		7,181	(4,024)		126,538

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**Note 5 (continued)**

Three Months Ended June 30, 1999

	Business Segments										
	Chassis	EVTeam	Carpenter	Intangibles	Other	Consolidated					
Net Sales	\$	55,571	\$	14,197	\$	7,866		\$	(2,372)	\$	75,262
Interest expense		267		100		197			(3)		561
Depreciation and amortization expense		269		87		385	\$	235	81		1,057
Income tax expense		1,090		101		-			(48)		1,143
Segment earnings		2,111		174		(994)		(235)	(55)		1,001
Segment assets		81,066		22,492		26,147		7,100	(5,592)		131,213

Six Months Ended June 30, 2000

	Business Segments										
	Chassis	EVTeam	Carpenter	Intangibles	Other	Consolidated					
Net Sales	\$	116,337	\$	30,453	\$	16,794		\$	(5,733)	\$	157,851
Interest expense		136		334		1,004			58		1,532
Depreciation and amortization expense		474		213		670	\$	229	247		1,833
Income tax expense		2,708		331		-			(423)		2,616
Segment earnings		4,566		587		(1,752)		(229)	(189)		2,983
Segment assets		71,183		24,531		27,667		7,181	(4,024)		126,538

Six Months Ended June 30, 1999

	Business Segments										
	Chassis	EVTeam	Carpenter	Intangibles	Other	Consolidated					
Net Sales	\$	116,026	\$	27,102	\$	12,538		\$	(4,778)	\$	150,888
Interest expense		568		234		547			(30)		1,319
Depreciation and amortization expense		526		166		780	\$	417	163		2,052
Income tax expense		2,563		315		-			(188)		2,690
Segment earnings		4,919		517		(2,404)		(417)	(168)		2,447
Segment assets		81,066		22,492		26,147		7,100	(5,592)		131,213

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

The following is a discussion of the major elements impacting the Company's financial and operating results for the three and six month periods ended June 30, 2000 compared to the same periods ended June 30, 1999. The comments that follow should be read in conjunction with the Company's consolidated financial statements and related notes contained in this Form 10-Q.

### RESULTS OF OPERATIONS

The following table sets forth, for the periods indicated, the components of the Company's consolidated statements of operations, on an actual basis, as a percentage of sales:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2000	1999	2000	1999
Sales	100.0%	100.0%	100.0%	100.0%
Cost of product sold	86.5%	87.0%	86.8%	86.3%
Gross profit	13.5%	13.0%	13.2%	13.7%
Operating expenses:				
Research and development	2.5%	2.2%	2.3%	2.3%
Selling, general, and administrative	7.9%	7.3%	6.6%	7.3%
Operating income	3.1%	3.5%	4.3%	4.1%
Other	-0.3%	-0.6%	-0.8%	-0.7%
Earnings before taxes on income	2.8%	2.9%	3.5%	3.4%
Taxes on income	1.4%	1.5%	1.6%	1.8%
Net earnings	1.4%	1.4%	1.9%	1.6%

#### *Three-Month Period Ended June 30, 2000, Compared to the Three-Month Period Ended June 30, 1999*

For the three months ended June 30, 2000, consolidated sales decreased \$2.0 million (2.7%) over the amount reported for the same period in the previous year. Chassis Group sales for the second quarter of 2000 decreased by \$2.6 million (4.7%) compared to the sales reported for the same period of 1999. The majority of this decrease is due to decreased sales of motorhome chassis. For the second quarter of 2000, motorhome chassis sales decreased 15.7% compared to the quarter ended June 30, 1999. Rising interest rates coupled with higher gasoline prices have contributed to the slower demand in the motorhome market.

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

Fire truck chassis sales in the second quarter of 2000 were 14.2% higher than sales for the same period of 1999. The fire truck market continues to be strong in 2000, as it is not typically impacted by interest rate fluctuations. Transit bus sales increased 595.0% for the second quarter of 2000 compared to the sales reported for the same period in 1999. This is primarily attributable to increased sales to the Company's primary transit bus customer that resulted from a large order placed by that customer.

EVTeam sales dropped slightly (\$0.2 million or 1.6%) from their sales level in the prior year's second quarter while Carpenter sales were up \$1.7 million (21.6%). Carpenter's growth in sales is due to increased order intake and, consequently, an increased level of produced units over the prior year. The school bus market continues to increase their confidence in the Carpenter bus product.

Gross margin increased from 13.0% for the quarter ended June 30, 1999 to 13.5% for the same period of 2000. This increase is primarily due to operating efficiencies realized by both Carpenter and the EVTeam.

Operating expenses increased from 9.5% of sales for the second quarter of 1999 to 10.4% for the second quarter of 2000. The Chassis Group is primarily responsible for this increase. While their operating expenses in dollars dropped slightly (1.8%), their sales volume dropped 4.7%, resulting in an increase in operating expenses as a percentage of sales. The decrease in the Company's income taxes as a percentage of sales is primarily due to the loss of Carpenter that is not included in the consolidated tax return.

Total chassis orders received decreased 17.9% during the second quarter of 2000 compared to the same period in 1999. Based on average order lead-time, the Company estimates that approximately one-half of the motorhome, one-third of the bus/specialty, and none of the fire truck chassis orders received during the three-month period ended June 30, 2000 were produced and delivered by June 30, 2000.

At June 30, 2000, the Company had \$95.7 million in backlog compared with a backlog of \$111.9 million at June 30, 1999. The majority of the decrease is due to transit bus chassis backlog, which has decreased 90.4% due to the fourth quarter 1999 bankruptcy filing by the Company's primary transit bus chassis customer, Metrotrans. This company made up the majority of the backlog number for transit bus chassis at June 30, 1999.

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

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## **Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations (Continued)**

### ***Six-Month Period Ended June 30, 2000, Compared to the Six-Month Period Ended June 30, 1999***

For the six months ended June 30, 2000, consolidated sales increased \$7.0 million (4.6%) over the amount reported for the same period in the previous year. Chassis Group 2000 sales for this period were consistent with the same period of 1999, with only a slight increase of \$0.3 million (0.3%). This is primarily due to offsetting swings within motorhome and firetruck chassis sales. Motorhome chassis sales decreased slightly (4.3%) while fire truck chassis sales increased slightly (7.1%). For the first six months of 2000, transit bus sales increased 81.0% over the same period in 1999. As mentioned earlier, this is due to increased sales to the Company's primary transit bus customer that are a result of a large order placed by that customer.

The Company's other business segments all recorded sales increases over the prior year's first six months. EVTeam sales and Carpenter sales were up \$3.4 million (12.4%) and \$4.3 million (33.9%), respectively, in the current period over the prior year's period. The EVTeam's increase is primarily due to a large fire department order that was completed in the first six months of 2000. Carpenter has experienced an increase in order intake which has generated an increase in the sales volume so far in 2000 when compared to 1999. Confidence in Carpenter continues to grow within the school bus market.

Gross margin decreased from 13.7% for the six months ended June 30, 1999 to 13.2% for the same period of 2000. The EVTeam and Carpenter operate at lower margins than the Chassis Group since the value added is only in the body rather than the complete vehicle. Thus, the gross margin on the body is diluted by the pass-through nature of the chassis cost. Even though the EVTeam and Carpenter experienced higher operating efficiencies in the second quarter of 2000, the majority of the increase in consolidated sales over the prior year is attributable to increases for the EVTeam and Carpenter. Therefore, the sales growth over the six-month period has diluted the increase in efficiency realized in the second quarter of 2000 and caused the gross margin for the Company as a whole to be lower in 2000 than the same period of 1999.

Operating expenses decreased from 9.6% of sales for the first six months of 1999 to 8.9% for the same time frame in 2000. One reason for this decrease is that the Company has been focused on finding ways to decrease operating expenses. A reversal of previously accrued management fees at Carpenter is the other reason that operating expenses as a percentage of sales are lower in the first six months of 2000 than in the comparable six months of 1999. The primary minority shareholder of Carpenter, Recovery Equity Investors, Inc., restructured the management fees it charges Carpenter to more accurately reflect the actual expenses that it incurs. This resulted in lower selling, general and administrative expenses of approximately \$425,000 for the first six months of 2000. The decrease in the Company's income taxes as a percentage of sales is primarily due to the loss of Carpenter that is not included in the consolidated tax return.

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## **Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations (Continued)**

Total chassis orders received decreased 30.7% during the six months period ended June 30, 2000 compared to the same period in 1999. Based

on average order lead-time, the Company estimates that approximately one-half of the motorhome, one-third of the bus/specialty, and one-sixth of the fire truck chassis orders received during the three-month period ended June 30, 2000 were produced and delivered by June 30, 2000.

At June 30, 2000, the Company had \$95.7 million in backlog compared with a backlog of \$111.9 million at June 30, 1999. The majority of the decrease is due to transit bus chassis backlog, which has decreased 90.4% due to the fourth quarter 1999 bankruptcy filing by the Company's primary transit bus chassis customer, Metrotrans. This company made up the majority of the backlog number for transit bus chassis at June 30, 1999.

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

## **LIQUIDITY AND CAPITAL RESOURCES**

For the six months ended June 30, 2000, cash used in operating activities was approximately \$1.7 million which was a \$0.4 million improvement over the \$2.1 million of cash used in operating activities for the six months ended June 30, 1999. The Company's working capital increased by \$7.8 million from \$41.9 million at December 31, 1999 to \$49.7 million at June 30, 2000. See the "Condensed Consolidated Statements of Cash Flows" contained in this Form 10-Q for further information regarding the increase in cash and cash equivalents, from \$35,797 at December 31, 1999 to \$2,103,384 at June 30, 2000.

Shareholders' equity decreased approximately \$0.9 million in the six months ended June 30, 2000 to approximately \$42.2 million. This change primarily is due to net earnings of \$3.0 million and the repurchase of Company stock of \$3.9 million. The Company's debt to equity ratio increased to 90.9% on June 30, 2000 compared with 70.5% at December 31, 1999 due to the increase in borrowings resulting from the cash used to fund operations and the repurchase of the Company's common stock.

The Company's primary line of credit is a \$30.0 million revolving note payable to a bank. The Company also has a \$5.0 million term note under the same debt agreement. Under the terms of the line of credit and term note agreement, the Company is required to maintain certain financial ratios and other financial conditions. The agreement also prohibits the Company from incurring additional indebtedness, limits certain acquisitions, investments, advances or loans and restricts substantial asset sales. At June 30, 2000 the Company was in compliance with all debt covenants.

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The Company also has an unsecured line of credit for \$1.0 million and secured lines of credit for \$0.2 million and \$4.3 million. The \$4.3 million line carries an interest rate of 1/2% above the bank's prime rate (prime rate at June 30, 2000, was 9.5%) and has an expiration date of June 2001. This line of credit is secured by accounts receivable and inventory. Borrowings under this line totaled \$4.0 million at June 30, 2000. The \$0.2 million line carries an interest rate of 2% above the bank's prime rate and has an expiration date of June 1, 2001. This line of credit is secured by accounts receivable, inventory and equipment. There were no borrowings on this line at June 30, 2000. The \$1.0 million line carries an interest rate of 1% above the bank's prime rate and expires only if there is a change in management. There were no borrowings on the \$1.0 million line at June 30, 2000. The Company believes it has sufficient resources from cash flows from operating activities and, if necessary, from additional borrowings under its lines of credit to satisfy ongoing cash requirements for the next 12 months.

## **EFFECT OF INFLATION**

Inflation affects the Company in two principal ways. First, the Company's debt is tied to the prime and LIBOR rates so that increases affecting interest rates may be translated into additional interest expense. Second, general inflation impacts prices paid for labor, parts and supplies. Whenever possible, the Company attempts to cover increased costs of production and capital by adjusting the prices of its products. However, the Company generally does not attempt to negotiate inflation-based price adjustment provisions into its contracts. Since order lead times can be as much as six months, the Company has limited ability to pass on cost increases to its customers on a short-term basis. In addition, the markets served by the Company are competitive in nature, and competition limits the pass through of cost increases in many cases. The Company strives to minimize the effect of inflation through cost reductions and improved productivity.

## **FORWARD-LOOKING STATEMENTS**

This Form 10-Q contains statements that are not historical facts. These statements are called "forward-looking statements" within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934. These statements involve important known and unknown risks, uncertainties and other factors and can be identified by phrases using "estimate," "anticipate," "believe," "project," "expect," "intend," "predict," "potential," "future," "may," "should" and similar expressions or words. Our future results, performance or achievements may differ materially from the results, performance or achievements discussed in the forward-looking statements. There are numerous factors that could cause actual results to differ materially from the results discussed in forward-looking statements, including:

- Changes in existing products liability, tort or warranty laws or the introduction of new laws, regulations or policies that could affect our business practices: these laws, regulations or policies could impact our industry as a whole, or could impact only those portions in which we are currently active, for example, laws regulating the design or manufacture of emergency vehicles or regulations issued by the National Fire Protection Association; in either case, our profitability could be injured due to a industry-wide market decline or due to our inability to compete with other companies that are unaffected by these laws, regulations or policies.

- Changes in environmental regulations: these regulations could have a negative impact on our earnings; for example, laws mandating greater fuel efficiency could increase our research and development costs.
- Changes in economic conditions, including changes in interest rates, financial market performance and the industry: these types of changes can impact the economy in general, resulting in a downward trend that impacts not only our business, but all companies with which we compete; or, the changes can impact only those parts of the economy upon which we rely in a unique fashion, including, by way of example:
  - Factors that impact our attempts to expand internationally, such as the introduction of trade barriers in the United States or abroad.
- Factors that we have discussed in previous public reports and other documents filed with the Securities and Exchange Commission.

This list provides examples of factors that could affect the results described by forward-looking statements contained in this Form 10-Q. However, this list is not intended to be exhaustive; many other factors could impact our business and it is impossible to predict with any accuracy which factors could result in which negative impacts. Although we believe that the forward-looking statements contained in this Form 10-Q are reasonable, we cannot provide you with any guarantee that the anticipated results will be achieved. All forward-looking statements in this Form 10-Q are expressly qualified in their entirety by the cautionary statements contained in this section and you are cautioned not to place undue reliance on the forward-looking statements contained in this Form 10-Q. In addition to the risks listed above, other risks may arise in the future, and we disclaim any obligation to update information contained in any forward-looking statement.

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

The Company's primary market risk exposure is a change in interest rates in connection with its outstanding variable rate short-term and long-term debt. Due to variable interest rates on the Company's short-term and long-term debt, an increase in interest rates of 1% could result in the Company incurring an additional \$0.4 million in annual interest expense. Conversely, a decrease in interest rates of 1% could result in the Company saving \$0.4 million in annual interest expense. The Company does not expect such market risk exposure to have a material adverse effect on the Company. The Company does not enter into market risk sensitive instruments for trading purposes.

## PART II. OTHER INFORMATION

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

The annual meeting of shareholders of Spartan Motors, Inc. was held on June 13, 2000. The purpose of the meeting was to elect directors, ratify the appointment of Ernst & Young LLP as independent auditors for the current fiscal year and transact any other business that properly came before the meeting.

The name of each director elected (along with the number of votes cast for or authority withheld) is as follows:

<u>Elected Directors</u>	<b>Votes Cast</b>	
	<u>For</u>	<u>Authority Withheld/Against</u>
John E. Szykiel	9,632,577	958,579
Charles E. Nihart	10,383,460	207,696
James C. Penman	10,383,572	207,584

The following persons continue to serve as directors: William F. Foster, Richard J. Schalter, Anthony G. Sommer, George W. Szykiel, George Tesseris and David R. Wilson.

The following proposal was acted on:

<u>Proposal</u>	<u>For</u>	<u>Against</u>	<u>Abstain</u>
Proposal to ratify the appointment of Ernst & Young LLP as independent auditors for the current fiscal year	10,518,047	52,460	20,649

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

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

<u>Exhibit No.</u>	<u>Document</u>
3.1	Spartan Motors, Inc. Restated Articles of Incorporation. Previously filed as an exhibit to the Company's Quarterly Report on Form 10-Q for the period ended June 30, 1996, and incorporated herein by reference.
3.2	Spartan Motors, Inc. Bylaws (restated to reflect all amendments). Previously filed as an exhibit to the Company's Annual Report on Form 10-K for the period ended December 31, 1995, and incorporated herein by reference.

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27 Financial Data Schedule.

(b) Reports on Form 8-K. During the second quarter ended June 30, 2000, the Company did not file a current report on Form 8-K.

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**SIGNATURES**

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

SPARTAN MOTORS, INC.

Date: August 14, 2000

By/s/Richard J. Schalter

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Richard J. Schalter  
Secretary/Treasurer  
(Principal Accounting and Financial Officer)

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**EXHIBIT INDEX**

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27	Financial Data Schedule.

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<ARTICLE> 5

<LEGEND> THIS SCHEDULE CONTAINS SUMMARY FINANCIAL INFORMATION EXTRACTED FROM THE AUDITED CONSOLIDATED FINANCIAL STATEMENTS OF SPARTAN MOTORS, INC. AND SUBSIDIARIES FOR THE PERIOD ENDED JUNE 30, 2000, AND IS QUALIFIED IN ITS ENTIRETY BY REFERENCE TO SUCH FINANCIAL STATEMENTS.

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