

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

**Form 10-K**

(Mark One)

**ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**  
**For the Fiscal Year Ended December 31, 2007**

**OR**  
**TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**  
**For the transition period from \_\_\_\_\_ to \_\_\_\_\_**

**Commission File Number: 1-10883**

**WABASH NATIONAL CORPORATION**

*(Exact name of registrant as specified in its charter)*

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

**1000 Sagamore Parkway South**  
**Lafayette, Indiana**  
*(Address of Principal Executive Offices)*



**52-1375208**  
*(IRS Employer Identification Number)*

**47905**  
*(Zip Code)*

**Registrant's telephone number, including area code: (765) 771-5300**

Securities registered pursuant to Section 12(b) of the Act:

<u>Title of each class</u>	<u>Name of each exchange on which registered</u>
Common Stock, \$.01 Par Value	New York Stock Exchange
Series D Preferred Share Purchase Rights	New York Stock Exchange

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 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 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. (Check one):  
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 Act). Yes  No

The aggregate market value of voting stock held by non-affiliates of the registrant as of June 30, 2007 was \$439,528,168 based upon the closing price of the Company's common stock as quoted on the New York Stock Exchange composite tape on such date.

The number of shares outstanding of the registrant's common stock as of February 11, 2008 was 30,697,900.

Part III of this Form 10-K incorporates by reference certain portions of the registrant's Proxy Statement for its Annual Meeting of Stockholders to be filed within 120 days after December 31, 2007.

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## FORWARD LOOKING STATEMENTS

This Annual Report contains “forward-looking statements” within the meaning of Section 27A of the Securities Act and Section 21E of the Securities Exchange Act of 1934 (the “Exchange Act”). Forward-looking statements may include the words “may,” “will,” “estimate,” “intend,” “continue,” “believe,” “expect,” “plan” or “anticipate” and other similar words. Our “forward-looking statements” include, but are not limited to, statements regarding:

- our business plan;
- our expected revenues, income or loss and capital expenditures;
- plans for future operations;
- financing needs, plans and liquidity;
- our ability to achieve sustained profitability;
- reliance on certain customers and corporate relationships;
- availability and pricing of raw materials;
- availability of capital;
- dependence on industry trends;
- the outcome of any pending litigation;
- export sales and new markets;
- engineering and manufacturing capabilities and capacity;
- acceptance of new technology and products;
- government regulation; and
- assumptions relating to the foregoing.

Although we believe that the expectations expressed in our forward-looking statements are reasonable, actual results could differ materially from those projected or assumed in our forward-looking statements. Our future financial condition and results of operations, as well as any forward-looking statements, are subject to change and are subject to inherent risks and uncertainties, such as those disclosed in this Annual Report. Each forward-looking statement contained in this Annual Report reflects our management’s view only as of the date on which that forward-looking statement was made. We are not obligated to update forward-looking statements or publicly release the result of any revisions to them to reflect events or circumstances after the date of this Annual Report or to reflect the occurrence of unanticipated events.

Currently known risks and uncertainties that could cause actual results to differ materially from our expectations are described throughout this Annual Report, including in “Item 1A. *Risk Factors*.” We urge you to carefully review that section for a more complete discussion of the risks of an investment in our securities.

## PART I

### ITEM 1 — BUSINESS

Wabash National Corporation (“Wabash,” “Company,” “us,” “we” or “our”) is one of North America’s leaders in designing, manufacturing and marketing standard and customized truck trailers and related transportation equipment. Founded in 1985 as a start-up, Wabash has had annual sales of over \$1 billion for each of the last four years. We believe our success has been the result of our longstanding relationships with our core customers, our demonstrated ability to attract new customers, our broad and innovative product lines, our technological leadership and our large distribution and service network. Our management team is focused on revenue growth through product innovation, expansion of our customer base and the low-cost production of quality trailers through continuous improvement, strategic sourcing opportunities and lean manufacturing initiatives.

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We seek to identify and produce proprietary products that offer exceptional value to customers with the potential to generate higher profit margins than those of standardized products. We believe that we have the engineering and manufacturing capability to produce these products efficiently. We introduced our proprietary composite product, DuraPlate®, in 1996. Composite trailers have achieved widespread industry acceptance accounting for approximately one out of every three dry van trailers sold in 2007. For the last four years, sales of our DuraPlate® trailers represented approximately 90% of our total new dry van trailer sales. We are also a competitive producer of standardized sheet and post and refrigerated trailer products and strive to become the low-cost producer of these products within our industry. In March 2006, we acquired Transcraft Corporation, a manufacturer of flatbed and dropdeck trailers, as part of our commitment to expand our customer base and extend our market leadership. We expect to continue a program of product development and selective acquisitions of quality proprietary products that further differentiate us from our competitors and increase shareholder value.

We market our transportation equipment under the Wabash®, DuraPlate®, DuraPlateHD®, FreightPro®, ArcticLite®, RoadRailer®, Transcraft®, Eagle®, Eagle II® and D-Eagle® trademarks directly to customers, through independent dealers and through our factory-owned retail branch network. Historically, we have focused on our longstanding core customers representing many of the largest companies in the trucking industry. Our relationships with our core customers have been central to our growth since inception. Beginning in 2003, we have actively pursued the diversification of our customer base by focusing on what we refer to as the mid-market. These carriers, which represent approximately 1,250 carriers, operate fleets of between 250 to 7,500 trailers, which we estimate in total account for approximately one million trailers.

Longstanding core customers include — Averitt Express, Inc.; Crete Carrier Corporation; FedEx Corporation; Heartland Express, Inc.; J.B. Hunt Transport Services, Inc.; Interstate Distributor Co.; Knight Transportation, Inc.; Old Dominion Freight Lines, Inc.; SAIA Motor Freightlines, Inc.; Schneider National, Inc.; Swift Transportation Corporation; U.S. Xpress Enterprises, Inc.; Werner Enterprises, Inc.; and YRC Worldwide, Inc.

Mid-market customers include — Alliance Shippers, Inc.; Aurora LLC; C&S Wholesale Grocers, Inc.; CR England, Inc.; Celadon Group, Inc.; Con-way Truckload (formerly CFI); Cowan Systems, LLC; Frozen Food Express Industries, Inc.; Gordon Trucking, Inc.; Landair Transport, Inc.; New Penn Motor Express, Inc.; Prime, Inc. Roehl Transport, Inc.; Star Transport, Inc.; USA Logistics; USF Corporation; and Xtra Lease, Inc.

Our 11 factory-owned full service retail branches provide additional opportunities to distribute our products and also offer nationwide services and support capabilities for our customers. In addition, we maintain four used fleet sales centers to focus on selling both large and small fleet trade packages to the wholesale market. The retail sale of new and used trailers, aftermarket parts and service through our retail branch network generally provides enhanced margin opportunities. We also utilize a network of approximately 25 independent dealers with approximately 50 locations throughout North America to distribute our van trailers. In addition, we distribute our flatbed and dropdeck trailers through a network of over 80 independent dealers with approximately 110 locations throughout North America.

Wabash was incorporated in Delaware in 1991 and is the successor by merger to a Maryland corporation organized in 1985. We operate in two reportable business segments: (1) manufacturing and (2) retail and distribution. Financial results by segment, including information about revenues from customers, measures of profit and loss, total assets, and financial information regarding geographic areas and export sales are discussed in Note 13, Segments and Related Information, of the accompanying Consolidated Financial Statements. Our internet website is [www.wabashnational.com](http://www.wabashnational.com). We make our electronic filings with the SEC, including our annual reports on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K and amendments to these reports available on our website free of charge as soon as practicable after we file or furnish them with the SEC. Information on the website is not part of this Form 10-K.

## Strategy

We are committed to a corporate strategy that seeks to deliver strong profitability and maximizes shareholder value by executing on the core elements of our strategic plan:

- **Value Creation.** We intend to continue our focus on improved earnings and cash flow.

- **Operational Excellence.** We are focused on reducing our cost structure by adhering to continuous improvement and lean manufacturing initiatives.
- **People.** We recognize that in order to achieve our strategic goals we must continue to develop the organization’s skills to advance our associates capabilities and to attract talented people.
- **Customer Focus.** We have been successful in developing longstanding relationships with core customers and we intend to maintain these relationships while expanding new customer relationships through the offering of tailored transportation solutions to create new revenue opportunities.
- **Innovation.** We intend to continue to be the technology leader by providing new differentiated products and services that generate enhanced profit margins.
- **Corporate Growth.** We intend to expand our product offering and competitive advantage by entering new markets and acquiring strong brands to grow and diversify the Company.

## Industry and Competition

Trucking in the United States (U.S.), according to the American Trucking Association (ATA), was estimated to be a \$646 billion industry in 2006 (the latest date such information is available), leading all other modes of transportation. ATA estimates that approximately 69% of all freight tonnage is carried by truck at some point during its shipment, accounting for approximately 84% of freight industry revenues. Trailer demand is a direct function of the amount of freight to be transported. As the economy improves, it is forecasted that truck carriers will need to both expand and replace their fleets, which typically results in increased trailer orders. According to A.C.T. Research Co., LLC (ACT), there are approximately 3.0 million trailers in use today and total trailer replacement demand is estimated at approximately 185,000 trailers per year.

Transportation, including trucking, is a cyclical industry in the U.S. Transportation has experienced three cycles over the last 20 years. Truck freight tonnage, according to ATA statistics, has been negative year-over-year since mid-2006. Recent data suggests that while freight tonnage is not increasing, it does not seem to be weakening. Three U.S. economic downturns have occurred during the last 20 years and in each instance the decline in freight tonnage preceded the general economic decline by approximately two and a half years and its recovery has generally preceded that of the economy as a whole. The trailer industry generally follows the transportation industry, experiencing cycles in the early and late 90’s lasting approximately 58 and 67 months, respectively. The current cycle began in early 2001 and is believed to be at or approaching bottom. In our view, an upturn in the trailer industry will require improvements in general freight demand and a recovery of the housing market.

Wabash, Great Dane and Utility are generally viewed as the top three trailer manufacturers and have accounted for greater than 50% of new trailer market share in recent years, including approximately 56% in 2007. In 2007, our market share of total trailer production was approximately 21%. Trailer differentiation is made primarily through superior products, customer relationships, service availability and cost.

The table below sets forth new trailer production for Wabash, its largest competitors and for the trailer industry as a whole within North America. The data represents all segments of the market, except containers and chassis. Since 2002, we have primarily participated in the van segment of the market. Van production has grown from a low of approximately 96,000 units in 2002 to a high of approximately 198,000 units in 2006. In 2007, van trailer production amounted to 151,000 units. During this period, our market share for van trailers has been approximately 27%.

	2007	2006	2005	2004	2003	2002
<b>Wabash<sup>(1)</sup></b>	<b>46,000</b>	<b>60,000<sup>(2)</sup></b>	<b>52,000</b>	<b>48,000</b>	<b>36,000</b>	<b>27,000</b>
Great Dane	48,000	60,000	55,000	55,000	41,000	33,000 <sup>(5)</sup>
Utility	31,000	37,000	34,000	31,000	24,000	18,000
Hyundai Translead	13,000	14,000	12,000	9,000	9,000	5,000
Stoughton	11,000	19,000	17,000	15,000	9,900	10,000
Other principal producers	29,000	40,000	34,000	33,000	25,000	23,000
<b>Total Industry</b>	<b>222,000</b>	<b>283,000<sup>(3)</sup></b>	<b>245,000</b>	<b>228,000</b>	<b>174,000<sup>(4)</sup></b>	<b>140,000</b>

(1) Does not include approximately 700, 2,300, 1,500, 1,300 and 6,000 intermodal containers in 2006, 2005, 2004, 2003 and 2002, respectively.

(2) The 2006 production includes Transcraft volumes on a full-year pro forma basis.

(3) Data revised by publisher in 2007.

(4) Data revised by publisher in 2004.

(5) Data revised by publisher in 2005.

Sources: Individual manufacturer information, some of which is estimated, provided by *Trailer Body Builders Magazine*.

## Competitive Strengths

We believe our core competitive strengths include:

- **Long-Term Core Customer Relationships** — We are the leading provider of trailers to a significant number of top tier trucking companies, generating a revenue base that has helped to sustain us as one of the market leaders.
- **Innovative Product Offerings** — Our DuraPlate® proprietary technology offers what we believe to be a superior trailer, which commands premium pricing. A DuraPlate® trailer is a composite plate trailer using material that contains a high-density polyethylene core bonded between a high-strength steel skin. We believe that the competitive advantages of our DuraPlate® trailers compared to standard trailers include the following:
  - Extended Service Life — operate three to five years longer;
  - Lower Total Cost of Ownership — less costly to maintain;
  - Less Downtime — higher utilization for fleets;
  - Extended Warranty — warranty period for DuraPlate® panels is ten years; and
  - Improved Resale — higher trade-in values.

We have been building DuraPlate® trailers for over 11 years, and have sold approximately 340,000 units. This proven experience, combined with ownership and knowledge of the DuraPlate® panel technology, will help ensure continued industry leadership in the future. We have also successfully introduced innovations in our ArcticLite® refrigerated trailers and other product lines. For example, we introduced the DuraPlateHD® trailer and the FreightPro® sheet and post trailer in 2003.

- **Significant Market Share and Brand Recognition** — We have been one of the two largest manufacturers of trailers in North America since 1994, with one of the most widely recognized brands in the industry. We believe we are currently one of the largest producers of van trailers in North America. Our Transcraft subsidiary, acquired in March 2006, has been the second leading producer of platform trailers over this time period.
- **Committed Focus on Operational Excellence** — Safety, quality, on-time delivery, productivity and cost reduction are the core elements of our program of continuous improvement. We currently maintain an ISO 14001 registration of our Environmental Management System.
- **Technology** — We are recognized by the trucking industry as a leader in developing technology to reduce trailer maintenance. During 2007, we introduced to our customers fuel saving technologies on DuraPlate® trailers with the Smartway® certification, as approved by the U.S. Environmental Protection Agency. In 2006, we introduced a high performance liner for our refrigerated trailers, which helps reduce interior damage and associated maintenance costs. Also in 2006, we introduced a DuraPlate® trailer built on our new semi-automated Alpha production line. This technology has changed the way that trailers are traditionally manufactured and increases both efficiency of manufacturing and the quality of finished products.
- **Corporate Culture** — We benefit from a value driven management team and dedicated workforce.
- **Extensive Distribution Network** — Our 15 factory-owned retail branch locations extend our sales network throughout North America, diversifying our factory direct sales, providing an outlet for used trailer sales and supporting our national service contracts. Additionally, we utilize a network of approximately 25 independent dealers with approximately 50 locations throughout North America to distribute our van

trailers, and our Transcraft distribution network consists of over 80 independent dealers with approximately 110 locations throughout North America.

## Regulation

Truck trailer length, height, width, maximum weight capacity and other specifications are regulated by individual states. The federal government also regulates certain safety features incorporated in the design of truck trailers, including regulations that require anti-lock braking systems (ABS) and that define rear-impact guard standards. Manufacturing operations are subject to environmental laws enforced by federal, state and local agencies (see “Environmental Matters”).

## Products

Since our inception, we have expanded our product offerings from a single truck trailer product to a broad range of trailer-related transportation equipment. Our manufacturing segment specializes in the development of innovative proprietary products for our key markets. Manufacturing segment sales represented approximately 86%, 85% and 80% of consolidated Wabash net sales in 2007, 2006 and 2005, respectively. Our current transportation equipment products primarily include the following:

- *DuraPlate® Trailers.* DuraPlate® trailers utilize a proprietary technology that consists of a composite plate wall for increased durability and greater strength. Our DuraPlate® trailers include our DuraPlateHD®, a heavy duty version of our regular DuraPlate® trailers.
- *Smooth Aluminum Trailers.* Smooth aluminum trailers, commonly known as “sheet and post” trailers, are the commodity trailer product purchased by the trucking industry. Starting in 2003, we began to market our FreightPro® trailer to provide a competitive offering for this market segment.
- *Platform Trailers.* In March 2006, we acquired Transcraft Corporation, one of the leading manufacturers and brands in the platform trailer segment. These trailers are sold under Transcraft® and Eagle® trademarks. Platform trailers consist of a trailer chassis with a flat or “drop” loading deck without permanent sides or a roof. These trailers are primarily utilized to haul steel coils, construction materials and large-size equipment.
- *Refrigerated Trailers.* Refrigerated trailers have insulating foam in the walls, roof and floor, which improves both the insulation capabilities and durability of the trailers. Our refrigerated trailers use our proprietary SolarGuard® technology, coupled with our novel foaming process, which we believe enables customers to achieve lower costs through reduced operating hours of refrigeration equipment and therefore reduced fuel consumption.
- *RoadRailer® Equipment.* The RoadRailer® intermodal system is a patented bimodal technology consisting of a truck trailer and a detachable rail “bogie” that permits a trailer to run both over the highway and directly on railroad lines.

Our retail and distribution segment focuses on the sale of new and used trailers and on providing parts and service as described below:

- We sell new trailers produced by the manufacturing segment. Additionally, we sell specialty trailers including tank trailers and dump trailers produced by third parties, which are purchased in smaller quantities for local or regional transportation needs. The sale of new transportation equipment through the retail branch network represented 6.5%, 7.0% and 11.3% of net sales during 2007, 2006 and 2005, respectively.
- We provide replacement parts and accessories and maintenance service for our own and competitors’ trailers and related equipment. Sales of these products and service represented less than 5% of net sales during 2007, 2006 and 2005.
- We sell used transportation equipment including units taken in trade from our customers upon the sale of new trailers. The ability to remarket used equipment promotes new sales by permitting trade-in allowances and

offering customers an outlet for the disposal of used equipment. The sale of used trailers represented less than 5% of net sales during 2007, 2006 and 2005, respectively.

## Customers

Our customer base has historically included many of the nation's largest truckload common carriers, leasing companies, private fleet carriers, less-than-truckload (LTL) common carriers and package carriers. We successfully diversified our customer base from 61% of total units sold to large core customers in 2002 to 28% in 2007 by expanding our customer base and by acquiring Transcraft. This has been accomplished while maintaining our relationships with our core customers. Our five largest customers together accounted for 20%, 20% and 22% of our aggregate net sales in 2007, 2006 and 2005, respectively, and no single customer represented 10% or greater of net sales. International sales, primarily to Canadian customers, accounted for less than 10% of net sales for each of the last three years.

We have established relationships as a supplier to many large customers in the transportation industry, including the following:

- *Truckload Carriers:* Averitt Express, Inc.; Crete Carrier Corporation; Heartland Express, Inc.; J.B. Hunt Transport Services, Inc.; Interstate Distributor Co.; Knight Transportation, Inc.; Schneider National, Inc.; Swift Transportation Corporation; U.S. Xpress Enterprises, Inc.; and Werner Enterprises, Inc.
- *Leasing Companies:* Aurora LLC.; GE Trailer Fleet Services; Transport Services, Inc.; and Xtra Lease, Inc.
- *Private Fleets:* C&S Wholesale Grocers, Inc.; Dillard's, Inc.; The Kroger Co.; and Safeway, Inc.
- *Less-Than-Truckload Carriers:* FedEx Corporation; Old Dominion Freight Lines, Inc.; SAIA Motor Freightlines, Inc.; Vitran Express, Inc.; and YRC Worldwide, Inc.

## Marketing and Distribution

We market and distribute our products through the following channels:

- factory direct accounts;
- factory-owned distribution network; and
- independent dealerships.

Factory direct accounts are generally large fleets, with over 7,500 trailers, that are high volume purchasers. Historically, we have focused on the factory direct market in which customers are highly knowledgeable of the life-cycle costs of trailer equipment and, therefore, are best equipped to appreciate the design and value-added features of our products. Since late 2003, we have actively pursued the diversification of our customer base focusing on what we refer to as the mid-market. These approximately 1,250 carriers operate fleets of between 250 to 7,500 trailers, which we estimate in total account for approximately one million trailers. Since implementing our mid-market sales strategy, we have added over 260 new mid-market customers accounting for over 18,500 new trailer orders.

Our factory-owned distribution network generates retail sales of trailers to smaller fleets and independent operators located in geographic regions where our branches are located. This branch network enables us to provide maintenance and other services to customers. The branch network and our used trailer centers provide an outlet for used trailers taken in trade upon the sale of new trailers, which is a common practice with fleet customers.

We also sell our van trailers through a network of approximately 25 independent dealers with over 50 locations throughout North America. Our platform trailers are sold through over 80 independent dealers with approximately 110 locations throughout North America. The dealers primarily serve mid-market and smaller sized carriers and private fleets in the geographic region where the dealer is located and occasionally may sell to large fleets. The dealers may also perform service work for their customers.

## **Raw Materials**

We utilize a variety of raw materials and components including steel, plastic, aluminum, lumber, tires and suspensions, which we purchase from a limited number of suppliers. Significant price fluctuations or shortages in raw materials or finished components may adversely affect our results of operations. In 2008 and for the foreseeable future, we expect that the raw materials used in the greatest quantity will be the steel, aluminum, plastic and wood. Our component suppliers have advised us that they have adequate capacity to meet our current and expected demands in 2008. Continued price increases for our primary commodity raw materials — aluminum, steel and plastic — are expected throughout 2008. Effective March 1, 2008, due to federally mandated phase-outs of certain ozone depleting gases, we will experience a cost increase associated with our purchases of foam products which will impact our refrigerated van trailers. Increases in plastic pricing will also have an impact on our DuraPlate® van trailer products. Our Harrison, Arkansas laminated hardwood floor facility provides the majority of our requirements for trailer floors.

## **Backlog**

Orders that have been confirmed by the customer in writing and can be produced during the next 18 months are included in our backlog. Orders that comprise backlog may be subject to changes in quantities, delivery, specifications and terms. Our backlog of orders at December 31, 2007 and 2006 was approximately \$336 million and \$512 million, respectively. We expect to complete the majority of our backlog orders within the next 12 months.

## **Patents and Intellectual Property**

We hold or have applied for 64 patents in the U.S. on various components and techniques utilized in our manufacture of truck trailers. In addition, we hold or have applied for 68 patents in two foreign countries. Our patents include intellectual property related to the manufacture of trailers using our proprietary DuraPlate® product, which we believe offers us a significant competitive advantage. The patents in our DuraPlate® portfolio have expiration dates ranging from 2009 to 2024. In our view there are no meaningful patents having an expiration date prior to 2016.

We also hold or have applied for 34 trademarks in the U.S., as well as 23 trademarks in foreign countries. These trademarks include the Wabash®, Wabash National® and Transcraft® brand names as well as trademarks associated with our proprietary products such as the DuraPlate® trailer, the RoadRailer® trailer and the Eagle® trailer. We believe these trademarks are important for the identification of our products and the associated customer goodwill; however, our business is not materially dependent on such trademarks.

## **Research and Development**

Research and development expenses are charged to earnings as incurred and were \$3.4 million, \$4.3 million and \$2.6 million in 2007, 2006 and 2005, respectively.

## **Environmental Matters**

Our facilities are subject to various environmental laws and regulations, including those relating to air emissions, wastewater discharges, the handling and disposal of solid and hazardous wastes, and occupational safety and health. Our operations and facilities have been and in the future may become the subject of enforcement actions or proceedings for non-compliance with such laws or for remediation of company-related releases of substances into the environment. Resolution of such matters with regulators can result in commitments to compliance abatement or remediation programs, and in some cases the payment of penalties (see Item 3 “Legal Proceedings”).

We believe that our facilities are in substantial compliance with applicable environmental laws and regulations. Our facilities have incurred, and will continue to incur, capital and operating expenditures and other costs in complying with these laws and regulations in both the U.S. and abroad. However, we currently do not anticipate that the future costs of environmental compliance will have a material adverse effect on our business, financial condition or results of operations.

## Employees

As of December 31, 2007 and 2006, we had approximately 3,100 and 4,100 full-time associates, respectively. At December 31, 2007, all of our active associates were non-union. During 2007, approximately 10% of our total production workforce included temporary associates. We place a strong emphasis on employee relations through educational programs and quality improvement teams. We believe our employee relations are good.

## Executive Officers of Wabash National Corporation

The following are the executive officers of the Company:

Name	Age	
Richard J. Giromini	54	President and Chief Executive Officer, Director
Lawrence M. Cuculic	51	Senior Vice President — General Counsel and Secretary
Rodney P. Ehrlich	61	Senior Vice President — Chief Technology Officer
Bruce N. Ewald	56	Senior Vice President — Sales and Marketing
Timothy J. Monahan	55	Senior Vice President — Human Resources
Robert J. Smith	61	Senior Vice President — Chief Financial Officer
Joseph M. Zachman	47	Senior Vice President — Manufacturing

*Richard J. Giromini.* Mr. Giromini was promoted to President and Chief Executive Officer on January 1, 2007. He had been Executive Vice President and Chief Operating Officer from February 28, 2005 until December 2005 when he was appointed President and a Director of the Company. He had been Senior Vice President — Chief Operating Officer since joining the Company on July 15, 2002. Most recently, Mr. Giromini was with Accuride Corporation from April 1998 to July 2002, where he served in capacities as Senior Vice President — Technology and Continuous Improvement; Senior Vice President and General Manager — Light Vehicle Operations; and President and CEO of AKW LP. Previously, Mr. Giromini was employed by ITT Automotive, Inc. from 1996 to 1998 serving as the Director of Manufacturing. Mr. Giromini also serves on the board of directors of The Wabash Center, a non-profit company dedicated to serving individuals with disabilities and special needs.

*Lawrence M. Cuculic.* Mr. Cuculic was named Senior Vice President — General Counsel and Secretary in January 2008. Most recently, from August 2006 through December 2007, Mr. Cuculic was Vice President Legal and Secretary of American Commercial Lines Inc., a diversified marine transportation and service company. Mr. Cuculic served as Corporate Counsel for Wabash National Corporation from September 2002 to August 2006. Prior to that date he was engaged in private practice serving as outside counsel for the Company. Mr. Cuculic retired as a Lieutenant Colonel from the United States Army after 20 years, holding various legal positions of increasing responsibility, including appointment as a Circuit Judge.

*Rodney P. Ehrlich.* Mr. Ehrlich has been Senior Vice President — Chief Technology Officer of the Company since January 2004. From 2001 to 2003, Mr. Ehrlich was Senior Vice President of Product Development. Mr. Ehrlich has been in charge of the Company's engineering operations since the Company's founding.

*Bruce N. Ewald.* Mr. Ewald's original appointment was Vice President and General Manager of Wabash National Trailer Centers, Inc. when he joined the Company in March 2005. In October 2005, he was promoted to Senior Vice President — Sales and Marketing. Mr. Ewald has nearly 25 years experience in the transportation industry. Most recently, Mr. Ewald was with PACCAR from 1991 to February 2005 where he served in a number of executive-level positions. Prior to PACCAR, Mr. Ewald spent 10 years with Genuine Parts Co. where he served in several positions, including President and General Manager, Napa Auto Parts/Genuine Parts Co.

*Timothy J. Monahan.* Mr. Monahan has been Senior Vice President — Human Resources since joining the Company on October 15, 2003. Prior to that, Mr. Monahan was with Textron Fastening Systems from 1999 to October 2003 where he served as Vice President — Human Resources. Previously, Mr. Monahan served as Vice President — Human Resources at Beloit Corporation. Mr. Monahan serves on the board of directors of North American Tool Corporation.

*Robert J. Smith.* Mr. Smith was appointed Senior Vice President — Chief Financial Officer in October 2004, after serving as our Acting Chief Financial Officer since June 2004, and our Vice President and Controller since joining us in March 2003. Before joining us, Mr. Smith served from 2000 to 2001 as Director of Finance for KPMG

Consulting, Inc., now BearingPoint, Inc.; from 1993 to 2000 with Great Lakes Chemical Corp. (serving from 1998 to 2000 as vice president and controller); and from 1983 to 1993 with Olin Corporation, including as chief financial officer for several of its divisions.

*Joseph M. Zachman.* Mr. Zachman joined the Company in May 2005 as Vice President of Manufacturing and in June 2006 he was promoted to Senior Vice President — Manufacturing. Prior to joining Wabash National in May 2005 as Vice President of Manufacturing, Mr. Zachman was with TTM Technologies in Chippewa Falls, Wisconsin, where he served as Vice President and General Manager from December 2002 until December 2004. Previously, Mr. Zachman served as President of CDR Corporation from September 2001 until December 2002; Director of Operations of Sanmina Corporation from September 1997 until September 2001; and worked at Delco Electronics Corporation from January 1984 until September 1997 where he served in numerous positions of increasing responsibility in engineering and manufacturing management.

## **ITEM 1A — RISK FACTORS**

You should carefully consider the risks described below in addition to other information contained or incorporated by reference in this Annual Report before investing in our securities. Realization of any of the following risks could have a material adverse effect on our business, financial condition, cash flows and results of operations.

### **Risks Related to Our Business, Strategy and Operations**

#### **Our business is highly cyclical, which could adversely affect our sales and results of operations.**

The truck trailer manufacturing industry historically has been and is expected to continue to be cyclical, as well as affected by overall economic conditions. Customers historically have replaced trailers in cycles that run from five to 12 years, depending on service and trailer type. Poor economic conditions can adversely affect demand for new trailers and in the past have led to an overall aging of trailer fleets beyond this typical replacement cycle. Customers' buying patterns can also reflect regulatory changes, such as the federal hours-of-service rules and the 2007 federal emissions standards.

We are not immune to this cyclicity. In each of the last four years we have been profitable, but we reported net losses aggregating to approximately \$346 million for the preceding three years. Our ability to sustain profitability in the future will depend on the successful continued implementation of measures to reduce costs and achieve sales goals, as well as the ability to pass on to customers increases in the prices of raw materials and component parts. While we have taken steps to lower operating costs and reduce interest expense, we cannot make assurances that our cost-reduction measures will be successful, that sales will be sustained or increased or that we will achieve a sustained profitability.

#### **A change in our customer relationships or in the financial condition of our customers could adversely affect our business.**

We have longstanding relationships with a number of large customers to whom we supply our products. We do not have long-term agreements with these customers. Our success is dependent, to a significant extent, upon the continued strength of these relationships and the growth of our core customers. We often are unable to predict the level of demand for our products from these customers, or the timing of their orders. In addition, the same economic conditions that adversely affect us also often adversely affect our customers. As some of our customers are highly leveraged and have limited access to capital, their continued existence may be uncertain. The loss of a significant customer or unexpected delays in product purchases could adversely affect our business and results of operations.

#### **Demand for new trailers is sensitive to economic conditions over which we have no control and that may further adversely affect our revenues and profitability.**

Demand for trailers is sensitive to changes in economic conditions such as the level of employment, consumer confidence, consumer income, new housing starts and the availability of financing and interest rates. During 2007, the credit markets experienced significant instability which resulted in increased default rates. Many lenders have

subsequently reduced their willingness to make and tightened their credit requirements with regards to new loans resulting in significant declines in new housing starts.

Such uncertainty in the credit markets and the homebuilding industry as well as other variations in economic conditions, such as rising fuel costs and unpredictable consumer spending habits, could lead to an economic recession. Under such conditions, or other adverse economic conditions, customers and vendors may more likely fail to meet their contractual terms or payment obligations. Such failures may impact our cash flow and ability to repay our indebtedness.

**Our technology and products may not achieve market acceptance or competing products could gain market share, which could adversely affect our competitive position.**

We continue to optimize and expand our product offerings to meet our customer needs through our established brands, such as DuraPlate®, DuraPlateHD®, FreightPro®, ArcticLite® and Transcraft Eagle®. While we target product development to meet customer needs, there is no assurance that they will be embraced and meet our sales projections. Companies in the truck transportation industry, a very fluid industry in which our customers primarily operate, make frequent changes to maximize their operations and profits.

Over the past several years, we have seen a number of our competitors follow our leadership in the development and use of composite sidewalls that compete directly with our DuraPlate® products. Our product development is focused on maintaining our leadership on these products but competitive pressures may erode our market share or margins. We continue to take steps to protect our proprietary rights in our new products. However, the steps we have taken to protect them may not be sufficient or may not be enforced by a court of law. If we are unable to protect our proprietary rights, other parties may attempt to copy or otherwise obtain or use our products or technology. If competitors are able to use our technology, our ability to compete effectively could be harmed.

**We have a limited number of suppliers of raw materials; an increase in the price of raw materials or the inability to obtain raw materials could adversely affect our results of operations.**

We currently rely on a limited number of suppliers for certain key components in the manufacturing of our products, such as tires, landing gear, axles and specialty steel coil used in DuraPlate® panels. From time to time, there have been and may in the future be shortages of supplies of raw materials, or our suppliers may place us on allocation, which would have an adverse impact on our ability to meet demand for our products. Raw material shortages and allocations may result in inefficient operations and a build-up of inventory, which can negatively affect our working capital position. In addition, if the price of raw materials was to increase and we were unable to increase our selling prices or reduce our operating costs to offset the price increases, our operating margins would be adversely affected. The loss of any of our suppliers or their inability to meet our price, quality, quantity and delivery requirements could have a significant impact on our results of operations.

**Disruption of our manufacturing operations would have an adverse effect on our financial condition and results of operations.**

We manufacture our products at two van trailer manufacturing facilities in Lafayette, Indiana, a flatbed trailer facility in Anna, Illinois, and one hardwood floor facility in Harrison, Arkansas. We also have a temporarily idled facility in Mt. Sterling, Kentucky. An unexpected disruption in our production at any of these facilities for any length of time would have an adverse effect on our business, financial condition and results of operations.

**The inability to attract and retain key personnel could adversely affect our results of operations.**

Our ability to operate our business and implement our strategies depends, in part, on the efforts of our executive officers and other key employees. Our future success depends, in large part, on our ability to attract and retain qualified personnel, including manufacturing personnel, sales professionals and engineers. The unexpected loss of services of any of our key personnel or the failure to attract or retain other qualified personnel could have a material adverse effect on the operation of our business.

**The inability to realize additional cost savings could weaken our competitive position.**

If we are unable to continue to successfully implement our program of cost reduction and continuous improvement, we may not realize additional anticipated cost savings, which could weaken our competitive position.

**Restrictive covenants in our debt instruments could limit our financial and operating flexibility and subject us to other risks.**

The agreements governing our indebtedness include certain covenants that restrict, among other things, our ability to:

- incur additional debt;
- pay any distributions, including dividends on our common stock in excess of \$20 million per year;
- repurchase our common stock if, among other conditions, immediately after the repurchase we have availability of less than \$40 million under our Revolving Facility;
- consolidate, merge or transfer all or substantially all of our assets;
- make certain investments, loans, mergers and acquisitions;
- repurchase our senior convertible notes if, among other conditions, we have availability of less than \$40 million under our Revolving Facility immediately after giving effect to the repurchase;
- enter into operating leases with aggregate rentals payable in excess of \$10 million during any 12 consecutive months; and
- create certain liens.

Our Revolving Facility requires that no later than May 1, 2008, we do one or more of the following in connection with our Senior Convertible Notes, which are due in August 2008: (i) repurchase all or a portion of the Senior Convertible Notes with the proceeds of a convertible note offering or proceeds from the Revolving Facility, so long as immediately after making any such payment with proceeds of the Revolving Facility we have availability under the Revolving Facility of at least \$40 million; (ii) defease any outstanding indebtedness evidenced by the Senior Convertible Notes, so long as immediately after making any such payment we have availability under the Revolving Facility of at least \$40 million; or (iii) institute cash reserves equal to any outstanding principal balance of the Senior Convertible Notes, which reserves shall remain in place until all indebtedness evidenced by the Senior Convertible Notes has been paid in full, and shall be used only to pay in full the outstanding indebtedness evidenced by the Senior Convertible Notes, so long as immediately after instituting any cash reserves from the proceeds of the Revolving Facility we have availability under the Revolving Facility of at least \$40 million.

Additionally, should our available borrowing capacity drop below \$30 million, we would be subject to a minimum fixed charge coverage ratio of 1.1:1.0, which could limit our ability to make capital expenditures and further limit the amount of dividends we could pay.

Our ability to comply with such agreements may be affected by events beyond our control, including prevailing economic, financial and industry conditions. In addition, upon the occurrence of an event of default under our debt agreements, the lenders could elect to declare all amounts outstanding under our debt agreements, together with accrued interest, to be immediately due and payable.

**We rely significantly on our integrated Enterprise Resource Planning (ERP) solution to support our operations.**

We implemented an ERP system in May 2006 to integrate departments and functions across Wabash, to enhance the ability to service customers and improve to our control environment. During the implementation, we encountered manufacturing inefficiencies that arose in the second and third quarters of 2006 related to parts shortages and issues with inbound logistics that had a detrimental impact on scheduling and production. Since implementation, we have stabilized the system and have proceeded to improve utilization, optimize performance

and obtain expected improvements in our operations. However, if these problems recur, our ability to manage operations and the customers we serve could be adversely impacted.

**Significant competition in the industry in which we operate may result in our competitors offering new or better products and services or lower prices, which could result in a loss of customers and a decrease in our revenues.**

The truck trailer manufacturing industry is highly competitive. We compete with other manufacturers of varying sizes, some of which have substantial financial resources. Barriers to entry in the standard truck trailer manufacturing industry are low. As a result, it is possible that additional competitors could enter the market at any time. In the recent past, manufacturing over-capacity and high leverage of some of our competitors, along with bankruptcies and financial stresses that affected the industry, contributed to significant pricing pressures.

If we are unable to compete successfully with other trailer manufacturers, we could lose customers and our revenues may decline. In addition, competitive pressures in the industry may affect the market prices of our new and used equipment, which, in turn, may adversely affect our sales margins and results of operations.

**We are subject to extensive governmental laws and regulations, and our costs related to compliance with, or our failure to comply with, existing or future laws and regulations could adversely affect our business and results of operations.**

The length, height, width, maximum weight capacity and other specifications of truck trailers are regulated by individual states. The federal government also regulates certain truck trailer safety features, such as lamps, reflective devices, tires, air-brake systems and rear-impact guards. Changes or anticipation of changes in these regulations can have a material impact on our financial results, as our customers may defer purchasing decisions and we may have to re-engineer products. In addition, we are subject to various environmental laws and regulations dealing with the transportation, storage, presence, use, disposal and handling of hazardous materials, discharge of storm water and underground fuel storage tanks and may be subject to liability associated with operations of prior owners of acquired property.

If we are found to be in violation of applicable laws or regulations in the future, it could have an adverse effect on our business, financial condition and results of operations. Our costs of complying with these or any other current or future environmental regulations may be material. In addition, if we fail to comply with existing or future laws and regulations, we may be subject to governmental or judicial fines or sanctions.

**Product liability and other claims.**

As a manufacturer of products widely used in commerce, we are subject to regular product liability claims and litigation as well as warranty claims. From time to time claims may involve material amounts and novel legal theories, and any insurance we carry may prove inadequate to insulate us from material liabilities for these claims.

**Risks Related to an Investment in Our Common Stock**

**Our common stock has experienced, and may continue to experience, price volatility and a low trading volume.**

The trading price of our common stock has been and may continue to be subject to large fluctuations. Our common stock price may increase or decrease in response to a number of events and factors, including:

- trends in our industry and the markets in which we operate;
- changes in the market price of the products we sell;
- the introduction of new technologies or products by us or our competitors;
- changes in expectations as to our future financial performance, including financial estimates by securities analysts and investors;
- operating results that vary from the expectations of securities analysts and investors;

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- announcements by us or our competitors of significant contracts, acquisitions, strategic partnerships, joint ventures, financings or capital commitments;
- changes in laws and regulations;
- general economic and competitive conditions; and
- changes in key management personnel.

This volatility may adversely affect the prices of our common stock regardless of our operating performance. The price of our common stock also may be adversely affected if our 3.25% convertible senior notes are converted upon maturity in August 2008. Assuming \$104.5 million in aggregate principal amount of these notes are converted at the current conversion price of \$18.54, which has been adjusted for the impact of dividend payments, the number of shares of our common stock outstanding would increase by 5.6 million, or approximately 19%.

In addition, our common stock has experienced low trading volume in the past.

### **ITEM 1B — UNRESOLVED STAFF COMMENTS**

None.

### **ITEM 2 — PROPERTIES**

#### **Manufacturing Facilities**

We own and operate trailer manufacturing facilities in Lafayette, Indiana and Anna, Illinois, as well as a trailer floor manufacturing facility in Harrison, Arkansas. We also have a trailer manufacturing facility in Mt. Sterling, Kentucky that is currently idle. Our main Lafayette facility is a 1.2 million square foot facility that houses truck trailer and composite material production, tool and die operations, research laboratories and offices. The second Lafayette facility is 0.6 million square feet, primarily used for the production of refrigerated trailers. The plants located in Anna and Mt. Sterling are each approximately 0.1 million square feet. The plant in Anna conducts the manufacturing operations of our flatbed trailer business and the Mt. Sterling facility was also used for that purpose until it was idled. In total, our facilities have the capacity to produce in excess of 100,000 trailers annually on a three-shift, five-day workweek schedule.

#### **Retail and Distribution Facilities**

Retail and distribution facilities include 11 full service branches and four locations that sell new and used trailers (three of which are leased). Each sales and service branch consists of an office, parts warehouse and service space, and ranges in size from 20,000 to 50,000 square feet per facility. The 15 branches are located in 11 states.

Wabash-owned properties are subject to security interests held by our bank lenders.

### **ITEM 3 — LEGAL PROCEEDINGS**

Various lawsuits, claims and proceedings have been or may be instituted or asserted against Wabash arising in the ordinary course of business, including those pertaining to product liability, labor and health related matters, successor liability, environmental and possible tax assessments. While the amounts claimed could be substantial, the ultimate liability cannot now be determined because of the considerable uncertainties that exist. Therefore, it is possible that results of operations or liquidity in a particular period could be materially affected by certain contingencies. However, based on facts currently available, management believes that the disposition of matters that are currently pending or asserted will not have a material adverse effect on our financial position, liquidity or results of operations. Costs associated with the litigation and settlement of legal matters are reported within *General and Administrative Expenses* in the Consolidated Statements of Operations.

#### *Brazil Joint Venture*

In March 2001, Bernard Krone Indústria e Comércio de Máquinas Agrícolas Ltda. (“BK”) filed suit against Wabash in the Fourth Civil Court of Curitiba in the State of Paraná, Brazil. Because of the bankruptcy of BK, this

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proceeding is now pending before the Second Civil Court of Bankruptcies and Creditors Reorganization of Curitiba, State of Paraná (No. 232/99).

This case grows out of a joint venture agreement between BK and Wabash related to marketing of RoadRailer® trailers in Brazil and other areas of South America. When BK was placed into the Brazilian equivalent of bankruptcy late in 2000, the joint venture was dissolved. BK subsequently filed its lawsuit against Wabash alleging that it was forced to terminate business with other companies because of exclusivity and non-compete clauses purportedly found in the joint venture agreement. BK asserts damages of approximately \$8.4 million.

We answered the complaint in May 2001, denying any wrongdoing. We believe that the claims asserted by BK are without merit and we intend to defend our position. We believe that the resolution of this lawsuit will not have a material adverse effect on our financial position, liquidity or future results of operations; however, at this stage of the proceeding no assurances can be given as to the ultimate outcome of the case.

### *Intellectual Property*

In October 2006, we filed a patent infringement suit against Vanguard National Corporation (“Vanguard”) regarding U.S. Patent Nos. 6,986,546 and 6,220,651 in the U.S. District Court for the Northern District of Indiana (Civil Action No. 4:06-cv-135); and amended the Complaint in April 2007. In May 2007, Vanguard filed its Answer to the Amended Complaint, along with Counterclaims seeking findings of non-infringement, invalidity, and unenforceability of the subject patents. We filed a reply to Vanguard’s counterclaims in May 2007, denying any wrongdoing or merit to the allegations as set forth in the counterclaims.

We believe that the claims asserted by Vanguard are without merit and we intend to defend our position. We believe that the resolution of this lawsuit will not have a material adverse effect on our financial position, liquidity or future results of operations; however, at this stage of the proceeding, no assurance can be given as to the ultimate outcome of the case.

### *Environmental*

In September 2003, we were noticed as a potentially responsible party (PRP) by the U.S. Environmental Protection Agency pertaining to the Motorola 52nd Street (Phoenix, Arizona) Superfund Site pursuant to the Comprehensive Environmental Response, Compensation and Liability Act. PRPs include current and former owners and operators of facilities at which hazardous substances were disposed. EPA’s allegation that we were a PRP arises out of the operation of a former branch facility located approximately five miles from the original site, which we acquired and subsequently sold. According to the notice, the site currently encompasses an area of groundwater contaminated by volatile organic compounds seven miles long and one mile wide. The site was placed on the National Priorities List in 1989. Motorola has been operating an interim groundwater containment remedy since 2001. We do not expect that these proceedings will have a material adverse effect on our financial condition or results of operations.

In January 2006, we received a letter from the North Carolina Department of Environment and Natural Resources indicating that a site that we formerly owned near Charlotte, North Carolina has been included on the state’s October 2005 Inactive Hazardous Waste Sites Priority List. The letter states that we were being notified in fulfillment of the state’s “statutory duty” to notify those who own and those who at present are known to be responsible for each Site on the Priority List. No action is being requested from us at this time. We do not expect that this designation will have a material adverse effect on our financial condition or results of operations.

## **ITEM 4 — SUBMISSION OF MATTERS TO VOTE OF SECURITY HOLDERS**

None.

**PART II**

**ITEM 5 — MARKET FOR REGISTRANT’S COMMON STOCK, RELATED STOCKHOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES**

**Information Regarding our Common Stock**

Our common stock is traded on the New York Stock Exchange (ticker symbol: *WNC*). The number of record holders of our common stock at February 11, 2008 was 1,018.

We resumed paying quarterly dividends of \$0.045 per share on our common stock beginning in the first quarter of 2005. Our amended asset-based loan agreement limits the payment of cash dividends to \$20 million per year. Payments of cash dividends depend on future earnings, capital availability and financial condition.

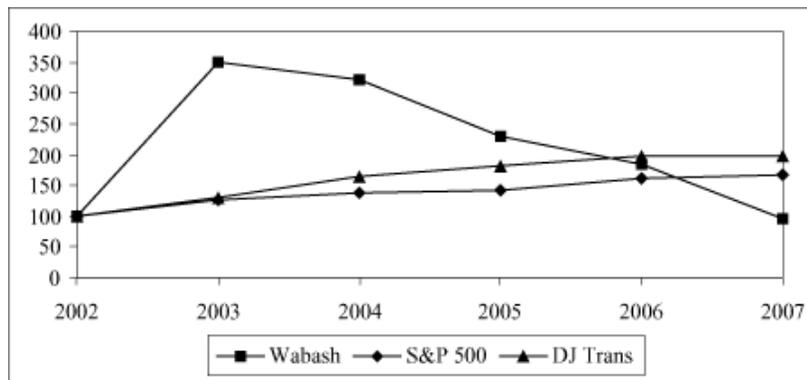
High and low stock prices as reported on the New York Stock Exchange for the last two years were:

	High	Low
<b>2006</b>		
First Quarter	\$ 21.39	\$ 18.44
Second Quarter	\$ 20.50	\$ 14.74
Third Quarter	\$ 15.58	\$ 12.15
Fourth Quarter	\$ 15.41	\$ 13.28
<b>2007</b>		
First Quarter	\$ 17.22	\$ 14.50
Second Quarter	\$ 15.81	\$ 13.97
Third Quarter	\$ 14.80	\$ 11.29
Fourth Quarter	\$ 11.60	\$ 6.78

**Performance Graph**

The following graph shows a comparison of cumulative total returns for an investment in our Common Stock, the S&P 500 Composite Index and the Dow Jones Transportation Index. It covers the period commencing December 31, 2002 and ending December 31, 2007. The graph assumes that the value for the investment in our common stock and in each index was \$100 on December 31, 2002 and that all dividends were reinvested.

Comparative of Cumulative Total Return  
December 31, 2002 through December 31, 2007  
among Wabash National Corporation, the S&P 500 Index  
and the Dow Jones Transportation Index



**Purchases of Our Equity Securities**

Our Board of Directors approved an amendment to the current stock repurchase program (Repurchase Program) on July 26, 2007, extending the Repurchase Program from September 15, 2007 to September 15, 2008. The Repurchase Program allows repurchase of common stock up to \$50 million. As of December 31, 2007, \$25.8 million remained available under the program. Stock repurchases under this program may be made in the open market or in private transactions, at times and in amounts that management deems appropriate. During 2007, we repurchased 700,700 shares for \$10.3 million. During the fourth quarter of 2007, no stock repurchases under the Repurchase Program were made and no shares were surrendered or withheld to cover withholding tax obligations upon vesting of restricted stock awards.

In addition, during the fourth quarter of 2007, we repurchased \$20.5 million of our Senior Convertible Notes reducing the number of shares that would be converted upon maturity to approximately 5.6 million shares.

**ITEM 6 — SELECTED FINANCIAL DATA**

The following selected consolidated financial data with respect to Wabash for each of the five years in the period ended December 31, 2007, have been derived from our consolidated financial statements. The following information should be read in conjunction with *Management's Discussion and Analysis of Financial Condition and Results of Operations* and the consolidated financial statements and notes thereto included elsewhere in this Annual Report.

	Years Ended December 31,				
	2007	2006	2005	2004	2003
	(Dollars in thousands, except per share data)				
<b>Statement of Operations Data:</b>					
Net sales	\$ 1,102,544	\$ 1,312,180	\$ 1,213,711	\$ 1,041,096	\$ 887,940
Cost of sales	1,010,823	1,207,687	1,079,196	915,310	806,963
Loss on asset impairment	-	-	-	-	28,500
Gross profit	91,721	104,493	134,515	125,786	52,477
Selling, general and administrative expenses	65,255	66,227	54,521	57,003	61,724
Impairment of goodwill	-	15,373	-	-	-
Income (loss) from operations	26,466	22,893	79,994	68,783	(9,247)
Interest expense	(5,755)	(6,921)	(6,431)	(10,809)	(31,184)
Foreign exchange, net	3,818	(77)	231	463	5,291
Gain (loss) on debt extinguishment	546	-	-	(607)	(19,840)
Other, net	(387)	407	262	1,175	(2,247)
Income (loss) before income taxes	24,688	16,302	74,056	59,005	(57,227)
Income tax expense (benefit)	8,403	6,882	(37,031)	600	-
Net income (loss)	\$ 16,285	\$ 9,420	\$ 111,087	\$ 58,405	\$ (57,227)
Basic net income (loss) per common share	\$ 0.54	\$ 0.30	\$ 3.57	\$ 2.10	\$ (2.26)
Diluted net income (loss) per common share	\$ 0.52	\$ 0.30	\$ 3.06	\$ 1.80	\$ (2.26)
Cash dividends declared per common share	\$ 0.18	\$ 0.18	\$ 0.18	\$ -	\$ -

	Years Ended December 31,				
	2007	2006	2005	2004	2003
	(Dollars in thousands)				
<b>Balance Sheet Data:</b>					
Working capital	\$ 146,616	\$ 154,880	\$ 213,201	\$ 108,101	\$ 41,970
Total assets	\$ 483,582	\$ 556,483	\$ 548,653	\$ 432,046	\$ 397,036
Total debt and capital leases	\$ 104,500	\$ 125,000	\$ 125,500	\$ 127,500	\$ 227,316
Stockholders' equity	\$ 279,929	\$ 277,955	\$ 278,702	\$ 164,574	\$ 22,162

## **ITEM 7 — MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS**

Management's Discussion and Analysis of Financial Condition and Results of Operations ("MD&A") describes the matters that we consider to be important to understanding the results of our operations for each of the three years in the period ended December 31, 2007, and our capital resources and liquidity as of December 31, 2007. Our discussion begins with our assessment of the condition of the North American trailer industry along with a summary of the actions we have taken to strengthen Wabash. We then analyze the results of our operations for the last three years, including the trends in the overall business and our operations segments, followed by a discussion of our cash flows and liquidity, capital markets events and transactions, our credit facility, and contractual commitments. Continuing, we provide a review of the critical accounting judgments and estimates that we have made that we believe are most important to an understanding of our MD&A and our consolidated financial statements. These are the critical accounting policies that affect the recognition and measurement of our transactions and the balances in our consolidated financial statements. We conclude our MD&A with information on recent accounting pronouncements that we adopted during the year, as well as those not yet adopted that are expected to have an impact on our financial accounting practices.

We have two reportable segments: manufacturing and retail and distribution. The manufacturing segment produces trailers that are sold to customers who purchase trailers directly or through independent dealers and to the retail and distribution segment. The retail and distribution segment includes the sale of new and used trailers, as well as the sale of aftermarket parts and service through our retail branch network.

As part of our commitment to expand our customer base and grow our market leadership, we acquired Transcraft Corporation on March 3, 2006. Transcraft's operating results are included in our consolidated financial statements in the manufacturing segment from the date of acquisition.

### **Executive Summary**

Measured in terms of process yield, productivity and operating effectiveness, 2007 was the best year in our history. Unfortunately, market requirements declined 22% from 2006, which resulted in lower revenues and gross profits. In 2007, we were able to achieve selected price increases despite a soft market and successfully recovered increased cost in our raw materials commodities. We took early and effective actions to control costs in light of a weakening trailer market. We made significant progress toward optimizing the effectiveness and utility of the ERP system we implemented in 2006. We expect the overall trailer market for 2008 to decline further from 2007 and then recover in 2009. We continue to focus on the improvement of our manufacturing and retail operations, expanding our customer base, introducing products that meet customers' needs, exiting non-core operations and strengthening our capital structure.

### **Operating Performance**

We measure our operating performance in four key areas — Safety/Environmental, Quality, Productivity and Cost Reduction. Our objective of being better today than yesterday, and better tomorrow than we are today is simple, straightforward and easily understood by all our associates.

- **Safety/Environmental.** We have made improvements to our total recordable incident rate resulting in a 10% reduction in our workers compensation costs in 2007 compared to 2006. We maintain ISO 14001

registration of our Environmental Management System. We believe that our improved environmental, health and safety management translates into higher labor productivity and lower costs as a result of less time away from work and improved system management.

- **Quality.** We monitor product quality on a continual basis through a number of means for both internal and external performance as follows:
  - **Internal performance.** Our primary internal quality measurement is Process Yield (PY). PY is a performance metric that measures the impact of all aspects of the business on our ability to ship trailers at the end of the production process. In 2007, PY trended positively, exceeding our 2006 performance by 38%. This was due in large part to the integration of our ERP solution.
  - **External performance.** We actively measure and track our warranty claims and costs. One metric monitored, warranty claims reported within the first three months, improved dramatically from approximately six claims per 100 trailers in 2005 to less than three in 2007. We utilize this information, along with other data, to drive continuous improvement initiatives relative to product quality and reliability. Through these efforts, we continue to realize improved quality, which resulted in decreasing rates of warranty payments for the last four years.
- **Productivity.** We measure productivity on many fronts. Some key indicators include production line speed, man-hours per trailer and inventory levels. Improvements over the last several years in these areas have translated into significant improvements in our inventory turns, which is a commonly used measure of working capital efficiency, to approximately eight and ten turns per year in 2007 and 2006, respectively.
- **Cost Reduction.** Since introduction in 2002, we have completed over 540 documented Continuous Improvement (CI) events. In 2007, we focused on productivity enhancements within manufacturing assembly and sub-assembly areas, improving material flow and inventory levels within our supply chain, and waste reduction in key support areas. We deployed a six sigma team to work on key waste reduction initiatives across the enterprise. We also deployed a shop floor problem-solving tool to enhance a culture of daily continuous improvement. We believe the improvements generated to date serve as the foundation for enhanced performance going forward.

## Industry Trends

Freight transportation in the U.S., according to the ATA, was estimated to be a \$646 billion industry in 2006 (the latest such information available). ATA estimates that approximately 69% of all freight tonnage is carried by trucks at some point during its shipment, accounting for approximately 84% of freight industry revenue in the U.S. Trailer demand is a direct function of the amount of freight to be transported. To monitor the state of the industry, we evaluate a number of indicators related to trailer manufacturing and the transportation industry. Recent trends we have observed include the following:

- **Transportation / Trailer Cycle.** Transportation, including trucking, is a cyclical industry that has experienced three cycles over the last 20 years. Truck freight tonnage, according to ATA statistics, has been negative year over year since mid 2006. Recent data suggests that while freight tonnage is not improving, it does not seem to be weakening. The trailer industry generally follows transportation industry cycles. The current cycle began in early 2001 when industry shipments totaled approximately 140,000, reached a peak in 2006 with shipments of approximately 280,000 and is believed to be approaching the bottom in 2008. ACT estimates shipments in 2007 amounted to approximately 217,000 units and will be approximately 187,000 in 2008 and 220,000 in 2009. Our view is generally consistent with that of ACT.
- **Age of Trailer Fleets.** During the three-year period ending December 31, 2006 (the latest such information available), the average age of the top 11 publicly traded truckload motor carrier trailer fleets increased from 4 years to 4.5 years. However, the average age of the total population remained relatively unchanged at approximately 6.5 years. The stability of overall fleet age suggests a replacement demand estimated at 185,000 per year.

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- **New Trailer Orders.** According to ACT, quarterly industry order placement rates have experienced year over year declines in each of the last five quarters through the quarter ended December 31, 2007. Total trailer orders in 2007 were 175,000 units, a 38% decrease from the 282,000 units ordered in 2006.
- **Other Developments.** Other developments and our view of their potential impact on the industry include:
  - U.S. federal truck emission regulations took effect on January 1, 2007, resulting in cleaner, yet less fuel-efficient and more costly tractor engines. Trucking companies accelerated purchases of tractors prior to the effective date of the regulation, significantly reducing the historical trailer-to-tractor ratio of 1.5 to 1. In 2010, additional emission regulations are scheduled to take effect which may result in reoccurrence of accelerated truck purchases, again reducing the trailer-to-tractor ratio. We believe that on average the truck-to-trailer ratio is unlikely to return to prior historic norms.
  - Continuing improvements in trailer quality resulting from technological advances like DuraPlate® composite, higher trailer-to-tractor ratios resulting in fewer miles per trailer per year and the increased utilization of trailer tracking could result in reduced trailer demand.
  - Truck driver shortages experienced over the past several years have constrained and are expected to continue to constrain freight market capacity growth. As a result, trucking companies are under increased pressure to look for alternative ways to move freight, leading to more intermodal freight movement. We believe that railroads are at or near capacity, which will limit their ability to grow. We therefore expect that the majority of freight will still be moved by truck.

## Results of Operations

The following table sets forth certain operating data as a percentage of net sales for the periods indicated:

	Years Ended December 31,		
	2007	2006	2005
	(Percentage of Net Sales)		
Net sales	100.0%	100.0%	100.0%
Cost of sales	91.7	92.0	88.9
Gross profit	8.3	8.0	11.1
General and administrative expenses	4.5	4.0	3.2
Selling expenses	1.4	1.1	1.3
Impairment of goodwill	-	1.2	-
Income from operations	2.4	1.7	6.6
Interest expense	(0.5)	(0.5)	(0.5)
Foreign exchange, net	0.3	-	-
Income before income taxes	2.2	1.2	6.1
Income tax expense (benefit)	0.7	0.5	(3.1)
Net income	1.5%	0.7%	9.2%

**2007 Compared to 2006**

**Net Sales**

Net sales in 2007 were \$1.1 billion, a decrease of \$209.6 million, or 16.0%, compared to 2006. By business segment, net external sales and related units sold were as follows (in millions, except unit data):

	Year Ended December 31,		
	2007	2006	% Change
<b>Sales by Segment:</b>			
Manufacturing	\$ 952.8	\$ 1,120.7	(15.0)
Retail and Distribution	149.7	191.5	(21.8)
<b>Total</b>	<b>\$ 1,102.5</b>	<b>\$ 1,312.2</b>	<b>(16.0)</b>
<b>New Trailers:</b>			
	(units)		
Manufacturing	43,400	55,500	(21.8)
Retail and Distribution	3,000	3,900	(23.1)
<b>Total</b>	<b>46,400</b>	<b>59,400</b>	<b>(21.9)</b>
<b>Used Trailers</b>	<b>4,400</b>	<b>6,600</b>	<b>(33.3)</b>

Manufacturing segment sales for 2007 were \$952.8 million, a decrease of \$167.9 million, or 15.0%, compared to 2006. This decrease was primarily due to a decline in van sales of 11,800 units, or approximately \$229.6 million, due to weak market demand. This decrease was partially offset by higher average selling prices for vans, which had a positive impact of \$67.7 million. Sales price improvements resulted from the effort to offset material price increases and a favorable product mix as we shipped a larger number of the higher-priced refrigerated units and fewer lower-priced FreightPro®, pup trailers and converter dollies in 2007 compared to 2006. Sales of platform units decreased \$4.0 million compared to 2006 as the impact of owning Transcraft for an additional two months was more than offset by the decline in volume.

Retail and distribution segment sales were \$149.7 million in 2007, a decrease of \$41.7 million, or 21.8%, compared to 2006. New and used trailer sales decreased \$19.7 million and \$19.1 million, respectively, compared to 2006 primarily as a result of the overall decline in the market. Parts and service sales were \$40.6 million in 2007, a decrease of \$1.6 million, or 3.8%, compared to 2006 due to weak customer demand.

**Gross Profit**

Gross profit in 2007 was \$91.7 million compared to \$104.5 million in 2006, a decrease of \$12.8 million, or 12.2%. Gross profit as a percent of sales was 8.3% in 2007 compared to 8.0% in 2006. Gross profit by segment was as follows (in millions):

	Year Ended December 31,		
	2007	2006	% Change
<b>Gross Profit by Segment:</b>			
Manufacturing	\$ 82.8	\$ 89.5	(7.5)
Retail and Distribution	9.4	15.4	(39.0)
Intercompany Profit Eliminations	(0.5)	(0.4)	
<b>Total</b>	<b>\$ 91.7</b>	<b>\$ 104.5</b>	<b>(12.2)</b>

Manufacturing segment gross profit as a percentage of sales was 8.7% compared to 8.0% in 2006. Gross profit was \$82.8 million in 2007, a decrease of \$6.7 million, or 7.5%, compared to 2006. The gross profit margin percentage was favorably impacted by increases in the overall average selling prices for new trailers that outpaced increased raw material costs and effective management of operating costs. Offsetting these improvements was the

21.8% decline in new trailer units sold in 2007 compared to 2006. Additionally, we were able to regain operating efficiencies that were adversely impacted in 2006 as a result of implementing a new ERP system. Transcraft's contributions to gross profit increased in 2007 from the prior year period due to Transcraft having an additional two months in the current year.

Retail and distribution segment gross profit in 2007 was \$9.4 million, a decrease of \$6.0 million, or 39.0%, compared to 2006. As a percentage of sales, gross profit margin was 6.3% compared to 8.0% in 2006, primarily due to declines in new and used trailer unit sales and margins and reduced demand for parts and service.

### ***General and Administrative Expenses***

General and administrative expenses decreased \$1.6 million to \$49.5 million in 2007. The decrease was largely due to reduction in salaries and other employee-related costs which were slightly offset by increases in bad debt expense and legal and technology costs.

### ***Selling Expenses***

Selling expenses increased \$0.7 million to \$15.7 million in 2007 primarily due to an increase in employee-related costs and the impact of reporting Transcraft an additional two months in 2007 as compared to 2006.

### ***Other Income (Expense)***

*Foreign exchange, net* for 2007 includes \$3.3 million of accumulated foreign currency translation gains recognized as a result of the sale of our Canadian branches. Upon finalization of this sale, the operational activities pertaining to this entity were considered substantially liquidated as of December 31, 2007, and, in accordance with FASB Statement No. 52, *Foreign Currency Translation*, all accumulated foreign currency translation gains were recognized.

*Gain on debt extinguishment* in 2007 of \$0.5 million represents the gain recognized on the extinguishment of \$20.5 million of our Senior Convertible Notes, which were purchased at a discount to par value, net of related deferred debt issuance costs.

### ***Income Taxes***

In 2007, we recognized income tax expense of \$8.4 million compared to tax expense of \$6.9 million in 2006. The effective rate for 2007 was 34.0%. This rate is lower than the U.S. Federal statutory rate as it includes recognition of a portion of the benefit of certain tax deductions related to the liquidation of our Canadian subsidiary of \$0.8 million. As of December 31, 2007, we had \$62.6 million of remaining U.S. federal income tax net operating loss carryforwards, which will expire in 2022 if unused, and which may be subject to other limitations on use under IRS rules.

In 2006, we recognized the reversal of valuation allowance and reserves primarily resulting from the settlement of certain state income tax positions totaling \$4.8 million. We also recognized \$5.6 million of valuation allowance against foreign losses incurred during the year.

**2006 Compared to 2005****Net Sales**

Net sales in 2006 were \$1.3 billion, an increase of \$98.5 million, or 8.1%, compared to 2005. By business segment, net external sales and related units sold were as follows (in millions, except unit data):

	Year Ended December 31,		
	2006	2005	% Change
<b>Sales by Segment:</b>			
Manufacturing	\$ 1,120.7	\$ 968.4	15.7%
Retail and Distribution	191.5	245.3	(21.9%)
<b>Total</b>	<b>\$ 1,312.2</b>	<b>\$ 1,213.7</b>	<b>8.1%</b>
<b>New Trailers:</b>			
	(units)		
Manufacturing	55,500	50,500	9.9%
Retail and Distribution	3,900	5,600	(30.4%)
<b>Total</b>	<b>59,400</b>	<b>56,100</b>	<b>5.9%</b>
<b>Used Trailers</b>	<b>6,600</b>	<b>6,000</b>	<b>10.0%</b>

Manufacturing segment sales in 2006 were \$1.1 billion, an increase of \$152.3 million, or 15.7%, compared to 2005. The increase was primarily due to the inclusion of \$95.0 million in sales, or approximately 4,600 units, from Transcraft since the date of acquisition and increased average selling prices for van trailers as van unit volumes were flat. The average selling prices for van trailers increased approximately 5.3% from 2005 due to our ability to pass along a portion of the increases in material costs and changes in product mix as more higher-priced refrigerated units and fewer lower-priced convertible dollies and containers were sold compared to the prior year.

Retail and distribution segment sales were \$191.5 million in 2006, a decrease \$53.8 million, or 21.9%, compared to 2005. New trailer sales in this segment decreased \$45.8 million and sales for parts and service declined \$7.5 million in 2006 primarily as a result of fewer retail outlets in operation during 2006. Used trailer sales were comparable with the prior year although selling prices were less favorable in 2006 due to product mix.

**Gross Profit**

Gross profit in 2006 was \$104.5 million compared to \$134.5 million in 2005, a decrease of \$30.0 million or 22.3%. Gross profit as a percent of sales was 8.0% in 2006 compared to 11.1% in 2005. As discussed below, both of our segments were impacted as follows (in millions):

	Year Ended December 31,		
	2006	2005	% Change
<b>Gross Profit by Segment:</b>			
Manufacturing	\$ 89.5	\$ 112.9	(20.7%)
Retail and Distribution	15.4	19.8	(22.2%)
Intercompany Profit Eliminations	(0.4)	1.8	
<b>Total Gross Profit</b>	<b>\$ 104.5</b>	<b>\$ 134.5</b>	<b>(22.3%)</b>

Manufacturing segment gross profit in 2006 decreased \$23.4 million or 20.7%. Gross profit as a percentage of sales was 8.0% in 2006 compared to 11.7% in 2005. The decrease in gross profit and gross profit as a percentage of sales was largely due to the impact of higher raw material costs, primarily steel and aluminum. These were offset by gross profit contributions from Transcraft of \$17.4 million since the date of acquisition. Additionally, the decrease was driven by manufacturing inefficiencies that arose in the second and third quarters of 2006 related to parts

shortages and issues with inbound logistics that had a detrimental impact on scheduling and production. These inefficiencies were primarily the result of issues arising from the implementation of our new ERP system.

Retail and distribution segment gross profit in 2006 was \$15.4 million, a decrease of \$4.4 million, or 22.2% compared to 2005. This was a result of lower sales, primarily driven by fewer retail outlets in 2006 as compared with 2005. The retail and distribution segment's gross profit as a percent of sales was 8.0% in 2006, compared to 8.1% in 2005.

### ***General and Administrative Expenses***

General and administrative expense increased \$11.9 million to \$51.2 million in 2006 from \$39.3 million in 2005. The increase was largely due to the inclusion of \$6.4 million from Transcraft since the date of acquisition, including \$4.0 million of amortization expense for intangible assets acquired. Outside professional fees related to ERP implementation of \$1.7 million, higher stock-based compensation costs of \$1.5 million, primarily the result of adoption of SFAS No. 123(R), and \$1.5 million of additional amortization of our new ERP system, also contributed to the increase. These increases were slightly offset by a decrease of \$1.2 million in employee compensation.

### ***Impairment of Goodwill***

As part of the preparation of our financial statements, we conducted our annual impairment test of goodwill as of October 1, 2006 and determined that the goodwill within the Retail and Distribution reporting unit was impaired. We determined that the book value of the reporting unit exceeded the estimated fair market value of the reporting unit as determined using the present value of expected future cash flows on the assessment date. After calculating the implied fair value of the goodwill by deducting the fair value of all tangible and intangible net assets of the reporting unit from the fair value of the reporting unit, it was determined that the recorded goodwill of \$15.4 million was impaired. The goodwill impairment was the result of the revised outlook as determined by our budgeting process for future periods. Future periods are being impacted by recent changes in the pattern of used trailer grade activity by larger fleet operators resulting in longer trade cycles and increased levels of direct sales of used trailers by customers. These changes impact both the profitability of used trailer sales and parts and services operations. Also impacting future periods is the continued reduction of our retail locations.

### ***Other Income (Expense)***

*Interest expense* increased \$0.5 million, or 7.6%, in 2006 to \$6.9 million due to increased average borrowings during the year as our cost of borrowing remained relatively flat.

### ***Income Taxes***

In 2006, we recognized income tax expense of \$6.9 million compared to a tax benefit of \$37.0 million in 2005. The effective rate for 2006 was 42.2%. This rate includes recognition of the reversal of valuation allowance and reserves, primarily resulting from the settlement of certain state income tax positions totaling \$4.8 million. We also recognized \$5.6 million of valuation allowance against foreign losses incurred during the year. As of December 31, 2006, we had approximately \$70 million of remaining U.S. federal income tax net operating loss carryforwards, which will expire in 2022 if unused, and which may be subject to other limitations on use under Internal Revenue Service rules.

In 2005, we determined that a portion of our previously reserved deferred tax assets were more likely than not realizable based on criteria set forth in SFAS No. 109. As a result, we reversed \$37.3 million of valuation allowance previously recorded and, additionally, we utilized \$30.0 million of net operating losses (NOL) to offset 2005 income.

## **Liquidity and Capital Resources**

### **Capital Structure**

Today, our capital structure is comprised of a mix of equity and debt. As of December 31, 2007, our debt to equity ratio is approximately 0.4:1.0. Our objective is to generate operating cash flows sufficient to fund normal

working capital requirements, to fund capital expenditures, to be positioned to take advantage of market opportunities, to pay dividends and to fund potential stock repurchases.

### **Debt Amendment**

On March 6, 2007, we entered into a Second Amended and Restated Loan and Security Agreement (Revolving Facility) with our lenders. The Revolving Facility replaced our prior facility. The Revolving Facility increased the capacity under the facility from \$125 million to \$150 million, subject to a borrowing base, and extended the maturity date of the facility from September 30, 2007 to March 6, 2012.

On September 24, 2007, we entered into Amendment No. 1 to the Revolving Facility. This amendment increases our borrowing capacity under the Revolving Facility from \$150 million to \$200 million, subject to a borrowing base, and allows borrowing under the Revolving Facility to fund the repurchase of our \$125 million Senior Convertible Notes, subject to the conditions set forth in the Amendment.

We have the option to increase the credit facility by up to an additional \$50 million during the term of the facility, subject to a borrowing base. The lenders under the Revolving Facility are under no obligation to provide any additional commitments and any increase in commitments will be subject to customary conditions precedent.

*Interest Rate and Fees.* Borrowings under the Revolving Facility bear interest at a rate equal to, at our option, either (1) a base rate determined as Bank of America, N.A.'s prime rate for commercial loans; or (2) a LIBOR rate determined on the basis of the offered rates for deposits in U.S. dollars, for a period of time comparable to the applicable interest rate period, which appears on the Telerate page 3750 as of 11 a.m. (London time), on the day that is two London banking days preceding the first day of the interest period, in each case plus an applicable margin. The applicable margin for borrowings under the Revolving Facility ranges from 0.00% to 0.75% for base rate borrowings and 1.25% to 2.25% for LIBOR borrowings, subject to adjustment based on the average availability under the Revolving Facility.

In addition to paying interest on the outstanding principal under the Revolving Facility, we are required to pay an annual agency fee to our administrative agent in the amount of \$50,000 each year the Revolving Facility is outstanding other than the first year. We are also required to pay an unused line fee equal to 0.25% on the unused portion of the Revolving Facility and other customary fees.

*Mandatory Repayments.* If we receive proceeds from the sale of any collateral or certain other dispositions, we are required to repay a sum equal to 100% of the net proceeds (including insurance payments but net of costs and taxes incurred in connection with the sale or event). If we issue any additional indebtedness (excluding any indebtedness issued in connection with a refinancing of our Senior Convertible Notes), we are required to repay a sum equal to 100% of the net proceeds of the issuance of the indebtedness. If we issue equity other than certain customary exceptions, we are required to repay a sum equal to 50% of the net proceeds of the issuance.

Further, if we receive proceeds from any tax refunds, indemnity payments or pension plan reversions, we are required to repay a sum equal to 100% of the proceeds.

Any repayment shall be applied to reduce the outstanding principal balance of the Revolving Facility but shall not permanently reduce the capacity to borrow under the facility.

If an event of default has occurred, we may be required to repay the outstanding balance under the Revolving Facility, together with accrued and unpaid interest thereon and all other fees and obligations accrued thereunder.

*Voluntary Repayments.* We may repay the outstanding balance under the Revolving Facility from time to time without premium or penalty other than customary breakage costs with respect to LIBOR loans. In addition, we may opt to reduce the capacity under the Revolving Facility in an aggregate amount not to exceed \$25 million during the term of the Revolving Facility. Upon 30 days prior written notice, we may terminate the Revolving Facility if we have satisfied all outstanding obligations under the Revolving Facility and cash collateralized any outstanding letters of credit and letters of credit guaranties.

*Guarantees and Security.* Certain of our subsidiaries unconditionally guarantee all obligations under the Revolving Facility. All obligations under the Revolving Facility, and the guarantees of those obligations, are

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secured, subject to certain exceptions, by a first-priority security interest in, or pledge of, certain personal and real property of the Company and certain direct and indirect subsidiaries, including inventory, accounts, certain investment property, shares of capital stock in each domestic subsidiary, general intangibles, intellectual property, certain security and deposit accounts and certain related assets and proceeds of the foregoing.

*Certain Covenants and Events of Default.* The Revolving Facility includes certain covenants that restrict, among other things and subject to certain exceptions, our ability and the ability of our subsidiaries to:

- incur additional debt;
- pay any distributions, including dividends on our common stock in excess of \$20 million per year;
- repurchase our common stock if, among other conditions, immediately after the repurchase we have availability of less than \$40 million under the Revolving Facility;
- consolidate, merge or transfer all or substantially all of our assets;
- make certain investments, loans, mergers and acquisitions;
- repurchase our senior convertible notes if, among other conditions, we have availability of less than \$40 million under the Revolving Facility immediately after giving effect to the repurchase;
- enter into material transactions with affiliates unless in the ordinary course, upon fair and reasonable terms and no less favorable than would be obtained in a comparable arms-length transaction;
- use proceeds from the Revolving Facility to make payment on certain indebtedness, excluding certain payments relating to our Senior Convertible Notes and indebtedness incurred in connection with a repurchase of our Senior Convertible Notes;
- amend the terms of certain indebtedness;
- sell, lease or dispose of certain assets;
- amend our organizational documents in certain circumstances;
- enter into operating leases with aggregate rentals payable in excess of \$10 million during any 12 consecutive months;
- change in any material respect the nature of our business conducted as of March 6, 2007; and
- create certain liens.

Additionally, should our available borrowing capacity drop below \$30 million, we would be subject to a minimum fixed charge coverage ratio of 1.1:1.0 which could limit our ability to make capital expenditures and stock repurchases and further limit the amount of dividends we could pay.

The Revolving Facility requires that no later than May 1, 2008, we do one or more of the following in connection with our Senior Convertible Notes, which are due in August 2008: (i) repurchase all or a portion of the Senior Convertible Notes with the proceeds of a convertible note offering or proceeds from the Revolving Facility, so long as immediately after making any such payment with proceeds of the Revolving Facility we have availability under the Revolving Facility of at least \$40 million; (ii) defease any outstanding indebtedness evidenced by the Senior Convertible Notes, so long as immediately after making any such payment we have availability under the Revolving Facility of at least \$40 million; or (iii) institute cash reserves equal to any outstanding principal balance of the Senior Convertible Notes, which reserves shall remain in place until all indebtedness evidenced by the Senior Convertible Notes has been paid in full, and shall be used only to pay in full the outstanding indebtedness evidenced by the Senior Convertible Notes, so long as immediately after instituting any cash reserves from the proceeds of the Revolving Facility we have availability under the Revolving Facility of at least \$40 million.

The Revolving Facility also contains additional customary affirmative covenants and events of default, including among other events, certain cross defaults, business disruption, condemnation and change in ownership.

## **Cash Flow**

Cash provided by operating activities in 2007 amounted to \$59.3 million compared to \$51.8 million in 2006. The increase was primarily a result of a \$19.0 million improvement in working capital offset by an \$11.5 million reduction in net income, adjusted for non-cash items, as compared to the prior year period. The following is a discussion of factors impacting certain working capital items in 2007 as compared to the prior year:

- Accounts receivable decreased \$41.7 million during 2007 compared to a decrease of \$26.1 million in 2006. Days sales outstanding (DSO), a measure of working capital efficiency that measures the amount of time a receivable is outstanding, was approximately 25 days in 2007 compared to 28 days in 2006. The improvement in DSO was primarily due to the timing of collections.
- Inventory decreased \$20.0 million during 2007 compared to an increase of \$20.3 million in 2006. The 2007 decrease is primarily due to lower raw material inventories resulting from reduced trailer demand and improved inventory management. Prior year raw material inventory includes the impact of the advance procurement of tires required to ensure availability of product.
- Accounts payable and accrued liabilities decreased \$48.5 million in 2007 compared to a decrease of \$15.6 million in 2006. The year over year change is due to lower raw material inventory levels, improved inventory management and lower production volume.

Investing activities used \$11.1 million during 2007 compared to \$75.1 million in 2006. The decrease of \$64.0 million from the prior year was primarily due to the Transcraft acquisition in the first quarter of 2006. The current year includes the additional purchase price payment of \$4.5 million based on Transcraft's achievement of 2006 performance targets.

Financing activities used \$36.9 million during 2007, including \$19.9 million used to retire \$20.5 million of our Senior Convertible Notes.

As of December 31, 2007, our liquidity position, defined as cash on hand and available borrowing capacity, amounted to approximately \$205.3 million and total debt and lease obligations amounted to approximately \$109.3 million, including \$4.8 million of off-balance sheet operating leases. During 2008, we are required to extinguish our Senior Convertible Notes of which \$104.5 million aggregate principal amount were outstanding at December 31, 2007. We currently anticipate funding this extinguishment through cash on hand and available borrowings under the Revolving Facility. After considering this extinguishment, we expect that in 2008, we will be able to generate sufficient cash flow from operations to fund our anticipated working capital, capital expenditures and quarterly dividend payments.

## **Capital Expenditures**

Capital spending amounted to \$6.7 million for 2007 and is anticipated to be approximately \$10 million for 2008. Spending in 2008 will primarily be targeted on cost reduction projects in our manufacturing facilities as we continue to implement our strategy of low-cost production of quality trailers. Activities are currently underway at our Transcraft facility in Anna, Illinois and at our trailer floor facility in Harrison, Arkansas to implement various continuous improvement and lean manufacturing initiatives. Evaluation of production costs at our main Lafayette, Indiana facility is in progress and the outcome of that evaluation may increase capital spending for 2008 above the \$10.0 million anticipated amount.

## **Outlook**

According to the most recent ACT estimates, total trailer industry shipments for 2008 are expected to be down 14% from 2007 to approximately 187,000 units. ACT estimates that sales in 2009 will recover to 2007 levels or approximately 220,000 units. The biggest concerns going into 2008 relate to the global economy, especially housing and construction-related markets in the U.S. Management's expectation is that the trailer industry will soften further before starting to recover in the second half of the year.

By product type, ACT is estimating that van trailer shipments will be down approximately 15% in 2008 compared to 2007 with the decline in reefer units being more pronounced than that of dry vans. Total van trailer

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shipments are expected to total 129,000 units in 2008 compared to 152,000 units in 2007. ACT is estimating that platform trailer shipments will decline approximately 20% in 2008. The decrease in the demand for trailers reflect the weakness of truck freight, which has trended down since the latter part of 2006 as a result of general economic conditions and, more particularly, declines in new home construction and automotive.

We believe we are in a strong position in the industry because: (1) our core customers are among the dominant participants in the trucking industry; (2) our DuraPlate® trailer continues to have increased market acceptance; (3) our focus is on developing solutions that reduce our customers' trailer maintenance costs; and (4) we expect some expansion of our presence into the mid-market carriers. In 2007, we added approximately 40 new mid-market customers accounting for orders of over 2,800 new trailers. Since implementing our mid-market sales strategy four years ago, we have added 260 new mid-market customers accounting for orders for over 18,500 new trailers.

Pricing will be difficult in 2008 due to weak demand and fierce competitive activity. Raw material and component costs are expected to continue to trend upward based on world commodity prices for oil, steel and aluminum. As has been our policy, we will endeavor to pass along raw material and component price increases to our customers. We have a focus on continuing to develop innovative new products that both add value to our customers' operations and allow us to continue to differentiate our products from the competition to increase profitability.

### Contractual Obligations and Commercial Commitments

A summary of payments of our contractual obligations and commercial commitments, both on and off balance sheet, as of December 31, 2007 are as follows (in millions):

	2008	2009	2010	2011	2012	Thereafter	Total
<b>DEBT (excluding interest):</b>							
Senior Convertible Notes	\$ 104.5	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 104.5
Bank Revolver (due 2012)	-	-	-	-	-	-	-
<b>TOTAL DEBT</b>	<b>\$ 104.5</b>	<b>\$ -</b>	<b>\$ 104.5</b>				
<b>OTHER:</b>							
Operating Leases	\$ 2.1	\$ 1.3	\$ 0.8	\$ 0.2	\$ 0.2	\$ 0.2	\$ 4.8
<b>TOTAL OTHER</b>	<b>\$ 2.1</b>	<b>\$ 1.3</b>	<b>\$ 0.8</b>	<b>\$ 0.2</b>	<b>\$ 0.2</b>	<b>\$ 0.2</b>	<b>\$ 4.8</b>
<b>OTHER COMMERCIAL COMMITMENTS:</b>							
Letters of Credit	\$ 7.3	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 7.3
Purchase Commitments	15.7	-	-	-	-	-	15.7
Residual Guarantees	-	0.5	-	-	-	-	0.5
<b>TOTAL OTHER COMMERCIAL COMMITMENTS</b>	<b>\$ 23.0</b>	<b>\$ 0.5</b>	<b>\$ -</b>	<b>\$ -</b>	<b>\$ -</b>	<b>\$ -</b>	<b>\$ 23.5</b>
<b>TOTAL OBLIGATIONS</b>	<b>\$ 129.6</b>	<b>\$ 1.8</b>	<b>\$ 0.8</b>	<b>\$ 0.2</b>	<b>\$ 0.2</b>	<b>\$ 0.2</b>	<b>\$ 132.8</b>

Residual guarantees represent commitments related to certain new trailer sales transactions prior to 2002, where we had entered into agreements to guarantee end-of-term residual value. The agreements also contain an option for us to purchase the used equipment at a predetermined price. We have purchase options of \$0.5 million on the aforementioned trailers.

Operating leases represent the total future minimum lease payments.

We have \$15.7 million in purchase commitments through June 2008 for aluminum, which is within normal production requirements.

**Significant Accounting Policies and Critical Accounting Estimates**

Our significant accounting policies are more fully described in Note 2 to our consolidated financial statements. Certain of our accounting policies require the application of significant judgment by management in selecting the appropriate assumptions for calculating financial estimates. By their nature, these judgments are subject to an inherent degree of uncertainty. These judgments are based on our historical experience, terms of existing contracts, our evaluation of trends in the industry, information provided by our customers and information available from other outside sources, as appropriate.

We consider an accounting estimate to be critical if:

- it requires us to make assumptions about matters that were uncertain at the time we were making the estimate; and
- changes in the estimate or different estimates that we could have selected would have had a material impact on our financial condition or results of operations.

The table below presents information about the nature and rationale for our critical accounting estimates:

Balance Sheet Caption	Critical Estimate Item	Nature of Estimates Required	Assumptions/ Approaches Used	Key Factors
Other accrued liabilities and other noncurrent liabilities	Warranty	Estimating warranty requires us to forecast the resolution of existing claims and expected future claims on products sold.	We base our estimate on historical trends of units sold and payment amounts, combined with our current understanding of the status of existing claims, recall campaigns and discussions with our customers.	Failure rates and estimated repair costs
Accounts receivable, net	Allowance for doubtful accounts	Estimating the allowance for doubtful accounts requires us to estimate the financial capability of customers to pay for products.	We base our estimates on historical experience, the time an account is outstanding, customer's financial condition and information from credit rating services.	Customer financial condition
Inventories	Lower of cost or market write-downs	We evaluate future demand for products, market conditions and incentive programs.	Estimates are based on recent sales data, historical experience, external market analysis and third party appraisal services.	Market conditions Product type
Property, plant and equipment, goodwill, intangible assets, and other assets	Valuation of long-lived assets and investments	We are required periodically to review the recoverability of certain of our assets based on projections of anticipated future cash flows, including future profitability assessments of various product lines.	We estimate cash flows using internal budgets based on recent sales data, and independent trailer production volume estimates.	Future production estimates Discount rate
Deferred income taxes	Recoverability of deferred tax assets - in particular, net operating loss carry-forwards	We are required to estimate whether recoverability of our deferred tax assets is more likely than not based on forecasts of taxable earnings.	We use projected future operating results, based upon our business plans, including a review of the eligible carry-forward period, tax planning opportunities and other relevant considerations.	Variances in future projected profitability, including by taxing entity Tax law changes

In addition, there are other items within our financial statements that require estimation, but are not as critical as those discussed above. Changes in estimates used in these and other items could have a significant effect on our consolidated financial statements. The determination of the fair market value of new and used trailers is subject to

variation, particularly in times of rapidly changing market conditions. A 5% change in the valuation of our inventories would be approximately \$6 million.

#### **Other**

##### **Inflation**

We have historically been able to offset the impact of rising costs through productivity improvements as well as selective price increases. As a result, inflation has not had, and is not expected to have, a significant impact on our business.

##### **New Accounting Pronouncements**

###### *Income Taxes*

On January 1, 2007, we adopted the Financial Accounting Standards Board (FASB) Final Interpretation Number 48, "Accounting for Uncertainty in Income Taxes" (FIN 48). We have no adjustment to report in respect of the effect of adoption of FIN 48.

Our policy with respect to interest and penalties associated with reserves or allowances for uncertain tax positions is to classify such interest and penalties in income tax expense in the Statements of Operations. As of December 31, 2007, the total amount of unrecognized income tax benefits computed under FIN 48 was approximately \$10.5 million, all of which, if recognized, would impact our effective income tax rate. As of December 31, 2007, we had recorded a total of \$0.4 million of accrued interest and penalties related to uncertain tax positions. We foresee no significant changes to the facts and circumstances underlying its reserves and allowances for uncertain income tax positions as reasonably possible during the next 12 months. As of December 31, 2007, we are subject to unexpired statutes of limitation for U.S. federal income taxes for the years 2001-2007. We are also subject to unexpired statutes of limitation for Indiana state income taxes for the years 2001-2007.

###### *Fair Value Measurements*

In September 2006, the FASB issued Statement of Financial Accounting Standards (SFAS) No. 157, *Fair Value Measurements*. The Statement provides guidance for using fair value to measure assets and liabilities and only applies when other standards require or permit the fair value measurement of assets and liabilities. It does not expand the use of fair value measurement. In February 2008, the FASB agreed to defer the effective date to fiscal years beginning after November 15, 2008, for certain nonfinancial assets and nonfinancial liabilities, except those that are recognized or disclosed at fair value in the financial statements on a recurring basis. For these financial and nonfinancial assets and liabilities that are remeasured at least annually, this statement is effective for fiscal years beginning after November 15, 2007. The adoption of this Statement is not expected to have a material impact on our financial position, results of operations or cash flows.

###### *Fair Value Option*

In February 2007, the FASB issued SFAS No. 159, *The Fair Value Option for Financial Assets and Financial Liabilities*. This Statement permits entities to choose to measure many financial instruments and certain other items at fair value. This Statement is effective for fiscal years beginning after November 15, 2007. The adoption of this Statement is not expected to have a material impact on our financial position, results of operations or cash flows.

#### **ITEM 7A — QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK**

In addition to the risks inherent in our operations, we have exposure to financial and market risk resulting from volatility in commodity prices, interest rates and foreign exchange rates. The following discussion provides additional detail regarding our exposure to these risks.

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### *a. Commodity Price Risks*

We are exposed to fluctuation in commodity prices through the purchase of raw materials that are processed from commodities such as aluminum, steel, wood and polyethylene. Given the historical volatility of certain commodity prices, this exposure can significantly impact product costs. Historically, we have managed aluminum price changes by entering into fixed price contracts with our suppliers. As of December 31, 2007, we had \$15.7 million in raw material purchase commitments through June 2008 for materials that will be used in the production process. We typically do not set prices for our products more than 45-90 days in advance of our commodity purchases and can, subject to competitive market conditions, take into account the cost of the commodity in setting our prices for each order. To the extent that we are unable to offset the increased commodity costs in our product prices, our results would be materially and adversely affected.

### *b. Interest Rates*

As of December 31, 2007, we had no floating rate debt outstanding. For 2007, we maintained an average floating rate borrowing level of \$1.0 million under our revolving line of credit. Based on this average borrowing level, a hypothetical 100 basis-point increase in the floating interest rate from the current level would not have a material impact to interest expense over a one-year period. This sensitivity analysis does not account for the change in the competitive environment indirectly related to the change in interest rates and the potential managerial action taken in response to these changes.

**ITEM 8 — FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA**

	<u>Pages</u>
<a href="#"><u>Report of Independent Registered Public Accounting Firm</u></a>	34
<a href="#"><u>Consolidated Balance Sheets as of December 31, 2007 and 2006</u></a>	35
<a href="#"><u>Consolidated Statements of Operations for the years ended December 31, 2007, 2006 and 2005</u></a>	36
<a href="#"><u>Consolidated Statements of Stockholders' Equity for the years ended December 31, 2007, 2006 and 2005</u></a>	37
<a href="#"><u>Consolidated Statements of Cash Flows for the years ended December 31, 2007, 2006 and 2005</u></a>	38
<a href="#"><u>Notes to Consolidated Financial Statements</u></a>	39

Report of Independent Registered Public Accounting Firm

The Board of Directors and Shareholders of Wabash National Corporation

We have audited the accompanying consolidated balance sheets of Wabash National Corporation as of December 31, 2007 and 2006, and the related consolidated statements of operations, stockholders' equity, and cash flows for each of the three years in the period ended December 31, 2007. 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 Wabash National Corporation at December 31, 2007 and 2006, and the consolidated results of its operations and its cash flows for each of the three years in the period ended December 31, 2007, in conformity with U.S. generally accepted accounting principles.

As discussed in Note 11 to the Consolidated Financial Statements, effective January 1, 2007, the Company adopted Financial Accounting Standards Board Interpretation No. 48, "Accounting for Uncertainty in Income Taxes," an interpretation of Financial Accounting Standards No. 109.

As discussed in Note 9 to the Consolidated Financial Statements, the Company adopted Statement of Financial Accounting Standards No. 123(R), "Share-Based Payment," in 2006.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), Wabash National Corporation's internal control over financial reporting as of December 31, 2007, based on criteria established in Internal Control — Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission and our report dated February 14, 2008 expressed an unqualified opinion thereon.

ERNST & YOUNG LLP

Indianapolis, Indiana  
February 14, 2008

**WABASH NATIONAL CORPORATION**  
**CONSOLIDATED BALANCE SHEETS**  
(Dollars in thousands)

	December 31,	
	2007	2006
<u>ASSETS</u>		
CURRENT ASSETS:		
Cash and cash equivalents	\$ 41,224	\$ 29,885
Accounts receivable, net	68,752	110,462
Inventories	113,125	133,133
Deferred income taxes	14,514	26,650
Prepaid expenses and other	4,046	4,088
Total current assets	241,661	304,218
PROPERTY, PLANT AND EQUIPMENT, net	122,063	129,325
DEFERRED INCOME TAXES	2,772	-
GOODWILL	66,317	66,692
INTANGIBLE ASSETS	32,498	35,998
OTHER ASSETS	18,271	20,250
	<u>\$ 483,582</u>	<u>\$ 556,483</u>
<u>LIABILITIES AND STOCKHOLDERS' EQUITY</u>		
CURRENT LIABILITIES:		
Accounts payable	\$ 40,787	\$ 90,632
Other accrued liabilities	54,258	58,706
Total current liabilities	95,045	149,338
LONG-TERM DEBT	104,500	125,000
DEFERRED INCOME TAXES	-	1,556
OTHER NONCURRENT LIABILITIES AND CONTINGENCIES	4,108	2,634
STOCKHOLDERS' EQUITY:		
Preferred stock, 25,000,000 shares authorized, no shares issued or outstanding	-	-
Common stock 75,000,000 shares authorized, \$0.01 par value, 29,842,945 and 30,480,034 shares issued and outstanding, respectively	321	319
Additional paid-in capital	347,143	342,737
Retained deficit	(42,058)	(52,887)
Accumulated other comprehensive income	-	2,975
Treasury stock at cost, 1,675,600 and 974,900 common shares, respectively	(25,477)	(15,189)
Total stockholders' equity	279,929	277,955
	<u>\$ 483,582</u>	<u>\$ 556,483</u>

The accompanying notes are an integral part of these Consolidated Statements.

**WABASH NATIONAL CORPORATION**  
**CONSOLIDATED STATEMENTS OF OPERATIONS**  
(Dollars in thousands, except per share amounts)

	Years Ended December 31,		
	<u>2007</u>	<u>2006</u>	<u>2005</u>
NET SALES	\$ 1,102,544	\$ 1,312,180	\$ 1,213,711
COST OF SALES	<u>1,010,823</u>	<u>1,207,687</u>	<u>1,079,196</u>
Gross profit	\$ 91,721	\$ 104,493	\$ 134,515
GENERAL AND ADMINISTRATIVE EXPENSES	49,512	51,157	39,301
SELLING EXPENSES	15,743	15,070	15,220
IMPAIRMENT OF GOODWILL	<u>-</u>	<u>15,373</u>	<u>-</u>
Income from operations	\$ 26,466	\$ 22,893	\$ 79,994
OTHER INCOME (EXPENSE):			
Interest expense	(5,755)	(6,921)	(6,431)
Foreign exchange, net	3,818	(77)	231
Gain on debt extinguishment	546	-	-
Other, net	<u>(387)</u>	<u>407</u>	<u>262</u>
Income before income taxes	\$ 24,688	\$ 16,302	\$ 74,056
INCOME TAX EXPENSE (BENEFIT)	<u>8,403</u>	<u>6,882</u>	<u>(37,031)</u>
Net income	<u>\$ 16,285</u>	<u>\$ 9,420</u>	<u>\$ 111,087</u>
COMMON STOCK DIVIDENDS DECLARED	<u>\$ 0.18</u>	<u>\$ 0.18</u>	<u>\$ 0.18</u>
BASIC NET INCOME PER SHARE	<u>\$ 0.54</u>	<u>\$ 0.30</u>	<u>\$ 3.57</u>
DILUTED NET INCOME PER SHARE	<u>\$ 0.52</u>	<u>\$ 0.30</u>	<u>\$ 3.06</u>
COMPREHENSIVE INCOME			
Net income	\$ 16,285	\$ 9,420	\$ 111,087
Reclassification adjustment for foreign exchange gains included in net income	(3,322)	-	-
Foreign currency translation adjustment	<u>347</u>	<u>617</u>	<u>649</u>
NET COMPREHENSIVE INCOME	<u>\$ 13,310</u>	<u>\$ 10,037</u>	<u>\$ 111,736</u>

The accompanying notes are an integral part of these Consolidated Statements.

**WABASH NATIONAL CORPORATION**  
**CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY**  
(Dollars in thousands)

	Common Stock		Additional Paid-In Capital	Retained Earnings (Deficit)	Other Comprehensive Income (Loss)	Treasury Stock	Total
	Shares	Amount					
<b>BALANCES, December 31, 2004</b>	<b>30,807,370</b>	<b>\$ 309</b>	<b>\$ 325,512</b>	<b>\$(162,097)</b>	<b>\$ 2,129</b>	<b>\$ (1,279)</b>	<b>\$ 164,574</b>
Net income for the year	-	-	-	111,087	-	-	111,087
Foreign currency translation	-	-	-	-	649	-	649
Foreign currency translation realized on asset disposal	-	-	-	-	(420)	-	(420)
Stock-based compensation	58,867	2	1,545	-	-	-	1,547
Stock repurchase	(189,000)	-	-	-	-	(3,366)	(3,366)
Common stock dividends	-	-	-	(5,643)	-	-	(5,643)
Tax benefit from stock-based compensation	-	-	6,253	-	-	-	6,253
Common stock issued under:							
Employee stock bonus plan	5,220	-	116	-	-	-	116
Stock option plan	391,281	4	3,751	-	-	-	3,755
Outside directors' plan	6,220	-	150	-	-	-	150
<b>BALANCES, December 31, 2005</b>	<b>31,079,958</b>	<b>\$ 315</b>	<b>\$ 337,327</b>	<b>\$ (56,653)</b>	<b>\$ 2,358</b>	<b>\$ (4,645)</b>	<b>\$ 278,702</b>
Net income for the year	-	-	-	9,420	-	-	9,420
Foreign currency translation	-	-	-	-	617	-	617
Stock-based compensation	14,492	3	3,975	-	-	-	3,978
Stock repurchase	(726,300)	-	-	-	-	(10,544)	(10,544)
Common stock dividends	-	-	-	(5,654)	-	-	(5,654)
Tax benefit from stock-based compensation	-	-	352	-	-	-	352
Common stock issued under:							
Employee stock bonus plan	970	-	4	-	-	-	4
Stock option plan	90,278	1	761	-	-	-	762
Outside directors' plan	20,636	-	318	-	-	-	318
<b>BALANCES, December 31, 2006</b>	<b>30,480,034</b>	<b>\$ 319</b>	<b>\$ 342,737</b>	<b>\$ (52,887)</b>	<b>\$ 2,975</b>	<b>\$ (15,189)</b>	<b>\$ 277,955</b>
Net income for the year	-	-	-	16,285	-	-	16,285
Foreign currency translation	-	-	-	-	347	-	347
Foreign currency translation realized on disposition of Canadian subsidiary	-	-	-	-	(3,322)	-	(3,322)
Stock-based compensation	46,734	2	4,356	-	-	-	4,358
Stock repurchase	(716,068)	-	(214)	-	-	(10,288)	(10,502)
Common stock dividends	-	-	-	(5,456)	-	-	(5,456)
Tax benefit from stock-based compensation	-	-	(125)	-	-	-	(125)
Common stock issued under:							
Stock option plan	10,636	-	74	-	-	-	74
Outside directors' plan	21,609	-	315	-	-	-	315
<b>BALANCES, December 31, 2007</b>	<b>29,842,945</b>	<b>\$ 321</b>	<b>\$ 347,143</b>	<b>\$ (42,058)</b>	<b>\$ -</b>	<b>\$ (25,477)</b>	<b>\$ 279,929</b>

The accompanying notes are an integral part of these Consolidated Statements.

**WABASH NATIONAL CORPORATION**  
**CONSOLIDATED STATEMENTS OF CASH FLOWS**  
(Dollars in thousands)

	Years Ended December 31,		
	2007	2006	2005
<b>CASH FLOWS FROM OPERATING ACTIVITIES:</b>			
Net income	\$ 16,285	\$ 9,420	\$ 111,087
Adjustments to reconcile net income to net cash provided by operating activities:			
Depreciation and amortization	19,467	20,598	15,547
Net loss (gain) on the sale of assets	116	(796)	344
Foreign exchange gain on disposition of Canadian subsidiary	(3,322)	-	-
Gain on debt extinguishment	(546)	-	-
Deferred income taxes	8,182	7,744	(37,347)
Excess tax benefits from stock-based compensation	(33)	(352)	-
Stock-based compensation	4,358	3,978	1,547
Impairment of goodwill	-	15,373	-
Changes in operating assets and liabilities:			
Accounts receivable	41,710	26,141	(43,565)
Finance contracts	7	1,497	3,623
Inventories	19,958	(20,332)	(13,704)
Prepaid expenses and other	6	1,716	(141)
Accounts payable and accrued liabilities	(48,487)	(15,649)	12,395
Other, net	1,625	2,431	714
Net cash provided by operating activities	<u>\$ 59,326</u>	<u>\$ 51,769</u>	<u>\$ 50,500</u>
<b>CASH FLOWS FROM INVESTING ACTIVITIES:</b>			
Capital expenditures	(6,714)	(12,931)	(30,880)
Acquisition, net of cash acquired	(4,500)	(69,307)	-
Proceeds from the sale of property, plant and equipment	147	7,121	11,736
Net cash used in investing activities	<u>\$ (11,067)</u>	<u>\$ (75,117)</u>	<u>\$ (19,144)</u>
<b>CASH FLOWS FROM FINANCING ACTIVITIES:</b>			
Proceeds from exercise of stock options	74	762	3,755
Excess tax benefits from stock-based compensation	33	352	-
Borrowings under revolving credit facilities	103,721	243,313	15,414
Payments under revolving credit facilities	(103,721)	(243,313)	(15,414)
Payments under long-term debt obligations	(19,852)	(500)	(2,000)
Repurchase of common stock	(11,668)	(9,164)	(3,366)
Common stock dividends paid	(5,507)	(5,654)	(4,236)
Net cash used in financing activities	<u>\$ (36,920)</u>	<u>\$ (14,204)</u>	<u>\$ (5,847)</u>
NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS	\$ 11,339	\$ (37,552)	\$ 25,509
CASH AND CASH EQUIVALENTS AT BEGINNING OF YEAR	29,885	67,437	41,928
CASH AND CASH EQUIVALENTS AT END OF YEAR	<u>\$ 41,224</u>	<u>\$ 29,885</u>	<u>\$ 67,437</u>
Supplemental disclosures of cash flow information:			
Cash paid during the period for:			
Interest	\$ 4,870	\$ 5,266	\$ 4,814
Income taxes paid, net	\$ 890	\$ 41	\$ 739

The accompanying notes are an integral part of these Consolidated Statements.

**WABASH NATIONAL CORPORATION**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

**1. DESCRIPTION OF THE BUSINESS**

Wabash National Corporation (the Company) designs, manufactures and markets standard and customized truck trailers and intermodal equipment under the Wabash®, DuraPlate®, DuraPlateHD®, FreightPro®, ArcticLite®, RoadRailer®, Transcraft®, Eagle®, Eagle II® and D-Eagle® trademarks. The Company's wholly-owned subsidiary, Wabash National Trailer Centers, Inc. (WNTC), sells new and used trailers through its retail network and provides aftermarket parts and service for the Company's and competitors' trailers and related equipment.

**2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

*a. Basis of Consolidation*

The consolidated financial statements reflect the accounts of the Company and its wholly-owned and majority-owned subsidiaries. All significant intercompany profits, transactions and balances have been eliminated in consolidation. Certain reclassifications have been made to prior periods to conform to the current year presentation. These reclassifications had no effect on net income for the periods previously reported.

*b. Use of Estimates*

The preparation of consolidated financial statements in conformity with U.S. generally accepted accounting principles requires management to make estimates and assumptions that directly affect the amounts reported in its consolidated financial statements and accompanying notes. Actual results could differ from these estimates.

*c. Foreign Currency Accounting*

The financial statements of the Company's Canadian subsidiary have been translated into U.S. dollars in accordance with Financial Accounting Standards Board (FASB) Statement No. 52, *Foreign Currency Translation*. Assets and liabilities have been translated using the exchange rate in effect at the balance sheet date. Revenues and expenses have been translated using a weighted-average exchange rate for the period. The resulting translation adjustments are recorded as *Accumulated Other Comprehensive Income* in Stockholders' Equity. Gains or losses resulting from foreign currency transactions are included in *Foreign Exchange, net* on the Company's Consolidated Statements of Operations.

As a result of the sale of the remaining assets assigned to the Company's Canadian subsidiary, the operational activities pertaining to this entity have been considered substantially liquidated as of December 31, 2007, and, in accordance with FASB Statement No. 52, *Foreign Currency Translation*, the Company has recorded all accumulated foreign currency translation gains of \$3.3 million to *Foreign Exchange, net* in the Consolidated Statement of Operations.

*d. Revenue Recognition*

The Company recognizes revenue from the sale of trailers and aftermarket parts when the customer has made a fixed commitment to purchase the trailers for a fixed or determinable price, collection is reasonably assured under the Company's billing and credit terms and ownership and all risk of loss has been transferred to the buyer, which is normally upon shipment to or pick up by the customer. Revenues exclude all taxes collected from the customer.

*e. Used Trailer Trade Commitments and Residual Value Guarantees*

The Company has commitments with certain customers to accept used trailers on trade for new trailer purchases. These commitments arise in the normal course of business related to future new trailer orders at the time a new trailer order is placed by the customer. The Company acquired used trailers of approximately \$21.0 million, \$36.9 million and \$55.3 million in 2007, 2006 and 2005, respectively. As of December 31, 2007 and 2006, the Company had approximately \$23.8 million and \$18.0 million, respectively, of outstanding trade commitments. On

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occasion, the amount of the trade allowance provided for in the used trailer commitments may exceed the net realizable value of the underlying used trailer. In these instances, the Company's policy is to recognize the loss related to these commitments at the time the new trailer revenue is recognized. The net realizable value of the used trailers subject to the remaining outstanding trade commitments was estimated by the Company to be approximately \$23.0 million and \$16.6 million as of December 31, 2007 and 2006, respectively.

In connection with certain new trailer sale transactions prior to 2002, the Company had entered into agreements to guarantee end-of-term residual values, which include the option for the Company to purchase the used equipment at a pre-determined price. Since 2002, the Company has not provided any additional used trailer residual guarantees. The Company recognizes a loss contingency for used trailer residual commitments for the difference between the equipment's purchase price and its fair value when it becomes probable that the purchase price at the guarantee date will exceed the equipment's fair market value at that date.

Under these agreements, future guarantee payments that may be required as of December 31, 2007 were a total of \$0.5 million in 2009. In relation to the guarantees, as of December 31, 2007 and 2006, the Company recorded loss contingencies of \$0.4 million and less than \$0.1 million, respectively.

*f. Cash and Cash Equivalents*

Cash equivalents consist of highly liquid investments, which are readily convertible into cash and have maturities of three months or less.

*g. Accounts Receivable*

Accounts receivable are shown net of allowance for doubtful accounts and primarily include trade receivables. The Company records and maintains a provision for doubtful accounts for customers based upon a variety of factors including the Company's historical experience, the length of time the account has been outstanding and the financial condition of the customer. If the circumstances related to specific customers were to change, the Company's estimates with respect to the collectibility of the related accounts could be further adjusted. Provisions to the allowance for doubtful accounts are charged to *General, Administrative and Selling Expenses* in the Consolidated Statements of Operations. The activity in the allowance for doubtful accounts was as follows (in thousands):

	Years Ended December 31,		
	2007	2006	2005
Balance at beginning of year	\$ 1,417	\$ 1,807	\$ 2,985
Expense (income)	560	36	(98)
Write-offs, net	(207)	(426)	(1,080)
Balance at end of year	\$ 1,770	\$ 1,417	\$ 1,807

*h. Inventories*

Inventories are primarily stated at the lower of cost, determined on the first-in, first-out (FIFO) method, or market. The cost of manufactured inventory includes raw material, labor and overhead. Inventories consist of the following (in thousands):

	December 31,	
	2007	2006
Raw materials and components	\$ 29,666	\$ 50,398
Work in progress	1,023	1,157
Finished goods	64,772	64,299
Aftermarket parts	5,324	5,770
Used trailers	12,340	11,509
	\$ 113,125	\$ 133,133

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*i. Prepaid Expenses and Other*

Prepaid expenses and other as of December 31, 2007 and 2006 were \$4.0 million and \$4.1 million, respectively. Prepaid expenses and other primarily included items such as insurance premiums and computer software maintenance.

*j. Property, Plant and Equipment*

Property, plant and equipment are recorded at cost. Maintenance and repairs are charged to expense as incurred, while expenditures that extend the useful life of an asset are capitalized. Depreciation is recorded using the straight-line method over the estimated useful lives of the depreciable assets. The estimated useful lives are up to 33 years for buildings and building improvements and range from three to ten years for machinery and equipment. Depreciation expense on property, plant and equipment was \$13.1 million, \$12.8 million and \$12.3 million for 2007, 2006 and 2005, respectively.

Property, plant and equipment consist of the following (in thousands):

	December 31,	
	2007	2006
Land	\$ 21,468	\$ 21,147
Buildings and building improvements	89,045	88,218
Machinery and equipment	148,508	144,353
Construction in progress	3,028	4,545
	<u>262,049</u>	<u>258,263</u>
Less accumulated depreciation	(139,986)	(128,938)
	<u>\$ 122,063</u>	<u>\$ 129,325</u>

*k. Goodwill*

The changes in the carrying amount of goodwill by reportable segment are as follows (in thousands):

	Manufacturing	Retail and Distribution	Total
	Balance as of January 1, 2006	\$ 18,357	\$ 14,661
Effects of foreign currency	-	712	712
Acquisition — Transcraft	48,335	-	48,335
Impairment	-	(15,373)	(15,373)
Balance as of December 31, 2006	<u>\$ 66,692</u>	<u>\$ -</u>	<u>\$ 66,692</u>
Acquisition adjustment — Transcraft	(375)	-	(375)
Balance as of December 31, 2007	<u>\$ 66,317</u>	<u>\$ -</u>	<u>\$ 66,317</u>

In accordance with Statement of Financial Accounting Standards (SFAS) No. 142, *Goodwill and Other Intangible Assets*, the Company tests goodwill for impairment on an annual basis or more frequently if an event occurs or circumstances change that could more likely than not reduce the fair value of a reporting unit below its carrying amount. The Company estimates fair value based upon the present value of future cash flows. In estimating the future cash flows, the Company takes into consideration the overall and industry economic conditions and trends, market risk of the Company and historical information.

The Company conducted its annual impairment test as of October 1, 2007 and determined that no impairment of goodwill existed for the Company's reporting units within the manufacturing reportable segment.

In 2006, as part of the Company's annual impairment test, it determined that the goodwill within the retail and distribution reporting unit was impaired. The Company determined that the book value of the reporting unit

exceeded the estimated fair value of the reporting unit as determined using the present value of expected future cash flows on the assessment date. After calculating the implied fair value of the goodwill by deducting the fair value of all tangible and intangible net assets of the reporting unit from the fair value of the reporting unit, it was determined that the recorded goodwill of \$15.4 million was impaired. The goodwill impairment in 2006 was the result of the revised outlook as determined by Company's budgeting process for future periods. Future periods were being impacted by changes in the pattern of used trailer trade activity by larger fleet operators resulting in longer trade cycles and increased levels of direct sales of the used trailers by customers. These changes impact both the profitability of used trailers and parts and services operations. Also impacting future periods is the continued reduction of our retail locations.

*l. Intangible Assets*

The Company has intangible assets including patents, licenses, trade names, trademarks, customer relationships and technology costs, which are being amortized on a straight-line basis over periods ranging up to 20 years. As of December 31, 2007 and 2006, the Company had gross intangible assets of \$54.0 million. Amortization expense for 2007, 2006 and 2005 was \$3.5 million, \$4.6 million and \$0.9 million, respectively, and is estimated to be \$3.4 million, \$3.1 million, \$3.1 million, \$3.0 million and \$3.0 million for years 2008 through 2012.

*m. Other Assets*

The Company capitalizes the cost of computer software developed or obtained for internal use in accordance with Statement of Position No. 98-1, *Accounting for the Costs of Computer Software Developed or Obtained for Internal Use*. Capitalized software is amortized using the straight-line method over three to seven years. As of December 31, 2007 and 2006, the Company had software costs, net of amortization, of \$12.4 million and \$14.1 million, respectively. Amortization expense for 2007, 2006 and 2005 was \$2.4 million, \$1.6 million and \$0.1 million, respectively.

*n. Long-Lived Assets*

Long-lived assets are reviewed for impairment in accordance with SFAS No. 144, *Accounting for the Impairment or Disposal of Long-Lived Assets*, whenever facts and circumstances indicate that the carrying amount may not be recoverable. Specifically, this process involves comparing an asset's carrying value to the estimated undiscounted future cash flows the asset is expected to generate over its remaining life. If this process were to result in the conclusion that the carrying value of a long-lived asset would not be recoverable, a write-down of the asset to fair value would be recorded through a charge to operations. Fair value is determined based upon discounted cash flows or appraisals as appropriate.

*o. Other Accrued Liabilities*

The following table presents the major components of *Other Accrued Liabilities* (in thousands):

	Years Ended December 31,	
	2007	2006
Warranty	\$ 17,246	\$ 14,978
Payroll and related taxes	10,040	13,020
Self-insurance	8,548	8,742
Accrued taxes	5,951	6,536
Customer deposits	4,616	8,257
All other	7,857	7,173
	<u>\$ 54,258</u>	<u>\$ 58,706</u>

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The following table presents the changes in the product warranty accrual included in *Other Accrued Liabilities* (in thousands):

	2007	2006
Balance as of January 1	\$ 14,978	\$ 10,217
Provision for warranties issued in current year	4,181	5,333
Additional provisions for pre-existing warranties	2,291	3,547
Transcraft acquisition	–	2,100
Payments	(4,204)	(6,219)
Balance as of December 31	\$ 17,246	\$ 14,978

The Company's warranty policy generally provides coverage for components of the trailer the Company produces or assembles. Typically, the coverage period is five years for trailers sold prior to 2005. Beginning in 2005, the coverage period for DuraPlate® trailer panels was extended to ten years, with all other components remaining at five years. The Company's policy is to accrue the estimated cost of warranty coverage at the time of the sale.

The following table presents the changes in the self-insurance accrual included in *Other Accrued Liabilities* (in thousands):

	Self-Insurance Accrual
Balance as of January 1, 2006	\$ 7,733
Expense	26,295
Payments	(25,286)
Balance as of December 31, 2006	\$ 8,742
Expense	27,436
Payments	(27,630)
Balance as of December 31, 2007	\$ 8,548

The Company is self-insured up to specified limits for medical and workers' compensation coverage. The self-insurance reserves have been recorded to reflect the undiscounted estimated liabilities, including claims incurred but not reported, as well as catastrophic claims as appropriate.

*p. Income Taxes*

The Company determines its provision or benefit for income taxes under the asset and liability method. The asset and liability method measures the expected tax impact at current enacted rates of future taxable income or deductions resulting from differences in the tax and financial reporting basis of assets and liabilities reflected in the Consolidated Balance Sheets. Future tax benefits of tax losses and credit carryforwards are recognized as deferred tax assets. Deferred tax assets are reduced by a valuation allowance to the extent the Company concludes there is uncertainty as to their realization.

*q. New Accounting Pronouncements*

*Fair Value Measurements.* In September 2006, the FASB issued Statement of Financial Accounting Standards (SFAS) No. 157, *Fair Value Measurements*. The Statement provides guidance for using fair value to measure assets and liabilities and only applies when other standards require or permit the fair value measurement of assets and liabilities. It does not expand the use of fair value measurement. In February 2008, the FASB agreed to defer the effective date to fiscal years beginning after November 15, 2008 for certain nonfinancial assets and nonfinancial liabilities, except those that are recognized or disclosed at fair value in the financial statements on a recurring basis. For these financial and nonfinancial assets and liabilities that are remeasured at least annually, this statement is effective for fiscal years beginning after November 15, 2007. The adoption of this Statement is not expected to have a material impact on the Company's financial position, results of operations or cash flows.

*Fair Value Option.* In February 2007, the FASB issued SFAS No. 159, *The Fair Value Option for Financial Assets and Financial Liabilities*. This Statement permits entities to choose to measure many financial instruments and certain other items at fair value. This Statement is effective for fiscal years beginning after November 15, 2007. The adoption of this Statement is not expected to have a material impact on the Company's financial position, results of operations or cash flows.

### 3. FAIR VALUE OF FINANCIAL INSTRUMENTS

SFAS No. 107, *Disclosures About Fair Value of Financial Instruments*, requires disclosure of fair value information for certain financial instruments. The differences between the carrying amounts and the estimated fair values, using the methods and assumptions listed below, of the Company's financial instruments at December 31, 2007, and 2006 were immaterial, with the exception of the Senior Convertible Notes.

*Cash and Cash Equivalents, Accounts Receivable and Accounts Payable.* The carrying amounts reported in the Consolidated Balance Sheets approximate fair value.

*Long-Term Debt.* The fair value of long-term debt is estimated based on current quoted market prices for similar issues or debt with the same maturities. The interest rates on the Company's bank borrowings under its Bank Facility are adjusted regularly to reflect current market rates. The estimated fair value of the Company's Senior Convertible Notes, based on market quotes, approximates carrying value at both December 31, 2007 and 2006, respectively.

### 4. ACQUISITION

As part of the Company's commitment to expand its customer base and grow its market leadership, Wabash acquired all of the outstanding shares of Transcraft on March 3, 2006, for approximately \$73.8 million in cash, including a payment of \$4.5 million in 2007 based on Transcraft's achievement of 2006 performance targets.

#### *Unaudited Pro forma Results*

The results of Transcraft are included in the Consolidated Statements of Operations from the date of acquisition. The following unaudited pro forma information is shown below as if the acquisition of Transcraft had been completed as of the beginning of each fiscal year presented (in thousands, except per share amounts):

	Twelve Months Ended December 31,	
	2006	2005
Net sales	\$ 1,343,137	\$ 1,310,864
Income from operations	28,629	90,123
Net income	9,840	117,164
Basic net income per share	0.32	3.76
Diluted net income per share	0.31	3.22

The information presented above is for informational purposes only and is not necessarily indicative of the actual results that would have occurred had the acquisition been consummated at the beginning of the respective period, nor are they necessarily indicative of future operating results of the combined companies under the ownership and management of the Company.

### 5. PER SHARE OF COMMON STOCK

Per share results have been computed based on the average number of common shares outstanding. The computation of basic and diluted net income per share is determined using net income applicable to common

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stockholders as the numerator and the number of shares included in the denominator as follows (in thousands, except per share amounts):

	Years Ended December 31,		
	2007	2006	2005
<b>Basic net income per share:</b>			
Net income applicable to common stockholders	\$ 16,285	\$ 9,420	\$ 111,087
Weighted average common shares outstanding	30,060	31,102	31,139
Basic net income per share	\$ 0.54	\$ 0.30	\$ 3.57
<b>Diluted net income per share:</b>			
Net income applicable to common stockholders	\$ 16,285	\$ 9,420	\$ 111,087
After-tax equivalent of interest on convertible notes	2,905	–	4,914
Diluted net income applicable to common stockholders	\$ 19,190	\$ 9,420	\$ 116,001
Weighted average common shares outstanding	30,060	31,102	31,139
Dilutive stock options/shares	207	189	276
Convertible notes equivalent shares	6,549	–	6,542
Diluted weighted average common shares outstanding	36,816	31,291	37,957
Diluted net income per share	\$ 0.52	\$ 0.30	\$ 3.06

Average diluted shares outstanding in 2006 exclude the antidilutive effects of the Company's Senior Convertible Notes, for which the after-tax equivalent of interest on convertible notes was \$3.0 million and the convertible notes equivalent shares were 6.6 million.

The computation of diluted earnings per share excludes options to purchase 632,826, 395,706 and 180,485 shares of common stock in 2007, 2006 and 2005, respectively, because the impact of such options would have been antidilutive.

## 6. OTHER LEASE ARRANGEMENTS

The Company leases office space, manufacturing, warehouse and service facilities and equipment under operating leases, the majority of which expire through 2010. Future minimum lease payments required under these other lease commitments as of December 31, 2007 are as follows (in thousands):

	<u>Payments</u>
2008	\$ 2,118
2009	1,287
2010	823
2011	227
2012	156
Thereafter	225
	<u>\$ 4,836</u>

Total rental expense was \$4.5 million, \$4.7 million and \$3.2 million for 2007, 2006 and 2005, respectively.

## 7. DEBT

### *a. Long-term debt*

Long-term debt as of December 31, 2007 and 2006 was \$104.5 million and \$125.0 million, respectively.

*b. Senior Convertible Notes*

The Company had \$104.5 million of five-year senior unsecured convertible notes (convertible notes) at December 31, 2007, which are currently convertible into approximately 5.6 million shares of the Company's common stock. The convertible notes have a conversion price of \$18.54, which has been adjusted for the impact of cash dividend payments, or a rate of 53.9278 shares per \$1,000 principal amount of note. The conversion feature of the convertible notes is subject to further adjustment in connection with the payment of future cash dividends. As a result of any future payment of a cash dividend, upon any conversion of the notes, the Company would be required to issue additional shares of common stock. The convertible notes bear interest at 3.25% per annum payable semi-annually on February 1 and August 1.

The Company's Senior Convertible Notes are, if not converted, due on August 1, 2008. In accordance with SFAS No. 6, *Classification of Short-Term Obligations Expected to be Refinanced*, the Company has the intent and the ability to refinance the Senior Convertible Notes on a long-term basis by utilizing the available capacity on the Company's Revolving Facility. Thus, the Company has reflected the Senior Convertible Notes as long-term debt as of December 31, 2007.

During the fourth quarter of 2007, the Company retired \$20.5 million of the Senior Convertible Notes.

*c. Bank Facility*

On March 6, 2007, the Company entered into a Second Amended and Restated Loan and Security Agreement (Revolving Facility) with its lenders. The Revolving Facility replaced the Company's prior facility. The Revolving Facility increased the capacity under the facility from \$125 million to \$150 million, subject to a borrowing base, and extended the maturity date of the facility from September 30, 2007 to March 6, 2012.

On September 24, 2007, the Company entered into Amendment No. 1 to the Revolving Facility. This amendment increases the Company's borrowing capacity under the Revolving Facility from \$150 million to \$200 million, subject to a borrowing base, and allows borrowing under the Revolving Facility to fund the repurchase of the Company's \$125 million Senior Convertible Notes, subject to the conditions set forth in the Amendment.

The Company has the option to increase the credit facility by up to an additional \$50 million during the term of the facility, subject to a borrowing base. The lenders under the Revolving Facility are under no obligation to provide any additional commitments and any increase in commitments will be subject to customary conditions precedent.

All obligations under the Revolving Facility, and the guarantees of those obligations, are secured, subject to certain exceptions, by substantially all assets of the Company.

The Revolving Facility includes certain covenants that restrict, among other things and subject to certain exceptions, the Company's ability and the ability of its subsidiaries to:

- incur additional debt;
- pay any distributions, including dividends on our common stock in excess of \$20 million per year;
- repurchase the Company's common stock if, among other conditions, immediately after the repurchase the Company has availability of less than \$40 million under the Revolving Facility;
- consolidate, merge or transfer all or substantially all of the Company's assets;
- make certain investments, loans, mergers and acquisitions;
- repurchase the Company's senior convertible notes if, among other conditions, the Company has availability of less than \$40 million under the Revolving Facility immediately after giving effect to the repurchase;
- enter into material transactions with affiliates unless in the ordinary course, upon fair and reasonable terms and no less favorable than would be obtained in a comparable arms-length transaction;
- use proceeds from the Revolving Facility to make payment on certain indebtedness, excluding certain payments relating to the Senior Convertible Notes and indebtedness incurred in connection with a repurchase of the Senior Convertible Notes;

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- amend the terms of certain indebtedness;
- sell, lease or dispose of certain assets;
- amend our organizational documents in certain circumstances;
- enter into operating leases with an aggregate rentals payable in excess of \$10 million during any 12 consecutive months;
- change in any material respect the nature of our business conducted as of March 6, 2007; and
- create certain liens.

Additionally, should the Company's available borrowing capacity drop below \$30 million, the Company would be subject to a minimum fixed charge coverage ratio of 1.1:1.0 which could limit its ability to make capital expenditures and stock repurchases and further limit the amount of dividends it could pay. Also, the definition of earnings before interest, taxes, depreciation and amortization (EBITDA) was further amended to exclude expenses relating to the issuance of any new convertible indebtedness.

The Revolving Facility requires that no later than May 1, 2008, the Company do one or more of the following in connection with its Senior Convertible Notes, which are due in August 2008: (i) repurchase all or a portion of the Senior Convertible Notes with the proceeds of a convertible note offering or proceeds from the Revolving Facility, so long as immediately after making any such payment with proceeds of the Revolving Facility the Company has availability under the Revolving Facility of at least \$40 million; (ii) defease any outstanding indebtedness evidenced by the Senior Convertible Notes, so long as immediately after making any such payment the Company has availability under the Revolving Facility of at least \$40 million; or (iii) institute cash reserves equal to any outstanding principal balance of the Senior Convertible Notes, which reserves shall remain in place until all indebtedness evidenced by the Senior Convertible Notes has been paid in full, and shall be used only to pay in full the outstanding indebtedness evidenced by the Senior Convertible Notes, so long as immediately after instituting any cash reserves from the proceeds of the Revolving Facility the Company has availability under the Revolving Facility of at least \$40 million.

The Revolving Facility also contains additional customary affirmative covenants and events of default, including among other events, certain cross defaults, business disruption, condemnation and change in ownership.

Borrowings under the Revolving Facility bear interest at a variable rate based on the London Interbank Offer Rate (LIBOR) or a base rate determined by the lender's prime rate plus an applicable margin, as defined in the agreement. The applicable margin for borrowings under the Amendment ranges from 0.00% to 0.75% for base rate borrowings and 1.25% to 2.25% for LIBOR borrowings, subject to adjustment based on the average availability under the Revolving Facility. Until March 6, 2012, the applicable margin is 0.00% for base rate borrowings and 1.25% for LIBOR borrowings. The Company also pays a commitment fee on the unused portion of the facility at a rate of 0.25%. All interest and fees are paid monthly.

As of December 31, 2007 and 2006, borrowing capacity available to the Company was \$164.1 million and \$117.5 million, respectively.

As of December 31, 2007, the 30-day LIBOR was 4.6%. For the quarter ended December 31, 2007, the weighted average interest rate was 4.9%.

As of December 31, 2007, the Company was in compliance with all covenants of the Amendment.

## **8. STOCKHOLDERS' EQUITY**

### *a. Common Stock*

On July 26, 2007, the Company's Board of Directors approved an amendment to the current stock repurchase program (Repurchase Program) extending the Repurchase Program from September 15, 2007 to September 15, 2008. The Repurchase Program allows repurchases of common stock up to \$50 million. As of December 31, 2007, \$25.8 million remained available under the program. Stock repurchases under this program may be made in the open market or in private transactions, at times and in amounts that management deems appropriate.

In 2007 and 2006, the Company declared dividends of \$5.5 million and \$5.7 million, respectively.

*b. Preferred Stock*

Effective December 29, 2005, in connection with the expiration of the Company's prior Stockholder Rights Plan, the Company's Board of Directors adopted resolutions eliminating the Series A Junior Participating Preferred Stock authorized by the Company.

On December 28, 2005, in connection with the adoption of a Stockholders Rights Plan discussed further below, the Company's Board of Directors adopted resolutions creating a series of 300,000 shares of Preferred Stock designated as Series D Junior Participating Preferred Stock, par value \$.01 per share. As of December 31, 2007, the Company had no shares issued or outstanding.

The Board of Directors has the authority to issue up to 25 million shares of unclassified preferred stock and to fix dividends, voting and conversion rights, redemption provisions, liquidation preferences and other rights and restrictions.

*c. Stockholders' Rights Plan*

On December 28, 2005, the Company's Board of Directors adopted a Stockholders' Rights Plan (the "Rights Plan") replacing a similar plan that expired. The Rights Plan is designed to deter coercive or unfair takeover tactics in the event of an unsolicited takeover attempt. It is not intended to prevent a takeover of Wabash on terms that are favorable and fair to all stockholders and will not interfere with a merger approved by the Board of Directors. Each right entitles stockholders to buy one one-thousandth of a share of Series D Junior Participating Preferred Stock at an exercise price of \$120. The rights will be exercisable only if a person or a group acquires or announces a tender or exchange offer to acquire 20% or more of the Company's common stock or if the Company enters into other business combination transactions not approved by the Board of Directors. In the event the rights become exercisable, the Rights Plan allows for the Company's stockholders to acquire stock of Wabash or the surviving corporation, whether or not Wabash is the surviving corporation having a value twice that of the exercise price of the rights. The rights will expire December 28, 2015 or are redeemable for \$0.01 per right by the Company's Board of Directors under certain circumstances.

## **9. STOCK-BASED COMPENSATION**

### *Description of the Plans*

In May 2007, the Company adopted the 2007 Omnibus Incentive Plan. This plan provides for the issuance of stock appreciation rights (SARs), restricted stock and the granting of common stock options to directors, officers and other eligible employees and makes available approximately 3.5 million shares for issuance.

*Stock Options.* The 2007 Omnibus Incentive Plan allows eligible employees to purchase shares of common stock at a price not less than market price at the date of grant. Under the terms of the 2007 Omnibus Incentive Plan, up to an aggregate of approximately 3.5 million shares are reserved for issuance, subject to adjustment for stock dividends, recapitalizations and the like. Options granted to employees under the 2007 Omnibus Incentive Plan vest in annual installments over three to five years depending upon the grant. Options granted to non-employee directors of the Company are fully vested and exercisable six months after the date of grant. All options granted expire ten years after the date of grant.

*Restricted Stock.* The 2007 Omnibus Incentive Plan also allows for the Company to grant to certain key employees and outside directors shares of the Company's stock to be earned over time and based on achievement of specific corporate financial performance metrics. These shares are valued at the market price on the date of grant.

### *Adoption of FASB Statement No. 123(R), "Share-Based Payment"*

The Company adopted SFAS No. 123 (revised 2004), *Share-Based Payment* on January 1, 2006 (SFAS No. 123(R)). SFAS No. 123(R), which revised SFAS No. 123, *Accounting for Stock-Based Compensation*, superseded APB Opinion No. 25, *Accounting for Stock Issued to Employees*, and amends

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SFAS No. 95, *Statement of Cash Flows*. SFAS No. 123(R) requires that all share-based payments to employees, including grants of employee stock options, be recognized in the financial statements based upon their fair value. The Company had previously followed APB No. 25, in accounting for its stock options and accordingly, no compensation cost had been previously expensed.

The Company has adopted SFAS No. 123(R) using the modified prospective method. Under this transition method, compensation cost has been recognized for all share-based payments in the consolidated financial statements in 2006 and 2007 based upon the fair value of the stock or option grant. Prior period results have not been restated. The Company will value new awards granted subsequent to the adoption of SFAS No. 123(R) using a binomial model. The Company believes valuing awards using a binomial model provides a better estimate of fair value versus the Black-Scholes-Merton formula used in valuing previous awards. The Company's policy is to recognize expense for awards subject to graded vesting using the straight-line attribution method. The amount of after-tax compensation cost related to nonvested stock options and restricted stock not yet recognized was \$6.6 million at December 31, 2007, for which the expense will be recognized through 2010.

As a result of adopting SFAS No. 123(R) on January 1, 2006, the Company has incurred additional stock-based compensation expense of \$2.3 million (\$1.4 million after tax and approximately \$0.05 per basic and \$0.04 per diluted earnings per share) and \$2.0 million (\$1.2 million after tax and approximately \$0.04 per basic and diluted earnings per share) related to stock options for the years ending 2007 and 2006, respectively.

Prior to the adoption of SFAS No. 123(R), the Company presented all tax benefits of deductions resulting from the exercise of stock options as operating cash flows in the Consolidated Statements of Cash Flows. SFAS No. 123(R) requires the cash flows resulting from the tax benefits from tax deductions in excess of the compensation cost recognized for those options (excess tax benefits) to be classified as financing cash flows. The excess tax benefits classified as a financing cash inflow that would have been classified as an operating cash inflow if the Company had not adopted SFAS No. 123(R) were less than \$0.1 million and \$0.4 million for the years ending December 31, 2007 and 2006, respectively.

SFAS No. 123(R), as amended, required pro forma presentation as if compensation costs had been expensed under the fair value method. For purposes of pro forma disclosure, the estimated fair value of stock options at the grant date is amortized to expense over the vesting period. The following table illustrates the effect on net income and net income per share as if compensation expense had been recognized (in thousands, except for per share amounts):

	Year Ended December 31,
Reported net income	\$ 111,087
Pro forma stock-based employee compensation expense (net of tax)	(4,027)
Stock-based employee compensation expense recorded (net of tax)	1,547
Pro forma net income	<u>\$ 108,607</u>
Basic net income per share:	
Reported net income per share	\$ 3.57
Pro forma net income per share	<u>\$ 3.49</u>
Diluted net income per share:	
Reported net income per share	\$ 3.06
Pro forma net income per share	<u>\$ 2.99</u>

**Stock Options and Stock Related Grants**

*Restricted Stock*

In May 2007, the Compensation Committee approved a grant of 249,250 shares of restricted stock to employees, which will vest at the end of the three years from the grant date. These grants are forfeitable in the event of terminated employment prior to vesting. The restricted stock includes the right to vote and receive dividends.

During 2007, 2006 and 2005, the Company granted 250,900, 272,890 and 171,390 shares, respectively, of restricted stock with aggregate fair values on the date of grant of \$3.6 million, \$4.5 million and \$4.5 million, respectively. The grants vest over time, ranging from two to five years, or based on the achievement of specified corporate financial performance metrics.

In 2007, 2006 and 2005, the Company recorded compensation expense of \$2.1 million, \$2.0 million and \$1.5 million, respectively, related to restricted stock.

A summary of all restricted stock activity granted under the Company's 2007 Omnibus Incentive Plan and prior incentive plans for the periods indicated below is as follows:

	Number of Shares	Weighted Average Grant Date Fair Value
Restricted Stock Outstanding at December 31, 2006	447,135	\$ 20.42
Granted	250,900	\$ 14.17
Vested	(46,645)	\$ 20.72
Forfeited	(29,738)	\$ 19.33
Restricted Stock Outstanding at December 31, 2007	621,652	\$ 17.92

The total fair value of restricted stock that vested during 2007, 2006 and 2005 was \$0.6 million, \$0.2 million and \$1.5 million, respectively.

*Stock Options*

In May 2007, the Compensation Committee approved a grant of 579,250 stock options to employees with an exercise price equal to the fair market value of the underlying common stock at the date of grant. These options will vest ratably over a three-year period. Expense will be recognized using the straight-line attribution method.

Using a binomial option valuation model, the estimated fair value of the options granted in 2007 and 2006 were \$7.02 and \$8.23 per option, respectively. The estimated fair value of options granted in 2005 using the Black-Scholes-Merton model was \$12.29. Expected volatility is based upon the Company's historical experience. Principal weighted-average assumptions used in applying these models were as follows:

Valuation Assumptions	2007	2006	2005
Risk-free interest rate	4.86%	4.95%	3.99%
Expected volatility	51.7%	49.7%	51.5%
Expected dividend yield	1.27%	1.07%	0.68%
Expected term	6 yrs.	6 yrs.	5 yrs.

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A summary of all stock option activity granted under the Company's 2007 Omnibus Incentive Plan and prior incentive plans for the periods indicated below is as follows:

	Number of Options	Weighted Average Exercise Price	Weighted Average Remaining Contractual Life	Aggregate Intrinsic Value (\$ in millions)
Options Outstanding at December 31, 2006	1,189,880	\$ 16.58		
Granted	587,750	\$ 14.17		
Exercised	(10,636)	\$ 15.36		\$ 0.1
Forfeited	(43,980)	\$ 21.08		
Expired	(46,500)	\$ 28.42		
Options Outstanding at December 31, 2007	1,676,514	\$ 15.35	7.2	\$ -
Options Exercisable at December 31, 2007	859,198	\$ 15.30	5.5	\$ -

The total intrinsic value of options exercised during 2007, 2006 and 2005 was \$0.1 million, \$0.7 million and \$6.5 million, respectively.

The following table summarizes information about stock options outstanding as of December 31, 2007:

Range of Exercise Prices	Number Outstanding	Weighted Average Remaining Life	Weighted Average Exercise Price	Number Exercisable at 12/31/07	Weighted Average Exercise Price
\$6.68 - \$10.01	436,938	4.8	\$ 8.97	436,938	\$ 8.97
\$10.02 - \$13.35	5,500	8.0	\$ 12.06	1,500	\$ 12.95
\$13.36 - \$16.69	602,750	9.0	\$ 14.24	26,000	\$ 15.34
\$16.70 - \$20.03	303,060	8.3	\$ 16.82	104,466	\$ 16.83
\$20.04 - \$23.36	55,775	2.7	\$ 21.28	55,108	\$ 21.29
\$23.37 - \$26.70	157,798	6.2	\$ 24.04	156,131	\$ 24.04
\$26.71 - \$30.04	114,693	7.0	\$ 26.93	79,055	\$ 26.93

## 10. EMPLOYEE SAVINGS PLANS

Substantially all of the Company's employees are eligible to participate in a defined contribution plan that qualifies as a safe harbor plan under Section 401(k) of the Internal Revenue Code. The Company also provides a non-qualified defined contribution plan for senior management and certain key employees. Both plans provide for the Company to match, in cash, a percentage of each employee's contributions up to certain limits. The Company's matching contribution and related expense for these plans was approximately \$3.9 million, \$3.7 million and \$3.2 million for 2007, 2006 and 2005, respectively.

## 11. INCOME TAXES

### a. Income Before Income Taxes

The consolidated income before income taxes for 2007, 2006 and 2005 consists of the following:

	2007	2006	2005
Domestic	\$ 23,480	\$ 32,441	\$ 75,520
Foreign	1,208	(16,139)	(1,464)
Total income before income taxes	\$ 24,688	\$ 16,302	\$ 74,056

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*b. Income Tax Expense (Benefit)*

The consolidated income tax expense (benefit) for 2007, 2006 and 2005 consists of the following components (in thousands):

	<u>2007</u>	<u>2006</u>	<u>2005</u>
<b>Current:</b>			
U.S. Federal	\$ -	\$ 976	\$ 1,301
Foreign	13	-	-
State	333	(1,838)	(985)
<b>Deferred</b>	<u>8,057</u>	<u>7,744</u>	<u>(37,347)</u>
Total consolidated expense (benefit)	<u>\$ 8,403</u>	<u>\$ 6,882</u>	<u>\$ (37,031)</u>

The Company's following table provides a reconciliation of differences from the U.S. Federal statutory rate of 35% as follows (in thousands):

	<u>2007</u>	<u>2006</u>	<u>2005</u>
Pretax book income	\$24,688	\$ 16,302	\$ 74,056
Federal tax expense at 35% statutory rate	8,641	5,706	25,920
State and local income taxes	1,012	1,300	3,625
U.S. federal alternative minimum tax	-	-	1,095
Reversal of tax valuation allowance and reserves	-	(4,763)	(37,347)
Provisions for (utilization of) valuation allowance for net operating losses — U.S.	124	(219)	(29,981)
Foreign taxes	(424)	5,649	512
Benefit of liquidation of Canadian subsidiary, net of reserves	(831)	-	-
Other	(119)	(791)	(855)
Total income tax expense (benefit)	<u>\$ 8,403</u>	<u>\$ 6,882</u>	<u>\$ (37,031)</u>

*c. Deferred Taxes*

The Company's deferred income taxes are primarily due to temporary differences between financial and income tax reporting for the depreciation of property, plant and equipment, amortization of intangibles, compensation adjustments, other accrued liabilities and tax credits and losses carried forward.

Under SFAS No. 109, *Accounting for Income Taxes*, deferred tax assets are reduced by a valuation allowance when, in the opinion of management, it is more likely than not that some portion or all of the deferred tax assets will not be realized. In 2007, the Company recorded approximately \$9.4 million of reserves for unrecognized tax benefits. In 2006, the Company reversed \$4.8 million of valuation allowance and reserves, primarily related to settlement of state tax audits. In future periods, the Company will evaluate the remaining deferred income tax asset valuation allowance and adjust (reduce) the allowance when management has determined that impairment to future realizability of the related deferred tax assets, or a portion thereof, has been removed as provided in the criteria set forth in SFAS No. 109.

The Company has a U.S. federal tax net operating loss carryforward of \$62.6 million, which will expire beginning in 2022, if unused, and which may be subject to other limitations under IRS rules. The Company has various, multistate income tax net operating loss carryforwards which have been recorded as a deferred income tax asset of approximately \$11.7 million, before valuation allowances. The Company has various U.S. federal income tax credit carryforwards, which will expire beginning in 2013, if unused.

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The components of deferred tax assets and deferred tax liabilities as of December 31, 2007 and 2006 were as follows (in thousands):

	<u>2007</u>	<u>2006</u>
Deferred tax assets:		
Tax credits and loss carryforwards	\$ 38,085	\$ 45,157
Accrued liabilities	7,797	5,908
Incentive compensation	6,727	3,992
Other	3,916	4,657
	<u>56,525</u>	<u>59,714</u>
Deferred tax liabilities:		
Property, plant and equipment	(4,427)	(4,608)
Intangibles	(17,055)	(16,460)
Other	(1,308)	(1,425)
	<u>(22,790)</u>	<u>(22,493)</u>
Net deferred tax asset before valuation allowances and reserves	33,735	37,221
Valuation allowances	(7,044)	(12,127)
FIN 48 reserves	(9,405)	-
Net deferred tax asset	<u>\$ 17,286</u>	<u>\$ 25,094</u>

*d. FIN 48 Tax Reserves*

On January 1, 2007, the Company adopted the Financial Accounting Standards Board (FASB) Final Interpretation Number 48, "Accounting for Uncertainty in Income Taxes" (FIN 48). The Company has no adjustment to report in respect of the effect of adoption of FIN 48.

The Company's policy with respect to interest and penalties associated with reserves or allowances for uncertain tax positions is to classify such interest and penalties in income tax expense in the Statements of Operations. As of December 31, 2007, the total amount of unrecognized income tax benefits computed under FIN 48 was approximately \$10.5 million, all of which, if recognized, would impact the effective income tax rate of the Company. As of December 31, 2007, the Company had recorded a total of \$0.4 million of accrued interest and penalties related to uncertain tax positions. The Company foresees no significant changes to the facts and circumstances underlying its reserves and allowances for uncertain income tax positions as reasonably possible during the next 12 months. As of December 31, 2007, the Company is subject to unexpired statutes of limitation for U.S. federal income taxes for the years 2001-2007. The Company is also subject to unexpired statutes of limitation for Indiana state income taxes for the years 2001-2007.

A reconciliation of the beginning and ending amount of unrecognized tax benefits is as follows (in thousands):

Balance at January 1, 2007	\$ 1,114
Increases related to prior year tax positions	35
Decreases related to prior year tax positions	(65)
Increases related to current year tax positions	<u>9,405</u>
Balance at December 31, 2007	<u>\$ 10,489</u>

## 12. COMMITMENTS AND CONTINGENCIES

### *a. Litigation*

Various lawsuits, claims and proceedings have been or may be instituted or asserted against the Company arising in the ordinary course of business, including those pertaining to product liability, labor and health related matters, successor liability, environmental and possible tax assessments. While the amounts claimed could be substantial, the ultimate liability cannot now be determined because of the considerable uncertainties that exist. Therefore, it is possible that results of operations or liquidity in a particular period could be materially affected by certain contingencies. However, based on facts currently available, management believes that the disposition of matters that are currently pending or asserted will not have a material adverse effect on the Company's financial position, liquidity or results of operations. Costs associated with the litigation and settlement of legal matters are reported within *General and Administrative Expenses* in the Consolidated Statements of Operations.

#### *Brazil Joint Venture*

In March 2001, Bernard Krone Indústria e Comércio de Máquinas Agrícolas Ltda. ("BK") filed suit against the Company in the Fourth Civil Court of Curitiba in the State of Paraná, Brazil. Because of the bankruptcy of BK, this proceeding is now pending before the Second Civil Court of Bankruptcies and Creditors Reorganization of Curitiba, State of Paraná (No. 232/99).

This case grows out of a joint venture agreement between BK and the Company related to marketing of RoadRailer® trailers in Brazil and other areas of South America. When BK was placed into the Brazilian equivalent of bankruptcy late in 2000, the joint venture was dissolved. BK subsequently filed its lawsuit against the Company alleging that it was forced to terminate business with other companies because of the exclusivity and non-compete clauses purportedly found in the joint venture agreement. BK asserts damages of approximately \$8.4 million.

The Company answered the complaint in May 2001, denying any wrongdoing. The Company believes that the claims asserted by BK are without merit and it intends to defend its position. The Company believes that the resolution of this lawsuit will not have a material adverse effect on its financial position, liquidity or future results of operations; however, at this stage of the proceeding no assurances can be given as to the ultimate outcome of the case.

#### *Intellectual Property*

In October 2006, the Company filed a patent infringement suit against Vanguard National Corporation ("Vanguard") regarding U.S. Patent Nos. 6,986,546 and 6,220,651 in the U.S. District Court for the Northern District of Indiana (Civil Action No. 4:06-cv-135); and amended the Complaint in April 2007. In May 2007, Vanguard filed its Answer to the Amended Complaint, along with Counterclaims seeking findings of non-infringement, invalidity, and unenforceability of the subject patents. The Company filed a reply to Vanguard's counterclaims in May 2007, denying any wrongdoing or merit to the allegations as set forth in the counterclaims.

The Company believes that the claims asserted by Vanguard are without merit and the Company intends to defend its position. The Company believes that the resolution of this lawsuit will not have a material adverse effect on its financial position, liquidity or future results of operations; however, at this stage of the proceeding, no assurance can be given as to the ultimate outcome of the case.

#### *Environmental Disputes*

In September 2003, the Company was noticed as a potentially responsible party (PRP) by the U.S. Environmental Protection Agency pertaining to the Motorola 52nd Street, Phoenix, Arizona Superfund Site pursuant to the Comprehensive Environmental Response, Compensation and Liability Act. PRPs include current and former owners and operators of facilities at which hazardous substances were disposed. EPA's allegation that the Company was a PRP arises out of the operation of a former branch facility located approximately five miles from the original site. The Company does not expect that these proceedings will have a material adverse effect on the Company's financial condition or results of operations.

In January 2006, the Company received a letter from the North Carolina Department of Environment and Natural Resources indicating that a site that the Company formerly owned near Charlotte, North Carolina has been included on the state's October 2005 Inactive Hazardous Waste Sites Priority List. The letter states that the Company was being notified in fulfillment of the state's "statutory duty" to notify those who own and those who at present are known to be responsible for each Site on the Priority List. No action is being requested from the Company at this time. The Company does not expect that this designation will have a material adverse effect on its financial condition or results of operations.

*b. Environmental Litigation Commitments and Contingencies*

The Company generates and handles certain material, wastes and emissions in the normal course of operations that are subject to various and evolving federal, state and local environmental laws and regulations.

The Company assesses its environmental liabilities on an on-going basis by evaluating currently available facts, existing technology, presently enacted laws and regulations as well as experience in past treatment and remediation efforts. Based on these evaluations, the Company estimates a lower and upper range for treatment and remediation efforts and recognizes a liability for such probable costs based on the information available at the time. As of December 31, 2007 and 2006, the Company had estimated remediation costs of \$0.4 million for activities at a former branch property.

*c. Letters of Credit*

As of December 31, 2007, the Company had standby letters of credit totaling \$7.3 million issued in connection with workers compensation claims and surety bonds.

*d. Collective Bargaining Agreements*

As of December 31, 2007, only full-time hourly associates at the Mt. Sterling, Kentucky plant, which is currently idle, are under a collective bargaining agreement.

*e. Purchase Commitments*

The Company has \$15.7 million in purchase commitments through June 2008 for aluminum, which is within normal production requirements.

**13. SEGMENTS AND RELATED INFORMATION**

*a. Segment Reporting*

Under the provisions of SFAS No. 131, *Disclosures about Segments of an Enterprise and Related Information*, the Company has two reportable segments: manufacturing and retail and distribution. The manufacturing segment produces and sells new trailers to the retail and distribution segment or to customers who purchase trailers direct or through independent dealers. The retail and distribution segment includes the sale of new and used trailers, as well as the sale of aftermarket parts and service through its retail branch network.

The accounting policies of the segments are the same as those described in the summary of significant accounting policies except that the Company evaluates segment performance based on income from operations. The Company has not allocated certain corporate related charges such as administrative costs, interest and income taxes from the manufacturing segment to the Company's other reportable segment. The Company accounts for

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intersegment sales and transfers at cost plus a specified mark-up. Reportable segment information is as follows (in thousands):

	<u>Manufacturing</u>	<u>Retail and Distribution</u>	<u>Combined Segments</u>	<u>Eliminations</u>	<u>Consolidated Total</u>
<b>2007</b>					
Net sales					
External customers	\$ 952,814	\$ 149,730	\$ 1,102,544	\$ -	\$ 1,102,544
Intersegment sales	62,155	760	62,915	(62,915)	-
Total net sales	<u>\$ 1,014,969</u>	<u>\$ 150,490</u>	<u>\$ 1,165,459</u>	<u>\$ (62,915)</u>	<u>\$ 1,102,544</u>
Depreciation and amortization	18,153	1,314	19,467	-	19,467
Income (loss) from operations	30,568	(3,556)	27,012	(546)	26,466
Reconciling items to net income:					
Interest income					(433)
Interest expense					5,755
Foreign exchange, net					(3,818)
Gain on debt extinguishment					(546)
Other income, net					820
Income tax expense					8,403
Net income					<u>\$ 16,285</u>
Capital expenditures	\$ 6,273	\$ 441	\$ 6,714	\$ -	\$ 6,714
Assets	\$ 591,433	\$ 123,761	\$ 715,194	\$ (231,612)	\$ 483,582
<b>2006</b>					
Net sales					
External customers	\$ 1,120,717	\$ 191,463	\$ 1,312,180	\$ -	\$ 1,312,180
Intersegment sales	76,966	-	76,966	(76,966)	-
Total net sales	<u>\$ 1,197,683</u>	<u>\$ 191,463</u>	<u>\$ 1,389,146</u>	<u>\$ (76,966)</u>	<u>\$ 1,312,180</u>
Depreciation and amortization	18,117	2,481	20,598	-	20,598
Impairment of goodwill	-	15,373	15,373	-	15,373
Income (loss) from operations	36,782	(13,487)	23,295	(402)	22,893
Reconciling items to net income:					
Interest income					(710)
Interest expense					6,921
Foreign exchange, net					77
Other income, net					303
Income tax expense					6,882
Net income					<u>\$ 9,420</u>
Capital expenditures	\$ 12,569	\$ 362	\$ 12,931	\$ -	\$ 12,931
Assets	\$ 659,808	\$ 128,123	\$ 787,931	\$ (231,448)	\$ 556,483
<b>2005</b>					
Net sales					
External customers	\$ 968,419	\$ 245,292	\$ 1,213,711	\$ -	\$ 1,213,711
Intersegment sales	102,938	-	102,938	(102,938)	-
Total net sales	<u>\$ 1,071,357</u>	<u>\$ 245,292</u>	<u>\$ 1,316,649</u>	<u>\$ (102,938)</u>	<u>\$ 1,213,711</u>
Depreciation and amortization	12,406	3,141	15,547	-	15,547
Income from operations	75,385	2,827	78,212	1,782	79,994
Reconciling items to net income:					
Interest income					(760)
Interest expense					6,431
Foreign exchange, net					(231)
Other income, net					498
Income tax benefit					(37,031)
Net income					<u>\$ 111,087</u>
Capital expenditures	\$ 30,302	\$ 578	\$ 30,880	\$ -	\$ 30,880
Assets	\$ 536,566	\$ 173,825	\$ 710,391	\$ (161,738)	\$ 548,653

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*b. Geographic Information*

International sales, primarily to Canadian customers, accounted for less than 10% in each of the last three years.

*c. Product Information*

The Company offers products primarily in three general categories; new trailers, used trailers, and parts and service. Other sales include leasing and freight revenue. The following table sets forth the major product category sales and their percentage of consolidated net sales (dollars in thousands):

	2007		2006		2005	
New Trailers	\$ 998,538	90.6%	\$ 1,184,167	90.2%	\$ 1,084,454	89.4%
Used Trailers	36,699	3.3	55,770	4.3	55,546	4.6
Parts and Service	56,907	5.2	54,712	4.2	57,000	4.7
Other	10,400	0.9	17,531	1.3	16,711	1.3
<b>Total Sales</b>	<b>\$ 1,102,544</b>	<b>100.0%</b>	<b>\$ 1,312,180</b>	<b>100.0%</b>	<b>\$ 1,213,711</b>	<b>100.0%</b>

**14. CONSOLIDATED QUARTERLY FINANCIAL DATA (UNAUDITED)**

The following is a summary of the unaudited quarterly results of operations for fiscal years 2007, 2006 and 2005 (dollars in thousands except per share amounts).

	First Quarter	Second Quarter	Third Quarter	Fourth Quarter
<b>2007</b>				
Net sales	\$ 258,854	\$ 294,849	\$ 291,017	\$ 257,824
Gross profit	20,185	27,832	24,593	19,111
Net income <sup>(1)</sup>	996	5,875	3,778	5,636
Basic net income per share <sup>(2)</sup>	0.03	0.19	0.13	0.19
Diluted net income per share <sup>(2)</sup>	0.03	0.18	0.12	0.18
<b>2006</b>				
Net sales	\$ 262,119	\$ 333,572	\$ 362,290	\$ 354,199
Gross profit	22,791	27,272	26,113	28,317
Net income (loss) <sup>(3)(4)</sup>	4,337	5,047	4,989	(4,953)
Basic net income (loss) per share <sup>(2)</sup>	0.14	0.16	0.16	(0.16)
Diluted net income (loss) per share <sup>(2)</sup>	0.13	0.15	0.15	(0.16)
<b>2005</b>				
Net sales	\$ 256,105	\$ 322,983	\$ 293,834	\$ 340,789
Gross profit	34,398	36,109	30,085	33,923
Net income <sup>(4)</sup>	18,479	49,258	23,655	19,695
Basic net income per share <sup>(2)</sup>	0.60	1.58	0.76	0.63
Diluted net income per share <sup>(2)</sup>	0.52	1.33	0.66	0.55

(1) The fourth quarter of 2007 included \$3.3 million in foreign exchange gains recognized upon disposition of the Company's Canadian subsidiary as discussed in Note 2.

(2) Net income (loss) per share is computed independently for each of the quarters presented. Therefore, the sum of the quarterly net income (loss) per share may differ from annual net income (loss) per share due to rounding. Diluted net income (loss) per share for the fourth quarter of 2006 excludes the antidilutive effects of convertible notes and stock options/shares.

(3) The fourth quarter of 2006 included \$15.4 million of expense related to the impairment of goodwill as discussed in Note 2.

(4) The fourth quarter of 2006 included \$4.8 million of income related to the reversal of tax valuation allowance and reserves, as discussed in Note 11. The second, third and fourth quarters of 2005 included income of \$29.3 million, \$6.6 million and \$1.4 million, respectively, related to the reversal of tax valuation allowances, as discussed in Note 11.

**ITEM 9 — CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE**

None

**ITEM 9A — CONTROLS AND PROCEDURES**

*Disclosure Controls and Procedures*

We maintain disclosure controls and procedures that are designed to provide reasonable assurance to our management and board of directors that information required to be disclosed in the reports we file or submit under the Securities Exchange Act of 1934, as amended, is recorded, processed, summarized and reported within the time periods specified in the Securities and Exchange Commission's rules and forms, and that such information is accumulated and communicated to our management, including our Chief Executive Officer and Chief Financial Officer, as appropriate to allow timely decisions regarding required disclosure. Based on an evaluation conducted under the supervision and with the participation of the Company's management, including our Chief Executive Officer and our Chief Financial Officer, of the effectiveness of the design and operation of our disclosure controls and procedures as of December 31, 2007, including those procedures described below, we, including our Chief Executive Officer and our Chief Financial Officer, determined that those controls and procedures were effective.

*Changes in Internal Controls*

There were no changes in our internal control over financial reporting, as defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act, during the fourth quarter of fiscal 2007 that have materially affected or are reasonably likely to materially affect our internal control over financial reporting.

*Report of Management on Internal Control over Financial Reporting*

The management of Wabash National Corporation (the Company), is responsible for establishing and maintaining adequate internal control over financial reporting. The 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 U.S. generally accepted accounting principles. 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 the financial statements in accordance with U.S. generally accepted accounting principles; (3) provide reasonable assurance that receipts and expenditures of the Company are being made only in accordance with authorizations of management and directors of the Company; and (4) 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 and procedures may deteriorate.

Management assessed the effectiveness of the Company's internal control over financial reporting as of December 31, 2007, based on criteria for effective internal control over financial reporting described in Internal Control — Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). Based on this assessment, we have concluded that internal control over financial reporting is effective as of December 31, 2007.

Ernst & Young LLP, an Independent Registered Public Accounting Firm, has audited the Company's consolidated financial statements as of and for the period ended December 31, 2007, which appears on the following page.

Richard J. Giromini	President and Chief Executive Officer
Robert J. Smith	Senior Vice President and Chief Financial Officer

February 14, 2008

*Report of Independent Registered Public Accounting Firm*

The Board of Directors and Shareholders of Wabash National Corporation

We have audited Wabash National Corporation's internal control over financial reporting as of December 31, 2007, based on criteria established in Internal Control — Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (the COSO criteria). Wabash National Corporation's 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 Report of Management 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, Wabash National Corporation maintained, in all material respects, effective internal control over financial reporting as of December 31, 2007, 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 Wabash National Corporation as of December 31, 2007 and 2006, and the related consolidated statements of operations, shareholder's equity, and cash flows for each of the three years in the period ended December 31, 2007 of Wabash National Corporation and our report dated February 14, 2008 expressed an unqualified opinion thereon.

Ernst & Young LLP

Indianapolis, Indiana

February 14, 2008

**ITEM 9B — OTHER INFORMATION**

None.

**PART III**

**ITEM 10 — EXECUTIVE OFFICERS OF THE REGISTRANT**

The Company hereby incorporates by reference the information contained under the heading “Executive Officers” from Item 1 Part I of this Annual Report.

The Company hereby incorporates by reference the information contained under the headings “Section 16(a) Beneficial Ownership Reporting Compliance,” “Election of Directors” from its definitive Proxy Statement to be delivered to stockholders of the Company in connection with the 2008 Annual Meeting of Stockholders to be held May 15, 2008.

As required by the New York Stock Exchange (NYSE) rules, in 2007, the CEO certified to the NYSE that he was not aware of any violation by the Corporation of NYSE corporate governance listing standards.

*Code of Ethics*

As part of our system of corporate governance, our Board of Directors has adopted a Code of Business Conduct and Ethics (Code of Ethics) that is specifically applicable to our Chief Executive Officer and Senior Financial Officers. This Code of Ethics is available on the Investors page of the Company Info section of our website at [www.wabashnational.com/about](http://www.wabashnational.com/about). We will disclose any waivers for our Chief Executive Officer or Senior Financial Officers under, or any amendments to, our Code of Ethics. We will provide a copy of our Code of Ethics to any person without charge, upon request.

**ITEM 11 — EXECUTIVE COMPENSATION**

The Company hereby incorporates by reference the information contained under the headings “Executive Compensation” and “Director Compensation” from its definitive Proxy Statement to be delivered to the stockholders of the Company in connection with the 2008 Annual Meeting of Stockholders to be held May 15, 2008.

**ITEM 12 — SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS**

The Company hereby incorporates by reference the information contained under the headings “Beneficial Ownership of Common Stock” and “Equity Compensation Plan Information” from its definitive Proxy Statement to be delivered to the stockholders of the Company in connection with the 2008 Annual Meeting of Stockholders to be held on May 15, 2008.

**ITEM 13 — CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS, AND DIRECTOR INDEPENDENCE**

The Company hereby incorporates by reference the information contained under the headings “Election of Directors” and “Related Party Transactions” from its definitive Proxy Statement to be delivered to the stockholders of the Company in connection with the 2008 Annual Meeting of Stockholders to be held on May 15, 2008.

**ITEM 14 — PRINCIPAL ACCOUNTING FEES AND SERVICES**

Information required by Item 14 of this form and the audit committee’s pre-approval policies and procedures regarding the engagement of the principal accountant are incorporated herein by reference to the information contained under the heading “Ratification and Appointment of Independent Registered Public Accounting Firm” from the Company’s definitive Proxy Statement to be delivered to the stockholders of the Company in connection with the 2008 Annual Meeting of Stockholders to be held on May 15, 2008.

**PART IV**

**ITEM 15 — EXHIBITS AND FINANCIAL STATEMENT SCHEDULES**

- (a) *Financial Statements:* The Company has included all required financial statements in Item 8 of this Form 10-K. The financial statement schedules have been omitted as they are not applicable or the required information is included in the Notes to the consolidated financial statements.
- (b) *Exhibits:* The following exhibits are filed with this Form 10-K or incorporated herein by reference to the document set forth next to the exhibit listed below:
- 2.01 Asset Purchase Agreement dated July 22, 2003<sup>(6)</sup>
  - 2.02 Amendment No. 1 to the Asset Purchase Agreement dated September 19, 2003<sup>(6)</sup>
  - 2.03 Stock Purchase Agreement by and among the Company, Transcraft Corporation and Transcraft Investment Partners, L.P. dated as of March 3, 2006<sup>(14)</sup>
  - 3.01 Certificate of Incorporation of the Company<sup>(1)</sup>
  - 3.02 Certificate of Designations of Series D Junior Participating Preferred Stock<sup>(12)</sup>
  - 3.03 Amended and Restated By-laws of the Company, as amended<sup>(20)</sup>
  - 4.01 Specimen Stock Certificate<sup>(2)</sup>
  - 4.02 Rights Agreement between the Company and National City Bank as Rights Agent dated December 28, 2005<sup>(13)</sup>
  - 4.03 Indenture for the 3.25% Convertible Senior Notes due August 1, 2008, between the registrant, as issuer, and Wachovia Bank, National Association, as Trustee, dated as of August 1, 2003<sup>(7)</sup>
  - 10.01# 1992 Stock Option Plan<sup>(1)</sup>
  - 10.02# 2000 Stock Option Plan<sup>(3)</sup>
  - 10.03# 2001 Stock Appreciation Rights Plan<sup>(4)</sup>
  - 10.04# Executive Employment Agreement dated June 28, 2002 between the Company and Richard J. Giromini<sup>(5)</sup>
  - 10.05# Non-qualified Stock Option Agreement dated July 15, 2002 between the Company and Richard J. Giromini<sup>(5)</sup>
  - 10.06# Non-qualified Stock Option Agreement between the Company and William P. Greubel<sup>(5)</sup>
  - 10.07# 2004 Stock Incentive Plan<sup>(8)</sup>
  - 10.08# Form of Associate Stock Option Agreements under the 2004 Stock Incentive Plan<sup>(9)</sup>
  - 10.09# Form of Associate Restricted Stock Agreements under the 2004 Stock Incentive Plan<sup>(9)</sup>
  - 10.10# Form of Executive Stock Option Agreements under the 2004 Stock Incentive Plan<sup>(9)</sup>
  - 10.11# Form of Executive Restricted Stock Agreements under the 2004 Stock Incentive Plan<sup>(9)</sup>
  - 10.12# Restricted Stock Unit Agreement between the Company and William P. Greubel dated March 7, 2005<sup>(10)</sup>
  - 10.13# Stock Option Agreement between the Company and William P. Greubel dated March 7, 2005<sup>(10)</sup>
  - 10.14# Corporate Plan for Retirement – Executive Plan<sup>(11)</sup>
  - 10.15# Change in Control Policy<sup>(17)</sup>
  - 10.16# Executive Severance Policy<sup>(17)</sup>
  - 10.17# Form of Restricted Stock Unit Agreement under the 2004 Stock Incentive Plan<sup>(15)</sup>
  - 10.18# Form of Restricted Stock Agreement under the 2004 Stock Incentive Plan<sup>(15)</sup>
  - 10.19# Form of CEO and President Restricted Stock Agreement under the 2004 Stock Incentive Plan<sup>(15)</sup>
  - 10.20# Form of Stock Option Agreement under the 2004 Stock Incentive Plan<sup>(15)</sup>
  - 10.21# Form of CEO and President Stock Option Agreement under the 2004 Stock Incentive Plan<sup>(15)</sup>
  - 10.22# Executive Director Agreement dated January 1, 2007 between the Company and William P. Greubel<sup>(16)</sup>
  - 10.23# Amendment to Executive Employment Agreement dated January 1, 2007 between the Company and Richard J. Giromini<sup>(16)</sup>

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10.24#	Form of Non-Qualified Stock Option Agreement under the 2007 Omnibus Incentive Plan <sup>(17)</sup>
10.25#	Form of Restricted Stock Agreement under the 2007 Omnibus Incentive Plan <sup>(17)</sup>
10.26	Amendment No. 1 to Second Amendment and Restated Loan and Security Agreement dated March 6, 2007 <sup>(18)</sup>
10.27	Second Amended and Restated Loan and Security Agreement dated March 6, 2007 <sup>(19)</sup>
10.28#	2007 Omnibus Incentive Plan, as amended <sup>(20)</sup>
21.00	List of Significant Subsidiaries <sup>(20)</sup>
23.01	Consent of Ernst & Young LLP <sup>(20)</sup>
31.01	Certification of Principal Executive Officer <sup>(20)</sup>
31.02	Certification of Principal Financial Officer <sup>(20)</sup>
32.01	Written Statement of Chief Executive Officer and Chief Financial Officer Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (18 U.S.C. Section 1350) <sup>(20)</sup>
#	Management contract or compensatory plan.
(1)	Incorporated by reference to the Registrant's Registration Statement on Form S-1 (No. 33-42810) or the Registrant's Registration Statement on Form 8-A filed December 6, 1995 (item 3.02 and 4.02)
(2)	Incorporated by reference to the Registrant's registration statement Form S-3 (Registration No. 333-27317) filed on May 16, 1997
(3)	Incorporated by reference to the Registrant's Form 10-Q for the quarter ended March 31, 2001 (File No. 1-10883)
(4)	Incorporated by reference to the Registrant's Form 10-Q for the quarter ended September 30, 2001 (File No. 1-10883)
(5)	Incorporated by reference to the Registrant's Form 10-Q for the quarter ended June 30, 2002 (File No. 1-10883)
(6)	Incorporated by reference to the Registrant's Form 8-K filed on September 29, 2003 (File No. 1-10883)
(7)	Incorporated by reference to the Registrant's registration statement Form S-3 (Registration No. 333-109375) filed on October 1, 2003
(8)	Incorporated by reference to the Registrant's Form 10-Q for the quarter ended June 30, 2004 (File No. 1-10883)
(9)	Incorporated by reference to the Registrant's Form 10-Q for the quarter ended September 30, 2004 (File No. 1-10883)
(10)	Incorporated by reference to the Registrant's Form 8-K filed on March 11, 2005 (File No. 1-10883)
(11)	Incorporated by reference to the Registrant's Form 10-Q for the quarter ended March 31, 2005 (File No. 1-10883)
(12)	Incorporated by reference to the Registrant's Form 8-K filed on December 28, 2005 (File No. 1-10883)
(13)	Incorporated by reference to the Registrant's registration statement on Form 8-A12B filed on December 28, 2005 (File No. 1-10883)
(14)	Incorporated by reference to the Registrant's Form 8-K filed on March 8, 2006 (File No. 1-10883)
(15)	Incorporated by reference to the Registrant's Form 8-K filed on May 18, 2006 (File No. 1-10883)
(16)	Incorporated by reference to the Registrant's Form 8-K filed on January 8, 2007 (File No. 1-10883)
(17)	Incorporated by reference to the Registrant's Form 8-K filed on May 24, 2007 (File No. 1-10883)
(18)	Incorporated by reference to the Registrant's Form 8-K on September 26, 2007 (File No. 1-10883)
(19)	Incorporated by reference to the Registrant's Form 10-K for the year ended December 31, 2006 (File No. 1-10883)
(20)	Filed herewith

**SIGNATURES**

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

**WABASH NATIONAL CORPORATION**

February 19, 2008 By: /s/ Robert J. Smith  
Robert J. Smith Senior Vice President and Chief Financial  
Officer (Principal Financial Officer and Principal Accounting  
Officer)

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant in the capacities and on the date indicated.

Date	
February 19, 2008	By: <u>/s/ Richard J. Giromini</u> Richard J. Giromini President and Chief Executive Officer, Director (Principal Executive Officer)
February 19, 2008	By: <u>/s/ Robert J. Smith</u> Robert J. Smith Senior Vice President and Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer)
February 19, 2008	By: <u>/s/ Martin C. Jischke</u> Dr. Martin C. Jischke Chairman of the Board of Directors
February 19, 2008	By: <u>/s/ David C. Burdakin</u> David C. Burdakin Director
February 19, 2008	By: <u>/s/ William P. Greubel</u> William P. Greubel Director
February 19, 2008	By: <u>/s/ James D. Kelly</u> J.D. (Jim) Kelly Director
February 19, 2008	By: <u>/s/ Stephanie K. Kushner</u> <i>Stephanie K. Kushner</i> <i>Director</i>
February 19, 2008	By: <u>/s/ Larry J. Magee</u> Larry J. Magee Director
February 19, 2008	By: <u>/s/ Scott K. Sorensen</u> Scott K. Sorensen Director
February 19, 2008	By: <u>/s/ Ronald L. Stewart</u> Ronald L. Stewart Director

**WABASH NATIONAL CORPORATION  
AMENDED AND RESTATED BYLAWS**

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**AMENDED AND RESTATED  
BYLAWS  
OF  
WABASH NATIONAL CORPORATION**

**1. OFFICES**

**1.1. Registered Office**

The registered office of the Corporation shall be in Wilmington, Delaware, and the registered agent in charge thereof shall be Corporation Service Company.

**1.2. Other Offices**

The Corporation may also have offices at such other places, both within and without the State of Delaware, as the Board of Directors may from time to time determine or as may be necessary or useful in connection with the business of the Corporation.

**2. MEETINGS OF STOCKHOLDERS**

**2.1. Place of Meetings**

All meetings of the stockholders shall be held at such place as may be fixed from time to time by the Board of Directors, the Chairperson or the President. Notwithstanding the foregoing, the Board of Directors may determine that the meeting shall not be held at any place, but may instead be held by means of remote communication.

**2.2. Annual Meetings**

Unless directors are elected by written consent in lieu of an annual meeting, the Corporation shall hold annual meetings of stockholders, on such date

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and at such time as shall be designated from time to time by the Board of Directors, the Chairperson or the President, at which stockholders shall elect a Board of Directors and transact such other business as may properly be brought before the meeting. If a written consent electing directors is less than unanimous, such action by written consent may be in lieu of holding an annual meeting only if all of the directorships to which directors could be elected at an annual meeting held at the effective time of such action are vacant and are filled by such action.

### **2.3. Special Meetings**

Special meetings of the stockholders, for any purpose or purposes, unless otherwise prescribed by statute, may be called by the Board of Directors, the Chairperson or the President. Business transacted at any special meeting of stockholders shall be limited to the purposes stated in the notice (except to the extent that such notice is waived or is not required as provided in the Delaware General Corporation Law or these Bylaws).

### **2.4. Notice of Meetings**

Notice of any meeting of stockholders, stating the place, if any, date and hour of the meeting, the means of remote communication, if any, by which stockholders and proxyholders may be deemed to be present in person and vote at such meeting, and (if it is a special meeting) the purpose or purposes for which the meeting is called, shall be given to each stockholder entitled to vote at such meeting not less than ten nor more than sixty days before the date of the meeting (except to the extent that such notice is waived or is not required as provided in the General Corporation Law of the State of Delaware (the “**Delaware General Corporation Law**”) or these Bylaws). Such notice shall be given in accordance with, and shall be deemed effective as set forth in, Sections 222 and 232 (or any successor section or sections) of the Delaware General Corporation Law.

### **2.5. Waivers of Notice**

Whenever the giving of any notice is required by statute, the Certificate of Incorporation or these Bylaws, a written waiver thereof signed by the person or persons entitled to said notice, or a waiver thereof by electronic transmission by the person entitled to said notice, delivered to the Corporation, whether before or after the event as to which such notice is required, shall be deemed equivalent to notice. Attendance of a stockholder at a meeting shall constitute a waiver of notice (1) of such meeting, except when the stockholder at the beginning of the meeting objects to holding the meeting or transacting business at the meeting, and (2) (if it is a special meeting) of consideration of a particular

matter at the meeting that is not within the purpose or purposes described in the meeting notice, unless the stockholder objects to considering the matter at the beginning of the meeting.

## **2.6. Notice of Business**

### **2.6.1. Annual Meeting**

At an annual meeting of the stockholders, only such business shall be conducted as shall have been brought before the meeting (i) pursuant to the Corporation's notice of meeting (or any supplement thereto), (ii) by or at the direction of the Board of Directors or (iii) by any stockholder of the Corporation who is a stockholder of record at the time of giving of the notice provided for in this **Section 2.6**, who shall be entitled to vote at such meeting and who complies with the notice procedures set forth in this **Section 2.6**.

### **2.6.2. Notice Procedures**

(a) For business to be properly brought before an annual meeting by a stockholder, the stockholder must have given timely notice thereof in writing to the Secretary of the Corporation. To be timely, a stockholder's notice shall be delivered to or mailed and received at the principal executive offices of the Corporation not later than the close of business on the ninetieth day nor earlier than the close of business on the one hundred twentieth day prior to the first anniversary of the preceding year's annual meeting; provided, however, that in the event that the date of the annual meeting is more than thirty days before or more than thirty days after such anniversary date, notice by the stockholder to be timely must be so delivered not earlier than the close of business on the one hundred twentieth day prior to such annual meeting and not later than the close of business on the later of the ninetieth day prior to such annual meeting or the tenth day following the day on which public disclosure of the date of the meeting was first made. In no event shall the public announcement of an adjournment or postponement of an annual meeting commence a new time period (or extend any time period) for the giving of a stockholder's notice as described above.

(b) A stockholder's notice to the Secretary shall set forth (A) as to each matter the stockholder proposes to bring before the meeting (i) a brief description of the business desired to be brought before the meeting and the reasons for conducting such business at the meeting, (ii) the text of the proposal or business (including the text of any resolutions proposed for consideration and in the event that such business includes a proposal to amend the Bylaws of the Corporation, the language of the proposed amendment), (iii) any material interest in such business of

such stockholder and such beneficial owner, if any, on whose behalf the proposal is made, and (iv) any other information relating to such business that is required to be disclosed in a proxy statement or other filings required to be made in connection with solicitations of proxies in support of such proposal or is otherwise required pursuant to Regulation 14A of the Securities Exchange Act of 1934, as amended (the “**Exchange Act**”) and (B) as to the stockholder giving the notice and the beneficial owner, if any, on whose behalf the proposal is made (i) the name and address of such stockholder, as they appear on the Corporation’s books, and of such beneficial owner, (ii) the class or series and number of shares of the Corporation which are owned beneficially and of record by such stockholder and by such beneficial owner, (iii) a description of all arrangements or understandings between such stockholder and/or beneficial owner and any other person or persons (including their names) pursuant to which the proposal(s) are to be made by such stockholder, (iv) a representation that such stockholder is a holder of record of stock of the Corporation entitled to vote at such meeting and intends to appear in person or by proxy at the meeting to propose the items of business set forth in its notice, (v) a representation whether the stockholder or the beneficial owner, if any, intends or is a part of a group which intends (a) to deliver a proxy statement and/or form of proxy to holders of at least the percentage of the Corporation’s outstanding capital stock required to approve or adopt the proposal and/or (b) otherwise to solicit proxies from stockholders in support of such proposal, and (vi) any other information relating to such stockholder or beneficial owner that would be required to be disclosed in a proxy statement or other filings required to be made in connection with solicitations of proxies in support of such proposal pursuant to Regulation 14A under the Exchange Act.

(c) Notwithstanding anything in the Bylaws to the contrary, no business shall be conducted at an annual stockholder meeting except in accordance with the procedures set forth in this **Section 2.6**. The timing requirements for advance notice of a proposal set forth in this **Section 2.6** shall be deemed satisfied by a stockholder if the stockholder has notified the Corporation of his or her intention to present a proposal at an annual meeting in compliance with Rule 14a-8 (or any successor thereof) promulgated under the Exchange Act and such stockholder’s proposal has been included in a proxy statement that has been prepared by the Corporation to solicit proxies for such annual meeting. Except as otherwise provided by law, the Chair of the meeting has the power and authority to and shall, if the facts warrant, determine and declare to the meeting that business was not properly brought before the meeting and in accordance with the provisions of these Bylaws, and if he should so determine, he shall so declare to the meeting and any such business not properly brought before the meeting shall not be transacted. Notwithstanding the foregoing provisions of this **Section 2.6**, a stockholder shall also comply with all applicable requirements of the Exchange Act

and the rules and regulations promulgated thereunder with respect to the matters set forth in this Section. Nothing in this **Section 2.6** shall be deemed to affect any rights of stockholders to request inclusion of proposals in the Corporation's proxy statement pursuant to Rule 14a-8 under the Exchange Act.

### **2.6.3. Public Announcement**

For purposes of this Section 2.6, "public announcement" shall include disclosure in a press release reported by the Dow Jones News Service, Associated Press or comparable national news service or in a document publicly filed by the Corporation with the Securities and Exchange Commission pursuant to Section 13, 14 or 15(d) of the Exchange Act.

### **2.7. List of Stockholders**

After the record date for a meeting of stockholders has been fixed, at least ten days before such meeting, the officer who has charge of the stock ledger of the Corporation shall make a list of all stockholders entitled to vote at the meeting, arranged in alphabetical order and showing the address of each stockholder (but not the electronic mail address or other electronic contact information, unless the Board of Directors so directs) and the number of shares registered in the name of each stockholder. Such list shall be open to the examination of any stockholder for any purpose germane to the meeting for a period of at least ten days prior to the meeting: (1) on a reasonably accessible electronic network, provided that the information required to gain access to such list is provided with the notice of the meeting, or (2) during ordinary business hours, at the principal place of business of the Corporation. If the meeting is to be held at a place, then such list shall also, for the duration of the meeting, be produced and kept open to the examination of any stockholder who is present at the time and place of the meeting. If the meeting is to be held solely by means of remote communication, then such list shall also be open to the examination of any stockholder during the whole time of the meeting on reasonably accessible electronic network, and the information required to access such list shall be provided with the notice of the meeting.

### **2.8. Quorum at Meetings**

Stockholders may take action on a matter at a meeting only if a quorum exists with respect to that matter. Except as otherwise provided by statute or by the Certificate of Incorporation, the holders of a majority of the shares entitled to vote at the meeting, and who are present in person or represented by proxy, shall constitute a quorum at all meetings of the stockholders for the transaction of business. Where a separate vote by a class or series or classes or series is required, a majority of the outstanding shares of such class or series or classes or series,

present in person or represented by proxy, shall constitute a quorum entitled to take action with respect to that vote on that matter. Once a share is represented for any purpose at a meeting (other than solely to object (1) to holding the meeting or transacting business at the meeting, or (2) (if it is a special meeting) to consideration of a particular matter at the meeting that is not within the purpose or purposes described in the meeting notice), it is deemed present for quorum purposes for the remainder of the meeting and for any adjournment of that meeting unless a new record date is or must be set for the adjourned meeting. The holders of a majority of the voting shares represented at a meeting, whether or not a quorum is present, may adjourn such meeting from time to time.

### **2.9. Voting and Proxies**

Unless otherwise provided in the Delaware General Corporation Law or in the Corporation's Certificate of Incorporation, and subject to the other provisions of these Bylaws, each stockholder shall be entitled to one vote on each matter, in person or by proxy, for each share of the Corporation's capital stock that has voting power and that is held by such stockholder. No proxy shall be voted or acted upon after three years from its date, unless the proxy provides for a longer period. A duly executed appointment of proxy shall be irrevocable if the appointment form states that it is irrevocable and if, and only as long as, it is coupled with an interest sufficient in law to support an irrevocable power. If authorized by the Board of Directors, and subject to such guidelines as the Board of Directors may adopt, stockholders and proxyholders not physically present at a meeting of stockholders may, by means of remote communication, participate in a meeting of stockholders and be deemed present in person and vote at such meeting whether such meeting is held at a designated place or solely by means of remote communication, provided that (1) the Corporation implements reasonable measures to verify that each person deemed present and permitted to vote at the meeting by means of remote communication is a stockholder or proxyholder, (2) the Corporation implements reasonable measures to provide such stockholders and proxyholders a reasonable opportunity to participate in the meeting and to vote on matters submitted to the stockholders, including an opportunity to read or hear the proceedings of the meeting substantially concurrently with such proceedings, and (3) if any stockholder or proxyholder votes or takes other action at the meeting by means of remote communication, a record of such vote or other action is maintained by the Corporation.

### **2.10. Required Vote**

When a quorum is present at any meeting of stockholders, all matters shall be determined, adopted and approved by the affirmative vote (which need not

be by ballot) of the holders of a majority of the shares present in person or represented by proxy at the meeting and entitled to vote with respect to the matter, unless the proposed action is one upon which, by express provision of statutes or of the Certificate of Incorporation, a different vote is specified and required, in which case such express provision shall govern and control with respect to that vote on that matter. Where a separate vote by a class or classes is required, the affirmative vote of the holders of a majority of the shares of such class or classes present in person or represented by proxy at the meeting shall be the act of such class. Each director shall be elected by the vote of the majority of the votes cast (meaning the number of shares voted "for" a nominee must exceed the number of shares voted "against" such nominee) at any meeting for the election of directors at which a quorum is present, provided that the directors shall be elected by a plurality of the votes cast at any meeting at which a quorum is present and for which (i) the Secretary of the Corporation receives a notice in compliance with applicable requirements for stockholder nominations for directors set forth in these Bylaws that a stockholder proposes to nominate a person for election to the Board of Directors and (ii) such proposed nomination has not been withdrawn by such stockholder on or prior to the tenth day preceding the day the Corporation first mails or otherwise transmits its notice of meeting for such meeting to the stockholders.

#### **2.11. Action Without a Meeting**

Any action required or permitted to be taken at a stockholders' meeting may be taken without a meeting, without prior notice and without a vote, if the action is taken by persons who would be entitled to vote at a meeting and who hold shares having voting power equal to not less than the minimum number of votes that would be necessary to authorize or take the action at a meeting at which all shares entitled to vote were present and voted. The action must be evidenced by one or more written consents describing the action taken, signed by the stockholders entitled to take action without a meeting, and delivered to the Corporation in the manner prescribed by the Delaware General Corporation Law for inclusion in the minute book. No consent shall be effective to take the corporate action specified unless the number of consents required to take such action are delivered to the Corporation within sixty days of the delivery of the earliest-dated consent. A telegram, cablegram or other electronic transmission consenting to such action and transmitted by a stockholder or proxyholder, or by a person or persons authorized to act for a stockholder or proxyholder, shall be deemed to be written, signed and dated for the purposes of this **Section 2.11**, provided that any such telegram, cablegram or other electronic transmission sets forth or is delivered with information from which the Corporation can determine (1) that the telegram, cablegram or other electronic transmission was transmitted by the stockholder or

proxyholder or by a person or persons authorized to act for the stockholder or proxyholder and (2) the date on which such stockholder or proxyholder or authorized person or persons transmitted such telegram, cablegram or electronic transmission. The date on which such telegram, cablegram or electronic transmission is transmitted shall be deemed to be the date on which such consent was signed. No consent given by telegram, cablegram or other electronic transmission shall be deemed to have been delivered until such consent is delivered to the Corporation in accordance with Section 228(d)(1) of the Delaware General Corporation Law. Written notice of the action taken shall be given in accordance with the Delaware General Corporation Law to all stockholders who do not participate in taking the action who would have been entitled to notice if such action had been taken at a meeting having a record date on the date that written consents signed by a sufficient number of holders to take the action were delivered to the Corporation.

### **3. DIRECTORS**

#### **3.1. Powers**

The business and affairs of the Corporation shall be managed by or under the direction of the Board of Directors, which may exercise all such powers of the Corporation and do all such lawful acts and things, subject to any limitation set forth in the Certificate of Incorporation or as otherwise may be provided in the Delaware General Corporation Law.

#### **3.2. Number and Qualification**

##### **3.2.1. Number of Directors**

The number of directors which shall constitute the whole board shall not be fewer than three nor more than nine. Thereafter, within the limits above specified, the number of directors shall be determined by resolution of the Board of Directors.

##### **3.2.2. Qualification of Directors**

(a) Each director shall submit his or her Irrevocable Resignation (as defined in (b) of this **Section 3.2.2** below) in writing to the Board of Directors or the Corporate Governance and Nominating Committee.

(b) The Board of Directors shall nominate for re-election as a director only an incumbent candidate who has tendered, prior to the mailing of the proxy statement for the annual meeting at which he or she is to be nominated for re-election as a director, an irrevocable resignation authorized by Section 141(b) of the Delaware General Corporation Law that will be effective upon (i) the failure of the director to receive the required vote at any annual meeting at which such director is nominated for re-election and (ii) acceptance by the Board of Directors of such resignation (an “ **Irrevocable Resignation**”). The Board of Directors shall fill director vacancies and new directorships only with candidates who tender, at or prior to the time of their appointment to the Board of Directors, an Irrevocable Resignation.

### **3.3. Nomination of Directors**

The directors shall be elected at the annual meeting of the stockholders, except as provided in **Section 3.4** hereof, and each director elected shall hold office until such director’s successor is elected and qualified or until the director’s earlier death, resignation or removal. Directors need not be stockholders. Only persons who are nominated in accordance with the procedures set forth in the Bylaws shall be eligible to serve as directors.

#### **3.3.1. Annual Meetings.**

(a) Nominations of persons for election to the Board of Directors may be made at an annual meeting of stockholders only (1) pursuant to the Corporation’s notice of meeting (or any supplement thereto), (2) by or at the direction of the Board of Directors or (3) by any stockholder of the Corporation who is a stockholder of record at the time of giving of notice provided for in this **Section 3.3.1**, who shall be entitled to vote for the election of directors at the meeting and who complies with the notice procedures set forth in this **Section 3.3.1**.

(b) (1) Such nominations, other than those made by or at the direction of the Board of Directors, shall be made pursuant to timely notice in writing to the Secretary of the Corporation. To be timely, a stockholder’s notice shall be delivered to or mailed and received at the principal executive offices of the Corporation not later than the close of business on the ninetieth day nor earlier than the close of business on the one hundred twentieth day prior to the first anniversary of the preceding year’s annual meeting; provided, however, that in the event that the date of the annual meeting is more than thirty days before or more than thirty days after such anniversary, notice by the stockholder to be timely must be so delivered not earlier than the close of business on the one hundred twentieth

day prior to such annual meeting and not later than the close of business on the later of the ninetieth day prior to such annual meeting or the tenth day following the day on which public disclosure of the date of the meeting was first made. In no event shall the public announcement of an adjournment or postponement of an annual meeting commence a new time period (or extend any time period) for the giving of a stockholder's notice as described above.

(2) Such stockholder's notice shall set forth (a) as to each person whom the stockholder proposes to nominate for election or reelection as a director (i) the name, age, business address and residence address of the person, (ii) the principal occupation or employment of the person, (iii) the class or series and number of shares of capital stock of the Corporation which are beneficially owned by the person and (iv) any other information relating to such person that is required to be disclosed in solicitations of proxies for election of directors, or is otherwise required, in each case pursuant to Regulation 14A under the Exchange Act (including such person's written consent to being named in the proxy statement as a nominee and to serving as a director if elected); and (b) as to the stockholder giving the notice and the beneficial owner, if any, on whose behalf the nomination is made (i) the name and address of such stockholder, as they appear on the Corporation's books, and of such beneficial owner, (ii) the class or series and number of shares of the Corporation which are owned beneficially and of record by such stockholder and by such beneficial owner, (iii) a description of all arrangements or understandings between such stockholder and/or beneficial owner and each proposed nominee and any other person or persons (including their names) pursuant to which the nomination(s) are to be made by such stockholder, (iv) a representation that such stockholder is a holder of record of stock of the Corporation entitled to vote at such meeting and intends to appear in person or by proxy at the meeting to nominate the person named in its notice, (v) a representation whether the stockholder or the beneficial owner, if any, intends or is a part of a group which intends (a) to deliver a proxy statement and/or form of proxy to holders of at least the percentage of the Corporation's outstanding capital stock required to elect the nominee and/or (b) otherwise to solicit proxies from stockholders in support of such nomination, and (vi) any other information relating to such stockholder or beneficial owner that would be required to be disclosed in a proxy statement or other filings required to be made in connection with solicitations of proxies for election of directors pursuant to Regulation 14A under the Exchange Act. At the request of the Board of Directors, any person nominated by the Board of Directors for election as a director shall furnish to the Secretary of the Corporation that information required to be set forth in a stockholder's notice of nomination which pertains to the nominee, or any other information as the Board of Directors may reasonably require to determine the eligibility of such proposed nominee to serve as a director of the Corporation.

(3) No person shall be eligible to serve as a director of the Corporation unless nominated in accordance with the procedures set forth in this Bylaw and unless qualified under the other provisions of these Bylaws. Except as otherwise provided by law, the Chair of the meeting has the power and authority to and shall, if the facts warrant, determine and declare to the meeting that a nomination was not made in accordance with the procedures prescribed by the Bylaws, and if he should so determine, he shall so declare to the meeting and the defective nomination shall be disregarded. Notwithstanding the foregoing provisions of this **Section 3.3**, if the stockholder (or a qualified representative of the stockholder) does not appear at the meeting of stockholders of the Corporation to present a nomination, such nomination shall be disregarded, notwithstanding that proxies in respect of such vote may have been received by the Corporation. Notwithstanding the foregoing provisions of this **Section 3.3**, a stockholder shall also comply with all applicable requirements of the Exchange Act and the rules and regulations promulgated thereunder with respect to the matters set forth in this **Section 3.3**. Nothing in this **Section 3.3** shall be deemed to affect any rights of the holders of any series of preferred stock to elect directors pursuant to any applicable provisions of the Certificate of Incorporation.

(c) Notwithstanding anything in the second sentence of paragraph (b) of this **Section 3.3.1** to the contrary, in the event that the number of directors to be elected to the Board at an annual meeting is increased and there is no public announcement by the Corporation naming the nominees for the additional directorships at least one hundred days prior to the first anniversary of the preceding year's annual meeting, a stockholder's notice required by this **Section 3.3** shall also be considered timely, but only with respect to nominees for the additional directorships, if it shall be delivered to the Secretary at the principal executive offices of the Corporation not later than the close of business on the tenth day following the day on which such public announcement is first made by the Corporation.

### **3.3.2. Special Meetings of Stockholders.**

Nominations of persons for election to the Board of Directors may be made at a special meeting of stockholders at which directors are to be elected pursuant to the Corporation's notice of meeting (1) by or at the direction of the Board of Directors or (2) provided that the Board of Directors has determined that directors shall be elected at such meeting, by any stockholder of the Corporation who is a stockholder of record at the time the notice provided for in this **Section 3.3.2** is delivered to the Secretary of the Corporation, who is entitled to vote at the meeting and upon such election and who complied with the notice procedures set forth in this **Section 3.3.2**. In the event the Corporation calls a special meeting of

stockholders for the purpose of electing one or more directors to the Board of Directors, any such stockholder entitled to vote in such election of directors may nominate a person or persons (as the case may be) for election to such position(s) as specified in the Corporation's notice of meeting, if the stockholder's notice required by **Section 3.3.1(b)** shall be delivered to the Secretary at the principal executive offices of the Corporation not earlier than the close of business on the one hundred twentieth day prior to such special meeting and not later than the close of business on the later of the ninetieth day prior to such special meeting or the tenth day following the day on which public announcement is first made of the date of the special meeting and of the nominees proposed by the Board of Directors to be elected at such meeting. In no event shall the public announcement of an adjournment or postponement of a special meeting commence a new time period (or extend any time period) for the giving of a stockholder's notice as described above.

### **3.3.3. Public Announcement**

For purposes of this **Section 3.3**, "public announcement" shall include disclosure in a press release reported by the Dow Jones News Service, Associated Press or comparable national news service or in a document publicly filed by the Corporation with the Securities and Exchange Commission pursuant to Section 13, 14 or 15(d) of the Exchange Act.

### **3.4. Vacancies**

Vacancies and newly created directorships resulting from any increase in the authorized number of directors elected by all of the stockholders having the right to vote as a single class may be filled by the affirmative vote of a majority of the directors then in office, although fewer than a quorum, or by a sole remaining director. Whenever the holders of any class or classes of stock or series thereof are entitled to elect one or more directors by the provisions of the Certificate of Incorporation, vacancies and newly created directorships of such class or classes or series may be filled by the affirmative vote of a majority of the directors elected by such class or classes or series thereof then in office, or by a sole remaining director so elected. Each director so chosen shall hold office until the next election of directors of the class to which such director was appointed, and until such director's successor is elected and qualified, or until the director's earlier death, resignation or removal. In the event that one or more directors resign from the Board, effective at a future date, a majority of the directors then in office, including those who have so resigned, shall have power to fill such vacancy or vacancies, the vote thereon to take effect when such resignation or resignations shall become effective, and each director so chosen shall hold office until the next election of directors, and until such

director's successor is elected and qualified, or until the director's earlier death, resignation or removal.

### **3.5. Meetings**

#### **3.5.1. Regular Meetings**

Regular meetings of the Board of Directors may be held without notice at such time and at such place as shall from time to time be determined by the Board of Directors.

#### **3.5.2. Special Meetings**

Special meetings of the Board may be called by the Chairperson or President on one day's notice to each director, either personally or by telephone, express delivery service (so that the scheduled delivery date of the notice is at least one day in advance of the meeting), telegram, facsimile transmission, electronic mail (effective when directed to an electronic mail address of the director), or other electronic transmission, as defined in Section 232(c) (or any successor section) of the Delaware General Corporation Law (effective when directed to the director), and on five days' notice by mail (effective upon deposit of such notice in the mail). The notice need not describe the purpose of a special meeting.

#### **3.5.3. Telephone Meetings**

Members of the Board of Directors may participate in a meeting of the board by any communication by means of which all participating directors can simultaneously hear each other during the meeting. A director participating in a meeting by this means is deemed to be present in person at the meeting.

#### **3.5.4. Action Without Meeting**

Any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting if the action is taken by all members of the Board. The action must be evidenced by one or more consents in writing or by electronic transmission describing the action taken, signed (if in writing) by each director, and delivered to the Corporation for inclusion in the minute book.

#### **3.5.5. Waiver of Notice of Meeting**

A director may waive any notice required by statute, the Certificate of Incorporation or these Bylaws before or after the date and time stated in the notice.

Except as set forth below, the waiver must be in writing, signed by the director entitled to the notice, or made by electronic transmission by the director entitled to the notice, and delivered to the Corporation for inclusion in the minute book. Notwithstanding the foregoing, a director's attendance at or participation in a meeting waives any required notice to the director of the meeting unless the director at the beginning of the meeting objects to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to action taken at the meeting.

### **3.6. Quorum and Vote at Meetings**

At all meetings of the board, a quorum of the Board of Directors consists of a majority of the total number of directors prescribed pursuant to **Section 3.2** of these Bylaws. The vote of a majority of the directors present at any meeting at which there is a quorum shall be the act of the Board of Directors, except as may be otherwise specifically provided by statute or by the Certificate of Incorporation or by these Bylaws.

### **3.7. Committees of Directors**

The Board of Directors may designate one or more committees, each committee to consist of one or more directors. The Board may designate one or more directors as alternate members of any committee, who may replace any absent or disqualified member at any meeting of the committee. If a member of a committee shall be absent from any meeting, or disqualified from voting thereat, the remaining member or members present and not disqualified from voting, whether or not such member or members constitute a quorum, may, by unanimous vote, appoint another member of the Board of Directors to act at the meeting in the place of such absent or disqualified member. Any such committee, to the extent provided in the resolution of the Board of Directors, shall have and may exercise all the powers and authority of the Board of Directors in the management of the business and affairs of the Corporation, and may authorize the seal of the Corporation to be affixed to all papers which may require it; but no such committee shall have the power or authority in reference to approving or adopting, or recommending to the stockholders, any action or matter expressly required by the Delaware General Corporation Law to be submitted to stockholders for approval or adopting, amending or repealing any bylaw of the Corporation; and unless the resolution designating the committee, these bylaws or the Certificate of Incorporation expressly so provide, no such committee shall have the power or authority to declare a dividend, to authorize the issuance of stock, or to adopt a certificate of ownership and merger pursuant to Section 253 of the Delaware General Corporation Law. Such committee or committees shall have such name or names as may be

determined from time to time by resolution adopted by the Board of Directors. Each committee shall keep regular minutes of its meetings and report the same to the Board of Directors, when required. Unless otherwise specified in the Board resolution appointing the Committee, all provisions of the Delaware General Corporation Law and these Bylaws relating to meetings, action without meetings, notice (and waiver thereof), and quorum and voting requirements of the Board of Directors apply, as well, to such committees and their members.

### **3.8. Compensation of Directors**

The Board of Directors shall have the authority to fix the compensation of directors. No such payment shall preclude any director from serving the Corporation in any other capacity and receiving compensation therefor.

## **4. OFFICERS**

### **4.1. Positions**

The officers of the Corporation shall be a Chairperson, a President, a Secretary and a Treasurer, and such other officers as the Board of Directors (or an officer authorized by the Board of Directors) from time to time may appoint, including one or more Vice Chairmen, Executive Vice Presidents, Vice Presidents, Assistant Secretaries and Assistant Treasurers. Each such officer shall exercise such powers and perform such duties as shall be set forth below and such other powers and duties as from time to time may be specified by the Board of Directors or by any officer(s) authorized by the Board of Directors to prescribe the duties of such other officers. Any number of offices may be held by the same person, except that in no event shall the President and the Secretary be the same person. As set forth below, each of the Chairperson, President, and/or any Vice President may execute bonds, mortgages and other contracts under the seal of the Corporation, if required, except where required or permitted by law to be otherwise executed and except where the execution thereof shall be expressly delegated by the Board of Directors to some other officer or agent of the Corporation.

### **4.2. Chairperson**

The Chairperson shall (when present) preside at all meetings of the Board of Directors and stockholders, and shall ensure that all orders and resolutions of the Board of Directors and stockholders are carried into effect. The Chairperson may execute bonds, mortgages and other contracts, under the seal of the Corporation, if required, except where required or permitted by law to be

otherwise signed and executed and except where the signing and execution thereof shall be expressly delegated by the Board of Directors to some other officer or agent of the Corporation.

**4.3. President**

The President shall be the chief operating officer of the Corporation and shall have full responsibility and authority for management of the day-to-day operations of the Corporation, subject to the authority of the Board of Directors and Chairperson. The President may execute bonds, mortgages and other contracts, under the seal of the Corporation, if required, except where required or permitted by law to be otherwise signed and executed and except where the signing and execution thereof shall be expressly delegated by the Board of Directors to some other officer or agent of the Corporation.

**4.4. Vice President**

In the absence of the President or in the event of the President's inability or refusal to act, the Vice President (or in the event there be more than one Vice President, the Vice Presidents in the order designated, or in the absence of any designation, then in the order of their election) shall perform the duties of the President, and when so acting shall have all the powers of, and be subject to all the restrictions upon, the President.

**4.5. Secretary**

The Secretary shall have responsibility for preparation of minutes of meetings of the Board of Directors and of the stockholders and for authenticating records of the Corporation. The Secretary shall give, or cause to be given, notice of all meetings of the stockholders and special meetings of the Board of Directors. The Secretary or an Assistant Secretary may also attest all instruments signed by any other officer of the Corporation.

**4.6. Assistant Secretary**

The Assistant Secretary, or if there be more than one, the Assistant Secretaries in the order determined by the Board of Directors (or if there shall have been no such determination, then in the order of their election), shall, in the absence of the Secretary or in the event of the Secretary's inability or refusal to act, perform the duties and exercise the powers of the Secretary.

#### **4.7. Treasurer**

The Treasurer shall be the chief financial officer of the Corporation and shall have responsibility for the custody of the corporate funds and securities and shall see to it that full and accurate accounts of receipts and disbursements are kept in books belonging to the Corporation. The Treasurer shall render to the Chairperson, the President, and the Board of Directors, upon request, an account of all financial transactions and of the financial condition of the Corporation.

#### **4.8. Assistant Treasurer**

The Assistant Treasurer, or if there shall be more than one, the Assistant Treasurers in the order determined by the Board of Directors (or if there shall have been no such determination, then in the order of their election), shall, in the absence of the Treasurer or in the event of the Treasurer's inability or refusal to act, perform the duties and exercise the powers of the Treasurer.

#### **4.9. Term of Office**

The officers of the Corporation shall hold office until their successors are chosen and qualify or until their earlier resignation or removal. Any officer may resign at any time upon written notice to the Corporation. Any officer elected or appointed by the Board of Directors may be removed at any time, with or without cause, by the affirmative vote of a majority of the Board of Directors.

#### **4.10. Compensation**

The compensation of officers of the Corporation shall be fixed by the Board of Directors or by any officer(s) authorized by the Board of Directors to prescribe the compensation of such other officers.

#### **4.11. Fidelity Bonds**

The Corporation may secure the fidelity of any or all of its officers or agents by bond or otherwise.

## **5. CAPITAL STOCK**

### **5.1. Certificates of Stock; Uncertificated Shares**

The shares of the Corporation shall be represented by certificates, provided that the Board of Directors may provide by resolution that some or all of any or all classes or series of the Corporation's stock shall be uncertificated shares. Any such resolution shall not apply to shares represented by a certificate until such certificate is surrendered to the Corporation. Notwithstanding the adoption of such a resolution by the Board of Directors, every holder of stock represented by certificates, and upon request every holder of uncertificated shares, shall be entitled to have a certificate (representing the number of shares registered in certificate form) signed in the name of the Corporation by the Chairperson, President or any Vice President, and by the Treasurer, Secretary or any Assistant Treasurer or Assistant Secretary of the Corporation. Any or all the signatures on the certificate may be facsimile. In case any officer, transfer agent or registrar whose signature or facsimile signature appears on a certificate shall have ceased to be such officer, transfer agent or registrar before such certificate is issued, it may be issued by the Corporation with the same effect as if such person were such officer, transfer agent or registrar at the date of issue.

### **5.2. Lost Certificates**

The Board of Directors, Chairperson, President or Secretary may direct a new certificate of stock to be issued in place of any certificate theretofore issued by the Corporation and alleged to have been lost, stolen or destroyed, upon the making of an affidavit of that fact by the person claiming that the certificate of stock has been lost, stolen or destroyed. When authorizing such issuance of a new certificate, the board or any such officer may, as a condition precedent to the issuance thereof, require the owner of such lost, stolen or destroyed certificate or certificates, or such owner's legal representative, to advertise the same in such manner as the board or such officer shall require and/or to give the Corporation a bond or indemnity, in such sum or on such terms and conditions as the board or such officer may direct, as indemnity against any claim that may be made against the Corporation on account of the certificate alleged to have been lost, stolen or destroyed or on account of the issuance of such new certificate or uncertificated shares.

### **5.3. Record Date**

#### **5.3.1. Actions by Stockholders**

In order that the Corporation may determine the stockholders entitled to notice of or to vote at any meeting of stockholders, the Board of Directors may fix a record date, which record date shall not precede the date upon which the resolution fixing the record date is adopted by the Board of Directors, and which record date shall not be more than sixty days nor less than ten days before the date of such meeting. If no record date is fixed by the Board of Directors, the record date for determining stockholders entitled to notice of or to vote at a meeting of stockholders shall be the close of business on the day next preceding the day on which notice is given, or, if notice is waived, at the close of business on the day next preceding the day on which the meeting is held. A determination of stockholders of record entitled to notice of or to vote at a meeting of stockholders shall apply to any adjournment of the meeting, unless the Board of Directors fixes a new record date for the adjourned meeting.

In order that the Corporation may determine the stockholders entitled to consent to corporate action in writing without a meeting, the Board of Directors may fix a record date, which record date shall not precede the date upon which the resolution fixing the record date is adopted by the Board of Directors, and which record date shall not be more than ten days after the date upon which the resolution fixing the record date is adopted by the Board of Directors. If no record date has been fixed by the Board of Directors, the record date for determining stockholders entitled to consent to corporate action in writing without a meeting, when no prior action by the Board of Directors is required by the Delaware General Corporation Law, shall be the first date on which a signed written consent setting forth the action taken or proposed to be taken is delivered to the Corporation in the manner prescribed by Section 213(b) of the Delaware General Corporation Law. If no record date has been fixed by the Board of Directors and prior action by the Board of Directors is required by the Delaware General Corporation Law, the record date for determining stockholders entitled to consent to corporate action in writing without a meeting shall be at the close of business on the day on which the Board of Directors adopts the resolution taking such prior action.

#### **5.3.2. Payments**

In order that the Corporation may determine the stockholders entitled to receive payment of any dividend or other distribution or allotment of any rights or the stockholders entitled to exercise any rights in respect of any change, conversion or exchange of stock, or for the purpose of any other lawful action, the Board of Directors may fix a record date, which record date shall not precede the

date upon which the resolution fixing the record date is adopted, and which record date shall be not more than sixty days prior to such action. If no record date is fixed, the record date for determining stockholders for any such purpose shall be at the close of business on the day on which the Board of Directors adopts the resolution relating thereto.

#### **5.4. Stockholders of Record**

The Corporation shall be entitled to recognize the exclusive right of a person registered on its books as the owner of shares to receive dividends, to receive notifications, to vote as such owner, and to exercise all the rights and powers of an owner. The Corporation shall not be bound to recognize any equitable or other claim to or interest in such share or shares on the part of any other person, whether or not it shall have express or other notice thereof, except as otherwise may be provided by the Delaware General Corporation Law.

### **6. INDEMNIFICATION; INSURANCE**

#### **6.1. Authorization of Indemnification**

Each person who was or is a party or is threatened to be made a party to or is involved in any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative and whether by or in the right of the Corporation or otherwise (a "proceeding"), by reason of the fact that he or she, or a person of whom he or she is the legal representative, is or was a director or officer of the Corporation or is or was serving at the request of the Corporation as a director, officer, employee, partner (limited or general) or agent of another corporation or of a partnership, joint venture, limited liability company, trust or other enterprise, including service with respect to an employee benefit plan, shall be (and shall be deemed to have a contractual right to be) indemnified and held harmless by the Corporation (and any successor to the Corporation by merger or otherwise) to the fullest extent authorized by, and subject to the conditions and (except as provided herein) procedures set forth in the Delaware General Corporation Law, as the same exists or may hereafter be amended (but any such amendment shall not be deemed to limit or prohibit the rights of indemnification hereunder for past acts or omissions of any such person insofar as such amendment limits or prohibits the indemnification rights that said law permitted the Corporation to provide prior to such amendment), against all expenses, liabilities and losses (including attorneys' fees, judgments, fines, ERISA taxes or penalties and amounts paid or to be paid in settlement) reasonably incurred or suffered by such person in connection therewith; provided, however, that the Corporation shall

indemnify any such person seeking indemnification in connection with a proceeding (or part thereof) initiated by such person (except for a suit or action pursuant to **Section 6.2** hereof) only if such proceeding (or part thereof) was authorized by the Board of Directors of the Corporation. Persons who are not directors or officers of the Corporation and are not so serving at the request of the Corporation may be similarly indemnified in respect of such service to the extent authorized at any time by the Board of Directors of the Corporation. The indemnification conferred in this **Section 6.1** also shall include the right to be paid by the Corporation (and such successor) the expenses (including attorneys' fees) incurred in the defense of or other involvement in any such proceeding in advance of its final disposition; provided, however, that, if and to the extent the Delaware General Corporation Law requires, the payment of such expenses (including attorneys' fees) incurred by a director or officer in advance of the final disposition of a proceeding shall be made only upon delivery to the Corporation of an undertaking by or on behalf of such director or officer to repay all amounts so paid in advance if it shall ultimately be determined that such director or officer is not entitled to be indemnified under this **Section 6.1** or otherwise; and provided further, that, such expenses incurred by other employees and agents may be so paid in advance upon such terms and conditions, if any, as the Board of Directors deems appropriate.

#### **6.2. Right of Claimant to Bring Action Against the Corporation**

If a claim under **Section 6.1** is not paid in full by the Corporation within sixty days after a written claim has been received by the Corporation, the claimant may at any time thereafter bring an action against the Corporation to recover the unpaid amount of the claim and, if successful in whole or in part, the claimant shall be entitled to be paid also the expense of prosecuting such action. It shall be a defense to any such action (other than an action brought to enforce a claim for expenses incurred in connection with any proceeding in advance of its final disposition where the required undertaking, if any is required, has been tendered to the Corporation) that the claimant has not met the standards of conduct which make it permissible under the Delaware General Corporation Law for the Corporation to indemnify the claimant for the amount claimed or is otherwise not entitled to indemnification under **Section 6.1**, but the burden of proving such defense shall be on the Corporation. The failure of the Corporation (in the manner provided under the Delaware General Corporation Law) to have made a determination prior to or after the commencement of such action that indemnification of the claimant is proper in the circumstances because he or she has met the applicable standard of conduct set forth in the Delaware General Corporation Law shall not be a defense to the action or create a presumption that the claimant has not met the applicable standard of conduct. Unless otherwise specified in an agreement with the claimant, an actual determination by the

Corporation (in the manner provided under the Delaware General Corporation Law) after the commencement of such action that the claimant has not met such applicable standard of conduct shall not be a defense to the action, but shall create a presumption that the claimant has not met the applicable standard of conduct.

**6.3. Non-exclusivity**

The rights to indemnification and advance payment of expenses provided by **Section 6.1** hereof shall not be deemed exclusive of any other rights to which those seeking indemnification and advance payment of expenses may be entitled under any by-law, agreement, vote of stockholders or disinterested directors or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office.

**6.4. Survival of Indemnification**

The indemnification and advance payment of expenses and rights thereto provided by, or granted pursuant to, **Section 6.1** hereof shall, unless otherwise provided when authorized or ratified, continue as to a person who has ceased to be a director, officer, employee, partner or agent and shall inure to the benefit of the personal representatives, heirs, executors and administrators of such person.

**6.5. Insurance**

The Corporation shall have power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee, partner (limited or general) or agent of another corporation or of a partnership, joint venture, limited liability company, trust or other enterprise, against any liability asserted against such person or incurred by such person in any such capacity, or arising out of such person's status as such, and related expenses, whether or not the Corporation would have the power to indemnify such person against such liability under the provisions of the Delaware General Corporation Law.

## **7. GENERAL PROVISIONS**

### **7.1. Inspection of Books and Records**

Any stockholder, in person or by attorney or other agent, shall, upon written demand under oath stating the purpose thereof, have the right during the usual hours for business to inspect for any proper purpose the Corporation's stock ledger, a list of its stockholders, and its other books and records, and to make copies or extracts therefrom. A proper purpose shall mean a purpose reasonably related to such person's interest as a stockholder. In every instance where an attorney or other agent shall be the person who seeks the right to inspection, the demand under oath shall be accompanied by a power of attorney or such other writing which authorizes the attorney or other agent to so act on behalf of the stockholder. The demand under oath shall be directed to the Corporation at its registered office or at its principal place of business.

### **7.2. Dividends**

The Board of Directors may declare dividends upon the capital stock of the Corporation, subject to the provisions of the Certificate of Incorporation and the laws of the State of Delaware.

### **7.3. Reserves**

The directors of the Corporation may set apart, out of the funds of the Corporation available for dividends, a reserve or reserves for any proper purpose and may abolish any such reserve.

### **7.4. Execution of Instruments**

All checks, drafts or other orders for the payment of money, and promissory notes of the Corporation shall be signed by such officer or officers or such other person or persons as the Board of Directors may from time to time designate.

### **7.5. Fiscal Year**

The fiscal year of the Corporation shall be fixed by resolution of the Board of Directors.

**7.6. Seal**

The corporate seal shall be in such form as the Board of Directors shall approve. The seal may be used by causing it or a facsimile thereof to be impressed or affixed or otherwise reproduced.

**7.7. Amendment**

These by-laws may be amended or repealed by the Board of Directors at any meeting or by the stockholders casting 66 2/3% of the outstanding stock of the Corporation entitled to vote thereon at any meeting.

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**WABASH NATIONAL CORPORATION**

**2007 OMNIBUS INCENTIVE PLAN**

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**As Amended December 6, 2007**

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## WABASH NATIONAL CORPORATION

### 2007 OMNIBUS INCENTIVE PLAN

Wabash National Corporation, a Delaware corporation (the "Company"), sets forth herein the terms of its 2007 Omnibus Incentive Plan (the "Plan"), amended as of December 6, 2007, as follows:

#### 1. PURPOSE

The Plan is intended to enhance the Company's and its Affiliates' (as defined herein) ability to attract and retain highly qualified officers, directors, key employees, and other persons, and to motivate such persons to serve the Company and its Affiliates and to expend maximum effort to improve the business results and earnings of the Company, by providing to such persons an opportunity to acquire or increase a direct proprietary interest in the operations and future success of the Company. To this end, the Plan provides for the grant of stock options, stock appreciation rights, restricted stock, stock units, unrestricted stock, dividend equivalent rights and cash awards. Any of these awards may, but need not, be made as performance incentives to reward attainment of annual or long-term performance goals in accordance with the terms hereof. Stock options granted under the Plan may be non-qualified stock options or incentive stock options, as provided herein.

#### 2. DEFINITIONS

For purposes of interpreting the Plan and related documents (including Award Agreements), the following definitions shall apply:

2.1 "**Affiliate**" means, with respect to the Company, any company or other trade or business that controls, is controlled by or is under common control with the Company within the meaning of Rule 405 of Regulation C under the Securities Act, including, without limitation, any Subsidiary.

2.2 "**Annual Incentive Award**" means an Award made subject to attainment of performance goals (as described in **Section 14**) over a performance period of up to one year (the Company's fiscal year, unless otherwise specified by the Committee).

2.3 "**Award**" means a grant of an Option, Stock Appreciation Right, Restricted Stock, Unrestricted Stock, Stock Unit, Dividend Equivalent Rights, or cash award under the Plan.

2.4 "**Award Agreement**" means the written agreement between the Company and a Grantee that evidences and sets out the terms and conditions of an Award.

2.5 "**Benefit Arrangement**" shall have the meaning set forth in **Section 15** hereof.

2.6 "**Board**" means the Board of Directors of the Company.

2.7 "**Cause**" means, as determined by the Board and unless otherwise provided in an applicable agreement with the Company or an Affiliate, (i) gross negligence or willful misconduct in connection with the performance of duties; (ii) conviction of a criminal offense (other than minor traffic offenses); or (iii) material breach of any term of any employment, consulting or other services,

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confidentiality, intellectual property or non-competition agreements, if any, between the Service Provider and the Company or an Affiliate.

2.8 **“Code”** means the Internal Revenue Code of 1986, as now in effect or as hereafter amended.

2.9 **“Committee”** means a committee of, and designated from time to time by resolution of, the Board, which shall be constituted as provided in **Section 3.2**.

2.10 **“Company”** means Wabash National Corporation.

2.11 **“Corporate Transaction”** means (i) the dissolution or liquidation of the Company or a merger, consolidation, or reorganization of the Company with one or more other entities in which the Company is not the surviving entity, (ii) a sale of substantially all of the assets of the Company to another person or entity, or (iii) any transaction (including without limitation a merger or reorganization in which the Company is the surviving entity) which results in any person or entity (other than persons who are stockholders or Affiliates immediately prior to the transaction) owning 50% or more of the combined voting power of all classes of stock of the Company.

2.12 **“Covered Employee”** means a Grantee who is a covered employee within the meaning of Section 162(m)(3) of the Code.

2.13 **“Disability”** means the Grantee is unable to perform each of the essential duties of such Grantee’s position by reason of a medically determinable physical or mental impairment which is potentially permanent in character or which can be expected to last for a continuous period of not less than 12 months; provided, however, that, with respect to rules regarding expiration of an Incentive Stock Option following termination of the Grantee’s Service, Disability shall mean the Grantee is unable to engage in any substantial gainful activity by reason of a medically determinable physical or mental impairment which can be expected to result in death or which has lasted or can be expected to last for a continuous period of not less than 12 months.

2.14 **“Dividend Equivalent Right”** means a right, granted to a Grantee under **Section 13** hereof, to receive cash, Stock, other Awards or other property equal in value to dividends paid with respect to a specified number of shares of Stock, or other periodic payments.

2.15 **“Effective Date”** means \_\_\_\_, 2007, the date the Plan is approved by the Shareholders.

2.16 **“Exchange Act”** means the Securities Exchange Act of 1934, as now in effect or as hereafter amended.

2.17 **“Fair Market Value”** means the value of a share of Stock, determined as follows: if on the Grant Date or other determination date the Stock is listed on an established national or regional stock exchange, is admitted to quotation on The NASDAQ Stock Market or is publicly traded on an established securities market, the Fair Market Value of a share of Stock shall be the closing price of the Stock on such exchange or in such market (if there is more than one such exchange or market the Board shall determine the appropriate exchange or market) on the Grant Date or such other determination date (or if there is no such reported closing price, the Fair Market Value shall be the mean between the highest bid and lowest asked prices or between the high and low sale prices on such trading day) or, if no sale of Stock is reported for such trading day, on the next preceding day on which any sale shall have been

reported. If the Stock is not listed on such an exchange, quoted on such system or traded on such a market, Fair Market Value shall be the value of the Stock as determined by the Board in good faith in a manner consistent with Code Section 409A.

2.18 **“Family Member”** means a person who is a spouse, former spouse, child, stepchild, grandchild, parent, stepparent, grandparent, niece, nephew, mother-in-law, father-in-law, son-in-law, daughter-in-law, brother, sister, brother-in-law, or sister-in-law, including adoptive relationships, of the Grantee, any person sharing the Grantee’s household (other than a tenant or employee), a trust in which any one or more of these persons have more than fifty percent of the beneficial interest, a foundation in which any one or more of these persons (or the Grantee) control the management of assets, and any other entity in which one or more of these persons (or the Grantee) own more than fifty percent of the voting interests.

2.19 **“Grant Date”** means, as determined by the Board, the latest to occur of (i) the date as of which the Board approves an Award, (ii) the date on which the recipient of an Award first becomes eligible to receive an Award under **Section 6** hereof, or (iii) such other date as may be specified by the Board.

2.20 **“Grantee”** means a person who receives or holds an Award under the Plan.

2.21 **“Incentive Stock Option”** means an “incentive stock option” within the meaning of Section 422 of the Code, or the corresponding provision of any subsequently enacted tax statute, as amended from time to time.

2.22 **“Non-qualified Stock Option”** means an Option that is not an Incentive Stock Option.

2.23 **“Option”** means an option to purchase one or more shares of Stock pursuant to the Plan.

2.24 **“Option Price”** means the exercise price for each share of Stock subject to an Option.

2.25 **“Other Agreement”** shall have the meaning set forth in **Section 15** hereof.

2.26 **“Outside Director”** means a member of the Board who is not an officer or employee of the Company.

2.27 **“Performance Award”** means an Award made subject to the attainment of performance goals (as described in **Section 14**) over a performance period of up to ten (10) years.

2.28 **“Plan”** means this Wabash National Corporation 2007 Omnibus Incentive Plan.

2.29 **“Purchase Price”** means the purchase price for each share of Stock pursuant to a grant of Restricted Stock or Unrestricted Stock.

2.30 **“Reporting Person”** means a person who is required to file reports under Section 16(a) of the Exchange Act.

2.31 **“Restricted Stock”** means shares of Stock, awarded to a Grantee pursuant to **Section 10** hereof.

2.32 “**SAR Exercise Price**” means the per share exercise price of an SAR granted to a Grantee under **Section 9** hereof.

2.33 “**Securities Act**” means the Securities Act of 1933, as now in effect or as hereafter amended.

2.34 “**Service**” means service as a Service Provider to the Company or an Affiliate. Unless otherwise stated in the applicable Award Agreement, a Grantee’s change in position or duties shall not result in interrupted or terminated Service, so long as such Grantee continues to be a Service Provider to the Company or an Affiliate. Subject to the preceding sentence, whether a termination of Service shall have occurred for purposes of the Plan shall be determined by the Board, which determination shall be final, binding and conclusive.

2.35 “**Service Provider**” means an employee, officer or director of the Company or an Affiliate, or a consultant or adviser currently providing services to the Company or an Affiliate.

2.36 “**Stock**” means the common stock, par value \$.01 per share, of the Company.

2.37 “**Stock Appreciation Right**” or “**SAR**” means a right granted to a Grantee under **Section 9** hereof.

2.38 “**Stock Unit**” means a bookkeeping entry representing the equivalent of one share of Stock awarded to a Grantee pursuant to **Section 10** hereof.

2.39 “**Subsidiary**” means any “subsidiary corporation” of the Company within the meaning of Section 424(f) of the Code.

2.40 “**Substitute Awards**” means Awards granted upon assumption of, or in substitution for, outstanding awards previously granted by a company or other entity acquired by the Company or any Affiliate or with which the Company or any Affiliate combines.

2.41 “**Termination Date**” means the date upon which an Option shall terminate or expire, as set forth in **Section 8.3** hereof.

2.42 “**Ten Percent Stockholder**” means an individual who owns more than ten percent (10%) of the total combined voting power of all classes of outstanding stock of the Company, its parent or any of its Subsidiaries. In determining stock ownership, the attribution rules of Section 424(d) of the Code shall be applied.

2.43 “**Unrestricted Stock**” means an Award pursuant to **Section 11** hereof.

### **3. ADMINISTRATION OF THE PLAN**

#### **3.1. Board**

The Board shall have such powers and authorities related to the administration of the Plan as are consistent with the Company’s certificate of incorporation and by-laws and applicable law. The Board shall have full power and authority to take all actions and to make all determinations required or provided for

under the Plan, any Award or any Award Agreement, and shall have full power and authority to take all such other actions and make all such other determinations not inconsistent with the specific terms and provisions of the Plan that the Board deems to be necessary or appropriate to the administration of the Plan, any Award or any Award Agreement. All such actions and determinations shall be by the affirmative vote of a majority of the members of the Board present at a meeting or by unanimous consent of the Board executed in writing in accordance with the Company's certificate of incorporation and by-laws and applicable law. The interpretation and construction by the Board of any provision of the Plan, any Award or any Award Agreement shall be final, binding and conclusive.

### **3.2. Committee.**

The Board from time to time may delegate to the Committee such powers and authorities related to the administration and implementation of the Plan, as set forth in **Section 3.1** above and other applicable provisions, as the Board shall determine, consistent with the certificate of incorporation and by-laws of the Company and applicable law.

(i) Except as provided in Subsection (ii) and except as the Board may otherwise determine, the Committee, if any, appointed by the Board to administer the Plan shall consist of two or more Outside Directors of the Company who: (a) qualify as "outside directors" within the meaning of Section 162(m) of the Code and who (b) meet such other requirements as may be established from time to time by the Securities and Exchange Commission for plans intended to qualify for exemption under Rule 16b—3 (or its successor) under the Exchange Act and who (c) comply with the independence requirements of the stock exchange on which the Common Stock is listed. Awards to Outside Directors shall be administered only by the Committee.

(ii) The Board may also appoint one or more separate committees of the Board, each composed of one or more directors of the Company who need not be Outside Directors, who may administer the Plan with respect to employees or other Service Providers who are not officers or directors of the Company, may grant Awards under the Plan to such employees or other Service Providers, and may determine all terms of such Awards.

In the event that the Plan, any Award or any Award Agreement entered into hereunder provides for any action to be taken by or determination to be made by the Board, such action may be taken or such determination may be made by the Committee if the power and authority to do so has been delegated to the Committee by the Board as provided for in this Section. Unless otherwise expressly determined by the Board, any such action or determination by the Committee shall be final, binding and conclusive. To the extent permitted by law, the Committee may delegate its authority under the Plan to a member of the Board.

### **3.3. Terms of Awards.**

Subject to the other terms and conditions of the Plan, the Board shall have full and final authority to:

- (i) designate Grantees,
- (ii) determine the type or types of Awards to be made to a Grantee,
- (iii) determine the number of shares of Stock to be subject to an Award,

(iv) establish the terms and conditions of each Award (including, but not limited to, the exercise price of any Option, the nature and duration of any restriction or condition (or provision for lapse thereof) relating to the vesting, exercise, transfer, or forfeiture of an Award or the shares of Stock subject thereto, and any terms or conditions that may be necessary to qualify Options as Incentive Stock Options),

(v) prescribe the form of each Award Agreement evidencing an Award, and

(vi) amend, modify, or supplement the terms of any outstanding Award. Such authority specifically includes the authority, in order to effectuate the purposes of the Plan but without amending the Plan, to modify Awards to eligible individuals who are foreign nationals or are individuals who are employed outside the United States to recognize differences in local law, tax policy, or custom. Notwithstanding the foregoing, no amendment, modification or supplement of any Award shall, without the consent of the Grantee, impair the Grantee's rights under such Award.

The Company may retain the right in an Award Agreement to cause a forfeiture of the gain realized by a Grantee on account of actions taken by the Grantee in violation or breach of or in conflict with any employment agreement, non-competition agreement, any agreement prohibiting solicitation of employees or clients of the Company or any Affiliate thereof or any confidentiality obligation with respect to the Company or any Affiliate thereof or otherwise in competition with the Company or any Affiliate thereof, to the extent specified in such Award Agreement applicable to the Grantee. Furthermore, the Company may annul an Award if the Grantee is an employee of the Company or an Affiliate thereof and is terminated for Cause as defined in the applicable Award Agreement or the Plan, as applicable.

Notwithstanding the foregoing, no amendment or modification may be made to an outstanding Option or SAR which reduces the Option Price or SAR Exercise Price, either by lowering the Option Price or SAR Exercise Price or by canceling the outstanding Option or SAR and granting a replacement Option or SAR with a lower exercise price without the approval of the stockholders of the Company, provided, that, appropriate adjustments may be made to outstanding Options and SARs pursuant to Section 17.

#### **3.4. Deferral Arrangement.**

The Board may permit or require the deferral of any award payment into a deferred compensation arrangement, subject to such rules and procedures as it may establish, which may include provisions for the payment or crediting of interest or dividend equivalents, including converting such credits into deferred Stock equivalents. Any such deferrals shall be made in a manner that complies with Code Section 409A.

#### **3.5. No Liability.**

No member of the Board or of the Committee shall be liable for any action or determination made in good faith with respect to the Plan or any Award or Award Agreement.

#### **3.6. Share Issuance/Book-Entry**

Notwithstanding any provision of this Plan to the contrary, the issuance of the Stock under the Plan may be evidenced in such a manner as the Board, in its discretion, deems appropriate, including, without limitation, book-entry registration or issuance of one or more Stock certificates.

#### **4. STOCK SUBJECT TO THE PLAN**

Subject to adjustment as provided in **Section 17** hereof, the number of shares of Stock available for issuance under the Plan shall be **two million five hundred thousand** (2,500,000)] plus shares of Stock that are subject to outstanding awards granted under the Company's 2004 Stock Incentive Plan that expire or are forfeited, canceled or settled for cash after the Effective Date without delivery of shares of Stock. Notwithstanding the preceding sentence and also subject to adjustment as provided in **Section 17** hereof, the aggregate number of shares of Stock which cumulatively may be available for issuance pursuant to Awards other than Awards of Options or SARs shall not exceed **one million two hundred fifty thousand** (1,250,000).] Stock issued or to be issued under the Plan shall be authorized but unissued shares; or, to the extent permitted by applicable law, issued shares that have been reacquired by the Company. If any shares covered by an Award are not purchased or are forfeited, or if an Award otherwise terminates without delivery of any Stock subject thereto, then the number of shares of Stock counted against the aggregate number of shares available under the Plan with respect to such Award shall, to the extent of any such forfeiture or termination, again be available for making Awards under the Plan. The number of shares available for issuance under the Plan shall be reduced by the number of shares subject to SARs.

The Board shall have the right to substitute or assume Awards in connection with mergers, reorganizations, separations, or other transactions to which Section 424(a) of the Code applies. The number of shares of Stock reserved pursuant to **Section 4** may be increased by the corresponding number of Awards assumed and, in the case of a substitution, by the net increase in the number of shares of Stock subject to Awards before and after the substitution.

#### **5. EFFECTIVE DATE, DURATION AND AMENDMENTS**

##### **5.1. Effective Date.**

The Plan shall be effective as of the Effective Date, the date the Plan is approved by the Shareholders.

##### **5.2. Term.**

The Plan shall terminate automatically ten (10) years after its adoption by the Board and may be terminated on any earlier date as provided in **Section 5.3**.

##### **5.3. Amendment and Termination of the Plan**

The Board may, at any time and from time to time, amend, suspend, or terminate the Plan as to any shares of Stock as to which Awards have not been made. An amendment shall be contingent on approval of the Company's stockholders to the extent stated by the Board, required by applicable law or required by applicable stock exchange listing requirements. In addition, an amendment will be contingent on approval of the Company's stockholders if the amendment would: (i) materially increase the benefits accruing to participants under the Plan, (ii) materially increase the aggregate number of shares of Stock that may be issued under the Plan, or (iii) materially modify the requirements as to eligibility for participation in the Plan. No Awards shall be made after termination of the Plan. No amendment, suspension, or termination of the Plan shall, without the consent of the Grantee, impair rights or obligations under any Award theretofore awarded under the Plan.

## **6. AWARD ELIGIBILITY AND LIMITATIONS**

### **6.1. Service Providers and Other Persons**

Subject to this **Section 6**, Awards may be made under the Plan to: (i) any Service Provider to the Company or of any Affiliate, including any Service Provider who is an officer or director of the Company, or of any Affiliate, as the Board shall determine and designate from time to time and (ii) any other individual whose participation in the Plan is determined to be in the best interests of the Company by the Board.

### **6.2. Successive Awards and Substitute Awards.**

An eligible person may receive more than one Award, subject to such restrictions as are provided herein. Notwithstanding **Sections 8.1** and **9.1**, the Option Price of an Option or the grant price of an SAR that is a Substitute Award may be less than 100% of the Fair Market Value of a share of Common Stock on the original date of grant; provided, that, the Option Price or grant price is determined in accordance with the principles of Code Section 424 and the regulations thereunder.

### **6.3. Limitation on Shares of Stock Subject to Awards and Cash Awards.**

During any time when the Company has a class of equity security registered under Section 12 of the Exchange Act:

(i) the maximum number of shares of Stock subject to Options or SARs that can be awarded under the Plan to any person eligible for an Award under **Section 6** hereof is six hundred twenty-five thousand (625,000) per calendar year;

(ii) the maximum number of shares that can be awarded under the Plan, other than pursuant to an Option or SARs, to any person eligible for an Award under **Section 6** hereof is three hundred seventy-five thousand (375,000) per calendar year; and

(iii) the maximum amount that may be earned as an Annual Incentive Award or other cash Award in any calendar year by any one Grantee shall be \$1,500,000 and the maximum amount that may be earned as a Performance Award or other cash Award in respect of a performance period by any one Grantee shall be \$2,000,000.

The preceding limitations in this **Section 6.3** are subject to adjustment as provided in **Section 17** hereof.

## **7. AWARD AGREEMENT**

Each Award granted pursuant to the Plan shall be evidenced by an Award Agreement, in such form or forms as the Board shall from time to time determine. Award Agreements granted from time to time or at the same time need not contain similar provisions but shall be consistent with the terms of the Plan. Each Award Agreement evidencing an Award of Options shall specify whether such Options are intended to be Non-qualified Stock Options or Incentive Stock Options, and in the absence of such specification such options shall be deemed Non-qualified Stock Options.

## **8. TERMS AND CONDITIONS OF OPTIONS**

### **8.1. Option Price**

The Option Price of each Option shall be fixed by the Board and stated in the Award Agreement evidencing such Option. The Option Price of each Option shall be at least the Fair Market Value on the Grant Date of a share of Stock; provided, however, that in the event that a Grantee is a Ten Percent Stockholder, the Option Price of an Option granted to such Grantee that is intended to be an Incentive Stock Option shall be not less than 110 percent of the Fair Market Value of a share of Stock on the Grant Date. In no case shall the Option Price of any Option be less than the par value of a share of Stock.

### **8.2. Vesting.**

Subject to **Sections 8.3 and 17.3** hereof, each Option granted under the Plan shall become exercisable at such times and under such conditions as shall be determined by the Board and stated in the Award Agreement. For purposes of this **Section 8.2**, fractional numbers of shares of Stock subject to an Option shall be rounded down to the next nearest whole number.

### **8.3. Term.**

Each Option granted under the Plan shall terminate, and all rights to purchase shares of Stock thereunder shall cease, upon the expiration of ten years from the date such Option is granted, or under such circumstances and on such date prior thereto as is set forth in the Plan or as may be fixed by the Board and stated in the Award Agreement relating to such Option (the "Termination Date"); provided, however, that in the event that the Grantee is a Ten Percent Stockholder, an Option granted to such Grantee that is intended to be an Incentive Stock Option shall not be exercisable after the expiration of five years from its Grant Date.

### **8.4. Termination of Service.**

Each Award Agreement shall set forth the extent to which the Grantee shall have the right to exercise the Option following termination of the Grantee's Service. Such provisions shall be determined in the sole discretion of the Board, need not be uniform among all Options issued pursuant to the Plan, and may reflect distinctions based on the reasons for termination of Service.

### **8.5. Limitations on Exercise of Option.**

Notwithstanding any other provision of the Plan, in no event may any Option be exercised, in whole or in part, prior to the date the Plan is approved by the stockholders of the Company as provided herein or after the occurrence of an event referred to in **Section 17** hereof which results in termination of the Option.

### **8.6. Method of Exercise.**

An Option that is exercisable may be exercised by the Grantee's delivery to the Company of written notice of exercise on any business day, at the Company's principal office, on the form specified by the Company. Such notice shall specify the number of shares of Stock with respect to which the Option is being exercised and shall be accompanied by payment in full of the Option Price of the shares for which the Option is being exercised plus the amount (if any) of federal and/or other taxes which the Company may, in its judgment, be required to withhold with respect to an Award. The minimum number of shares of Stock

with respect to which an Option may be exercised, in whole or in part, at any time shall be the lesser of (i) 100 shares or such lesser number set forth in the applicable Award Agreement and (ii) the maximum number of shares available for purchase under the Option at the time of exercise.

#### **8.7. Rights of Holders of Options**

Unless otherwise stated in the applicable Award Agreement, an individual holding or exercising an Option shall have none of the rights of a stockholder (for example, the right to receive cash or dividend payments or distributions attributable to the subject shares of Stock or to direct the voting of the subject shares of Stock ) until the shares of Stock covered thereby are fully paid and issued to him. Except as provided in **Section 17** hereof, no adjustment shall be made for dividends, distributions or other rights for which the record date is prior to the date of such issuance.

#### **8.8. Delivery of Stock Certificates.**

Promptly after the exercise of an Option by a Grantee and the payment in full of the Option Price, such Grantee shall be entitled to the issuance of a stock certificate or certificates evidencing his or her ownership of the shares of Stock subject to the Option.

#### **8.9. Transferability of Options**

Except as provided in **Section 8.10**, during the lifetime of a Grantee, only the Grantee (or, in the event of legal incapacity or incompetency, the Grantee's guardian or legal representative) may exercise an Option. Except as provided in **Section 8.10**, no Option shall be assignable or transferable by the Grantee to whom it is granted, other than by will or the laws of descent and distribution.

#### **8.10. Family Transfers.**

If authorized in the applicable Award Agreement, a Grantee may transfer, not for value, all or part of an Option which is not an Incentive Stock Option to any Family Member. For the purpose of this **Section 8.10**, a "not for value" transfer is a transfer which is (i) a gift, (ii) a transfer under a domestic relations order in settlement of marital property rights; or (iii) a transfer to an entity in which more than fifty percent of the voting interests are owned by Family Members (or the Grantee) in exchange for an interest in that entity. Following a transfer under this **Section 8.10**, any such Option shall continue to be subject to the same terms and conditions as were applicable immediately prior to transfer. Subsequent transfers of transferred Options are prohibited except to Family Members of the original Grantee in accordance with this **Section 8.10** or by will or the laws of descent and distribution. The events of termination of Service of **Section 8.4** hereof shall continue to be applied with respect to the original Grantee, following which the Option shall be exercisable by the transferee only to the extent, and for the periods specified, in **Section 8.4**.

#### **8.11. Limitations on Incentive Stock Options.**

An Option shall constitute an Incentive Stock Option only (i) if the Grantee of such Option is an employee of the Company or any Subsidiary of the Company; (ii) to the extent specifically provided in the related Award Agreement; and (iii) to the extent that the aggregate Fair Market Value (determined at the time the Option is granted) of the shares of Stock with respect to which all Incentive Stock Options held by such Grantee become exercisable for the first time during any calendar year (under the Plan and all other plans of the Grantee's employer and its Affiliates) does not exceed \$100,000. This limitation shall be applied by taking Options into account in the order in which they were granted.

### **8.12. Notice of Disqualifying Disposition.**

If any Grantee shall make any disposition of shares of Stock issued pursuant to the exercise of an Incentive Stock Option under the circumstances described in Code Section 421(b) (relating to certain disqualifying dispositions), such Grantee shall notify the Company of such disposition within ten (10) days thereof.

## **9. TERMS AND CONDITIONS OF STOCK APPRECIATION RIGHTS**

### **9.1. Right to Payment and Grant Price.**

A SAR shall confer on the Grantee to whom it is granted a right to receive, upon exercise thereof, the excess of (A) the Fair Market Value of one share of Stock on the date of exercise over (B) the grant price of the SAR as determined by the Board. The Award Agreement for a SAR shall specify the grant price of the SAR, which shall be at least the Fair Market Value of a share of Stock on the date of grant. SARs may be granted in conjunction with all or part of an Option granted under the Plan or at any subsequent time during the term of such Option, in conjunction with all or part of any other Award or without regard to any Option or other Award; provided that an SAR that is granted subsequent to the Grant Date of a related Option must have an SAR Price that is no less than the Fair Market Value of one share of Stock on the SAR Grant Date.

### **9.2. Other Terms.**

The Board shall determine at the date of grant or thereafter, the time or times at which and the circumstances under which an SAR may be exercised in whole or in part (including based on achievement of performance goals and/or future service requirements), the time or times at which SARs shall cease to be or become exercisable following termination of Service or upon other conditions, the method of exercise, method of settlement, form of consideration payable in settlement, method by or forms in which Stock will be delivered or deemed to be delivered to Grantees, whether or not an SAR shall be in tandem or in combination with any other Award, and any other terms and conditions of any SAR.

### **9.3. Term.**

Each SAR granted under the Plan shall terminate, and all rights thereunder shall cease, upon the expiration of ten years from the date such SAR is granted, or under such circumstances and on such date prior thereto as is set forth in the Plan or as may be fixed by the Board and stated in the Award Agreement relating to such SAR.

### **9.4. Transferability of SARS**

Except as provided in **Section 9.5**, during the lifetime of a Grantee, only the Grantee (or, in the event of legal incapacity or incompetency, the Grantee's guardian or legal representative) may exercise a SAR. Except as provided in **Section 9.5**, no SAR shall be assignable or transferable by the Grantee to whom it is granted, other than by will or the laws of descent and distribution.

### **9.5. Family Transfers.**

If authorized in the applicable Award Agreement, a Grantee may transfer, not for value, all or part of a SAR to any Family Member. For the purpose of this **Section 9.5**, a "not for value" transfer is a

transfer which is (i) a gift, (ii) a transfer under a domestic relations order in settlement of marital property rights; or (iii) a transfer to an entity in which more than fifty percent of the voting interests are owned by Family Members (or the Grantee) in exchange for an interest in that entity. Following a transfer under this **Section 9.5**, any such SAR shall continue to be subject to the same terms and conditions as were applicable immediately prior to transfer. Subsequent transfers of transferred SARs are prohibited except to Family Members of the original Grantee in accordance with this **Section 9.5** or by will or the laws of descent and distribution.

## **10. TERMS AND CONDITIONS OF RESTRICTED STOCK AND STOCK UNITS**

### **10.1. Grant of Restricted Stock or Stock Units.**

Awards of Restricted Stock or Stock Units may be made for no consideration (other than par value of the shares which is deemed paid by Services already rendered).

### **10.2. Restrictions.**

At the time a grant of Restricted Stock or Stock Units is made, the Board may, in its sole discretion, establish a period of time (a “restricted period”) applicable to such Restricted Stock or Stock Units. Each Award of Restricted Stock or Stock Units may be subject to a different restricted period. The Board may, in its sole discretion, at the time a grant of Restricted Stock or Stock Units is made, prescribe restrictions in addition to or other than the expiration of the restricted period, including the satisfaction of corporate or individual performance objectives as described in **Article 14**, which may be applicable to all or any portion of the Restricted Stock or Stock Units. Notwithstanding the foregoing and except as provided in **Section 10.6**, (i) Restricted Stock and Stock Units that vest solely by the passage of time shall not vest in full in less than three (3) years from the Grant Date, and (ii) Restricted Stock and Stock Units for which vesting may be accelerated by achieving performance targets shall not vest in full in less than one (1) year from the Grant Date.

### **10.3. Restricted Stock Certificates.**

The Company shall issue, in the name of each Grantee to whom Restricted Stock has been granted, stock certificates representing the total number of shares of Restricted Stock granted to the Grantee, as soon as reasonably practicable after the Grant Date. The Board may provide in an Award Agreement that either (i) the Secretary of the Company shall hold such certificates for the Grantee’s benefit until such time as the Restricted Stock is forfeited to the Company or the restrictions lapse, or (ii) such certificates shall be delivered to the Grantee, provided, however, that such certificates shall bear a legend or legends that comply with the applicable securities laws and regulations and makes appropriate reference to the restrictions imposed under the Plan and the Award Agreement.

### **10.4. Rights of Holders of Restricted Stock.**

Unless the Board otherwise provides in an Award Agreement, holders of Restricted Stock shall have the right to vote such Stock and the right to receive any dividends declared or paid with respect to such Stock. The Board may provide that any dividends paid on Restricted Stock must be reinvested in shares of Stock, which may or may not be subject to the same vesting conditions and restrictions applicable to such Restricted Stock. All distributions, if any, received by a Grantee with respect to Restricted Stock as a result of any stock split, stock dividend, combination of shares, or other similar transaction shall be subject to the restrictions applicable to the original Grant.

## **10.5. Rights of Holders of Stock Units.**

### **10.5.1. Voting and Dividend Rights.**

Holders of Stock Units shall have no rights as stockholders of the Company. The Board may provide in an Award Agreement evidencing a grant of Stock Units that the holder of such Stock Units shall be entitled to receive, upon the Company's payment of a cash dividend on its outstanding Stock, a cash payment for each Stock Unit held equal to the per-share dividend paid on the Stock. Such Award Agreement may also provide that such cash payment will be deemed reinvested in additional Stock Units at a price per unit equal to the Fair Market Value of a share of Stock on the date that such dividend is paid.

### **10.5.2. Creditor's Rights.**

A holder of Stock Units shall have no rights other than those of a general creditor of the Company. Stock Units represent an unfunded and unsecured obligation of the Company, subject to the terms and conditions of the applicable Award Agreement.

## **10.6. Termination of Service.**

Unless the Board otherwise provides in an Award Agreement or in writing after the Award Agreement is issued, upon the termination of a Grantee's Service, any Restricted Stock or Stock Units held by such Grantee that have not vested, or with respect to which all applicable restrictions and conditions have not lapsed, shall immediately be deemed forfeited. Upon forfeiture of Restricted Stock or Stock Units, the Grantee shall have no further rights with respect to such Award, including but not limited to any right to vote Restricted Stock or any right to receive dividends with respect to shares of Restricted Stock or Stock Units. Notwithstanding the first sentence of this **Section 10.6**, the Board may not grant Restricted Stock or Stock Units that provide for acceleration of vesting or subsequently waive the vesting conditions of a grant of Restricted Stock or Stock Units, except (i) in the case of a Grantee's death, disability or retirement, or upon or in connection with a Corporate Transaction, (ii) to the extent the shares of Stock subject to such acceleration or waiver are counted against the limit provided in **Section 11**, or (iii) to the extent the Company had a binding commitment prior to the date of stockholder approval of the Plan to provide for such acceleration or waiver.

## **10.7. Purchase of Restricted Stock.**

The Grantee shall be required, to the extent required by applicable law, to purchase the Restricted Stock from the Company at a Purchase Price equal to the greater of (i) the aggregate par value of the shares of Stock represented by such Restricted Stock or (ii) the Purchase Price, if any, specified in the Award Agreement relating to such Restricted Stock. The Purchase Price shall be payable in a form described in **Section 12** or, in the discretion of the Board, in consideration for past Services rendered to the Company or an Affiliate.

## **10.8. Delivery of Stock.**

Upon the expiration or termination of any restricted period and the satisfaction of any other conditions prescribed by the Board, the restrictions applicable to shares of Restricted Stock or Stock Units settled in Stock shall lapse, and, unless otherwise provided in the Award Agreement, a stock certificate for such shares shall be delivered, free of all such restrictions, to the Grantee or the Grantee's beneficiary or estate, as the case may be. Neither the Grantee, nor the Grantee's beneficiary or estate, shall have any further rights with regard to a Stock Unit once the share of Stock represented by the Stock Unit has been delivered.

## **11. TERMS AND CONDITIONS OF UNRESTRICTED STOCK AWARDS**

Notwithstanding the provisions of **Section 10.2**, the Board may, in its sole discretion, grant (or sell at par value or such other higher purchase price determined by the Board) an Unrestricted Stock Award to any Grantee pursuant to which such Grantee may receive shares of Stock free of any restrictions (“Unrestricted Stock”) under the Plan in an aggregate amount of up to 5% of the number of shares of Stock available for issuance under the Plan. Unrestricted Stock Awards may be granted or sold as described in the preceding sentence in respect of past services and other valid consideration, or in lieu of, or in addition to, any cash compensation due to such Grantee.

## **12. FORM OF PAYMENT FOR OPTIONS AND RESTRICTED STOCK**

### **12.1. General Rule.**

Payment of the Option Price for the shares purchased pursuant to the exercise of an Option or the Purchase Price for Restricted Stock shall be made in cash or in cash equivalents acceptable to the Company.

### **12.2. Surrender of Stock.**

To the extent the Award Agreement so provides, payment of the Option Price for shares purchased pursuant to the exercise of an Option or the Purchase Price for Restricted Stock may be made all or in part through the tender to the Company of shares of Stock, which shall be valued, for purposes of determining the extent to which the Option Price or Purchase Price has been paid thereby, at their Fair Market Value on the date of exercise or surrender.

### **12.3. Cashless Exercise.**

With respect to an Option only (and not with respect to Restricted Stock), to the extent permitted by law and to the extent the Award Agreement so provides, payment of the Option Price for shares purchased pursuant to the exercise of an Option may be made all or in part by delivery (on a form acceptable to the Board) of an irrevocable direction to a licensed securities broker acceptable to the Company to sell shares of Stock and to deliver all or part of the sales proceeds to the Company in payment of the Option Price and any withholding taxes described in **Section 18.3**.

### **12.4. Other Forms of Payment.**

To the extent the Award Agreement so provides, payment of the Option Price for shares purchased pursuant to exercise of an Option or the Purchase Price for Restricted Stock may be made in any other form that is consistent with applicable laws, regulations and rules.

### **13. TERMS AND CONDITIONS OF DIVIDEND EQUIVALENT RIGHTS**

#### **13.1. Dividend Equivalent Rights.**

A Dividend Equivalent Right is an Award entitling the recipient to receive credits based on cash distributions that would have been paid on the shares of Stock specified in the Dividend Equivalent Right (or other award to which it relates) if such shares had been issued to and held by the recipient. A Dividend Equivalent Right may be granted hereunder to any Grantee. The terms and conditions of Dividend Equivalent Rights shall be specified in the grant. Dividend equivalents credited to the holder of a Dividend Equivalent Right may be paid currently or may be deemed to be reinvested in additional shares of Stock, which may thereafter accrue additional equivalents. Any such reinvestment shall be at Fair Market Value on the date of reinvestment. Dividend Equivalent Rights may be settled in cash or Stock or a combination thereof, in a single installment or installments, all determined in the sole discretion of the Board. A Dividend Equivalent Right granted as a component of another Award may provide that such Dividend Equivalent Right shall be settled upon exercise, settlement, or payment of, or lapse of restrictions on, such other award, and that such Dividend Equivalent Right shall expire or be forfeited or annulled under the same conditions as such other award. A Dividend Equivalent Right granted as a component of another Award may also contain terms and conditions different from such other award.

#### **13.2. Termination of Service.**

Except as may otherwise be provided by the Board either in the Award Agreement or in writing after the Award Agreement is issued, a Grantee's rights in all Dividend Equivalent Rights or interest equivalents shall automatically terminate upon the Grantee's termination of Service for any reason.

### **14. TERMS AND CONDITIONS OF PERFORMANCE AND ANNUAL INCENTIVE AWARDS**

#### **14.1. Performance Conditions**

The right of a Grantee to exercise or receive a grant or settlement of any Award, and the timing thereof, may be subject to such performance conditions as may be specified by the Board. The Board may use such business criteria and other measures of performance as it may deem appropriate in establishing any performance conditions, and may exercise its discretion to reduce the amounts payable under any Award subject to performance conditions, except as limited under **Sections 14.2** hereof in the case of a Performance Award or Annual Incentive Award intended to qualify under Code Section 162(m). If and to the extent required under Code Section 162(m), any power or authority relating to a Performance Award or Annual Incentive Award intended to qualify under Code Section 162(m), shall be exercised by the Committee and not the Board.

#### **14.2. Performance or Annual Incentive Awards Granted to Designated Covered Employees**

If and to the extent that the Committee determines that a Performance or Annual Incentive Award to be granted to a Grantee who is designated by the Committee as likely to be a Covered Employee should qualify as "performance-based compensation" for purposes of Code Section 162(m),

the grant, exercise and/or settlement of such Performance or Annual Incentive Award shall be contingent upon achievement of pre-established performance goals and other terms set forth in this **Section 14.2**.

#### **14.2.1. Performance Goals Generally.**

The performance goals for such Performance or Annual Incentive Awards shall consist of one or more business criteria and a targeted level or levels of performance with respect to each of such criteria, as specified by the Committee consistent with this **Section 14.2**. Performance goals shall be objective and shall otherwise meet the requirements of Code Section 162(m) and regulations thereunder including the requirement that the level or levels of performance targeted by the Committee result in the achievement of performance goals being “substantially uncertain.” The Committee may determine that such Performance or Annual Incentive Awards shall be granted, exercised and/or settled upon achievement of any one performance goal or that two or more of the performance goals must be achieved as a condition to grant, exercise and/or settlement of such Performance or Annual Incentive Awards. Performance goals may differ for Performance or Annual Incentive Awards granted to any one Grantee or to different Grantees.

#### **14.2.2. Business Criteria.**

One or more of the following business criteria for the Company, on a consolidated basis, and/or specified subsidiaries or business units of the Company (except with respect to the total stockholder return and earnings per share criteria), shall be used exclusively by the Committee in establishing performance goals for such Performance or Annual Incentive Awards: (1) total stockholder return; (2) such total stockholder return as compared to total return (on a comparable basis) of a publicly available index such as, but not limited to, the Standard & Poor’s 500 Stock Index; (3) net income; (4) pretax earnings; (5) earnings before interest expense, taxes, depreciation and amortization; (6) pretax operating earnings after interest expense and before bonuses, service fees, and extraordinary or special items; (7) operating margin; (8) earnings per share; (9) return on equity; (10) return on capital; (11) return on investment; (12) operating earnings; (13) working capital; (14) ratio of debt to stockholders’ equity and (15) revenue. Business criteria may be measured on an absolute basis or on a relative basis (i.e., performance relative to peer companies) and on a GAAP or non-GAAP basis. The Committee may provide, in a manner that meets the requirements of Code Section 162(m) that any evaluation of performance may include or exclude any of the following events that occur during the applicable performance period: (a) asset write-downs; (b) litigation or claim judgments or settlements; (c) the effect of changes in tax laws, accounting principles or other laws or provisions affecting reported results; (d) any reorganization or restructuring programs; (e) extraordinary nonrecurring items; (f) acquisitions or divestitures; and (g) foreign exchange gains and losses.

#### **14.2.3. Timing For Establishing Performance Goals.**

Performance goals shall be established not later than 90 days after the beginning of any performance period applicable to such Performance or Annual Incentive Awards, or at such other date as may be required or permitted for “performance-based compensation” under Code Section 162(m).

#### **14.2.4. Settlement of Performance or Annual Incentive Awards; Other Terms.**

Settlement of such Performance or Annual Incentive Awards shall be in cash, Stock, other Awards or other property, in the discretion of the Committee. The Committee may, in its discretion, reduce the amount of a settlement otherwise to be made in connection with such Performance or Annual Incentive Awards. The Committee shall specify the circumstances in which such Performance or Annual

Incentive Awards shall be paid or forfeited in the event of termination of Service by the Grantee prior to the end of a performance period or settlement of Performance Awards.

#### **14.3. Written Determinations.**

All determinations by the Committee as to the establishment of performance goals, the amount of any potential Performance Awards and as to the achievement of performance goals relating to Performance Awards, and the amount of any potential individual Annual Incentive Awards and the amount of final Annual Incentive Awards, shall be made in writing in the case of any Award intended to qualify under Code Section 162(m). To the extent permitted by Section 162(m), the Committee may delegate any responsibility relating to such Performance Awards or Annual Incentive Awards.

#### **14.4. Status of Section 14.2 Awards Under Code Section 162(m)**

It is the intent of the Company that Performance Awards and Annual Incentive Awards under **Section 14.2** hereof granted to persons who are designated by the Committee as likely to be Covered Employees within the meaning of Code Section 162(m) and regulations thereunder shall, if so designated by the Committee, constitute "qualified performance-based compensation" within the meaning of Code Section 162(m) and regulations thereunder. Accordingly, the terms of **Section 14.2**, including the definitions of Covered Employee and other terms used therein, shall be interpreted in a manner consistent with Code Section 162(m) and regulations thereunder. The foregoing notwithstanding, because the Committee cannot determine with certainty whether a given Grantee will be a Covered Employee with respect to a fiscal year that has not yet been completed, the term Covered Employee as used herein shall mean only a person designated by the Committee, at the time of grant of Performance Awards or an Annual Incentive Award, as likely to be a Covered Employee with respect to that fiscal year. If any provision of the Plan or any agreement relating to such Performance Awards or Annual Incentive Awards does not comply or is inconsistent with the requirements of Code Section 162(m) or regulations thereunder, such provision shall be construed or deemed amended to the extent necessary to conform to such requirements.

### **15. PARACHUTE LIMITATIONS**

Notwithstanding any other provision of this Plan or of any other agreement, contract, or understanding heretofore or hereafter entered into by a Grantee with the Company or any Affiliate, except an agreement, contract, or understanding that expressly addresses Section 280G of the Code (an "Other Agreement"), and notwithstanding any formal or informal plan or other arrangement for the direct or indirect provision of compensation to the Grantee (including groups or classes of Grantees or beneficiaries of which the Grantee is a member), whether or not such compensation is deferred, is in cash, or is in the form of a benefit to or for the Grantee (a "Benefit Arrangement"), if the Grantee is a "disqualified individual," as defined in Section 280G(c) of the Code, any Option, Restricted Stock or Stock Unit held by that Grantee and any right to receive any payment or other benefit under this Plan shall not become exercisable or vested (i) to the extent that such right to exercise, vesting, payment, or benefit, taking into account all other rights, payments, or benefits to or for the Grantee under this Plan, all Other Agreements, and all Benefit Arrangements, would cause any payment or benefit to the Grantee under this Plan to be considered a "parachute payment" within the meaning of Section 280G(b)(2) of the Code as then in effect (a "Parachute Payment") and (ii) if, as a result of receiving a Parachute Payment, the aggregate after-tax amounts received by the Grantee from the Company under this Plan, all Other Agreements, and all Benefit Arrangements would be less than the maximum after-tax amount that could be received by the Grantee without causing any such payment or benefit to be considered a Parachute Payment. In the event that the

receipt of any such right to exercise, vesting, payment, or benefit under this Plan, in conjunction with all other rights, payments, or benefits to or for the Grantee under any Other Agreement or any Benefit Arrangement would cause the Grantee to be considered to have received a Parachute Payment under this Plan that would have the effect of decreasing the after-tax amount received by the Grantee as described in clause (ii) of the preceding sentence, then the Grantee shall have the right, in the Grantee's sole discretion, to designate those rights, payments, or benefits under this Plan, any Other Agreements, and any Benefit Arrangements that should be reduced or eliminated so as to avoid having the payment or benefit to the Grantee under this Plan be deemed to be a Parachute Payment.

## **16. REQUIREMENTS OF LAW**

### **16.1. General.**

The Company shall not be required to sell or issue any shares of Stock under any Award if the sale or issuance of such shares would constitute a violation by the Grantee, any other individual exercising an Option, or the Company of any provision of any law or regulation of any governmental authority, including without limitation any federal or state securities laws or regulations. If at any time the Company shall determine, in its discretion, that the listing, registration or qualification of any shares subject to an Award upon any securities exchange or under any governmental regulatory body is necessary or desirable as a condition of, or in connection with, the issuance or purchase of shares hereunder, no shares of Stock may be issued or sold to the Grantee or any other individual exercising an Option pursuant to such Award unless such listing, registration, qualification, consent or approval shall have been effected or obtained free of any conditions not acceptable to the Company, and any delay caused thereby shall in no way affect the date of termination of the Award. Without limiting the generality of the foregoing, in connection with the Securities Act, upon the exercise of any Option or the delivery of any shares of Stock underlying an Award, unless a registration statement under such Act is in effect with respect to the shares of Stock covered by such Award, the Company shall not be required to sell or issue such shares unless the Board has received evidence satisfactory to it that the Grantee or any other individual exercising an Option may acquire such shares pursuant to an exemption from registration under the Securities Act. Any determination in this connection by the Board shall be final, binding, and conclusive. The Company may, but shall in no event be obligated to, register any securities covered hereby pursuant to the Securities Act. The Company shall not be obligated to take any affirmative action in order to cause the exercise of an Option or the issuance of shares of Stock pursuant to the Plan to comply with any law or regulation of any governmental authority. As to any jurisdiction that expressly imposes the requirement that an Option shall not be exercisable until the shares of Stock covered by such Option are registered or are exempt from registration, the exercise of such Option (under circumstances in which the laws of such jurisdiction apply) shall be deemed conditioned upon the effectiveness of such registration or the availability of such an exemption.

### **16.2. Rule 16b-3.**

During any time when the Company has a class of equity security registered under Section 12 of the Exchange Act, it is the intent of the Company that Awards pursuant to the Plan and the exercise of Options granted hereunder will qualify for the exemption provided by Rule 16b-3 under the Exchange Act. To the extent that any provision of the Plan or action by the Board does not comply with the requirements of Rule 16b-3, it shall be deemed inoperative to the extent permitted by law and deemed advisable by the Board, and shall not affect the validity of the Plan. In the event that Rule 16b-3 is revised or replaced, the Board may exercise its discretion to modify this Plan in any respect necessary to satisfy the requirements of, or to take advantage of any features of, the revised exemption or its replacement.

## **17. EFFECT OF CHANGES IN CAPITALIZATION**

### **17.1. Changes in Stock.**

If the number of outstanding shares of Stock is increased or decreased or the shares of Stock are changed into or exchanged for a different number or kind of shares or other securities of the Company on account of any recapitalization, reclassification, stock split, reverse split, combination of shares, exchange of shares, stock dividend or other distribution payable in capital stock, or other increase or decrease in such shares effected without receipt of consideration by the Company occurring after the Effective Date, the number and kinds of shares for which grants of Options and other Awards may be made under the Plan shall be adjusted proportionately and accordingly by the Company. In addition, the number and kind of shares for which Awards are outstanding shall be adjusted proportionately and accordingly so that the proportionate interest of the Grantee immediately following such event shall, to the extent practicable, be the same as immediately before such event. Any such adjustment in outstanding Options or SARs shall not change the aggregate Option Price or SAR Exercise Price payable with respect to shares that are subject to the unexercised portion of an outstanding Option or SAR, as applicable, but shall include a corresponding proportionate adjustment in the Option Price or SAR Exercise Price per share. The conversion of any convertible securities of the Company shall not be treated as an increase in shares effected without receipt of consideration. Notwithstanding the foregoing, in the event of any distribution to the Company's stockholders of securities of any other entity or other assets (including an extraordinary dividend but excluding a non-extraordinary dividend of the Company) without receipt of consideration by the Company, the Company shall, in such manner as the Company deems appropriate, adjust (i) the number and kind of shares subject to outstanding Awards and/or (ii) the exercise price of outstanding Options and Stock Appreciation Rights to reflect such distribution.

### **17.2. Reorganization in Which the Company Is the Surviving Entity Which does not Constitute a Corporate Transaction.**

Subject to **Section 17.3** hereof, if the Company shall be the surviving entity in any reorganization, merger, or consolidation of the Company with one or more other entities which does not constitute a Corporate Transaction, any Option or SAR theretofore granted pursuant to the Plan shall pertain to and apply to the securities to which a holder of the number of shares of Stock subject to such Option or SAR would have been entitled immediately following such reorganization, merger, or consolidation, with a corresponding proportionate adjustment of the Option Price or SAR Exercise Price per share so that the aggregate Option Price or SAR Exercise Price thereafter shall be the same as the aggregate Option Price or SAR Exercise Price of the shares remaining subject to the Option or SAR immediately prior to such reorganization, merger, or consolidation. Subject to any contrary language in an Award Agreement evidencing an Award, any restrictions applicable to such Award shall apply as well to any replacement shares received by the Grantee as a result of the reorganization, merger or consolidation. In the event of a transaction described in this Section 17.2, Stock Units shall be adjusted so as to apply to the securities that a holder of the number of shares of Stock subject to the Stock Units would have been entitled to receive immediately following such transaction.

### **17.3. Corporate Transaction.**

Subject to the exceptions set forth in the last sentence of this **Section 17.3** and the last sentence of **Section 17.4**, upon the occurrence of a Corporate Transaction:

(i) all outstanding shares of Restricted Stock shall be deemed to have vested, and all Stock Units shall be deemed to have vested and the shares of Stock subject thereto shall be delivered, immediately prior to the occurrence of such Corporate Transaction, and

(ii) either of the following two actions shall be taken:

(A) fifteen days prior to the scheduled consummation of a Corporate Transaction, all Options and SARs outstanding hereunder shall become immediately exercisable and shall remain exercisable for a period of fifteen days, or

(B) the Board may elect, in its sole discretion, to cancel any outstanding Awards of Options, Restricted Stock, Stock Units, and/or SARs and pay or deliver, or cause to be paid or delivered, to the holder thereof an amount in cash or securities having a value (as determined by the Board acting in good faith), in the case of Restricted Stock or Stock Units, equal to the formula or fixed price per share paid to holders of shares of Stock and, in the case of Options or SARs, equal to the product of the number of shares of Stock subject to the Option or SAR (the "Award Shares") multiplied by the amount, if any, by which (I) the formula or fixed price per share paid to holders of shares of Stock pursuant to such transaction exceeds (II) the Option Price or SAR Exercise Price applicable to such Award Shares. Award Shares for which the Option Price or SAR Exercise Price exceeds the amount which are paid to holders of shares of Stock pursuant to such transaction will be canceled without receipt of any consideration.

With respect to the Company's establishment of an exercise window, (i) any exercise of an Option or SAR during such fifteen-day period shall be conditioned upon the consummation of the event and shall be effective only immediately before the consummation of the event, and (ii) upon consummation of any Corporate Transaction the Plan, and all outstanding but unexercised Options and SARs shall terminate. The Board shall send written notice of an event that will result in such a termination to all individuals who hold Options and SARs not later than the time at which the Company gives notice thereof to its stockholders. This **Section 17.3** shall not apply to any Corporate Transaction to the extent that provision is made in writing in connection with such Corporate Transaction for the assumption or continuation of the Options, SARs, Stock Units and Restricted Stock theretofore granted, or for the substitution for such Options, SARs, Stock Units and Restricted Stock for new common stock options and stock appreciation rights and new common stock stock units and restricted stock relating to the stock of a successor entity, or a parent or subsidiary thereof, with appropriate adjustments as to the number of shares (disregarding any consideration that is not common stock) and option and stock appreciation right exercise prices, in which event the Plan, Options, SARs, Stock Units and Restricted Stock theretofore granted shall continue in the manner and under the terms so provided.

#### **17.4. Adjustments.**

Adjustments under this **Section 17** related to shares of Stock or securities of the Company shall be made by the Board, whose determination in that respect shall be final, binding and conclusive. No fractional shares or other securities shall be issued pursuant to any such adjustment, and any fractions resulting from any such adjustment shall be eliminated in each case by rounding downward to the nearest whole share. The Board shall determine the effect of a Corporate Transaction upon Awards other than Options, SARs, Stock Units and Restricted Stock, and such effect shall be set forth in the appropriate Award Agreement. The Board may provide in the Award Agreements at the time of grant, or any time thereafter with the consent of the Grantee, for different provisions to apply to an Award in place of those described in **Sections 17.1, 17.2** and **17.3**.

### **17.5. No Limitations on Company.**

The making of Awards pursuant to the Plan shall not affect or limit in any way the right or power of the Company to make adjustments, reclassifications, reorganizations, or changes of its capital or business structure or to merge, consolidate, dissolve, or liquidate, or to sell or transfer all or any part of its business or assets.

## **18. GENERAL PROVISIONS**

### **18.1. Disclaimer of Rights**

No provision in the Plan or in any Award or Award Agreement shall be construed to confer upon any individual the right to remain in the employ or service of the Company or any Affiliate, or to interfere in any way with any contractual or other right or authority of the Company either to increase or decrease the compensation or other payments to any individual at any time, or to terminate any employment or other relationship between any individual and the Company. In addition, notwithstanding anything contained in the Plan to the contrary, unless otherwise stated in the applicable Award Agreement, no Award granted under the Plan shall be affected by any change of duties or position of the Grantee, so long as such Grantee continues to be a director, officer, consultant or employee of the Company or an Affiliate. The obligation of the Company to pay any benefits pursuant to this Plan shall be interpreted as a contractual obligation to pay only those amounts described herein, in the manner and under the conditions prescribed herein. The Plan shall in no way be interpreted to require the Company to transfer any amounts to a third party trustee or otherwise hold any amounts in trust or escrow for payment to any Grantee or beneficiary under the terms of the Plan.

### **18.2. Nonexclusivity of the Plan**

Neither the adoption of the Plan nor the submission of the Plan to the stockholders of the Company for approval shall be construed as creating any limitations upon the right and authority of the Board to adopt such other incentive compensation arrangements (which arrangements may be applicable either generally to a class or classes of individuals or specifically to a particular individual or particular individuals) as the Board in its discretion determines desirable, including, without limitation, the granting of stock options otherwise than under the Plan.

### **18.3. Withholding Taxes**

The Company or an Affiliate, as the case may be, shall have the right to deduct from payments of any kind otherwise due to a Grantee any federal, state, or local taxes of any kind required by law to be withheld with respect to the vesting of or other lapse of restrictions applicable to an Award or upon the issuance of any shares of Stock upon the exercise of an Option or pursuant to an Award. At the time of such vesting, lapse, or exercise, the Grantee shall pay to the Company or the Affiliate, as the case may be, any amount that the Company or the Affiliate may reasonably determine to be necessary to satisfy such withholding obligation. Subject to the prior approval of the Company or the Affiliate, which may be withheld by the Company or the Affiliate, as the case may be, in its sole discretion, the Grantee may elect to satisfy such obligations, in whole or in part, (i) by causing the Company or the Affiliate to withhold shares of Stock otherwise issuable to the Grantee or (ii) by delivering to the Company or the Affiliate shares of Stock already owned by the Grantee. The shares of Stock so delivered or withheld shall have an aggregate Fair Market Value equal to such withholding obligations. The Fair Market Value of the shares of Stock used to satisfy such withholding obligation shall be determined by the Company or the Affiliate as of the date that the amount of tax to be withheld is to be determined. A Grantee who has made an election

pursuant to this **Section 18.3** may satisfy his or her withholding obligation only with shares of Stock that are not subject to any repurchase, forfeiture, unfulfilled vesting, or other similar requirements. The maximum number of shares of Stock that may be withheld from any Award to satisfy any federal, state or local tax withholding requirements upon the exercise, vesting, lapse of restrictions applicable to such Award or payment of shares pursuant to such Award, as applicable, cannot exceed such number of shares having a Fair Market Value equal to the minimum statutory amount required by the Company to be withheld and paid to any such federal, state or local taxing authority with respect to such exercise, vesting, lapse of restrictions or payment of shares.

#### **18.4. Captions**

The use of captions in this Plan or any Award Agreement is for the convenience of reference only and shall not affect the meaning of any provision of the Plan or such Award Agreement.

#### **18.5. Other Provisions**

Each Award granted under the Plan may contain such other terms and conditions not inconsistent with the Plan as may be determined by the Board, in its sole discretion.

#### **18.6. Number and Gender**

With respect to words used in this Plan, the singular form shall include the plural form, the masculine gender shall include the feminine gender, etc., as the context requires.

#### **18.7. Severability**

If any provision of the Plan or any Award Agreement shall be determined to be illegal or unenforceable by any court of law in any jurisdiction, the remaining provisions hereof and thereof shall be severable and enforceable in accordance with their terms, and all provisions shall remain enforceable in any other jurisdiction.

#### **18.8. Governing Law**

The validity and construction of this Plan and the instruments evidencing the Awards hereunder shall be governed by the laws of the State of Delaware, other than any conflicts or choice of law rule or principle that might otherwise refer construction or interpretation of this Plan and the instruments evidencing the Awards granted hereunder to the substantive laws of any other jurisdiction.

#### **18.9. Section 409A of the Code**

The Board intends to comply with Section 409A of the Code ("Section 409A"), or an exemption to Section 409A, with regard to Awards hereunder that constitute nonqualified deferred compensation within the meaning of Section 409A. To the extent that the Board determines that a Grantee would be subject to the additional 20% tax imposed on certain nonqualified deferred compensation plans pursuant to Section 409A as a result of any provision of any Award granted under this Plan, such provision shall be deemed amended to the minimum extent necessary to avoid application of such additional tax. The nature of any such amendment shall be determined by the Board.

\* \* \*

**SUBSIDIARIES OF THE COMPANY AND  
OWNERSHIP OF SUBSIDIARY STOCK**

NAME OF SUBSIDIARY	STATE/COUNTRY OF INCORPORATION	% OF SHARES OWNED BY THE CORPORATION*
Wabash National Trailer Centers, Inc	Delaware	100%
WNC Cloud Merger Sub, Inc	Arkansas	100%
Wabash National L.P.	Delaware	100%
Wabash National Lease Receivables, L.P.	Delaware	100%
Wabash National Services L.P.	Delaware	100%
Continental Transit Corporation	Indiana	100%
FTSI Canada, Ltd.	Canada	100%
Transcraft Corporation	Delaware	100%

\* Includes both direct and indirect ownership by the parent, Wabash National Corporation

**Consent of Independent Registered Public Accounting Firm**

We consent to the incorporation by reference in the following Registration Statements:

- (1) Registration Statement (Form S-3 No. 333-109375) of Wabash National Corporation
- (2) Registration Statement (Form S-8 No. 333-54714) pertaining to the 2000 Stock Option and Incentive Plan of Wabash National Corporation
- (3) Registration Statement (Form S-8 No. 333-29309) pertaining to the 1992 Stock Option Plan and Stock Bonus Plan of Wabash National Corporation
- (4) Registration Statement (Form S-8 No. 33-49256) pertaining to the 1992 Stock Option Plan of Wabash National Corporation
- (5) Registration Statement (Form S-8 No. 33-65698) pertaining to the 1993 Employee Stock Purchase Plan of Wabash National Corporation
- (6) Registration Statement (Form S-8 No. 33-90826) pertaining to the Directors and Executives Deferred Compensation Plan of Wabash National Corporation
- (7) Registration Statement (Form S-8 No. 333-115682) pertaining to the 2004 Stock Incentive Plan of Wabash National Corporation
- (8) Registration Statement (Forms S-8 No. 333-113157) pertaining to the Non-Qualified Stock Option Agreements for William P. Greubel, Richard J. Giromini and Timothy J. Monahan of Wabash National Corporation

of our reports dated February 14, 2008, with respect to the consolidated financial statements of Wabash National Corporation and internal control over financial reporting of Wabash National Corporation, included in this Annual Report (Form 10-K) for the year ended December 31, 2007.

/s/ Ernst & Young LLP  
Indianapolis, Indiana  
February 14, 2008

**CERTIFICATIONS**

I, Richard J. Giromini, certify that:

1. I have reviewed this report on Form 10-K of Wabash National Corporation;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this annual report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, 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;
  - c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: February 19, 2008

/s/ Richard J. Giromini  
Richard J. Giromini  
President and Chief Executive Officer  
(Principal Executive Officer)

**CERTIFICATIONS**

I, Robert J. Smith, certify that:

1. I have reviewed this report on Form 10-K of Wabash National Corporation;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this annual report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, 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;
  - c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent functions):
  - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: February 19, 2008

/s/ Robert J. Smith

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Robert J. Smith  
Senior Vice President and Chief Financial Officer  
(Principal Financial Officer)

**Written Statement of Chief Executive Officer and Chief Financial Officer  
Pursuant to Section 906  
of the Sarbanes-Oxley Act of 2002 (18 U.S.C. Section 1350)**

The undersigned, the Chief Executive Officer and the Senior Vice President, Chief Financial Officer of Wabash National Corporation (the "Company"), each hereby certifies that, to his knowledge, on February 19, 2008:

- (a) the Form 10K Annual Report of the Company for the year ended December 31, 2007 filed on February 19, 2008, with the Securities and Exchange Commission (the "Report") fully complies with the requirements of Section 13(a) of 15(d) of the Securities Exchange Act of 1934; and
- (b) information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ Richard J. Giromini

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Richard J. Giromini  
President and Chief Executive Officer  
February 19, 2008

/s/ Robert J. Smith

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Robert J. Smith  
Senior Vice President and Chief Financial Officer  
February 19, 2008