

QUALITY DISTRIBUTION INC
Form 10-Q
August 08, 2008
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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-Q

(Mark One)

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

For the quarterly period ended June 30, 2008

or

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

For the transition period from to

Commission File Number: 000-24180

Quality Distribution, Inc.

(Exact name of registrant as specified in its charter)

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| | |
|---|--|
| Florida (State or other jurisdiction of incorporation or organization) | 59-3239073 (I.R.S. Employer Identification No.) |
| 4041 Park Oaks Boulevard, Suite 200, Tampa, FL (Address of Principal Executive Offices) | 33610 (Zip Code) |

813-630-5826

(Registrant's telephone number, including area code)

N/A

(Former name, former address and former fiscal year, if changed since last report)

Indicate by check mark whether the Registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the Registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. See definition of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act (check one):

Large accelerated filer

Accelerated filer

Non-accelerated filer (Do not check if a smaller reporting company)

Smaller reporting company

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

As of August 1, 2008, the registrant had 19,252,689 outstanding shares of Common Stock, no par value, outstanding.

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QUALITY DISTRIBUTION, INC.

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Table of Contents**QUALITY DISTRIBUTION, INC. AND SUBSIDIARIES****PART I FINANCIAL INFORMATION****ITEM 1 FINANCIAL STATEMENTS****Consolidated Statements of Operations****(Unaudited in 000 s, Except Per Share Amounts)**

| | Three months ended June 30, | | Six months ended June 30, | |
|---|--|-------------|--------------------------------------|-------------|
| | 2008 | 2007 | 2008 | 2007 |
| OPERATING REVENUES: | | | | |
| Transportation | \$ 151,765 | \$ 151,683 | \$ 301,024 | \$ 293,756 |
| Other service revenue | 26,677 | 19,143 | 53,422 | 36,111 |
| Fuel surcharge | 45,520 | 23,884 | 78,017 | 42,938 |
| Total operating revenues | 223,962 | 194,710 | 432,463 | 372,805 |
| OPERATING EXPENSES: | | | | |
| Purchased transportation | 131,606 | 123,427 | 251,578 | 239,374 |
| Compensation | 27,395 | 20,587 | 55,999 | 40,256 |
| Fuel, supplies and maintenance | 33,035 | 19,275 | 63,168 | 35,399 |
| Depreciation and amortization | 5,332 | 4,317 | 10,228 | 8,492 |
| Selling and administrative | 8,568 | 7,406 | 17,816 | 13,872 |
| Insurance claims | 2,865 | 4,444 | 8,427 | 11,082 |
| Taxes and licenses | 1,242 | 843 | 2,459 | 1,624 |
| Communication and utilities | 3,389 | 2,497 | 7,005 | 5,129 |
| (Gain) loss on disposal of property and equipment | (1,421) | (10) | (1,965) | 199 |
| Restructuring costs | 2,375 | | 2,375 | |
| Total operating expenses | 214,386 | 182,786 | 417,090 | 355,427 |
| Operating income | 9,576 | 11,924 | 15,373 | 17,378 |
| Interest expense | (8,640) | (8,075) | (17,791) | (15,752) |
| Interest income | 88 | 176 | 205 | 375 |
| Other (expense) income | (146) | 396 | (156) | 359 |
| Income (loss) before income taxes | 878 | 4,421 | (2,369) | 2,360 |
| Provision for (benefit from) income taxes | 526 | 2,135 | (802) | 247 |
| Net income (loss) | \$ 352 | \$ 2,286 | \$ (1,567) | \$ 2,113 |
| PER SHARE DATA: | | | | |
| Net income (loss) per common share | | | | |
| Basic | \$ 0.02 | \$ 0.12 | \$ (0.08) | \$ 0.11 |
| Diluted | \$ 0.02 | \$ 0.12 | \$ (0.08) | \$ 0.11 |
| Weighted average number of shares | | | | |
| Basic | 19,375 | 19,354 | 19,372 | 19,351 |

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| | | | | |
|---------|--------|--------|--------|--------|
| Diluted | 19,519 | 19,480 | 19,372 | 19,478 |
|---------|--------|--------|--------|--------|

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

Table of Contents**QUALITY DISTRIBUTION, INC. AND SUBSIDIARIES****Consolidated Balance Sheets****(In 000 s)****Unaudited**

| | June 30, 2008 | December 31, 2007 |
|---|--------------------------|------------------------------|
| ASSETS | | |
| Current assets: | | |
| Cash and cash equivalents | \$ 2,718 | \$ 9,711 |
| Accounts receivable, net | 110,166 | 99,081 |
| Prepaid expenses | 11,946 | 8,150 |
| Deferred tax asset, net | 20,483 | 20,483 |
| Other | 8,065 | 6,258 |
| Total current assets | 153,378 | 143,683 |
| Property and equipment, net | 135,344 | 121,992 |
| Goodwill | 173,141 | 173,575 |
| Intangibles, net | 23,550 | 24,167 |
| Non-current deferred tax asset, net | 17,095 | 16,203 |
| Other assets | 12,554 | 14,356 |
| Total assets | \$ 515,062 | \$ 493,976 |
| LIABILITIES, MINORITY INTEREST AND SHAREHOLDERS EQUITY | | |
| Current liabilities: | | |
| Current maturities of indebtedness | \$ 4,797 | \$ 413 |
| Current maturities of capital lease obligations | 2,619 | 1,451 |
| Accounts payable | 14,765 | 17,428 |
| Affiliates and independent owner-operators payable | 16,897 | 12,597 |
| Accrued expenses | 27,648 | 25,957 |
| Environmental liabilities | 3,210 | 4,751 |
| Accrued loss and damage claims | 8,612 | 13,438 |
| Income tax payable | | 555 |
| Total current liabilities | 78,548 | 76,590 |
| Long-term indebtedness, less current maturities | 365,947 | 343,575 |
| Capital lease obligations, less current maturities | 8,266 | 3,832 |
| Environmental liabilities | 6,418 | 6,418 |
| Accrued loss and damage claims | 12,507 | 18,474 |
| Other non-current liabilities | 14,895 | 15,954 |
| Total liabilities | 486,581 | 464,843 |
| Commitments and contingencies - Note 9 Minority interest in subsidiary | 1,833 | 1,833 |
| SHAREHOLDERS EQUITY | | |
| Common stock, no par value; 29,000 shares authorized; 19,732 issued and 19,528 outstanding at June 30, 2008 and 19,334 issued and 19,176 outstanding at December 31, 2007 | 362,343 | 361,617 |

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| | | |
|---|------------|------------|
| Treasury stock, 204 and 158 shares at June 30, 2008 and December 31, 2007 | (1,580) | (1,564) |
| Accumulated deficit | (127,713) | (126,146) |
| Stock recapitalization | (189,589) | (189,589) |
| Accumulated other comprehensive loss | (16,559) | (16,748) |
| Stock subscriptions receivable | (254) | (270) |
| Total shareholders' equity | 26,648 | 27,300 |
| Total liabilities, minority interest and shareholders' equity | \$ 515,062 | \$ 493,976 |

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

Table of Contents**QUALITY DISTRIBUTION, INC. AND SUBSIDIARIES****Consolidated Statements of Shareholders' Equity****For the Six Months Ended June 30, 2008 and 2007****Unaudited (In 000 s)**

| | Shares of Common Stock | Shares of Treasury Stock | Common Stock | Treasury Stock | Accumulated Deficit | Stock Recapitalization | Accumulated Other Comprehensive Loss | Stock Purchase Warrants | Stock Subscription Receivables | Total Shareholders' Equity |
|--|------------------------------|--------------------------------|-----------------|-------------------|------------------------|---------------------------|---|-------------------------------|--------------------------------------|----------------------------------|
| Balance, December 31, 2006 | 19,210 | (172) | \$ 359,995 | \$ (1,527) | \$ (118,255) | \$ (189,589) | \$ (18,531) | \$ 21 | \$ (340) | \$ 31,774 |
| Net income | | | | | 2,113 | | | | | 2,113 |
| Issuance of restricted stock | 40 | 11 | (25) | 25 | | | | | | |
| Forfeiture of restricted stock | | (2) | 11 | (11) | | | | | | |
| Amortization of restricted stock | | | 125 | | | | | | | 125 |
| Amortization of stock units | | | 14 | | | | | | | 14 |
| Amortization of non-employee options | | | 63 | | | | | | | 63 |
| Amortization of stock options | | | 606 | | | | | | | 606 |
| Stock warrant exercise | 79 | | 21 | | | | | (21) | | |
| Stock option exercise | 8 | 8 | 52 | 19 | | | | | | 71 |
| FIN 48 Adjustment | | | | | (328) | | | | | (328) |
| Amortization of prior service costs, net of a tax provision of nil | | | | | | | 47 | | | 47 |
| Translation adjustment, net of a deferred tax provision of nil | | | | | | | (215) | | | (215) |
| Balance, June 30, 2007 | 19,337 | (155) | \$ 360,862 | \$ (1,494) | \$ (116,470) | \$ (189,589) | \$ (18,699) | | \$ (340) | \$ 34,270 |
| Balance, December 31, 2007 | 19,334 | (158) | \$ 361,617 | \$ (1,564) | \$ (126,146) | \$ (189,589) | \$ (16,748) | \$ | \$ (270) | \$ 27,300 |
| Net loss | | | | | (1,567) | | | | | (1,567) |
| Issuance of restricted stock | 398 | | | | | | | | | |
| Forfeiture of restricted stock | | (45) | | | | | | | | |
| Amortization of restricted stock | | | 115 | | | | | | | 115 |
| Amortization of non-employee options | | | 62 | | | | | | | 62 |
| | | | 549 | | | | | | | 549 |

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| | | | | | | | | | |
|--|--------|-------|------------|------------|--------------|--------------|-------------|----------|-----------|
| Amortization of stock options | | | | | | | | | |
| Acquisition of treasury stock | | (1) | | (16) | | | | | 16 |
| Amortization of prior service costs and losses, net of tax | | | | | | | 129 | | 129 |
| Translation adjustment, net of tax | | | | | | | 60 | | 60 |
| Balance, June 30, 2008 | 19,732 | (204) | \$ 362,343 | \$ (1,580) | \$ (127,713) | \$ (189,589) | \$ (16,559) | \$ (254) | \$ 26,648 |

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

Table of Contents**QUALITY DISTRIBUTION, INC. AND SUBSIDIARIES****Consolidated Statements of Cash Flows****(Unaudited In 000 s)**

| | Six Months Ended June 30, | |
|---|--------------------------------------|----------------|
| | 2008 | 2007 |
| CASH FLOWS FROM OPERATING ACTIVITIES: | | |
| Net (loss) income | \$ (1,567) | \$ 2,113 |
| Adjustments to reconcile to net cash and cash equivalents (used in) provided by operating activities: | | |
| Deferred income tax benefit | (892) | (193) |
| Depreciation and amortization | 10,228 | 8,492 |
| Bad debt expense | 331 | 441 |
| (Gain) Loss on disposal of property and equipment | (1,965) | 199 |
| Stock based compensation | 726 | 807 |
| Amortization of deferred financing costs | 1,470 | 899 |
| Amortization of bond discount | 550 | 121 |
| Minority dividends | 72 | 72 |
| Changes in assets and liabilities: | | |
| Accounts and other receivables | (11,225) | (10,562) |
| Prepaid expenses | 353 | (1,650) |
| Other assets | 1,344 | 1,043 |
| Accounts payable | (2,002) | 709 |
| Accrued expenses | 1,692 | 389 |
| Environmental liabilities | (1,541) | (468) |
| Accrued loss and damage claims | (10,792) | (4,466) |
| Affiliates and independent owner-operators payable | 4,300 | 3,902 |
| Other liabilities | (1,366) | 753 |
| Current income taxes | (1,268) | (992) |
| Net cash (used in) provided by operating activities | (11,552) | 1,609 |
| CASH FLOWS FROM INVESTING ACTIVITIES: | | |
| Capital expenditures | (12,884) | (4,749) |
| Acquisition of businesses and assets | (1,395) | (3,032) |
| Boasso purchase adjustment | 1,318 | |
| Proceeds from sales of property and equipment | 3,332 | 4,243 |
| Net cash used in investing activities | (9,629) | (3,538) |
| CASH FLOWS FROM FINANCING ACTIVITIES: | | |
| Proceeds from issuance of long-term debt | 1,731 | |
| Principal payments on long-term debt | (2,153) | (700) |
| Principal payments on capital lease obligations | (948) | (603) |
| Proceeds from revolver | 74,100 | 26,800 |
| Payments on revolver | (56,830) | (26,300) |
| Payments on acquisition notes | (439) | |
| Deferred financing costs | (528) | |
| Change in book overdraft | (666) | (1,284) |
| Minority dividends | (72) | (72) |
| Other stock transactions | | 72 |

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| | | |
|---|----------|----------|
| Net cash provided by (used in) financing activities | 14,195 | (2,087) |
| Effect of exchange rate changes on cash | (7) | 53 |
| Net decrease in cash and cash equivalents | (6,993) | (3,963) |
| Cash and cash equivalents, beginning of period | 9,711 | 6,841 |
| Cash and cash equivalents, end of period | \$ 2,718 | \$ 2,878 |

Supplemental Disclosure of Cash Flow Information

Cash paid during the year for:

| | | |
|--------------|-----------|-----------|
| Interest | \$ 15,566 | \$ 14,608 |
| Income Taxes | 1,631 | 1,113 |

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

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QUALITY DISTRIBUTION, INC. AND SUBSIDIARIES

Quality Distribution, Inc. and Subsidiaries

Notes to Consolidated Financial Statements

(Unaudited)

1. Summary of Significant Accounting Policies

Basis of Presentation

In this quarterly report, unless the context otherwise requires or indicates, (i) the terms the Company, our Company, Quality Distribution, QDI, we, us and our refer to Quality Distribution, Inc. and its consolidated subsidiaries and their predecessors, (ii) the terms Quality Distribution, LLC and QD LLC refer to our wholly owned subsidiary, Quality Distribution, LLC, a Delaware limited liability company, and its consolidated subsidiaries and their predecessors, (iii) the term QD Capital refers to our wholly owned subsidiary, QD Capital Corporation, a Delaware corporation and (iv) the term Boasso refers to our wholly owned subsidiary, Boasso America Corporation, a Louisiana corporation.

We are primarily engaged in truckload transportation of bulk chemicals and also engaged in ISO tank container transportation and depot services, tank wash facility services, logistics and other value-added services. We conduct a significant portion of our business through a network of company terminals, affiliates and independent owner-operators. Affiliates are independent companies, which enter into various term contracts with the Company. Affiliates are responsible for paying for their own power equipment (including debt service), fuel and other operating costs. Certain affiliates lease trailers from us. Owner-operators are independent contractors, who, through a contract with us, supply one or more tractors and drivers for our use. Contracts with owner-operators may be terminated by either party on short notice. We charge affiliates and third parties for the use of tractors and trailers as necessary. In exchange for the services rendered, affiliates and owner-operators are normally paid a percentage of the revenues generated for each load hauled.

Our accompanying unaudited consolidated financial statements have been prepared in accordance with the instructions to Form 10-Q and Article 10 of Regulation S-X and do not include all of the information and notes required by accounting principles generally accepted in the United States (U.S. GAAP) for complete financial statements. In the opinion of management, all adjustments (consisting of normal recurring adjustments and accruals) considered necessary for a fair statement of consolidated financial position, results of operations and cash flows have been included. The year ended consolidated balance sheet data was derived from audited financial statements, but does not include all the disclosures required by U.S. GAAP. For further information, refer to our Annual Report on Form 10-K for the year ended December 31, 2007, including the consolidated financial statements and accompanying notes. Certain prior-period amounts have been reclassified to conform to the current year's presentation.

Operating results for the three and six months ended June 30, 2008 are not necessarily indicative of the results that may be expected for the entire fiscal year.

New Accounting Pronouncements

In December 2007, the FASB issued SFAS No. 141 (revised 2007), *Business Combinations* (SFAS 141R). This statement significantly changes the financial accounting and reporting of business combination transactions. The provisions of this statement are to be applied prospectively to business combination transactions in the first annual reporting period beginning on or after December 15, 2008. The impact of adopting SFAS 141R will depend on the nature, terms and size of business combinations completed after the effective date.

In December 2007, the FASB issued SFAS No. 160, *Noncontrolling Interests in Consolidated Financial Statements – an amendment of ARB No. 51* (SFAS 160). SFAS 160 establishes accounting and reporting standards for noncontrolling interests in subsidiaries. This statement requires the reporting of all noncontrolling interests as a separate component of stockholders' equity, the reporting of consolidated net income (loss) as the amount attributable to both the parent and the noncontrolling interests and the separate disclosure of net income (loss) attributable to the parent and to the noncontrolling interests. In addition, this statement provides accounting and reporting guidance related to changes in noncontrolling ownership interests. Other than the reporting requirements described above which require retrospective application, the provisions of SFAS 160 are to be applied prospectively in the first annual reporting period beginning on or after December 15, 2008. We are currently evaluating the impact of this standard on our consolidated financial statements.

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QUALITY DISTRIBUTION, INC. AND SUBSIDIARIES

In April 2008 the FASB issued FASB Staff Position No. FAS 142-3, *Determination of the Useful Life of Intangible Assets* (FSP FAS 142-3). FSP FAS 142-3 amends the factors that should be considered in developing renewal or extension assumptions used to determine the useful life of a recognized intangible asset under FASB Statement No. 142, *Goodwill and Other Intangible Assets*. More specifically, FSP FAS 142-3 removes the requirement under paragraph 11 of SFAS 142 to consider whether an intangible asset can be renewed without substantial cost or material modifications to the existing terms and conditions and instead, requires an entity to consider its own historical experience in renewing similar arrangements. FSP FAS 142-3 also requires expanded disclosure related to the determination of intangible asset useful lives. We are currently evaluating the potential impact the adoption of FSP FAS 142-3 will have on our consolidated financial statements.

In May 2008, the FASB issued SFAS No.162, *The Hierarchy of Generally Accepted Accounting Principles* (SFAS 162), which identifies the sources of accounting principles and the framework for selecting the principles used in the preparation of financial statements of nongovernmental entities that are presented in conformity with U.S. GAAP. SFAS 162 is effective 60 days following the Securities and Exchange Commission's approval of the Public Company Accounting Oversight Board amendments to AU Section 411, *The Meaning of Present Fairly in Conformity with Generally Accepted Accounting Principles*. We do not expect the adoption of SFAS 162 to have a material effect on our financial statements or related disclosures.

In June 2008 the FASB Issued EITF No. 08-3, *Accounting by Lessees for Nonrefundable Maintenance Deposits* (EITF No. 08-3). EITF No. 08-3 requires that nonrefundable maintenance deposits paid by a lessee under an arrangement accounted for as a lease be accounted for as a deposit asset until the underlying maintenance is performed. When the underlying maintenance is performed, the deposit may be expensed or capitalized in accordance with the lessee's maintenance accounting policy. Upon adoption entities must recognize the effect of the change as a change in accounting principal. We are currently evaluating the potential impact the adoption of EITF No. 08-3 will have on our consolidated financial statements.

Adoption of Statement of Financial Accounting Standards No. 157 and No. 159

In February 2007, the FASB issued SFAS No. 159, *The Fair Value Option for Financial Assets and Liabilities*, (SFAS 159). SFAS 159 permits entities to choose to measure many financial instruments and certain other items at fair value. If the fair value option is elected, unrealized gains and losses will be recognized in earnings at each subsequent reporting date. On January 1, 2008, we adopted the provisions of SFAS 159, which did not have an impact on the consolidated financial statements.

On January 1, 2008, we adopted the provisions of Statement of Financial Accounting Standards No. 157, *Fair Value Measurements*, (SFAS 157). SFAS 157 defines fair value and provides guidance for measuring fair value and expands disclosures about fair value measurements. SFAS 157 does not require any new fair value measurements, but rather applies to all other accounting pronouncements that require or permit fair value measurements. In February 2008, the FASB issued final Staff Position No. FAS 157-1, *Application of FASB Statement No. 157 to FASB Statement No. 13 and Other Accounting Pronouncements that Address Fair Value Measurements for Purposes of Lease Classification or Measurement under Statement 13*, which amended SFAS 157 to exclude FASB Statement No. 13 and its related interpretive accounting pronouncements that address leasing transactions. In February 2008, the FASB also issued final Staff Position No. FAS 157-2, *Effective Date of FASB Statement No. 157*, to allow a one-year deferral of adoption of SFAS 157 for nonfinancial assets and nonfinancial liabilities that are recognized or disclosed at fair value in the financial statements on a nonrecurring basis. We have elected this one-year deferral and thus will not apply the provisions of SFAS 157 to nonfinancial assets and nonfinancial liabilities that are recognized at fair value in the financial statements on a nonrecurring basis until our fiscal year beginning January 1, 2009.

SFAS 157 enables the reader of the financial statements to assess the inputs used to develop fair value measurements by establishing a hierarchy for ranking the quality and reliability of the information used to determine fair values. SFAS 157 requires that assets and liabilities carried at fair value be classified and disclosed in one of the following three categories:

- Level 1: Quoted market prices in active markets for identical assets or liabilities.
- Level 2: Observable market based inputs or unobservable inputs that are corroborated by market data.
- Level 3: Unobservable inputs that are not corroborated by market data.

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We have no financial assets or financial liabilities that require application of SFAS 157.

We generally apply fair value techniques on a nonrecurring basis associated with (1) valuing potential impairment loss related to goodwill and indefinite-lived intangible assets accounted for pursuant to SFAS No. 142 and (2) valuing potential impairment loss related to long-lived assets accounted for pursuant to SFAS No. 144.

Acquisition of Business Assets*Acquisition of Boasso America Corporation*

On December 18, 2007, we acquired 100% of the stock of Boasso. The results of Boasso have been included in our results since the date of acquisition.

The purchase price of Boasso was initially allocated to the assets acquired and liabilities assumed according to their estimated fair values at the time of the acquisition. In April 2008, pursuant to the stock purchase agreement, and based on an evaluation of the net working capital as of the date of acquisition, approximately \$1.3 million was refunded to us. The allocation of the purchase price is as follows (in thousands):

| | |
|--|-----------|
| Working capital, net of cash | \$ 8,312 |
| Property and equipment | 7,209 |
| Other long-term assets | 81 |
| Non-compete agreements | 400 |
| Customer related intangibles | 11,900 |
| Tradenname | 9,800 |
| Long-term debt and capital lease obligations | (4,512) |
| Deferred tax liabilities | (9,435) |
| Goodwill | 29,983 |
| | \$ 53,738 |

The customer-related intangible assets relate to acquired customer relationships, and are being amortized over a twelve-year weighted-average useful life on a straight-line basis. The tradenname has an indefinite useful life. The allocation of the purchase price to the assets acquired and liabilities assumed may be subject to further adjustment. The goodwill acquired in this acquisition is not tax deductible, and has been allocated to the Container Services segment.

Other Acquisitions

During 2008, we purchased two transportation companies and an affiliate for \$2.1 million, in the aggregate, of which \$1.4 million was paid in cash at closing and the remaining \$0.7 million is payable over future periods. Of the total \$2.1 million, we allocated \$1.0 million to property and equipment, \$0.8 million to goodwill, and \$0.3 million to other intangible assets such as non-compete agreements.

Goodwill and Intangible Assets*Goodwill*

Under SFAS 142, Goodwill and Other Intangible Assets, goodwill is subject to an annual impairment test as well as impairment assessments of certain triggering events. SFAS 142 requires us to compare the fair value of the reporting unit to its carrying amount to determine if there is a potential impairment. If the fair value of the reporting unit is less than its carrying amount, an impairment loss is recorded to the extent the carrying amount of the goodwill within the reporting unit is greater than the implied fair value of goodwill.

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We perform our impairment test annually during the second quarter with a measurement date of June 30th. No impairment was determined to have occurred as of June 30, 2008, since the calculated fair value exceeded the carrying amount.

Our goodwill assets as of June 30, 2008 and December 31, 2007, were \$173.1 million and \$173.6 million, respectively. In 2008, goodwill increased \$0.9 million due to the acquisition of three businesses offset by a decrease of

Table of Contents**QUALITY DISTRIBUTION, INC. AND SUBSIDIARIES**

\$1.3 million related to a purchase price adjustment based upon net working capital as of the date of the acquisition of Boasso. In 2007, goodwill increased \$30.0 million from the acquisition of Boasso and \$3.3 million from the purchase of eight other businesses in 2007.

Intangible Assets

Intangible assets at June 30, 2008 were as follows:

| | Gross value | Accumulated amortization | Net book value | Average lives (in years) |
|------------------------|-------------|--------------------------|----------------|--------------------------|
| Tradename | \$ 9,800 | \$ | \$ 9,800 | Indefinite |
| Customer relationships | 11,998 | (519) | 11,479 | 12 |
| Non-compete agreements | 3,053 | (782) | 2,271 | 3 5 |
| | \$ 24,851 | \$ (1,301) | \$ 23,550 | |

Intangible assets at December 31, 2007 were as follows:

| | Gross value | Accumulated amortization | Net book value | Average lives (in years) |
|------------------------|-------------|--------------------------|----------------|--------------------------|
| Tradename | \$ 9,800 | \$ | \$ 9,800 | Indefinite |
| Customer relationships | 11,998 | (13) | 11,985 | 12 |
| Non-compete agreements | 2,825 | (443) | 2,382 | 3 5 |
| | \$ 24,623 | \$ (456) | \$ 24,167 | |

Amortization expense for the six months ended June 30, 2008 and 2007 was \$0.8 million and \$0.1 million, respectively. Remaining intangible assets will be amortized to expense as follows (in thousands):

| | |
|----------------|-----------|
| 2008 remaining | \$ 859 |
| 2009 | 1,665 |
| 2010 | 1,615 |
| 2011 | 1,439 |
| 2012 and after | 8,172 |
| Total | \$ 13,750 |

2. Comprehensive Income (Loss)

Comprehensive income (loss) is as follows (in thousands):

| | |
|--------------------------------|------------------------------|
| Three months ended June 30, | Six months ended June 30, |
|--------------------------------|------------------------------|

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| | 2008 | 2007 | 2008 | 2007 |
|--|--------|----------|------------|----------|
| Net income (loss) | \$ 352 | \$ 2,286 | \$ (1,567) | \$ 2,113 |
| Other comprehensive income (loss): | | | | |
| Amortization of prior service costs | 111 | 47 | 129 | 47 |
| Foreign currency translation adjustments | (23) | (211) | 60 | (215) |
| Comprehensive income (loss) | \$ 440 | \$ 2,122 | \$ (1,378) | \$ 1,945 |

Table of Contents**QUALITY DISTRIBUTION, INC. AND SUBSIDIARIES****3. Income (Loss) Per Share**

A reconciliation of the numerators and denominators of the basic and diluted loss per share computations follows (in thousands except per share amounts):

| | June 30, 2008 | | Three months ended | | June 30, 2007 | |
|---|---------------------------|-------------------------|---------------------|------------------------------|-------------------------|---------------------|
| | Net income (numerator) | Shares (denominator) | Per-share amount | Net income (numerator) | Shares (denominator) | Per-share amount |
| Basic earnings available to common shareholders: | | | | | | |
| Net income | \$ 352 | 19,202 | \$ 0.02 | \$ 2,286 | 19,354 | \$ 0.12 |
| Effect of dilutive securities: | | | | | | |
| Stock options | | 2 | | | 85 | |
| Unvested restricted stock | | 142 | | | 39 | |
| Stock units | | | | | 2 | |
| Diluted earnings available to common shareholders: | | | | | | |
| Net income | \$ 352 | 19,346 | \$ 0.02 | \$ 2,286 | 19,480 | \$ 0.12 |

| | June 30, 2008 | | Six months ended | | June 30, 2007 | |
|--|-------------------------|-------------------------|---------------------|------------------------------|-------------------------|---------------------|
| | Net loss (numerator) | Shares (denominator) | Per-share amount | Net income (numerator) | Shares (denominator) | Per-share amount |
| Basic (loss) earnings available to common shareholders: | | | | | | |
| Net (loss) income | \$ (1,567) | 19,133 | \$ (0.08) | \$ 2,113 | 19,351 | \$ 0.11 |
| Effect of dilutive securities: | | | | | | |
| Stock options | | | | | 86 | |
| Unvested restricted stock | | | | | 39 | |
| Stock units | | | | | 2 | |
| Diluted (loss) earnings available to common shareholders: | | | | | | |
| Net (loss) income | \$ (1,567) | 19,133 | \$ (0.08) | \$ 2,113 | 19,478 | \$ 0.11 |

There is no effect of our stock options and restricted stock in the computation of diluted earnings per share for the six months ended June 30, 2008 due to a net loss.

Table of Contents**QUALITY DISTRIBUTION, INC. AND SUBSIDIARIES**

The following securities were not included in the calculation of diluted earnings per share because such inclusion would be anti-dilutive (in thousands):

| | Three months ended | | Six months ended | |
|---------------------------|--------------------|-------|------------------|-------|
| | June 30, | | June 30, | |
| | 2008 | 2007 | 2008 | 2007 |
| Stock options | 2,799 | 1,740 | 2,801 | 1,736 |
| Unvested restricted stock | | 34 | 142 | 27 |
| Stock units | | 3 | | 3 |

4. Stock-Based Compensation

We maintain performance incentive plans under which stock options, restricted shares, and stock units may be granted to employees, non-employee directors, consultants and advisors. As of June 30, 2008, we have three stock-based compensation plans.

We recognize expense for stock-based compensation based upon estimated grant date fair value. We apply the Black-Scholes valuation model in determining the fair value of share-based payments to employees. The resulting compensation expense is recognized over the requisite service period, which is generally the awards' vesting term. Compensation expense is recognized only for those awards expected to vest, with forfeitures estimated based on our historical experience and future expectations. All stock-based compensation expense is classified within Compensation on the Consolidated Statement of Operations. None of the stock-based compensation was capitalized during 2008.

The fair value of options granted during the first six months of 2008 and 2007 was based upon the Black-Scholes option-pricing model. The expected term of the options represents the estimated period of time until exercise giving consideration to the contractual terms, vesting schedules and expectations of future employee behavior. For 2008, expected stock price volatility is based on the historical volatility of our common stock, which began trading on November 13, 2003. The risk-free interest rate is based on the U.S. Treasury yield curve in effect at the time of grant with an equivalent remaining term. The Company has not paid dividends in the past and does not currently plan to pay any dividends in the foreseeable future. The Black-Scholes model was used with the following weighted average assumptions:

| | 2008 | 2007 |
|-------------------|---------|---------|
| Risk free rate | 3.19% | 4.65% |
| Expected life | 5 years | 5 years |
| Volatility | 67.1% | 68.5% |
| Expected dividend | nil | nil |

We issued options for 227,000 shares to various employees with an exercise price of \$4.50 on January 2, 2008. The exercise price of the options was based on the fair market value of our stock at the date of the grant. We also issued 73,326 shares of restricted stock on January 2, 2008 to certain directors as part of their annual compensation package. On April 23, 2008, we issued options with an exercise price of \$3.17 for 105,000 shares, of which 80,000 shares were issued to our Chairman of the Board and 25,000 to an officer. On June 4, 2008, we issued a total of 17,910 restricted shares to certain members of our Board of Directors.

Table of Contents**QUALITY DISTRIBUTION, INC. AND SUBSIDIARIES**

The following table summarizes stock-based compensation expense (in thousands):

| | Three months ended June 30, | | Six months ended June 30, | |
|-----------------------|--------------------------------|--------|------------------------------|--------|
| | 2008 | 2007 | 2008 | 2007 |
| Stock options | \$ 268 | \$ 339 | \$ 549 | \$ 668 |
| Restricted stock, net | 37 | 60 | 177 | 125 |
| Stock units | | 7 | | 14 |
| | \$ 305 | \$ 406 | \$ 726 | \$ 807 |

The following table summarizes unrecognized stock-based compensation and the weighted average period over which such stock-based compensation is expected to be recognized as of June 30, 2008 (in thousands):

| | In \$ | Remaining years |
|-----------------------|----------|--------------------|
| Stock options | \$ 2,544 | 4 |
| Restricted stock, net | 775 | 4 |
| | \$ 3,319 | |

These amounts do not include the cost of any additional awards that may be granted in future periods nor any changes in our forfeiture rate. No options were exercised during the six months ended June 30, 2008.

5. Employee Benefit Plans

We maintain two noncontributory defined benefit plans resulting from a prior acquisition that cover certain full-time salaried employees and certain other employees under a collective bargaining agreement. Retirement benefits for employees covered by the salaried plan are based on years of service and compensation levels. The monthly benefit for employees under the collective bargaining agreement plan is based on years of service multiplied by a monthly benefit factor. Pension costs are funded in accordance with the provisions of the applicable law.

We use a December 31st measurement date for both of our plans.

The components of estimated net periodic pension cost are as follows (in thousands):

| | Three Months Ended June 30, | | Six Months Ended June 30, | |
|------------------------------------|--------------------------------|-------|------------------------------|---------|
| | 2008 | 2007 | 2008 | 2007 |
| Service cost | \$ 54 | \$ 64 | \$ 107 | \$ 128 |
| Interest cost | 682 | 670 | 1,365 | 1,340 |
| Amortization of prior service cost | 23 | 24 | 47 | 47 |
| Amortization of loss | 88 | 104 | 176 | 208 |
| Expected return on plan assets | (800) | (822) | (1,601) | (1,642) |
| Net periodic pension cost | 47 | 40 | 94 | 81 |

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We have contributed \$0.3 million to our pension plans during the six months ended June 30, 2008, and we expect to contribute \$0.6 million during the remainder of 2008.

Table of Contents**QUALITY DISTRIBUTION, INC. AND SUBSIDIARIES****6. Restructuring**

During the quarter ended June 30, 2008, we committed to a plan of restructure resulting in the termination of approximately 75 employees and certain contracts. As a result, we recorded a restructuring charge in our second quarter of \$2.4 million of which the majority relates to our trucking segment. As of June 30, 2008, approximately \$1.3 million was accrued related to these termination payments which are expected to be paid through the remainder of fiscal 2008 and 2009.

We account for restructuring costs associated with one-time termination benefits, costs associated with lease and contract terminations and other related exit activities in accordance with SFAS No. 146 Accounting for Costs Associated with Exit or Disposal Activities .

In the three months ended June 30, 2008, we had the following activity in our restructuring accruals:

| | Balance at March 31, 2008 | Additions | Payments | Reductions | Balance at June 30, 2008 |
|---------------------|------------------------------|-----------|----------|------------|-----------------------------|
| Restructuring costs | \$ | \$ 2,375 | \$ (690) | \$ (375) | \$ 1,310 |

7. Segment Reporting*Reportable Segments*

Prior to 2008, we reported our financial information as a single segment. Beginning January 1, 2008, we have two reportable business segments for financial reporting purposes that are distinguished primarily on the basis of services offered:

Trucking, which consists of truckload transportation of bulk chemicals; and

Container Services, specifically International Organization for Standardization, or ISO tank container transportation and depot services.

Due to the acquisition of Boasso in December 2007, we further enhanced our scope of services in the ISO tank container transportation and depot services market so that management now evaluates isolated revenues associated with these services and with trucking.

Segment revenues and operating income include the allocation of fuel surcharge. The operating income reported in our segments excludes amounts reported in Other operating income, such as corporate and other unallocated amounts. Corporate and unallocated amounts include depreciation and amortization and other gains and losses. Although these amounts are excluded from the business segment results, they are included in reported consolidated earnings. Included in Other revenue are revenues from our tank wash services and other value-added services. We have not provided specific asset information by segment, as it is not regularly provided to our chief operating decision maker for review.

Table of Contents**QUALITY DISTRIBUTION, INC. AND SUBSIDIARIES**

Summarized segment data and a reconciliation to income (loss) before income taxes are as follows (in thousands):

| | Three Months Ended June 30, | | Six Months Ended June 30, | |
|--|--------------------------------|-----------------|------------------------------|-----------------|
| | 2008 | 2007 | 2008 | 2007 |
| Operating revenues: | | | | |
| Trucking | \$ 182,295 | \$ 171,453 | \$ 349,923 | \$ 332,571 |
| Container Services | 22,387 | 2,403 | 44,270 | 4,504 |
| Other revenue | 19,280 | 20,854 | 38,270 | 35,730 |
| Total | 223,962 | 194,710 | 432,463 | 372,805 |
| Operating income: | | | | |
| Trucking | 8,925 | 14,830 | 15,700 | 22,990 |
| Container Services | 2,070 | (559) | 4,077 | (208) |
| Other operating income | 2,492 | 1,960 | 3,859 | 3,287 |
| Total segment operating income | 13,487 | 16,231 | 23,636 | 26,069 |
| Depreciation and amortization expense | 5,332 | 4,317 | 10,228 | 8,492 |
| Other (income) expense | (1,421) | (10) | (1,965) | 199 |
| Total | 9,576 | 11,924 | 15,373 | 17,378 |
| Interest expense | 8,640 | 8,075 | 17,791 | 15,752 |
| Interest income | (88) | (176) | (205) | (375) |
| Other expense (income) | 146 | (396) | 156 | (359) |
| Income (loss) before income taxes | \$ 878 | \$ 4,421 | \$ (2,369) | \$ 2,360 |

Table of Contents**QUALITY DISTRIBUTION, INC. AND SUBSIDIARIES***Geographic Segments*

Our operations are located primarily in the United States, Canada and Mexico. Inter-area sales are not significant to the total revenue of any geographic area. Information about our operations in different geographic areas for the three and six months ended June 30, 2008 and 2007 is as follows (in thousands):

| | Three Months Ended June 30, 2008 | | |
|--------------------------|---|----------------------|---------------------|
| | U. S. | International | Consolidated |
| Total operating revenues | \$ 208,947 | \$ 15,015 | \$ 223,962 |
| Operating income | 8,043 | 1,533 | 9,576 |
| | Three Months Ended June 30, 2007 | | |
| | U. S. | International | Consolidated |
| Total operating revenues | \$ 180,151 | \$ 14,559 | \$ 194,710 |
| Operating income | 10,100 | 1,824 | 11,924 |
| | Six Months Ended June 30, 2008 | | |
| | U. S. | International | Consolidated |
| Total operating revenues | \$ 403,869 | \$ 28,594 | \$ 432,463 |
| Operating income | 12,239 | 3,134 | 15,373 |
| | As of June 30, 2008 | | |
| Identifiable assets (1) | \$ 151,776 | \$ 7,118 | \$ 158,894 |
| | Six Months Ended June 30, 2007 | | |
| | U. S. | International | Consolidated |
| Total operating revenues | \$ 345,289 | \$ 27,516 | \$ 372,805 |
| Operating income | 13,686 | 3,692 | 17,378 |
| | As of December 31, 2007 | | |
| Identifiable assets (1) | \$ 138,827 | \$ 7,332 | \$ 146,159 |

(1) Includes property and equipment and intangible assets.

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QUALITY DISTRIBUTION, INC. AND SUBSIDIARIES

8. Income Taxes

We adopted FASB Interpretation 48, *Accounting for Uncertain Income Tax Positions* (FIN 48), at the beginning of fiscal year 2007. As a result of the implementation, we recognized an increase to reserves for uncertain tax positions of \$0.3 million. The increase to the reserve was accounted for as an adjustment to the beginning balance of retained earnings on the balance sheet.

At December 31, 2007, we had approximately \$3.2 million of total gross unrecognized tax benefits. Of this total, \$2.2 million (net of federal benefit on state tax issues) represents the amount of unrecognized tax benefits that, if recognized would favorably affect the effective income tax rate in any future periods. Included in the balance of gross unrecognized tax benefits at December 31, 2007, is \$0.8 million related to tax positions for which it is reasonably possible that the total amounts could significantly change during the next twelve months due to expiration of statute of limitations. For the three months ended June 30, 2008, the net change to our gross unrecognized tax benefits was \$(0.6) million. Of this amount, \$(0.1) million relates to amounts paid in state settlement and \$(0.5) million relates to reversals as a result of the settlement. Our total gross unrecognized tax benefit at June 30, 2008 is \$2.6 million.

Our continuing practice is to recognize interest and/or penalties related to income tax matters in income tax expense. We had \$1.3 million (net of federal tax benefit) accrued for interest and \$0.5 million accrued for penalties at December 31, 2007. Total amount accrued for interest and penalties at June 30, 2008 is \$1.9 million.

We are subject to the income tax jurisdiction of the U.S., Canada, and Mexico, as well as income tax of multiple state jurisdictions. We believe we are no longer subject to U.S. federal income tax examinations for years before 2005, to international examinations for years before 2003 and with few exceptions, to state exams before 2004.

The effective tax rates for the three months ended June 30, 2008 and 2007 were approximately 60.0% and 48.3%, respectively. The effective tax rates for the six months ended June 30, 2008 and 2007 were approximately 33.9% and 52.8%, respectively (exclusive of a \$1.0 million tax benefit in 2007). Income taxes for the six months ended June 30, 2007 includes the recognition of a previously unrecognized \$1.0 million deferred tax asset related to prior periods. We believe this item was neither material to any of the prior periods affected nor material to our 2007 results. We expect our effective annual income tax rate for the year ended December 31, 2008 to range from approximately 32% to 39%.

9. Commitments and Contingencies

Environmental Matters

It is our policy to comply with all applicable environmental, safety, and health laws. We also are committed to the principles of Responsible Care®, an international chemical industry initiative to enhance the industry's responsible management of chemicals. We have obtained independent certification that our management system is in place and functions according to professional standards and we continue to evaluate and continuously improve our Responsible Care® Management System performance.

We are potentially subject to strict, joint and several liability for investigating and rectifying the consequences of spills and other releases of such substances under expansive federal, state and foreign environmental laws. Under certain of these laws, we could also be subject to allegations of liability for the activities of our affiliates or owner-operators.

From time to time, we have incurred remedial costs and regulatory penalties with respect to chemical or wastewater spills and releases at our facilities and on the road, and, notwithstanding the existence of our environmental management program, we cannot assure that such obligations will not be incurred in the future, predict with certainty the extent of future liabilities and costs under environmental, health, and safety laws, or assure that such liabilities will not result in a material adverse effect on our business, financial condition, operating results or cash flow.

Reserves

Our policy is to accrue remediation expenses when it is probable that such efforts will be required and the related expenses can be reasonably estimated. Estimates of costs for future environmental compliance and remediation may be adversely affected by such factors as changes in environmental laws and regulatory requirements, the availability and application of technology, the identification of currently unknown potential

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remediation sites and the allocation of costs among the potentially responsible parties under the applicable statutes. The recorded liabilities are adjusted periodically as remediation efforts progress or as additional technical or legal information becomes available. As of June 30, 2008 and December 31, 2007, we had reserves in the amount of \$9.6 million and \$11.2 million, respectively, for all environmental matters discussed below.

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QUALITY DISTRIBUTION, INC. AND SUBSIDIARIES

The balances presented include both long term and current environmental reserves. We expect these environmental obligations to be paid over the next five years. Additions to the environmental liability reserves are classified on the Consolidated Statements of Operations within the Selling and administrative category.

Property Contamination Liabilities

We have been named as (or are alleged to be) a potentially responsible party under the Comprehensive Environmental Response, Compensation and Liability Act of 1980, as amended (CERCLA) and similar state laws at approximately 26 sites. At three of the 26 sites, we will be participating in the initial studies to determine site remediation objectives. Since our overall liability cannot be estimated at this time, we have set reserves for only the initial remedial investigation phase. At 17 of the 26 sites, we are one of many parties with alleged liability and are negotiating with Federal, State or private parties on the scope of our obligations, if any. At three of the 17 sites, we have explicitly denied any liability and since there has been no subsequent demand for payment we have not established a reserve for these matters. We have estimated future expenditures for these off-site multi-party environmental matters, to be in the range of \$2.3 million to \$3.8 million.

At six sites, we are the only responsible party and are in the process of conducting investigations and/or remediation projects. Four of these projects relate to operations conducted by Chemical Leaman Corporation and its subsidiaries (CLC) prior to our acquisition of and merger with CLC in 1998. These four sites are: (1) Bridgeport, New Jersey; (2) William Dick, Pennsylvania; (3) Tonawanda, New York; and (4) Scary Creek, West Virginia. The remaining two investigations and potential remediation were triggered by the New Jersey Industrial Site Remediation Act (ISRA), which requires such investigations and remediation following the sale of industrial facilities. Each of these sites is discussed in more detail below. We have estimated future expenditures for these four properties to be in the range of \$7.3 million to \$16.7 million.

Bridgeport, New Jersey

QDI is required under the terms of two federal consent decrees to perform remediation at this operating truck terminal and tank wash site. CLC entered into consent orders with the U.S. Environmental Protection Agency (USEPA) in May 1991 for the treatment of groundwater and in October 1998 for the removal of contamination in the wetlands. In addition, we were required to assess the removal of contaminated soils.

The groundwater treatment remedy negotiated with USEPA calls for a treatment facility for in place treatment of groundwater contamination via in-situ treatment and a local discharge. Treatment facility construction was completed in early 2007. Wetlands contamination has been remediated with localized restoration expected to be completed shortly. In regard to contaminated soils, we believe that USEPA is now in the process of finalizing a feasibility study for the limited areas that show contamination and warrant additional investigation or work. We have estimated expenditures to be in the range of \$4.1 million to \$8.5 million.

William Dick, Pennsylvania

CLC entered into a consent order with the Pennsylvania DEP (PADEP) and USEPA in October 1995 obligating it to provide a replacement water supply to area residents, treat contaminated groundwater, and perform remediation of contaminated soils at this former wastewater disposal site. The replacement water supply is complete. We completed construction of a treatment facility with local discharge for groundwater treatment in the fourth quarter of 2007. Plant start-up issues are on-going. The agencies have approved a contaminated soils remedy, which requires both thermal treatment of contaminated soils and treatment of residuals via soil vapor extraction (SVE). The remedy expanded to include off-site shipment of contaminated soils. Soil treatment was completed in September 2007. Site sampling has been conducted and the results indicate that the soil clean-up objectives have not been fully achieved. Negotiations are on-going with USEPA over further remedial actions that may be needed at the site. We have estimated expenditures to be in the range of \$0.6 million to \$3.4 million.

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QUALITY DISTRIBUTION, INC. AND SUBSIDIARIES

Other Properties

Scary Creek, West Virginia: CLC received a clean up notice from the State environmental authority in August 1994. The State and we have agreed that remediation can be conducted under the State's voluntary clean-up program (instead of the state superfund enforcement program). We are currently completing the originally planned remedial investigation and the additional site investigation work.

Tonawanda, New York: CLC entered into a consent order with the New York Department of Environmental Conservation on June 22, 1999 obligating it to perform soil and groundwater remediation at this former truck terminal and tank wash site. We have completed a remedial investigation and a feasibility study. The State issued a record of decision in May 2006. The site is currently in Remedial Design phase.

ISRA New Jersey Facilities: We are obliged to conduct investigations and remediation at two current or former New Jersey tank wash and terminal sites pursuant to the state's Industrial Sites Remediation Act, which requires such remediation following the sale of facilities after 1983. These sites are in the process of remedial investigation with projections set in contemplation of limited soil remediation expense for contaminated areas. The former owner of a third site has agreed to take responsibility for it so we are not currently taking action under ISRA for the site.

We have estimated future expenditures for Scary Creek, Tonawanda and ISRA to be in the range of \$2.6 million to \$4.8 million.

Other Legal Matters

We are from time to time involved in routine litigation incidental to the conduct of our business. We believe that no such routine litigation currently pending against us, if adversely determined, would have a material adverse effect on our consolidated financial position, results of operations or cash flows.

10. Guarantor Subsidiaries

The 9% Senior Subordinated Notes due 2010 and the Senior Floating Rate Notes due 2012 issued by QD LLC and QD Capital are unconditionally guaranteed on a senior subordinated basis pursuant to guarantees by all of our direct and indirect domestic subsidiaries, and by QDI. Each of our direct and indirect subsidiaries, including QD LLC, is 100% owned. All non-domestic subsidiaries including Levy Transport, Ltd. are non-guarantor subsidiaries. QD Capital has no material assets or operations.

QD LLC conducts substantially all of its business through and derives virtually all of its income from its subsidiaries. Therefore, its ability to make required principal and interest payments with respect to its indebtedness depends on the earnings of subsidiaries and its ability to receive funds from its subsidiaries through dividend and other payments. The subsidiary guarantors are wholly owned subsidiaries of QD LLC and have fully and unconditionally guaranteed the 9% Senior Subordinated Notes and the Senior Floating Rate Notes on a joint and several basis.

We have not presented separate financial statements and other disclosures concerning subsidiary guarantors because management has determined such information is not material to the holders of the above-mentioned notes.

The following condensed consolidating financial information for QDI, QD LLC, QD Capital (which has no assets or operations), non-guarantor subsidiaries and combined guarantor subsidiaries presents:

Condensed consolidating balance sheets at June 30, 2008 and December 31, 2007 and condensed consolidating statements of operations for the three and six-month periods ended June 30, 2008 and June 30, 2007 and the condensed consolidating statements of cash flows for each of the six-month periods ended June 30, 2008 and June 30, 2007.

Elimination entries necessary to consolidate the parent company and all its subsidiaries.

Table of Contents**QUALITY DISTRIBUTION, INC. AND SUBSIDIARIES****Consolidating Statements of Operations****For the Three Months Ended June 30, 2008****Unaudited - (In 000 s)**

| | QDI | QD LLC and QD Capital | Guarantor Subsidiaries | Non-Guarantor Subsidiaries | Eliminations | Consolidated |
|---|-----|--------------------------|---------------------------|-------------------------------|--------------|--------------|
| Operating revenues: | | | | | | |
| Transportation | | | 151,765 | | | 151,765 |
| Other service revenue | | | 26,578 | 99 | | 26,677 |
| Fuel surcharge | | | 45,520 | | | 45,520 |
| Total operating revenues | | | 223,863 | 99 | | 223,962 |
| Operating expenses: | | | | | | |
| Purchased transportation | | | 131,606 | | | 131,606 |
| Compensation | | | 27,395 | | | 27,395 |
| Fuel, supplies and maintenance | | | 33,035 | | | 33,035 |
| Depreciation and amortization | | | 5,310 | 22 | | 5,332 |
| Selling and administrative | | 112 | 8,442 | 14 | | 8,568 |
| Insurance claims | | | 2,855 | 10 | | 2,865 |
| Taxes and Licenses | | | 1,243 | (1) | | 1,242 |
| Communication and utilities | | | 3,389 | | | 3,389 |
| (Gain)/loss on disposal of property and equipment | | | (1,421) | | | (1,421) |
| Restructuring costs | | | 2,375 | | | 2,375 |
| Operating (loss) income | | (112) | 9,634 | 54 | | 9,576 |
| Interest (expense) income, non-related party, net | (2) | (8,046) | (530) | 26 | | (8,552) |
| Interest income (expense), related party, net | | 1,543 | (1,672) | 129 | | |
| Other expense | | | (129) | (17) | | (146) |
| (Loss) income before taxes | (2) | (6,615) | 7,303 | 192 | | 878 |
| Income tax provision | | | 394 | 132 | | 526 |
| Equity in earnings of subsidiaries | 354 | 6,969 | | | (7,323) | |
| Net income | 352 | 354 | 6,909 | 60 | (7,323) | 352 |

Table of Contents**QUALITY DISTRIBUTION, INC. AND SUBSIDIARIES****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS****Consolidating Statement of Operations****For the Three Month Ended June 30, 2007**

| | QDI | QD LLC and QD Capital | Guarantor Subsidiaries | Non-Guarantor Subsidiaries | Eliminations | Consolidated |
|---|-----------------|----------------------------------|-----------------------------------|---------------------------------------|---------------------|---------------------|
| Operating revenues: | | | | | | |
| Transportation | \$ | \$ | \$ 151,683 | \$ | \$ | \$ 151,683 |
| Other service revenue | | | 18,932 | 211 | | 19,143 |
| Fuel surcharge | | | 23,884 | | | 23,884 |
| Total operating revenues | | | 194,499 | 211 | | 194,710 |
| Operating expenses: | | | | | | |
| Purchased transportation | | | 123,427 | | | 123,427 |
| Compensation | | | 20,606 | (19) | | 20,587 |
| Fuel, supplies and maintenance | | | 19,275 | | | 19,275 |
| Depreciation and amortization | | | 4,147 | 170 | | 4,317 |
| Selling and administrative | | | 7,372 | 34 | | 7,406 |
| Insurance claims | | | 4,467 | (23) | | 4,444 |
| Taxes and Licenses | | | 843 | | | 843 |
| Communication and utilities | | | 2,497 | | | 2,497 |
| (Gain)/loss on disposal of property and equipment | | | (33) | 23 | | (10) |
| Operating income | | | 11,898 | 26 | | 11,924 |
| Interest income (expense), non-related party, net | (9) | (7,480) | (428) | 18 | | (7,899) |
| Interest income (expense), related party, net | | | (119) | 119 | | |
| Other (expense) income | (7) | | 175 | 228 | | 396 |
| Income (loss) before taxes | (16) | (7,480) | 11,526 | 391 | | 4,421 |
| Income tax provision | | | 2,078 | 57 | | 2,135 |
| Equity in earnings of subsidiaries | 2,302 | 9,782 | | | (11,928) | |
| Net income | \$ 2,286 | \$ 2,302 | \$ 9,448 | \$ 334 | \$ (11,928) | \$ 2,286 |

Table of Contents**QUALITY DISTRIBUTION, INC. AND SUBSIDIARIES****Consolidating Statements of Operations****For the Six Months Ended June 30, 2008****Unaudited - (In 000 s)**

| | QDI | QD LLC and QD Capital | Guarantor Subsidiaries | Non-Guarantor Subsidiaries | Eliminations | Consolidated |
|---|-------------------|----------------------------------|-----------------------------------|---------------------------------------|---------------------|---------------------|
| Operating revenues: | | | | | | |
| Transportation | \$ | \$ | \$ 301,024 | \$ | \$ | \$ 301,024 |
| Other service revenue | | | 53,160 | 262 | | 53,422 |
| Fuel surcharge | | | 78,017 | | | 78,017 |
| Total operating revenues | | | 432,201 | 262 | | 432,463 |
| Operating expenses: | | | | | | |
| Purchased transportation | | | 251,578 | | | 251,578 |
| Compensation | | | 55,999 | | | 55,999 |
| Fuel, supplies and maintenance | | | 63,168 | | | 63,168 |
| Depreciation and amortization | | | 10,228 | | | 10,228 |
| Selling and administrative | | 112 | 17,671 | 33 | | 17,816 |
| Insurance claims | | | 8,406 | 21 | | 8,427 |
| Taxes and Licenses | | | 2,459 | | | 2,459 |
| Communication and utilities | | | 7,005 | | | 7,005 |
| (Gain)/loss on disposal of property and equipment | | | (1,965) | | | (1,965) |
| Restructuring costs | | | 2,375 | | | 2,375 |
| Operating (loss) income | | (112) | 15,277 | 208 | | 15,373 |
| Interest income (expense), non-related party, net | 21 | (16,674) | (982) | 49 | | (17,586) |
| Interest income (expense), related party, net | | 3,108 | (3,367) | 259 | | |
| Other (expense) income | | | (191) | 35 | | (156) |
| Income (loss) before taxes | 21 | (13,678) | 10,737 | 551 | | (2,369) |
| Income tax (benefit) provision | | | (1,010) | 208 | | (802) |
| Equity in (loss) earnings of subsidiaries | (1,588) | 12,090 | | | (10,502) | |
| Net (loss) income | \$ (1,567) | \$ (1,588) | \$ 11,747 | \$ 343 | \$ (10,502) | \$ (1,567) |

Table of Contents**QUALITY DISTRIBUTION, INC. AND SUBSIDIARIES****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS****Consolidating Statement of Operations****For the Six Month Ended June 30, 2007**

| | QDI | QD LLC and QD Capital | Guarantor Subsidiaries | Non-Guarantor Subsidiaries | Eliminations | Consolidated |
|---|----------|--------------------------|---------------------------|-------------------------------|--------------|--------------|
| Operating revenues: | | | | | | |
| Transportation | \$ | \$ | \$ 293,756 | \$ | \$ | \$ 293,756 |
| Other service revenue | | | 35,668 | 443 | | 36,111 |
| Fuel surcharge | | | 42,938 | | | 42,938 |
| Total operating revenues | | | 372,362 | 443 | | 372,805 |
| Operating expenses: | | | | | | |
| Purchased transportation | | | 239,374 | | | 239,374 |
| Compensation | | | 40,275 | (19) | | 40,256 |
| Fuel, supplies and maintenance | | | 35,399 | | | 35,399 |
| Depreciation and amortization | | | 8,149 | 343 | | 8,492 |
| Selling and administrative | | | 13,801 | 71 | | 13,872 |
| Insurance claims | | | 11,094 | (12) | | 11,082 |
| Taxes and Licenses | | | 1,624 | | | 1,624 |
| Communication and utilities | | | 5,129 | | | 5,129 |
| Loss on disposal of property and equipment | | | 176 | 23 | | 199 |
| Operating income | | | 17,341 | 37 | | 17,378 |
| Interest (expense) income, non-related party, net | (4) | (14,835) | (572) | 34 | | (15,377) |
| Interest (expense) income, related party, net | | | (238) | 238 | | |
| Other (expense) income | (7) | | 146 | 220 | | 359 |
| (Loss) income before taxes | (11) | (14,835) | 16,677 | 529 | | 2,360 |
| Income tax (benefit) provision | (1,007) | | 1,137 | 117 | | 247 |
| Equity in earnings of subsidiaries | 1,117 | 15,952 | | | (17,069) | |
| Net income | \$ 2,113 | \$ 1,117 | \$ 15,540 | \$ 412 | \$ (17,069) | \$ 2,113 |

Table of Contents**QUALITY DISTRIBUTION, INC. AND SUBSIDIARIES****Consolidating Balance Sheet****June 30, 2008****Unaudited - (In 000 s)**

| | QDI | QD LLC and QD Capital | Guarantor Subsidiaries | Non-Guarantor Subsidiaries | Eliminations | Consolidated |
|---|------------|--------------------------------------|-----------------------------------|---------------------------------------|---------------------|---------------------|
| ASSETS | | | | | | |
| Current Assets: | | | | | | |
| Cash and cash equivalents | \$ | \$ | \$ 268 | \$ 2,450 | | \$ 2,718 |
| Accounts receivable, net | 85 | | 110,023 | 58 | | 110,166 |
| Prepaid expenses | | 46 | 11,891 | 9 | | 11,946 |
| Deferred tax assets, net | | | 20,483 | | | 20,483 |
| Other | 6 | | 8,166 | (107) | | 8,065 |
| Total current assets | 91 | 46 | 150,831 | 2,410 | | 153,378 |
| Property and equipment, net | | | 135,367 | (23) | | 135,344 |
| Goodwill | | | 173,141 | | | 173,141 |
| Intangibles, net | | | 23,550 | | | 23,550 |
| Investment in Subsidiaries | 13,335 | 661,462 | 21,234 | | (696,031) | |
| Non-current deferred tax assets, net | 1,007 | | 16,088 | | | 17,095 |
| Other assets | | 10,981 | 1,573 | | | 12,554 |
| Total assets | \$ 14,433 | \$ 672,489 | \$ 521,784 | \$ 2,387 | \$ (696,031) | \$ 515,062 |
| LIABILITIES, MINORITY INTEREST AND SHAREHOLDERS EQUITY | | | | | | |
| Current Liabilities: | | | | | | |
| Current maturities of indebtedness | | | 4,797 | | | 4,797 |
| Current maturities of capital lease obligations | | | 2,619 | | | 2,619 |
| Accounts payable | | | 14,720 | 45 | | 14,765 |
| Intercompany | (12,215) | 295,302 | (256,895) | (4,958) | (21,234) | |
| Affiliates and independent owner-operators payable | | | 16,897 | | | 16,897 |
| Accrued expenses | | 3,848 | 23,811 | (11) | | 27,648 |
| Environmental liabilities | | | 3,210 | | | 3,210 |
| Accrued loss and damage claims | | | 8,612 | | | 8,612 |
| Total current liabilities | (12,215) | 299,150 | (182,229) | (4,924) | (21,234) | 78,548 |
| Long-term indebtedness, less current maturities | | 360,004 | 5,943 | | | 365,947 |
| Long-term capital leases, less current maturities | | | 8,266 | | | 8,266 |
| Environmental liabilities | | | 6,418 | | | 6,418 |
| Accrued loss and damage claims | | | 12,507 | | | 12,507 |
| Other non-current liabilities | | | 14,236 | 659 | | 14,895 |
| Total liabilities | (12,215) | 659,154 | (134,859) | (4,265) | (21,234) | 486,581 |

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| | | | | | | |
|--|-----------|------------|------------|----------|--------------|------------|
| Minority interest in subsidiary | | | 1,833 | | | 1,833 |
| Shareholders' equity | | | | | | |
| Common Stock | 362,343 | 354,963 | 493,866 | 7,629 | (856,458) | 362,343 |
| Treasury stock | (1,580) | | | | | (1,580) |
| (Accumulated deficit) retained earnings | (127,713) | (136,155) | 176,298 | (392) | (39,751) | (127,713) |
| Stock recapitalization | (189,589) | (189,589) | | (55) | 189,644 | (189,589) |
| Accumulated other comprehensive loss | (16,559) | (15,884) | (15,354) | (530) | 31,768 | (16,559) |
| Stock subscriptions receivable | (254) | | | | | (254) |
| Total shareholders' equity | 26,648 | 13,335 | 654,810 | 6,652 | (674,797) | 26,648 |
| Total liabilities, minority interest and shareholders' equity | | | | | | |
| | \$ 14,433 | \$ 672,489 | \$ 521,784 | \$ 2,387 | \$ (696,031) | \$ 515,062 |

Table of Contents**QUALITY DISTRIBUTION, INC. AND SUBSIDIARIES****Consolidating Balance Sheet****December 31, 2007****Unaudited - (In 000 s)**

| | QDI | QD LLC and QD Capital | Guarantor Subsidiaries | Non-Guarantor Subsidiaries | Eliminations | Consolidated |
|-----------------------------|-----------|--------------------------|---------------------------|-------------------------------|--------------|----------------|
| ASSETS | | | | | | |
| Current Assets: | | | | | | |
| Cash and cash equivalents | \$ | \$ | \$ 7,339 | \$ 2,372 | | \$ 9,711 |
| Accounts receivable, net | 64 | | 98,916 | 101 | | 99,081 |
| Prepaid expenses | | 96 | 8,024 | 30 | | 8,150 |
| Deferred tax assets, net | | | 20,483 | | | 20,483 |
| Other | 6 | | 6,248 | 4 | | 6,258 |
| Total current assets | 70 | 96 | 141,010 | 2,507 | | 143,683 |
| Property and equipment, net | | | 122,014 | (22) | | 121,992 |
| Goodwill | | | 173,575 | | | 173,575 |
| Intangibles | | | 24,167 | | | 24,167 |
| Investment in subsidiaries | 26,148 | 648,835 | 21,234 | | (696,217) | |
| Non-current deferred tax | 1,007 | | 15,196 | | | 16,203 |
| Other assets | | 11,923 | 2,433 | | | 14,356 |
| | \$ 27,225 | \$ 660,854 | \$ 499,629 | \$ 2,485 | \$ (696,217) | \$ 493,976 |

**LIABILITIES, MINORITY INTEREST AND
SHAREHOLDERS' EQUITY (DEFICIT)****Current Liabilities:**

| | | | | | | |
|--|-------------|----------------|------------------|----------------|-----------------|----------------|
| Current maturities of indebtedness | | | 413 | | | 413 |
| Current maturities of capital leases | | | 1,451 | | | 1,451 |
| Accounts payable | | | 17,385 | 43 | | 17,428 |
| Intercompany | (75) | 288,656 | (262,349) | (4,998) | (21,234) | |
| Affiliates and independent owner-operators payable | | | 12,597 | | | 12,597 |
| Accrued expenses | | 3,866 | 21,994 | 97 | | 25,957 |
| Environmental liabilities | | | 4,751 | | | 4,751 |
| Accrued loss and damage claims | | | 13,438 | | | 13,438 |
| Income taxes payable | | | 90 | 465 | | 555 |
| Total current liabilities | (75) | 292,522 | (190,230) | (4,393) | (21,234) | 76,590 |
| Long-term indebtedness, less current maturities | | 342,184 | 764 | 627 | | 343,575 |
| Long-term capital leases, less current maturities | | | 3,832 | | | 3,832 |
| Environmental liabilities | | | 6,418 | | | 6,418 |
| Accrued loss and damage claims | | | 18,474 | | | 18,474 |
| Other non-current liabilities | | | 15,954 | | | 15,954 |
| Total liabilities | (75) | 634,706 | (144,788) | (3,766) | (21,234) | 464,843 |

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| | | | | | | |
|---|-----------|------------|------------|----------|--------------|------------|
| Minority interest in subsidiaries | | | 1,833 | | | 1,833 |
| Shareholders' equity: | | | | | | |
| Common Stock | 361,617 | 354,963 | 493,866 | 7,629 | (856,458) | 361,617 |
| Treasury stock | (1,564) | | | | | (1,564) |
| (Accumulated deficit) retained earnings | (126,146) | (122,478) | 164,551 | (408) | (41,665) | (126,146) |
| Stock recapitalization | (189,589) | (189,589) | | (55) | 189,644 | (189,589) |
| Accumulated other comprehensive income | (16,748) | (16,748) | (15,833) | (915) | 33,496 | (16,748) |
| Stock subscription receivable | (270) | | | | | (270) |
| Total shareholders' equity | 27,300 | 26,148 | 642,584 | 6,251 | (674,983) | 27,300 |
| Total liabilities, minority interest and shareholders' equity (deficit) | \$ 27,225 | \$ 660,854 | \$ 499,629 | \$ 2,485 | \$ (696,217) | \$ 493,976 |

Table of Contents**QUALITY DISTRIBUTION, INC. AND SUBSIDIARIES****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS****Condensed Consolidating Statement of Cash Flows****For the Six Months Ended June 30, 2008**

| | QDI | QD LLC and QD Capital | Guarantor Subsidiaries | Non-Guarantor Subsidiaries | Eliminations | Consolidated |
|--|------------|----------------------------------|-----------------------------------|---------------------------------------|---------------------|---------------------|
| Cash flows from operating activities: | | | | | | |
| Net (loss) income | \$ (1,567) | \$ (1,588) | \$ 11,747 | \$ 343 | \$ (10,502) | \$ (1,567) |
| Adjustments for non-cash charges | 1,567 | 4,145 | (5,953) | 259 | 10,502 | 10,520 |
| Net changes in assets and liabilities | (21) | 974 | (21,507) | 49 | | (20,505) |
| Intercompany activity | 21 | (3,531) | 4,084 | (574) | | |
| Net cash (used in) provided by operating activities | | | (11,629) | 77 | | (11,552) |
| Cash flows from investing activities: | | | | | | |
| Capital expenditures | | | (12,884) | | | (12,884) |
| Acquisition of Boasso and business assets | | | | | | |
| Acquisition of businesses and assets | | | (1,395) | | | (1,395) |
| Boasso purchase adjustment | | | 1,318 | | | 1,318 |
| Proceeds from sales of property and equipment | | | 3,331 | 1 | | 3,332 |
| Other | | | | | | |
| Net cash (used in) provided by investing activities | | | (9,630) | 1 | | (9,629) |
| Cash flows from financing activities: | | | | | | |
| Proceeds from the issuance of debt | | | 1,731 | | | 1,731 |
| Principal payments of long-term debt | | | (2,592) | | | (2,592) |
| Principal payments of capital lease obligations | | | (948) | | | (948) |
| Proceeds from revolver | | 74,100 | | | | 74,100 |
| Payments on revolver | | (56,830) | | | | (56,830) |
| Deferred financing fees | | (528) | | | | (528) |
| Other | | (72) | (666) | | | (738) |
| Intercompany activity | | (16,670) | 16,670 | | | |
| Net cash provided by financing activities | | | 14,195 | | | 14,195 |
| Effect of exchange rate changes on cash | | | (7) | | | (7) |
| Net (decrease) increase in cash and cash equivalents | | | (7,071) | 78 | | (6,993) |
| Cash and cash equivalents, beginning of period | | | 7,339 | 2,372 | | 9,711 |
| Cash and cash equivalents, end of period | \$ | \$ | \$ 268 | \$ 2,450 | \$ | \$ 2,718 |

Table of Contents**QUALITY DISTRIBUTION, INC. AND SUBSIDIARIES****Condensed Consolidating Statements of Cash Flows****Six Months Ended June 30, 2007****Unaudited - (In 000 s)**

| | QDI | QD LLC and QD Capital | Guarantor Subsidiaries | Non-Guarantor Subsidiaries | Eliminations | Consolidated |
|--|----------|--------------------------|---------------------------|-------------------------------|--------------|--------------|
| Cash flows from operating activities: | | | | | | |
| Net income (loss) | \$ 2,113 | \$ 1,117 | \$ 15,540 | \$ 412 | \$ (17,069) | \$ 2,113 |
| Adjustments for non-cash charges | (2,113) | (14,882) | 10,136 | 628 | 17,069 | 10,838 |
| Net changes in assets and liabilities | | (14) | (11,308) | (20) | | (11,342) |
| Intercompany activity | (72) | 13,779 | (13,405) | (302) | | |
| Net cash (used in) provided by operating activities | (72) | | 963 | 718 | | 1,609 |
| Cash flows from investing activities: | | | | | | |
| Capital expenditures | | | (4,729) | (20) | | (4,749) |
| Acquisition of businesses and assets | | | (3,032) | | | (3,032) |
| Proceeds from sales of property and equipment | | | 4,141 | 102 | | 4,243 |
| Net cash (used in) provided by investing activities | | | (3,620) | 82 | | (3,538) |
| Cash flows from financing activities: | | | | | | |
| Proceeds from issuance of long-term debt | | | | | | |
| Principal payments of long-term debt | | (700) | | | | (700) |
| Principal payments of capital lease obligations | | | (603) | | | (603) |
| Proceeds from revolver | | 26,800 | | | | 26,800 |
| Payments on revolver | | (26,300) | | | | (26,300) |
| Deferred financing fees | | | | | | |
| Other | 72 | | (1,356) | | | (1,284) |
| Intercompany activity | | 200 | (200) | | | |
| Net cash provided by (used in) financing activities | 72 | | (2,159) | | | (2,087) |
| Effect of exchange rate changes on cash | | | 4 | 49 | | 53 |
| Net (decrease) increase in cash and cash equivalents | | | (4,812) | 849 | | (3,963) |
| Cash and cash equivalents, beginning of period | | | 5,386 | 1,455 | | 6,841 |
| Cash and cash equivalents, end of period | \$ | \$ | \$ 574 | \$ 2,304 | \$ | \$ 2,878 |

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QUALITY DISTRIBUTION, INC. AND SUBSIDIARIES

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

The following discussion of our results of operations and financial condition should be read in conjunction with our consolidated financial statements and the related notes included elsewhere in this report. The following discussion includes forward-looking statements. For a discussion of important factors that could cause actual results to differ from results discussed in the forward-looking statements, see Forward-Looking Statements and Certain Considerations contained in this Item 2.

Overview

We operate the largest for-hire chemical bulk tank truck network in North America based on bulk service revenues, and we believe we have more than twice the revenues of our closest competitor in our primary chemical bulk transport market in the U.S. The bulk tank truck market in North America includes all products shipped by bulk tank truck carriers and consists primarily of liquid and dry bulk chemicals (which includes plastics) and bulk dry and liquid food-grade products. We are primarily engaged in truckload transportation of bulk chemicals and also engaged in ISO tank container transportation and depot services, tank wash facility services, logistics and other value-added services. We are a core carrier for many of the Fortune 500 companies engaged in chemical processing, including Dow Chemical, Procter & Gamble, DuPont and PPG Industries, and we provide services to most of the top 100 chemical producers with U.S. operations.

Our revenue is principally a function of the volume of shipments by the bulk chemical industry, the number of miles driven per load, our market share, and the allocation of shipments between tank truck transportation and other modes of transportation such as rail. The volume of shipments of chemical products is, in turn, affected by many other industries, including consumer and industrial products, automotive, paints and coatings, and paper, and tends to vary with changing economic conditions. Additionally, we provide leasing, tank cleaning, logistics and transloading services.

Our bulk service network consists primarily of company operated terminals, independently owned third-party affiliate terminals and independent owner-operator drivers. Affiliates are independent companies we contract with to operate trucking terminals and tank washes exclusively on our behalf in defined markets. The affiliates provide the capital necessary to service their contracted business and are also responsible for most of the operating costs associated with servicing the contracted business. Owner-operators are generally individual drivers who own or lease their tractors and agree to drive exclusively for us and our affiliate partners. We believe the use of affiliates and independent owner-operators provides the following key competitive advantages to us in the marketplace:

Locally owned and operated affiliate terminals can provide superior, tailored customer service.

Affiliates and independent owner-operators are paid a fixed, contractual percentage of revenue for each load they transport creating a variable cost structure that provides protection against cyclical downturns.

Reliance on affiliate and independent owner-operators creates an asset-light business model that generally reduces our capital investment.

We believe the most significant factors relevant to our future business growth are the ability to (i) obtain additional business from existing customers, (ii) acquire existing transportation related businesses in strategic markets, (iii) add new customers, and (iv) recruit and retain drivers. Revenue has been partially driven by pricing increases and we expect pricing increases to continue to positively impact our revenue growth. However, the trucking industry has experienced a slowdown in recent months due to slowing economic conditions. While a number of our customers operate their own private tank truck fleets and many of our customers source some of their logistics needs with rail, we expect our customers to continue to outsource a greater proportion of their logistics needs to full service tank truck carriers. As a result of our leading market position, strong customer relationships and flexible business model, we believe we are well-positioned to benefit from customers seeking consolidation of their shipping relationships and those opting to outsource a greater portion of their logistics needs to third-party tank truck carriers.

Table of Contents**QUALITY DISTRIBUTION, INC. AND SUBSIDIARIES***Acquisitions*

In December 2007, we acquired all of the outstanding capital stock of Boasso America Corporation (Boasso) for an aggregate purchase price of (i) \$58.8 million in cash less the outstanding long-term indebtedness of Boasso, subject to a working capital adjustment, and (ii) a \$2.5 million 7% promissory note with a two-year maturity for the benefit of Boasso's principal stockholder, Walter J. Boasso (the Boasso Note) excluding fees and direct costs. In April 2008, approximately \$1.3 million was refunded to us pursuant to a working capital adjustment, as provided for in the stock purchase agreement.

During 2008, we purchased two transportation companies and an affiliate for \$2.1 million, in the aggregate, of which \$1.4 million was paid in cash at closing and the remaining \$0.7 million is payable over future periods. Of the total \$2.1 million, we allocated \$1.0 million to property and equipment, \$0.8 million to goodwill, and \$0.3 million to other intangible assets such as non-compete agreements.

Restructuring

During the quarter ended June 30, 2008, we committed to a plan of restructure resulting in the termination of approximately 75 employees and certain contracts. As a result, we recorded a restructuring charge in our second quarter of \$2.4 million of which the majority relates to our trucking segment. As of June 30, 2008, approximately \$1.3 million was accrued related to these termination payments which are expected to be paid through the remainder of fiscal 2008 and 2009.

Critical Accounting Policies and Estimates

Our discussion and analysis of our financial condition and results of operations are based upon our consolidated financial statements, which have been prepared in accordance with United States generally accepted accounting principles. We believe the following are the more critical accounting policies that impact the financial statements, some of which are based on management's best estimates available at the time of preparation. Actual future experience may differ from these estimates.

Property and equipment - Property and equipment expenditures, including tractor and trailer rebuilds that extend the useful lives of such equipment, are capitalized and recorded at cost. For financial statement purposes, these assets are depreciated using the straight-line method over the estimated useful lives of the assets to an estimated salvage value.

The asset lives used are presented in the following table:

| | Average Lives (in years) |
|---------------------------------|-------------------------------------|
| Buildings and improvements | 10 -25 |
| Tractors and terminal equipment | 5 - 7 |
| Trailers | 15 -20 |
| Furniture and fixtures | 3 - 5 |
| Other equipment | 3 - 10 |

Tractor and trailer rebuilds, which are recurring in nature and extend the lives of the related assets, are capitalized and depreciated over the period of extension, generally 3 to 10 years, based on the type and extent of these rebuilds. Maintenance and repairs are charged directly to expense as incurred. Management estimates the useful lives of these assets based on historical trends and the age of the assets when placed in service. Any changes in the actual lives could result in material changes in the net book value of these assets. Additionally, we estimate the salvage values of these assets based on historical sales of disposals, and any changes in the actual salvage values could also affect the net book value of these assets.

Furthermore, we evaluate the recoverability of our long-lived assets whenever adverse events or changes in the business climate indicate that the expected undiscounted future cash flows from the related asset may be less than previously anticipated. If the net book value of the related asset exceeds the undiscounted future cash flows of the asset, the carrying amount would be reduced to the present value of its expected future cash

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flows and an impairment loss would be recognized. This analysis requires us to make significant estimates and assumptions in projecting future cash flows, and changes in facts and circumstances could result in material changes in the amount of any write-offs for impairment.

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QUALITY DISTRIBUTION, INC. AND SUBSIDIARIES

Goodwill - We evaluate goodwill for impairment at least annually during the second quarter with a measurement date of June 30, or more frequently if indicators of impairment arise, in accordance with the provisions of Statement of Financial Accounting Standards No. 142, *Goodwill and Other Intangible Assets* (SFAS 142). We have identified three reporting units: trucking, container services and other. Our evaluation of goodwill is measured through a two-step impairment test. The first step compares the fair value of a reporting unit to its carrying amount, including goodwill. If the fair value of a reporting unit exceeds its carrying amount, goodwill of the reporting unit is considered not impaired, thus the second step of the impairment test is unnecessary. If the carrying amount of a reporting unit exceeds its fair value, the second step of the goodwill impairment test must be performed to measure the amount of impairment loss. The second step compares the implied fair value of reporting unit goodwill with the carrying amount of that goodwill. If the carrying amount of reporting unit goodwill exceeds the implied fair value of that goodwill, an impairment loss must be recognized in an amount equal to the excess. The loss recognized cannot exceed the carrying amount of goodwill. After a goodwill impairment loss is recognized, the adjusted carrying amount of goodwill will be its new accounting basis. Subsequent reversal of a previously recognized goodwill impairment loss is prohibited once the measurement of that loss is completed. We determined no impairment to have occurred as of June 30, 2008, since the calculated fair value exceeded the carrying amount.

Deferred tax assets - We use the liability method of accounting for income taxes as prescribed by SFAS No. 109. Significant management judgment is required in determining the provision for income taxes and, in particular, any valuation allowance that is recorded or released against our deferred tax assets.

We evaluate quarterly the positive and negative evidence regarding the realization of net deferred tax assets in accordance with SFAS No. 109, *Accounting for Income Taxes*. Included in this assessment are estimates of projected future taxable income. Significant management judgment is required in this process and although realization is not assured, based on our assessment, we concluded it is more likely than not, such assets will continue to be realized.

We project both aggregate U.S. pre-tax income as well as aggregate U.S. taxable income for the years 2008 through 2011 sufficient to absorb \$74.0 million of the \$94.0 million existing net operating loss carryforwards. At December 31, 2007 we had estimated \$94.0 million in Federal net operating loss carryforwards, \$2.6 million in alternative minimum tax credit carryforwards and \$2.6 million in foreign tax credit carryforwards. The net operating loss carryforwards will expire in the years 2018 through 2027, while the alternative minimum tax credits may be carried forward indefinitely and the foreign tax credits may be carried forward for ten years. We do not have a history of net operating loss or tax credit carryforwards expiring unused; however, the Company determined based on the weight of available evidence that it is more likely than not that some portion of our \$2.6 million foreign tax credits may not be realized. As a result, at December 31, 2007, a valuation allowance of \$1.6 million was established against our foreign tax credit deferred tax asset. At June 30, 2008, our valuation allowance was \$1.7 million.

We continue to believe it is more likely than not that the net deferred tax assets will be realizable. We will continue to review our forecast quarterly in relation to actual results and expected trends on an ongoing basis. Failure to achieve our operating income targets may change our assessment regarding the recoverability of our net deferred tax assets and such change could result in a valuation allowance being recorded against some or all of our deferred tax assets. Any increase in a valuation allowance would result in additional income tax expense.

Environmental liabilities - We have reserved for potential environmental liabilities based on the best estimates of potential clean-up and remediation for known environmental sites. We employ a staff of environmental professionals to administer all phases of our environmental programs and use outside experts where needed. These professionals develop estimates of potential liabilities at these sites based on projected and known remediation costs. These cost projections are determined through previous experiences with other sites and through bids from third-party contractors. Management believes current reserves are reasonable based on current information.

Accident claims reserves - We currently maintain liability insurance for bodily injury and property damage claims, covering all employees, owner-operators and affiliates, and workers' compensation insurance coverage on our employees and company drivers. This insurance included deductibles of \$5 million per incident for bodily injury and property damage and \$1 million for workers' compensation for periods after September 15, 2002. Auto and general liability claims incurred on or after March 31, 2008 are subject to a deductible of \$2.0 million per incident. As such, we are subject to liability as a self-insurer to the extent of these deductibles under the policy. We are self-insured for damage to the equipment we own or lease, and for cargo losses. In developing liability reserves, we evaluate historical loss run data and actuarial calculations to develop our insurance reserve estimates. The most significant assumptions used in the

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estimation process include determining the trends in loss costs, the expected consistency in the frequency and severity of claims incurred but not yet reported to prior year claims and expected costs to settle unpaid claims. Management believes reserves are reasonable given known information, but as each case develops, estimates may change to reflect the effect of new information.

Revenue recognition - Transportation revenues, including fuel surcharges and related costs are recognized on the date the freight is delivered. Other service revenues, consisting primarily of lease revenues from affiliates, owner-operators and third parties, are recognized ratably over the lease period. Tank wash revenues are recognized when the wash is completed. Service revenues on insurance policies are recorded as a contractual percentage of premiums received ratably over the period that the insurance covers. We have recognized all revenues on a gross basis as the principal and primary obligor with risk of loss in relation to our responsibility for completion of services as contracted by our customers.

Allowance for uncollectible receivables - The allowance for all potentially uncollectible receivables is based on a combination of historical data, cash payment trends, specific customer issues, write-off trends, general economic conditions and other factors. These factors are continuously monitored by our management to arrive at the estimate for the amount of accounts receivable that may be ultimately uncollectible. The receivables analyzed include trade receivables, as well as loans and advances made to owner-operators and affiliates. If the financial condition of our customers were to deteriorate, resulting in an impairment of their ability to make payments, an additional allowance could be required. Absent a change in our collection efforts, a \$50 million increase in our receivables (aged less than 30 days) resulting from transportation billings would increase our allowance for uncollectible receivables by approximately \$0.2 million.

Stock compensation plans - Stock compensation is determined by the assumptions required under Statement of Financial Accounting Standards No. 123 (revised 2004), *Share-Based Payment* (SFAS 123(R)). The fair values of stock option grants are based upon the Black-Scholes option-pricing model and amortized as compensation expense on a straight-line basis over the vesting period of the grants. Restricted stock awards are issued and measured at market value on the date of grant and related compensation expense is recognized over time using graded vesting, which accelerates compensation expense in the first two years of the four-year vesting period. Stock-based compensation expense related to stock options and restricted stock was \$0.3 million and \$0.4 million, respectively, for the quarters ended June 30, 2008 and 2007. As of June 30, 2008, there was approximately \$3.3 million of total unrecognized compensation cost related to the unvested portion of our stock-based awards. The recognition period for the remaining unrecognized stock-based compensation cost is approximately four years. For further discussion on stock-based compensation, see Note 4 of Notes to Consolidated Financial Statements included in Item 1 of this report.

Pension plans - We maintain two noncontributory defined-benefit plans resulting from a prior acquisition that cover certain full-time salaried employees and certain other employees under a collective bargaining agreement. Both plans are frozen and, as such, no future benefits accrue. We record annual amounts relating to these plans based on calculations specified by U.S. GAAP, which include various actuarial assumptions such as discount rates (5.50% to 5.75%) and assumed rates of return (7.50% to 8.00%) depending on the pension plan. Material changes in pension costs may occur in the future due to changes in these assumptions. Future annual amounts could be impacted by changes in the discount rate, changes in the expected long-term rate of return, changes in the level of contributions to the plans and other factors.

The discount rate is based on a model portfolio of AA-rated bonds with a maturity matched to the estimated payouts of future pension benefits. The expected return on plan assets is based on our expectation of the long-term rates of return on each asset class based on the current asset mix of the funds, considering the historical returns earned on the type of assets in the funds, plus an assumption of future inflation. The current investment policy target asset allocation differs between our two plans, but it is between 50% to 67% for equities and 33% to 50% for bonds. The current inflation assumption is 3.0%. We review our actuarial assumptions on an annual basis and make modifications to the assumptions based on current rates and trends when appropriate. The effects of the modifications are amortized over future periods.

Assumed discount rates and expected return on plan assets have a significant effect on the amounts reported for the pension plan. At December 31, 2007, our projected benefit obligation (PBO) was \$45.8 million. Our projected 2008 net periodic pension expense is \$189,000. A 1.0% decrease in our assumed discount rate would increase our PBO to \$50.6 million and decrease our 2008 net periodic pension expense to \$169,000. A 1.0% increase in our assumed discount rate would decrease our PBO to \$41.8 million and increase our 2008 net periodic pension expense to \$191,000. A 1.0%

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decrease in our assumed rate of return would not change our PBO but would increase our 2008 net periodic pension expense to \$596,000. A 1.0% increase in our assumed rate of return would not change our PBO but would decrease our 2008 net periodic pension expense to a credit of \$219,000.

Restructuring - We account for restructuring costs associated with one-time termination benefits, costs associated with lease and contract terminations and other related exit activities in accordance with SFAS No. 146 *Accounting for Costs Associated with Exit or Disposal Activities*. We have made estimates of the costs to be incurred as part of our restructuring plan. During the quarter ended June 30, 2008, we committed to a plan of restructure resulting in the termination of approximately 75 employees and certain contracts. As a result, we recorded a restructuring charge in our second quarter of \$2.4 million of which the majority relates to our trucking segment. As of June 30, 2008, approximately \$1.3 million was accrued related to these termination payments which are expected to be paid through the remainder of fiscal 2008 and 2009.

New Accounting Pronouncements

In December 2007, the FASB issued SFAS No. 141 (revised 2007), *Business Combinations* (SFAS 141R). This statement significantly changes the financial accounting and reporting of business combination transactions. The provisions of this statement are to be applied prospectively to business combination transactions in the first annual reporting period beginning on or after December 15, 2008. The impact of adopting SFAS 141R will depend on the nature, terms and size of business combinations completed after the effective date.

In December 2007, the FASB issued SFAS No. 160, *Noncontrolling Interests in Consolidated Financial Statements - an amendment of ARB No. 51* (SFAS 160). SFAS 160 establishes accounting and reporting standards for noncontrolling interests in subsidiaries. This statement requires the reporting of all noncontrolling interests as a separate component of stockholders' equity, the reporting of consolidated net income (loss) as the amount attributable to both the parent and the noncontrolling interests and the separate disclosure of net income (loss) attributable to the parent and to the noncontrolling interests. In addition, this statement provides accounting and reporting guidance related to changes in noncontrolling ownership interests. Other than the reporting requirements described above which require retrospective application, the provisions of SFAS 160 are to be applied prospectively in the first annual reporting period beginning on or after December 15, 2008. We are currently evaluating the impact of this standard on our consolidated financial statements.

In April 2008 the FASB issued FASB Staff Position No. FAS 142-3, *Determination of the Useful Life of Intangible Assets* (FSP FAS 142-3). FSP FAS 142-3 amends the factors that should be considered in developing renewal or extension assumptions used to determine the useful life of a recognized intangible asset under FASB Statement No. 142, *Goodwill and Other Intangible Assets*. More specifically, FSP FAS 142-3 removes the requirement under paragraph 11 of SFAS 142 to consider whether an intangible asset can be renewed without substantial cost or material modifications to the existing terms and conditions and instead, requires an entity to consider its own historical experience in renewing similar arrangements. FSP FAS 142-3 also requires expanded disclosure related to the determination of intangible asset useful lives. We are currently evaluating the potential impact the adoption of FSP FAS 142-3 will have on our consolidated financial statements.

In May 2008, the FASB issued SFAS No. 162, *The Hierarchy of Generally Accepted Accounting Principles* (SFAS 162), which identifies the sources of accounting principles and the framework for selecting the principles used in the preparation of financial statements of nongovernmental entities that are presented in conformity with U.S. GAAP. SFAS 162 is effective 60 days following the Securities and Exchange Commission's approval of the Public Company Accounting Oversight Board amendments to AU Section 411, *The Meaning of Present Fairly in Conformity with Generally Accepted Accounting Principles*. We do not expect the adoption of SFAS 162 to have a material effect on our financial statements or related disclosures.

In June 2008 the FASB Issued EITF No. 08-3, *Accounting by Lessees for Nonrefundable Maintenance Deposits* (EITF No. 08-3). EITF No. 08-3 requires that nonrefundable maintenance deposits paid by a lessee under an arrangement accounted for as a lease be accounted for as a deposit asset until the underlying maintenance is performed. When the underlying maintenance is performed, the deposit may be expensed or capitalized in accordance with the lessee's maintenance accounting policy. Upon adoption entities must recognize the effect of the change as a change in accounting principal. We are currently evaluating the potential impact the adoption of EITF No. 08-3 will have on our consolidated financial statements.

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QUALITY DISTRIBUTION, INC. AND SUBSIDIARIES

Adoption of Statement of Financial Accounting Standards No. 157 and No. 159

In February 2007, the FASB issued SFAS No. 159, *The Fair Value Option for Financial Assets and Liabilities*, (SFAS 159). SFAS 159 permits entities to choose to measure many financial instruments and certain other items at fair value. If the fair value option is elected, unrealized gains and losses will be recognized in earnings at each subsequent reporting date. On January 1, 2008, we adopted the provisions of SFAS 159, which did not have an impact on the consolidated financial statements.

On January 1, 2008, we adopted the provisions of Statement of Financial Accounting Standards No. 157, *Fair Value Measurements*, (SFAS 157). SFAS 157 defines fair value and provides guidance for measuring fair value and expands disclosures about fair value measurements. SFAS 157 does not require any new fair value measurements, but rather applies to all other accounting pronouncements that require or permit fair value measurements. In February 2008, the FASB issued final Staff Position No. FAS 157-1, *Application of FASB Statement No. 157 to FASB Statement No. 13 and Other Accounting Pronouncements that Address Fair Value Measurements for Purposes of Lease Classification or Measurement under Statement 13*, which amended SFAS 157 to exclude FASB Statement No. 13 and its related interpretive accounting pronouncements that address leasing transactions. In February 2008, the FASB also issued final Staff Position No. FAS 157-2, *Effective Date of FASB Statement No. 157*, to allow a one-year deferral of adoption of SFAS 157 for nonfinancial assets and nonfinancial liabilities that are recognized or disclosed at fair value in the financial statements on a nonrecurring basis. We have elected this one-year deferral and thus will not apply the provisions of SFAS 157 to nonfinancial assets and nonfinancial liabilities that are recognized at fair value in the financial statements on a nonrecurring basis until our fiscal year beginning January 1, 2009.

SFAS 157 enables the reader of the financial statements to assess the inputs used to develop fair value measurements by establishing a hierarchy for ranking the quality and reliability of the information used to determine fair values. SFAS 157 requires that assets and liabilities carried at fair value be classified and disclosed in one of the following three categories:

Level 1: Quoted market prices in active markets for identical assets or liabilities.

Level 2: Observable market based inputs or unobservable inputs that are corroborated by market data.

Level 3: Unobservable inputs that are not corroborated by market data.

We have no financial assets or financial liabilities that require application of SFAS 157.

We generally apply fair value techniques on a non-recurring basis associated with (1) valuing potential impairment loss related to goodwill and indefinite-lived intangible assets accounted for pursuant to SFAS No. 142 and (2) valuing potential impairment loss related to long-lived assets accounted for pursuant to SFAS No. 144.

Table of Contents**QUALITY DISTRIBUTION, INC. AND SUBSIDIARIES****Results of Operations**

The following table presents certain condensed consolidated financial information, as a percentage of revenue, for the three and six months ended June 30, 2008 and June 30, 2007:

| | Three months ended June 30, | | Six months ended June 30, | |
|---|--------------------------------|---------------|------------------------------|---------------|
| | 2008 | 2007 | 2008 | 2007 |
| OPERATING REVENUES: | | | | |
| Transportation | 67.8% | 77.9% | 69.6% | 78.8% |
| Other service revenue | 11.9% | 9.8% | 12.4% | 9.7% |
| Fuel surcharge | 20.3% | 12.3% | 18.0% | 11.5% |
| Total operating revenues | 100.0% | 100.0% | 100.0% | 100.0% |
| OPERATING EXPENSES: | | | | |
| Purchased transportation | 58.8% | 63.4% | 58.2% | 64.2% |
| Compensation | 12.2% | 10.6% | 13.0% | 10.8% |
| Fuel, supplies and maintenance | 14.7% | 10.0% | 14.6% | 9.5% |
| Depreciation and amortization | 2.4% | 2.1% | 2.4% | 2.2% |
| Selling and administrative | 3.8% | 3.8% | 4.1% | 3.7% |
| Insurance claims | 1.2% | 2.3% | 1.9% | 3.0% |
| Taxes and licenses | 0.6% | 0.4% | 0.6% | 0.4% |
| Communication and utilities | 1.5% | 1.3% | 1.6% | 1.4% |
| (Gain) loss on disposal of property and equipment | -0.6% | 0.0% | -0.5% | 0.1% |
| Restructuring costs | 1.1% | 0.0% | 0.5% | 0.0% |
| Total operating expenses | 95.7% | 93.9% | 96.4% | 95.3% |
| Operating income | 4.3% | 6.1% | 3.6% | 4.7% |
| Interest expense | -3.9% | -4.1% | -4.1% | -4.2% |
| Interest income | 0.0% | 0.1% | 0.0% | 0.1% |
| Other (expense) income | -0.1% | 0.2% | 0.0% | 0.1% |
| Income (loss) before income taxes | 0.3% | 2.3% | -0.5% | 0.7% |
| Provision for (benefit from) for income taxes | 0.1% | 1.1% | -0.2% | 0.1% |
| Net income (loss) | 0.2% | 1.2% | -0.3% | 0.6% |

The following table shows the approximate number of terminals, drivers, tractors and trailers, that we managed (including affiliates and owner-operators) as of June 30:

| | 2008 | 2007 |
|---------------|-------|-------|
| Terminals (1) | 161 | 165 |
| Drivers | 3,350 | 3,349 |

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| | | |
|--------------|-------|-------|
| Tractors | 3,357 | 3,737 |
| Trailers (2) | 7,625 | 7,628 |

- (1) excludes transload facilities
- (2) excludes 115 and 209 trailers that are held-for-sale as of June 30, 2008 and 2007, respectively

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QUALITY DISTRIBUTION, INC. AND SUBSIDIARIES

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

For the quarter ended June 30, 2008, total revenues were \$224.0 million, an increase of \$29.3 million, or 15.0%, from revenues of \$194.7 million for the same period in 2007. Transportation revenue increased by \$0.1 million or 0.1% primarily due to an \$11.1 million increase from the newly acquired Boasso operations offset by a \$11.0 million decrease in our pre-existing business. In addition, we had a 7.7% decrease in the total number of miles driven and a 3.9% decrease in loads offset by an increase of 1.1% related to more workdays in 2008. This decrease in volume was offset by average rate increases of 1.6% as compared to the comparable prior-year period.

Other service revenue increased \$7.5 million, or 39.4%. This increase was primarily due to a \$7.4 million increase in revenue generated by the newly acquired Boasso operations. Fuel surcharge revenue increased \$21.6 million, or 90.6%, primarily due to the increase in the average fuel price and to the acquisition of Boasso offset by a decrease in the total number of billed miles.

Purchased transportation increased by \$8.2 million, or 6.6%, due primarily to \$7.2 million of expense from the newly acquired Boasso operations. Total purchased transportation as a percentage of transportation revenue and fuel surcharge revenue decreased to 66.7% for the current quarter versus 70.3% for the prior-year quarter due primarily to the conversion of affiliate terminals to company-owned terminals. Our affiliates generated 49.2% of our transportation revenue and fuel surcharge revenue for the three months ended June 30, 2008 compared to 57.4% for the comparable prior year period. We pay our affiliates a greater percentage of revenues generated by them than is paid to Company owner-operators, so our purchased transportation costs will change as revenues generated by affiliates change as a percentage of total transportation revenue. During the 2008 and 2007 quarters, we paid our affiliates approximately 85% of the transportation revenue while we typically paid Company owner-operators approximately 65% of the invoiced linehaul amount. During 2008, we began testing a revenue-per-mile compensation approach with select owner-operators in lieu of our typical percentage of linehaul compensation approach. We believe this change will better compensate drivers for work performed, leading to increased productivity, better equipment utilization and a reduction of empty miles.

Compensation expense increased \$6.8 million, or 33.1%, primarily due to a \$4.7 million increase from the newly acquired Boasso operations, approximately \$1.6 million in increased wages and payroll taxes from new or converted Company terminals added over the prior twelve months and \$0.7 million increase in healthcare costs.

Fuel, supplies and maintenance increased \$13.8 million, or 71.4%, due to \$5.6 million of expense from the newly acquired Boasso operations, \$4.8 million of increased fuel costs due to costs associated with the shift of revenue from affiliates to company-owned terminals, \$0.7 million of increased lease costs as we fund the addition of newer trailers and tractors to our fleet through the use of operating leases and increased maintenance expense of \$1.2 million as we increased the capacity of our equipment.

Selling and administrative expenses increased by \$1.2 million, or 15.7%, due to \$1.0 million of expense from the newly acquired Boasso operations.

Insurance expense decreased by \$1.6 million, or 35.5%, due primarily to a reduction in the number and severity of accidents in the current- year quarter.

We generated a gain on disposal of assets of \$1.4 million as compared to a gain of less than \$0.1 million in the comparable prior-year period. The gain in the current year resulted from the sale of land not used in our business.

In 2008, we incurred restructuring costs of \$2.4 million primarily due to one-time employee termination benefits and costs associated with contract terminations related to our restructuring plan.

For the quarter ended June 30, 2008, operating income totaled \$9.6 million, a decrease of \$2.3 million or 19.7%, compared to \$11.9 million for the same period in 2007. The operating margin for the quarter ended June 30, 2008, was 4.3% compared to 6.1% for the same period in 2007 as a result of the above-mentioned items.

Interest expense increased by \$0.6 million, or 7.0%, in the quarter ended June 30, 2008 compared to the same period in 2007, primarily due to interest on our new \$50 million of Senior Floating Rate Notes issued in December 2007. These notes, along with our entry into a new asset based lending facility, were issued primarily to fund the acquisition of Boasso, and to repay a portion of the term loan under our previous credit

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facility. In conjunction with these notes, we are incurring increased amortization of the original issue discount related to these notes. In addition, the amortization of deferred financing costs has increased due to the refinancing of our senior credit facility in December 2007.

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QUALITY DISTRIBUTION, INC. AND SUBSIDIARIES

The provision for income taxes was \$0.5 million for the quarter ended June 30, 2008 compared to a tax provision of \$2.1 million for the same period in 2007. Our effective tax rates for the three months ended June 30, 2008 and 2007 were approximately 60.0% and 48.3%, respectively. We expect our effective annual income tax rate for the year ended December 31, 2008 to range from 32% to 39%.

For the quarter ended June 30, 2008, our net income was \$0.4 million, compared to net income of \$2.3 million for the same period last year.

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

For the six months ended June 30, 2008, total revenues were \$432.5 million, an increase of \$59.7 million, or 16.0%, from revenues of \$372.8 million for the same period in 2007. Transportation revenue increased by \$7.3 million or 2.5%, primarily due to a \$21.2 million increase from the newly acquired Boasso operations offset by a \$14.0 million decrease in our pre-existing business. We had a 6.2% decrease in the total number of miles driven as the average number of miles per load decreased slightly over the prior year period along with a decrease in overall loads. This decrease in volume was offset by rate increases of 2.2% over the comparable prior year.

Other service revenue increased \$17.3 million, or 47.9%. This increase was primarily due to a \$14.8 million increase in revenue generated by the newly acquired Boasso operations. In addition, tank wash revenue increased \$1.9 million in the first half of 2008 as compared to 2007 due to the inclusion of a tank wash business acquired on May 1, 2007 and rental revenues increased by \$0.2 million. Fuel surcharge revenue increased \$35.1 million, or 81.7% primarily due to an increase in the price of fuel offset in part by a decrease in the total number of miles driven.

Purchased transportation increased by \$12.2 million, or 5.1%, due primarily to \$13.3 million of expense from the newly acquired Boasso operations and offset by a reduction of \$1.1 million due to the conversion of affiliates to company-owned operations partially offset by increased fuel surcharge revenues paid to our drivers and affiliates. Total purchased transportation as a percentage of transportation revenue and fuel surcharge revenue decreased to 66.4% for the current six months versus 71.1% for the prior-year comparable period due primarily to the conversion of affiliate terminals to Company terminals. Our affiliates generated 49.4% of our transportation revenue and fuel surcharge revenue for the six months ended 2008 compared to 58.9% for the comparable prior year period. We pay our affiliates a greater percentage of revenues generated by them than is paid to Company owner-operators, so our purchased transportation costs will change as revenues generated by affiliates change as a percentage of total transportation revenue. During the 2008 and 2007 periods, we paid our affiliates approximately 85% of the transportation revenue and paid owner-operators approximately 65% of transportation revenue. During 2008, we began testing a revenue-per-mile compensation approach with select owner-operators in lieu of our typical percentage of linehaul compensation approach. We believe this change will better compensate drivers for work performed, leading to increased productivity, better equipment utilization and a reduction of empty miles.

Compensation expense increased \$15.7 million, or 39.1%, due to \$9.2 million of expense from the newly acquired Boasso operations. In addition, we had an increase of \$5.3 million due to new or converted Company terminals added over the prior year and \$0.9 million increase in healthcare costs.

Fuel, supplies and maintenance increased \$27.8 million, or 78.4%, due to \$10.7 million of expense from the newly acquired Boasso operations, increased fuel costs of \$9.1 million, costs associated with the shift of revenue from affiliates to company-owned terminals, increased lease costs of \$3.0 million as we fund the expansion of our trailer fleet through the use of operating leases and increased maintenance of \$2.5 million as we increase the capacity of our equipment.

Selling and administrative expenses increased by \$3.9 million, or 28.4%, due to \$2.1 million of expense from the newly acquired Boasso operations. We also incurred in the current year \$0.7 million of increased professional fees, and an increase of \$0.6 million in facility costs associated with the affiliate conversions.

Insurance expense decreased by \$2.7 million, or 24.0%, due primarily to a reduction in the number and severity of accidents that occurred during the six months ended June 30, 2008.

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QUALITY DISTRIBUTION, INC. AND SUBSIDIARIES

Gain on disposal of property and equipment was \$2.0 million in 2008 as compared to a loss of \$0.2 million in 2007. The gain in the current year resulted from the sale of three properties and land not used in our business compared with a loss in the prior year period resulting from the disposals of certain tank wash equipment.

In 2008, we incurred restructuring costs of \$2.4 million primarily due to one-time employee termination benefits and costs associated with contract terminations related to our restructuring plan.

For the six months ended June 30, 2008, operating income totaled \$15.4 million, a decrease of \$2.0 million or 11.5%, compared to \$17.4 million for the same period in 2007. The operating margin for the six months ended June 30, 2008, was 3.6% compared to 4.7% for the same period in 2007 as a result of the above items.

Interest expense increased by \$2.0 million, or 12.9%, in the first half of 2008 compared to the same period in 2007, primarily due to interest on our new \$50 million of Senior Floating Rate Notes issued in December 2007. These notes, along with our entry into a new asset based lending facility, were issued primarily to fund the acquisition of Boasso, and to repay a portion of the term loan under our previous credit facility. In conjunction with these notes, we are incurring increased amortization of the original issue discount related to these notes. In addition, the amortization of deferred financing costs has increased due to the refinancing of our senior credit facility in December 2007.

The benefit from income taxes was \$0.8 million for the six months ended June 30, 2008 compared to a provision of \$0.2 million for the same period in 2007. In prior year period, the \$0.2 million provision included the recognition of a \$1.0 million tax benefit in the first quarter. This benefit arose from the identification of previously unrecognized deferred tax assets and a change in our expected effective tax rate.

For the six months ended June 30, 2008, our net loss was \$1.6 million, compared to net income of \$2.1 million for the same period last year.

Segment Operating Results

Prior to 2008, we reported our financial information as a single segment. As of June 30, 2008, we have two reportable business segments for financial reporting purposes that are distinguished primarily on the basis of services offered:

Trucking, which consists of truckload transportation of bulk chemicals, and

Container Services, specifically International Organization for Standardization, or ISO tank container transportation and depot services.

Due to the acquisition of Boasso in December 2007, we further enhanced our scope of services in the ISO tank container transportation and depot services market so that management now evaluates isolated revenues associated with these services and with trucking.

Segment revenues and operating income include the allocation of fuel surcharge. The operating income reported in our segments excludes amounts reported in Other operating income, such as corporate and other unallocated amounts. Corporate and unallocated amounts include depreciation and amortization and other gains and losses. Although these amounts are excluded from the business segment results, they are included in reported consolidated earnings. Included in Other revenues are revenues from our tank wash services and other value-added services. We have not provided specific asset information by segment, as it is not regularly provided to our chief operating decision maker for review.

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Summarized segment operating results are as follows (in thousands):

| | Three months ended June 30, | | | | Change | |
|----------------------------|-----------------------------|---------------|----------------|---------------|---------|---------|
| | 2008 | % of Total | 2007 | % of Total | \$ | % |
| Operating revenues: | | | | | | |
| Trucking | 182,295 | 81.4% | 171,453 | 88.1% | 10,842 | 6.3% |
| Container Services | 22,387 | 10.0% | 2,403 | 1.2% | 19,984 | 831.6% |
| Other revenue | 19,280 | 8.6% | 20,854 | 10.7% | (1,574) | (7.6)% |
| Total | 223,962 | 100.0% | 194,710 | 100.0% | | |
| Operating income: | | | | | | |
| Trucking | 8,925 | 66.2% | 14,830 | 91.3% | (5,905) | (39.8)% |
| Container Services | 2,070 | 15.3% | (559) | (3.4)% | 2,629 | 470.3% |
| Other operating income | 2,492 | 18.5% | 1,960 | 12.1% | 532 | 27.1% |
| Total | 13,487 | 100.0% | 16,231 | 100.0% | | |

| | Six months ended June 30, | | | | Change | |
|----------------------------|---------------------------|---------------|----------------|---------------|---------|---------|
| | 2008 | % of Total | 2007 | % of Total | \$ | % |
| Operating revenues: | | | | | | |
| Trucking | 349,923 | 80.9% | 332,571 | 89.2% | 17,352 | 5.2% |
| Container Services | 44,270 | 10.2% | 4,504 | 1.2% | 39,766 | 882.9% |
| Other revenue | 38,270 | 8.9% | 35,730 | 9.6% | 2,540 | 7.1% |
| Total | 432,463 | 100.0% | 372,805 | 100.0% | | |
| Operating income: | | | | | | |
| Trucking | 15,700 | 66.4% | 22,990 | 88.2% | (7,290) | (31.7)% |
| Container Services | 4,077 | 17.3% | (208) | (0.8)% | 4,285 | 2060.1% |
| Other operating income | 3,859 | 16.3% | 3,287 | 12.6% | 573 | 17.4% |
| Total | 23,636 | 100.0% | 26,069 | 100.0% | | |

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

Operating revenue:

Trucking revenues increased \$10.8, million or 6.3%, for the quarter ended June 30, 2008 compared to the same period for 2007 due to an increase of \$23.6 million of fuel surcharge offset by a decrease of \$12.8 million due to fewer miles driven.

Container Services revenues increased \$20.0 million, or more than 100.0%, for the quarter ended June 30, 2008 compared to the same period for 2007 due to the newly acquired Boasso operations.

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Other revenue revenues decreased \$1.6 million, or 7.6%, for the quarter ended June 30, 2008 compared to the same period for 2007 due primarily to a decrease in our tank wash revenue.

Operating income:

Trucking operating income decreased \$5.9, million or 39.8%, for the quarter ended June 30, 2008 compared to the same period for 2007 due to fewer billed miles and the conversion of affiliates which increased facility, leasing, and maintenance costs.

Container Services operating income increased \$2.6 million, or more than 100.0%, for the quarter ended June 30, 2008 compared to the same period for 2007 due to the newly acquired Boasso operations.

Other operating income operating income increased \$0.5 million, or 27.1%, for the quarter ended June 30, 2008 compared to the same period for 2007.

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Operating revenue:

Trucking revenues increased \$17.4 million or 5.2%, for the six months ended June 30, 2008 compared to the same period for 2007 due to an increase of \$42.5 million of fuel surcharge offset by a decrease of \$25.1 million due to fewer miles driven.

Container Services revenues increased \$39.8 million, or more than 100.0%, for the six months ended June 30, 2008 compared to the same period for 2007 due to the newly acquired Boasso operations.

Other revenue revenues increased \$2.5 million, or 7.1%, for the six months ended June 30, 2008 compared to the same period for 2007 due to an increase in our tank wash revenue, which includes the acquisition of a tank wash business acquired in May 2007.

Operating income:

Trucking operating income decreased \$7.3 million, or 31.7%, for the six months ended June 30, 2008 compared to the same period for 2007 due to fewer billed miles and the conversion of affiliates which increased facility, leasing, and maintenance costs.

Container Services operating income increased \$4.3 million, or more than 100.0%, for the six months ended June 30, 2008 compared to the same period for 2007 due to the newly acquired Boasso operations.

Other operating income operating income increased \$0.6 million, or 17.4%, for the six months ended June 30, 2008 compared to the same period for 2007.

Liquidity and Capital Resources

The following summarizes our cash flows for the six months ended June 30, 2008 and 2007 as reported in our Consolidated Statements of Cash Flows in the accompanying Consolidated Financial Statements (in thousands):

| | Six Months Ended June 30, | |
|---|------------------------------|----------|
| | 2008 | 2007 |
| Net cash (used in) provided by operating activities | \$ (11,552) | \$ 1,609 |
| Net cash used in investing activities | (9,629) | (3,538) |
| Net cash provided by (used in) financing activities | 14,195 | (2,087) |
| Effect of exchange rate changes on cash | (7) | 53 |
| Net decrease in cash and cash equivalents | (6,993) | (3,963) |
| Cash and cash equivalents at beginning of period | 9,711 | 6,841 |
| Cash and cash equivalents at end of period | \$ 2,718 | \$ 2,878 |

Historically, our primary source of liquidity has been cash flow from operations and borrowing availability under our credit agreement. Our primary cash needs consist of capital expenditures and debt service including our asset-based loan facility (ABL Facility), our 9% Senior Subordinated Notes due 2010 (9% Notes) and our Senior Floating Rate Notes due 2012 (2012 Notes). We incur capital expenditures for the purpose of purchasing tractors and trailers to meet our strategic needs during the year, and maintaining and improving our infrastructure.

Table of Contents**QUALITY DISTRIBUTION, INC. AND SUBSIDIARIES**

Net cash used in operating activities was \$11.6 million for the six-month period ended June 30, 2008 compared to \$1.6 million provided by in the comparable 2007 period. The \$13.2 million change in cash used in operating activities was due in part to the payment of four large claims classified under accrued loss and damage claims.

Cash used in investing activities totaled \$9.6 million for the six-month period ended June 30, 2008, compared to \$3.5 million used in the comparable 2007 period. The \$6.1 million change resulted from an increase in capital expenditures due in part to development costs associated with our new terminal in Newark, New Jersey, offset in part by reduced cash paid for business assets purchased and a cash refund due to a downward adjustment of the purchase price for Boasso.

Cash provided by financing activities was \$14.2 million during the six-month period ended June 30, 2008, compared to net cash used in financing activities of \$2.1 million for the same period in 2007. The increase was primarily due to \$17.3 million of increased borrowings on our revolver that was used to pay accrued loss and damage claims and for capital expenditures.

Off-Balance Sheet Arrangements

We have no off-balance sheet arrangements as defined under Item 303(a)(4) of Regulation S-K.

Contractual Obligations and Commitments

The following is a schedule of our long-term contractual commitments, including the current portion of our long-term indebtedness at June 30, 2008 over the periods we expect them to be paid (in thousands):

| | Total | Remainder of 2008 | Year 2009 | Year 2010 | Year 2011 | Year 2012 | Year 2013 and after |
|------------------------------|-------------------|----------------------|------------------|-------------------|------------------|-------------------|------------------------|
| Operating leases (1) | \$ 94,201 | \$ 13,303 | \$ 23,892 | \$ 18,432 | \$ 13,684 | \$ 10,246 | \$ 14,644 |
| Total indebtedness (2) | 374,640 | 2,840 | 5,802 | 126,429 | 1,173 | 135,863 | 102,533 |
| Capital leases | 10,885 | 2,620 | 2,986 | 1,813 | 1,565 | 1,195 | 706 |
| Interest on indebtedness (3) | 91,838 | 13,645 | 27,637 | 25,936 | 15,983 | 6,374 | 2,263 |
| Total | \$ 571,564 | \$ 32,408 | \$ 60,317 | \$ 172,610 | \$ 32,405 | \$ 153,678 | \$ 120,146 |

- (1) These obligations represent the minimum rental commitments under all non-cancelable operating leases including the guaranteed residual values at the end of the leases.
- (2) Excludes an unamortized original issue discount of \$3.9 million.
- (3) Amounts presented for interest payments assume that all long-term debt obligations outstanding as of June 30, 2008 will remain outstanding until maturity and interest rates on variable-rate debt in effect as of June 30, 2008 will remain in effect until maturity.

Other Liabilities and Obligations

We have \$9.6 million of environmental liabilities, \$7.3 million of pension plan obligations and \$21.1 million of other insurance claim obligations. We expect to pay these various obligations over the next ten years. We also have \$56.8 million in outstanding letters of credit. We are required to provide letters of credit to our insurance administrator to cover the payment of claims. The outstanding letters of credit as of June 30, 2008 for our insurance administrator totaled \$47.1 million. If we fail to meet certain terms of our agreement, the insurance administrator may draw down the letters of credit. As of June 30, 2008, our FIN 48 liability is \$2.6 million and represents total gross unrecognized tax benefits that may be paid in future periods. In addition, we have accrued \$1.9 million of interest and penalties that may be paid in future periods.

Table of Contents**QUALITY DISTRIBUTION, INC. AND SUBSIDIARIES***Long-term Debt*

Long-term debt consisted of the following (in thousands):

| | June 30, 2008 | December 31, 2007 |
|---|-------------------|----------------------|
| Capital lease obligations | \$ 10,885 | \$ 5,283 |
| ABL Facility | 101,400 | 84,130 |
| Senior Floating Rate Notes due 2012 | 135,000 | 135,000 |
| 9% Senior Subordinated Notes due 2010 | 125,000 | 125,000 |
| Boasso Note | 2,500 | 2,500 |
| Other Notes | 10,740 | 1,805 |
| Long-term debt, including current maturities | 385,525 | 353,718 |
| Discount on Senior Floating Rate Notes | (3,896) | (4,447) |
| | 381,629 | 349,271 |
| Less current maturities of long-term debt (including capital lease obligations) | (7,416) | (1,864) |
| Long-term debt, less current maturities | \$ 374,213 | \$ 347,407 |

Our principal debt sources at June 30, 2008 comprise \$125 million aggregate principal amount of 9% Notes, \$135 million principal amount of our 2012 Notes and a \$225 million ABL Facility.

The ABL Facility

The ABL Facility, which was effective December 18, 2007, consists of a current asset-based revolving facility in an initial amount of \$195.0 million (the current asset tranche) and a fixed asset-based revolving facility in an initial amount of \$30.0 million (the fixed asset tranche), with the total commitments under the fixed asset tranche to be reduced, and the total commitments under the current asset tranche correspondingly increased by \$5.0 million on December 18, 2009 and 2010. Borrowings of revolving loans under the ABL Facility are allocated pro rata to the current asset tranche and the fixed asset tranche based on the then-current current asset borrowing base and the then-current fixed asset borrowing base. The ABL Facility matures June 18, 2013. The maturity date of the ABL Facility may be accelerated if we default on our obligations under the ABL Facility. The maturity date of the ABL Facility is also advanced to a date 91 days prior to the maturity date of the 2012 Notes or the 9% Notes (and replacement indebtedness) if the aggregate principal amount of the notes maturing in the 91-day period exceeds \$50.0 million.

The ABL Facility includes borrowing capacity of up to \$150.0 million for letters of credit, which are allocated pro rata between the two tranches based on the then-current borrowing base for each tranche (or, if the credit extensions under the fixed asset tranche are repaid and the commitments thereunder are terminated prior to the termination of the ABL Facility, to the current asset tranche), and up to \$10.0 million for swingline borrowings on same-day notice, which are allocated under the current asset tranche. The proceeds of the ABL Facility were used, together with the proceeds from an additional private offering of \$50 million of the 2012 Notes, to finance a portion of the Boasso acquisition. The ABL Facility contains a fixed charge coverage ratio of 1.0 to 1.0 which only needs to be met if borrowing availability is less than \$20 million. At June 30, 2008, we had \$46.0 million of borrowing availability under the ABL Facility.

Borrowings under the ABL Facility bear interest at a rate equal to an applicable margin plus, at our option, either a base rate or LIBOR. The applicable margin for borrowings under the current asset tranche at June 30, 2008 is 1.00% with respect to base rate borrowings and 2.00% with respect to LIBOR borrowings. The applicable margin for borrowings under the fixed asset tranche at June 30, 2008 is 1.25% with respect to base rate borrowings and 2.25% with respect to LIBOR borrowings. The applicable margin for such borrowings will be reduced or increased based on aggregate borrowing base availability under the ABL Facility over the life of the ABL Facility. The base rate for the ABL Facility is the

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higher of the prime rate and the federal funds overnight rate plus 0.50%. We are also required to pay a fee for utilized commitments under the ABL Facility at a rate equal to 0.25% per annum. The ABL Facility is required to be prepaid only to the extent that the aggregate amount of outstanding borrowings, unreimbursed letter of credit drawings and undrawn letters of credit under the relevant tranche exceeds the lesser of the applicable commitments and the applicable borrowing base in effect at such time for such tranche. The borrowing base for the current asset tranche consists of eligible accounts receivable, eligible inventory and eligible truck and trailer fleet, and the borrowing base for the fixed asset tranche consists of eligible real property and certain eligible equipment. We may voluntarily repay outstanding loans under the ABL Facility at any time without premium or penalty, other than customary breakage costs with respect to LIBOR loans. The interest rate on the ABL Facility at June 30, 2008 was 4.6%.

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All obligations under the ABL Facility are guaranteed by QDI and each of our wholly-owned domestic restricted subsidiaries (other than our immaterial subsidiaries). Obligations under the current asset tranche, and the guarantees of those obligations (as well as cash management obligations and any interest hedging or other swap agreements), are secured by a first priority lien on certain assets of QD LLC and the guarantors, including eligible accounts, eligible inventory and eligible truck and trailer fleet (current asset tranche priority collateral) and a second priority lien on all other assets of QD LLC and the guarantors, including eligible real property and certain eligible equipment (fixed asset tranche priority collateral). Obligations under the fixed asset tranche, and the guarantees of those obligations, are secured by a first-priority lien on fixed asset tranche priority collateral and a second priority lien on current asset tranche priority collateral.

We incurred \$6.6 million in debt issuance costs relating to the ABL Facility. We are amortizing these costs over the term of the ABL Facility.

Senior Floating Rate Notes

On January 28, 2005, QD LLC and QD Capital sold \$85 million in Senior Floating Rate Notes, guaranteed by QDI and domestic subsidiaries at 98% of the face value of the notes. On December 18, 2007, QD LLC and QD Capital sold \$50 million in Senior Floating Rate Notes, guaranteed by QDI and domestic subsidiaries at 93% of the face value of the notes. On June 4, 2008, we satisfied our contractual obligation to exchange the Senior Floating Rate Notes sold in December 2007 for Senior Floating Rate Notes registered under the Securities Act. The Senior Floating Rate Notes, due January 15, 2012, pay interest quarterly on January 15, April 15, July 15, and October 15. Interest accrues at a floating rate per annum, reset quarterly, equal to LIBOR plus 4.5%. The net proceeds of the \$85 million offering were used to repay approximately \$70 million of a previous term loan and to make a distribution to QDI, which in turn used such proceeds to redeem all \$7.5 million principal amount of previous outstanding debt. The balance was used for general corporate purposes, including the repayment of \$5.8 million of indebtedness under the revolving credit portion of our previous credit facility. The net proceeds of the \$50 million offering were used to repay a portion of the term loan under our previous credit facility. The interest rate on the \$85 million of the 2012 Notes at June 30, 2008 and 2007 was 7.2% and 9.9%, respectively. The interest rate on the \$50 million of the 2012 Notes at June 30, 2008 was 7.2%.

We incurred \$2.5 million in debt issuance costs relating to the \$85 million of the 2012 Notes and \$2.2 million related to the \$50 million of the 2012 Notes. We are amortizing these costs over the term of the notes.

We may redeem the 2012 Notes, in whole or in part from time to time, upon not less than 30 nor more than 60 days notice at the following redemption prices, expressed as percentages of the principal amount thereof, if redeemed during the twelve-month period commencing on January 15 of the year set forth below, plus, in each case, accrued and unpaid interest thereon, if any, to the date of redemption:

| Year | Percentage |
|---------------------|-------------------|
| 2008 | 101.00 |
| 2009 and thereafter | 100.00 |

9% Senior Subordinated Notes

The 9% Notes are unsecured obligations of QD LLC and QD Capital due 2010, guaranteed on a senior subordinated basis by us and all of our direct and indirect domestic subsidiaries. The guarantees are full, unconditional, joint and several obligations of the guarantors.

We incurred \$5.5 million in debt issuance costs relating to the 9% Notes. We are amortizing these costs over the term of the 9% Notes.

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We may redeem the 9% Notes, in whole or in part from time to time, upon not less than 30 nor more than 60 days notice at the following redemption prices, expressed as percentages of the principal amount thereof, if redeemed during the twelve-month period commencing on November 15 of the year set forth below, plus, in each case, accrued and unpaid interest thereon, if any, to the date of redemption:

| Year | Percentage |
|---------------------|-------------------|
| 2008 | 102.25 |
| 2009 and thereafter | 100.00 |

Boasso Note

Included in the aggregate purchase price of the Boasso acquisition is a \$2.5 million 7% promissory note with a maturity on December 18, 2009 for the benefit of a former Boasso shareholder. The shareholder has the right to demand payment on December 18, 2009. The Boasso Note is convertible into shares of our common stock following the first anniversary of the acquisition at the election of the holder at a price of \$4.47 per share (the closing price of the shares reported on NASDAQ on the day before the acquisition). If the conversion option is exercised, we have the right, instead of issuing shares, to pay the holder a cash amount equal to the number of shares of common stock into which the Boasso Note is then convertible multiplied by the average closing price plus any accrued and unpaid interest.

Collateral, Guarantees and Covenants

The ABL Facility contains a number of covenants that, among other things, restrict, subject to certain exceptions, our ability, and the ability of our subsidiaries, to sell assets; incur additional indebtedness; prepay other indebtedness (including the notes); pay dividends and distributions or repurchase their capital stock; create liens on assets; make investments; make certain acquisitions; engage in mergers or consolidations; engage in certain transactions with affiliates; amend certain charter documents and material agreements governing subordinated indebtedness, including the Existing Subordinated Notes; change the business conducted by it and its subsidiaries; and enter into agreements that restrict dividends from subsidiaries. The ABL Facility also contains certain customary affirmative covenants and events of default.

The term loan and revolver were guaranteed by all of our existing and future direct and indirect domestic subsidiaries (collectively, the subsidiary guarantors). Our obligations under the term loan and revolver and our subsidiary guarantor obligations were collateralized by a first priority perfected lien on substantially all of our properties and assets and those of the subsidiary guarantors, now owned or subsequently acquired, including a pledge of all capital stock and notes owned by us and the subsidiary guarantors, subject to certain exceptions. In addition, in certain cases, no more than 65.0% of the stock of our foreign subsidiaries is required to be pledged. Such assets pledged also collateralize certain interest rate protection and other hedging agreements permitted by the credit facility that may be entered into from time to time by us.

QD LLC has the ability to incur additional debt, subject to limitations imposed by the indentures governing the 9% Notes and the 2012 Notes. Under the indentures governing the 9% Notes and 2012 Notes, in addition to specified permitted indebtedness, QD LLC will be able to incur additional indebtedness so long as, on a pro forma basis, QD LLC's consolidated fixed charge coverage ratio (the ratio of Consolidated EBITDA (as defined in the respective indentures for the QD LLC Notes) to consolidated fixed charges) is 2.00 to 1.0 or less. As of June 30, 2008 we were in compliance with this covenant.

We are in compliance with all covenants at June 30, 2008.

Table of Contents**QUALITY DISTRIBUTION, INC. AND SUBSIDIARIES****Debt Retirement**

The following is a schedule of our indebtedness at June 30, 2008 over the periods we are required to pay such indebtedness (in thousands):

| | Remainder of | | | | 2012 and | Total |
|--|-----------------|-----------------|-------------------|-----------------|-------------------|-------------------|
| | 2008 | 2009 | 2010 | 2011 | after | |
| Boasso Note (1) | \$ | \$ 2,500 | \$ | \$ | \$ | \$ 2,500 |
| Capital lease obligations | 2,620 | 2,986 | 1,813 | 1,565 | 1,901 | 10,885 |
| ABL Facility (2) | | | | | 101,400 | 101,400 |
| 9% Senior Subordinated Notes, due 2010 | | | 125,000 | | | 125,000 |
| Senior Floating Rate Notes, due 2012 (3) | | | | | 135,000 | 135,000 |
| Other Notes | 2,840 | 3,301 | 1,429 | 1,172 | 1,998 | 10,740 |
| Total | \$ 5,460 | \$ 8,787 | \$ 128,242 | \$ 2,737 | \$ 240,299 | \$ 385,525 |

- (1) The holder of the Boasso Note has the option to convert the Boasso Note into shares of our common stock following the first anniversary of the acquisition.
- (2) The maturity date of the ABL Facility may be accelerated if we default on our obligations under the ABL Facility. The maturity date of the ABL Facility is also advanced to a date 91 days prior to the maturity date of the 2012 Notes or the 9% Notes (and replacement indebtedness) if the aggregate principal amount of the notes maturing in the 91-day period exceeds \$50.0 million.
- (3) Amounts do not include the remaining unamortized original issue discount of \$3.9 million relating to the 2012 Notes.

The following is a schedule of our debt issuance costs at June 30, 2008 (in thousands):

| | Issuance Costs | Accumulated Amortization | Balance |
|--|-------------------|-----------------------------|------------------|
| ABL Facility | \$ 6,625 | \$ (652) | \$ 5,973 |
| 9% Senior Subordinated Notes, due 2010 | 5,496 | (3,671) | 1,825 |
| Senior Floating Rate Notes, due 2012 | 4,701 | (1,517) | 3,184 |
| Total | \$ 16,822 | \$ (5,840) | \$ 10,982 |

We are amortizing these costs over the term of the debt instruments.

FORWARD-LOOKING STATEMENTS AND CERTAIN CONSIDERATIONS

This report, along with other documents that are publicly disseminated by us, contains or might contain forward-looking statements within the meaning of the Securities Exchange Act of 1934, as amended. All statements included in this report and in any subsequent filings made by us with the SEC other than statements of historical fact, that address activities, events or developments that we or our management expect, believe or anticipate will or may occur in the future are forward-looking statements. These statements represent our reasonable judgment on the future based on various factors and using numerous assumptions and are subject to known and unknown risks, uncertainties and other factors that could cause our actual results and financial position to differ materially. We claim the protection of the safe harbor for forward-looking statements provided in the Private Securities Litigation Reform Act of 1995, Section 27A of the Securities Act and Section 21E of the Exchange Act. Examples of forward-looking statements include: (i) projections of revenue, earnings, capital structure and other financial items, (ii) statements of our plans and objectives, (iii) statements of expected future economic performance, and (iv) assumptions underlying statements regarding us or our business. Forward-looking statements can be identified by, among other things, the use of forward-looking language, such as believes,

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expects, estimates, may, will, should, could, seeks, plans, intends, anticipates or scheduled to or the negatives of those terms or of those terms or comparable language, or by discussions of strategy or other intentions.

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Forward-looking statements are subject to known and unknown risks, uncertainties and other factors that could cause the actual results to differ materially from those contemplated by the statements. The forward-looking information is based on various factors and was derived using numerous assumptions. Important factors that could cause our actual results to be materially different from the forward-looking statements include the following risks and other factors discussed under the Item 1A Risk Factors in our Annual Report on Form 10-K for the year ended December 31, 2007, as well as those discussed in the Quarterly Report on Form 10-Q for the quarter ended March 31, 2008, and in this Quarterly Report on Form 10-Q. These factors include:

general economic conditions,

the availability of diesel fuel,

adverse weather conditions,

competitive rate fluctuations,

our substantial leverage and restrictions contained in our debt arrangements and interest rate fluctuations in our floating rate indebtedness,

the cyclical nature of the transportation industry due to various economic factors such as excess capacity in the industry, the availability of qualified drivers, changes in fuel and insurance prices, interest rate fluctuations, and downturns in customers business cycles and shipping requirements,

changes in demand for our services due to the cyclical nature of our customers' businesses,

potential disruption at U.S. ports of entry could adversely affect our business, financial condition and results of operations,

our dependence on affiliates and owner-operators and our ability to attract and retain owner-operators, affiliates and Company drivers,

changes in the future, or our inability to comply with, governmental regulations and legislative changes affecting the transportation industry,

our material exposure to both historical and changing environmental regulations and the increasing costs relating to environmental compliance,

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our liability as a self-insurer to the extent of our deductibles, as well as our ability or inability to reduce our claims exposure through insurance due to changing conditions and pricing in the insurance marketplace,

the cost of complying with existing and future anti-terrorism security measures enacted by federal, state and municipal authorities,

the potential loss of our ability to use net operating losses to offset future income due to a change of control,

increased unionization, which could increase our operating costs or constrain operating flexibility,

changes in senior management,

our ability to successfully manage workforce restructurings,

our ability to successfully integrate acquired businesses and converted affiliates, and

interests of Apollo Management, our largest shareholder, which may conflict with your interests.

In addition, there may be other factors that could cause our actual results and financial condition to be materially different from the results referenced in the forward-looking statements. For example, the cost estimates and expected cost savings for our recent reduction in workforce were determined based upon the operating information and upon certain assumptions that we believe to be reasonable. The estimates are subject to a number of assumptions, including assumptions regarding the number of employees accepting severance arrangements, which depend upon the actions of persons other than us or other factors beyond our control.

All forward-looking statements contained in this Quarterly Report on Form 10-Q are qualified in their entirety by this cautionary statement. Forward-looking statements speak only as of the date they are made, and we do not intend to update or otherwise revise the forward-looking statements to reflect events or circumstances after the date of this Quarterly Report on Form 10-Q or to reflect the occurrence of unanticipated events.

ADDITIONAL INFORMATION AVAILABLE ON COMPANY WEBSITE

Our most recent Annual Report on Form 10-K, Quarterly Reports on Form 10-Q, Current Reports on Form 8-K and amendments to those reports may be viewed or downloaded electronically or as paper copies from our website: <http://www.qualitydistribution.com> as soon as reasonably practicable after we electronically file such material with, or furnish it to, the SEC. Our recent press releases are also available to be viewed or downloaded electronically at

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<http://www.qualitydistribution.com>. We will also provide electronic or paper copies of our SEC filings free of charge on request. Any information on or linked from our website is not incorporated by reference into this Quarterly Report on Form 10-Q.

ITEM 3 Quantitative and Qualitative Disclosures about Market Risk

We are subject to market risks from (i) interest rates due to our variable interest rate indebtedness, (ii) foreign currency fluctuations due to our international operations and (iii) increased commodity prices due to the diesel consumption necessary for our operations. During the six months ended June 30, 2008, we did not hold derivative instruments or engage in other hedging transactions to reduce our exposure to such risks.

Interest Rate Risk

We are exposed to the impact of interest rate changes primarily through our variable-rate borrowings under the ABL Facility and the 2012 Notes. With regard to the ABL Facility at QD LLC's option, the applicable margin for borrowings under the current asset tranche at June 30, 2008 is 1.00% with respect to base rate borrowings and 2.00% with respect to LIBOR borrowings. The applicable margin for borrowings under the fixed asset tranche at June 30, 2008 is 1.25% with respect to base rate borrowings and 2.25% with respect to LIBOR borrowings. The applicable margin for such borrowings will be reduced or increased based on aggregate borrowing base availability under the ABL Facility over the life of the ABL Facility. The base rate under the ABL Facility is equal to the higher of the prime rate and the federal funds overnight rate plus 0.50%. The base rate for our 2012 Notes is LIBOR plus 4.50%.

| | Balance at June 30, 2008 (\$ in 000s) | Interest Rate at June 30, 2008 | Effect of 1% Increase (\$in 000s) |
|------------------------------------|---|---|--|
| ABL Facility | \$ 101,400 | 4.61% | \$ 1,014 |
| Senior Floating Rate Notes - \$50M | 50,000 | 7.21% | 500 |
| Senior Floating Rate Notes - \$85M | 85,000 | 7.21% | 850 |
| Total | \$ 236,400 | | \$ 2,364 |

At June 30, 2008, a 1% point increase in the current per annum interest rate for each would result in \$2.4 million of additional interest expense during the next year. The foregoing calculation assumes an instantaneous one percentage point increase in the rates of all of our indebtedness and that the principal amount of each is the amount outstanding as of June 30, 2008. The calculation therefore does not account for the differences in the market rates upon which the interest rates of our indebtedness are based, our various options to elect the lower of two different interest rates under our borrowings or other possible actions, such as prepayment, that we might take in response to any rate increase.

Foreign Currency Exchange Rate Risk

Operating in international markets involves exposure to the possibility of volatile movements in foreign exchange rates. The currencies in each of the countries in which we operate affect:

the results of our international operations reported in U.S. dollars; and

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QUALITY DISTRIBUTION, INC. AND SUBSIDIARIES

the value of the net assets of our international operations reported in U.S. dollars.

These exposures may impact future earnings or cash flows. Revenue from foreign locations (Canada and Mexico) represented approximately 6.7% of our consolidated revenue for the six months ended June 30, 2008 and 7.4% of our consolidated revenue for the six months ended June 30, 2007. The economic impact of foreign exchange rate movements is complex because such changes are often linked to variability in real growth, inflation, interest rates, governmental actions and other factors. These changes, if material, could cause us to adjust our financing and operating strategies. Therefore, to isolate the effect of changes in currency does not accurately portray the effect of these other important economic factors. As foreign exchange rates change, translation of the income statements of our international subsidiaries into U.S. dollars affects year-over-year comparability of operating results. While we may hedge specific transaction risks, we generally do not hedge translation risks because we believe there is no long-term economic benefit in doing so.

Assets and liabilities for our Canadian operations are matched in the local currency, which reduces the need for dollar conversion. Our Mexican operations use the U.S. dollar as their functional currency. Any foreign currency impact on translating assets and liabilities into dollars is included as a component of shareholders' equity. Our revenue results for the six months ended June 30, 2008 were positively impacted by a \$3.2 million foreign currency movement, primarily due to the strengthening of the Canadian dollar against the United States dollar.

Changes in foreign exchange rates that had the largest impact on translating our international operating profits for the first six months of 2008 related to the Canadian dollar versus the U.S. dollar. We estimate that a 1% adverse change in the Canadian dollar foreign exchange rate would have decreased our revenues by approximately \$0.3 million for the six months ended June 30, 2008, assuming no changes other than the exchange rate itself. Our inter-company loans are subject to fluctuations in exchange rates primarily between the U.S. dollar and the Canadian dollar. Based on the outstanding balance of our intercompany loans at June 30, 2008, a change of 1% in the exchange rate for the Canadian dollar would cause a change in our foreign exchange result of less than \$0.1 million.

Commodity Price Risk

The price and availability of diesel fuel are subject to fluctuations due to changes in the level of global oil production, seasonality, weather, global politics and other market factors. During the first six months of 2008, diesel fuel prices continued to rise to record levels. Historically, we have been able to recover a majority of fuel price increases from our customers in the form of fuel surcharges. The price and availability of diesel fuel can be unpredictable as well as the extent to which fuel surcharges can be collected to offset such increases. In the six months ended June 30, 2008 and 2007, a majority of fuel costs were covered through fuel surcharges.

ITEM 4 Controls and Procedures

Evaluation of disclosure controls and procedures

As required by Exchange Act Rules 13a-15(b) and 15d-15(b), management has evaluated, with the participation of our Chief Executive Officer and Chief Financial Officer, the effectiveness of our disclosure controls and procedures as of the end of the period covered by this report. Based on their evaluation, management concluded our disclosure controls and procedures (as defined in Securities Exchange Act Rules 13a-15(e) and 15d-15(e)) were effective as of June 30, 2008 to ensure that information required to be disclosed by us in reports that we file or submit under the Securities Exchange Act is recorded, processed, summarized and reported within the time periods specified in Securities and Exchange Commission rules and forms and were effective as of June 30, 2008 to ensure that information required to be disclosed by us in the reports that we file or submit under the Securities Exchange Act is accumulated and communicated to management, including our Chief Executive Officer and Chief Financial Officer, or persons performing similar functions, as appropriate, to allow timely decisions regarding required disclosure.

Changes in Internal Control Over Financial Reporting

Since the acquisition of Boasso in December 2007, we have been diligently working to integrate and assimilate Boasso's operations into our internal operating procedures, information systems and accounting controls. While in this transition phase during the six months ended June 30, 2008, we reviewed the financial information obtained from Boasso and performed additional procedures with respect to such information in order to determine its accuracy and reliability. There were no changes in our internal control over financial reporting during the quarter ended June 30, 2008 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

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In accordance with guidance from the Division of Corporation Finance and Office of the Chief Accountant of the Securities and Exchange Commission, the Company will include an assessment of Boasso in management's report on the effectiveness of the Company's internal control over financial reporting in the Form 10-K for the year ended December 31, 2008.

PART II OTHER INFORMATION

ITEM 1 Legal Proceedings

Other than reported in Item 3 - Legal Proceedings of our Annual Report on Form 10-K for the year ended December 31, 2007, Note 17. Commitments and Contingencies to our audited consolidated financial statements contained in such Form 10-K and Note 9. Commitments and Contingencies to our unaudited consolidated financial statements included in this report, we are not currently a party to any material pending legal proceedings other than routine matters incidental to our business and no material developments have occurred in any proceedings described in such Form 10-K.

ITEM 1A Risk Factors

You should carefully consider the factors disclosed in our Annual Report on Form 10-K for the year ended December 31, 2007 and our Quarterly Report on Form 10-Q for the quarter ended March 31, 2008 included under Item 1A Risk Factors in addition to the other information set forth in this report (including the risk identified below). The risks described in our Annual Report on Form 10-K and our Quarterly Reports on Form 10-Q are not the only risks facing our Company. Additional risks and uncertainties not currently known to us or that we currently deem to be immaterial also may materially adversely affect our business, financial condition and/or operating results.

Restructuring plans involve risks to our business operations and may not reduce our costs.

In April 2008, we announced restructuring plans that involve terminating approximately 75 employees in the aggregate and certain contract terminations. These steps have placed, and will continue to place, pressures on our management, administrative and operational infrastructure as well as on our results of operations. Employees that departed in connection with the restructuring possessed knowledge of our business, skills and relationships with our customers, affiliates, drivers and other employees that were not replaced. As a result, our remaining employees may be required to serve new operational roles in which they have limited experience, which may reduce employee satisfaction and productivity. New relationships may also reduce customer, affiliate or driver satisfaction. Additionally, our restructuring plans and related efforts may divert management's and other employees' attention from other business concerns.

Due to the restructuring, we have taken a pre-tax charge in the second quarter which represents our estimates of severance-related and contract termination costs, of which the majority were cash expenditures paid during the quarter ended June 30, 2008 or that we expect to pay in the future. Actual costs may exceed our estimates. Furthermore, we have formulated these restructuring plans with the goal of reducing our future operating expenses. Our future operating expenses may not be reduced as we expect, or reductions may be offset in the future by other expenses.

ITEM 2 Unregistered Sale of Equity Securities and Use of Proceeds

None

ITEM 3 Defaults Upon Senior Securities

None

Table of Contents**QUALITY DISTRIBUTION, INC. AND SUBSIDIARIES****ITEM 4 Submission of Matters to a Vote of Security Holders**

The annual general meeting of the shareholders of Quality Distribution, Inc. was held on May 15, 2008. At the meeting, the following actions were approved by the shareholders. There were no broker non-votes.

Eight individuals were elected as directors of QDI. The voting was as follows:

| | For | Withheld |
|---------------------|------------|-----------------|
| Marc E. Becker | 17,230,508 | 863,379 |
| Gary R. Enzor | 17,340,083 | 753,804 |
| Richard B. Marchese | 18,000,953 | 92,934 |
| Thomas R. Miklich | 18,001,453 | 92,434 |
| Stanly Parker, Jr. | 17,244,748 | 849,139 |
| M. Ali Rashid | 17,230,008 | 863,879 |
| Alan H. Schumacher | 18,001,313 | 92,574 |
| Thomas M. White | 17,244,148 | 849,739 |

The voting on the following resolution was as follows:

| | For | Withheld | Abstain |
|---|------------|-----------------|----------------|
| Ratification of PricewaterhouseCoopers as Independent Registered Certified Public Accounting Firm | 18,069,517 | 15,931 | 8,439 |

ITEM 5 Other Information

None

ITEM 6 Exhibits

| Exhibit No. | Description |
|--------------------|---|
| 10.1 | Agreement and Release, effective as of April 24, 2008, between Quality Distribution, Inc. and Virgil Leslie. |
| 31.1 | Certification of Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 |
| 31.2 | Certification of Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 |
| 32.1 | Certification of Chief Executive Officer and Chief Financial Officer pursuant To 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 |

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QUALITY DISTRIBUTION, INC. AND SUBSIDIARIES

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.

QUALITY DISTRIBUTION, INC.

August 8, 2008

/s/ Gary R. Enzor

GARY R. ENZOR,
PRESIDENT AND CHIEF EXECUTIVE OFFICER
(PRINCIPAL EXECUTIVE OFFICER)

August 8, 2008

/s/ Stephen R. Attwood

STEPHEN R. ATTWOOD, SENIOR VICE
PRESIDENT AND CHIEF FINANCIAL OFFICER
(PRINCIPAL FINANCIAL AND ACCOUNTING OFFICER)