

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 20549

FORM 10-Q

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

For the quarterly period ended June 30, 2008 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: 0-27754



**HUB GROUP, INC.**  
(Exact name of registrant as specified in its charter)

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

**36-4007085**  
(I.R.S. Employer Identification No.)

**3050 Highland Parkway, Suite 100**  
**Downers Grove, Illinois 60515**  
(Address, including zip code, of principal executive offices)  
**(630) 271-3600**  
(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 is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. See definition of "large accelerated filer", "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):  
Large Accelerated Filer  Accelerated Filer  Non-Accelerated Filer  Smaller Reporting Company

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

On July 22, 2008, the registrant had 36,997,712 outstanding shares of Class A common stock, par value \$.01 per share, and 662,296 outstanding shares of Class B common stock, par value \$.01 per share.

# HUB GROUP, INC.

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**Item 1. Financial Statements**

**HUB GROUP, INC.**  
**CONSOLIDATED BALANCE SHEETS**  
(in thousands, except share amounts)

	<b>June 30, 2008</b>	<b>December 31, 2007</b>
	<u>(unaudited)</u>	
<b>ASSETS</b>		
<b>CURRENT ASSETS:</b>		
Cash and cash equivalents	\$ 54,038	\$ 38,002
Accounts receivable		
Trade, net	191,878	160,944
Other	10,720	9,828
Prepaid taxes	86	86
Deferred taxes	3,876	5,044
Prepaid expenses and other current assets	5,925	4,318
<b>TOTAL CURRENT ASSETS</b>	<b><u>266,523</u></b>	<b><u>218,222</u></b>
Restricted investments	7,746	5,206
Property and equipment, net	28,181	29,662
Other intangibles, net	6,833	7,056
Goodwill, net	230,448	230,448
Other assets	1,251	1,373
<b>TOTAL ASSETS</b>	<b><u>\$ 540,982</u></b>	<b><u>\$ 491,967</u></b>
<b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>		
<b>CURRENT LIABILITIES:</b>		
Accounts payable		
Trade	\$ 147,282	\$ 123,020
Other	9,029	6,683
Accrued expenses		
Payroll	12,137	16,446
Other	28,434	33,063
Related party payable	-	5,000
<b>TOTAL CURRENT LIABILITIES</b>	<b><u>196,882</u></b>	<b><u>184,212</u></b>
Non-current liabilities	9,753	9,708
Deferred taxes	51,129	47,148
<b>STOCKHOLDERS' EQUITY:</b>		
Preferred stock, \$.01 par value; 2,000,000 shares authorized; no shares issued or outstanding in 2008 and 2007	-	-
Common stock		
Class A: \$.01 par value; 97,337,700 shares authorized and 41,224,792 shares issued in 2008 and 2007; 37,001,494 outstanding in 2008 and 36,666,731 outstanding in 2007	412	412
Class B: \$.01 par value; 662,300 shares authorized; 662,296 shares issued and outstanding in 2008 and 2007	7	7
Additional paid-in capital	172,357	176,657
Purchase price in excess of predecessor basis, net of tax benefit of \$10,306	(15,458)	(15,458)
Retained earnings	234,147	206,042
Treasury stock; at cost, 4,223,298 shares in 2008 and 4,558,061 shares in 2007	(108,247)	(116,761)
<b>TOTAL STOCKHOLDERS' EQUITY</b>	<b><u>283,218</u></b>	<b><u>250,899</u></b>
<b>TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY</b>	<b><u>\$ 540,982</u></b>	<b><u>\$ 491,967</u></b>

See notes to unaudited condensed consolidated financial statements.

**HUB GROUP, INC.**  
**UNAUDITED CONDENSED CONSOLIDATED STATEMENTS OF INCOME**  
(in thousands, except per share amounts)

	<u>Three Months</u> <u>Ended June 30,</u>		<u>Six Months</u> <u>Ended June 30,</u>	
	<u>2008</u>	<u>2007</u>	<u>2008</u>	<u>2007</u>
Revenue	\$ 490,929	\$ 401,565	\$ 915,924	\$ 794,862
Transportation costs	431,090	343,802	798,583	680,438
Gross margin	<u>59,839</u>	<u>57,763</u>	<u>117,341</u>	<u>114,424</u>
Costs and expenses:				
Salaries and benefits	24,301	24,177	49,664	49,787
General and administrative	10,477	10,218	20,627	21,819
Depreciation and amortization	991	1,203	1,992	2,375
Total costs and expenses	<u>35,769</u>	<u>35,598</u>	<u>72,283</u>	<u>73,981</u>
Operating income	<u>24,070</u>	<u>22,165</u>	<u>45,058</u>	<u>40,443</u>
Other income (expense):				
Interest expense	(26)	(24)	(52)	(45)
Interest and dividend income	340	611	678	1,256
Other, net	(9)	55	86	58
Total other income	<u>305</u>	<u>642</u>	<u>712</u>	<u>1,269</u>
Income before provision for income taxes	24,375	22,807	45,770	41,712
Provision for income taxes	<u>9,405</u>	<u>9,032</u>	<u>17,665</u>	<u>16,518</u>
Net income	<u>\$ 14,970</u>	<u>\$ 13,775</u>	<u>\$ 28,105</u>	<u>\$ 25,194</u>
Basic earnings per common share	<u>\$ 0.40</u>	<u>\$ 0.35</u>	<u>\$ 0.76</u>	<u>\$ 0.64</u>
Diluted earnings per common share	<u>\$ 0.40</u>	<u>\$ 0.35</u>	<u>\$ 0.75</u>	<u>\$ 0.64</u>
Basic weighted average number of shares outstanding	<u>37,191</u>	<u>39,043</u>	<u>37,146</u>	<u>39,150</u>
Diluted weighted average number of shares outstanding	<u>37,489</u>	<u>39,538</u>	<u>37,447</u>	<u>39,652</u>

See notes to unaudited condensed consolidated financial statements.

**HUB GROUP, INC**  
**UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF STOCKHOLDERS' EQUITY**  
**For the six months ended June 30, 2008**  
**(in thousands, except shares)**

	<b>June 30, 2008</b>
Class A & B Common Stock Shares Outstanding	
Beginning of year	37,329,027
Purchase of treasury shares	(28,528)
Treasury shares issued for restricted stock and stock options exercised	363,291
Ending balance	<u>37,663,790</u>
 Class A & B Common Stock Amount	
Beginning of year	\$ 419
Ending balance	<u>419</u>
 Additional Paid-in Capital	
Beginning of year	176,657
Exercise of non-qualified stock options	(3,470)
Share-based compensation expense	2,257
Tax benefit of share-based compensation plans	2,398
Issuance of restricted stock awards, net of forfeitures	(5,485)
Ending balance	<u>172,357</u>
 Purchase Price in Excess of Predecessor Basis, Net of Tax	
Beginning of year	(15,458)
Ending balance	<u>(15,458)</u>
 Retained Earnings	
Beginning of year	206,042
Net income	28,105
Ending balance	<u>234,147</u>
 Treasury Stock	
Beginning of year	(116,761)
Purchase of treasury shares	(796)
Issuance of restricted stock and exercise of stock options	9,310
Ending balance	<u>(108,247)</u>
 Total stockholders' equity	<u>\$ 283,218</u>

See notes to unaudited condensed consolidated financial statements.

**HUB GROUP, INC.**  
**UNAUDITED CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS**  
(in thousands)

	<b>Six Months Ended June 30,</b>	
	<b>2008</b>	<b>2007</b>
Cash flows from operating activities:		
Net income	\$ 28,105	\$ 25,194
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	3,395	3,706
Deferred taxes	5,149	3,034
Compensation expense related to share-based compensation plans	2,257	1,923
Gain loss on sale of assets	(197)	(117)
Changes in operating assets and liabilities:		
Restricted investments	(2,540)	(1,786)
Accounts receivable, net	(31,826)	1,667
Prepaid taxes	-	2,033
Prepaid expenses and other current assets	(1,607)	(345)
Other assets	122	4
Accounts payable	26,608	(4,388)
Accrued expenses	(8,938)	(174)
Deferred compensation	45	180
Net cash provided by operating activities	20,573	30,931
Cash flows from investing activities:		
Proceeds from sale of equipment	364	550
Purchases of property and equipment	(1,858)	(7,453)
Cash used in acquisition of Comtrak, Inc.	(5,000)	(5,000)
Net cash used in investing activities	(6,494)	(11,903)
Cash flows from financing activities:		
Proceeds from stock options exercised	355	329
Purchase of treasury stock	(796)	(12,898)
Excess tax benefits from share-based compensation	2,398	2,430
Net cash provided by (used in) financing activities	1,957	(10,139)
Net increase in cash and cash equivalents	16,036	8,889
Cash and cash equivalents beginning of period	38,002	43,491
Cash and cash equivalents end of period	\$ 54,038	\$ 52,380
Supplemental disclosures of cash paid for:		
Interest	\$ 52	\$ 45
Income taxes	\$ 11,165	\$ 7,427

See notes to unaudited condensed consolidated financial statements.

**HUB GROUP, INC.**  
**NOTES TO UNAUDITED CONDENSED**  
**CONSOLIDATED FINANCIAL STATEMENTS**

**NOTE 1. Interim Financial Statements**

Our accompanying unaudited condensed consolidated financial statements of Hub Group, Inc. (“we”, “us” or “our”) have been prepared pursuant to the rules and regulations of the Securities and Exchange Commission. Certain information and footnote disclosures normally included in annual financial statements have been condensed or omitted pursuant to those rules and regulations. However, we believe that the disclosures contained herein are adequate to make the information presented not misleading.

The financial statements reflect, in our opinion, all material adjustments (which include only normal recurring adjustments) necessary to fairly present our financial position at June 30, 2008 and results of operations for the three months and six months ended June 30, 2008 and 2007.

These unaudited condensed consolidated financial statements and notes thereto should be read in conjunction with the consolidated financial statements and notes thereto included in our Annual Report on Form 10-K for the year ended December 31, 2007. Results of operations in interim periods are not necessarily indicative of results to be expected for a full year due partially to seasonality.

**NOTE 2. Earnings Per Share**

The following is a reconciliation of our earnings per share:

	<b>Three Months Ended June 30, 2008</b>			<b>Three Months Ended June 30, 2007</b>		
	(000's)			(000's)		
	<u>Income</u>	<u>Shares</u>	<u>Per Share Amount</u>	<u>Income</u>	<u>Shares</u>	<u>Per Share Amount</u>
<b>Basic EPS</b>						
Net income	<u>\$ 14,970</u>	37,191	<u>\$ 0.40</u>	<u>\$ 13,775</u>	39,043	<u>\$ 0.35</u>
<b>Effect of Dilutive Securities</b>						
Stock options and restricted stock		298			495	
<b>Diluted EPS</b>	<u>\$ 14,970</u>	37,489	<u>\$ 0.40</u>	<u>\$ 13,775</u>	39,538	<u>\$ 0.35</u>

	<b>Six Months Ended June 30, 2008</b>			<b>Six Months Ended June 30, 2007</b>		
	(000's)			(000's)		
	<u>Income</u>	<u>Shares</u>	<u>Per Share Amount</u>	<u>Income</u>	<u>Shares</u>	<u>Per Share Amount</u>
<b>Basic EPS</b>						
Net income	<u>\$ 28,105</u>	37,146	<u>\$ 0.76</u>	<u>\$ 25,194</u>	39,150	<u>\$ 0.64</u>
<b>Effect of Dilutive Securities</b>						
Stock options and restricted stock		301			502	
<b>Diluted EPS</b>	<u>\$ 28,105</u>	37,447	<u>\$ 0.75</u>	<u>\$ 25,194</u>	39,652	<u>\$ 0.64</u>

**NOTE 3. Debt**

We had \$47.2 million of unused and available borrowings under our bank revolving line of credit at June 30, 2008. We were in compliance with our debt covenants at June 30, 2008.

We have standby letters of credit that expire at various dates from 2008 to 2012. As of June 30, 2008, the outstanding letters of credit totaled \$2.8 million.

**NOTE 4.****Commitments and Contingencies**

In February 2008, we entered into an equipment purchase contract with Singamas Management Services, Ltd. and Singamas North America, Inc. We agreed to purchase 1,000 fifty-three foot dry freight steel domestic containers for approximately \$10.0 million. We have received 349 units as of June 30, 2008 and expect delivery on the remainder before September 30, 2008. We plan to enter into operating leases to finance these containers with terms of approximately six years.

In the second quarter of 2008, we entered into agreements to purchase approximately \$7.2 million in tractors, which we expect to take possession of during the third and fourth quarters. These purchases will be funded with cash.

We are a party to litigation incident to our business, including claims for freight lost or damaged in- transit, freight improperly shipped or improperly billed, property damage and personal injury. Some of the lawsuits to which we are party are covered by insurance and are being defended by our insurance carriers. Some of the lawsuits are not covered by insurance and we are defending them. Management does not believe that the outcome of this litigation will have a material adverse effect on our financial position.

**NOTE 5.****Fair Value Measurements**

We adopted Statement of Financial Accounting Standards No. 157, "Fair Value Measurements" (SFAS No. 157) effective January 1, 2008 as required. SFAS No. 157 defines fair value, establishes a framework for measuring fair value in generally accepted accounting principles and expands disclosures about fair value measurements. There was no cumulative effect recorded upon adoption. At June 30, 2008, cash and cash equivalents and restricted investments include \$51.8 million of money market funds and \$7.7 million of mutual funds, respectively, which are reported at fair value. The fair value measurement of these securities is based on quoted prices in active markets for identical assets which are defined as "Level 1" of the fair value hierarchy based on the criteria in SFAS No. 157.



## HUB GROUP, INC.

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

The information contained in this quarterly report contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. Words such as "expects," "hopes," "believes," "intends," "estimates," "anticipates," and variations of these words and similar expressions are intended to identify these forward-looking statements. Forward-looking statements are inherently uncertain and subject to risks. Such statements should be viewed with caution. Actual results or experience could differ materially from the forward-looking statements as a result of many factors. We assume no liability to update any such forward-looking statements contained in this quarterly report. Factors that could cause our actual results to differ materially include:

- the degree and rate of market growth in the domestic intermodal, truck brokerage and logistics markets served by us;
- deterioration in our relationships with existing railroads or adverse changes to the railroads' operating rules;
- changes in rail service conditions or adverse weather conditions;
- further consolidation of railroads;
- the impact of competitive pressures in the marketplace, including entry of new competitors, direct marketing efforts by the railroads or marketing efforts of asset-based carriers;
- changes in rail, drayage and trucking company capacity;
- railroads moving away from ownership of intermodal assets;
- equipment shortages or equipment surplus;
- changes in the cost of services from rail, drayage, truck or other vendors;
- increases in costs for independent contractors due to regulatory, judicial and legal changes;
- labor unrest in the rail, drayage or trucking company communities;
- general economic and business conditions;
- significant deterioration in our customer's financial condition, particularly in the retail sector;
- fuel shortages or fluctuations in fuel prices;
- increases in interest rates;
- changes in homeland security or terrorist activity;
- difficulties in maintaining or enhancing our information technology systems;
- changes to or new governmental regulation;
- loss of several of our largest customers;
- inability to recruit and retain key personnel;
- inability to recruit and retain drivers and owner operators;
- changes in insurance costs and claims expense; and
- inability to close and successfully integrate any future business combinations.

#### EXECUTIVE SUMMARY

Hub Group, Inc. ("we", "us" or "our") is the largest intermodal marketing company ("IMC") in the United States and a full service transportation provider offering intermodal, truck brokerage and logistics services. We operate through a nationwide network of operating centers.

As an IMC, we arrange for the movement of our customers' freight in containers and trailers over long distances. We contract with railroads to provide transportation for the long-haul portion of the shipment and with local trucking companies, known as "drayage companies," for local pickup and delivery. As part of the intermodal services, we negotiate rail and drayage rates, electronically track shipments in transit, consolidate billing and handle claims for freight loss or damage on behalf of our customers.

Our drayage services are provided by our subsidiaries, Comtrak Logistics, Inc. ("Comtrak") and Quality Services, LLC ("QS") that assist us in providing reliable, cost effective intermodal services to our customers. Our subsidiaries have terminals in Atlanta, Birmingham, Charleston, Charlotte, Chattanooga, Chicago, Cleveland, Columbus, Dallas, Huntsville, Jacksonville, Kansas City, Los Angeles, Memphis, Nashville, Perry, Savannah, St. Louis, Stockton, and Tampa. At June 30, 2008, Comtrak and QS owned 291 tractors, leased 22 tractors, leased or owned 605 trailers, and employed 326 drivers and contracted with 881 owner-operators.

We also arrange for the transportation of freight by truck, providing customers with another option for their transportation needs. We match the customers' needs with carriers' capacity to provide the most effective service and price combinations. As part of our truck brokerage services, we negotiate rates, track shipments in transit and handle claims for freight loss or damage on behalf of our customers.

Our logistics service consists of complex transportation management services, including load consolidation, mode optimization and carrier management. These service offerings are designed to take advantage of the increasing trend for shippers to outsource all or a greater portion of their transportation needs.

We have full time marketing representatives throughout North America who service local, regional and national accounts. We believe that fostering long-term customer relationships is critical to our success and allows us to better understand our customers' needs and specifically tailor our transportation services to them.

One of our primary goals is to grow our net income. We achieved this growth through an increase in revenue and margin from our existing transportation customers and winning new customers. Our yield management group works with sales and operations to enhance customer margins. Our top 50 customers' revenue represents approximately 50.0% of our revenue. During 2007 and 2008, we severed relationships with certain customers, due to profitability issues and credit issues which impeded our intermodal revenue growth.

We use various performance indicators to manage our business. We closely monitor margin and gains and losses for our top 50 customers. We also evaluate on-time performance, costs per load and daily sales outstanding by customer account. Vendor cost changes and vendor service issues are also monitored closely.

## RESULTS OF OPERATIONS

The following table summarizes our revenue by business line (in thousands):

	Three Months Ended June 30,			Six Months Ended June 30,		
	2008	2007	% Change	2008	2007	% Change
<b>Revenue</b>						
Intermodal	\$ 351,640	\$ 300,877	16.9%	\$ 654,411	\$ 588,710	11.2%
Truck brokerage	98,667	73,631	34.0	188,575	148,648	26.9
Logistics	40,622	27,057	50.1	72,938	57,504	26.8
<b>Total Revenue</b>	<u>\$ 490,929</u>	<u>\$ 401,565</u>	22.3%	<u>\$ 915,924</u>	<u>\$ 794,862</u>	15.2%

The following table includes certain items in the consolidated statements of income as a percentage of revenue:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2008	2007	2008	2007
Revenue	100.0%	100.0%	100.0%	100.0%
Transportation costs	<u>87.8</u>	<u>85.6</u>	<u>87.2</u>	<u>85.6</u>
Gross margin	12.2	14.4	12.8	14.4
Costs and expenses:				
Salaries and benefits	5.0	6.0	5.4	6.3
General and administrative	2.1	2.6	2.3	2.7
Depreciation and amortization	<u>0.2</u>	<u>0.3</u>	<u>0.2</u>	<u>0.3</u>
Total costs and expenses	7.3	8.9	7.9	9.3
Operating income	4.9	5.5	4.9	5.1
Other income:				
Interest and dividend income	<u>0.1</u>	<u>0.2</u>	<u>0.1</u>	<u>0.1</u>
Total other income	0.1	0.2	0.1	0.1
Income before provision for income taxes	5.0	5.7	5.0	5.2
Provision for income taxes	<u>2.0</u>	<u>2.3</u>	<u>1.9</u>	<u>2.0</u>
Net income	3.0%	3.4%	3.1%	3.2%

*Three Months Ended June 30, 2008 Compared to the Three Months Ended June 30, 2007*

#### **Revenue**

Revenue increased 22.3% to \$490.9 million in 2008 from \$401.6 million in 2007. Intermodal revenue increased 16.9% to \$351.6 million due to an increase in pricing, including fuel, of 11.6% and an increase in volume of 5.3%. The largest volume growth came from our consumer products and transportation customers. Truck brokerage revenue increased 34.0% to \$98.7 million due to higher volume, mix and pricing, including fuel. Logistics revenue increased 50.1% to \$40.6 million due primarily to business from new customers.

#### **Gross Margin**

Gross margin increased 3.6% to \$59.8 million in 2008 from \$57.8 million in 2007. This margin expansion of \$2.0 million comes primarily from increases in logistics and truck brokerage. These increases were offset by an extra \$1.0 million in costs related to an owner-operator work stoppage in Northern California. As a percent of revenue, gross margin decreased to 12.2% in 2008 from 14.4% in 2007. The decrease in gross margin as a percentage of revenue is due primarily to lower truck brokerage yield, the dramatic increase in fuel costs during the quarter, the owner operator work stoppage in northern California that cost us an extra \$1.0 million and pressure on intermodal pricing due to the soft freight economy.

#### **Salaries and Benefits**

Salaries and benefits increased slightly to \$24.3 million in 2008 from \$24.2 million in 2007. As a percentage of revenue, these expenses decreased to 5.0% in 2008 from 6.0% in 2007. The increase in salaries and benefits is due primarily to an increase in restricted stock expense. Headcount as of June 30, 2008 was 1,086. Headcount numbers exclude drivers, as driver costs are included in transportation costs.

## **General and Administrative**

General and administrative expenses increased to \$10.5 million in 2008 from \$10.2 million in 2007. As a percentage of revenue, these expenses decreased to 2.1% in 2008 from 2.6% in 2007. The increase in general and administrative expenses is due primarily to increases in rent expense, bad debt expense, and professional services, partially offset by a decrease in computer costs and insurance expenses.

## **Depreciation and Amortization**

Depreciation and amortization decreased to \$1.0 million in 2008 from \$1.2 million in 2007. These expenses as a percentage of revenue decreased to 0.2% in 2008 from 0.3% in 2007. The decrease in depreciation and amortization is due primarily to lower computer software depreciation as some of our software was fully depreciated.

## **Other Income (Expense)**

Interest and dividend income decreased to \$0.3 million in 2008 from \$0.6 million in 2007. This income as a percentage of revenue decreased to 0.1% in 2008 from 0.2% in 2007. The decrease in interest and dividend income is a result of lower interest rates.

## **Provision for Income Taxes**

The provision for income taxes increased to \$9.4 million in 2008 compared to \$9.0 million in 2007. We provided for income taxes using an effective rate of 38.6% in 2008 and an effective rate of 39.6% in 2007. The decrease in the effective tax rate is primarily due to tax legislation enacted by the State of Illinois in the third quarter of 2007, which modifies how we apportion taxable income to Illinois.

## **Net Income**

Net income increased to \$15.0 million in 2008 from \$13.8 million in 2007 due primarily to generating additional gross margin, lower depreciation and amortization expense, and maintaining our cost discipline.

## **Earnings Per Common Share**

Basic earnings per share was \$0.40 in 2008 and \$0.35 in 2007. Diluted earnings per share was \$0.40 in 2008 from \$0.35 in 2007.

*Six Months Ended June 30, 2008 Compared to the Six Months Ended June 30, 2007*

## **Revenue**

Revenue increased 15.2% to \$915.9 million in 2008 from \$794.9 million in 2007. Intermodal revenue increased 11.2% to \$654.4 million due primarily to a 10.5% combined increase related to price, mix and fuel surcharges and a 0.7% increase in volume. Truck brokerage revenue increased 26.9% to \$188.6 million due primarily to a change in mix, an increase in volume and an increase in revenue per load from price increases including fuel. Logistics revenue increased 26.8% to \$72.9 million as a result of increased business from new and existing customers.

## **Gross Margin**

Gross margin increased 2.5% to \$117.3 million in 2008 from \$114.4 million in 2007. This margin expansion is primarily due to strong growth in truck brokerage and new logistics customers. As a percent of revenue, gross margin decreased to 12.8% in 2008 from 14.4% in 2007. The decrease in gross margin as a percentage of revenue is due to a one-time \$2.0 million profitable vendor deal in the first quarter of 2007, lower truck brokerage yield, the dramatic increase in fuel costs during the first six months of the year, the owner operator work stoppage in northern California that cost us an extra \$1.0 million and pressure on intermodal pricing due to the soft freight economy.

## **Salaries and Benefits**

Salaries and benefits decreased slightly to \$49.7 million in 2008 from \$49.8 million in 2007. As a percentage of revenue, these expenses decreased to 5.4% in 2008 from 6.3% in 2007. The decrease is primarily the result of reducing headcount from 1,097 at June 30, 2007 to 1,086 at June 30, 2008. Headcount numbers exclude drivers, as driver costs are included in transportation costs.

## **General and Administrative**

General and administrative expenses decreased to \$20.6 million in 2008 from \$21.8 million in 2007. As a percentage of revenue, these expenses decreased to 2.3% in 2008 from 2.7% in 2007. The decrease in general and administrative expenses relates primarily to lower insurance expenses, computer expenses, telephone costs and professional services, slightly offset by an increase in rent expenses.

## **Depreciation and Amortization**

Depreciation and amortization decreased to \$2.0 million in 2008 from \$2.4 million in 2007. These expenses as a percentage of revenue decreased slightly to 0.2% in 2008 from 0.3% in 2007. The decrease in depreciation and amortization is due primarily to lower computer software depreciation as some of our software was fully depreciated.

## **Other Income (Expense)**

Interest and dividend income decreased to \$0.7 million in 2008 from \$1.3 million in 2007. The decrease in interest and dividend income is a result of lower interest rates and investment balances in 2008.

## **Provision for Income Taxes**

The provision for income taxes increased to \$17.7 million in 2008 from \$16.5 million in 2007. We provided for income taxes using an effective rate of 38.6% in 2008 and an effective rate of 39.6% in 2007. The decrease in the effective tax rate is primarily due to tax legislation enacted by the State of Illinois in the third quarter of 2007, which modifies how we apportion taxable income to Illinois.

## **Net Income**

Net income increased to \$28.1 million in 2008 from \$25.2 million in 2007 due primarily to generating additional gross margin, lower general and administrative expense and lower depreciation and amortization expense.

## **Earnings Per Common Share**

Basic earnings per share was \$0.76 in 2008 and \$0.64 in 2007. Diluted earnings per share increased to \$0.75 in 2008 from \$0.64 in 2007.

## **CRITICAL ACCOUNTING POLICIES**

The preparation of financial statements in conformity with U.S. generally accepted accounting principles requires management to make estimates and assumptions. In certain circumstances, those estimates and assumptions can affect amounts reported in the accompanying consolidated financial statements. We have made our best estimates and judgments of certain amounts included in the financial statements, giving due consideration to materiality. We do not believe there is a great likelihood that materially different amounts would be reported related to our accounting policies. However, 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. Note 1 of the "Notes to Consolidated Financial Statements" in our Annual Report on Form 10-K for the year ended December 31, 2007, includes a summary of the significant accounting policies and methods used in the preparation of our consolidated financial statements.

## **LIQUIDITY AND CAPITAL RESOURCES**

During 2008, we have funded operations, capital expenditures, and the earn-out payment related to the Comtrak acquisition through cash flows from operations.

Cash provided by operating activities for the six months ended June 30, 2008 was approximately \$20.6 million, which resulted primarily from income from operations of \$28.1 million and non-cash charges of \$10.6 million, partially offset by an increase in operating assets and liabilities of \$18.1 million.

Net cash used in investing activities for the six months ended June 30, 2008 was \$6.5 million and related primarily to the \$5.0 million earn-out payment made to the former owner of Comtrak and purchases of property and equipment of \$1.9 million, partially offset by \$0.4 million of cash generated from the sale of equipment. We expect capital expenditures to be approximately \$11.0 million for all of 2008, which includes \$7.2 million in tractors to be purchased in the third and fourth quarters.

The net cash provided by financing activities for the six months ended June 30, 2008 was \$1.9 million. We generated \$0.3 million of cash from stock options being exercised and used \$0.8 million of cash to purchase treasury stock. We also reported \$2.4 million of excess tax benefits from share-based compensation as a financing cash in-flow.

We had \$47.2 million of unused and available borrowings under our bank revolving line of credit at June 30, 2008. We were in compliance with our debt covenants at June 30, 2008.

We have standby letters of credit that expire at various dates from 2008 to 2012. As of June 30, 2008, the outstanding letters of credit totaled \$2.8 million.

The \$5.0 million related party payable was paid out during the first quarter of 2008. This amount relates to the 2007 earn-out payment due to the former owner of Comtrak. This payment completed the potential earn-outs related to the purchase of Comtrak.

We have authorization to spend up to \$75.0 million to purchase common stock through June of 2009. Through the first six months of 2008, no shares have been repurchased. Through July 25, 2008, we have purchased 4,900 shares. We may make additional purchases from time to time as market conditions warrant.

### Contractual Obligations

Our contractual cash obligations as of June 30, 2008 are minimum rental commitments. Minimum annual rental commitments, at June 30, 2008, under non-cancelable operating leases, principally for real estate, containers and equipment are payable as follows (in thousands):

2008	\$	9,847
2009		17,877
2010		15,453
2011		13,930
2012		12,297
2013 and thereafter		5,451
	\$	<u>74,855</u>

In February 2008, we entered into an equipment purchase contract with Singamas Management Services, Ltd. and Singamas North America, Inc. We agreed to purchase 1,000 fifty-three foot dry freight steel domestic containers for approximately \$10.0 million. We have received 349 units as of June 30, 2008 and expect delivery on the remainder before September 30, 2008. We plan to finance these containers with operating leases with terms of approximately six years. These commitments are not included in the table above since the arrangements have not yet been finalized.

In the second quarter of 2008, we entered into agreements to purchase approximately \$7.2 million in tractors, which we expect to take possession of during the third and fourth quarters. These purchases will be funded with cash.

### Deferred Compensation

Under our Nonqualified Deferred Compensation Plan (the "Plan"), participants can elect to defer certain compensation. Payments under the Plan are due as follows as of June 30, 2008 (in thousands):

2008	\$	101
2009		759
2010		1,636
2011		526
2012		615
2013 and thereafter		6,721
	\$	<u>10,358</u>

### Item 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

We are exposed to market risk related to changes in interest rates on our bank line of credit which may adversely affect our results of operations and financial condition.

#### Item 4. CONTROLS AND PROCEDURES

As of June 30, 2008, an evaluation was carried out under the supervision and with the participation of our management, including our Chief Executive Officer and Chief Financial Officer, of the effectiveness of our disclosure controls and procedures. Based upon this evaluation, the Chief Executive Officer and Chief Financial Officer concluded that these disclosure controls and procedures were effective as of June 30, 2008. There have been no changes in our internal control over financial reporting identified in connection with such evaluation that occurred during the last fiscal quarter that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

#### PART II. Other Information

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

On November 14, 2007, our Board of Directors authorized the purchase of up to \$75.0 million of our Class A Common Stock. This authorization expires June 30, 2009. Through June 30, 2008, no shares were purchased pursuant to this plan. Through July 25, 2008 we have purchased 4,900 shares. We may make additional purchases from time to time as market conditions warrant, and any repurchased shares are expected to be held in treasury for future use.

The following table displays the number of shares purchased and the maximum value of shares that may yet be purchased under the plan:

	<u>Total Number of Shares Purchased</u>	<u>Average Price Paid Per Share</u>	<u>Total Number of Shares Purchased as Part of Publicly Announced Plan</u>	<u>Maximum Value of Shares that May Yet Be Purchased Under the Plan (in 000's)</u>
April 1 to April 30	--	--	--	75,000
May 1 to May 31	--	--	--	75,000
June 1 to June 30	--	--	--	75,000
Total	<u>--</u>	<u>\$ --</u>	<u>--</u>	<u>\$ 75,000</u>

This table excludes 28,528 shares (\$0.8 million) purchased by the Company during the first half of 2008 related to employee withholding upon vesting of restricted stock.

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

The 2008 Annual Meeting of Stockholders of Hub Group, Inc. was held on May 14, 2008. All six of the directors were re-elected with the following votes: Phillip C. Yeager: 62,320,030 for and 24,966,431 votes withheld; David P. Yeager: 71,401,079 for and 15,885,382 votes withheld; Mark A. Yeager: 70,772,847 for and 16,513,614 votes withheld; Gary D. Eppen: 84,068,358 for and 3,218,103 votes withheld; Charles R. Reaves: 84,320,777 for and 2,965,684 votes withheld; Martin P. Slark: 84,321,478 for and 2,964,983 votes withheld.

##### Item 6. Exhibits

The exhibits included as part of the Form 10-Q are set forth in the Exhibit Index immediately preceding such Exhibits and are incorporated herein by reference.

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 hereunto duly authorized.

**HUB GROUP**

DATE: July 25, 2008

/s/ Terri A. Pizzuto

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Terri A. Pizzuto

Executive Vice President, Chief Financial  
Officer and Treasurer

(Principal Financial Officer)



## EXHIBIT INDEX

Exhibit No.	Description
31.1	Certification of David P. Yeager, Vice Chairman and Chief Executive Officer, Pursuant to Rule 13a-14(a) under the Securities Exchange Act of 1934.
31.2	Certification of Terri A. Pizzuto, Executive Vice President, Chief Financial Officer and Treasurer, Pursuant to Rule 13a-14(a) under the Securities Exchange Act of 1934.
32.1	Certification of David P. Yeager and Terri A. Pizzuto, Chief Executive Officer and Chief Financial Officer, respectively, Pursuant to 18 U.S.C. Section 1350.

## CERTIFICATION

I, David P. Yeager, certify that:

- 1) I have reviewed this report on Form 10-Q of Hub Group, Inc.;
- 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 that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting and;
- 5) The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent functions):
  - a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: July 25, 2008

/s/ David P. Yeager

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Name: David P. Yeager

Title: Vice Chairman and Chief

Executive Officer

## CERTIFICATION

I, Terri A. Pizzuto, certify that:

- 1) I have reviewed this report on Form 10-Q of Hub Group, Inc.;
- 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 that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting and;
- 5) The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent functions):
  - a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: July 25, 2008

/s/ Terri A. Pizzuto

Name: Terri A. Pizzuto

Title: Executive Vice President, Chief Financial  
Officer and Treasurer

Certification Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

The following statement is provided by the undersigned to accompany the Form 10-Q for the quarter ended June 30, 2008 of Hub Group, Inc. pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (18 U.S.C. 1350) and shall not be deemed filed pursuant to any provision of the Exchange Act of 1934 or any other securities law.

Each of the undersigned certifies that the foregoing Report on Form 10-Q fully complies with the requirements of Section 13(a) of the Securities Exchange Act of 1934 (15 U.S.C. 78m) and that the information contained in the Form 10-Q fairly presents, in all material respects, the financial condition and results of operations of Hub Group, Inc.

/s/David P. Yeager

Name: David P. Yeager

Title: Vice Chairman and Chief Executive Officer  
Hub Group, Inc.

/s/Terri A. Pizzuto

Name: Terri A. Pizzuto

Title: Executive Vice President, Chief Financial  
Officer and Treasurer  
Hub Group, Inc.