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
or
☐ Transition Report Pursuant to Section 13 or 15(d)
of the Securities Exchange Act of 1934

For the Quarter ended June 30, 2021

Commission File Number 0-15010

MARTEN TRANSPORT, LTD.
(Exact name of registrant as specified in its charter)

Delaware (State of incorporation)	39-1140809 (I.R.S. employer identification no.)
129 Marten Street Mondovi, Wisconsin 54755 (Address of principal executive offices)	715-926-4216 (Registrant's telephone number)

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

Title of each class:	Trading symbol:	Name of each exchange on which registered:
COMMON STOCK, PAR VALUE $.01 PER SHARE	**MRTN**	**THE NASDAQ STOCK MARKET LLC (NASDAQ GLOBAL SELECT MARKET)**

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 (Section 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 ☒	Accelerated filer ☐
Smaller reporting company ☐	Non-accelerated filer ☐
Emerging growth company ☐	

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

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

The number of shares outstanding of the Registrant's Common Stock, par value $.01 per share, was 82,880,930 as of July 26, 2021.

PART I. FINANCIAL INFORMATION

Item 1. Financial Statements.

MARTEN TRANSPORT, LTD.
CONSOLIDATED CONDENSED BALANCE SHEETS

(In thousands, except share information)	June 30, 2021 (Unaudited)	December 31, 2020
ASSETS		
Current assets:		
Cash and cash equivalents	$ 80,672	$ 66,127
Receivables:		
Trade, net	92,920	83,426
Other	4,904	4,202
Prepaid expenses and other	23,444	21,903
Total current assets	201,940	175,658
Property and equipment:		
Revenue equipment, buildings and land, office equipment and other	947,071	930,123
Accumulated depreciation	(266,342)	(275,950)
Net property and equipment	680,729	654,173
Other noncurrent assets	1,694	1,805
Total assets	$ 884,363	$ 831,636
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current liabilities:		
Accounts payable	$ 39,279	$ 25,702
Insurance and claims accruals	41,438	39,595
Accrued and other current liabilities	26,272	24,497
Total current liabilities	106,989	89,794
Deferred income taxes	123,312	121,098
Noncurrent operating lease liabilities	421	411
Total liabilities	230,722	211,303
Stockholders' equity:		
Preferred stock, $.01 par value per share; 2,000,000 shares authorized; no shares issued and outstanding	-	-
Common stock, $.01 par value per share; 192,000,000 shares authorized; 82,880,930 shares at June 30, 2021, and 82,705,005 shares at December 31, 2020, issued and outstanding	829	827
Additional paid-in capital	85,578	85,070
Retained earnings	567,234	534,436
Total stockholders' equity	653,641	620,333
Total liabilities and stockholders' equity	$ 884,363	$ 831,636

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

MARTEN TRANSPORT, LTD.
CONSOLIDATED CONDENSED STATEMENTS OF OPERATIONS
(Unaudited)

(In thousands, except per share information)	Three Months Ended June 30, 2021	Three Months Ended June 30, 2020	Six Months Ended June 30, 2021	Six Months Ended June 30, 2020
Operating revenue	$ 232,442	$ 212,384	$ 455,488	$ 431,030
Operating expenses (income):				
Salaries, wages and benefits	75,296	73,476	148,294	146,237
Purchased transportation	45,003	36,165	85,768	76,610
Fuel and fuel taxes	32,007	20,868	60,944	49,165
Supplies and maintenance	11,167	11,833	22,182	24,061
Depreciation	25,540	25,972	51,227	51,399
Operating taxes and licenses	2,718	2,615	5,430	5,254
Insurance and claims	9,391	11,633	20,837	23,917
Communications and utilities	2,056	1,977	4,139	3,962
Gain on disposition of revenue equipment	(5,339)	(2,216)	(7,323)	(3,771)
Other	6,085	4,805	11,474	10,908
Total operating expenses	203,924	187,128	402,972	387,742
Operating income	28,518	25,256	52,516	43,288
Other	(9)	(13)	(19)	(110)
Income before income taxes	28,527	25,269	52,535	43,398
Income taxes expense	7,109	7,135	13,111	11,546
Net income	$ 21,418	$ 18,134	$ 39,424	$ 31,852
Basic earnings per common share	$ 0.26	$ 0.22	$ 0.48	$ 0.39
Diluted earnings per common share	$ 0.26	$ 0.22	$ 0.47	$ 0.38
Dividends declared per common share	$ 0.04	$ 0.027	$ 0.08	$ 0.053

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

MARTEN TRANSPORT, LTD.
CONSOLIDATED CONDENSED STATEMENTS OF STOCKHOLDERS' EQUITY
(Unaudited)

(In thousands)	Common Stock Shares	Common Stock Amount	Additional Paid-In Capital	Retained Earnings	Total Stock-holders' Equity
Balance at December 31, 2020	82,705	$ 827	$ 85,070	$ 534,436	$ 620,333
Net income	-	-	-	18,006	18,006
Issuance of common stock from share-based payment arrangement exercises and vesting of performance unit awards	70	1	160	-	161
Employee taxes paid in exchange for shares withheld	-	-	(547)	-	(547)
Share-based payment arrangement compensation expense	-	-	336	-	336
Dividends on common stock	-	-	-	(3,311)	(3,311)
Balance at March 31, 2021	82,775	828	85,019	549,131	634,978
Net income	-	-	-	21,418	21,418
Issuance of common stock from share-based payment arrangement exercises and vesting of performance unit awards	106	1	335	-	336
Employee taxes paid in exchange for shares withheld	-	-	(706)	-	(706)
Share-based payment arrangement compensation expense	-	-	930	-	930
Dividends on common stock	-	-	-	(3,315)	(3,315)
Balance at June 30, 2021	82,881	$ 829	$ 85,578	$ 567,234	$ 653,641

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

MARTEN TRANSPORT, LTD.
CONSOLIDATED CONDENSED STATEMENTS OF STOCKHOLDERS' EQUITY
(Unaudited)

(In thousands)	Common Stock Shares	Common Stock Amount	Additional Paid-In Capital	Retained Earnings	Total Stock-holders' Equity
Balance at December 31, 2019	82,055	$ 821	$ 79,465	$ 517,303	$ 597,589
Net income	-	-	-	13,718	13,718
Repurchase and retirement of common stock	(53)	(1)	(596)	-	(597)
Issuance of common stock from share-based payment arrangement exercises and vesting of performance unit awards	259	3	1,052	(1)	1,054
Employee taxes paid in exchange for shares withheld	-	-	(437)	-	(437)
Share-based payment arrangement compensation expense	-	-	246	-	246
Dividends on common stock	-	-	-	(2,193)	(2,193)
Balance at March 31, 2020	82,261	823	79,730	528,827	609,380
Net income	-	-	-	18,134	18,134
Issuance of common stock from share-based payment arrangement exercises and vesting of performance unit awards	401	4	3,360	(1)	3,363
Share-based payment arrangement compensation expense	-	-	726	-	726
Dividends on common stock	-	-	-	(2,205)	(2,205)
Balance at June 30, 2020	82,662	$ 827	$ 83,816	$ 544,755	$ 629,398

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

MARTEN TRANSPORT, LTD.
CONSOLIDATED CONDENSED STATEMENTS OF CASH FLOWS
(Unaudited)

(In thousands)	Six Months Ended June 30, 2021	Six Months Ended June 30, 2020
Cash flows provided by operating activities:		
Operations:		
Net income	$ 39,424	$ 31,852
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation	51,227	51,399
Tires in service amortization	3,263	3,328
Gain on disposition of revenue equipment	(7,323)	(3,771)
Deferred income taxes	2,214	1,263
Share-based payment arrangement compensation expense	1,266	972
Changes in other current operating items:		
Receivables	(7,596)	14,764
Prepaid expenses and other	(3,425)	(3,798)
Accounts payable	392	951
Insurance and claims accruals	1,843	4,105
Accrued and other current liabilities	2,080	3,002
Net cash provided by operating activities	83,365	104,067
Cash flows used for investing activities:		
Revenue equipment additions	(98,877)	(75,463)
Proceeds from revenue equipment dispositions	38,995	19,788
Buildings and land, office equipment and other additions	(1,520)	(3,476)
Other	(36)	(39)
Net cash used for investing activities	(61,438)	(59,190)
Cash flows used for financing activities:		
Dividends on common stock	(6,626)	(4,398)
Repurchase and retirement of common stock	-	(597)
Issuance of common stock from share-based payment arrangement exercises	497	4,417
Employee taxes paid in exchange for shares withheld	(1,253)	(437)
Net cash used for financing activities	(7,382)	(1,015)
Net change in cash and cash equivalents	14,545	43,862
Cash and cash equivalents:		
Beginning of period	66,127	31,461
End of period	$ 80,672	$ 75,323
Supplemental non-cash disclosure:		
Change in property and equipment not yet paid	$ 10,585	$ (5,985)
Operating lease assets and liabilities acquired	$ -	$ 88
Supplemental disclosure of cash flow information:		
Cash paid for:		
Income taxes	$ 8,319	$ 987
Interest	$ -	$ -

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

(1) Consolidated Condensed Financial Statements

The accompanying unaudited consolidated condensed financial statements have been prepared in accordance with U.S. generally accepted accounting principles for interim financial statements, and therefore do not include all information and disclosures required by U.S. generally accepted accounting principles for complete financial statements. In the opinion of management, such statements reflect all adjustments (consisting of normal recurring adjustments) considered necessary to fairly present our consolidated financial condition, results of operations and cash flows for the interim periods presented. The results of operations for any interim period do not necessarily indicate the results for the full year. The unaudited interim consolidated condensed financial statements should be read with reference to the consolidated financial statements and notes to consolidated financial statements in our 2020 Annual Report on Form 10-K.

(2) Earnings per Common Share

Basic and diluted earnings per common share were computed as follows:

	Three Months Ended June 30,		Six Months Ended June 30,	
(In thousands, except per share amounts)	2021	2020	2021	2020
Numerator:				
Net income	$ 21,418	$ 18,134	$ 39,424	$ 31,852
Denominator:				
Basic earnings per common share - weighted-average shares	82,840	82,527	82,799	82,371
Effect of dilutive stock options	557	606	585	647
Diluted earnings per common share - weighted-average shares and assumed conversions	83,397	83,133	83,384	83,018
Basic earnings per common share	$ 0.26	$ 0.22	$ 0.48	$ 0.39
Diluted earnings per common share	$ 0.26	$ 0.22	$ 0.47	$ 0.38

Options totaling 322,150 equivalent shares for each of the three-month and six-month periods ended June 30, 2021, and 280,950 and 301,350 equivalent shares for the three-month and six-month periods ended June 30, 2020, respectively, were outstanding but were not included in the calculation of diluted earnings per share because including the options in the denominator would be antidilutive, or decrease the number of weighted-average shares, due to their exercise prices exceeding the average market price of the common shares, or because inclusion of average unrecognized compensation expense in the calculation would cause the options to be antidilutive.

Unvested performance unit awards totaling 66,912 and 109,371 equivalent shares for the three-month and six-month periods ended June 30, 2021, respectively, and 99,987 equivalent shares for each of the three-month and six-month periods ended June 30, 2020, were considered outstanding but were not included in the calculation of diluted earnings per share because inclusion of average unrecognized compensation expense in the calculation would cause the performance units to be antidilutive.

(3) Stock Split

On August 13, 2020, we effected a three-for-two stock split of our common stock, $.01 par value, in the form of a 50% stock dividend. Our consolidated condensed financial statements, related notes, and other financial data contained in this report have been adjusted to give retroactive effect to the stock split for all periods presented.

(4) Long-Term Debt

We maintain a credit agreement that provides for an unsecured committed credit facility with an aggregate principal amount of $30.0 million which matures in August 2023. At June 30, 2021, there was no outstanding principal balance on the facility. As of that date, we had outstanding standby letters of credit to guarantee settlement of self-insurance claims of $18.5 million and remaining borrowing availability of $11.5 million. At December 31, 2020, there was also no outstanding principal balance on the facility. As of that date, we also had outstanding standby letters of credit of $17.0 million on the facility. This facility bears interest at a variable rate based on the London Interbank Offered Rate or the lender's Prime Rate, in each case plus/minus applicable margins. The interest rate for the facility that would apply to outstanding principal balances was 0.78% at June 30, 2021.

Our credit facility prohibits us from paying, in any fiscal year, stock redemptions and dividends in excess of 25% of our net income from the prior fiscal year. A waiver allowing stock redemptions and dividends in excess of the 25% limitation in a total amount of up to $60 million in 2020 was obtained from the lender in November 2020. This facility also contains restrictive covenants which, among other matters, require us to maintain compliance with cash flow leverage and fixed charge coverage ratios. We were in compliance with all covenants at June 30, 2021 and December 31, 2020.

(5) Related Party Transactions

We purchase fuel and tires and obtain related services from Bauer Built, Inc., or BBI. Jerry M. Bauer, the chairman of the board and chief executive officer of BBI, is one of our directors. We paid BBI $140,000 in the first six months of 2021 and $124,000 in the first six months of 2020 for fuel, tires and related services. In addition, we paid $1.0 million in the first six months of 2021 and $1.2 million in the first six months of 2020 to tire manufacturers for tires that were provided by BBI. BBI received commissions from the tire manufacturers related to these purchases.

(6) Share Repurchase Program

In August 2019, our Board of Directors approved and we announced an increase from current availability in our existing share repurchase program providing for the repurchase of up to $34 million, or approximately 1.8 million shares, of our common stock, which was increased by our Board of Directors to 2.7 million shares in August 2020 to reflect the three-for-two stock split effected in the form of a stock dividend on August 13, 2020. The share repurchase program allows purchases on the open market or through private transactions in accordance with Rule 10b-18 of the Exchange Act. The timing and extent to which we repurchase shares depends on market conditions and other corporate considerations. The repurchase program does not have an expiration date.

We repurchased and retired 53,064 shares of common stock for $597,000 in the first quarter of 2020. We did not repurchase any shares in the rest of 2020 or in the first six months of 2021. As of June 30, 2021, future repurchases of up to $33.4 million, or approximately 2.6 million shares, were available in the share repurchase program.

(7) Dividends

In 2010, we announced that our Board of Directors approved a regular cash dividend program to our stockholders, subject to approval each quarter. A quarterly cash dividend of $0.04 per share of common stock was declared in each of the first two quarters of 2021 which totaled $6.6 million. A quarterly cash dividend of $0.027 per share of common stock was declared in each of the first two quarters of 2020 which totaled $4.4 million.

Our ability to pay cash dividends is currently limited by restrictions contained in our revolving credit facility, which prohibits us from paying, in any fiscal year, stock redemptions and dividends in excess of 25% of our net income from the prior fiscal year. A waiver allowing stock redemptions and dividends in excess of the 25% limitation in a total amount of up to $60 million in 2020 was obtained from the lender in November 2020.

(8) Accounting for Share-based Payment Arrangement Compensation

We account for share-based payment arrangements in accordance with Financial Accounting Standards Board, or FASB, Accounting Standards Codification, or ASC, 718, *Compensation – Stock Compensation*. During the first six months of 2021, there were no significant changes to the structure of our stock-based award plans. Pre-tax compensation expense related to stock options and performance unit awards recorded in the first six months of 2021 and 2020 was $1.3 million and $972,000, respectively.

(9) Termination of Deferred Compensation Plan

On May 5, 2020, our Compensation Committee and Board of Directors approved the termination of our Deferred Compensation Plan. The plan was an unfunded, nonqualified deferred compensation plan designed to allow board elected officers and other select members of our management designated by our Compensation Committee to save for retirement on a tax-deferred basis. The termination was effective May 5, 2021. All shares of Company common stock within the plan will be distributed by May 5, 2022.

(10) Fair Value of Financial Instruments

The carrying amounts of cash equivalents, accounts receivable and accounts payable approximate fair value because of the short maturity of these instruments.

(11) Commitments and Contingencies

We are committed to new revenue equipment purchases of $52.1 million through the remainder of 2021. Operating lease obligation expenditures through 2025 total $832,000.

We self-insure, in part, for losses relating to workers' compensation, auto liability, general liability, cargo and property damage claims, along with employees' health insurance with varying risk retention levels. We maintain insurance coverage for per-incident and total losses in excess of these risk retention levels in amounts we consider adequate based upon historical experience and our ongoing review, and reserve currently for the estimated cost of the uninsured portion of pending claims.

We are also involved in other legal actions that arise in the ordinary course of business. In the opinion of management, based upon present knowledge of the facts, it is remote that the ultimate outcome of any such legal actions will have a material adverse effect upon our long-term financial position or results of operations.

(12) Revenue and Business Segments

We account for our revenue in accordance with FASB ASC 606, *Revenue from Contracts with Customers*. We combine our five current operating segments into four reporting segments (Truckload, Dedicated, Intermodal and Brokerage) for financial reporting purposes. These four reporting segments are also the appropriate categories for the disaggregation of our revenue under FASB ASC 606.

We have strategically transitioned from a refrigerated long-haul carrier to a multifaceted business offering a network of refrigerated and dry truck-based transportation capabilities across our five distinct business platforms – Truckload, Dedicated, Intermodal, Brokerage and MRTN de Mexico.

The primary source of our operating revenue is provided by our Truckload segment through a combination of regional short-haul and medium-to-long-haul full-load transportation services. We transport food and other consumer packaged goods that require a temperature-controlled or insulated environment, along with dry freight, across the United States and into and out of Mexico and Canada. Our agreements with customers are typically for one year.

Our Dedicated segment provides customized transportation solutions tailored to meet individual customers' requirements, utilizing temperature-controlled trailers, dry vans and other specialized equipment within the United States. Our agreements with customers range from three to five years and are subject to annual rate reviews.

Generally, we are paid by the mile for our Truckload and Dedicated services. We also derive Truckload and Dedicated revenue from fuel surcharges, loading and unloading activities, equipment detention and other accessorial services. The main factors that affect our Truckload and Dedicated revenue are the rate per mile we receive from our customers, the percentage of miles for which we are compensated, the number of miles we generate with our equipment and changes in fuel prices. We monitor our revenue production primarily through average Truckload and Dedicated revenue, net of fuel surcharges, per tractor per week. We also analyze our average Truckload and Dedicated revenue, net of fuel surcharges, per total mile, non-revenue miles percentage, the miles per tractor we generate, our fuel surcharge revenue, our accessorial revenue and our other sources of operating revenue.

Our Intermodal segment transports our customers' freight within the United States utilizing our temperature-controlled trailers and, beginning in September 2019, our refrigerated containers, each on railroad flatcars for portions of trips, with the balance of the trips using our tractors or, to a lesser extent, contracted carriers. The main factors that affect our Intermodal revenue are the rate per mile and other charges we receive from our customers.

Our Brokerage segment develops contractual relationships with and arranges for third-party carriers to transport freight for our customers in temperature-controlled trailers and dry vans within the United States and into and out of Mexico through Marten Transport Logistics, LLC, which was established in 2007 and operates pursuant to brokerage authority granted by the United States Department of Transportation, or DOT. We retain the billing, collection and customer management responsibilities. The main factors that affect our Brokerage revenue are the rate per mile and other charges that we receive from our customers.

Operating results of our MRTN de Mexico business which offers our customers door-to-door service between the United States and Mexico with our Mexican partner carriers is reported within our Truckload and Brokerage segments.

Our customer agreements are typically for one-year terms except for our Dedicated agreements which range from three to five years with annual rate reviews. Under FASB ASC 606, the contract date for each individual load within each of our four reporting segments is generally the date that each load is tendered to and accepted by us. For each load transported within each of our four reporting segments, the entire amount of revenue to be recognized is a single performance obligation and our agreements with our customers detail the per-mile charges for line haul and fuel surcharges, along with the rates for loading and unloading, stop offs and drops, equipment detention and other accessorial services, which is the transaction price. There are no discounts that would be a material right or consideration payable to a customer. We are required to recognize revenue and related expenses over time, from load pickup to delivery, for each load within each of our four reporting segments. We base our calculation of the amount of revenue to record in each period for individual loads picking up in one period and delivering in the following period using the number of hours estimated to be incurred within each period applied to each estimated transaction price. Contract assets for this estimated revenue which are classified within prepaid expenses and other within our consolidated condensed balance sheets were $2.5 million and $1.5 million as of June 30, 2021 and December 31, 2020, respectively. We had no impairment losses on contract assets in the first six months of 2021 or in 2020. We bill our customers for loads after delivery is complete with standard payment terms of 30 days.

We account for revenue of our Intermodal and Brokerage segments and revenue on freight transported by independent contractors within our Truckload and Dedicated segments on a gross basis because we are the principal service provider controlling the promised service before it is transferred to each customer. We are primarily responsible for fulfilling the promise to provide each specified service to each customer. We bear the primary risk of loss in the event of cargo claims by our customers. We also have complete control and discretion in establishing the price for each specified service. Accordingly, all such revenue billed to customers is classified as operating revenue and all corresponding payments to carriers for transportation services we arrange in connection with brokerage and intermodal activities and to independent contractor providers of revenue equipment are classified as purchased transportation expense within our consolidated condensed statements of operations.

The following table sets forth for the periods indicated our operating revenue and operating income by segment. We do not prepare separate balance sheets by segment and, as a result, assets are not separately identifiable by segment.

	Three Months Ended June 30,		Six Months Ended June 30,	
(In thousands)	2021	2020	2021	2020
Operating revenue:				
Truckload revenue, net of fuel surcharge revenue	$ 83,633	$ 85,966	$ 167,552	$ 169,823
Truckload fuel surcharge revenue	12,308	8,234	23,304	19,509
Total Truckload revenue	95,941	94,200	190,856	189,332
Dedicated revenue, net of fuel surcharge revenue	67,227	67,076	134,129	131,235
Dedicated fuel surcharge revenue	12,894	8,351	24,229	19,229
Total Dedicated revenue	80,121	75,427	158,358	150,464
Intermodal revenue, net of fuel surcharge revenue	22,031	18,542	41,477	39,136
Intermodal fuel surcharge revenue	3,561	1,759	6,119	4,845
Total Intermodal revenue	25,592	20,301	47,596	43,981
Brokerage revenue	30,788	22,456	58,678	47,253
Total operating revenue	$ 232,442	$ 212,384	$ 455,488	$ 431,030
Operating income:				
Truckload	$ 13,197	$ 11,036	$ 24,612	$ 17,821
Dedicated	10,617	11,452	19,553	19,985
Intermodal	1,850	954	3,311	2,260
Brokerage	2,854	1,814	5,040	3,222
Total operating income	$ 28,518	$ 25,256	$ 52,516	$ 43,288

Truckload segment depreciation expense was $12.9 million and $14.0 million, Dedicated segment depreciation expense was $10.7 million and $10.3 million, Intermodal segment depreciation expense was $1.6 million and $1.3 million, and Brokerage segment depreciation expense was $298,000 and $306,000 in the three-month periods ended June 30, 2021 and 2020, respectively.

Truckload segment depreciation expense was $26.1 million and $27.8 million, Dedicated segment depreciation expense was $21.4 million and $20.2 million, Intermodal segment depreciation expense was $3.1 million and $2.7 million, and Brokerage segment depreciation expense was $580,000 and $667,000 in the six-month periods ended June 30, 2021 and 2020, respectively.

(13) Use of Estimates

We must make estimates and assumptions to prepare the consolidated condensed financial statements in conformity with U.S. generally accepted accounting principles. These estimates and assumptions affect the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities in the consolidated condensed financial statements and the reported amount of revenue and expenses during the reporting period. These estimates are primarily related to insurance and claims accruals and depreciation. Ultimate results could differ from these estimates.

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

The following discussion and analysis of our financial condition and results of operations should be read together with the selected consolidated financial data and our consolidated condensed financial statements and the related notes appearing elsewhere in this report. This discussion and analysis contains forward-looking statements that involve risks, uncertainties and assumptions. Our actual results may differ materially from those anticipated in these forward-looking statements as a result of many factors, including but not limited to those included in our Form 10-K, Part I, Item 1A for the year ended December 31, 2020. We do not assume, and specifically disclaim, any obligation to update any forward-looking statement contained in this report.

Overview

We have strategically transitioned from a refrigerated long-haul carrier to a multifaceted business offering a network of refrigerated and dry truck-based transportation capabilities across our five distinct business platforms – Truckload, Dedicated, Intermodal, Brokerage and MRTN de Mexico.

The primary source of our operating revenue is provided by our Truckload segment through a combination of regional short-haul and medium-to-long-haul full-load transportation services. We transport food and other consumer packaged goods that require a temperature-controlled or insulated environment, along with dry freight, across the United States and into and out of Mexico and Canada. Our agreements with customers are typically for one year.

Our Dedicated segment provides customized transportation solutions tailored to meet each individual customer's requirements, utilizing temperature-controlled trailers, dry vans and other specialized equipment within the United States. Our agreements with customers range from three to five years and are subject to annual rate reviews.

Generally, we are paid by the mile for our Truckload and Dedicated services. We also derive Truckload and Dedicated revenue from fuel surcharges, loading and unloading activities, equipment detention and other accessorial services. The main factors that affect our Truckload and Dedicated revenue are the rate per mile we receive from our customers, the percentage of miles for which we are compensated, the number of miles we generate with our equipment and changes in fuel prices. We monitor our revenue production primarily through average Truckload and Dedicated revenue, net of fuel surcharges, per tractor per week. We also analyze our average Truckload and Dedicated revenue, net of fuel surcharges, per total mile, non-revenue miles percentage, the miles per tractor we generate, our fuel surcharge revenue, our accessorial revenue and our other sources of operating revenue.

Our Intermodal segment transports our customers' freight within the United States utilizing our temperature-controlled trailers and, beginning in September 2019, our refrigerated containers, each on railroad flatcars for portions of trips, with the balance of the trips using our tractors or, to a lesser extent, contracted carriers. The main factors that affect our Intermodal revenue are the rate per mile and other charges we receive from our customers.

Our Brokerage segment develops contractual relationships with and arranges for third-party carriers to transport freight for our customers in temperature-controlled trailers and dry vans within the United States and into and out of Mexico through Marten Transport Logistics, LLC, which was established in 2007 and operates pursuant to brokerage authority granted by the DOT. We retain the billing, collection and customer management responsibilities. The main factors that affect our Brokerage revenue are the rate per mile and other charges that we receive from our customers.

Operating results of our MRTN de Mexico business which offers our customers door-to-door service between the United States and Mexico with our Mexican partner carriers is reported within our Truckload and Brokerage segments.

In addition to the factors discussed above, our operating revenue is also affected by, among other things, the United States economy, inventory levels, the level of truck and rail capacity in the transportation market, a contracting driver market, severe weather conditions and specific customer demand.

Our operating revenue increased $24.5 million, or 5.7%, in the first six months of 2021 from the first six months of 2020. Our operating revenue, net of fuel surcharges, increased $14.4 million, or 3.7%, compared with the first six months of 2020. Truckload segment revenue, net of fuel surcharges, decreased 1.3% from the first six months of 2020 due to a reduction in our average number of tractors, despite an increase in our average revenue per tractor. Dedicated segment revenue, net of fuel surcharges, increased 2.2% from the first six months of 2020 primarily due to an increase in our average number of tractors partially offset by a decrease in our average revenue per tractor. Intermodal segment revenue, net of fuel surcharges, increased 6.0% from the first six months of 2020 primarily due to an increase in revenue per load. Brokerage segment revenue increased 24.2% primarily due to an increase in revenue per load in the first six months of 2021. Fuel surcharge revenue increased to $53.7 million in the first six months of 2021 from $43.6 million in the first six months of 2020, primarily due to higher fuel costs.

Our profitability is impacted by the variable costs of transporting freight for our customers, fixed costs, and expenses containing both fixed and variable components. The variable costs include fuel expense, driver-related expenses, such as wages, benefits, training, and recruitment, and independent contractor costs, which are recorded under purchased transportation. Expenses that have both fixed and variable components include maintenance and tire expense and our cost of insurance and claims. These expenses generally vary with the miles we travel, but also have a controllable component based on safety, fleet age, efficiency and other factors. Our main fixed costs relate to the acquisition and subsequent depreciation of long-term assets, such as revenue equipment and operating terminals. We expect our annual cost of tractor and trailer ownership will increase in future periods as a result of higher prices of new equipment, along with any increases in fleet size. Although certain factors affecting our expenses are beyond our control, we monitor them closely and attempt to anticipate changes in these factors in managing our business. For example, fuel prices have significantly fluctuated over the past several years. We manage our exposure to changes in fuel prices primarily through fuel surcharge programs with our customers, as well as through volume fuel purchasing arrangements with national fuel centers and bulk purchases of fuel at our terminals. To help further reduce fuel expense, we have installed and tightly manage the use of auxiliary power units in our tractors to provide climate control and electrical power for our drivers without idling the tractor engine, and also have improved the fuel usage in the temperature-control units on our trailers. For our Intermodal and Brokerage segments, our profitability is impacted by the percentage of revenue which is payable to the providers of the transportation services we arrange. This expense is included within purchased transportation in our consolidated condensed statements of operations.

Our operating income improved 21.3% to $52.5 million in the first six months of 2021 from $43.3 million in the first six months of 2020. Our operating expenses as a percentage of operating revenue, or "operating ratio," improved to 88.5% in the first six months of 2021 from 90.0% in the first six months of 2020. Operating expenses as a percentage of operating revenue, with both amounts net of fuel surcharges, improved to 86.9% in the first six months of 2021 from 88.8% in the first six months of 2020. Our net income improved 23.8% to $39.4 million, or $0.47 per diluted share, in the first six months of 2021 from $31.9 million, or $0.38 per diluted share, in the first six months of 2020.

Our business requires substantial, ongoing capital investments, particularly for new tractors and trailers. At June 30, 2021, we had $80.7 million of cash and cash equivalents, $653.6 million in stockholders' equity and no long-term debt outstanding. In the first six months of 2021, net cash flows provided by operating activities of $83.4 million were primarily used to purchase new revenue equipment, net of proceeds from dispositions, in the amount of $59.9 million, to pay cash dividends of $6.6 million, and to construct and upgrade regional operating facilities in the amount of $1.0 million, resulting in a $14.5 million increase in cash and cash equivalents. We estimate that capital expenditures, net of proceeds from dispositions, will be approximately $74 million for the remainder of 2021. We believe our sources of liquidity are adequate to meet our current and anticipated needs for at least the next twelve months. Based upon anticipated cash flows, existing cash and cash equivalents balances, current borrowing availability and other sources of financing we expect to be available to us, we do not anticipate any significant liquidity constraints in the foreseeable future.

We continue to invest considerable time and capital resources to actively implement and promote long-term environmentally sustainable solutions that drive reductions in our fuel and electricity consumption and decrease our carbon footprint. These initiatives include (i) reducing idle time for our tractors by installing and tightly managing the use of auxiliary power units, which are powered by solar panels and provide climate control and electrical power for our drivers without idling the tractor engine, (ii) improving the energy efficiency of our newer, more aerodynamic and well-maintained tractor and trailer fleets by optimizing the equipment's specifications, weight and tractor speed, equipping our tractors with automatic transmissions, converting the refrigeration units in our refrigerated trailers to the new, more-efficient CARB refrigeration units along with increasing the insulation in the trailer walls and installing trailer skirts, and using ultra-fuel efficient and wide-based tires, and (iii) upgrading all of our facilities to indoor and outdoor LED lighting along with converting all of our facilities to solar power. Additionally, we are an active participant in the United States EPA SmartWay Transport Partnership, in which freight shippers, carriers, logistics companies and other voluntary stakeholders partner with the EPA to measure, benchmark and improve logistics operations to reduce their environmental footprint.

This Management's Discussion and Analysis of Financial Condition and Results of Operations includes discussions of operating revenue, net of fuel surcharge revenue; Truckload, Dedicated and Intermodal revenue, net of fuel surcharge revenue; operating expenses as a percentage of operating revenue, each net of fuel surcharge revenue; and net fuel expense (fuel and fuel taxes net of fuel surcharge revenue and surcharges passed through to independent contractors, outside drayage carriers and railroads). We provide these additional disclosures because management believes these measures provide a more consistent basis for comparing results of operations from period to period. These financial measures in this report have not been determined in accordance with U.S. generally accepted accounting principles (GAAP). Pursuant to Item 10(e) of Regulation S-K, we have included the amounts necessary to reconcile these non-GAAP financial measures to the most directly comparable GAAP financial measures of operating revenue, operating expenses divided by operating revenue, and fuel and fuel taxes.

Stock Split

On August 13, 2020, we effected a three-for-two stock split of our common stock, $.01 par value, in the form of a 50% stock dividend. Our consolidated condensed financial statements, related notes, and other financial data contained in this report have been adjusted to give retroactive effect to the stock split for all periods presented.

Results of Operations

The following table sets forth for the periods indicated certain operating statistics regarding our revenue and operations:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2021	2020	2021	2020
Truckload Segment:				
Revenue (in thousands)	$ 95,941	$ 94,200	$ 190,856	$ 189,332
Average revenue, net of fuel surcharges, per tractor per week(1)	$ 4,146	$ 3,829	$ 4,101	$ 3,821
Average tractors(1)	1,552	1,727	1,580	1,710
Average miles per trip	513	557	524	558
Total miles (in thousands)	37,285	42,833	75,568	83,872
Dedicated Segment:				
Revenue (in thousands)	$ 80,121	$ 75,427	$ 158,358	$ 150,464
Average revenue, net of fuel surcharges, per tractor per week(1)	$ 3,268	$ 3,314	$ 3,241	$ 3,309
Average tractors(1)	1,582	1,557	1,601	1,525
Average miles per trip	323	307	315	306
Total miles (in thousands)	32,255	33,174	64,254	64,710
Intermodal Segment:				
Revenue (in thousands)	$ 25,592	$ 20,301	$ 47,596	$ 43,981
Loads	8,646	8,693	16,628	18,430
Average tractors	148	98	141	99
Brokerage Segment:				
Revenue (in thousands)	$ 30,788	$ 22,456	$ 58,678	$ 47,253
Loads	14,341	15,280	28,916	31,388

(1) Includes tractors driven by both company-employed drivers and independent contractors. Independent contractors provided 118 and 124 tractors as of June 30, 2021 and 2020, respectively.

Comparison of Three Months Ended June 30, 2021 to Three Months Ended June 30, 2020

The following table sets forth for the periods indicated our operating revenue, operating income and operating ratio by segment, along with the change for each component:

(Dollars in thousands)	Three Months Ended June 30, 2021	Three Months Ended June 30, 2020	Dollar Change Three Months Ended June 30, 2021 vs. 2020	Percentage Change Three Months Ended June 30, 2021 vs. 2020
Operating revenue:				
Truckload revenue, net of fuel surcharge revenue	$ 83,633	$ 85,966	$ (2,333)	(2.7)%
Truckload fuel surcharge revenue	12,308	8,234	4,074	49.5
Total Truckload revenue	95,941	94,200	1,741	1.8
Dedicated revenue, net of fuel surcharge revenue	67,227	67,076	151	0.2
Dedicated fuel surcharge revenue	12,894	8,351	4,543	54.4
Total Dedicated revenue	80,121	75,427	4,694	6.2
Intermodal revenue, net of fuel surcharge revenue	22,031	18,542	3,489	18.8
Intermodal fuel surcharge revenue	3,561	1,759	1,802	102.4
Total Intermodal revenue	25,592	20,301	5,291	26.1
Brokerage revenue	30,788	22,456	8,332	37.1
Total operating revenue	$ 232,442	$ 212,384	$ 20,058	9.4%
Operating income:				
Truckload	$ 13,197	$ 11,036	$ 2,161	19.6%
Dedicated	10,617	11,452	(835)	(7.3)
Intermodal	1,850	954	896	93.9
Brokerage	2,854	1,814	1,040	57.3
Total operating income	$ 28,518	$ 25,256	$ 3,262	12.9%
Operating ratio[(1)]:				
Truckload	86.2%	88.3%		
Dedicated	86.7	84.8		
Intermodal	92.8	95.3		
Brokerage	90.7	91.9		
Consolidated operating ratio	87.7%	88.1%		

(1) Represents operating expenses as a percentage of operating revenue.

Our operating revenue increased $20.1 million, or 9.4%, to $232.4 million in the 2021 period from $212.4 million in the 2020 period. Our operating revenue, net of fuel surcharges, increased $9.6 million, or 5.0%, to $203.7 million in the 2021 period from $194.0 million in the 2020 period. This increase was due to an $8.3 million increase in Brokerage revenue, a $3.5 million increase in Intermodal revenue, net of fuel surcharges, and a $151,000 increase in Dedicated revenue, net of fuel surcharges, partially offset by a $2.3 million decrease in Truckload revenue, net of fuel surcharges. Fuel surcharge revenue increased by $10.4 million to $28.8 million in the 2021 period from $18.3 million in the 2020 period.

Truckload segment revenue increased $1.7 million, or 1.8%, to $95.9 million in the 2021 period from $94.2 million in the 2020 period. Truckload segment revenue, net of fuel surcharges, decreased $2.3 million, or 2.7%, to $83.6 million in the 2021 period from $86.0 million in the 2020 period. During the 2021 period, an increase in our average revenue per tractor was more than offset by a reduction in our average number of tractors. The improvement in the operating ratio in the 2021 period was primarily due to an increase in our average revenue per tractor due to increased rates with our customers, a reduction in insurance and claims expense and an increase in gain on disposition of revenue equipment, partially offset by increased net fuel expense.

Dedicated segment revenue increased $4.7 million, or 6.2%, to $80.1 million in the 2021 period from $75.4 million in the 2020 period. Dedicated segment revenue, net of fuel surcharges, increased 0.2% primarily due to an increase in our average number of tractors partially offset by a decrease in our average revenue per tractor. The operating ratio was negatively impacted in the 2021 period by a decrease in our average revenue per tractor and higher net fuel and depreciation costs.

Intermodal segment revenue increased $5.3 million, or 26.1%, to $25.6 million in the 2021 period from $20.3 million in the 2020 period. Intermodal segment revenue, net of fuel surcharges, increased 18.8% from the 2020 period primarily due to an increase in revenue per load. The improvement in the operating ratio in the 2021 period was primarily due to increased rates with our customers and a decrease in the amounts payable to railroads as a percentage of our revenue.

Brokerage segment revenue increased $8.3 million, or 37.1%, to $30.8 million in the 2021 period from $22.5 million in the 2020 period primarily due to an increase in revenue per load. The improvement in the operating ratio in the 2021 period was primarily due to decreases in various cost components across the segment and increased rates with our customers.

The following table sets forth for the periods indicated the dollar and percentage increase or decrease of the items in our unaudited consolidated condensed statements of operations, and those items as a percentage of operating revenue:

	Dollar Change Three Months Ended June 30,	Percentage Change Three Months Ended June 30,	Percentage of Operating Revenue Three Months Ended June 30,	
(Dollars in thousands)	2021 vs. 2020	2021 vs. 2020	2021	2020
Operating revenue	$ 20,058	9.4%	100.0%	100.0%
Operating expenses (income):				
Salaries, wages and benefits	1,820	2.5	32.4	34.6
Purchased transportation	8,838	24.4	19.4	17.0
Fuel and fuel taxes	11,139	53.4	13.8	9.8
Supplies and maintenance	(666)	(5.6)	4.8	5.6
Depreciation	(432)	(1.7)	11.0	12.2
Operating taxes and licenses	103	3.9	1.2	1.2
Insurance and claims	(2,242)	(19.3)	4.0	5.5
Communications and utilities	79	4.0	0.9	0.9
Gain on disposition of revenue equipment	(3,123)	(140.9)	(2.3)	(1.0)
Other	1,280	26.6	2.6	2.3
Total operating expenses	16,796	9.0	87.7	88.1
Operating income	3,262	12.9	12.3	11.9
Other	4	30.8	-	-
Income before income taxes	3,258	12.9	12.3	11.9
Income taxes expense	(26)	(0.4)	3.1	3.4
Net income	$ 3,284	18.1%	9.2%	8.5%

Salaries, wages and benefits consist of compensation for our employees, including both driver and non-driver employees, employees' health insurance, 401(k) plan contributions and other fringe benefits. These expenses vary depending upon the size of our Truckload, Dedicated and Intermodal tractor fleets, the ratio of company drivers to independent contractors, our efficiency, our experience with employees' health insurance claims, changes in health care premiums and other factors. Salaries, wages and benefits expense increased $1.8 million, or 2.5%, in the 2021 period from the 2020 period. Along with other smaller increases in the components of salaries, wages and benefits, employees' health insurance expense increased by $939,000 in the 2021 period as a result of higher self-insured medical claims.

Purchased transportation consists of amounts payable to railroads and carriers for transportation services we arrange in connection with Brokerage and Intermodal operations and to independent contractor providers of revenue equipment. This category will vary depending upon the amount and rates, including fuel surcharges, we pay to third-party railroad and motor carriers, the ratio of company drivers versus independent contractors and the amount of fuel surcharges passed through to independent contractors. Purchased transportation expense increased $8.8 million in total, or 24.4%, in the 2021 period from the 2020 period. Amounts payable to railroads and drayage carriers for transportation services within our Intermodal segment increased $1.4 million to $14.8 million in the 2021 period from $13.3 million in the 2020 period, primarily due to increased fuel surcharges from the railroads. Amounts payable to carriers for transportation services we arranged in our Brokerage segment increased $7.0 million to $25.7 million in the 2021 period from $18.7 million in the 2020 period, primarily due to an increase in the cost per load within the tight freight market. The portion of purchased transportation expense related to independent contractors within our Truckload and Dedicated segments, including fuel surcharges, increased $438,000 in the 2021 period. We expect our purchased transportation expense to increase as we grow our Intermodal and Brokerage segments.

Fuel and fuel taxes increased by $11.1 million, or 53.4%, in the 2021 period from the 2020 period. Net fuel expense (fuel and fuel taxes net of fuel surcharge revenue and surcharges passed through to independent contractors, outside drayage carriers and railroads) increased $2.1 million, or 44.2%, to $6.8 million in the 2021 period from $4.7 million in the 2020 period. Fuel surcharges passed through to independent contractors, outside drayage carriers and railroads increased to $3.5 million from $2.2 million in the 2020 period. The United States Department of Energy, or DOE, national average cost of fuel increased to $3.21 per gallon from $2.43 per gallon in the 2020 period. Net fuel expense increased to 3.9% of Truckload, Dedicated and Intermodal segment revenue, net of fuel surcharges, from 2.7% in the 2020 period. We have worked diligently to control fuel usage and costs by improving our volume purchasing arrangements and optimizing our drivers' fuel purchases with national fuel centers, focusing on shorter lengths of haul, installing and tightly managing the use of auxiliary power units in our tractors to minimize engine idling and improving fuel usage in the temperature-control units on our trailers. Auxiliary power units, which we have installed in our company-owned tractors, provide climate control and electrical power for our drivers without idling the tractor engine.

Supplies and maintenance consist of repairs, maintenance, tires, parts, oil and engine fluids, along with load-specific expenses including loading/unloading, tolls, pallets and trailer hostling. Our supplies and maintenance expense decreased $666,000, or 5.6%, from the 2020 period primarily due to lower outside repair and loading/unloading costs.

Depreciation relates to owned tractors, trailers, containers, auxiliary power units, communication units, terminal facilities and other assets. The $432,000, or 1.7%, decrease in depreciation in the 2021 period was primarily due to a decrease in the size of our fleet of tractors. We expect our annual cost of tractor and trailer ownership will increase in future periods as a result of higher prices of new equipment, which will result in greater depreciation over the useful life.

Insurance and claims consist of the costs of insurance premiums and accruals we make for claims within our self-insured retention amounts, primarily for personal injury, property damage, physical damage to our equipment, cargo claims and workers' compensation claims. These expenses will vary primarily based upon the frequency and severity of our accident experience, our self-insured retention levels and the market for insurance. The $2.2 million, or 19.3%, decrease in insurance and claims in the 2021 period was primarily due to decreases in the cost of our physical damage claims related to our revenue equipment and our self-insured auto liability claims, partially offset by increased insurance premiums. Our significant self-insured retention exposes us to the possibility of significant fluctuations in claims expense between periods which could materially impact our financial results depending on the frequency, severity and timing of claims.

Gain on disposition of revenue equipment was $5.3 million in the 2021 period, up from $2.2 million in the 2020 period primarily due to an increase in the number of tractors and trailers sold along with an increase in the average gain for the sales. Future gains or losses on dispositions of revenue equipment will be impacted by the market for used revenue equipment, which is beyond our control.

The $1.3 million increase in other operating expenses in the 2021 period was primarily due to increased costs associated with driver recruitment and chassis rental.

Our operating income improved 12.9% to $28.5 million in the 2021 period from $25.3 million in the 2020 period as a result of the foregoing factors. Our operating expenses as a percentage of operating revenue, or "operating ratio," improved to 87.7% in the 2021 period from 88.1% in the 2020 period. The operating ratio for our Truckload segment was 86.2% in the 2021 period and 88.3% in the 2020 period, for our Dedicated segment was 86.7% in the 2021 period and 84.8% in the 2020 period, for our Intermodal segment was 92.8% in the 2021 period and 95.3% in the 2020 period, and for our Brokerage segment was 90.7% in the 2021 period and 91.9% in the 2020 period. Operating expenses as a percentage of operating revenue, with both amounts net of fuel surcharges, improved to 86.0% in the 2021 period from 87.0% in the 2020 period.

Our effective income tax rate decreased to 24.9% in the 2021 period from 28.2% in the 2020 period. The 2020 period included additional income tax expense of $1.1 million to adjust for certain discrete tax benefit reserves, which we evaluate based on the current facts, circumstances and information available.

As a result of the factors described above, net income improved 18.1% to $21.4 million, or $0.26 per diluted share, in the 2021 period from $18.1 million, or $0.22 per diluted share, in the 2020 period.

Comparison of Six Months Ended June 30, 2021 to Six Months Ended June 30, 2020

The following table sets forth for the periods indicated our operating revenue, operating income and operating ratio by segment, along with the change for each component:

(Dollars in thousands)	Six Months Ended June 30, 2021	Six Months Ended June 30, 2020	Dollar Change Six Months Ended June 30, 2021 vs. 2020	Percentage Change Six Months Ended June 30, 2021 vs. 2020
Operating revenue:				
Truckload revenue, net of fuel surcharge revenue	$ 167,552	$ 169,823	$ (2,271)	(1.3)%
Truckload fuel surcharge revenue	23,304	19,509	3,795	19.5
Total Truckload revenue	190,856	189,332	1,524	0.8
Dedicated revenue, net of fuel surcharge revenue	134,129	131,235	2,894	2.2
Dedicated fuel surcharge revenue	24,229	19,229	5,000	26.0
Total Dedicated revenue	158,358	150,464	7,894	5.2
Intermodal revenue, net of fuel surcharge revenue	41,477	39,136	2,341	6.0
Intermodal fuel surcharge revenue	6,119	4,845	1,274	26.3
Total Intermodal revenue	47,596	43,981	3,615	8.2
Brokerage revenue	58,678	47,253	11,425	24.2
Total operating revenue	$ 455,488	$ 431,030	$ 24,458	5.7%
Operating income:				
Truckload	$ 24,612	$ 17,821	$ 6,791	38.1%
Dedicated	19,553	19,985	(432)	(2.2)
Intermodal	3,311	2,260	1,051	46.5
Brokerage	5,040	3,222	1,818	56.4
Total operating income	$ 52,516	$ 43,288	$ 9,228	21.3%
Operating ratio(1):				
Truckload	87.1%	90.6%		
Dedicated	87.7	86.7		
Intermodal	93.0	94.9		
Brokerage	91.4	93.2		
Consolidated operating ratio	88.5%	90.0%		

(1) Represents operating expenses as a percentage of operating revenue.

Our operating revenue increased $24.5 million, or 5.7%, to $455.5 million in the 2021 period from $431.0 million in the 2020 period. Our operating revenue, net of fuel surcharges, increased $14.4 million, or 3.7%, to $401.8 million in the 2021 period from $387.4 million in the 2020 period. This increase was due to an $11.4 million increase in Brokerage revenue, a $2.9 million increase in Dedicated revenue, net of fuel surcharges, and a $2.3 million increase in Intermodal revenue, net of fuel surcharges, partially offset by a $2.3 million decrease in Truckload revenue, net of fuel surcharges. Fuel surcharge revenue increased to $53.7 million in the 2021 period from $43.6 million in the 2020 period, primarily due to higher fuel costs.

Truckload segment revenue increased $1.5 million, or 0.8%, to $190.9 million in the 2021 period from $189.3 million in the 2020 period. Truckload segment revenue, net of fuel surcharges, decreased $2.3 million, or 1.3%, to $167.6 million in the 2021 period from $169.8 million in the 2020 period. The decrease was due to a reduction in our average number of tractors, despite an increase in our average revenue per tractor. The improvement in the operating ratio in the 2021 period was primarily due to an increase in our average revenue per tractor due to increased rates with our customers, a reduction in insurance and claims expense and an increase in gain on disposition of revenue equipment, partially offset by increased net fuel expense.

Dedicated segment revenue increased $7.9 million, or 5.2%, to $158.4 million in the 2021 period from $150.5 million in the 2020 period. Dedicated segment revenue, net of fuel surcharges, increased 2.2% primarily due to an increase in our average number of tractors partially offset by a decrease in our average revenue per tractor. The increase in the operating ratio was primarily due to a decrease in our average revenue per tractor and higher net fuel and depreciation costs in the 2021 period.

Intermodal segment revenue increased $3.6 million, or 8.2%, to $47.6 million in the 2021 period from $44.0 million in the 2020 period. Intermodal segment revenue, net of fuel surcharges, increased 6.0% from the 2020 period primarily due to an increase in revenue per load. The improvement in the operating ratio in the 2021 period was primarily due to increased rates with our customers and a decrease in the amounts payable to railroads as a percentage of our revenue.

Brokerage segment revenue increased $11.4 million, or 24.2%, to $58.7 million in the 2021 period from $47.3 million in the 2020 period primarily due to an increase in revenue per load. The improvement in the operating ratio in the 2021 period was primarily due to decreases in various cost components across the segment and increased rates with our customers.

The following table sets forth for the periods indicated the dollar and percentage increase or decrease of the items in our unaudited consolidated condensed statements of operations, and those items as a percentage of operating revenue:

(Dollars in thousands)	Dollar Change Six Months Ended June 30, 2021 vs. 2020	Percentage Change Six Months Ended June 30, 2021 vs. 2020	Percentage of Operating Revenue Six Months Ended June 30, 2021	2020
Operating revenue	$ 24,458	5.7%	100.0%	100.0%
Operating expenses (income):				
Salaries, wages and benefits	2,057	1.4	32.6	33.9
Purchased transportation	9,158	12.0	18.8	17.8
Fuel and fuel taxes	11,779	24.0	13.4	11.4
Supplies and maintenance	(1,879)	(7.8)	4.9	5.6
Depreciation	(172)	(0.3)	11.2	11.9
Operating taxes and licenses	176	3.3	1.2	1.2
Insurance and claims	(3,080)	(12.9)	4.6	5.5
Communications and utilities	177	4.5	0.9	0.9
Gain on disposition of revenue equipment	(3,552)	(94.2)	(1.6)	(0.9)
Other	566	5.2	2.5	2.5
Total operating expenses	15,230	3.9	88.5	90.0
Operating income	9,228	21.3	11.5	10.0
Other	91	82.7	-	-
Income before income taxes	9,137	21.1	11.5	10.1
Income taxes expense	1,565	13.6	2.9	2.7
Net income	$ 7,572	23.8%	8.7%	7.4%

Salaries, wages and benefits expense increased $2.1 million, or 1.4%, in the 2021 period from the 2020 period. Bonus compensation expense for our non-driver employees increased by $797,000 and company driver compensation expense increased by $621,000 in the 2021 period. These increases, along with other smaller increases in the components of salaries, wages and benefits, were partially offset by a $450,000 decrease in employees' health insurance expense as a result of lower self-insured medical claims.

Purchased transportation expense increased $9.2 million in total, or 12.0%, in the 2021 period from the 2020 period. Amounts payable to railroads and drayage carriers for transportation services within our Intermodal segment decreased $1.8 million to $27.3 million in the 2021 period from $29.1 million in the 2020 period, primarily due to a decrease in the volume of loads moved on the rail. Amounts payable to carriers for transportation services we arranged in our Brokerage segment increased $9.4 million to $49.3 million in the 2021 period from $39.9 million in the 2020 period, primarily due to an increase in the cost per load within the tight freight market. The portion of purchased transportation expense related to independent contractors within our Truckload and Dedicated segments, including fuel surcharges, increased $1.5 million in the 2021 period as the rates paid for independent contractors' services rose. We expect our purchased transportation expense to increase as we grow our Intermodal and Brokerage segments.

Fuel and fuel taxes increased by $11.8 million, or 24.0%, in the 2021 period from the 2020 period. Net fuel expense (fuel and fuel taxes net of fuel surcharge revenue and surcharges passed through to independent contractors, outside drayage carriers and railroads) increased $2.4 million, or 21.9%, to $13.4 million in the 2021 period from $11.0 million in the 2020 period. Fuel surcharges passed through to independent contractors, outside drayage carriers and railroads increased to $6.1 million from $5.4 million in the 2020 period. The DOE national average cost of fuel increased to $3.06 per gallon from $2.66 per gallon in the 2020 period. Net fuel expense increased to 3.9% of Truckload, Dedicated and Intermodal segment revenue, net of fuel surcharges, from 3.2% in the 2020 period.

Our supplies and maintenance expense decreased $1.9 million, or 7.8%, from the 2020 period primarily due to lower parts, tires, outside repair and loading/unloading costs.

Our depreciation expense decreased $172,000, or 0.3%, in the 2021 period primarily due to a decrease in the size of our fleet of tractors.

Our insurance and claims expense decreased $3.1 million, or 12.9%, in the 2021 period primarily due to decreases in the cost of our self-insured auto liability claims and our physical damage claims related to our revenue equipment, partially offset by increased insurance premiums.

Gain on disposition of revenue equipment was $7.3 million in the 2021 period, up from $3.8 million in the 2020 period primarily due to an increase in the number of tractors and trailers sold along with an increase in the average gain for the sales. Future gains or losses on dispositions of revenue equipment will be impacted by the market for used revenue equipment, which is beyond our control.

Our operating income improved 21.3% to $52.5 million in the 2021 period from $43.3 million in the 2020 period as a result of the foregoing factors. Our operating expenses as a percentage of operating revenue, or "operating ratio," improved to 88.5% in the 2021 period from 90.0% in the 2020 period. The operating ratio for our Truckload segment was 87.1% in the 2021 period and 90.6% in the 2020 period, for our Dedicated segment was 87.7% in the 2021 period and 86.7% in the 2020 period, for our Intermodal segment was 93.0% in the 2021 period and 94.9% in the 2020 period, and for our Brokerage segment was 91.4% in the 2021 period and 93.2% in the 2020 period. Operating expenses as a percentage of operating revenue, with both amounts net of fuel surcharges, improved to 86.9% in the 2021 period from 88.8% in the 2020 period.

Our effective income tax rate decreased to 25.0% in the 2021 period from 26.6% in the 2020 period. The 2020 period included additional income tax expense of $1.1 million to adjust for certain discrete tax benefit reserves, which we evaluate based on the current facts, circumstances and information available.

As a result of the factors described above, net income improved 23.8% to $39.4 million, or $0.47 per diluted share, in the 2021 period from $31.9 million, or $0.38 per diluted share, in the 2020 period.

Liquidity and Capital Resources

Our business requires substantial, ongoing capital investments, particularly for new tractors and trailers. Our primary sources of liquidity are funds provided by operations and our revolving credit facility. A portion of our tractor fleet is provided by independent contractors who own and operate their own equipment. We have no capital expenditure requirements relating to those drivers who own their tractors or obtain financing through third parties.

The table below reflects our net cash flows provided by operating activities, net cash flows used for investing activities and net cash flows used for financing activities for the periods indicated.

	Six Months Ended June 30,	
(In thousands)	2021	2020
Net cash flows provided by operating activities	$ 83,365	$ 104,067
Net cash flows used for investing activities	(61,438)	(59,190)
Net cash flows used for financing activities	(7,382)	(1,015)

In August 2019, our Board of Directors approved and we announced an increase from current availability in our existing share repurchase program providing for the repurchase of up to $34 million, or approximately 1.8 million shares, of our common stock, which was increased by our Board of Directors to 2.7 million shares in August 2020 to reflect the three-for-two stock split effected in the form of a stock dividend on August 13, 2020. The share repurchase program allows purchases on the open market or through private transactions in accordance with Rule 10b-18 of the Exchange Act. The timing and extent to which we repurchase shares depends on market conditions and other corporate considerations. The repurchase program does not have an expiration date.

We repurchased and retired 53,064 shares of common stock for $597,000 in the first quarter of 2020. We did not repurchase any shares in the rest of 2020 or in the first six months of 2021. As of June 30, 2021, future repurchases of up to $33.4 million, or approximately 2.6 million shares, were available in the share repurchase program.

In the first six months of 2021, net cash flows provided by operating activities of $83.4 million were primarily used to purchase new revenue equipment, net of proceeds from dispositions, in the amount of $59.9 million, to pay cash dividends of $6.6 million, and to construct and upgrade regional operating facilities in the amount of $1.0 million, resulting in a $14.5 million increase in cash and cash equivalents. In the first six months of 2020, net cash flows provided by operating activities of $104.1 million were primarily used to purchase new revenue equipment, net of proceeds from dispositions, in the amount of $55.7 million, to pay cash dividends of $4.4 million, and to upgrade regional operating facilities in the amount of $2.2 million, resulting in a $43.9 million increase in cash and cash equivalents. Beginning in 2018, our net cash flows have been increased by the new tax laws established by the Tax Cuts and Jobs Act of 2017, which reduces the federal corporate statutory income tax rate and establishes bonus depreciation that allows for full expensing of qualified assets.

We estimate that capital expenditures, net of proceeds from dispositions, will be approximately $74 million for the remainder of 2021. A quarterly cash dividend of $0.04 per share of common stock was declared in each of the first two quarters of 2021 which totaled $6.6 million. A quarterly cash dividend of $0.027 per share of common stock was declared in each of the first two quarters of 2020 which totaled $4.4 million. We currently expect to continue to pay quarterly cash dividends in the future. The payment of cash dividends in the future, and the amount of any such dividends, will depend upon our financial condition, results of operations, cash requirements, and certain corporate law requirements, as well as other factors deemed relevant by our Board of Directors. We believe our sources of liquidity are adequate to meet our current and anticipated needs for at least the next twelve months. Based upon anticipated cash flows, existing cash and cash equivalents balances, current borrowing availability and other sources of financing we expect to be available to us, we do not anticipate any significant liquidity constraints in the foreseeable future.

We maintain a credit agreement that provides for an unsecured committed credit facility with an aggregate principal amount of $30.0 million which matures in August 2023. At June 30, 2021, there was no outstanding principal balance on the facility. As of that date, we had outstanding standby letters of credit to guarantee settlement of self-insurance claims of $18.5 million and remaining borrowing availability of $11.5 million. This facility bears interest at a variable rate based on the London Interbank Offered Rate or the lender's Prime Rate, in each case plus/minus applicable margins.

Our credit facility prohibits us from paying, in any fiscal year, stock redemptions and dividends in excess of 25% of our net income from the prior fiscal year. A waiver allowing stock redemptions and dividends in excess of the 25% limitation in a total amount of up to $60 million in 2020 was obtained from the lender in November 2020. This facility also contains restrictive covenants which, among other matters, require us to maintain compliance with cash flow leverage and fixed charge coverage ratios. We were in compliance with all covenants at June 30, 2021 and December 31, 2020.

The following is a summary of our contractual obligations as of June 30, 2021.

	Payments Due by Period				
(In thousands)	Remainder of 2021	2022 And 2023	2024 And 2025	Thereafter	Total
Purchase obligations for revenue equipment	$ 52,055	$ —	$ —	$ —	$ 52,055
Operating lease obligations	245	471	116	—	832
Total	$ 52,300	$ 471	$ 116	$ —	$ 52,887

The obligation to issue shares of our common stock under our nonqualified deferred compensation plan at June 30, 2021 of 296,957 shares of Company common stock with a value of $4.9 million has been excluded from the above table.

Off-balance Sheet Arrangements

Other than standby letters of credit maintained in connection with our self-insurance programs in the amount of $18.5 million along with purchase obligations and operating leases summarized above in our summary of contractual obligations, we did not have any other material off-balance sheet arrangements at June 30, 2021.

Inflation and Fuel Costs

Most of our operating expenses are inflation-sensitive, with inflation generally producing increased costs of operations. During the last two years, the most significant effects of inflation have been on revenue equipment prices, accident claims, health insurance and employee compensation. We attempt to limit the effects of inflation through increases in freight rates and cost control efforts.

In addition to inflation, fluctuations in fuel prices can affect our profitability. We require substantial amounts of fuel to operate our tractors and power the temperature-control units on our trailers. Substantially all of our contracts with customers contain fuel surcharge provisions. Although we historically have been able to pass through a significant portion of long-term increases in fuel prices and related taxes to customers in the form of fuel surcharges and higher rates, such increases usually are not fully recovered. These fuel surcharge provisions are not effective in mitigating the fuel price increases related to non-revenue miles or fuel used while the tractor is idling.

Seasonality

Our tractor productivity generally decreases during the winter season because inclement weather impedes operations and some shippers reduce their shipments. At the same time, operating expenses generally increase, with harsh weather creating higher accident frequency, increased claims, lower fuel efficiency and more equipment repairs.

Critical Accounting Policies

Our critical accounting policies are described in "Management's Discussion and Analysis of Financial Condition and Results of Operations – Critical Accounting Policies" in our Annual Report on Form 10-K for the year ended December 31, 2020. We have reviewed and determined that those critical accounting policies remain our critical accounting policies as of and for the six months ended June 30, 2021, and that there have been no material changes to our critical accounting policies during this period.

Item 3. Quantitative and Qualitative Disclosures about Market Risk.

We are exposed to a variety of market risks, most importantly the effects of the price and availability of diesel fuel. We require substantial amounts of diesel fuel to operate our tractors and power the temperature-control units on our trailers. The price and availability of diesel fuel can vary, and are subject to political, economic and market factors that are beyond our control. Significant increases in diesel fuel costs could materially and adversely affect our results of operations and financial condition. Based upon our fuel consumption in the first six months of 2021, a 5% increase in the average cost of diesel fuel would have increased our fuel expense by $3.0 million.

We have historically been able to pass through a significant portion of long-term increases in diesel fuel prices and related taxes to customers in the form of fuel surcharges. Fuel surcharge programs are widely accepted among our customers, though they can vary somewhat from customer-to-customer. These fuel surcharges, which adjust weekly with the cost of fuel, enable us to recover a substantial portion of the higher cost of fuel as prices increase. These fuel surcharge provisions are not effective in mitigating the fuel price increases related to non-revenue miles or fuel used while the tractor is idling. In addition, we have worked diligently to control fuel usage and costs by improving our volume purchasing arrangements and optimizing our drivers' fuel purchases with national fuel centers, focusing on shorter lengths of haul, installing and tightly managing the use of auxiliary power units in our tractors to minimize engine idling and improving fuel usage in our trailers' refrigeration units.

While we do not currently have any outstanding hedging instruments to mitigate this market risk, we may enter into derivatives or other financial instruments to hedge a portion of our fuel costs in the future.

Item 4. Controls and Procedures.

As required by Rule 13a-15 under the Securities Exchange Act of 1934 (the "Exchange Act"), we have carried out an evaluation of the effectiveness of the design and operation of our disclosure controls and procedures (as defined in Exchange Act Rule 13a-15(e)) as of the end of the period covered by this report. This evaluation was carried out under the supervision and with the participation of our management, including our Chief Executive Officer and President and our Executive Vice President and Chief Financial Officer. Based upon that evaluation, our Chief Executive Officer and President and our Executive Vice President and Chief Financial Officer concluded that our disclosure controls and procedures were effective as of June 30, 2021. There were no changes in our internal control over financial reporting that occurred during the period covered by this report that have materially affected, or that are reasonably likely to materially affect, our internal control over financial reporting. We intend to periodically evaluate our disclosure controls and procedures as required by the Exchange Act Rules.

PART II. OTHER INFORMATION

Item 1A. Risk Factors.

There have been no material changes in the risk factors disclosed by us under Part I, Item 1A. Risk Factors contained in the Annual Report on Form 10-K for the year ended December 31, 2020.

Item 6. Exhibits.

Item No.	Item	Method of Filing
10.28	Named Executive Officer Compensation	Incorporated by reference to Exhibit 10.1 of the Company’s Current Report on Form 8-K filed May 10, 2021.
31.1	Certification pursuant to Item 601(b)(31) of Regulation S-K, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002, by Timothy M. Kohl, the Registrant’s Chief Executive Officer and President (Principal Executive Officer)	Filed with this Report.
31.2	Certification pursuant to Item 601(b)(31) of Regulation S-K, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002, by James J. Hinnendael, the Registrant’s Executive Vice President and Chief Financial Officer (Principal Financial Officer)	Filed with this Report.
32.1	Certification pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002	Filed with this Report.
101	The following financial information from Marten Transport, Ltd.’s Quarterly Report on Form 10-Q for the period ended June 30, 2021, filed with the SEC on August 6, 2021, formatted in iXBRL, or Inline eXtensible Business Reporting Language: (i) Consolidated Condensed Balance Sheets, (ii) Consolidated Condensed Statements of Operations, (iii) Consolidated Condensed Statements of Stockholders’ Equity, (iv) Consolidated Condensed Statements of Cash Flows, and (v) Notes to Consolidated Condensed Financial Statements	Filed with this Report.
104	The cover page from Marten Transport, Ltd.’s Quarterly Report on Form 10-Q for the period ended June 30, 2021, formatted in iXBRL, included in Exhibit 101	Filed with this Report.

SIGNATURES

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

MARTEN TRANSPORT, LTD.

Dated: August 6, 2021	By:	/s/ Timothy M. Kohl Timothy M. Kohl Chief Executive Officer and President (Principal Executive Officer)
Dated: August 6, 2021	By:	/s/ James J. Hinnendael James J. Hinnendael Executive Vice President and Chief Financial Officer (Principal Financial and Accounting Officer)

Exhibit 31.1

CERTIFICATION

I, Timothy M. Kohl, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Marten Transport, Ltd.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer(s) 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: August 6, 2021

/s/ Timothy M. Kohl
Timothy M. Kohl
Chief Executive Officer and President
(Principal Executive Officer)

Exhibit 31.2

CERTIFICATION

I, James J. Hinnendael, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Marten Transport, Ltd.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer(s) 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: August 6, 2021

/s/ James J. Hinnendael
James J. Hinnendael
Executive Vice President and Chief Financial Officer
(Principal Financial Officer)

Exhibit 32.1

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

In connection with the Quarterly Report of Marten Transport, Ltd. (the "Company") on Form 10-Q for the period ended June 30, 2021, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), each of the undersigned certifies, pursuant to 18 U.S.C. §1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that, to the best knowledge of the undersigned:

(1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; 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: August 6, 2021

/s/ Timothy M. Kohl
Timothy M. Kohl
Chief Executive Officer and President

/s/ James J. Hinnendael
James J. Hinnendael
Executive Vice President and Chief Financial Officer