
**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 March 31, 2025
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: 001-38054

Schneider National, Inc.

(Exact Name of Registrant as Specified in Its Charter)

Wisconsin
(State of Incorporation)

39-1258315
(IRS Employer Identification No.)

3101 South Packerland Drive
Green Bay Wisconsin 54313
(Address of Registrant's Principal Executive Offices and Zip Code)

(920) 592-2000
(Registrant's Telephone Number, Including Area Code)

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

Title of each class	Trading symbol	Name of each exchange on which registered
Class B common stock, no par value	SNDR	New York Stock Exchange

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, a 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 checked="" type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/>	Smaller reporting company	<input type="checkbox"/>
		Emerging growth company	<input 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.

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Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes No

As of April 24, 2025, the registrant had 83,029,500 shares of Class A common stock, no par value, outstanding and 92,169,401 shares of Class B common stock, no par value, outstanding.

SCHNEIDER NATIONAL, INC.
QUARTERLY REPORT ON FORM 10-Q
For the Quarter Ended March 31, 2025
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GLOSSARY OF TERMS

3PL	Provider of outsourced logistics services. In logistics and supply chain management, it means a company's use of third-party businesses, the 3PL(s), to outsource elements of the company's distribution, fulfillment, and supply chain management services.
ASC	Accounting Standards Codification
Board	Board of Directors
ChemDirect	Fortem Invenio, Inc.
CODM	Chief Operating Decision Maker
Cowan	Cowan Systems, LLC; Cowan Transport Holdings, LLC; and Cowan Equipment Leasing, LLC
EBITDA	Earnings Before Interest, Taxes, Depreciation, and Amortization
GAAP	United States Generally Accepted Accounting Principles
IPO	Initial Public Offering
KPI	Key Performance Indicator
M&M	M&M Transport Services, LLC
MLS	Midwest Logistics Systems, Ltd. and affiliated entities holding assets comprising substantially all of its business
MLSI	Mastery Logistics Systems, Inc.
PSU	Performance-based Restricted Stock Unit
RSU	Restricted Stock Unit
rTSR	Relative Total Shareholder Return
SEC	United States Securities and Exchange Commission
Term SOFR	The CME Term SOFR Reference Rate administered by CME Group Benchmark Administration Limited
TuSimple	TuSimple Holdings, Inc. (formerly TuSimple (Cayman) Limited)
U.S.	United States

CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS

This report contains forward-looking statements within the meaning of the safe harbor provisions of the United States Private Securities Litigation Reform Act of 1995. These forward-looking statements reflect the Company's current expectations, beliefs, plans, or forecasts with respect to, among other things, future events and financial performance and trends in the business and industry. The words "may," "will," "could," "should," "would," "anticipate," "estimate," "expect," "project," "intend," "plan," "believe," "prospects," "potential," "budget," "forecast," "continue," "predict," "seek," "objective," "goal," "guidance," "outlook," "effort," "target," and similar words, expressions, terms, and phrases, generally identify forward-looking statements, which speak only as of the date the statements were made. Forward-looking statements involve estimates, expectations, projections, goals, forecasts, assumptions, risks, and uncertainties. Readers are cautioned that a forward-looking statement is not a guarantee of future performance and that actual results could differ materially from those contained in the forward-looking statement.

The risks, uncertainties, and other factors that could cause or contribute to actual results differing materially from those expressed or implied by the forward-looking statements include, but are not limited to, the following: unfavorable economic and market conditions, including inflation, tariffs, and trade disputes; our ability to successfully manage operational challenges and disruptions, as well as related federal, state, and local government responses arising from future pandemics; economic and business risks inherent in the truckload and transportation industry, including competitive pressures pertaining to pricing, capacity, and service; our ability to effectively manage truck capacity brought about by cyclical driver shortages and successfully execute our yield management strategies; our ability to maintain key customer and supply arrangements, including dedicated arrangements, and to manage disruption of our business due to factors outside of our control, such as natural disasters, acts of war or terrorism, disease outbreaks, or pandemics; volatility in the market valuation of our investments in strategic partners and technologies; our ability to manage and effectively implement our growth and diversification strategies and cost saving initiatives; our dependence on our reputation and the Schneider brand and the potential for adverse publicity, damage to our reputation, and the loss of brand equity; risks related to demand for our service offerings; risks associated with the loss of a significant customer or customers; capital investments that fail to match customer demand or for which we cannot obtain adequate funding; fluctuations in the price or availability of fuel, the volume and terms of diesel fuel purchase agreements, our ability to recover fuel costs through our fuel surcharge programs, and potential changes in customer preferences (e.g. truckload vs. intermodal services) driven by diesel fuel prices; fluctuations in the value and demand for our used Class 8 heavy-duty tractors and trailers; our ability to attract and retain qualified drivers and owner-operators; our ability to attract and retain owner-operators and third-party carriers in sufficient numbers to support our service offerings; our dependence on railroads in the operation of our intermodal business; changes in the outsourcing practices of our third-party logistics customers; difficulty in obtaining fuel, equipment, goods, and services from our vendors and suppliers; variability in insurance and claims expenses and the risks of insuring claims through our captive insurance company; the impact of laws and regulations that apply to our business, including those that relate to the environment, taxes, associates, owner-operators, and our captive insurance company; changes to those laws and regulations; and the increased costs of compliance with existing or future federal, state, and local regulations; political, economic, and other risks from cross-border operations and operations in multiple countries; risks associated with financial, credit, and equity markets, including our ability to service indebtedness and fund capital expenditures and strategic initiatives; negative seasonal patterns generally experienced in the trucking industry during traditionally slower shipping periods and winter months; risks associated with severe weather and similar events; significant systems disruptions, including those caused by cybersecurity events and firmware defects; exposure to claims and lawsuits in the ordinary course of business; our ability to adapt to new technologies and new participants in the truckload and transportation industry; and those risks and uncertainties discussed in (1) our most recently filed Annual Report on Form 10-K in (a) Part I, Item 1A. "Risk Factors," (b) Part II, Item 7. "Management's Discussion and Analysis of Financial Condition and Results of Operations," and (c) Part II, Item 8. "Financial Statements and Supplementary Data: Note 13, Commitments and Contingencies," (2) this Quarterly Report on Form 10-Q in (a) Part I, Item 2. "Management's Discussion and Analysis of Financial Condition and Results of Operations," (b) Part I, Item 1. "Financial Statements: Note 12, Commitments and Contingencies," and (c) Part II, Item 1A. "Risk Factors," and (3) other factors discussed in filings with the SEC by the Company. The Company undertakes no obligation to publicly release any revision to its forward-looking statements to reflect events or circumstances which may occur after the date of this Report.

WHERE TO FIND MORE INFORMATION

The SEC maintains a website at www.sec.gov that contains reports, proxy and information statements, and other information that the Company files electronically with the SEC. These documents are also available to the public from commercial document retrieval services and at the "Investors" section of our website at www.schneider.com. Information disclosed or available on our website shall not be deemed incorporated into, or to be a part of, this Report.

PART I. FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS

SCHNEIDER NATIONAL, INC.

CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (Unaudited)

(in millions, except per share data)

	Three Months Ended March 31,	
	2025	2024
Operating revenues	\$ 1,401.8	\$ 1,319.0
Operating expenses:		
Purchased transportation	485.4	508.7
Salaries, wages, and benefits	400.0	355.1
Fuel and fuel taxes	111.3	107.7
Depreciation and amortization	113.6	102.8
Operating supplies and expenses—net	175.1	153.6
Insurance and related expenses	41.2	31.1
Other general expenses	33.1	31.3
Total operating expenses	1,359.7	1,290.3
Income from operations	42.1	28.7
Other expenses (income):		
Interest income	(1.6)	(0.8)
Interest expense	7.8	4.0
Other expenses—net	1.1	0.8
Total other expenses—net	7.3	4.0
Income before income taxes	34.8	24.7
Provision for income taxes	8.7	6.2
Net income	26.1	18.5
Other comprehensive income (loss):		
Net unrealized gains (losses) on marketable securities—net of tax	0.5	(0.2)
Total other comprehensive income (loss)—net	0.5	(0.2)
Comprehensive income	\$ 26.6	\$ 18.3
Weighted average shares outstanding	175.3	176.0
Basic earnings per share	\$ 0.15	\$ 0.11
Weighted average diluted shares outstanding	176.0	176.6
Diluted earnings per share	\$ 0.15	\$ 0.10

See notes to consolidated financial statements (unaudited).

SCHNEIDER NATIONAL, INC.
CONSOLIDATED BALANCE SHEETS (Unaudited)
(in millions, except share data)

	March 31, 2025	December 31, 2024
Assets		
Current Assets:		
Cash and cash equivalents	\$ 106.2	\$ 117.6
Marketable securities	48.1	47.9
Trade accounts receivable—net of allowance of \$5.2 million and \$8.0 million, respectively	621.9	600.0
Other receivables	58.4	54.2
Current portion of lease receivables—net of allowance of \$0.8 million	85.4	85.3
Inventories—net	93.7	89.8
Prepaid expenses and other current assets	151.3	120.5
Total current assets	1,165.0	1,115.3
Noncurrent Assets:		
Property and equipment:		
Transportation equipment	4,193.2	4,162.2
Land, buildings, and improvements	269.7	264.8
Other property and equipment	116.5	111.9
Total property and equipment	4,579.4	4,538.9
Less accumulated depreciation	1,703.9	1,669.5
Net property and equipment	2,875.5	2,869.4
Lease receivables	134.2	133.1
Internal use software and other noncurrent assets	464.2	438.0
Goodwill	339.6	377.9
Total noncurrent assets	3,813.5	3,818.4
Total Assets	\$ 4,978.5	\$ 4,933.7
Liabilities and Shareholders' Equity		
Current Liabilities:		
Trade accounts payable	\$ 267.8	\$ 253.1
Accrued salaries, wages, and benefits	82.9	90.6
Claims accruals—current	136.7	139.6
Current maturities of debt and finance lease obligations	10.9	106.0
Other current liabilities	115.9	115.2
Total current liabilities	614.2	704.5
Noncurrent Liabilities:		
Long-term debt and finance lease obligations	565.8	420.8
Claims accruals—noncurrent	151.0	151.2
Deferred income taxes	559.8	565.6
Other noncurrent liabilities	99.5	104.7
Total noncurrent liabilities	1,376.1	1,242.3
Total Liabilities	1,990.3	1,946.8
Commitments and Contingencies (Note 12)		
Shareholders' Equity:		
Preferred shares, no par value, 50,000,000 shares authorized, no shares issued or outstanding	—	—
Class A common shares, no par value, 250,000,000 shares authorized, 83,029,500 shares issued and outstanding	—	—
Class B common shares, no par value, 750,000,000 shares authorized, 96,301,789 and 96,031,098 shares issued and 92,169,401 and 92,221,383 shares outstanding, respectively	—	—
Additional paid-in capital	1,605.1	1,605.3
Retained earnings	1,491.1	1,481.8
Accumulated other comprehensive loss	(3.3)	(3.8)
Treasury stock, at cost, 4,132,388 and 3,795,036 shares, respectively	(104.7)	(96.4)
Total Shareholders' Equity	2,988.2	2,986.9
Total Liabilities and Shareholders' Equity	\$ 4,978.5	\$ 4,933.7

See notes to consolidated financial statements (unaudited).

SCHNEIDER NATIONAL, INC.
CONSOLIDATED STATEMENTS OF CASH FLOWS (Unaudited)
(in millions)

	Three Months Ended March 31,	
	2025	2024
Operating Activities:		
Net income	\$ 26.1	\$ 18.5
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	113.6	102.8
Gains on sales of property and equipment—net	(2.4)	(1.8)
Proceeds from lease receipts	15.5	15.8
Deferred income taxes	(7.9)	(8.3)
Long-term incentive and share-based compensation expense	4.6	1.2
Losses on investments in equity securities—net	0.5	0.1
Other noncash items—net	(0.5)	0.3
Changes in operating assets and liabilities:		
Receivables	(9.1)	16.3
Other assets	(36.6)	(48.0)
Claims reserves and receivables—net	(7.0)	8.4
Payables	3.9	(7.0)
Other liabilities	(9.0)	(0.7)
Net cash provided by operating activities	<u>91.7</u>	<u>97.6</u>
Investing Activities:		
Purchases of transportation equipment	(114.4)	(123.3)
Purchases of other property and equipment	(6.8)	(12.0)
Proceeds from sale of property and equipment	24.1	23.4
Proceeds from sale of off-lease inventory	5.7	11.6
Purchases of lease equipment	(22.6)	(1.7)
Proceeds from marketable securities	0.4	—
Investments in equity securities and equity method investment	(0.1)	(0.1)
Investments in notes receivable	(13.0)	—
Net cash used in investing activities	<u>(126.7)</u>	<u>(102.1)</u>
Financing Activities:		
Proceeds under revolving credit agreements	50.0	30.0
Payments under revolving credit agreements	—	(25.0)
Proceeds from long-term debt	100.0	—
Payments of debt and finance lease obligations	(96.0)	(1.1)
Dividends paid	(17.0)	(16.5)
Repurchases of common stock	(8.3)	(13.0)
Other financing activities	(5.1)	(5.0)
Net cash provided by (used in) financing activities	<u>23.6</u>	<u>(30.6)</u>
Net decrease in cash and cash equivalents	(11.4)	(35.1)
Cash and Cash Equivalents:		
Beginning of period	117.6	102.4
End of period	<u>\$ 106.2</u>	<u>\$ 67.3</u>
Additional Cash Flow Information:		
Noncash investing and financing activity:		
Transportation and lease equipment purchases in accounts payable	\$ 18.0	\$ 49.0
Dividends declared but not yet paid	17.2	17.1
Sale of assets in exchange for notes receivable	—	1.5
Cash paid during the period for:		
Interest	8.8	4.8
Income taxes—net of refunds	0.2	0.5

See notes to consolidated financial statements (unaudited).

SCHNEIDER NATIONAL, INC.
CONSOLIDATED STATEMENTS OF SHAREHOLDERS' EQUITY (Unaudited)
(in millions, except per share data)

	Common Stock	Additional Paid-In Capital	Retained Earnings	Accumulated Other Comprehensive Loss	Treasury Stock	Total
Balance—December 31, 2023	\$ —	\$ 1,595.2	\$ 1,431.9	\$ (3.4)	\$ (66.9)	\$ 2,956.8
Net income	—	—	18.5	—	—	18.5
Other comprehensive loss	—	—	—	(0.2)	—	(0.2)
Share-based compensation expense	—	1.5	—	—	—	1.5
Dividends declared at \$0.095 per share of Class A and Class B common shares	—	—	(16.7)	—	—	(16.7)
Repurchases of common stock	—	—	—	—	(13.0)	(13.0)
Exercise of employee stock options	—	1.5	—	—	—	1.5
Shares withheld for employee taxes	—	(6.4)	—	—	—	(6.4)
Balance—March 31, 2024	<u>\$ —</u>	<u>\$ 1,591.8</u>	<u>\$ 1,433.7</u>	<u>\$ (3.6)</u>	<u>\$ (79.9)</u>	<u>\$ 2,942.0</u>
Balance—December 31, 2024	\$ —	\$ 1,605.3	\$ 1,481.8	\$ (3.8)	\$ (96.4)	\$ 2,986.9
Net income	—	—	26.1	—	—	26.1
Other comprehensive income	—	—	—	0.5	—	0.5
Share-based compensation expense	—	4.9	—	—	—	4.9
Dividends declared at \$0.095 per share of Class A and Class B common shares	—	—	(16.8)	—	—	(16.8)
Repurchases of common stock	—	—	—	—	(8.3)	(8.3)
Shares withheld for employee taxes	—	(5.1)	—	—	—	(5.1)
Balance—March 31, 2025	<u>\$ —</u>	<u>\$ 1,605.1</u>	<u>\$ 1,491.1</u>	<u>\$ (3.3)</u>	<u>\$ (104.7)</u>	<u>\$ 2,988.2</u>

See notes to consolidated financial statements (unaudited).

SCHNEIDER NATIONAL, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Unaudited)

1. GENERAL

Nature of Operations

Schneider National, Inc. and its subsidiaries (together “Schneider,” the “Company,” “we,” “us,” or “our”) are among the largest providers of surface transportation and logistics solutions in North America. We offer a multimodal portfolio of services and an array of capabilities and resources that leverage artificial intelligence, data science, and analytics to provide innovative solutions that coordinate the timely, safe, and effective movement of customer products. The Company offers truckload, intermodal, and logistics services to a diverse customer base throughout the continental U.S., Canada, and Mexico.

Principles of Consolidation and Basis of Presentation

The accompanying unaudited interim consolidated financial statements have been prepared in conformity with GAAP and the rules and regulations of the SEC applicable to quarterly reports on Form 10-Q. Therefore, these consolidated financial statements and footnotes do not include all disclosures required by GAAP for annual financial statements and should be read in conjunction with the consolidated financial statements and related notes included in our Annual Report on Form 10-K for the year ended December 31, 2024. Financial results for an interim period are not necessarily indicative of the results for a full year. All intercompany transactions have been eliminated in consolidation.

In the opinion of management, these statements reflect all adjustments (consisting only of normal, recurring adjustments) necessary for the fair presentation of our financial results for the interim periods presented.

New Accounting Pronouncements

On December 14, 2023, the FASB issued ASU 2023-09, *Income Taxes (Topic 740), Improvements to Income Tax Disclosures*. This ASU expands the disclosures related to rate reconciliations by requiring entities to disclose items meeting a quantitative threshold and eight categories. The standard is effective for annual periods beginning after December 15, 2024, with early adoption permitted. We believe this standard will expand our disclosures but will not have a material effect on our consolidated financial statements. We will adopt this standard in the fourth quarter of 2025.

On November 4, 2024, the FASB issued ASU 2024-03, *Income Statement - Reporting Comprehensive Income - Expense Disaggregation Disclosures (Subtopic 220-40)*. This ASU expands disclosures for certain costs and expenses included within each relevant expense caption presented on the face of the income statement. We believe this standard will require us to expand our disclosures but will not have a material effect on our consolidated financial statements. This will be effective for fiscal years beginning after December 15, 2026 with early adoption permitted. We will adopt this standard in the fourth quarter of 2027.

2. ACQUISITIONS

Cowan

On December 2, 2024, we acquired 100% of the membership interest of Cowan and affiliated entities holding assets comprising substantially all of Cowan’s business for approximately \$398.6 million inclusive of cash and other working capital adjustments. On December 30, 2024, we paid \$31.1 million for select Cowan real estate assets in a separate transaction. The acquisition was financed through a combination of cash on hand and borrowings under our \$400.0 million delayed-draw term loan facility. See Note 7, *Debt and Credit Facilities* for more information on the delayed-draw term loan facility.

Cowan is primarily a dedicated carrier based in Baltimore, MD with a portfolio of services including brokerage, drayage, and warehousing with operations predominantly in the Eastern and Mid-Atlantic regions of the U.S. which we believe complements our dedicated operations.

The acquisition of Cowan was accounted for under the acquisition method of accounting, which requires that assets acquired and liabilities assumed be recognized on the consolidated balance sheets at their fair values as of the acquisition date. Fair value estimates of acquired property and equipment were based on an independent appraisal, giving consideration to the highest and best use of the assets. Key assumptions used in the transportation equipment appraisals were based on the market approach, while key assumptions used in the land, buildings and improvements, and other property and equipment appraisals were based on a combination of the income (direct capitalization) and sales comparison approaches, as appropriate. These inputs represent Level 3 measurements in the fair value hierarchy and required significant judgments and estimates at the time of valuation. The assistance of an independent third-party valuation firm was used to determine the estimated fair values and useful lives of finite-

lived intangible assets including customer relationships and trademarks. Valuation methods used were the multi-period excess earnings method and relief from royalty method for customer relationships and trademarks, respectively.

The excess of the purchase price over preliminary estimates of the fair values of assets acquired and liabilities assumed was recorded as goodwill within the Truckload segment. The goodwill is attributable to expected synergies and growth opportunities within our dedicated business and is expected to be deductible for tax purposes.

Acquisition-related costs consisting of fees incurred for advisory, legal, and accounting services amounted to \$0.2 million and were included in other general expenses in the Company's consolidated statements of comprehensive income for the three months ended March 31, 2025.

Certain amounts recorded in connection with the acquisition are still considered preliminary as we continue to gather the necessary information to finalize our fair value estimates and provisional amounts. Provisional amounts include items related to working capital adjustments and deferred taxes.

During the measurement period, which is up to one year from the acquisition date, we may adjust provisional amounts that were recognized at the acquisition date to reflect new information obtained about facts and circumstances that existed as of the acquisition date. We anticipate finalizing the determination of the fair value no later than November 30, 2025.

The preliminary purchase price allocation for Cowan, which may be adjusted as we finalize our fair value estimates and provisional amounts, was as follows.

Recognized amounts of identifiable assets acquired and liabilities assumed (in millions)	December 2, 2024 Opening Balance Sheet	Adjustments	Adjusted December 2, 2024 Opening Balance Sheet
Cash and cash equivalents	\$ 5.4	\$ —	\$ 5.4
Trade accounts receivable—net of allowance	81.0	—	81.0
Prepaid expenses and other current assets	30.5	1.6	32.1
Net property and equipment	297.9	6.8	304.7
Internal use software and other noncurrent assets ⁽¹⁾	1.5	29.0	30.5
Goodwill	46.2	(38.3)	7.9
Total assets acquired	462.5	(0.9)	461.6
Trade accounts payable	11.1	—	11.1
Accrued salaries, wages, and benefits	10.6	—	10.6
Claims accruals—current	20.2	—	20.2
Other current liabilities	17.6	(2.5)	15.1
Other noncurrent liabilities	4.4	1.6	6.0
Total liabilities assumed	63.9	(0.9)	63.0
Net assets acquired	\$ 398.6	\$ —	\$ 398.6

(1) Includes customer relationships and trademarks.

The following unaudited pro forma operating revenues give effect to the acquisition had it been effective January 1, 2024. Combined unaudited pro forma operating revenues of the Company and Cowan would have been approximately \$1,477.2 million for the three months ended March 31, 2024, and our earnings for the same period would not have been materially different.

3. REVENUE RECOGNITION

Disaggregated Revenues

The majority of our revenues are related to transportation and have similar characteristics. Beginning on December 2, 2024, Cowan revenues are included in Transportation revenues, consistent with our other Truckload and Logistics segments.

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The following table summarizes our revenues by type of service.

Disaggregated Revenues (in millions)	Three Months Ended	
	March 31,	
	2025	2024
Transportation	\$ 1,295.6	\$ 1,217.4
Logistics Management	53.7	50.6
Other	52.5	51.0
Total operating revenues	<u>\$ 1,401.8</u>	<u>\$ 1,319.0</u>

Quantitative Disclosure

The following table provides information related to transactions and expected timing of revenue recognition for performance obligations that are fixed in nature and relate to contracts with terms greater than one year as of the date shown.

Remaining Performance Obligations (in millions)	March 31, 2025	
Expected to be recognized within one year		
Transportation	\$	26.7
Logistics Management		19.2
Expected to be recognized after one year		
Transportation		40.5
Logistics Management		24.4
Total	<u>\$</u>	<u>110.8</u>

This disclosure does not include revenues related to performance obligations that are part of a contract with an original expected duration of one year or less, nor does it include expected consideration related to performance obligations for which the Company elects to recognize revenue in the amount it has a right to invoice (e.g., usage-based pricing terms).

Information related to contract balances associated with our contracts with customers as of the dates shown is as follows:

Contract Balances (in millions)	March 31, 2025		December 31, 2024	
Other current assets—Contract assets	\$	26.3	\$	22.2
Other current liabilities—Contract liabilities		0.2		—

We generally receive payment within 40 days of completion of performance obligations. Contract assets in the table above relate to revenue in transit at the end of the reporting period.

4. FAIR VALUE

Fair value is the estimated price that would be received to sell an asset or paid to transfer a liability. Inputs to valuation techniques used to measure fair value fall into three broad levels (Levels 1, 2, and 3) as follows:

Level 1—Observable inputs that reflect quoted prices for identical assets or liabilities in active markets that we have the ability to access at the measurement date.

Level 2—Observable inputs, other than quoted prices included in Level 1, for the asset or liability or prices for similar assets and liabilities.

Level 3—Unobservable inputs reflecting the reporting entity's estimates of the assumptions that market participants would use in pricing the asset or liability (including assumptions about risk).

Assets and liabilities are classified in their entirety based on the lowest level of input that is significant to the fair value measurement.

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The table below sets forth the Company’s financial assets that are measured at fair value on a recurring, monthly basis in accordance with ASC 820.

<i>(in millions)</i>	Level in Fair Value Hierarchy	Fair Value	
		March 31, 2025	December 31, 2024
Equity investment in TuSimple ⁽¹⁾	1	\$ 0.1	\$ 0.1
Marketable securities ⁽²⁾	2	48.1	47.9

- (1) Our equity investment in TuSimple is classified as Level 1 in the fair value hierarchy as shares of TuSimple’s Class A common stock are traded on an Over the Counter (“OTC”) market. See Note 5, *Investments*, for additional information.
- (2) Marketable securities are classified as Level 2 in the fair value hierarchy as they are valued based on quoted prices for similar assets in active markets or quoted prices for identical or similar assets in markets that are not active. See Note 5, *Investments*, for additional information.

The fair value of the Company’s unsecured senior notes was \$50.4 million and \$145.9 million as of March 31, 2025 and December 31, 2024, respectively. The carrying value of the Company’s unsecured senior notes was \$50.0 million and \$145.0 million as of March 31, 2025 and December 31, 2024, respectively. The fair value of our debt was calculated using a fixed rate debt portfolio with similar terms and maturities, which is based on the borrowing rates available to us in the applicable period. This valuation used Level 2 inputs.

The recorded values of cash, trade accounts receivable, lease receivables, trade accounts payable, and amounts outstanding under revolving credit agreements and the delayed-draw term loan facility approximate fair values.

5. INVESTMENTS

Marketable Securities

Our marketable securities are classified as available-for-sale and carried at fair value in current assets on the consolidated balance sheets. While our intent is to hold our securities to maturity, sudden changes in the market or our liquidity needs may cause us to sell certain securities in advance of their maturity date.

Any unrealized gains and losses, net of tax, are included as a component of accumulated other comprehensive income on the consolidated balance sheets, unless we determine that the amortized cost basis is not recoverable. If we determine that the amortized cost basis of the impaired security is not recoverable, we recognize the credit loss by increasing the allowance for those losses. We did not have an allowance for credit losses on our marketable securities as of March 31, 2025 or December 31, 2024. Cost basis is determined using the specific identification method.

The following table presents the remaining maturities and values of our marketable securities as of the dates shown.

<i>(in millions, except maturities in months)</i>	March 31, 2025			December 31, 2024	
	Remaining Maturities	Amortized Cost	Fair Value	Amortized Cost	Fair Value
U.S. treasury and government agencies	2 to 71 months	\$ 21.0	\$ 19.6	\$ 21.0	\$ 19.2
Corporate debt securities	2 to 97 months	15.2	15.0	15.3	14.9
State and municipal bonds	6 to 163 months	13.8	13.5	14.2	13.8
Total marketable securities		\$ 50.0	\$ 48.1	\$ 50.5	\$ 47.9

Equity Investments without Readily Determinable Fair Values

The Company’s primary strategic equity investments without readily determinable fair values include Platform Science, Inc., a provider of telematics and fleet management tools, and MLSI, a transportation technology development company. The Company previously had an investment in ChemDirect, a business-to-business digital marketplace for the chemical industry. In February 2025, ChemDirect’s Board passed a resolution to dissolve the company. As a result, we recorded a \$4.9 million loss in other expense—net on the consolidated statements of comprehensive income for the three months ended March 31, 2025. These investments are being accounted for under ASC 321, *Investments - Equity Securities*, using the measurement alternative, and their combined values as of March 31, 2025 and December 31, 2024 were \$123.9 million and \$124.4 million, respectively. If the Company identifies observable price changes for identical or similar securities of the same issuer, the equity security is measured at fair value as of the date the observable transaction occurred using Level 3 inputs. As of March 31, 2025, our cumulative upward and downward adjustments were \$78.9 million and \$4.9 million, respectively.

In addition to our investment in MLSI, we hold \$23.0 million in notes receivable from MLSI as of March 31, 2025. We funded a \$13.0 million note receivable in the first quarter of 2025 and a \$10.0 million note receivable in the first quarter of 2023. The notes mature in May 2025 and March 2030, respectively, and are subject to interest over their respective terms. We also hold a \$2.5 million note receivable from Platform Science, Inc. as of March 31, 2025. This note was executed and funded during the second quarter of 2024, is subject to interest over its term, and matures in March 2027.

The following table summarizes the activity related to these equity investments during the periods presented.

<i>(in millions)</i>	Three Months Ended March 31,		
	2025	2024	
Upward adjustments ⁽¹⁾	\$ 4.4	\$	—
Downward adjustments	4.9		—

(1) Our updated investment value in 2025 related to Platform Science, Inc. and was determined using a combination of the discounted cash flow and guideline public company methods.

Equity Investments with Readily Determinable Fair Values

In 2021, the Company purchased a \$5.0 million non-controlling interest in TuSimple, a global self-driving technology company. Upon completion of its IPO in April 2021, our investment in TuSimple was converted into Class A common shares and is being accounted for under ASC 321, *Investments - Equity Securities*. Our net investment and activity were not material for the three months ended March 31, 2025 and 2024. See Note 4, *Fair Value*, for additional information on the fair value of our investment in TuSimple.

Equity Method Investment

In the second quarter of 2023, the Company invested \$5.0 million consisting primarily of internal use software and cash in exchange for a 50% non-controlling ownership interest in Scope 23 LLC, an entity that provides a platform for shippers to track and manage their greenhouse gas emissions. Our interest is being accounted for under ASC 323, *Investments - Equity Method and Joint Ventures*. For the three months ended March 31, 2025 and 2024, activity was not material. The carrying value of our investment was \$4.4 million and \$4.5 million as of March 31, 2025 and December 31, 2024, respectively.

All of our equity investments, our note receivable from Platform Science, Inc., and the \$10.0 million note receivable from MLSI are included in internal use software and other noncurrent assets, while the \$13.0 million note receivable from MLSI is current and included in other receivables on the consolidated balance sheets. Gains or losses on our equity investments are recognized within other expenses—net on the consolidated statements of comprehensive income.

6. GOODWILL AND OTHER INTANGIBLE ASSETS

Goodwill represents the excess of the purchase price of acquisitions over the fair value of the identifiable net assets acquired.

The following table shows the changes to our accumulated goodwill by reportable segment:

<i>(in millions)</i>	Truckload		Logistics		Total	
Balance on December 31, 2024	\$	363.7	\$	14.2	\$	377.9
Acquisition adjustments (see Note 2)		(38.3)		—		(38.3)
Balance on March 31, 2025	\$	325.4	\$	14.2	\$	339.6

As of March 31, 2025 and December 31, 2024, our Truckload segment had accumulated goodwill impairment charges of \$34.6 million.

During the three months ended March 31, 2025, we recorded \$18.5 million of customer relationships and \$10.5 million of trademarks related to the acquisition of Cowan. These identifiable, finite-lived intangible assets are being amortized over their weighted-average amortization period of 15.0 years. Refer to Note 2, *Acquisitions*, for further details.

The identifiable, finite-lived intangible assets listed below are included in internal use software and other noncurrent assets on the consolidated balance sheets and relate to the acquisitions of Cowan, MLS, and M&M.

<i>(in millions)</i>	March 31, 2025			December 31, 2024		
	Gross Carrying Amount	Accumulated Amortization	Net Carrying Amount	Gross Carrying Amount	Accumulated Amortization	Net Carrying Amount
Customer relationships	\$ 62.0	\$ 5.9	\$ 56.1	\$ 43.5	\$ 4.8	\$ 38.7
Trademarks	21.4	2.9	18.5	10.9	2.4	8.5
Non-compete agreements	5.4	1.8	3.6	5.4	1.5	3.9
Total intangible assets	<u>\$ 88.8</u>	<u>\$ 10.6</u>	<u>\$ 78.2</u>	<u>\$ 59.8</u>	<u>\$ 8.7</u>	<u>\$ 51.1</u>

Amortization expense for intangible assets was \$1.9 million and \$1.3 million for the three months ended March 31, 2025 and 2024, respectively.

Estimated future amortization expense related to intangible assets is as follows:

<i>(in millions)</i>	March 31, 2025
Remaining 2025	\$ 5.2
2026	7.0
2027	7.0
2028	6.5
2029	5.9
2030 and thereafter	46.6
Total	<u>\$ 78.2</u>

7. DEBT AND CREDIT FACILITIES

As of March 31, 2025 and December 31, 2024, debt included the following:

<i>(in millions)</i>	March 31, 2025	December 31, 2024
Unsecured senior notes: principal matures August 2028; interest payable in semiannual installments through the same timeframe; weighted average interest rate of 4.85% and 4.36% for 2025 and 2024, respectively.	\$ 50.0	\$ 145.0
Revolving credit agreement: matures November 2027; variable rate interest payments due monthly based on the Term SOFR; weighted-average interest rate of 6.02% and 6.43% for 2025 and 2024, respectively.	50.0	—
Receivables purchase agreement: matures May 2027; variable rate interest payments due monthly based on the Term SOFR; weighted-average interest rate of 5.90% and 6.12% for 2025 and 2024, respectively.	70.0	70.0
Delayed-draw term loan facility: matures November 2029; variable rate interest payments due quarterly based on the Term SOFR; weighted-average interest rate of 5.51% and 5.61% for 2025 and 2024, respectively.	400.0	300.0
Total debt and credit facilities	570.0	515.0
Current maturities	(7.5)	(98.7)
Debt issuance costs	(0.6)	—
Long-term debt	<u>\$ 561.9</u>	<u>\$ 416.3</u>

Our Revolving Credit Agreement (the “2022 Credit Facility”) provides borrowing capacity of \$250.0 million and allows us to request an additional increase in total commitment by up to \$150.0 million, for a total potential commitment of \$400.0 million through November 2027. The 2022 Credit Facility also provides a sublimit of \$100.0 million to be used for the issuance of letters of credit. Standby letters of credit under this agreement amounted to \$0.4 million as of both March 31, 2025 and December 31, 2024 and were primarily related to the requirements of certain of our real estate leases.

During the second quarter of 2024, we renewed our Receivables Purchase Agreement (the “2024 Receivables Purchase Agreement”), which allows us to borrow funds against qualifying trade receivables up to \$200.0 million through May 2027, inclusive of a \$100.0 million sublimit to be used for the issuance of letters of credit. As of March 31, 2025 and December 31, 2024, standby letters of credit under these agreements amounted to \$95.1 million and \$97.8 million, respectively, and were primarily related to the requirements of certain of our insurance obligations.

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During the fourth quarter of 2024, SNL entered into a delayed-draw term loan facility with capacity up to \$400.0 million and Bank of America as the administrative agent. Borrowings are unsecured, subject to interest over their term based on either the Term SOFR or the ABR (“Alternate Base Rate”) at the election of the Company for each borrowing, and mature in November 2029. Quarterly principal payments of .625% of the outstanding balance will be due beginning September 2025 and continue until the agreement matures in November 2029.

8. LEASES

As Lessee

We lease real estate and equipment under operating and finance leases. Our real estate operating leases include operating centers, distribution warehouses, offices, and drop yards. Our non-real estate operating and finance leases include transportation, office, yard, warehouse, and other equipment, in addition to truck washes. Most leases include an option to extend the lease, and a small number include an option to terminate the lease early, which may include a termination payment.

In conjunction with our acquisition of M&M, the Company entered into nine related party leases. The leases are for the use of shop, warehouse, office, and drop yard locations throughout the country. The leases run through 2026, and the related lease payments are not material.

Additional information related to our leases is as follows:

<i>(in millions)</i>	Three Months Ended March 31,	
	2025	2024
Cash paid for amounts included in the measurement of lease liabilities		
Operating cash flows for operating leases	\$ 10.4	\$ 9.7
Operating cash flows for finance leases	0.1	0.1
Financing cash flows for finance leases	1.0	1.1
Right-of-use assets obtained in exchange for new lease liabilities		
Operating leases	\$ 7.0	\$ 9.3

As of March 31, 2025, we had one signed lease that had not yet commenced. The lease will commence in April 2025 and has a lease term of one year. Lease payments are not material.

As Lessor

We finance various types of transportation-related equipment for independent third parties under lease contracts, which are generally for one to three years and are accounted for as sales-type leases with fully guaranteed residual values. Our leases contain an option for the lessee to return, extend, or purchase the equipment at the end of the lease term for the guaranteed contract residual amount. This contract residual amount is estimated to approximate the fair value of the equipment. Lease payments primarily include base rentals and guaranteed residual values.

As of March 31, 2025 and December 31, 2024, investments in lease receivables were as follows:

<i>(in millions)</i>	March 31, 2025	December 31, 2024
Future minimum payments to be received on leases	\$ 166.9	\$ 166.2
Guaranteed residual lease values	97.5	96.7
Total minimum lease payments to be received	264.4	262.9
Unearned income	(44.8)	(44.5)
Net investment in leases	\$ 219.6	\$ 218.4

Prior to entering a lease contract, we assess the credit quality of the potential lessee using credit checks and other relevant factors, ensuring that the inherent credit risk is consistent with our existing lease portfolio. Given our leases have fully guaranteed residual values and we can take possession of the transportation-related equipment in the event of default, we do not categorize net investment in leases by different credit quality indicators upon origination. We monitor our lease portfolio weekly by tracking amounts past due, days past due, and outstanding maintenance account balances, including performing subsequent credit checks as needed. Our net investment in leases with any portion past due as of March 31, 2025 was \$53.3 million, which includes both current and future lease payments. Lease payments on our lease receivables are generally due on a

weekly basis and are classified as past due when the weekly payment is not received by its due date. As of March 31, 2025, our lease payments past due were \$2.5 million.

The table below provides additional information on our sales-type leases. Revenue and cost of goods sold are recorded in operating revenues and operating supplies and expenses—net in the consolidated statements of comprehensive income, respectively.

<i>(in millions)</i>	Three Months Ended March 31,	
	2025	2024
Revenue	\$ 56.0	\$ 57.9
Cost of goods sold	(50.5)	(50.8)
Operating profit	<u>\$ 5.5</u>	<u>\$ 7.1</u>
Interest income on lease receivable	\$ 7.9	\$ 7.7

9. INCOME TAXES

Our effective income tax rate was 25.0% for the three months ended March 31, 2025 and 2024. In determining the quarterly provision for income taxes, we use an estimated annual effective tax rate adjusted for discrete items. This rate is based on our expected annual income, statutory tax rates, and best estimates of nontaxable and nondeductible income and expense items.

10. COMMON EQUITY

Earnings Per Share

The following table sets forth the computation of basic and diluted earnings per share for the three months ended March 31, 2025 and 2024, respectively.

<i>(in millions, except per share data)</i>	Three Months Ended March 31,	
	2025	2024
Numerator:		
Net income available to common shareholders	\$ 26.1	\$ 18.5
Denominator:		
Weighted average common shares outstanding	175.3	176.0
Dilutive effect of share-based awards and options outstanding	0.7	0.6
Weighted average diluted common shares outstanding ⁽¹⁾	<u>176.0</u>	<u>176.6</u>
Basic earnings per common share	\$ 0.15	\$ 0.11
Diluted earnings per common share	0.15	0.10

(1) Weighted average diluted common shares outstanding may not sum due to rounding.

The calculation of diluted earnings per share excluded 0.1 million share-based awards and options that had an anti-dilutive effect for the three months ended March 31, 2025 and 2024.

Common Shares Outstanding

As of March 31, 2025 and December 31, 2024, we had 83,029,500 shares of Class A common stock outstanding. There were no changes to the number of shares of Class A common stock outstanding for the three months ended March 31, 2025 and 2024.

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The following table shows changes to our Class B common shares outstanding for the three months ended March 31, 2025 and 2024.

	Three Months Ended March 31,	
	2025	2024
Outstanding at beginning of period	92,221,383	92,931,242
Repurchases of common stock	(337,352)	(562,767)
Share issuances	464,557	659,784
Exercise of employee stock options	—	71,529
Shares withheld for employee taxes	(179,187)	(255,458)
Outstanding at end of period	92,169,401	92,844,330

In January 2023, our Board approved a share repurchase program under which the Company is authorized to repurchase up to \$150.0 million of its Class A and/or Class B common shares. The program does not obligate the Company to repurchase a minimum number of shares and is intended to help offset the dilutive effect of equity grants to employees over time. Under this program, the Company may repurchase shares in privately negotiated and/or open market transactions. As of March 31, 2025, the Company has repurchased \$103.9 million of the \$150.0 million authorized under the repurchase program.

Subsequent Event - Dividends Declared

In April of 2025, the Board declared a quarterly cash dividend for the second fiscal quarter of 2025 in the amount of \$0.095 per share to holders of our Class A and Class B common stock. The dividend is payable to shareholders of record at the close of business on June 13, 2025 and will be paid on July 10, 2025.

11. SHARE-BASED COMPENSATION

We grant various equity-based awards relating to Class B common stock to employees under our 2017 Omnibus Incentive Plan (“the Plan”). These awards have historically consisted of restricted shares, RSUs, performance-based restricted shares (“performance shares”), PSUs, and non-qualified stock options. Performance shares and PSUs granted are earned based on attainment of threshold performance of earnings and return on capital targets, in addition to a multiplier applied based on rTSR against peers over the performance period.

Share-based compensation expense was \$4.6 million and \$1.2 million for the three months ended March 31, 2025 and 2024, respectively. We recognize share-based compensation expense over the awards’ vesting period. As of March 31, 2025, we had \$31.9 million of pre-tax unrecognized compensation cost related to outstanding share-based compensation awards expected to be recognized over a weighted average period of 2.0 years.

Equity-based awards granted during the first quarter of 2025 had a grant date fair value of \$20.4 million and are included in the table below. RSUs granted in 2025 vest ratably over a period of three years. No restricted shares, performance shares, or non-qualified stock options were granted during the first quarter of 2025.

2025 Grants	Number of Awards Granted	Weighted Average Grant Date Fair Value
RSUs	462,116	\$ 27.52
PSUs	250,740	30.62
Total grants	712,856	

The Monte-Carlo valuation model is used by the Company to determine the grant date fair value of PSUs, while the Company uses its stock price on the grant date as the fair value assigned to RSUs.

12. COMMITMENTS AND CONTINGENCIES

In the ordinary course of conducting our business, we become involved in certain legal matters and investigations including liability claims, taxes other than income taxes, contract disputes, employment, and other litigation matters. We accrue for anticipated costs to resolve matters that are probable and estimable. We believe the outcomes of these matters will not have a material impact on our business or our consolidated financial statements.

We record liabilities for claims against the Company based on our best estimate of expected losses. The primary claims arising for the Company through its trucking, intermodal, and logistics operations consist of accident-related claims for personal injury, collision, and comprehensive compensation, in addition to workers' compensation, property damage, cargo, and wage and benefit claims. We maintain excess liability insurance with licensed insurance carriers for liability in excess of amounts we self-insure, which serves to largely offset the Company's liability associated with these claims, with the exception of wage and benefit claims for which we self-insure. We review our accruals periodically to ensure that the aggregate amounts of our accruals are appropriate at any period after consideration of available insurance coverage. Although we expect that our claims accruals will continue to vary based on future developments, assuming that we are able to continue to obtain and maintain excess liability insurance coverage for such claims, we do not anticipate that such accruals will, in any period, materially impact our operating results.

As of March 31, 2025, our firm commitments to purchase transportation equipment totaled \$195.1 million.

Prior to 2024, the Company recorded charges resulting from adverse tax assessments by a state tax authority over the applicability of sales tax on rolling stock equipment used within that state. After filing an appeal with the state Appellate Tax Board in January 2024, the Company received an assessment for additional periods which were audited by the state tax authority and filed a request for appeal of that assessment with the state tax authority. The adjustment recorded as a result of the audit, including additional interest and penalties, was not material. These tax assessments and related interest and penalties have been recorded within operating supplies and expenses—net on the consolidated statements of comprehensive income.

13. SEGMENT REPORTING

We have three reportable segments – Truckload, Intermodal, and Logistics – which are based primarily on the services each segment provides.

The CODM reviews revenues for each segment without the inclusion of fuel surcharge revenues. For segment purposes, any fuel surcharge revenues earned are recorded as a reduction of the segment's fuel expenses. Income from operations at the segment level reflects the measure presented to the CODM for each segment.

Separate balance sheets are not prepared by segment, and as a result, assets are not separately identifiable by segment. All transactions between reportable segments are eliminated in consolidation.

Substantially all of our revenues and assets were generated or located within the U.S.

The following tables summarize our segment information. Inter-segment revenues within Other include revenues from insurance premiums charged to other segments for workers' compensation, auto, and other types of insurance. Inter-segment revenues included in Other revenues below were \$23.0 million and \$25.1 million for the three months ended March 31, 2025 and 2024, respectively.

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Segment Revenues and Expenses

<i>(in millions)</i>	Three Months Ended March 31, 2025			
	Truckload	Intermodal	Logistics	Total
Revenues (excluding fuel surcharge)	\$ 613.7	\$ 260.4	\$ 332.0	\$ 1,206.1
Fuel surcharge revenues	100.8	42.4	1.5	144.7
Segment operating revenues	<u>714.5</u>	<u>302.8</u>	<u>333.5</u>	<u>1,350.8</u>
Other revenues				88.7
Elimination of inter-segment revenues				(36.5)
Elimination of inter-segment fuel surcharge revenues				(1.2)
Operating revenues				<u>1,401.8</u>
Salaries, wages, and benefits	269.6	43.5	29.7	
Purchased transportation, fuel, and fuel taxes	160.6	192.4	260.6	
Depreciation and amortization	85.1	13.2	0.2	
Operating supplies and expenses-net	82.4	17.2	13.9	
Other segment expenses ⁽¹⁾	<u>91.7</u>	<u>22.7</u>	<u>21.0</u>	
Segment income from operations	<u>\$ 25.1</u>	<u>\$ 13.8</u>	<u>\$ 8.1</u>	47.0
Corporate and other loss from operations—net				(4.9)
Income from operations				<u>42.1</u>
Total other expenses—net				<u>7.3</u>
Income before income taxes				<u>\$ 34.8</u>

Segment Revenues and Expenses

<i>(in millions)</i>	Three Months Ended March 31, 2024			
	Truckload	Intermodal	Logistics	Total
Revenues (excluding fuel surcharge)	\$ 538.1	\$ 247.2	\$ 324.9	\$ 1,110.2
Fuel surcharge revenues	106.9	49.4	1.5	157.8
Segment operating revenues	<u>645.0</u>	<u>296.6</u>	<u>326.4</u>	<u>1,268.0</u>
Other revenues				94.3
Elimination of inter-segment revenues				(41.4)
Elimination of inter-segment fuel surcharge revenues				(1.9)
Operating revenues				<u>1,319.0</u>
Salaries, wages, and benefits	235.0	43.7	25.9	
Purchased transportation, fuel, and fuel taxes	173.6	192.9	265.0	
Depreciation and amortization	75.3	13.5	—	
Operating supplies and expenses-net	63.2	16.3	10.6	
Other segment expenses ⁽¹⁾	<u>83.0</u>	<u>23.2</u>	<u>19.5</u>	
Segment income from operations	<u>\$ 14.9</u>	<u>\$ 7.0</u>	<u>\$ 5.4</u>	27.3
Corporate and other income from operations—net				1.4
Income from operations				<u>28.7</u>
Total other income—net				<u>4.0</u>
Income before income taxes				<u>\$ 24.7</u>

(1) For each reportable segment, other segment expenses include insurance and related expenses and other general expenses.

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

The following discussion and analysis should be read in conjunction with the accompanying consolidated financial statements and related notes and our Annual Report on Form 10-K for the year ended December 31, 2024.

INTRODUCTION

Company Overview

We are a transportation and logistics services company providing a multimodal portfolio of truckload, intermodal, and logistics solutions. Our diversified portfolio of complementary service offerings enables us to serve our customers' varied transportation needs and to allocate capital in a manner that seeks to maximize returns across all market cycles and economic conditions. We continually monitor our performance and market conditions to ensure appropriate allocation of capital and resources to grow our businesses, while optimizing returns across reportable segments. Our strong balance sheet, scalable platform, and experienced operations team are supportive of our acquisition strategy, which includes acquiring high-quality businesses that meet our disciplined selection criteria to enhance our service offerings and broaden our customer base.

Our truckload services consist of over-the-road freight transportation via dry van, bulk, temperature-controlled, and flat-bed trailers across either network or dedicated configurations. Freight is transported and delivered by our company-employed drivers in company trucks and by owner-operators with company-owned trailers and executed through long-haul or regional services, including customized solutions for high-value and time-sensitive loads throughout North America.

Our intermodal services consist of door-to-door container on flat car service through a combination of rail and dray transportation, in association with our rail providers. Our intermodal business uses company-owned containers, chassis, and trucks with primarily company dray drivers, augmented by third-party dray capacity.

Our logistics services consist of asset-light freight brokerage (including both traditional brokerage and Power Only services which leverage our nationwide company-owned trailer pools to match third-party capacity with customer demand), supply chain (including 3PL), warehousing, and import/export services. Our logistics business provides value-added services using both our assets and third-party capacity, augmented by our trailing assets, to manage and move our customers' freight.

Our success depends on our ability to balance our transportation network and efficiently and effectively manage our resources in the delivery of truckload, intermodal, and logistics services to our customers. Resource requirements vary with customer demand, which may be subject to seasonal or general economic conditions. We believe that our ability to properly select freight and adapt to changes in customer transportation needs allows us to efficiently deploy resources and make capital investments in trucks, trailers, containers, and chassis or obtain qualified third-party capacity at reasonable prices.

Consistent with the transportation industry, our business can be seasonal across each of our segments, which generally translates to our reported revenues being the lowest in the first quarter and highest in the fourth quarter. Operating expenses tend to be higher in the winter months, primarily due to colder weather, which causes higher maintenance expense and higher fuel consumption from increased idle time.

RESULTS OF OPERATIONS

Non-GAAP Financial Measures

In this section of our report, we present the following non-GAAP financial measures: (1) revenues (excluding fuel surcharge), (2) adjusted income from operations, (3) adjusted total operating expenses, net of fuel surcharge revenues, (4) adjusted operating ratio, (5) adjusted net income, (6) adjusted EBITDA, and (7) free cash flow. We also provide reconciliations of these measures to the most directly comparable financial measures calculated and presented in accordance with GAAP.

Management believes the use of each of these non-GAAP measures assists investors in understanding our business by (1) removing the impact of items from our operating results that, in our opinion, do not reflect our core operating performance, (2) providing investors with the same information our management uses internally to assess our core operating performance, and (3) presenting comparable financial results between periods. In addition, in the case of revenues (excluding fuel surcharge) and adjusted total operating expenses, net of fuel surcharge revenues, we believe these measures are useful to investors because they isolate volume, price, and cost changes directly related to industry demand and the way we operate our business from the external factor of fluctuating fuel prices and the programs we have in place to manage such fluctuations. Fuel-related costs and their impact on our industry are important to our results of operations, but they are often independent of other, more relevant factors affecting our results of operations and our industry. Free cash flow is used as a measure to assess overall liquidity and does not represent residual cash flow available for discretionary expenditures as it excludes certain mandatory expenditures such as repayment of maturing debt.

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Although we believe these non-GAAP measures are useful to investors, they have limitations as analytical tools and may not be comparable to similar measures disclosed by other companies. You should not consider the non-GAAP measures in this report in isolation or as substitutes for, or alternatives to, analysis of our results as reported under GAAP. The exclusion of unusual or infrequent items or other adjustments reflected in the non-GAAP measures should not be construed as an inference that our future results will not be affected by unusual or infrequent items or other items similar to such adjustments. Our management compensates for these limitations by relying primarily on our GAAP results in addition to using the non-GAAP measures.

Enterprise Summary

The following table includes key GAAP and non-GAAP financial measures for the consolidated enterprise. Adjustments to arrive at non-GAAP measures are made at the enterprise level, with the exception of fuel surcharge revenues, which are not included in segment revenues.

<i>(in millions, except ratios)</i>	Three Months Ended March 31,	
	2025	2024
Operating revenues	\$ 1,401.8	\$ 1,319.0
Revenues (excluding fuel surcharge) ⁽¹⁾	1,258.3	1,163.1
Income from operations	42.1	28.7
Adjusted income from operations ⁽²⁾	44.2	30.0
Operating ratio	97.0 %	97.8 %
Adjusted total operating expenses, net of fuel surcharge revenues ⁽³⁾	\$ 1,214.1	\$ 1,133.1
Adjusted operating ratio ⁽⁴⁾	96.5 %	97.4 %
Net income	\$ 26.1	\$ 18.5
Adjusted net income ⁽⁵⁾	27.7	19.5
Adjusted EBITDA ⁽⁶⁾	154.8	130.7
Cash flow from operations	91.7	97.6
Free cash flow ⁽⁷⁾	(5.4)	(14.3)

- (1) We define “revenues (excluding fuel surcharge)” as operating revenues less fuel surcharge revenues, which are excluded from revenues at the segment level. Included below is a reconciliation of operating revenues, the most closely comparable GAAP financial measure, to revenues (excluding fuel surcharge).
- (2) We define “adjusted income from operations” as income from operations, adjusted to exclude material items that do not reflect our core operating performance. Included below is a reconciliation of income from operations, which is the most directly comparable GAAP measure, to adjusted income from operations. Excluded items for the periods shown are explained in the table and notes below.
- (3) We define “adjusted total operating expenses, net of fuel surcharge revenues” as total operating expenses, adjusted to exclude fuel surcharge revenues and certain expenses that do not reflect our core operating performance. Excluded expenses for the periods shown are explained below under our explanation of “adjusted income from operations.”
- (4) We define “adjusted operating ratio” as adjusted total operating expenses, net of fuel surcharge revenues, divided by revenues (excluding fuel surcharge). Included below is a reconciliation of operating ratio, which is the most directly comparable GAAP measure, to adjusted operating ratio. Excluded items for the periods shown are explained below under our explanation of “adjusted income from operations.”
- (5) We define “adjusted net income” as net income, adjusted to exclude material items that do not reflect our core operating performance. Included below is a reconciliation of net income, which is the most directly comparable GAAP measure, to adjusted net income. Excluded items for the periods shown are explained below under our explanation of “adjusted income from operations.”
- (6) We define “adjusted EBITDA” as net income, adjusted to exclude net interest expense, our provision for income taxes, depreciation and amortization, and certain items that do not reflect our core operating performance. Included below is a reconciliation of net income, which is the most directly comparable GAAP measure, to adjusted EBITDA.
- (7) We define “free cash flow” as net cash provided by operating activities less net cash used for capital expenditures. Included below is a reconciliation of net cash provided by operating activities, which is the most directly comparable GAAP measure, to free cash flow.

Revenues (excluding fuel surcharge)

<i>(in millions)</i>	Three Months Ended March 31,	
	2025	2024
Operating revenues	\$ 1,401.8	\$ 1,319.0
Less: Fuel surcharge revenues	143.5	155.9
Revenues (excluding fuel surcharge)	\$ 1,258.3	\$ 1,163.1

Adjusted income from operations

<i>(in millions)</i>	Three Months Ended March 31,	
	2025	2024
Income from operations	\$ 42.1	\$ 28.7
Acquisition-related costs ⁽¹⁾	0.2	—
Intangible asset amortization ⁽²⁾	1.9	1.3
Adjusted income from operations	<u>\$ 44.2</u>	<u>\$ 30.0</u>

(1) Advisory, legal, and accounting costs related to the acquisition of Cowan.

(2) Amortization expense related to intangible assets acquired through recent business acquisitions. Although intangible assets contribute to our revenue generation, the amortization of intangible assets does not directly relate to transportation services provided to our customers.

Adjusted operating ratio

<i>(in millions, except ratios)</i>	Three Months Ended March 31,	
	2025	2024
GAAP Presentation		
Operating revenues	\$ 1,401.8	\$ 1,319.0
Total operating expenses	1,359.7	1,290.3
Income from operations	<u>\$ 42.1</u>	<u>\$ 28.7</u>
Operating ratio ⁽¹⁾	<u>97.0 %</u>	<u>97.8 %</u>
Non-GAAP Presentation		
Operating revenues	\$ 1,401.8	\$ 1,319.0
Less: Fuel surcharge revenues	143.5	155.9
Revenues (excluding fuel surcharge)	<u>\$ 1,258.3</u>	<u>\$ 1,163.1</u>
Total operating expenses	\$ 1,359.7	\$ 1,290.3
Adjusted for:		
Fuel surcharge revenues	(143.5)	(155.9)
Acquisition-related costs	(0.2)	—
Intangible asset amortization	(1.9)	(1.3)
Adjusted total operating expenses, net of fuel surcharge revenues ⁽²⁾	<u>\$ 1,214.1</u>	<u>\$ 1,133.1</u>
Adjusted operating ratio ⁽³⁾	<u>96.5 %</u>	<u>97.4 %</u>

(1) Calculated as total operating expenses divided by operating revenues.

(2) Adjusted total operating expenses, net of fuel surcharge revenues are defined as total operating expenses, adjusted to exclude fuel surcharge revenues and certain expenses that do not reflect our core operating performance.

(3) Calculated as adjusted total operating expenses, net of fuel surcharge revenues divided by revenues (excluding fuel surcharge).

Adjusted net income

<i>(in millions)</i>	Three Months Ended March 31,	
	2025	2024
Net income	\$ 26.1	\$ 18.5
Acquisition-related costs	0.2	—
Intangible asset amortization	1.9	1.3
Income tax effect of non-GAAP adjustments ⁽¹⁾	(0.5)	(0.3)
Adjusted net income	\$ 27.7	\$ 19.5

(1) Our estimated tax rate on non-GAAP items is determined annually using the applicable consolidated federal and state effective tax rate, modified to remove the impact of tax credits and adjustments that are not applicable to the specific items. Due to differences in the tax treatment of items excluded from non-GAAP income, as well as the methodology applied to our estimated annual tax rates as described above, our estimated tax rate on non-GAAP items may differ from our GAAP tax rate and from our actual tax liabilities.

Adjusted EBITDA

<i>(in millions)</i>	Three Months Ended March 31,	
	2025	2024
Net income	\$ 26.1	\$ 18.5
Interest expense, net	6.2	3.2
Provision for income taxes	8.7	6.2
Depreciation and amortization	113.6	102.8
Acquisition-related costs	0.2	—
Adjusted EBITDA	\$ 154.8	\$ 130.7

Free cash flow

<i>(in millions)</i>	Three Months Ended March 31,	
	2025	2024
Net cash provided by operating activities	\$ 91.7	\$ 97.6
Purchases of transportation equipment	(114.4)	(123.3)
Purchases of other property and equipment	(6.8)	(12.0)
Proceeds from sale of property and equipment	24.1	23.4
Net capital expenditures	(97.1)	(111.9)
Free cash flow	\$ (5.4)	\$ (14.3)

Three Months Ended March 31, 2025 Compared to Three Months Ended March 31, 2024

Enterprise Results Summary

Enterprise net income increased \$7.6 million, approximately 41%, in the first quarter of 2025 compared to the same quarter in 2024, primarily due to a \$13.4 million increase in income from operations. Total other expenses increased \$3.3 million, driven by increased interest expense, and our provision for income taxes increased \$2.5 million.

Adjusted net income increased \$8.2 million, approximately 42%, for the same reasons discussed above.

Components of Enterprise Net Income

Enterprise Revenues

Enterprise operating revenues increased \$82.8 million, approximately 6%, in the first quarter of 2025 compared to the same quarter in 2024.

Factors contributing to the increase included:

- a \$75.6 million increase in Truckload segment revenues (excluding fuel surcharge) due to Dedicated volume growth driven by the Cowan acquisition and increased Network and Dedicated rates, offset by decreased Network volumes;
- a \$13.2 million increase in Intermodal segment revenues (excluding fuel surcharge) as both volume and revenue per order increased;
- and a \$7.1 million increase in Logistics segment revenues (excluding fuel surcharge) resulting from the Cowan acquisition, partially offset by lower brokerage revenue per order and volumes (net of Cowan).

Increases were partially offset by:

- a \$12.4 million decrease in fuel surcharge revenues related to lower fuel prices in 2025;
- and a \$5.6 million decrease in Other segment revenues due to less activity in our leasing business.

Enterprise revenues (excluding fuel surcharge) increased \$95.2 million, for the same reasons discussed above, excluding fuel surcharge.

Enterprise Income from Operations and Operating Ratio

Enterprise income from operations increased \$13.4 million, approximately 47%, in the first quarter of 2025 compared to the same quarter in 2024. Increased volumes in Dedicated (inclusive of the impacts from the Cowan acquisition) and Intermodal, increased net revenue per order in Logistics, and increased revenue per order in Intermodal contributed to the change. These were partially offset by increased expenses for salaries and wages and depreciation (both primarily from the Cowan acquisition), decreased fuel surcharge revenues, and decreased volume within Network and Logistics (excluding Cowan).

Adjusted income from operations increased \$14.2 million, approximately 47%.

Enterprise operating ratio (operating expenses as a percentage of operating revenues) decreased on both a GAAP and adjusted basis when compared to the first quarter of 2024, for the same reasons listed above.

Enterprise Operating Expenses

Key operating expense fluctuations are described below.

- Purchased transportation decreased \$23.3 million, or 5%, quarter over quarter, resulting from declines in owner-operator capacity within Truckload (partially offset by the impacts of the Cowan acquisition) and lower third-party carrier costs within Logistics driven by lower purchased transportation costs per order and volume, partially offset by the Cowan acquisition.
- Salaries, wages, and benefits increased \$44.9 million, or 13%, quarter over quarter. Truckload driver pay and office wages increased due to expanded headcount (due to the Cowan acquisition), and incentive-based compensation increased.
- Fuel and fuel taxes for company trucks increased \$3.6 million, or 3%, quarter over quarter, due to an increase in company driver miles (due to the Cowan acquisition), offset by a lower cost per gallon. A significant portion of fuel costs are recovered through our fuel surcharge programs.
- Depreciation and amortization increased \$10.8 million, or 11%, quarter over quarter, mainly due to additional depreciation expense incurred as a result of trailer and tractor growth within Dedicated (from the Cowan acquisition).
- Operating supplies and expenses—net increased \$21.5 million, or 14%, quarter over quarter, largely resulting from increased equipment related expenses (due to the Cowan acquisition).
- Insurance expense increased \$10.1 million, or 32%, quarter over quarter, driven by increased premiums (due to the Cowan acquisition) and claims development.
- Other general expenses increased \$1.8 million, or 6%, quarter over quarter, primarily related to higher driver onboarding costs (primarily from the Cowan acquisition), offset by a decrease in bad debt expense.

Total Other Expenses

Total other expenses increased \$3.3 million in the first quarter of 2025 compared to the same quarter in 2024 mainly due to an increase in our interest expense, offset by increased interest income.

Income Tax Expense

Our provision for income taxes increased \$2.5 million, or 40%, in the first quarter of 2025 compared to the same quarter in 2024, primarily due to higher taxable income. The effective income tax rate was 25.0% for the three months ended March 31, 2025 and 2024. Our provision for income taxes may fluctuate in future periods to the extent tax laws and regulations change.

Revenues and Income (Loss) from Operations by Segment

The following tables summarize revenues and income (loss) from operations by segment.

Revenues by Segment (in millions)	Three Months Ended March 31,	
	2025	2024
Truckload	\$ 613.7	\$ 538.1
Intermodal	260.4	247.2
Logistics	332.0	324.9
Other	88.7	94.3
Fuel surcharge	143.5	155.9
Inter-segment eliminations	(36.5)	(41.4)
Operating revenues	\$ 1,401.8	\$ 1,319.0

Income (Loss) from Operations by Segment (in millions)	Three Months Ended March 31,	
	2025	2024
Truckload	\$ 25.1	\$ 14.9
Intermodal	13.8	7.0
Logistics	8.1	5.4
Other	(4.9)	1.4
Income from operations	42.1	28.7
Adjustments:		
Acquisition-related costs	0.2	—
Intangible asset amortization	1.9	1.3
Adjusted income from operations	\$ 44.2	\$ 30.0

We monitor and analyze a number of KPIs to manage our business and evaluate our financial and operating performance.

Truckload

The following table presents our Truckload segment KPIs for the periods indicated, consistent with how revenues and expenses are reported internally for segment purposes. The two operations that make up our Truckload segment are as follows:

- **Dedicated** - Transportation services with equipment devoted to customers under long-term contracts.
- **Network** - Transportation services of one-way shipments.

Cowan's dedicated operations are included in Dedicated beginning in the fourth quarter of 2024.

	Three Months Ended March 31,	
	2025	2024
Dedicated		
Revenues (excluding fuel surcharge) ⁽¹⁾	\$ 435.5	\$ 341.4
Average trucks ⁽²⁾⁽³⁾	8,543	6,721
Revenue per truck per week ⁽⁴⁾	\$ 4,034	\$ 3,963
Network		
Revenues (excluding fuel surcharge) ⁽¹⁾	\$ 177.9	\$ 196.2
Average trucks ⁽²⁾⁽³⁾	3,736	4,163
Revenue per truck per week ⁽⁴⁾	\$ 3,767	\$ 3,676
Total Truckload		
Revenues (excluding fuel surcharge) ⁽⁵⁾	\$ 613.7	\$ 538.1
Average trucks ⁽²⁾⁽³⁾	12,279	10,884
Revenue per truck per week ⁽⁴⁾	\$ 3,953	\$ 3,853
Average company trucks ⁽³⁾	10,973	9,166
Average owner-operator trucks ⁽³⁾	1,306	1,718
Trailers ⁽⁶⁾	53,479	47,880
Operating ratio ⁽⁷⁾	95.9 %	97.2 %

(1) Revenues (excluding fuel surcharge), in millions, exclude revenue in transit.

(2) Includes company and owner-operator trucks.

(3) Calculated based on beginning and end of month counts and represents the average number of trucks available to haul freight over the specified timeframe.

(4) Calculated excluding fuel surcharge and revenue in transit, consistent with how revenue is reported internally for segment purposes, using weighted workdays.

(5) Revenues (excluding fuel surcharge), in millions, include revenue in transit at the operating segment level and, therefore does not sum with amounts presented above.

(6) Includes entire fleet of owned trailers, including trailers with leasing arrangements between Truckload and Logistics.

(7) Calculated as segment operating expenses divided by segment revenues (excluding fuel surcharge) including revenue in transit and related expenses at the operating segment level.

Truckload revenues (excluding fuel surcharge) increased \$75.6 million, approximately 14%, in the first quarter of 2025 compared to the same quarter in 2024. Dedicated volumes increased as a result of the Cowan acquisition, and rate per total mile and productivity increased for both Network and Dedicated, partially offset by a decrease in Network volumes.

Truckload income from operations increased \$10.2 million, approximately 68%, in the first quarter of 2025 compared to the same quarter in 2024. The revenue impacts listed above were partially offset by higher insurance premiums, largely attributable to the Cowan acquisition.

Intermodal

The following table presents the KPIs for our Intermodal segment for the periods indicated.

	Three Months Ended March 31,	
	2025	2024
Orders ⁽¹⁾	104,440	100,494
Containers	26,505	26,849
Trucks ⁽²⁾	1,419	1,413
Revenue per order ⁽³⁾	\$ 2,467	\$ 2,442
Operating ratio ⁽⁴⁾	94.7 %	97.2 %

(1) Based on delivered rail orders.

(2) Includes company and owner-operator trucks at the end of the period.

(3) Calculated using rail revenues excluding fuel surcharge and revenue in transit, consistent with how revenue is reported internally for segment purposes.

(4) Calculated as segment operating expenses divided by segment revenues (excluding fuel surcharge) including revenue in transit and related expenses at the operating segment level.

Intermodal revenues (excluding fuel surcharge) increased \$13.2 million, approximately 5%, in the first quarter of 2025 compared to the same quarter in 2024. Volume growth of 4% and an increase in revenue per order of \$25, or 1%, primarily due to higher rate per loaded mile, contributed to the increase over prior year.

Intermodal income from operations increased \$6.8 million, approximately 97%, in the first quarter of 2025 compared to the same quarter in 2024. Factors contributing to the increase include the revenue impacts cited above and a decrease in rail related costs.

Logistics

The following table presents the KPI for our Logistics segment for the periods indicated.

	Three Months Ended March 31,	
	2025	2024
Operating ratio ⁽¹⁾	97.6 %	98.3 %

(1) Calculated as segment operating expenses divided by segment revenues (excluding fuel surcharge) including revenue in transit and related expenses at the operating segment level.

Logistics revenues (excluding fuel surcharge) increased \$7.1 million, approximately 2%, in the first quarter of 2025 compared to the same quarter in 2024 due to the acquisition of Cowan, offset by decreases in revenue per order and volume within our brokerage business.

Logistics income from operations increased \$2.7 million, approximately 50%, in the first quarter of 2025 compared to the same quarter in 2024, primarily due to an increase in net revenue per order, offset by the lower brokerage volumes noted above.

Other

Other loss from operations increased \$6.3 million in the first quarter of 2025 compared to the same quarter in 2024, due to an increase in our performance-based compensation, as well as lower leasing and other services.

LIQUIDITY AND CAPITAL RESOURCES

Our primary uses of cash are working capital requirements, capital expenditures, lease equipment, dividend payments, share repurchases, and debt service requirements. Additionally, we may use cash for acquisitions and other investing and financing activities. Working capital is required principally to ensure we are able to run the business and have sufficient funds to satisfy maturing short-term debt and operational expenses. Our capital expenditures consist primarily of transportation equipment and information technology.

Historically, our primary source of liquidity has been cash flow from operations. In addition, we have a \$250.0 million revolving credit facility maturing in November 2027 and a \$200.0 million receivables purchase agreement maturing in May 2027, for which our combined available capacity as of March 31, 2025 was \$234.5 million. Our revolving credit facility also allows us to request an additional increase in total commitment by up to \$150.0 million. We anticipate that cash generated from operations, together with amounts available under our credit facilities, will be sufficient to meet our requirements for the

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foreseeable future. To the extent additional funds are necessary to meet our long-term liquidity needs as we continue to execute our business strategy, we anticipate that we will obtain these funds through additional borrowings, equity offerings, or a combination of these potential sources of liquidity. Our ability to fund future operating expenses and capital expenditures, as well as our ability to meet future debt service obligations or refinance our indebtedness, will depend on our future operating performance, which will be affected by general economic, financial, and other factors beyond our control.

As of March 31, 2025 cash and cash equivalents decreased \$11.4 million when compared to December 31, 2024. Changes in debt for the same period include an additional \$100.0 million draw on our delayed-draw term loan facility and a \$50.0 million draw on our revolving credit agreement, partially offset by a \$95.0 million payment on an unsecured senior note.

Debt

As of March 31, 2025, we were in compliance with all financial covenants under our credit agreements and the agreements governing our senior notes. See Note 7, *Debt and Credit Facilities*, for information about our financing arrangements.

Cash Flows

The following table summarizes the changes to our net cash flows provided by (used in) operating, investing, and financing activities for the periods indicated.

<i>(in millions)</i>	Three Months Ended March 31,	
	2025	2024
Net cash provided by operating activities	\$ 91.7	\$ 97.6
Net cash used in investing activities	(126.7)	(102.1)
Net cash provided by (used in) financing activities	23.6	(30.6)

Three Months Ended March 31, 2025 Compared to Three Months Ended March 31, 2024

Operating Activities

Net cash provided by operating activities decreased \$5.9 million in the first three months of 2025 compared to the same period in 2024. The increase in cash used by working capital was largely offset by an increase in net income adjusted for various noncash items. Working capital changes were driven by increases in cash used by receivables due to increases in trade receivables, other liabilities related timing of payments for wage and incentive accruals, and claims reserves from changes in claims paid compared to reserve activity. These amounts were partially offset by a decrease in cash used for other assets resulting from changes in prepaid balances and an increase in cash provided by payables.

Investing Activities

Net cash used in investing activities increased \$24.6 million, approximately 24%, in the first three months of 2025 compared to the same period in 2024. The increase in cash used was primarily related to increases in cash used for the purchase of lease equipment and the issuance of a note receivable, partially offset by a decrease in net capital expenditures.

Net Capital Expenditures

The following table sets forth our net capital expenditures for the periods indicated.

<i>(in millions)</i>	Three Months Ended March 31,	
	2025	2024
Purchases of transportation equipment	\$ 114.4	\$ 123.3
Purchases of other property and equipment	6.8	12.0
Proceeds from sale of property and equipment	(24.1)	(23.4)
Net capital expenditures	\$ 97.1	\$ 111.9

Net capital expenditures decreased \$14.8 million in the first three months of 2025 compared to the same period in 2024. The decrease was driven by an \$8.9 million decrease in purchases of transportation equipment and a decrease in other property and equipment spend.

Financing Activities

Net cash provided by financing activities increased \$54.2 million, approximately 177%, in the first three months of 2025 compared to the same period in 2024. The increase was due to proceeds of \$100.0 million under the delayed-draw term loan and \$50.0 million under revolving credit agreements, partially offset by a \$95.0 million payment on unsecured senior notes during the first three months of 2025 compared to \$5.0 million of net proceeds in the same period in 2024. Additionally, repurchases of treasury stock decreased \$4.7 million when compared to the same period in 2024.

Other Considerations that Could Affect Our Results, Liquidity, or Capital Resources

Factors that Could Result in a Goodwill Impairment

Goodwill is tested for impairment at least annually using the discounted cash flow, guideline public company, and guideline transaction methods, as applicable, to calculate the fair values of our reporting units. Key inputs used in the discounted cash flow approach include growth rates for sales and operating profit, perpetuity growth assumptions, and discount rates. Key inputs used in the guideline public company and guideline transaction methods include EBITDA valuation multiples of comparable companies and transactions. If interest rates rise or EBITDA valuation multiples of comparable companies and transactions decline, the calculated fair values of our reporting units will decrease, which could impact the results of our goodwill impairment tests.

We will perform our annual evaluation of goodwill for impairment as of October 31, 2025, with such analysis expected to be finalized during the fourth quarter. As part of our annual process of updating our goodwill impairment evaluation, we will assess the impact of current operating results and our resulting management actions to determine whether they have an impact on the long-term valuation of reporting units and the related recoverability of our goodwill.

Off-Balance Sheet Arrangements

As of March 31, 2025, we had no off-balance sheet arrangements that have, or are reasonably likely to have, a current or future material effect on our consolidated financial condition, results of operations, liquidity, capital expenditures, or capital resources.

Contractual Obligations

See the disclosure under the heading “Management’s Discussion and Analysis of Financial Condition and Results of Operations — Contractual Obligations” in our Annual Report on Form 10-K for the year ended December 31, 2024 for our contractual obligations as of December 31, 2024. There were no material changes to our contractual obligations during the three months ended March 31, 2025.

CRITICAL ACCOUNTING ESTIMATES

We have reviewed our critical accounting policies and considered whether new critical accounting estimates or other significant changes to our accounting policies require additional disclosures. We have determined that the disclosures made in our Annual Report on Form 10-K for the year ended December 31, 2024 remain current as there have been no significant changes.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Our market risks have not changed significantly from the market risks discussed in the section entitled “Quantitative and Qualitative Disclosures about Market Risk” in Part II, Item 7A of our Annual Report on Form 10-K for the fiscal year ended December 31, 2024 as filed with the SEC on February 21, 2025.

ITEM 4. CONTROLS AND PROCEDURES

Evaluation of Disclosure Controls and Procedures

Our management, including our Chief Executive Officer and Chief Financial Officer, has evaluated the effectiveness of our disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended), as of the end of the period covered by this report. Based upon their evaluation, our Chief Executive Officer and Chief Financial Officer have concluded that our disclosure controls and procedures were effective as of the end of the period covered by this report.

Changes in Internal Control

There were no changes in our internal control over financial reporting (as defined in Rules 13a-15(f) and 15d-15(f) under the Securities Exchange Act of 1934, as amended) during the fiscal quarter covered by this report that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

PART II. OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS

The Company is party to various lawsuits in the ordinary course of its business. For information relating to legal proceedings, see Note 12, *Commitments and Contingencies*, which is incorporated herein by reference.

ITEM 1A. RISK FACTORS

There have been no material changes from the risk factors disclosed in the Annual Report on Form 10-K for the year ended December 31, 2024.

ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS

The following table sets forth information regarding the purchases of our equity securities made by or on behalf of us or any affiliated purchaser (as defined in Exchange Act Rule 10b-18) during the three months ended March 31, 2025.

Period	Total Number of Shares Purchased ⁽¹⁾	Average Price Paid per Share	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs	Maximum Dollar Value of Shares that May Yet Be Purchased Under the Plans or Programs ⁽²⁾ <i>(in millions)</i>
January 1, 2025 - January 31, 2025	—	\$ —	—	\$ 54.5
February 1, 2025 - February 28, 2025	210,776	27.29	53,352	53.0
March 1, 2025 - March 31, 2025	305,763	24.34	284,000	46.1
Total	<u>516,539</u>		<u>337,352</u>	

- (1) Of the 516,539 shares purchased during the three months ended March 31, 2025, 179,187 represent shares of common stock that employees surrendered to satisfy withholding taxes related to the vesting of restricted stock and restricted stock units.
- (2) On February 1, 2023, the Company announced that the Board approved a share repurchase program under which the Company is authorized to repurchase up to \$150.0 million of its Class A and/or Class B common shares over the next three years. The program does not obligate the Company to repurchase a minimum number of shares and is intended to help offset the dilutive effect of equity grants to employees over time. Under this program, the Company may repurchase shares in privately negotiated and/or open market transactions. As of March 31, 2025, the Company had \$46.1 million remaining available to repurchase.

Limitation Upon Payment of Dividends

The 2022 Credit Facility and the delayed-draw term loan include covenants limiting our ability to pay dividends or make distributions on our capital stock if a default exists under the 2022 Credit Facility or the delayed-draw term loan, as applicable, or would be caused by giving effect to such dividend.

ITEM 3. DEFAULTS UPON SENIOR SECURITIES

None.

ITEM 4. MINE SAFETY DISCLOSURES

Not applicable.

ITEM 5. OTHER INFORMATION

Rule 10b5-1 Trading Plans

During the three months ended March 31, 2025, no director or officer of the Company adopted or terminated a “Rule 10b5-1 trading arrangement” or “non-Rule 10b5-1 trading arrangement,” as each term is defined in Item 408(a) of Regulation S-K.

ITEM 6. EXHIBITS

Exhibit Number	Exhibit Description	<u>Incorporated by Reference Herein</u>			
		<u>Form</u>	<u>Exhibit</u>	<u>File No.</u>	<u>Filing Date</u>
31.1*	Certification pursuant to Rule 13a-14(a) or 15d-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002				
31.2*	Certification pursuant to Rule 13a-14(a) or 15d-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002				
32.1**	Certification pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002				
32.2**	Certification pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002				
101.INS*	XBRL Instance Document - The instance document does not appear in the interactive data file because its XBRL tags are embedded within the Inline XBRL document.				
101.SCH*	XBRL Taxonomy Extension Schema Document				
101.CAL*	XBRL Taxonomy Calculation Linkbase Document				
101.DEF*	XBRL Taxonomy Extension Definition Linkbase Document				
101.LAB*	XBRL Taxonomy Extension Labels Linkbase Document				
101.PRE*	XBRL Taxonomy Extension Presentation Linkbase Document				
104*	The cover page from the Company's Quarterly Report on Form 10-Q for the quarter ended March 31, 2025 formatted in Inline XBRL				

* Filed herewith.

** Furnished herewith.

+ Constitutes a management contract or compensatory plan or arrangement.

SIGNATURE

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

SCHNEIDER NATIONAL, INC.

Date: May 1, 2025

/s/ Darrell G. Campbell

Darrell G. Campbell

Executive Vice President and Chief Financial Officer

(Duly Authorized Officer and Principal Financial Officer)

**Certification of Chief Executive Officer Pursuant to Exchange Act Rule 13a-14(a),
as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002**

I, Mark B. Rourke, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Schneider National, 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 periods 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(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: May 1, 2025

/s/ Mark B. Rourke

Mark B. Rourke

Chief Executive Officer and President

(Principal Executive Officer)

**Certification of Chief Financial Officer Pursuant to Exchange Act Rule 13a-14(a),
as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002**

I, Darrell G. Campbell, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Schneider National, 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 periods 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(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: May 1, 2025

/s/ Darrell G. Campbell

Darrell G. Campbell

Executive Vice President and Chief Financial Officer

(Principal Financial Officer)

**Certification of Chief Executive Officer 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 on Form 10-Q of Schneider National, Inc. (the "Company"), for the quarterly period ended March 31, 2025 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Mark B. Rourke, Chief Executive Officer and President of the Company, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that, to my knowledge:

- (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.

Date: May 1, 2025

/s/ Mark B. Rourke

Mark B. Rourke

Chief Executive Officer and President

(Principal Executive Officer)

**Certification of Chief Financial Officer 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 on Form 10-Q of Schneider National, Inc. (the "Company"), for the quarterly period ended March 31, 2025 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Darrell G. Campbell, Executive Vice President and Chief Financial Officer of the Company, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that, to my knowledge:

- (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.

Date: May 1, 2025

/s/ Darrell G. Campbell

Darrell G. Campbell

Executive Vice President and Chief Financial Officer

(Principal Financial Officer)