

**Section 1: 10-Q (10-Q)**

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

**Washington D.C. 20549**

**FORM 10-Q**

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

**For the quarterly period ended December 29, 2018**

**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 001-36267**

**BLUE BIRD CORPORATION**

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

Delaware

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

46-3891989

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

3920 Arkwright Road, 2nd Floor, Macon, Georgia 31210

**(Address of principal executive offices)**

**(Zip Code)**

(478) 822-2801

**(Registrant's telephone number, including area code)**

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

Yes  No

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files).

Yes  No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

- |                         |  |                           |                                     |
|-------------------------|--|---------------------------|-------------------------------------|
| Large accelerated filer | <input type="checkbox"/>   | Accelerated filer         | <input checked="" type="checkbox"/> |
| Non-accelerated filer   | <input type="checkbox"/> (Do not check if a smaller reporting company) | Smaller reporting company | <input type="checkbox"/>            |
|                         |  | Emerging growth company   | <input checked="" type="checkbox"/> |

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes No

At February 1, 2019, 26,387,360 shares of the registrant's common stock, \$0.0001 par value, were outstanding.

**BLUE BIRD CORPORATION**  
**FORM 10-Q**

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## Special Note Regarding Forward-Looking Statements

*This Quarterly Report on Form 10-Q (this "Report") of Blue Bird Corporation ("Blue Bird" or the "Company") contains forward-looking statements. Except as otherwise indicated by the context, references in this Report to "we," "us" and "our" are to the consolidated business of the Company. All statements in this Report, including those made by the management of the Company, other than statements of historical fact, are forward-looking statements. These forward-looking statements are based on management's estimates, projections and assumptions as of the date hereof and include the assumptions that underlie such statements. Forward-looking statements may contain words such as "may," "will," "should," "could," "would," "expect," "plan," "estimate," "project," "forecast," "seek," "target," "anticipate," "believe," "estimate," "predict," "potential" and "continue," the negative of these terms, or other comparable terminology. Examples of forward-looking statements include statements regarding the Company's future financial results, research and development results, regulatory approvals, operating results, business strategies, projected costs, products, competitive positions, management's plans and objectives for future operations, and industry trends. These forward-looking statements relate to expectations for future financial performance, business strategies or expectations for our business. Specifically, forward-looking statements may include statements relating to:*

- the future financial performance of the Company;*
- changes in the market for Blue Bird products; and*
- expansion plans and opportunities.*

*These forward-looking statements are based on information available as of the date of this Report (or, in the case of forward-looking statements incorporated herein by reference, as of the date of the applicable filed document), and current expectations, forecasts and assumptions, and involve a number of judgments, risks and uncertainties. Accordingly, forward-looking statements should not be relied upon as representing our views as of any subsequent date, and we do not undertake any obligation to update forward-looking statements to reflect events or circumstances after the date they were made, whether as a result of new information, future events or otherwise, except as may be required under applicable securities laws. As a result of a number of known and unknown risks and uncertainties, our actual results or performance may be materially different than those expressed or implied by these forward-looking statements.*

*Any expectations based on these forward-looking statements are subject to risks and uncertainties and other important factors, including those discussed in the reports we file with the Securities and Exchange Commission (the "SEC"), specifically the sections titled "Risk Factors" and "Management's Discussion and Analysis of Financial Condition and Results of Operations" in the Company's 2018 Form 10-K, filed with the SEC on December 12, 2018. Other risks and uncertainties are and will be disclosed in the Company's prior and future SEC filings. The following information should be read in conjunction with the financial statements included in the Company's 2018 Form 10-K, filed with the SEC on December 12, 2018.*

### Available Information

We are subject to the reporting and information requirements of the Securities Exchange Act of 1934, as amended, and as a result are obligated to file annual, quarterly, and current reports, proxy statements, and other information with the SEC. We make these filings available free of charge on our website (<http://www.blue-bird.com>) as soon as reasonably practicable after we electronically file them with, or furnish them to, the SEC. Information on our website does not constitute part of this Quarterly Report on Form 10-Q. In addition, the SEC maintains a website (<http://www.sec.gov>) that contains our annual, quarterly, and current reports, proxy and information statements, and other information we electronically file with, or furnish to, the SEC. Any materials we file with, or furnish to, the SEC may also be read and/or copied at the SEC's Public Reference Room at 100 F Street, N.E., Washington, D.C. 20549. Information on the operation of the Public Reference Room may be obtained by calling the SEC at 1-800-SEC-0330.

**PART I – FINANCIAL INFORMATION**

**Item 1. Financial Statements (Unaudited).**

**BLUE BIRD CORPORATION AND SUBSIDIARIES  
CONDENSED CONSOLIDATED BALANCE SHEETS  
(Unaudited)**

(in thousands of dollars, except for share data)

	<u>December 29, 2018</u>	<u>September 29, 2018</u>
<b>Assets</b>		
Current assets		
Cash and cash equivalents	\$ 18,818	\$ 60,260
Accounts receivable, net	10,274	24,067
Inventories	84,217	57,333
Other current assets	10,854	8,183
<b>Total current assets</b>	<b>\$ 124,163</b>	<b>\$ 149,843</b>
Property, plant and equipment, net	81,586	66,054
Goodwill	18,825	18,825
Intangible assets, net	54,969	55,472
Equity investment in affiliate	11,045	11,123
Deferred tax assets	4,488	4,437
Other assets	2,629	1,676
<b>Total assets</b>	<b>\$ 297,705</b>	<b>\$ 307,430</b>
<b>Liabilities and Stockholders' Deficit</b>		
Current liabilities		
Accounts payable	\$ 65,906	\$ 95,780
Warranty	8,543	9,142
Accrued expenses	17,623	21,935
Deferred warranty income	8,061	8,159
Other current liabilities	5,862	3,941
Current portion of long-term debt	9,900	9,900
<b>Total current liabilities</b>	<b>\$ 115,895</b>	<b>\$ 148,857</b>
Long-term liabilities		
Revolving credit facility	\$ 20,000	\$ —
Long-term debt	179,976	132,239
Warranty	13,315	13,504
Deferred warranty income	14,471	15,032
Other liabilities	13,139	5,121
Pension	20,620	21,013
<b>Total long-term liabilities</b>	<b>\$ 261,521</b>	<b>\$ 186,909</b>
Guarantees, commitments and contingencies (Note 6)		
Stockholders' deficit		
Preferred stock, \$0.0001 par value, 10,000,000 shares authorized, 0 and 93,000 issued with liquidation preference of \$0 and \$9,300 at December 29, 2018 and September 29, 2018, respectively	\$ —	\$ 9,300
Common stock, \$0.0001 par value, 100,000,000 shares authorized, 26,351,588 and 27,259,262 shares outstanding at December 29, 2018 and September 29, 2018, respectively	3	3
Additional paid-in capital	80,433	70,023
Accumulated deficit	(71,169)	(69,235)
Accumulated other comprehensive loss	(38,717)	(38,427)
Treasury stock, at cost, 1,782,568 and 0 shares at December 29, 2018 and September 29, 2018, respectively	(50,261)	—
<b>Total stockholders' deficit</b>	<b>\$ (79,711)</b>	<b>\$ (28,336)</b>
<b>Total liabilities and stockholders' deficit</b>	<b>\$ 297,705</b>	<b>\$ 307,430</b>

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



**BLUE BIRD CORPORATION AND SUBSIDIARIES**  
**CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS**  
(Unaudited)

(in thousands of dollars except for share data)	Three Months Ended	
	December 29, 2018	December 30, 2017
<b>Net sales</b>	\$ 154,926	\$ 162,549
Cost of goods sold	135,816	141,901
Gross profit	\$ 19,110	\$ 20,648
<b>Operating expenses</b>		
Selling, general and administrative expenses	17,273	25,457
Operating profit (loss)	\$ 1,837	\$ (4,809)
Interest expense	(2,874)	(1,452)
Interest income	9	15
Other expense, net	(349)	(291)
Loss before income taxes	\$ (1,377)	\$ (6,537)
Income tax benefit (expense)	236	(1,352)
Equity in net (loss) income of non-consolidated affiliate	(79)	50
<b>Net loss</b>	<u>\$ (1,220)</u>	<u>\$ (7,839)</u>
<b>Earnings per share:</b>		
Net loss (from above)	\$ (1,220)	\$ (7,839)
Less: preferred stock dividends	—	770
Net loss available to common stockholders	<u>\$ (1,220)</u>	<u>\$ (8,609)</u>
Basic weighted average shares outstanding	26,302,865	23,924,045
Diluted weighted average shares outstanding	26,302,865	23,924,045
Basic loss per share	\$ (0.05)	\$ (0.36)
Diluted loss per share	\$ (0.05)	\$ (0.36)

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

**BLUE BIRD CORPORATION AND SUBSIDIARIES**  
**CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE LOSS**  
(Unaudited)

(in thousands of dollars)	Three Months Ended	
	December 29, 2018	December 30, 2017
Net loss	\$ (1,220)	\$ (7,839)
Other comprehensive (loss) income, net of tax		
Net change in defined benefit pension plan	524	563
Net unrealized loss on cash flow hedges	(814)	—
Total other comprehensive (loss) income	\$ (290)	\$ 563
Comprehensive loss	\$ (1,510)	\$ (7,276)

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



**BLUE BIRD CORPORATION AND SUBSIDIARIES**  
**CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS**  
(Unaudited)

(in thousands of dollars)	Three Months Ended	
	December 29, 2018	December 30, 2017
<b>Cash flows from operating activities</b>		
Net loss	\$ (1,220)	\$ (7,839)
Adjustments to reconcile net loss to net cash used in operating activities:		
Depreciation and amortization	2,193	2,097
Amortization of debt costs	213	194
Share-based compensation	852	624
Equity in net loss (income) of affiliate	79	(50)
Loss on disposal of fixed assets	30	—
Deferred taxes	267	1,155
Amortization of deferred actuarial pension losses	689	880
Unrealized loss on foreign currency hedges	109	—
Changes in assets and liabilities:		
Accounts receivable	13,793	3,869
Inventories	(26,884)	1,823
Other assets	(4,805)	1,432
Accounts payable	(28,299)	(26,285)
Accrued expenses, pension and other liabilities	(5,225)	(11,708)
<b>Total adjustments</b>	<b>\$ (46,988)</b>	<b>\$ (25,969)</b>
<b>Total cash used in operating activities</b>	<b>\$ (48,208)</b>	<b>\$ (33,808)</b>
<b>Cash flows from investing activities</b>		
Cash paid for fixed assets	\$ (10,787)	\$ (3,449)
<b>Total cash used in investing activities</b>	<b>\$ (10,787)</b>	<b>\$ (3,449)</b>
<b>Cash flows from financing activities</b>		
Borrowings under the revolving credit facility	\$ 20,000	\$ —
Borrowings under the senior term loan	50,000	—
Repayments under the senior term loan	(2,475)	(2,000)
Cash paid for capital leases	—	(38)
Payment of dividends on preferred stock	—	(770)
Cash paid for employee taxes on vested restricted shares and stock option exercises	(243)	—
Proceeds from exercises of warrants	620	3,640
Common stock repurchases under share repurchase programs	—	(2,983)
Tender offer repurchase of common stock and preferred stock	(50,349)	—
<b>Total cash provided by (used in) financing activities</b>	<b>\$ 17,553</b>	<b>\$ (2,151)</b>
<b>Change in cash and cash equivalents</b>	<b>(41,442)</b>	<b>(39,408)</b>
<b>Cash and cash equivalents, beginning of period</b>	<b>60,260</b>	<b>62,616</b>
<b>Cash and cash equivalents, end of period</b>	<b>\$ 18,818</b>	<b>\$ 23,208</b>
<b>Supplemental disclosures of cash flow information</b>		
<b>Cash paid during the period for:</b>		
Interest paid, net of interest received	\$ 2,430	\$ 1,287
Income tax paid, net of tax refunds	9	25
<b>Non-cash investing and financing activities:</b>		
Change in accounts payable for capital additions to property, plant and equipment	\$ (1,575)	\$ (377)
Right-of-use assets obtained in exchange for operating lease obligations	8,040	—
Conversion of preferred stock into common stock	9,264	—

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

**BLUE BIRD CORPORATION AND SUBSIDIARIES**  
**CONDENSED CONSOLIDATED STATEMENTS OF STOCKHOLDERS' DEFICIT**  
**(Unaudited)**

	Common Stock			Convertible Preferred Stock		Accumulated Other Comprehensive Loss	Accumulated Deficit	Treasury Stock		Total Stockholders' Deficit
	Shares	Par Value	Additional Paid-In-Capital	Shares	Amount			Shares	Amount	
(in thousands of dollars, except for share data)										
<b>Balance, September 29, 2018</b>	27,259,262	\$ 3	\$ 70,023	93,000	\$ 9,300	\$ (38,427)	\$ (69,235)	—	\$ —	\$ (28,336)
Adoption of new revenue recognition standard (ASC 606) adjustment	—	—	—	—	—	—	(714)	—	—	(714)
Warrant exercises	54,435	—	620	—	—	—	—	—	—	620
Restricted stock activity	20,513	—	(239)	—	—	—	—	—	—	(239)
Stock option activity	331	—	(4)	—	—	—	—	—	—	(4)
Share-based compensation expense	—	—	821	—	—	—	—	—	—	821
Tender offer share repurchases	(1,782,568)	—	(52)	(364)	(36)	—	—	1,782,568	(50,261)	(50,349)
Preferred stock conversion	799,615	—	9,264	(92,636)	(9,264)	—	—	—	—	—
Net loss	—	—	—	—	—	—	(1,220)	—	—	(1,220)
Other comprehensive loss, net of tax	—	—	—	—	—	(290)	—	—	—	(290)
<b>Balance, December 29, 2018</b>	<u>26,351,588</u>	<u>\$ 3</u>	<u>\$ 80,433</u>	<u>—</u>	<u>\$ —</u>	<u>\$ (38,717)</u>	<u>\$ (71,169)</u>	<u>1,782,568</u>	<u>\$(50,261)</u>	<u>\$ (79,711)</u>
<b>Balance, September 30, 2017</b>	23,739,344	\$ 2	\$ 45,418	400,000	\$40,000	\$ (43,875)	\$ (100,055)	—	\$ —	\$ (58,510)
Warrant exercises	316,543	—	3,640	—	—	—	—	—	—	3,640
Preferred stock dividends	—	—	(770)	—	—	—	—	—	—	(770)
Share-based compensation expense	—	—	583	—	—	—	—	—	—	583
Share repurchase program	(141,577)	—	(2,983)	—	—	—	—	—	—	(2,983)
Net loss	—	—	—	—	—	—	(7,839)	—	—	(7,839)
Other comprehensive income, net of tax	—	—	—	—	—	563	—	—	—	563
<b>Balance, December 30, 2017</b>	<u>23,914,310</u>	<u>\$ 2</u>	<u>\$ 45,888</u>	<u>400,000</u>	<u>\$40,000</u>	<u>\$ (43,312)</u>	<u>\$ (107,894)</u>	<u>—</u>	<u>\$ —</u>	<u>\$ (65,316)</u>

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

**BLUE BIRD CORPORATION**  
**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**  
**(Unaudited)**

**1. Nature of Business and Basis of Presentation**

**Nature of Business**

Blue Bird Body Company, a wholly-owned subsidiary of Blue Bird Corporation, was incorporated in 1958 and has manufactured, assembled and sold school buses to a variety of municipal, federal and commercial customers since 1927. The majority of Blue Bird's sales are made to an independent distributor network, which in turn sells buses to ultimate end users. We are headquartered in Macon, Georgia. References in these notes to financial statements to "Blue Bird", the "Company," "we," "our," or "us" refer to Blue Bird Corporation and its wholly-owned subsidiaries, unless the context specifically indicates otherwise.

**Basis of Presentation**

The accompanying unaudited condensed consolidated financial statements include the accounts of the Company and its wholly-owned subsidiaries. All significant inter-company transactions and accounts have been eliminated in consolidation.

The accompanying unaudited condensed consolidated financial statements have been prepared in accordance with generally accepted accounting principles for interim financial reporting and Article 8 of Regulation S-X. The Company's fiscal year ends on the Saturday closest to September 30 with its quarters consisting of thirteen weeks in most years. In fiscal year 2019, there is a total of 52 weeks. For fiscal years 2019 and 2018, the first quarters both included 13 weeks.

In the opinion of management, all adjustments considered necessary for a fair presentation of financial results have been made. Such adjustments consist of only those of a normal recurring nature. Operating results for any interim period are not necessarily indicative of the results that may be expected for the entire year. Accordingly, they do not include all of the information and footnotes required by generally accepted accounting principles for complete financial statements.

The Condensed Consolidated Balance Sheet data as of September 29, 2018 was derived from the Company's audited financial statements but do not include all disclosures required by generally accepted accounting principles. For additional information, including the Company's significant accounting policies, refer to the consolidated financial statements and related footnotes for the fiscal year ended September 29, 2018 as set forth in the Company's 2018 Form 10-K filed on December 12, 2018.

**Preferred Stock Conversion**

On November 13, 2018, the Company converted all remaining outstanding shares of Preferred Stock, and issued 799,615 shares of Common Stock. There were no dividends paid with the conversion.

**Use of Estimates and Assumptions**

The preparation of financial statements in accordance with accounting principles generally accepted in the United States of America ("U.S. GAAP") requires management to make estimates and assumptions. At the date of the financial statements, these estimates and assumptions affect the reported amounts of assets and liabilities and disclosures of contingent assets and liabilities, and during the reporting period, these estimates and assumptions affect the reported amounts of revenues and expenses. For example, significant management judgments are required in determining excess, obsolete, or unsalable inventory, allowance for doubtful accounts, potential impairment of long-lived assets, goodwill and intangibles, the accounting for self-insurance reserves, warranty reserves, pension obligations, income taxes, environmental liabilities and contingencies. Future events and their effects cannot be predicted with certainty, and, accordingly, the Company's accounting estimates require the exercise of judgment. The accounting estimates used in the preparation of the Company's condensed consolidated financial statements may change as new events occur, as more experience is acquired, as additional information is obtained and as the Company's operating environment changes. The Company evaluates and updates its assumptions and estimates on an ongoing basis and may employ outside experts to assist in the Company's evaluations. Actual results could differ from the estimates that the Company has used.

## 2. Summary of Significant Accounting Policies and Recently Issued Accounting Standards

The Company's significant accounting policies are described in the Company's 2018 Form 10-K, filed with the SEC on December 12, 2018. Our senior management has reviewed these significant accounting policies and related disclosures and determined that there were no significant changes in our critical accounting policies in the three months ended December 29, 2018, except as follows (as also discussed in the Recently Adopted Accounting Standards section of this Note 2):

### Revenue Recognition

The Company records revenue, net of tax, when the following five steps have been completed:

1. Identification of the contract(s) with a customer;
2. Identification of the performance obligation(s) in the contract;
3. Determination of the transaction price;
4. Allocation of the transaction price to the performance obligations in the contract;
5. Recognition of revenue when, or as, we satisfy performance obligations.

The Company records revenue when performance obligations are satisfied by transferring control of a promised good or service to the customer. The Company evaluates the transfer of control primarily from the customer's perspective where the customer has the ability to direct the use of and obtain substantially all of the remaining benefits from that good or service.

Our product revenue includes buses and bus parts, each of which are generally recognized as revenue at a point in time, once all conditions for revenue recognition have been met, as they represent our performance obligations in a sale. For buses, control is generally transferred and the customer has the ability to direct the use of and obtain substantially all of the remaining benefits of the product when the product is delivered or when the product has been completed, is ready for delivery, has been paid for, its title has transferred and it is awaiting pickup by the customer. For certain bus sale transactions, we may provide incentives including payment of a limited amount of future interest charges our customers may incur related to their purchase and financing of the bus with third party financing companies. We reduce revenue at the recording date by the full amount of potential future interest we may be obligated to pay, which is an application of the "most likely amount" method. For parts sales, control is generally transferred when the customer has the ability to direct the use of and obtain substantially all of the remaining benefits of the products, which generally coincides with when the customer has assumed risk of loss and title has passed for the goods sold.

The Company sells extended warranties related to its products. Revenue related to these contracts is recognized based on the stand-alone selling price of the arrangement, on a straight-line basis over the contract period and costs thereunder are expensed as incurred.

The Company includes shipping and handling revenues, which represents costs billed to customers, in net sales on the Condensed Consolidated Statements of Operations. The related costs incurred by the Company are included in cost of goods sold on the Condensed Consolidated Statements of Operations.

### Leases

We determine if an arrangement is a lease at inception. Operating leases include lease right-of-use ("ROU") assets, which we include in property, plant and equipment on our Condensed Consolidated Balance Sheets. The lease liabilities associated with operating leases are included in other current liabilities and other liabilities on our Condensed Consolidated Balance Sheets. We do not have any finance leases.

ROU assets represent our right to use an underlying asset for the lease term and lease liabilities represent our obligation to make lease payments arising from the lease. Operating lease ROU assets and liabilities are recognized at commencement date based on the present value of lease payments over the lease term. As the leases recorded do not provide an implicit rate, we use our incremental borrowing rate based on the information available at commencement date in determining the present value of lease payments. The operating lease ROU asset also includes any base rental or lease payments made and excludes lease incentives. Our lease terms may include options to extend or terminate the lease when it is reasonably certain that we will exercise that option. Lease expense is recognized on a straight-line basis over the lease term as a component of selling, general and administrative expenses on Condensed Consolidated Statements of Operations.

### Derivative Instruments

In limited circumstances, we may utilize derivative instruments to manage certain exposures to changes in foreign currency exchange rates or as cash flow hedges for variable rate debt. The fair values of all derivative instruments are recognized as assets or liabilities at

the balance sheet date. Changes in the fair value of these derivative instruments are recognized in our operating results or included in other comprehensive income (loss), depending on whether the derivative instrument is a fair value or cash flow hedge and whether it qualifies for hedge accounting treatment. If realized, gains and losses on derivative instruments are recognized in the operating results line item that reflects the underlying exposure that was hedged. The exchange of cash, if any, associated with derivative transactions is classified in the same category as the cash flows from the items subject to the economic hedging relationships. We have elected the amortization approach for the expensing of excluded components of our hedges. See Note 11, *Derivative Instruments*, for further information.

### Statement of Cash Flows

We classify distributions received from our equity method investment using the nature of distribution approach, such that distributions received are classified based on the basis of the nature of the activity of the investee that generated the distribution. Returns on investment are classified within operating activities, while returns of investment are classified within investing activities.

### Recently Issued Accounting Standards

We believe that no new accounting guidance was issued during the three months ended December 29, 2018 that is relevant to our financial statements.

### Recently Adopted Accounting Standards

**ASU 2017-07** — In March 2017, the Financial Accounting Standards Board ("FASB") issued ASU No. 2017-07, *Compensation—Retirement Benefits (Topic 715), Improving the Presentation of Net Periodic Pension Cost and Net Periodic Postretirement Benefit Cost*, which requires that an employer report the service cost component (if any) of pension expense in the same line item or items as other compensation costs arising from services rendered by the pertinent employees during the period. The other components of net benefit cost are required to be presented in the income statement separately from the service cost component and outside a subtotal of income from operations, if one is presented. If a separate line item or items are used to present the other components of net benefit cost, that line item or items must be appropriately described. If a separate line item or items are not used, the line item or items used in the income statement to present the other components of net benefit cost must be disclosed.

We adopted this new standard in the first quarter of fiscal 2019 on a retrospective basis, as required. There is no service cost component to our periodic pension expense. Previously all components of our pension expense were recorded as a component of operating expenses, and the new standard requires these expenses to be outside a subtotal of operating profit. As a result, we have revised previously reported results of operations, as follows:

	Three Months Ended		
	December 30, 2017		
(in thousands of dollars)	As Previously Reported	New Standard Adjustment	As Restated
Selling, general and administrative expenses	\$ 25,918	\$ (461)	\$ 25,457
Operating profit (loss)	(5,270)	461	(4,809)
Other expense, net	170	(461)	(291)
Net loss	(7,839)	—	(7,839)

**ASU 2018-15** — In August 2018, the FASB issued ASU No. 2018-15, *Intangibles—Goodwill and Other—Internal-Use Software (Subtopic 350-40): Customer’s Accounting for Implementation Costs Incurred in a Cloud Computing Arrangement That Is a Service Contract*, which aligns the requirements for capitalizing implementation costs incurred in a hosting arrangement that is a service contract with the requirements for capitalizing implementation costs incurred to develop or obtain internal-use software. We adopted this standard on a prospective (applies only to eligible costs incurred after adoption) basis in the first quarter of fiscal 2019, and there was not a significant impact on our consolidated financial statements.

**ASU 2017-12** — In August 2017, the FASB issued ASU No. 2017-12, *Derivatives and Hedging (Topic 815): Targeted Improvements to Accounting for Hedging Activities*, which intends to simplify the application of hedge accounting guidance and better align an entity’s risk management activities and financial reporting for hedging relationships through changes to both the designation and measurement guidance for qualifying hedging relationships and the presentation of hedge results. The amendments expand and refine hedge accounting for both non-financial and financial risk components and align the recognition and presentation of the effects of the hedging instrument and the hedged item in the financial statements. We adopted this amended guidance as of the first quarter of fiscal 2019 using the required modified retrospective approach; however we had no hedging relationships in effect at adoption date that were impacted by the guidance. We do not expect the impact on the Company’s consolidated financial statements to be material.

**ASU 2016-12 and 2016-10** — In May 2016, the FASB issued ASU No. 2016-12, *Revenue from Contracts with Customers (Topic 606): Narrow-Scope Improvements and Practical Expedients*, and in April 2016 issued ASU No. 2016-10, *Revenue from Contracts with Customers (Topic 606): Identifying Performance Obligations and Licensing*, both of which provide further clarification to be considered when implementing ASU 2014-09, *Revenue from Contracts with Customers (Topic 606)*. We adopted this standard in the first quarter of fiscal 2019 using the modified retrospective transition approach, which we applied to all contracts impacted by the new standard at the date of initial application. At adoption, we accounted for specific sales incentives offered to our customers by recording an increase of \$0.9 million in accrued liabilities, a \$0.7 million adjustment to retained earnings, and a \$0.2 million deferred tax asset. Amounts recorded in prior comparative periods have not been restated and continue to be reported under the accounting standards in effect for those periods. Please see Note 8, *Revenue*, for additional information regarding the adoption of this new accounting standard.

**ASU 2018-05** — In March 2018, the FASB issued ASU No. 2018-05, *Income Taxes (Topic 740): Amendments to SEC Paragraphs Pursuant to SEC Staff Accounting Bulletin No. 118*, which updates income tax accounting to reflect the SEC’s interpretive guidance released on December 22, 2017, when the Tax Cuts and Jobs Act (the “Tax Act”) was signed into law. For more information regarding the impact of the Tax Act, see Note 5, *Income Taxes*.

**ASU 2016-02** — In February 2016, the FASB issued ASU No. 2016-02, *Leases (Topic 842)*, which requires lessees to recognize assets on the balance sheet for the rights and obligations created by all leases with terms greater than 12 months. The standard will also require certain qualitative and quantitative disclosures designed to give financial statement users information on the amount, timing, and uncertainty of cash flows arising from leases. We adopted this standard in the first quarter of fiscal 2019 using the modified retrospective adoption approach with a cumulative-effect adjustment recognized to the balance sheet on the adoption date with prior periods not recast, and electing the practical expedients allowed under the standard. At adoption, we recognized right-of-use assets totaling \$7.3 million and operating lease liabilities totaling \$9.2 million. The impact on our results of operations and cash flows was not material.

**ASU 2016-15** — In August 2016, the FASB issued ASU No. 2016-15, *Statement of Cash Flows (Topic 230): Classification of Certain Cash Receipts and Cash Payments*, which made targeted changes to how cash receipts and cash payments are presented and classified in the statement of cash flows. We adopted this standard in the first quarter of fiscal 2019 and contemporaneous with adoption made a policy election to classify distributions received from our equity method investment using the nature of distribution approach. Adoption of the standard had no current impact on the Company’s consolidated financial statements, as this is the manner in which we have recorded previous distributions from our equity method investee. There were no distributions in the first quarter of fiscal 2019.

### 3. Supplemental Financial Information

#### Inventories

The following table presents the components of inventories at the dates indicated:

(in thousands of dollars)	December 29, 2018	September 29, 2018
Raw materials	\$ 71,933	\$ 42,439
Work in process	8,502	13,141
Finished goods	3,782	1,753
Total inventories	<u>\$ 84,217</u>	<u>\$ 57,333</u>

## Product Warranties

The following table reflects activity in accrued warranty cost (current and long-term portion combined) for the periods presented:

(in thousands of dollars)	Three Months Ended	
	December 29, 2018	December 30, 2017
Balance at beginning of period	\$ 22,646	\$ 20,910
Add current period accruals	1,590	1,959
Current period reductions of accrual	(2,378)	(3,081)
Balance at end of period	<u>\$ 21,858</u>	<u>\$ 19,788</u>

## Extended Warranties

The following table reflects activity in deferred warranty income (current and long-term portions combined), for the sale of extended warranties of two to five years, for the periods presented:

(in thousands of dollars)	Three Months Ended	
	December 29, 2018	December 30, 2017
Balance at beginning of period	\$ 23,191	\$ 19,295
Add current period deferred income	1,366	2,063
Current period recognition of income	(2,025)	(2,150)
Balance at end of period	<u>\$ 22,532</u>	<u>\$ 19,208</u>

With the adoption of ASU No. 2016-12 (as described in Note 2, *Summary of Significant Accounting Policies and Recently Issued Accounting Standards*), the outstanding balance of deferred warranty income in the table above is considered a "contract liability", and represents a performance obligation of the Company that we satisfy over the term of the arrangement but for which we have been paid in full at the time the warranty was sold. We expect to recognize \$6.2 million of the outstanding contract liability during the remainder of fiscal 2019, \$6.6 million in fiscal 2020, and the remaining balance thereafter.

## Self-Insurance

The following table reflects our total accrued self-insurance liability, comprised of workers compensation and health insurance related claims, at the dates indicated:

(in thousands of dollars)	December 29, 2018	September 29, 2018
Current portion	\$ 3,000	\$ 3,332
Long-term portion	1,881	1,901
Total accrued self-insurance	<u>\$ 4,881</u>	<u>\$ 5,233</u>

The current and long-term portions of the accrued self-insurance liability are reflected in accrued expenses and other liabilities, respectively, on the Condensed Consolidated Balance Sheets.

## Shipping and Handling Revenues

Shipping and handling revenues were \$3.3 million and \$3.5 million for the three months ended December 29, 2018 and December 30, 2017, respectively. The related cost of goods sold was \$3.0 million and \$2.8 million for the three months ended December 29, 2018 and December 30, 2017, respectively.

## Pension Expense

Components of net periodic pension benefit cost were as follows for the periods presented:

(in thousands of dollars)	Three Months Ended	
	December 29, 2018	December 30, 2017
Interest cost	\$ 1,512	\$ 1,357
Expected return on plan assets	(1,905)	(1,776)
Amortization of prior loss	689	880
Net periodic benefit cost	\$ 296	\$ 461
Amortization of prior loss, recognized in other comprehensive income	689	880
Total recognized in net periodic pension benefit cost and other comprehensive income	\$ (393)	\$ (419)

Pension expense is recognized as a component of other expense, net on our Condensed Consolidated Statement of Operations. As disclosed in Note 2, we reclassified previously reported pension expense amounts of \$0.5 million from selling, general and administrative expenses to other expense, net for the three months ended December 30, 2017.

## Warrants

At December 29, 2018, there were a total of 972,514 warrants outstanding to purchase 486,257 shares of our Common Stock.

## 4. Debt

### Amended Credit Agreement

On September 13, 2018, the Company entered into a first amendment of our December 12, 2016 credit agreement ("Amended Credit Agreement"). The Amended Credit Agreement provided for additional funding of \$50.0 million and was funded in the first quarter of fiscal 2019. Substantially all the proceeds were used to complete a tender offer to purchase shares of our common and preferred stock.

The Amended Credit Agreement also increased the revolving credit facility to \$100.0 million from \$75.0 million. The amendment extended the maturity date to September 13, 2023, five years from the effective date of the first amendment. In connection with the Amended Credit Agreement, we incurred \$2.0 million of debt discount and issuance costs, which were recorded as contra-debt and will be amortized over the life of the Amended Credit Agreement using the effective interest method.

### Additional Disclosures

Term debt consisted of the following at the dates indicated:

(in thousands of dollars)	December 29, 2018	September 29, 2018
2023 and 2021 term loans, net of deferred financing costs of \$3,799 and \$4,011, respectively	\$ 189,876	\$ 142,139
Less: current portion of long-term debt	9,900	9,900
Long-term debt, net of current portion	\$ 179,976	\$ 132,239

Term loans are recognized on the Condensed Consolidated Balance Sheets at the unpaid principal balance, and are not subject to fair value measurement; however, given the variable rates on the loans, the Company estimates that the unpaid principal balance approximates fair value. If measured at fair value in the financial statements, the term loans would be classified as Level 2 in the fair value hierarchy. At December 29, 2018 and September 29, 2018, \$193.7 million and \$146.2 million, respectively, were outstanding on the term loans.

At December 29, 2018 and September 29, 2018, the stated interest rates on the term loans were 4.6% and 4.5%, respectively. At December 29, 2018 and September 29, 2018, the weighted-average annual effective interest rates for the term loans were 5.0% and 4.1%, respectively, which includes amortization of the deferred financing costs.



At December 29, 2018, \$20.0 million in borrowings were outstanding on the Revolving Credit Facility and \$6.9 million of Letters of Credit were outstanding; therefore, the Company would have been able to borrow \$73.1 million on the revolving line of credit.

Interest expense on all indebtedness was \$2.9 million and \$1.5 million for the three months ended December 29, 2018 and December 30, 2017, respectively.

The schedules of remaining principal maturities for total debt for the next five fiscal years are as follows:

(in thousands of dollars)

Year	Principal Payments
2019	\$ 7,425
2020	9,900
2021	9,900
2022	14,850
2023	171,600
Total remaining principal payments	<u>\$ 213,675</u>

## 5. Income Taxes

Income tax provisions for interim periods are based on estimated annual income tax rates, adjusted to reflect the effects of any significant infrequent or unusual items which are required to be discretely recognized within the current interim period. The effective tax rates in the periods presented are largely based upon the forecast pre-tax earnings mix and allocation of certain expenses in various taxing jurisdictions where the Company conducts its business, primarily the United States.

The effective tax rate for the three month period ended December 29, 2018 was 17.1%, which differed from the 2019 statutory federal income tax rate of 21%. The difference is mainly due to normal tax rate benefit items, such as federal and state tax credits (net of valuation allowance), which were partially offset by non-deductible share-based compensation expenses and other tax adjustments.

The effective tax rate for the three month period ended December 30, 2017 was (20.7)%, which significantly differed from the transitional 2018 statutory federal tax rate of 24.5%. We recorded \$2.4 million in period expense to reflect the U.S. tax reform. The tax reform adjustments include resetting our deferred tax accounts to the new rates as well as \$1.1 million of expense from increasing the carrying value of our uncertain tax positions and \$0.5 million of additional valuation allowance for our foreign tax credit carryforward. Without these adjustments, our effective tax rate for this period would have been approximately 17%. This tax rate differs from our transitional 2018 statutory federal income tax rate of 24.5% mainly due to normal tax rate benefit items, such as the domestic production activities deduction and state tax credits, which were partially offset by accrued interest and penalties on uncertain tax positions.

## 6. Guarantees, Commitments and Contingencies

### Litigation

At December 29, 2018, the Company had a number of product liability and other cases pending. Management believes that, considering the Company's insurance coverage and its intention to vigorously defend its positions, the ultimate resolution of these matters will not have a material adverse effect on the Company's financial statements.

### Environmental

The Company is subject to a variety of environmental regulations relating to the use, storage, discharge and disposal of hazardous materials used in its manufacturing processes. Failure by the Company to comply with present and future regulations could subject it to future liabilities. In addition, such regulations could require the Company to acquire costly equipment or to incur other significant expenses to comply with environmental regulations. The Company is currently not involved in any material environmental proceedings and therefore management believes that the resolution of environmental matters will not have a material adverse effect on the Company's financial statements.

## Guarantees

In the ordinary course of business, we may provide guarantees for certain transactions entered into by our dealers. At December 29, 2018, we had \$4.0 million in aggregate guarantees outstanding which relate to guarantees of indebtedness for term loans with remaining maturities of up to four years. The \$4.0 million represents the estimated maximum amount we would be required to pay if a debtor defaulted, and we believe the likelihood of required performance to be remote. At December 29, 2018, \$0.6 million was included in other current liabilities on our Condensed Consolidated Balance Sheets for the estimated fair value of the guarantees.

## Lease Commitments

We lease office and warehouse space for use in our operations, which are accounted for as operating leases. The operating leases have remaining terms ranging from 1.1 to 8.9 years. One of our leases includes a renewal option to extend the lease for five years.

Total operating lease expense for the three months ended December 29, 2018 was \$0.5 million and is recorded in selling, general and administrative expenses on the Condensed Consolidated Statements of Operations. Total rent expense for the three months ended was \$0.2 million December 30, 2017 and is recorded in selling, general and administrative expenses on the Condensed Consolidated Statements of Operations. Cash paid for amounts included in the measurement of lease liabilities included in operating cash flows was \$0.1 million for the three months ended December 29, 2018.

At December 29, 2018, right-of-use assets totaling \$8.0 million were included in property, plant and equipment, net, and lease liabilities totaling \$1.7 million and \$8.5 million were included in other current liabilities and other liabilities (non-current), respectively.

At December 29, 2018, the weighed average remaining lease term was 7.3 years and the weighted average discount rate used to calculate the present value of future lease payments was 4.5%.

Maturities of operating lease liabilities at December 29, 2018 are as follows:

(in thousands of dollars)

<b>Fiscal Years Ended</b>	<b>Amount</b>
2019	\$ 1,664
2020	1,577
2021	1,399
2022	1,421
2023	1,442
Thereafter	4,624
Total future minimum lease payments	12,127
Less: imputed interest	1,884
Total operating lease liabilities	\$ 10,243

## 7. Segment Information

We manage our business in two operating segments: (i) the Bus segment includes the manufacturing and assembly of buses to be sold to a variety of customers across the United States, Canada and in international markets; and (ii) the Parts segment consists primarily of the purchase of parts from third parties to be sold to dealers within the Company's network. The tables below present segment net sales and gross profit for the periods presented:

## Net sales

(in thousands of dollars)	Three Months Ended	
	December 29, 2018	December 30, 2017
Bus	\$ 139,210	\$ 148,098
Parts	15,716	14,451
Segment net sales	<u>\$ 154,926</u>	<u>\$ 162,549</u>

## Gross profit

(in thousands of dollars)	Three Months Ended	
	December 29, 2018	December 30, 2017
Bus	\$ 13,515	\$ 15,377
Parts	5,595	5,271
Segment gross profit	<u>\$ 19,110</u>	<u>\$ 20,648</u>

The following table is a reconciliation of segment gross profit to consolidated loss before income taxes for the periods presented:

(in thousands of dollars)	Three Months Ended	
	December 29, 2018	December 30, 2017
Segment gross profit	\$ 19,110	\$ 20,648
Adjustments:		
Selling, general and administrative expenses	(17,273)	(25,457)
Interest expense	(2,874)	(1,452)
Interest income	9	15
Other expense, net	(349)	(291)
Loss before income taxes	<u>\$ (1,377)</u>	<u>\$ (6,537)</u>

Sales are attributable to geographic areas based on customer location and were as follows for the periods presented:

(in thousands of dollars)	Three Months Ended	
	December 29, 2018	December 30, 2017
United States	\$ 151,485	\$ 154,648
Canada	3,076	4,850
Rest of world	365	3,051
Total net sales	<u>\$ 154,926</u>	<u>\$ 162,549</u>

## 8. Revenue

As noted in Note 2, *Summary of Significant Accounting Policies and Recently Issued Accounting Standards*, the Company adopted the new revenue recognition guidance (ASC 606) effective September 30, 2018 using the modified retrospective approach. As a result, we recognized the cumulative effect of initially applying the new revenue standard as an adjustment to the opening balance of retained earnings as of September 30, 2018. Adopting the new standard primarily impacted the timing of recognition of specific sales incentives offered to our customers. The comparative information has not been restated and continues to be reported under the accounting standards in effect for those periods.

The difference in revenue recognized under the new guidance versus the previous guidance was immaterial for the three months ended December 29, 2018. Under the new guidance, at December 29, 2018, we recorded \$0.9 million in accrued liabilities, a deferred tax asset of \$0.2 million, and a \$0.7 million retained earnings adjustment. Under previous guidance, we would not have recorded any accrued liabilities or deferred tax assets resulting in no retained earnings impact to our Condensed Consolidated Balance Sheets at December 29, 2018.

The following table disaggregates revenue by product category for the periods presented:

(in thousands of dollars)	Three Months Ended	
	December 29, 2018	December 30, 2017
Diesel buses	\$ 89,820	\$ 103,084
Alternative fuel buses (1)	43,081	40,088
Other (2)	6,802	4,926
Parts	15,223	14,451
Net sales	\$ 154,926	\$ 162,549

(1) Includes buses sold with any fuel source other than diesel (e.g. gasoline, propane, CNG, electric).

(2) Includes shipping and handling revenue, extended warranty income, chassis and bus shell sales.

## 9. Earnings Per Share

The following table presents the earnings per share computation for the periods presented:

(in thousands except for share data)	Three Months Ended	
	December 29, 2018	December 30, 2017
<b>Numerator:</b>		
Net loss	\$ (1,220)	\$ (7,839)
Less: convertible preferred stock dividends	—	770
Net loss available to common stockholders	\$ (1,220)	\$ (8,609)
<b>Basic earnings per share (1):</b>		
Weighted average common shares outstanding	26,302,865	23,924,045
Basic loss per share	\$ (0.05)	\$ (0.36)
<b>Diluted earnings per share (2):</b>		
Diluted loss per share	\$ (0.05)	\$ (0.36)

(1) Basic earnings (loss) per share is calculated by dividing income available to common stockholders by the weighted average common shares outstanding during the period.

(2) Since we incurred a net loss for the three months ended December 29, 2018 and December 30, 2017, basic and diluted shares outstanding are equal to each other due to the exclusion of 745,900 and 4,699,157 potentially dilutive shares, respectively, from the calculation of earnings per share, as the effect would be anti-dilutive.

## 10. Share-Based Compensation

### Restricted Stock Awards

The following table summarizes the Company's restricted stock awards ("RSAs") and restricted stock units ("RSUs") award activity for the period presented:

Restricted Stock Activity	Three Months Ended	
	December 29, 2018	
	Number of Shares	Weighted-Average Grant Date Fair Value
Balance, beginning of period	118,074	\$ 18.59
Granted	157,888	16.99
Vested	(35,033)	18.10
Forfeited/canceled	(27,060)	18.10
Balance, end of period	213,869	17.55

Compensation expense for restricted stock awards, recognized in selling, general and administrative expenses on the Condensed Consolidated Statements of Operations, was \$0.5 million with an associated tax benefit of \$0.1 million for the three months ended December 29, 2018. At December 29, 2018, unrecognized compensation cost related to restricted stock awards totaled \$2.6 million and is expected to be recognized over a weighted-average period of one year.

### Stock Option Awards

The following table summarizes the Company's stock option activity for the period presented:

Stock Option Award Activity	Three Months Ended December 29, 2018	
	Number of Options	Weighted Average Exercise Price per Share (\$)
Outstanding options, beginning of period	498,427	\$ 13.38
Granted	326,249	16.77
Exercised (1)	(1,303)	15.50
Forfeited	(55,619)	16.57
Outstanding options, end of period (2)	767,754	14.59
Fully vested and exercisable options, end of period (3)	354,261	12.35

(1) Stock options exercised in the period had an immaterial aggregate intrinsic value.

(2) Stock options outstanding at the end of the period had an aggregate intrinsic value totaling \$2.3 million.

(3) Fully vested and exercisable options at the end of the period had an aggregate intrinsic value totaling \$1.9 million with a weighted average contractual remaining term of 7.1 years.

Compensation expense for stock option awards, recognized in selling, general and administrative expenses on the Consolidated Statements of Operations, was \$0.3 million with an associated tax benefit of \$0.1 million for the three months ended December 29, 2018. At December 29, 2018, unrecognized compensation cost related to stock option awards totaled \$1.7 million and is expected to be recognized over a weighted-average period of twelve months.

The fair value of each option award at grant date was estimated using the Black-Scholes option-pricing model with the following assumptions and resulting grant-date fair value during the period presented:

	Three Months Ended December 29, 2018
Expected volatility	31.0%
Expected dividend yield	0%
Risk-free interest rate	2.75%
Expected term (in years)	4.5 - 5.5
Weighted-average grant-date fair value	\$ 5.58

## 11. Derivative Instruments

We are charged variable rates of interest on our indebtedness outstanding under the Amended Credit Agreement which exposes us to fluctuations in interest rates. On, October 24, 2018, the Company entered into a four-year interest rate collar with a \$150.0 million notional value with an effective date of November 30, 2018. The collar was entered into in order to partially mitigate our exposure to interest rate fluctuations on our variable rate debt. The collar establishes a range where we will pay the counterparty if the three-month LIBOR rate falls below the established floor rate of 1.5%, and the counterparty will pay us if the three-month LIBOR rate exceeds the ceiling rate of 3.3%. The collar settles quarterly through the termination date of September 30, 2022. No payments or receipts are exchanged on the interest rate collar contracts unless interest rates rise above or fall below the contracted ceiling or floor rates.

The interest rate collar contract qualifies for hedge accounting and has been designated as a cash flow hedge with the effective portion of the gain or loss on the derivative instrument recorded in other comprehensive income until the underlying transactions occur. Once the anticipated transactions occur, the gain or loss on the collar is recorded in current period earnings on the Consolidated Statements of Operations. We use the amortization approach for the expensing of excluded components of our hedges, which requires a systematic and rational method to recognize the associated expense. The premium paid associated with the interest rate collar is amortized on a straight-line basis.

The fair value of the interest rate collar is a Level 2 fair value measurement, based on quoted prices of similar items in active markets. At December 29, 2018, the fair value of the interest rate collar contract was \$0.1 million and is included in "other assets" (non-current) on the Condensed Consolidated Balance Sheets.

The table below presents the effect of the Company's cash flow hedges for the periods presented:

Interest Rate Collar	Location	Three Months Ended	
		December 29, 2018	December 30, 2017
Amount recognized in AOCI on derivatives (effective portion)	OCI	\$ (1,130)	\$ —
Amount reclassified from AOCI into income (effective portion)	Interest expense	59	—
Total amount recognized in other comprehensive loss		\$ (1,071)	\$ —

The Company expects to reclassify \$0.3 million from accumulated other comprehensive loss into earnings during the next 12 months.

## 12. Accumulated Other Comprehensive Income

The following table provides information on changes in accumulated other comprehensive income ("AOCI") for the periods presented:

	Three Months Ended		
	Defined Benefit Pension Plan	Cash Flow Hedges (Effective Portion)	Total AOCI
(in thousands of dollars)			
<b>December 29, 2018</b>			
Beginning Balance	\$ (38,427)	\$ —	\$ (38,427)
Other comprehensive loss, gross	—	(1,130)	(1,130)
Amounts reclassified from other comprehensive income and included in earnings	689	59	748
Total other comprehensive income (loss), before taxes	689	(1,071)	(382)
Income tax (expense) benefit	(165)	257	92
Ending Balance December 29, 2018	\$ (37,903)	\$ (814)	\$ (38,717)
<b>December 30, 2017</b>			
Beginning Balance	\$ (43,875)	\$ —	\$ (43,875)
Other comprehensive income, gross	—	—	—
Amounts reclassified from other comprehensive income and included in earnings	880	—	880
Total other comprehensive income, before taxes	880	—	880
Income tax expense	(317)	—	(317)
Ending Balance December 30, 2017	\$ (43,312)	\$ —	\$ (43,312)

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

The following discussion and analysis of financial condition and results of operations of the Company should be read in conjunction with the Company’s unaudited financial statements for the three months ended December 29, 2018 and December 30, 2017 and related notes appearing in Part I, Item 1 of this Report. Our actual results may not be indicative of future performance. This discussion and analysis contains forward-looking statements and involves numerous risks and uncertainties, including, but not limited to, those discussed or incorporated by reference in the sections of this Report titled “Special Note Regarding Forward-Looking Statements” and “Risk Factors”. Actual results may differ materially from those contained in any forward-looking statements. Certain monetary amounts, percentages and other figures included in this Report have been subject to rounding adjustments. Accordingly, figures shown as totals in certain tables may not be the arithmetic aggregation of the figures that precede them, and figures expressed as percentages in the text may not total 100% or, as applicable, when aggregated, may not be the arithmetic aggregation of the percentages that precede them.

We refer to the fiscal year ended September 29, 2018 as “fiscal 2018”. We refer to the quarter ended December 29, 2018 as the “first quarter of fiscal 2019” and we refer to the quarter ended December 30, 2017 as the “first quarter of fiscal 2018”. There were 13 weeks in the first quarters of both fiscal 2019 and fiscal 2018.

### **Executive Overview**

Blue Bird is the leading independent designer and manufacturer of school buses. Our longevity and reputation in the school bus industry have made Blue Bird an iconic American brand. We distinguish ourselves from our principal competitors by dedicating our focus to the design, engineering, manufacture and sale of school buses and related parts. As the only principal manufacturer of chassis and body production specifically designed for school bus applications, Blue Bird is recognized as an industry leader for school bus innovation, safety, product quality/reliability/durability, efficiency, and lower operating costs. In addition, Blue Bird is the market leader in alternative to diesel fuel applications with its propane-powered, gasoline-powered, compressed natural gas (“CNG”)-powered school buses and all-electric school buses.

Blue Bird sells its buses and parts through an extensive network of United States and Canadian dealers that, in their territories, are exclusive to Blue Bird on Type C and Type D school buses. Blue Bird also sells directly to major fleet operators, the United States Government, state governments and authorized dealers in a number of foreign countries.

### ***Critical Accounting Policies and Estimates, Recent Accounting Pronouncements***

The preparation of financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Blue Bird evaluates its estimates on an ongoing basis, based on historical experience and on various other assumptions that are believed to be reasonable under the circumstances. Application of these accounting policies involves the exercise of judgment and use of assumptions as to future uncertainties and, as a result, actual results could differ from these estimates.

The Company’s accounting policies that we believe are the most critical to aid in fully understanding and evaluating our reported financial results are described in the Company’s 2018 Form 10-K, filed with the SEC on December 12, 2018 under the caption “ Management’s Discussion and Analysis of Financial Condition and Results of Operations – Critical Accounting Policies and Estimates,” which description is incorporated herein by reference. Our senior management has reviewed these critical accounting policies and related disclosures and determined that there were no significant changes in our critical accounting policies during the three months ended December 29, 2018, except as follows:

### **Revenue Recognition**

The Company records revenue, net of tax, when the following five steps have been completed:

1. Identification of the contract(s) with a customer;
2. Identification of the performance obligation(s) in the contract;
3. Determination of the transaction price;
4. Allocation of the transaction price to the performance obligations in the contract;
5. Recognition of revenue when, or as, we satisfy performance obligations.

The Company records revenue when performance obligations are satisfied by transferring control of a promised good or service to the customer. The Company evaluates the transfer of control primarily from the customer’s perspective where the customer has the ability to direct the use of and obtain substantially all of the remaining benefits from that good or service.

Our product revenue includes buses and bus parts, each of which are generally recognized as revenue at a point in time, once all conditions for revenue recognition have been met, as they represent our performance obligations in a sale. For buses, control is generally transferred and the customer has the ability to direct the use of and obtain substantially all of the remaining benefits of the product when the product is delivered or when the product has been completed, is ready for delivery, has been paid for, its title has transferred and it is awaiting pickup by the customer. For certain bus sale transactions, we may provide incentives including payment of a limited amount of future interest charges our customers may incur related to their purchase and financing of the bus with third party financing companies. We reduce revenue at the recording date by the full amount of potential future interest we may be obligated to pay, which is an application of the "most likely amount" method. For parts sales, control is generally transferred when the customer has the ability to direct the use of and obtain substantially all of the remaining benefits of the products, which generally coincides with when the customer has assumed risk of loss and title has passed for the goods sold.

The Company sells extended warranties related to its products. Revenue related to these contracts is recognized based on the stand-alone selling price of the arrangement, on a straight-line basis over the contract period and costs thereunder are expensed as incurred.

The Company includes shipping and handling revenues, which represents costs billed to customers, in net sales on the Condensed Consolidated Statements of Operations. The related costs incurred by the Company are included in cost of goods sold on the Condensed Consolidated Statements of Operations.

### **Leases**

We determine if an arrangement is a lease at inception. Operating leases include lease right-of-use ("ROU") assets, which we include in property, plant and equipment on our Condensed Consolidated Balance Sheets. The lease liabilities associated with operating leases are included in other current liabilities and other liabilities on our Condensed Consolidated Balance Sheets. We do not have any finance leases.

ROU assets represent our right to use an underlying asset for the lease term and lease liabilities represent our obligation to make lease payments arising from the lease. Operating lease ROU assets and liabilities are recognized at commencement date based on the present value of lease payments over the lease term. As the leases recorded do not provide an implicit rate, we use our incremental borrowing rate based on the information available at commencement date in determining the present value of lease payments. The operating lease ROU asset also includes any base rental or lease payments made and excludes lease incentives. Our lease terms may include options to extend or terminate the lease when it is reasonably certain that we will exercise that option. Lease expense is recognized on a straight-line basis over the lease term as a component of selling, general and administrative expenses on Condensed Consolidated Statements of Operations.

### **Derivative Instruments**

In limited circumstances, we may utilize derivative instruments to manage certain exposures to changes in foreign currency exchange rates or as cash flow hedges for variable rate debt. The fair values of all derivative instruments are recognized as assets or liabilities at the balance sheet date. Changes in the fair value of these derivative instruments are recognized in our operating results or included in other comprehensive income (loss), depending on whether the derivative instrument is a fair value or cash flow hedge and whether it qualifies for hedge accounting treatment. If realized, gains and losses on derivative instruments are recognized in the operating results line item that reflects the underlying exposure that was hedged. The exchange of cash, if any, associated with derivative transactions is classified in the same category as the cash flows from the items subject to the economic hedging relationships. We have elected the amortization approach for the expensing of excluded components of our hedges. See Note 11, *Derivative Instruments*, for further information.

### **Statement of Cash Flows**

We classify distributions received from our equity method investment using the nature of distribution approach, such that distributions received are classified based on the basis of the nature of the activity of the investee that generated the distribution. Returns on investment are classified within operating activities, while returns of investment are classified within investing activities.



## *Recent Accounting Pronouncements*

See discussion in Note 2 of Notes to Condensed Consolidated Financial Statements (Unaudited) included in Part I, Item 1 of this Report for a discussion of new and recently adopted accounting pronouncements.

## *Factors Affecting Our Revenues*

Our revenues are driven primarily by the following factors:

- *Property tax revenues.* Property tax revenues are one of the major sources of funding for new school districts, and therefore new school buses. Property tax revenues are a function of land and building prices, relying on assessments of property value by state or county assessors and millage rates voted by the local electorate.
- *Student enrollment.* Increases or decreases in the number of school bus riders has a direct impact on school district demand.
- *Revenue mix.* We are able to charge more for certain of our products (e.g., Type C propane-powered school buses, Type D buses, and buses with higher option content) than other products. The mix of products sold in any fiscal period can directly impact our revenues for the period.
- *Strength of the dealer network.* We rely on our dealers, as well as a small number of major fleet operators, to be the direct point of contact with school districts and their purchasing agents. An effective dealer is capable of expanding revenues within a given school district by matching that district's needs to our capabilities, offering options that would not otherwise be provided to the district.
- *Pricing.* Our products are sold to school districts throughout the United States and Canada. Each state and each Canadian province has its own set of regulations that govern the purchase of products, including school buses, by their school districts. We and our dealers must navigate these regulations, purchasing procedures and the districts' specifications in order to reach mutually acceptable price terms. Pricing may or may not be favorable to us, depending upon a number of factors impacting purchasing decisions.
- *Buying patterns of major fleets.* Major fleets regularly compete against one another for existing accounts. Fleets are also continuously trying to win the business of school districts that operate their own transportation services. These activities can have either a positive or negative impact on our sales, depending on the brand preference of the fleet that wins the business. Major fleets also periodically review their fleet sizes and replacement patterns due to funding availability as well as the profitability of existing routes. These actions can impact total purchases by fleets in a given year.
- *Seasonality.* Our sales are subject to seasonal variation based on the school calendar. The peak season has historically been during our third and fourth fiscal quarters. Sales during the third and fourth fiscal quarters are typically greater than the first and second fiscal quarters due to the desire of municipalities to have any new buses that they order available to them at the beginning of the new school year. There are, however, variations in the seasonal demands from year to year depending in large part upon municipal budgets, distinct replacement cycles and student enrollment. This seasonality and annual variations of this seasonality could impact the ability to compare results between fiscal periods.

## *Factors Affecting Our Expenses and Other Items*

Our expenses and other line items on our unaudited Condensed Consolidated Statements of Operations are principally driven by the following factors:

- *Cost of goods sold.* The components of our cost of goods sold consist of material costs (principally powertrain components, steel and rubber, as well as aluminum and copper), labor expense and overhead. Our cost of goods sold may vary from period to period in part due to changes in sales volume, efforts by certain suppliers to pass through the economics associated with key commodities, design changes with respect to specific components, design changes with respect to specific bus models, wage increases for plant labor, productivity of plant labor, delays in receiving materials and other logistical problems, and the impact of overhead items such as utilities.
- *Selling, general and administrative expenses.* Our selling, general and administrative expenses include costs associated with our selling and marketing efforts, engineering, centralized finance, human resources, purchasing and information technology services, as well as other administrative matters and functions. In most instances, other than direct costs associated with sales and marketing programs, the principal component of these costs is salary expense. Changes from period to period are typically driven by the number of our employees, as well as by merit increases provided to experienced personnel.

- *Interest expense.* Our interest expense relates to costs associated with our debt instruments and reflects both the amount of indebtedness and the interest rate that we are required to pay on our debt.
- *Income taxes.* We make estimates of the amounts to recognize for income taxes in each tax jurisdiction in which we operate. In addition, provisions are established for withholding taxes related to the transfer of cash between jurisdictions and for uncertain tax positions taken.
- *Equity in net income of non-consolidated affiliate.* We include in this line item our share of income or loss from our investment in Micro Bird, our unconsolidated 50/50 Canadian joint venture.

## Key Non-GAAP Financial Measures We Use to Evaluate Our Performance

This filing includes the following non-GAAP financial measures “Adjusted EBITDA”, “Adjusted EBITDA Margin”, and “Free Cash Flow” because management views these metrics as a useful way to look at the performance of our operations between periods and to exclude decisions on capital investment and financing that might otherwise impact the review of profitability of the business based on present market conditions.

Adjusted EBITDA is defined as net income prior to interest income, interest expense including the component of lease expense (which is presented as a single operating expense in selling, general and administrative expenses in our GAAP financial statements) that represents interest expense on lease liabilities, income taxes, depreciation and amortization including the component of lease expense (which is presented as a single operating expense in selling, general and administrative expenses in our GAAP financial statements) that represents amortization charges on right-of-use lease assets, and disposals, as adjusted to add back certain charges that we may record each year, such as stock-compensation expense, as well as non-recurring charges such as (i) significant product design changes; (ii) transaction related costs; or (iii) discrete expenses related to major cost cutting initiatives. We believe these expenses and non-recurring charges are not considered an indicator of ongoing company performance. We define Adjusted EBITDA margin as Adjusted EBITDA as a percentage of net sales. Adjusted EBITDA and Adjusted EBITDA margin are not measures of performance defined in accordance with GAAP. The measures are used as a supplement to GAAP results in evaluating certain aspects of our business, as described below.

We believe that Adjusted EBITDA and Adjusted EBITDA margin are useful to investors in evaluating our performance because the measures consider the performance of our operations, excluding decisions made with respect to capital investment, financing, and other non-recurring charges as outlined in the preceding paragraph. We believe the non-GAAP metrics offer additional financial metrics that, when coupled with the GAAP results and the reconciliation to GAAP results, provide a more complete understanding of our results of operations and the factors and trends affecting our business.

Adjusted EBITDA and Adjusted EBITDA margin should not be considered as alternatives to net income as an indicator of our performance or as alternatives to any other measure prescribed by GAAP as there are limitations to using such non-GAAP measures. Although we believe that Adjusted EBITDA and Adjusted EBITDA margin may enhance an evaluation of our operating performance based on recent revenue generation and product/overhead cost control because they exclude the impact of prior decisions made about capital investment, financing, and other expenses, (i) other companies in Blue Bird’s industry may define Adjusted EBITDA and Adjusted EBITDA margin differently than we do and, as a result, they may not be comparable to similarly titled measures used by other companies in Blue Bird’s industry, and (ii) Adjusted EBITDA and Adjusted EBITDA margin exclude certain financial information that some may consider important in evaluating our performance.

We compensate for these limitations by providing disclosure of the differences between Adjusted EBITDA and GAAP results, including providing a reconciliation to GAAP results, to enable investors to perform their own analysis of our operating results.

Our measure of “Free Cash Flow” is used in addition to and in conjunction with results presented in accordance with GAAP and free cash flow should not be relied upon to the exclusion of GAAP financial measures. Free cash flow reflects an additional way of viewing our liquidity that, when viewed with our GAAP results, provides a more complete understanding of factors and trends affecting our cash flows. We strongly encourage investors to review our financial statements and publicly-filed reports in their entirety and not to rely on any single financial measure.

We define free cash flow as net cash provided by/used in continuing operations minus cash paid for fixed assets. We use free cash flow, and ratios based on the free cash flow, to conduct and evaluate our business because, although it is similar to cash flow from operations, we believe it is a more conservative measure of cash flow since purchases of fixed assets and intangible assets are a necessary component of ongoing operations. In limited circumstances in which proceeds from sales of fixed or intangible assets exceed purchases, free cash flow would exceed cash flow from operations. However, since we do not anticipate being a net seller of fixed or intangible assets, we expect free cash flow to be less than operating cash flows.

## **Our Segments**

We manage our business in two operating segments, which are also our reportable segments: (i) the Bus segment, which involves the design, engineering, manufacture and sales of school buses and extended warranties; and (ii) the Parts segment, which includes the sales of replacement bus parts. Financial information is reported on the basis that it is used internally by the chief operating decision maker (“CODM”) in evaluating segment performance and deciding how to allocate resources to segments. The President and Chief Executive Officer of the Company has been identified as the CODM. Management evaluates the segments based primarily upon revenues and gross profit.

## Consolidated Results of Operations for the Three Months Ended December 29, 2018 and December 30, 2017:

(in thousands of dollars)	Three Months Ended	
	December 29, 2018	December 30, 2017
<b>Net sales</b>	\$ 154,926	\$ 162,549
Cost of goods sold	135,816	141,901
Gross profit	\$ 19,110	\$ 20,648
<b>Operating expenses</b>		
Selling, general and administrative expenses	17,273	25,457
Operating profit (loss)	\$ 1,837	\$ (4,809)
Interest expense	(2,874)	(1,452)
Interest income	9	15
Other expense, net	(349)	(291)
Loss before income taxes	\$ (1,377)	\$ (6,537)
Income tax benefit (expense)	236	(1,352)
Equity in net (loss) income of non-consolidated affiliate	(79)	50
<b>Net loss</b>	\$ (1,220)	\$ (7,839)
Other financial data:		
Adjusted EBITDA	\$ 7,217	\$ 7,069
Adjusted EBITDA margin	4.7%	4.3%

### The following provides the results of operations of Blue Bird's two reportable segments:

(in thousands of dollars)	Three Months Ended	
	December 29, 2018	December 30, 2017
<b>Net Sales by Segment</b>		
Bus	\$ 139,210	\$ 148,098
Parts	15,716	14,451
Total	\$ 154,926	\$ 162,549
<b>Gross Profit by Segment</b>		
Bus	\$ 13,515	\$ 15,377
Parts	5,595	5,271
Total	\$ 19,110	\$ 20,648

*Net sales.* Net sales were \$154.9 million for the first quarter of fiscal 2019, a decrease of \$7.6 million, or 4.7%, compared to \$162.5 million for the first quarter of fiscal 2018.

Bus sales decreased \$8.9 million, or 6.0%, reflecting a decrease in units booked. In the first quarter of fiscal 2019, 1,600 units were booked compared to 1,705 units booked for the same period in fiscal 2018. The average net sales price per unit for the first quarter of fiscal 2019 was 0.2% higher than the price per unit for the first quarter of fiscal 2018. The increase in unit price mainly reflects changes in product and customer mix.

Parts sales increased \$1.3 million, or 8.8%, for the first quarter of fiscal 2019 compared to the first quarter of fiscal 2018, as we had higher sales volumes.

*Cost of goods sold.* Total cost of goods sold was \$135.8 million for the first quarter of fiscal 2019, a decrease of \$6.1 million, or 4.3%, compared to \$141.9 million for the first quarter of fiscal 2018. As a percentage of net sales, total cost of goods sold increased from 87.3% to 87.7%.

Bus segment cost of goods sold decreased \$7.0 million, or 5.3%, for the first quarter of fiscal 2019 compared to the first quarter of fiscal 2018. The average cost of goods sold per unit for the first quarter of fiscal 2019 was 0.9% higher compared to the first quarter of fiscal 2018 due to raw material price increases related to rising commodity costs.

The \$0.9 million, or 10.3%, increase in parts segment cost of goods sold for the first quarter of fiscal 2019 compared to the first quarter of fiscal 2018 was primarily attributed to increased parts sales volume.

*Operating profit (loss).* Operating profit was \$1.8 million for the first quarter of fiscal 2019, an increase of \$6.6 million, compared to an operating loss of \$4.8 million for the first quarter of fiscal 2018. Profitability was positively affected by a decrease of \$8.2 million in selling, general and administrative expenses related to decreases in costs from our operational transformation initiatives and product redesign initiatives, partially offset by a decrease of \$1.5 million in gross profit.

*Interest expense.* Interest expense was \$2.9 million for the first quarter of fiscal 2019, an increase of \$1.4 million, or 97.9%, compared to \$1.5 million for the first quarter of fiscal 2018. The increase was primarily attributed to a one and a half point increase in the stated interest rate on the term loan and higher average borrowing levels.

*Income taxes.* We recorded an income tax benefit of \$0.2 million for the first quarter of fiscal 2019, compared to income tax expense of \$1.4 million for the same period in fiscal 2018.

The effective tax rate for the three month period ended December 29, 2018 was 17.1%, which differed from the 2019 statutory federal income tax rate of 21%. The difference is mainly due to normal tax rate benefit items, such as federal and state tax credits (net of valuation allowance), which were partially offset by non-deductible share-based compensation expenses and other tax adjustments.

The effective tax rate for the three month period ended December 30, 2017 was (20.7)%, which significantly differed from the transitional 2018 statutory federal tax rate of 24.5%. We recorded \$2.4 million in period expense to reflect the U.S. tax reform. The tax reform adjustments include resetting our deferred tax accounts to the new rates as well as \$1.1 million of expense from increasing the carrying value of our uncertain tax positions and \$0.5 million of additional valuation allowance for our foreign tax credit carryforward. Without these adjustments, our effective tax rate for this period would have been approximately 17%. This tax rate differs from our transitional 2018 statutory federal income tax rate of 24.5% mainly due to normal tax rate benefit items, such as the domestic production activities deduction and state tax credits, which were partially offset by accrued interest and penalties on uncertain tax positions.

*Adjusted EBITDA.* Adjusted EBITDA was \$7.2 million, or 4.7% of net sales, for the first quarter of fiscal 2019, an increase of \$0.1 million, or 2.1%, compared to \$7.1 million, or 4.3% of net sales, for the first quarter of fiscal 2018.

The following table sets forth a reconciliation of net loss to adjusted EBITDA for the periods presented:

(in thousands of dollars)	Three Months Ended	
	December 29, 2018	December 30, 2017
Net loss	\$ (1,220)	\$ (7,839)
Adjustments:		
Discontinued operations income	—	(87)
Interest expense, net (1)	2,968	1,437
Income tax (benefit) expense	(236)	1,352
Depreciation, amortization, and disposals (2)	2,407	2,111
Operational transformation initiatives	244	6,958
Unrealized loss on foreign currency hedges	109	—
Share-based compensation	852	624
Product redesign initiatives	2,150	2,574
Other	(57)	(61)
Adjusted EBITDA	\$ 7,217	\$ 7,069
Adjusted EBITDA margin (percentage of net sales)	4.7%	4.3%

(1) Includes \$0.1 million, representing interest expense on lease liabilities, which are a component of lease expense and presented as a single operating expense in selling, general and administrative expenses on our Condensed Consolidated Statements of Operations.

(2) Includes \$0.2 million, representing amortization charges on right-of-use lease assets, which are a component of lease expense and presented as a single operating expense in selling, general and administrative expenses on our Condensed Consolidated Statements of Operations.

## Liquidity and Capital Resources

The Company's primary sources of liquidity are cash generated from its operations, available cash and cash equivalents and borrowings under its credit facility. At December 29, 2018, the Company had \$18.8 million of available cash (net of outstanding checks) and \$73.1 million of additional borrowings available under the revolving line of credit portion of its secured credit facility. The Company's revolving line of credit is available for working capital requirements, capital expenditures and other general corporate purposes.

### Credit Agreement

On December 12, 2016 (the "Closing Date"), Blue Bird Body Company as the borrower (the "Borrower"), a wholly-owned subsidiary of the Company, executed a \$235.0 million five-year credit agreement with Bank of Montreal, which acts as the administrative agent and an issuing bank, Fifth Third Bank, as co-syndication agent and an issuing bank, and Regions Bank, as Co-Syndication Agent, together with other lenders (the "Credit Agreement").

The credit facility provided for under the Credit Agreement consists of a term loan facility in an aggregate initial principal amount of \$160.0 million (the "Term Loan Facility") and a revolving credit facility with aggregate commitments of \$75.0 million. The revolving credit facility includes a \$15.0 million letter of credit sub-facility and \$5.0 million swingline sub-facility (the "Revolving Credit Facility," and together with the Term Loan Facility, each a "Credit Facility" and collectively, the "Credit Facilities"). The borrowings under the Term Loan Facility, which were made at the Closing Date, may not be re-borrowed once they are repaid. The borrowings under the Revolving Credit Facility may be repaid and reborrowed from time to time at our election. The proceeds of the loans under the Credit Facilities that were borrowed on the Closing Date were used to finance in part, together with available cash on hand, (i) the repayment of certain existing indebtedness of the Company and its subsidiaries, and (ii) transaction costs associated with the consummation of the Credit Facilities.

The obligations under the Credit Agreement and the related loan documents (including without limitation, the borrowings under the Facilities (including the Incremental Term Loan) and obligations in respect of certain cash management and hedging obligations owing to the agents, the lenders or their affiliates), are, in each case, secured by a lien on and security interest in substantially all of the assets of the Company and its subsidiaries (including the Borrower), with certain exclusions as set forth in a collateral agreement entered into on December 12, 2016.

Up to \$75.0 million of additional term loans and/or revolving credit commitments may be incurred under the Credit Agreement, subject to certain limitations as set forth in the Credit Agreement, and which additional loans and/or commitments would require further commitments from the existing lenders or from new lenders.

The Credit Agreement contains negative and affirmative covenants affecting the Company and its subsidiaries including the Borrower, with certain exceptions set forth in the Credit Agreement. The negative covenants and restrictions include, among others: limitations on liens, dispositions of assets, consolidations and mergers, loans and investments, indebtedness, transactions with affiliates (including management fees and compensation), dividends, distributions and other restricted payments, change in fiscal year, fundamental changes, amendments to and subordinated indebtedness, restrictive agreements, sale and leaseback transactions and certain permitted acquisitions. Dividends, distributions, and other restricted payments are permitted in certain circumstances under the Credit Agreement, including, among other exceptions, (i) in an amount up to the cumulative available amount of excess free cash flow that is not required to be used to prepay the outstanding loans under the Credit Agreement, subject to certain adjustments, provided that there is not a continuing default, the Company maintains a Total Net Leverage Ratio on such date that is 0.25x less than the ratio required by the Credit Agreement at such date and the Company and its subsidiaries have not less than \$5.0 million in the aggregate of Unrestricted Cash (as defined in the Credit Agreement) plus remaining availability under the revolving commitments, (ii) in an amount that would not cause the Total Net Leverage Ratio to exceed 2.75 to 1.00, provided that there is not a continuing default and the Company and its subsidiaries have at least \$5.0 million in the aggregate of Unrestricted Cash plus remaining availability under the revolving commitments, (iii) to make payments under the Certificate of Designations of the Company's outstanding preferred stock in an amount up to the cumulative available amount of excess free cash flow that is not required to be used to prepay the outstanding loans under the Credit Agreement, subject to certain adjustments, provided that there is not a continuing default, the Company maintains a Total Net Leverage Ratio that does not exceed 3.25 to 1.00 and the Company and its subsidiaries have at least \$5.0 million in the aggregate of Unrestricted Cash plus remaining availability under the revolving commitments, and (iv) in an amount not to exceed \$15.0 million provided that there is not a continuing default.

### Amended Credit Agreement

On September 13, 2018, the Company executed an amendment to the Credit Agreement (the "Amended Credit Agreement"), by and among the Company, the Borrower, and Bank of Montreal, acting as administrative agent together with other lenders. The Amended Credit Agreement, provides for an aggregate lender commitment of \$50.0 million in additional term loan borrowings (the "Incremental Term Loan"). The Incremental Term Loan was intended to finance a portion of a tender offer to repurchase up to \$50.0 million of our outstanding stock. Funding of the Incremental Term Loan was subject to the satisfaction of customary closing conditions, including the

accuracy in all material respects of the representations and warranties under the Amended Credit Agreement and the absence of a default or event of default under the Amended Credit Agreement. In October 2018, the Incremental Term Loan funded for \$50.0 million and the tender offer referenced above was finalized.

After giving effect to the Amended Credit Agreement, the initial \$160.0 million Term Loan Facility, with a balance of \$146.2 million at September 29, 2018, increased \$50.0 million, and the initial \$75.0 million Revolving Credit Facility increased \$25.0 million. The amended Credit Facilities each mature on September 13, 2023, the fifth anniversary of the effective date of the Amended Credit Agreement.

After giving effect to the Amended Credit Agreement, the interest payable with respect to the Term Loan Facility is (i) from the first amendment effective date until the first quarter ended on or about September 30, 2018, LIBOR plus 2.25% and (ii) commencing with the fiscal quarter ended on or about September 30, 2018 and thereafter, dependent on the Total Net Leverage Ratio of the Company, an election of either base rate or LIBOR pursuant to the table below. The Company's Total Net Leverage Ratio is defined as the ratio of (a) consolidated net debt to (b) consolidated EBITDA, which includes certain add-backs that are not reflected in the definition of Adjusted EBITDA appearing in "Key Measures and Segments", at the end of each fiscal quarter for the consecutive four fiscal quarter period most recently then ending.

Level	Total Net Leverage Ratio	ABR Loans	Eurodollar Loans
I	Less than 2.00x	0.75%	1.75%
II	Greater than or equal to 2.00x and less than 2.50x	1.00%	2.00%
III	Greater than or equal to 2.50x and less than 3.00x	1.25%	2.25%
IV	Greater than or equal to 3.00x and less than 3.25x	1.50%	2.50%
V	Greater than or equal to 3.25x and less than 3.50x	1.75%	2.75%
VI	Greater than 3.50x	2.00%	3.00%

Under the Amended Credit Agreement, the principal of the Term Facility must be paid in quarterly installments on the last day of each fiscal quarter, in an amount equal to:

- \$2,475,000 per quarter beginning on the last day of the Company's first fiscal quarter of 2019 through the last day of the Company's third fiscal quarter in 2021;
- \$3,712,500 per quarter beginning on the last day of the Company's fourth fiscal quarter in 2021 through the last day of the Company's third fiscal quarter in 2022;
- \$4,950,000 per quarter beginning on the last day of the Company's fourth fiscal quarter in 2022 through the last day of the Company's second fiscal quarter in 2023, with the remaining principal amount due at maturity.

There are customary events of default under the Amended Credit Agreement, including, among other things, events of default resulting from (i) failure to pay obligations when due under the Amended Credit Agreement, (ii) insolvency of the Company or its material subsidiaries, (iii) defaults under other material debt, (iv) judgments against the Company or its subsidiaries, (v) failure to comply with certain financial maintenance covenants (as set forth in the Amended Credit Agreement), or (vi) a change of control of the Company, in each case subject to limitations and exceptions as set forth in the Amended Credit Agreement.

The Amended Credit Agreement contains customary covenants and warranties including, among other things, an amended Total Net Leverage Ratio financial maintenance covenant which requires compliance as follows:

Period	Maximum Total Net Leverage Ratio
September 13, 2018 through the second quarter of the 2019 fiscal year	4.00:1.00
Second quarter of the 2019 fiscal year through the fourth quarter of the 2021 fiscal year	3.75:1.00
Fourth quarter of the 2021 fiscal year and thereafter	3.50:1.00

At December 29, 2018, the Borrower and the guarantors were in compliance with all covenants in the Amended Credit Agreement.

### *Short-Term and Long-Term Liquidity Requirements*

Our ability to make principal and interest payments on borrowings under the Credit Facilities and our ability to fund planned capital expenditures will depend on our ability to generate cash in the future, which, to a certain extent, is subject to general economic, financial, competitive, regulatory and other conditions. Based on the current level of operations, we believe that our existing cash balances and expected cash flows from operations will be sufficient to meet our operating requirements for at least the next 12 months.

## Seasonality

Our business is highly seasonal. Most school districts seek to buy their new school buses so that they will be available for use on the first day of the school year, typically in mid-August to early September. As a result, our two busiest quarters are our third and fourth fiscal quarters, the latter ending on the Saturday closest to September 30. Our quarterly results of operations, cash flows, and liquidity are likely to be impacted by these seasonal patterns. For example, our revenues are typically highest in our third and fourth fiscal quarters. There are, however, variations in the seasonal demands from year to year depending, in part, on large direct sales to major fleet customers for which short-term trade credit is generally offered. Working capital, on the other hand, is typically a significant use of cash during the first fiscal quarter and a significant source of cash generation in the fourth fiscal quarter. We typically conduct planned shutdowns during our first fiscal quarter.

## Cash Flows

The following table sets forth general information derived from our Condensed Consolidated Statements of Cash Flows:

(in thousands of dollars)	Three Months Ended	
	December 29, 2018	December 30, 2017
Cash and cash equivalents at beginning of period	\$ 60,260	\$ 62,616
Total cash used in operating activities	(48,208)	(33,808)
Total cash used in investing activities	(10,787)	(3,449)
Total cash provided by (used in) financing activities	17,553	(2,151)
Change in cash and cash equivalents	\$ (41,442)	\$ (39,408)
Cash and cash equivalents at end of period	\$ 18,818	\$ 23,208

### *Total cash used in operating activities*

Cash flows used in operating activities totaled \$48.2 million for the three months ended December 29, 2018, as compared with \$33.8 million of cash flows used in operating activities for the three months ended December 30, 2017. The \$14.4 million increase in cash used in operating activities was attributed to a negative change in working capital totaling \$20.8 million, which was partially offset by lower net loss.

### *Total cash used in investing activities*

Cash flows used in investing activities totaled \$10.8 million for the three months ended December 29, 2018, as compared with \$3.4 million of cash flows used in investing activities for the three months ended December 30, 2017. The \$7.3 million increase was primarily due to increased spending on manufacturing assets.

### *Total cash provided by (used in) financing activities*

Cash flows provided by financing activities totaled \$17.6 million for the three months ended December 29, 2018, as compared with \$2.2 million of cash flows used in financing activities for the three months ended December 30, 2017. The \$19.7 million increase was primarily attributed to \$20.0 million in borrowings under the revolving credit facility for the three months ended December 29, 2018. During the three months ended December 29, 2018, the Company received \$50.0 million in borrowings under the senior term loan. Proceeds from the borrowings were used to fund a tender offer to purchase 1,782,568 shares of our common stock and 364 shares of our preferred stock totaling \$50.3 million, which includes fees and expenses relating to the tender offer.



### *Free cash flow*

Management believes the non-GAAP measurement of free cash flow, defined as net cash used in operating activities less cash paid for fixed assets, fairly represents the Company's ability to generate surplus cash that could fund activities not in the ordinary course of business. See "Key Non-GAAP Measures We Use to Evaluate Our Performance". The following table sets forth the calculation of free cash flow for the periods presented:

(in thousands of dollars)	Three Months Ended	
	December 29, 2018	December 30, 2017
Net cash used in operating activities	\$ (48,208)	\$ (33,808)
Cash paid for fixed assets	(10,787)	(3,449)
Free cash flow	\$ (58,995)	\$ (37,257)

Free cash flow for the three months ended December 29, 2018 was \$21.7 million lower than the three months ended December 30, 2017, due to an increase of \$7.3 million in cash paid for manufacturing assets and a \$14.4 million increase in cash used in operating activities as discussed above.

### *Off-Balance Sheet Arrangements*

We had outstanding letters of credit totaling \$6.9 million at December 29, 2018, the majority of which secure our self-insured workers compensation program, the collateral for which is regulated by the State of Georgia.

At December 29, 2018, there were 0.5 million shares of common stock issuable upon exercise of outstanding warrants.

We had \$4.0 million in aggregate guarantees outstanding at December 29, 2018 which relate to guarantees of indebtedness for term loans with remaining maturities of up to four years. The \$4.0 million represents the estimated maximum amount we would be required to pay if a debtor defaulted, and we believe the likelihood of required performance to be remote.

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

There have not been any material changes to our interest rate risks, commodity risks or currency risks previously disclosed in Part II, Item 7A of the Company's 2018 Form 10-K, other than as discussed below.

#### ***Interest Rate Risk***

In the first quarter of fiscal 2019, we entered into a four-year interest rate collar contract with a notional value of \$150.0 million to partially mitigate our exposure to interest rate fluctuations on our variable rate term loan debt. The collar establishes a range where we will pay the counterparty if the three-month LIBOR rate falls below the established floor rate of 1.5%, and the counterparty will pay us if the three-month LIBOR rate exceeds the ceiling rate of 3.3%.

### **Item 4. Controls and Procedures.**

#### **Evaluation of Disclosure Controls and Procedures**

The Company maintains a system of disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) of the Securities Exchange Act of 1934 (the "Exchange Act")) that are designed to provide reasonable assurance that information required to be disclosed in its reports filed or submitted under the Exchange Act is recorded, processed, summarized and reported, within the time periods specified in the SEC's rules and forms, and that such information is accumulated and communicated to management, including, as appropriate, the Chief Executive Officer and the Chief Financial Officer, to allow timely decisions regarding required disclosures. In designing and evaluating the disclosure controls and procedures, management recognizes that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving the desired control objectives.

Based on their evaluations, our Chief Executive Officer and Chief Financial Officer have concluded that our disclosure controls and procedures were effective as of December 29, 2018.

#### **Changes in Internal Control over Financial Reporting**

There have been no changes in our internal control over financial reporting that occurred during the fiscal quarter ended December 29, 2018 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

## PART II – OTHER INFORMATION

Items required under Part II not specifically shown below are not applicable.

### Item 1. Legal Proceedings.

Blue Bird is engaged in legal proceedings in the ordinary course of its business. Although no assurances can be given about the final outcome of pending legal proceedings, at the present time management does not believe that the resolution or outcome of any of Blue Bird's pending legal proceedings will have a material adverse effect on its financial condition, liquidity or results of operations.

### Item 1A. Risk Factors.

In addition to the other information set forth in this Report, you should carefully consider the risk factors discussed in Part I, Item 1A of the Company's 2018 Form 10-K. Such risk factors are expressly incorporated herein by reference, and could materially affect our business, financial condition, cash flows or future results. The risks described in the 2018 Form 10-K are not the only risks facing the Company. Additional risks and uncertainties not currently known to us or that we currently deem to be immaterial also may materially adversely affect our business, financial condition, cash flows and/or operating results.

### Item 2. Unregistered Sales of Equity Securities and Use of Proceeds.

#### Purchases of Company Common Stock and Convertible Preferred Stock

During the three fiscal months ended December 29, 2018, the Company executed purchases for (i) 1,782,568 shares of our common stock at a price of \$28.00 per share and (ii) 364 shares of our 7.625% Series A Convertible Cumulative Preferred Stock at a price of \$241.69 per share, under the \$50.0 million tender offer which was authorized by Board of Directors and completed October 15, 2018.

The following table provides information regarding the Company's purchase of common stock and convertible preferred stock during the three fiscal months ended December 29, 2018:

<b>Period by fiscal month</b>	<b>Total number of shares purchased</b>	<b>Average price paid per share</b>	<b>Total number of shares purchased as part of publicly announced plans or programs</b>	<b>Approximate dollar value of shares that may yet be purchased under the plans or programs</b> (in thousands of dollars)
Repurchases from September 30, 2018 - October 27, 2018	1,782,932	\$ 28.04	1,782,932	\$ —
Repurchases from October 28, 2018 - November 24, 2018	—	—	—	—
Repurchases from November 25, 2018 - December 29, 2018	—	—	—	—
<b>Total repurchases in the three month fiscal period ended December 29, 2018</b>	<b>1,782,932</b>		<b>1,782,932</b>	

### Item 6. Exhibits.

The following Exhibits are filed with this Report:

#### Exhibit No.    Description

- 3.1                    [The registrant's Second Amended and Restated Certificate of Incorporation \(incorporated by reference to Exhibit 3.1 to the registrant's Current Report on Form 8-K, filed by the registrant with the SEC on February 26, 2015\).](#)

<b>3.2</b>	<a href="#"><u>The registrant's Certificate of Designations establishing its Series A Convertible Preferred Stock (incorporated by reference to Exhibit 3.2 to the registrant's Current Report on Form 8-K, filed by the registrant with the SEC on February 26, 2015).</u></a>
<b>3.3</b>	<a href="#"><u>Bylaws of Blue Bird Corporation (incorporated by reference to the Company's Form S-1, filed with the SEC on December 20, 2013).</u></a>
<b>31.1*</b>	<a href="#"><u>Chief Executive Officer's Certification Pursuant to Rule 13a-14(a) of the Securities Exchange Act of 1934.</u></a>
<b>31.2*</b>	<a href="#"><u>Chief Financial Officer's Certification Pursuant to Rule 13a-14(a) of the Securities Exchange Act of 1934.</u></a>
<b>32.1*</b>	<a href="#"><u>Chief Executive Officer and Chief Financial Officer joint Certification Pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.</u></a>
<b>101.INS*^</b>	XBRL Instance Document.
<b>101.SCH*^</b>	XBRL Taxonomy Extension Schema Document.
<b>101.CAL*^</b>	XBRL Taxonomy Extension Calculation Linkbase Document.
<b>101.DEF*^</b>	XBRL Taxonomy Extension Definition Linkbase Document.
<b>101.LAB*^</b>	XBRL Taxonomy Extension Label Linkbase Document.
<b>101.PRE*^</b>	XBRL Taxonomy Extension Presentation Linkbase Document.

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\* Filed herewith.

^ In accordance with Regulation S-T, XBRL (Extensible Business Reporting Language) related information in Exhibit No. 101 to this Quarterly Report on Form 10-Q shall be deemed "furnished" and not "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that section, and shall not be incorporated by reference into any registration statement pursuant to the Securities Act of 1933, as amended, except as shall be expressly set forth by specific reference in such filing.

## SIGNATURES

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

**Blue Bird Corporation**

Dated: February 7, 2019 /s/ Philip Horlock  
Philip Horlock  
Chief Executive Officer

Dated: February 7, 2019 /s/ Phillip Tighe  
Phillip Tighe  
Chief Financial Officer

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## **Section 2: EX-31.1 (EXHIBIT 31.1)**

*Exhibit 31.1*

**CERTIFICATION OF PRINCIPAL EXECUTIVE OFFICER  
PURSUANT TO SECURITIES EXCHANGE ACT RULES 13a-14(a) AND 15d-14(a)  
AS ADOPTED PURSUANT TO  
SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002**

**I, Philip Horlock, the Chief Executive Officer of Blue Bird Corporation (the “registrant”), certify that:**

- (1) I have reviewed this quarterly report on Form 10-Q of Blue Bird 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 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.

Dated: February 7, 2019 /s/ Philip Horlock  
Philip Horlock  
Chief Executive Officer

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## Section 3: EX-31.2 (EXHIBIT 31.2)

*Exhibit 31.2*

**CERTIFICATION OF PRINCIPAL FINANCIAL OFFICER  
PURSUANT TO SECURITIES EXCHANGE ACT RULES 13a-14(a) AND 15d-14(a)  
AS ADOPTED PURSUANT TO  
SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002**

**I, Phillip Tighe, the Chief Financial Officer of Blue Bird Corporation (the “registrant”), certify that:**

(1) I have reviewed this quarterly report on Form 10-Q of Blue Bird 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 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.

Dated: February 7, 2019 /s/ Phillip Tighe  
Phillip Tighe  
Chief Financial Officer

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## Section 4: EX-32.1 (EXHIBIT 32.1)

### Exhibit 32.1

**CERTIFICATION PURSUANT TO  
18 U.S.C. SECTION 1350  
AS ADOPTED PURSUANT TO  
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the quarterly report of Blue Bird Corporation (the "*Company*") on Form 10-Q for the quarterly period ended December 29, 2018, as filed with the United States Securities and Exchange Commission on the date hereof (the "*Report*"), the undersigned, Philip Horlock, Chief Executive Officer of the Company, and Phillip Tighe, Chief Financial Officer of the Company, do hereby certify, pursuant to 18 U.S.C. 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

- (1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Dated: February 7, 2019 /s/ Philip Horlock  
Philip Horlock  
Chief Executive Officer

Dated: February 7, 2019 /s/ Phillip Tighe  
Phillip Tighe  
Chief Financial Officer

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