HUB GROUP INC
Form 10-Q
July 24, 2006

SECURITIES AND EXCHANGE COMMISSION

Washington, DC 20549

FORM 10-Q

x QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(D) OF THE

SECURITIES AND EXCHANGE ACT OF 1934

For the quarterly period ended June 30, 2006 or

o TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(D) OF THE

SECURITIES EXCHANGE ACT OF 1934

For the transition period from ________ to ________

Commission file number: 0-27754

HUB GROUP, INC.

(Exact name of registrant as specified in its charter)

Delaware	**36-4007085**
(State or other jurisdiction incorporation or organization)	(I.R.S. Employer Identification No.)

3050 Highland Parkway, Suite 100

Downers Grove, Illinois 60515

(Address, including zip code, of principal executive offices)

(630) 271-3600

(Registrant s telephone number, including area code)

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

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

Large Accelerated Filer __ Accelerated Filer X Non-Accelerated Filer __

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

On July 18, 2006, the registrant had 41,040,363 outstanding shares of Class A common stock, par value $.01 per share, and 662,296 outstanding shares of Class B common stock, par value $.01 per share.

HUB GROUP, INC.

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

	June 30, 2006 (Unaudited)	**December 31, 2005**
ASSETS		
CURRENT ASSETS:		
Cash and cash equivalents	$ 52,039	$ 36,133
Restricted investments	2,236	1,387
Accounts receivable		
Trade, net	143,725	147,004
Other	12,044	10,603
Prepaid taxes	474	6,040
Deferred taxes	1,534	-
Prepaid expenses and other current assets	5,493	3,860
Assets of discontinued operations	-	17,855
TOTAL CURRENT ASSETS	217,545	222,882
Property and equipment, net	24,381	12,767
Other intangibles,net	7,725	-
Goodwill, net	220,488	208,150
Other assets	384	619
TOTAL ASSETS	$ 470,523	$ 444,418
LIABILITIES AND STOCKHOLDERS' EQUITY		
CURRENT LIABILITIES:		
Accounts payable		
Trade	$ 109,917	$ 114,094
Other	6,233	3,668
Accrued expenses		
Payroll	16,020	20,909
Other	22,074	18,917
Deferred taxes	-	960
Liabilities of discontinued operations	-	5,341
TOTAL CURRENT LIABILITIES	154,244	163,889
DEFERRED TAXES	41,294	38,454
STOCKHOLDERS' EQUITY:		
Preferred stock, $.01 par value; 2,000,000 shares authorized; no shares issued or outstanding in 2006 and 2005	-	-
Common stock		
Class A: $.01 par value; 47,337,700 shares authorized; 41,224,792 shares issued and 41,040,324 outstanding in 2006; 41,224,792 shares issued and 39,962,484 outstanding in 2005	412	412
Class B: $.01 par value; 662,300 shares authorized; 662,296 shares issued and outstanding in 2006 and 2005	7	7
Additional paid-in capital	173,360	183,524
Purchase price in excess of predecessor basis, net of tax benefit of $10,306	(15,458)	(15,458)
Retained earnings	119,230	97,557
Unearned compensation	-	(6,259)
Treasury stock; at cost, 184,468 shares in 2006 and 1,262,308 shares in 2005	(2,566)	(17,708)
TOTAL STOCKHOLDERS' EQUITY	274,985	242,075
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY	$ 470,523	$ 444,418

See notes to unaudited condensed consolidated financial statements.

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

	Three Months Ended June 30, 2006	2005	Six Months Ended June 30, 2006	2005
Revenue	$ 395,253	$ 361,822	$ 751,999	$ 691,227
Transportation costs	339,805	318,002	649,196	607,299
Gross margin	55,448	43,820	102,803	83,928
Costs and expenses:				
Salaries and benefits	24,286	20,281	47,140	40,891
General and administrative	9,740	9,012	18,683	18,238
Depreciation and amortization	1,528	2,252	3,387	4,474
Total costs and expenses	35,554	31,545	69,210	63,603
Operating income	19,894	12,275	33,593	20,325
Other income (expense):				
Interest expense	(136)	(140)	(264)	(347)
Interest income	552	183	998	383
Other, net	55	40	160	54
Total other income	471	83	894	90
Income from continuing operations before provision for income taxes	20,365	12,358	34,487	20,415
Provision for income taxes	8,146	5,129	13,795	8,473
Income from continuing operations	12,219	7,229	20,692	11,942
Discontinued operations:				
Income from discontinued operations of HGDS (including loss on disposal of $70 in 2006)	540	1,189	1,634	2,274
Provision for income taxes	216	493	653	943
Income from discontinued operations	324	696	981	1,331
Net income	$ 12,543	$ 7,925	$ 21,673	$ 13,273
Basic earnings per common share				
Income from continuing operations	$ 0.30	$ 0.18	$ 0.51	$ 0.30
Income from discontinued operations	0.01	0.02	0.03	0.03
Net income	$ 0.31	$ 0.20	$ 0.54	$ 0.33
Diluted earnings per common share				
Income from continuing operations	$ 0.29	$ 0.17	$ 0.50	$ 0.29
Income from discontinued operations	0.01	0.02	0.02	0.03
Net income	$ 0.30	$ 0.19	$ 0.52	$ 0.32
Basic weighted average number of shares outstanding	40,768	39,954	40,482	40,260
Diluted weighted average number of shares outstanding	41,607	41,592	41,455	41,954

See notes to unaudited condensed consolidated financial statements.

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HUB GROUP, INC.
UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF STOCKHOLDERS EQUITY
For the six months ended June 30, 2006
(in thousands, except shares)

	June 30, 2006
Class A & B Common Stock Shares Outstanding	
Beginning of year	40,624,780
Purchase of treasury shares	(7,714)
Treasury shares issued under restricted stock and stock option plans	1,085,554
Ending balance	41,702,620
Class A & B Common Stock Amount	
Beginning of year	$ 419
Issuance of restricted stock and exercise of stock options	-
Ending balance	419
Additional Paid-in Capital	
Beginning of year	183,524
Equity reclassification impact of adopting SFAS No. 123 (R)	(6,259)
Exercise of non-qualified stock options	(12,118)
Share-based compensation expense	1,708
Issuance of restricted stock awards, net of forfeitures	(1,292)
Tax benefit of share-based compensation plans	7,797
Ending balance	173,360
Purchase Price in Excess of Predecessor Basis, Net of Tax	
Beginning of year	(15,458)
Ending balance	(15,458)
Retained Earnings	
Beginning of year	97,557
Net income	21,673
Ending balance	119,230
Unearned Compensation	
Beginning of year	(6,259)
Equity reclassification impact of adopting SFAS No. 123 (R)	6,259
Ending balance	-
Treasury Stock	
Beginning of year	(17,708)
Purchase of treasury shares	(173)
Issuance of restricted stock and exercise of stock options	15,315
Ending balance	(2,566)
Total stockholders equity	$ 274,985

See notes to unaudited condensed consolidated financial statements.

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

	Six Months Ended June 30,	
	2006	**2005**
Cash flows from operating activities:		
Income from continuing operations	$ 20,692	$ 11,942
Adjustments to reconcile income from continuing operations to net cash provided by operating activities:		
Depreciation and amortization	4,233	4,693
Deferred taxes	296	7,207
Compensation expense related to share-based compensation plans	1,708	1,047
Loss (Gain) on sale of assets	12	(18)
Other assets	239	459
Changes in working capital excluding effects of purchase transaction:		
Restricted investments	(849)	(885)
Accounts receivable, net	11,179	(9,594)
Prepaid taxes	4,962	-
Prepaid expenses and other current assets	(1,340)	1,571
Accounts payable	(4,148)	3,824
Accrued expenses	(2,552)	(6,251)
Net cash provided by operating activities	34,432	13,995
Cash flows from investing activities:		
Proceeds from sale of equipment	179	40
Purchases of property and equipment	(2,364)	(1,893)
Cash used in acquisition of Comtrak, Inc.	(39,883)	-
Proceeds from the disposal of discontinued operations	12,203	-
Net cash used in investing activities	(29,865)	(1,853)
Distributions to stockholders		
Cash flows from financing activities:		
Proceeds from stock options exercised	1,905	2,794
Purchase of treasury stock	(173)	(30,558)
Excess tax benefits from share-based compensation	7,797	-
Net cash provided by (used in) financing activities	9,529	(27,764)
Cash flows from operating activities of discontinued operations	1,848	5,969
Cash flows used in investing activities of discontinued operations	(38)	(181)
Net cash provided by discontinued operations	1,810	5,788
Net increase in cash and cash equivalents	15,906	(9,834)
Cash and cash equivalents beginning of period	36,133	16,806
Cash and cash equivalents end of period	$ 52,039	$ 6,972
Supplemental disclosures of cash flow information		
Cash paid for:		
Interest	$ 374	$ 907
Income taxes	$ 744	$ 1,066

See notes to unaudited condensed consolidated financial statements.

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HUB GROUP, INC.

NOTES TO UNAUDITED CONDENSED

CONSOLIDATED FINANCIAL STATEMENTS

NOTE 1. Interim Financial Statements

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

The financial statements reflect, in our opinion, all material adjustments (which include only normal recurring adjustments) necessary to fairly present our financial position at June 30, 2006 and results of operations for the three months and six months ended June 30, 2006 and 2005.

These unaudited condensed consolidated financial statements and notes thereto should be read in conjunction with the consolidated financial statements and notes thereto included in our Annual Report on Form 10-K for the year ended December 31, 2005. Results of operations in interim periods are not necessarily indicative of results to be expected for a full year due partially to seasonality.

NOTE 2. Share-Based Compensation

In 1996, we adopted a Long-Term Incentive Plan (the 1996 Incentive Plan). The number of shares of Class A Common Stock reserved for issuance under the 1996 Incentive Plan was 1,800,000. In 1997, we adopted a second Long-Term Incentive Plan (the 1997 Incentive Plan). The number of shares of Class A Common Stock reserved for issuance under the 1997 Incentive Plan was 600,000. In 1999 we adopted a third Long-Term Incentive Plan (the 1999 Incentive Plan). The number of shares of Class A Common Stock reserved for issuance under the 1999 Incentive Plan was 2,400,000. In 2002, we adopted a fourth Long-Term Incentive Plan (the 2002 Incentive Plan). The number of shares of Class A Common Stock reserved for issuance under the 2002 Incentive Plan was 2,400,000. In 2003, we amended our 2002 Incentive Plan to add an additional 2,000,000 shares of Class A Common Stock that are reserved for issuance. Under the 1996, 1997, 1999 and 2002 Incentive Plans, stock options, stock appreciation rights, restricted stock and performance units may be granted for the purpose of attracting and motivating our key employees and non-employee directors. The options granted to non-employee directors vest ratably over a three-year period and expire 10 years after the date of grant. The options granted to employees vest over a range of three to five years and expire 10 years after the date of grant. Restricted stock vests over a three to five year period. At June 30, 2006, 920,060 shares are available for future grant.

Prior to January 1, 2006, we accounted for our share-based compensation plans under the recognition and measurement provisions of APB Opinion No. 25, Accounting for Stock Issued to Employees, and related interpretations, as permitted by Statement of Financial Accounting Standard (SFAS) No. 123 Accounting for Stock-Based Compensation. No stock-option based employee compensation cost was recognized in the income statement prior to 2006, as all stock options granted had an exercise price equal to the market value of the underlying common stock on the date of grant. Effective January 1, 2006, we adopted the fair value recognition provisions of FASB Statement No. 123 (R) Share-Based Payment (SFAS No. 123 (R)), using the modified-prospective transition method. Under that transition method, compensation cost recognized in

2006 includes: (a) compensation costs for all share-based payments granted prior to, but not yet vested as of January 1, 2006, based on the grant date fair value estimated in accordance with the original provisions of SFAS No. 123 and (b) compensation cost for all share-based payments granted subsequent to January 1, 2006, based on the grant-date fair value estimated in accordance with the provisions of SFAS No. 123 (R). Results for prior periods have not been restated. We have not granted any stock options since 2003.

We recognize the cost of all share-based awards on a straight-line basis over the vesting period of the award. Share-based compensation expense for the three months ended June 30, 2006 and 2005 was $0.9 million and $0.5 million or $0.6 million and $0.3 million net of taxes, respectively. Share-based compensation expense for the six months ended June 30, 2006 and 2005 was $1.7 million and $1.0 million or $1.0 million and $0.6 million net of taxes, respectively. Share-based compensation is included in salaries and benefits in the accompanying statements of income.

We have elected to calculate our initial pool of excess benefits under FASB Staff Position 123 (R)-3 (FSP). Prior to the adoption of SFAS No. 123 (R), we presented all benefits of tax deductions resulting from the exercise of share-based compensation as operating cash flows in the Statement of Cash Flows. Beginning on January 1, 2006, we changed our cash flow presentation in accordance with the FSP which requires benefits of tax deductions in excess of the compensation cost recognized (excess tax benefits) to be classified as a financing cash in-flow and an operating cash out-flow. The results for the six months ended June 30, 2006 include $7.8 million of excess tax benefits as a financing cash in-flow and an operating cash out-flow.

The following table illustrates the effect on the net income and net income per share if we had applied the fair value recognition provisions of SFAS No. 123, to share-based employee compensation during the three and six months ended June 30, 2005 (in thousands, except per share data):

	Three Months Ended June 30, 2005	Six Months Ended June 30, 2005
Income from continuing operations, as reported	$ 7,229	$11,942
Income from discontinued operations, as reported	696	1,331
Total net income	$ 7,925	$13,273
Add: Total share based compensation included in net income, net of related tax effects	316	620
Deduct: Total share-based employee compensation expense determined under fair value based method for all awards, net of related tax effects	(400)	(791)
Income from continuing operations, pro forma	7,145	11,771
Income from discontinued operations, pro forma	696	1,331
Total net income, pro forma	$ 7,841	$13,102
Earnings per share:		
Basic from continuing operations, as reported	$0.18	$0.30
Basic from discontinued operations, as reported	$0.02	$0.03
Basic pro forma from continuing operations	$0.18	$0.29
Basic pro forma from discontinued operations	$0.02	$0.03
Diluted from continuing operations, as reported	$0.17	$0.29
Diluted from discontinued operations, as reported	$0.02	$0.03
Diluted pro forma from continuing operations	$0.17	$0.28
Diluted pro forma from discontinued operations	$0.02	$0.03

The following table summarizes the stock option activity for the quarters ended March 31, 2006 and June 30, 2006:

Stock Options	Shares	Weighted Average Exercise Price	Weighted Average Remaining Contractual Life	Aggregate Intrinsic Value
Outstanding at December 31, 2005	1,783,228	$2.06		
Options exercised	(610,532)	$1.87		
Options forfeited	(4,000)	$4.69		
Outstanding at March 31, 2006	1,168,696	$2.15	6.04	$ 24,121,300
Options exercised	(391,200)	$1.95		
Options forfeited	(1,600)	$1.22		
Outstanding at June 30, 2006	775,896	$2.25	5.76	$ 17,285,063
Exercisable at June 30, 2006	595,896	$ 2.39	5.49	$ 13,190,267

Intrinsic value for stock options is defined as the difference between the current market value and the grant price. The total intrinsic value of options exercised during the quarters ended June 30, 2006 and June 30, 2005 was $8.8 million and $2.9 million, respectively. The total intrinsic value of options exercised during the six months ended June 30, 2006 and June 30, 2005 was $20.8 million and $11.2 million, respectively. Cash received from stock options exercised during the six months ended June 30, 2006 was $1.9 million and the tax benefit realized for tax deductions from stock options exercised was $7.8 million.

The following table summarizes the non-vested restricted stock activity for the quarters ended March 31, 2006 and June 30, 2006:

Non-vested restricted stock	Shares	Weighted Average Grant Date Fair Value
Non-vested December 31, 2005	743,504	$ 8.93
Granted	93,504	$ 21.39
Vested	(4,808)	$ 7.99
Forfeited	(10,732)	$ 9.17
Non-vested at March 31, 2006	821,468	$ 10.35
Granted	11,798	$ 22.91
Vested	(17,142)	$ 10.71
Forfeited	(10,748)	$ 8.12
Non-vested at June 30, 2006	805,376	$ 10.56

The fair value of non-vested restricted stock is equal to the market price of our stock at the date of grant.

The weighted average grant date fair value of non-vested restricted stock granted in the quarter ended June 30, 2005 was $15.08. The weighted average grant date fair value of non-vested restricted stock granted in the six months ended June 30, 2005 was $14.83. The total fair value of shares vested in the quarters ending June 30, 2006 and 2005 was $0.4 million and $0.1 million, respectively. The total fair value of shares vested in the six months ending June 30, 2006 and 2005 was $0.5 million and $1.5 million, respectively.

As of June 30, 2006, there was $6.7 million of unrecognized compensation cost related to non-vested share-based compensation that is expected to be recognized over a weighted average period of 1.03 years.

In May 2006, the Board of Directors granted certain of our officers 593,542 performance units. The performance units entitle the recipients to receive restricted shares of our Class A Common Stock contingent upon the achievement of an operating income earnings target. The aggregate operating income for the three year period ending December 31, 2008 must meet a specified target amount in order for these performance units to be earned and converted to restricted stock. Should the employees earn restricted stock under this program, the restricted stock will be granted in early 2009 and then vests ratably as of the first business day of January in each of 2010, 2011 and 2012 provided the officer remains an employee on each of the vesting dates. The maximum amount that would be recorded as salary expense over this 68 month period assuming the targets are met is $13.8 million, which is calculated based on the stock price on the date the performance units were granted which was $23.25.

NOTE 3. Earnings Per Share

The following is a reconciliation of our earnings per share (in thousands, except for per share data):

	Three Months Ended June 30, 2006			Three Months Ended June 30, 2005		
	Income	Shares	Per Share Amount	Income	Shares	Per Share Amount
Basic EPS						
Income from continuing operations	$12,219	40,768	$ 0.30	$ 7,229	39,954	$ 0.18
Income from discontinued operations	324	40,768	0.01	696	39,954	0.02
Net Income	$12,543	40,768	$ 0.31	$ 7,925	39,954	$ 0.20
Effect of Dilutive Securities						
Stock options and restricted stock	-	839	-	-	1,638	-
Diluted EPS						
Income from continuing operations	$12,219	41,607	$ 0.29	$ 7,229	41,592	$ 0.17
Income from discontinued operations	324	41,607	0.01	696	41,592	0.02
Net Income	$12,543	41,607	$ 0.30	$ 7,925	41,592	$ 0.19

	Six Months Ended June 30, 2006			Six Months Ended June 30, 2005		
	Income	Shares	Per Share Amount	Income	Shares	Per Share Amount
Basic EPS						
Income from continuing operations	$20,692	40,482	$ 0.51	$ 11,942	40,260	$ 0.30
Income from discontinued operations	981	40,482	0.03	1,331	40,260	0.03
Net Income	$21,673	40,482	$ 0.54	$ 13,273	40,260	$ 0.33
Effect of Dilutive Securities						
Stock options and restricted stock	-	973	-	-	1,694	-
Diluted EPS						
Income from continuing operations	$20,692	41,455	$ 0.50	$ 11,942	41,954	$ 0.29
Income from discontinued operations	981	41,455	0.02	1,331	41,954	0.03
Net Income	$21,673	41,455	$ 0.52	$ 13,273	41,954	$ 0.32

NOTE 4. Property and Equipment

Property and equipment consist of the following (in thousands):

	June 30, 2006	**December 31, 2005**
Building and improvements	$ 50	$ -
Leasehold improvements	964	824
Computer equipment and software	46,792	46,160
Furniture and equipment	6,697	6,593
Transportation equipment and automobiles	16,431	2,181
	70,934	55,758
Less: Accumulated depreciation and amortization	(46,553)	(42,991)
Property and Equipment, net	$ 24,381	$ 12,767

NOTE 5. Debt

On March 23, 2005, we entered into a revolving credit agreement that provides for unsecured borrowings of up to $40.0 million. The interest rate ranges from LIBOR plus 0.75% to 1.25% or Prime plus 0.5%. The revolving line of credit expires on March 23, 2010. The financial covenants require a minimum net worth of $175.0 million and a cash flow leverage ratio of not more than 2.0 to 1.0. The commitment fees charged on the unused line of credit are between 0.15% and 0.25%. On February 21, 2006, we amended the revolving credit agreement to provide for unsecured borrowing up to $50.0 million. No other terms of the agreement were amended.

We had $48.2 million of unused and available borrowings under our bank revolving line of credit at June 30, 2006. We were in compliance with our debt covenants at June 30, 2006.

We have standby letters of credit that expire from 2006 to 2012. As of June 30, 2006, the outstanding letters of credit were $1.8 million.

NOTE 6. Commitments and Contingencies

In March 2006, we entered into an equipment purchase contract with Singamas North America, Inc. We agreed to purchase 2,000 fifty-three foot dry freight steel domestic containers for approximately $18.0 million. We have received 1,178 units as of June 30, 2006 and we expect delivery of approximately 400 units per month during July and August 2006. However, these timeframes are subject to the manufacturer meeting production and delivery schedules. We financed these containers with 7 year operating leases.

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

NOTE 7. Stock Split

The Board of Directors approved a two-for-one stock split in May 2006. The Board set May 22, 2006 as the record date and June 6, 2006 as the payment date. All number of share and per-share amounts have been retroactively restated to give effect to the two-for-one stock split, which was effected in the form of a 100% stock dividend. In addition, all options and performance units have been retroactively restated for the stock split in accordance with the terms of the incentive plans. Each of our Class A stockholders and Class B stockholders received one Class A share on each share of Class A Common Stock and each share of Class B Common Stock held by them on the record date in connection with the stock split. In accordance with the terms of our Certificate of Incorporation, the number of votes held by each shareholder of Class B Common Stock was adjusted in connection with this stock dividend such that each share of Class B Common Stock now entitles its holder to approximately 80 votes. Each share of Class A Common Stock entitles its holder to one vote.

NOTE 8. Acquisition

At the close of business on February 28, 2006, we acquired certain assets of Comtrak, Inc. (Comtrak), a transportation company whose services include primarily rail and international drayage for the intermodal sector. Comtrak was established in 1983 and is headquartered in Memphis, Tennessee. As of February 28, 2006, it had 398 employees and fifteen terminals located primarily in the southeastern United States. Comtrak utilizes company drivers and third-party owner operators to serve its customers. Comtrak had net sales of $87.1 million, including sales to Hub of $8.6 million, for the year ended December 31, 2005. The acquisition is consistent with our strategic plan to increase the amount of local trucking (or drayage) we perform. Comtrak performs drayage for the international intermodal market and this transaction provides us with an immediate entry into this growing market.

We paid the $38.0 million purchase price plus working capital adjustment of $1.2 million, which was finalized during the quarter in accordance with the terms of the Asset Purchase Agreement, from available cash. There is an earn-out mechanism for 2006 and 2007, which will not exceed $10.0 million in total and is based on Comtrak s 2006 and 2007 EBITDA as defined in the Asset Purchase Agreement. The additional contingent consideration will be added to the purchase price and will be applied to goodwill when the contingency is resolved. The results of operations of Comtrak are included in our consolidated statements of income for the period March 1, 2006 to June 30, 2006.

The Comtrak acquisition was accounted for as a purchase business combination in accordance with Statement of Financial Accounting Standards No. 141 Business Combinations. Assets acquired and liabilities assumed were recorded in the accompanying consolidated balance sheet at their estimated fair values as of March 1, 2006.

Pro forma results including the acquisition at the beginning of the periods presented are not materially different than actual results.

The following table summarizes the preliminary allocation of the total purchase price to the assets acquired and liabilities assumed as of the date of the acquisition (in thousands):

	March 1, 2006
Accounts receivable	
Trade, net	$ 8,965
Other	376
Prepaid expenses and other current assets	294
Property and equipment	13,507
Goodwill	12,338
Other intangible assets	7,894
Total assets acquired	$43,374
Accounts payable	
Trade	$ 832
Accrued expenses	
Payroll	944
Other	1,715
Total liabilities assumed	$ 3,491
Net assets acquired	$39,883
Direct acquisition costs	707
Purchase price	$39,176

The property and equipment s useful lives range from 6 months to 15 years. The above allocation is based on a valuation using management s preliminary estimates and assumptions and the use of an independent appraisal and is subject to adjustment. The allocation will be finalized once management completes their analysis of the acquired assets and liabilities. We expect the amortization of all goodwill for tax purposes to be deductible over 15 years and for book purposes it has an indefinite life.

The components of the Other intangible assets listed in the above table as of the acquisition date are as follows (in thousands):

	Amount	Accumulated Amortization	Balance at June 30, 2006	Life
Relationships with owner operators	$ 647	$ (36)	$ 611	6 years
Backlog/open orders	20	(20)	-	1 month
Trade name	2,904	-	2,904	Indefinite
Customer relationships	3,823	(85)	3,738	15 years
Information technology	500	(28)	472	6 years
Total	$ 7,894	$ (169)	$ 7,725	

The above intangible assets will be amortized using the straight-line method. Amortization expense for the three and six month periods ended June 30, 2006 was $0.1 million and $0.2 million, respectively. Amortization expense for the next five years is as follows (in thousands):

Remainder 2006	$223
2007	445
2008	445
2009	445
2010	445

NOTE 9. Discontinued Operations

On May 1, 2006, we entered into a definitive agreement to sell HGDS to a third party. As specified in the Asset Purchase Agreement, the buyer assumed $4.5 million of liabilities and we received a cash payment of $12.2 million. The current and comparative period results of HGDS have been reported as discontinued operations in our Consolidated Financial Statements. These discontinued operations generated diluted earnings per share of $0.01 and $0.02 for the three months ended June 30, 2006 and 2005, respectively. These discontinued operations generated diluted earnings per share of $0.02 and $0.03 for the six months ended June 30, 2006 and 2005, respectively.

The financial results of HGDS included in discontinued operations are as follows (in thousands):

	Three Months Ended, June 30, 2006	Three Months Ended, June 30, 2005
Revenue	$ 4,839	$ 9,808
Income from discontinued operations before income taxes	540	1,189
Income tax provision	216	493
Income from discontinued operations	$ 324	$ 696

	Six Months Ended, June 30, 2006	Six Months Ended, June 30, 2005

Revenue	$ 19,194	$ 20,261
Income from discontinued operations before income taxes	1,634	2,274
Income tax provision	653	943
Income from discontinued operations	$ 981	$ 1,331

The total assets sold to and liabilities assumed by the purchaser of HGDS on May 1, 2006 as well as total assets and liabilities of HGDS included in the captions Assets of discontinued operations and Liabilities of discontinued operations at December 31, 2005 are as follows (in thousands):

	May 1, 2006	Dec. 31, 2005
Assets		
Accounts receivable-trade, net	$ 8,845	$ 9,861
Prepaid expenses and other current assets	149	146
Property and equipment, net	670	758
Goodwill, net	7,026	7,026
Other assets	44	64
Total assets of discontinued operations	$ 16,734	$ 17,855
Liabilities		
Accounts payable-trade	$ 3,619	$ 3,618
Accounts payable-other	64	67
Accrued expenses-payroll	449	1,183
Accrued expenses-other	330	473
Total liabilities of discontinued operations	$ 4,462	$ 5,341

NOTE 10. Related Party Transaction

In March 2006, we entered into a ten year lease agreement for a building and property (Comtrak s Memphis facility) with a related party, the President of Comtrak. Rent paid under this lease agreement totaled $0.2 million for the first six months of 2006 and will total $0.6 million for the year ended December 31, 2006. The annual lease payments escalate by less than 1% per year.

NOTE 11. New Pronouncement

In July 2006, the Financial Accounting Standards Board (FASB) issued FASB Interpretation No. 48 (FIN48), Accounting for Uncertainty in Income Taxes, which is an interpretation of SFAS No. 109, Accounting for Income Taxes. FIN 48 clarifies the accounting for income taxes by prescribing the minimum recognition threshold a tax position is required to meet before being recognized in the financial statements. FIN 48 also provides guidance on derecognition, measurement, classification, interest and penalties, accounting in interim periods, disclosure and transition. In addition, FIN 48 clearly scopes out income taxes from Financial Accounting Standards Board Statement No. 5, Accounting for Contingencies. FIN 48 is effective for fiscal years beginning after December 15, 2006. We will implement this interpretation in the fiscal year starting January 1, 2007. We cannot reasonably estimate the impact of this interpretation at this time.

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HUB GROUP, INC.

MANAGEMENT S DISCUSSION AND ANALYSIS OF FINANCIAL

CONDITION AND RESULTS OF OPERATIONS

OUTLOOK, RISKS AND UNCERTAINTIES

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

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

EXECUTIVE SUMMARY

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

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

Some of our drayage services are provided by our subsidiary, Quality Services, LLC (QS). QS has terminals in Chicago, St. Louis, Stockton, Los Angeles, Atlanta, Jacksonville, Cleveland and Columbus. QS assists us in providing reliable, cost effective intermodal services to our customers.

We acquired Comtrak, Inc. (Comtrak) at the close of business on February 28, 2006. Comtrak is a transportation company whose services include primarily rail and international drayage for the intermodal sector. Comtrak has terminals in Atlanta, Birmingham, Charleston, Charlotte, Chattanooga, Dallas, Houston, Huntsville, Jacksonville, Kansas City, Memphis, Nashville, Savannah and Tampa. The results of Comtrak are included in our results of operations from March 1, 2006, its date of acquisition.

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

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

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

One of our primary goals is to grow our net income. We achieved this growth through an increase in revenue and margin from our existing transportation customers as well as from winning new customers and the acquisition of Comtrak. Our yield management group works with sales and operations to enhance customer margins. Our top 50 customers revenue represents approximately 50% of our transportation revenue. During 2006 and 2005, we severed relationships with certain customers which impeded our intermodal revenue growth. We have mitigated our risks in the automotive sector by significantly reducing or eliminating our relationship with two automotive suppliers in 2006. While we continue to do some limited business for this sector, we are carefully managing our credit exposure.

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

Hub Group Distribution Services, LLC (HGDS or Hub Distribution) was sold to the President of the former subsidiary on May 1, 2006. Accordingly, the results of operations of HGDS for the current and prior periods have been reported as discontinued operations. In addition, the assets and liabilities have been reclassified as discontinued operations in the consolidated balance sheet as of December 31, 2005.

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RESULTS OF OPERATIONS

The following table summarizes our revenue by business line:

	Three Months Ended June 30,			Six Months Ended June 30,		
			%			%
	2006	**2005**	**Change**	**2006**	**2005**	**Change**
Revenue (in thousands)						
Transportation						
Intermodal	$285,836	$259,275	10.2%	$546,510	$493,407	10.8%
Brokerage	78,139	68,016	14.9	147,676	127,771	15.6
Logistics	31,278	34,531	(9.4)	57,813	70,049	(17.5)
Total continuing operations	$395,253	$361,822	9.2%	$751,999	$691,227	8.8%

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

Three Months Ended June 30,		Six Months Ended June 30,	
2006	**2005**	**2006**	**2005**
	Senior Vice President, General Counsel and Secretary		

* * * *

POWER OF ATTORNEY

The undersigned directors and officers of AMC Card Processing Services, Inc., hereby appoint Kevin M. Connor, as attorney-in-fact for the undersigned, with full power of substitution for, and in the name, place and stead of the undersigned, to sign and file with the Securities and Exchange Commission under the Securities Act, any and all amendments (including post-effective amendments) and exhibits to this registration statement on Form S-4 and any and all applications and other documents to be filed with the Securities and Exchange Commission pertaining to the registration of the securities covered hereby, with full power and authority to do and perform any and all acts and things whatsoever requisite and necessary or desirable, hereby ratifying and confirming all that said attorney-in-fact, or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

Signature	Title	Date
/s/ CRAIG R. RAMSEY Craig R. Ramsey	Principal Executive Officer, Principal Financial Officer and Director	April 19, 2017

/s/ CHRIS A. COX Chris A. Cox	Principal Accounting Officer	April 19, 2017
/s/ JOHN D. MCDONALD John D. McDonald	Director	April 19, 2017

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant has duly caused this registration statement on Form S-4 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Leawood, Kansas, on April 19, 2017.

AMC CONCESSIONAIRE SERVICES OF FLORIDA, LLC

By: /s/ KEVIN M. CONNOR

Name: Kevin M. Connor
Title: *Senior Vice President, General Counsel and Secretary*

* * * *

POWER OF ATTORNEY

The undersigned directors and officers of AMC Concessionaire Services of Florida, LLC, hereby appoint Kevin M. Connor, as attorney-in-fact for the undersigned, with full power of substitution for, and in the name, place and stead of the undersigned, to sign and file with the Securities and Exchange Commission under the Securities Act, any and all amendments (including post-effective amendments) and exhibits to this registration statement on Form S-4 and any and all applications and other documents to be filed with the Securities and Exchange Commission pertaining to the registration of the securities covered hereby, with full power and authority to do and perform any and all acts and things whatsoever requisite and necessary or desirable, hereby ratifying and confirming all that said attorney-in-fact, or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

Signature	Title	Date
/s/ CRAIG R. RAMSEY Craig R. Ramsey	Principal Executive Officer and Principal Financial Officer	April 19, 2017
/s/ CHRIS A. COX Chris A. Cox	Principal Accounting Officer	April 19, 2017
AMERICAN MULTI-CINEMA, INC.	Sole Member	April 19, 2017
By: /s/ ADAM M. ARON Adam M. Aron *President and Chief Executive Officer*		

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant has duly caused this registration statement on Form S-4 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Leawood, Kansas, on April 19, 2017.

AMC ITD, INC.

By: /s/ KEVIN M. CONNOR

Name: Kevin M. Connor
Title: *Senior Vice President, General Counsel and Secretary*

* * * *

POWER OF ATTORNEY

The undersigned directors and officers of AMC ITD, Inc., hereby appoint Kevin M. Connor, as attorney-in-fact for the undersigned, with full power of substitution for, and in the name, place and stead of the undersigned, to sign and file with the Securities and Exchange Commission under the Securities Act, any and all amendments (including post-effective amendments) and exhibits to this registration statement on Form S-4 and any and all applications and other documents to be filed with the Securities and Exchange Commission pertaining to the registration of the securities covered hereby, with full power and authority to do and perform any and all acts and things whatsoever requisite and necessary or desirable, hereby ratifying and confirming all that said attorney-in-fact, or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

Signature	Title	Date
/s/ CRAIG R. RAMSEY Craig R. Ramsey	Principal Executive Officer, Principal Financial Officer, Principal Accounting Officer and Director	April 19, 2017
/s/ JOHN D. MCDONALD John D. McDonald	Executive Vice President and Director	April 19, 2017

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant has duly caused this registration statement on Form S-4 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Leawood, Kansas, on April 19, 2017.

AMC LICENSE SERVICES, INC.

By: /s/ KEVIN M. CONNOR

Name: Kevin M. Connor
Title: *Senior Vice President, General Counsel and Secretary*

* * * *

POWER OF ATTORNEY

The undersigned directors and officers of AMC License Services, Inc., hereby appoint Kevin M. Connor, as attorney-in-fact for the undersigned, with full power of substitution for, and in the name, place and stead of the undersigned, to sign and file with the Securities and Exchange Commission under the Securities Act, any and all amendments (including post-effective amendments) and exhibits to this registration statement on Form S-4 and any and all applications and other documents to be filed with the Securities and Exchange Commission pertaining to the registration of the securities covered hereby, with full power and authority to do and perform any and all acts and things whatsoever requisite and necessary or desirable, hereby ratifying and confirming all that said attorney-in-fact, or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

Signature	Title	Date
/s/ CRAIG R. RAMSEY Craig R. Ramsey	Principal Executive Officer, Principal Financial Officer, Principal Accounting Officer and Director	April 19, 2017
/s/ JOHN D. MCDONALD John D. McDonald	Executive Vice President and Director	April 19, 2017

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant has duly caused this registration statement on Form S-4 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Leawood, Kansas, on April 19, 2017.

AMERICAN MULTI-CINEMA, INC.

By: /s/ KEVIN M. CONNOR

Name: Kevin M. Connor
Title: *Senior Vice President, General Counsel and Secretary*

* * * *

POWER OF ATTORNEY

The undersigned directors and officers of American Multi-Cinema, Inc., hereby appoint Kevin M. Connor, as attorney-in-fact for the undersigned, with full power of substitution for, and in the name, place and stead of the undersigned, to sign and file with the Securities and Exchange Commission under the Securities Act, any and all amendments (including post-effective amendments) and exhibits to this registration statement on Form S-4 and any and all applications and other documents to be filed with the Securities and Exchange Commission pertaining to the registration of the securities covered hereby, with full power and authority to do and perform any and all acts and things whatsoever requisite and necessary or desirable, hereby ratifying and confirming all that said attorney-in-fact, or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

Signature	Title	Date
/s/ ADAM M. ARON Adam M. Aron	Principal Executive Officer	April 19, 2017
/s/ CRAIG R. RAMSEY Craig R. Ramsey	Principal Financial Officer and Director	April 19, 2017
/s/ CHRIS A. COX Chris A. Cox	Principal Accounting Officer	April 19, 2017
/s/ JOHN D. MCDONALD John D. McDonald	Director	April 19, 2017

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant has duly caused this registration statement on Form S-4 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Leawood, Kansas, on April 19, 2017.

CLUB CINEMA OF MAZZA, INC.

By: /s/ KEVIN M. CONNOR

Name: Kevin M. Connor
Title: *Senior Vice President, General Counsel and Secretary*

* * * *

POWER OF ATTORNEY

The undersigned directors and officers of Club Cinema of Mazza, Inc., hereby appoint Kevin M. Connor, as attorney-in-fact for the undersigned, with full power of substitution for, and in the name, place and stead of the undersigned, to sign and file with the Securities and Exchange Commission under the Securities Act, any and all amendments (including post-effective amendments) and exhibits to this registration statement on Form S-4 and any and all applications and other documents to be filed with the Securities and Exchange Commission pertaining to the registration of the securities covered hereby, with full power and authority to do and perform any and all acts and things whatsoever requisite and necessary or desirable, hereby ratifying and confirming all that said attorney-in-fact, or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

Signature	Title	Date
/s/ JOHN D. MCDONALD John D. McDonald	Principal Executive Officer and Director	April 19, 2017
/s/ CRAIG R. RAMSEY Craig R. Ramsey	Principal Financial Officer and Director	April 19, 2017
/s/ CHRIS A. COX Chris A. Cox	Principal Accounting Officer	April 19, 2017

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant has duly caused this registration statement on Form S-4 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Leawood, Kansas, on April 19, 2017.

LOEWS CITYWALK THEATRE CORPORATION

By: /s/ KEVIN M. CONNOR

Name: Kevin M. Connor
Title: *Senior Vice President, General Counsel and Secretary*

* * * *

POWER OF ATTORNEY

The undersigned directors and officers of Loews Citywalk Theatre Corporation hereby appoint Kevin M. Connor, as attorney-in-fact for the undersigned, with full power of substitution for, and in the name, place and stead of the undersigned, to sign and file with the Securities and Exchange Commission under the Securities Act, any and all amendments (including post-effective amendments) and exhibits to this registration statement on Form S-4 and any and all applications and other documents to be filed with the Securities and Exchange Commission pertaining to the registration of the securities covered hereby, with full power and authority to do and perform any and all acts and things whatsoever requisite and necessary or desirable, hereby ratifying and confirming all that said attorney-in-fact, or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

Signature	Title	Date
/s/ JOHN D. MCDONALD John D. McDonald	Principal Executive Officer and Director	April 19, 2017
/s/ CRAIG R. RAMSEY Craig R. Ramsey	Principal Financial Officer and Director	April 19, 2017
/s/ CHRIS A. COX Chris A. Cox	Principal Accounting Officer	April 19, 2017

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant has duly caused this registration statement on Form S-4 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Leawood, Kansas, on April 19, 2017.

AMC STARPLEX, LLC

By: /s/ KEVIN M. CONNOR

Name: Kevin M. Connor
Title: *Senior Vice President, General Counsel and Secretary*

* * * *

POWER OF ATTORNEY

The undersigned officers of American Multi-Cinema, Inc., the manager of AMC Starplex, LLC, hereby appoint Kevin M. Connor, as attorney-in-fact for the undersigned, with full power of substitution for, and in the name, place and stead of the undersigned, to sign and file with the Securities and Exchange Commission under the Securities Act, any and all amendments (including post-effective amendments) and exhibits to this registration statement on Form S-4 and any and all applications and other documents to be filed with the Securities and Exchange Commission pertaining to the registration of the securities covered hereby, with full power and authority to do and perform any and all acts and things whatsoever requisite and necessary or desirable, hereby ratifying and confirming all that said attorney-in-fact, or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

Signature	Title	Date
AMERICAN MULTI-CINEMA, INC.		
By: /s/ ADAM M. ARON Adam M. Aron *President and Chief Executive Officer*	Manager	April 19, 2017
By: /s/ JOHN D. MCDONALD John D. McDonald *President*	Manager	April 19, 2017

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant has duly caused this registration statement on Form S-4 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Leawood, Kansas, on April 19, 2017.

AMC OF MARYLAND, LLC

By: /s/ KEVIN M. CONNOR

Name: Kevin M. Connor
Title: *Senior Vice President, General Counsel and Secretary*

* * * *

POWER OF ATTORNEY

The undersigned officer of American Multi-Cinema, Inc., the sole Class A Member of AMC of Maryland, LLC, hereby appoints Kevin M. Connor, as attorney-in-fact for the undersigned, with full power of substitution for, and in the name, place and stead of the undersigned, to sign and file with the Securities and Exchange Commission under the Securities Act, any and all amendments (including post-effective amendments) and exhibits to this registration statement on Form S-4 and any and all applications and other documents to be filed with the Securities and Exchange Commission pertaining to the registration of the securities covered hereby, with full power and authority to do and perform any and all acts and things whatsoever requisite and necessary or desirable, hereby ratifying and confirming all that said attorney-in-fact, or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

Signature	Title	Date
AMERICAN MULTI-CINEMA, INC.	Sole Class A Member	April 19, 2017
By: /s/ ADAM M. ARON		
Adam M. Aron *President and Chief Executive Officer*		

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EXHIBIT INDEX

Exhibit Number	Description
2.1	Agreement and Plan of Merger, dated May 21, 2012, by and among AMC Entertainment Holdings, Inc., Dalian Wanda Group Co., Ltd. and, solely with respect to certain sections, the stockholder representative referenced therein (incorporated by reference from Exhibit 2.1 to the Company's Registration Statement on Form S-1 (File No. 333-190904) filed on October 8, 2013, as amended).
2.2	Stock Purchase Agreement by and among AMC Entertainment Holdings, Inc., SMH Theatres, Inc., the Shareholders of SMH Theatres, Inc. and the Representative named herein dated as of July 13, 2015. (Schedules and exhibits omitted pursuant to Item 601(b)(2) of Regulation S-K. AMC agrees to furnish supplementally a copy of any omitted schedule or exhibit to the Securities and Exchange Commission upon request (incorporated by reference from Exhibit 2.1 to the Company's Current Report on Form 8-K (File No. 1-33892) filed on July 14, 2015).
2.3	Agreement and Plan of Merger dated as of March 3, 2016, by and among AMC Entertainment Holdings, Inc., Congress Merger Subsidiary, Inc., and Carmike Cinemas, Inc. (incorporated by reference from Exhibit 2.1 to the Company's Current Report on Form 8-K (File No. 1-333829) filed on March 4, 2016).
2.4	Share Purchase Agreement dated as of July 12, 2016, by and among AMC Entertainment Holdings, Inc., AMC (UK) Acquisition Limited , Monterey Capital III S.A.R.L., Odeon and UCI Cinemas Holdings Limited, Odeon and UCI Cinemas Group Limited and certain Management Shareholders . (incorporated by reference from Exhibit 2.1 to the Company's Current Report on Form 8-K (File No. 1 - 33892) filed on July 13, 2016).
2.5	Amended and Restated Agreement and Plan of Merger dated as of July 24, 2016, by and among AMC Entertainment Holdings, Inc., Congress Merger Subsidiary, Inc., and Carmike Cinemas, Inc. (incorporated by reference from Exhibit 2.1 to the Company's Current Report on Form 8-K (File No. 1 - 33892) filed on July 25, 2016).
2.6	Sale and Purchase Agreement dated as of January 20, 2017, by and among AMC Entertainment Holdings, Inc., Goldcup 14139 AB, European Cinemas S.à.r.l, Bonnier Holding AB, and certain Management Shareholders. (incorporated by reference from Exhibit 2.1 to the Company's Current Report on Form 8-K (File No. 1 - 33892) filed on January 23, 2017).
3.1	Third Amended and Restated Certificate of Incorporation of AMC Entertainment Holdings, Inc. (incorporated by reference from Exhibit 3.1 to the Company's Current Report on Form 8-K (File No. 1-33892) filed on December 23, 2013).
3.2	Third Amended and Restated Bylaws of AMC Entertainment Holdings, Inc. (incorporated by reference from Exhibit 3.2 to the Company's Registration Statement on Form S-1 (File No. 333-190904) filed on November 22, 2013, as amended).
	Certificates of Incorporation or corresponding instrument, with amendments, of the following additional registrants:
3.3.1	AMC Card Processing Services, Inc. (incorporated by reference from Exhibit 3.3.93 to AMCE's Registration Statement on Form S-4 (File No. 333-133574) filed April 27, 2006).
3.3.2	AMC Concessionaire Services of Florida, LLC (incorporated by reference from Exhibit 3.3.2 to AMCE's Form S-4 (File No. 1-8747) filed April 1, 2014).

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Exhibit Number	Description
3.3.3	AMC ITD, Inc. (incorporated by reference from Exhibit 3.3.10 to AMCE's Registration Statement on Form S-4 (File No. 333-171819) filed January 21, 2011).
3.3.4	AMC License Services, Inc. (incorporated by reference from Exhibit 3.3.4 to AMCE's Form S-4 (File No. 1-8747) filed April 1, 2014).
3.3.5	American Multi-Cinema, Inc. (incorporated by reference from Exhibit 3.3.10 to AMCE's Form 10-Q (File No. 1-8747) filed February 8, 2008).
3.3.7	Club Cinema of Mazza, Inc. (incorporated by reference from Exhibit 3.3.97 to AMCE's Registration Statement on Form S-4 (File No. 333-133574) filed April 27, 2006).
3.3.8	Loews Citywalk Theatre Corporation (incorporated by reference from Exhibit 3.3.1 to AMCE's Registration Statement on Form S-4 (File No. 333-133574) filed April 27, 2006).
*3.3.9	AMC Starplex, LLC.
*3.3.10	AMC of Maryland, LLC
3.4	By-laws of AMC Card Processing Services, Inc. (incorporated by reference from Exhibit 3.20 to AMCE's Registration Statement on Form S-4 (File No. 333-133574) filed April 27, 2006).
3.5	By-laws of AMC ITD, Inc. (incorporated by reference from Exhibit 3.11 to AMCE's Registration Statement on Form S-4 (File No. 333-121819) filed on January 21, 2011).
3.6	By-laws of AMC License Services, Inc. (incorporated by reference from Exhibit 3.6 to AMCE's Form S-4 (File No. 1-8747) filed April 1, 2014).
3.8	Amended and Restated By-laws of American Multi-Cinema, Inc. (incorporated by reference from Exhibit 3.9 to AMCE's Form 10-Q (File No. 1-8747) filed February 8, 2008).
3.9	By-laws of Club Cinema of Mazza, Inc. (incorporated by reference from Exhibit 3.24 to AMCE's Registration Statement on Form S-4 (File No. 333-133574) filed April 27, 2006).
3.10	By-laws of Loews Citywalk Theatre Corporation. (incorporated by reference from Exhibit 3.4 to AMCE's Registration Statement on Form S-4 (File No. 333-133574) filed April 27, 2006):
3.11	Operating Agreement of AMC Concessionaire Services of Florida, LLC. (incorporated by reference from Exhibit 3.13 to AMCE's Form S-4 (File No. 1-8747) filed April 1, 2014).
*3.12	Limited Liability Company Agreement of AMC Starplex, LLC.
*3.13	Limited Liability Company Agreement of AMC of Maryland, LLC.
4.1(a)	Credit Agreement, dated April 30, 2013, by and among AMC Entertainment Inc., the lenders and the issuers party thereto, Citicorp North America, Inc., as agent, and the other agents and arrangers party thereto (incorporated by reference from Exhibit 10.1 to AMCE's Current Report on Form 8-K (File No. 1-8747) filed on May 3, 2013).
4.1(b)	Guaranty, dated April 30, 2013 by AMC Entertainment Inc. and each of the other Guarantors party thereto, in favor of the Guaranteed Parties named therein (incorporated by reference from Exhibit 10.2 to the Company's Form 8-K (File No. 1-8747) filed May 3, 2013).

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Exhibit Number	Description
4.1(c)	Pledge and Security Agreement, dated April 30, 2013, by AMC Entertainment Inc. and each of the other Grantors party thereto in favor of Citicorp North America, Inc., as agent for the Secured Parties (incorporated by reference from Exhibit 10.3 to the Company's Current Report on Form 8-K (File No. 1-8747) filed May 3, 2013).
4.1(d)	First Amendment to Credit Agreement, dated as of December 11, 2015, by and among AMC Entertainment Inc., as borrower, the other loan parties party thereto, the lenders party thereto and Citicorp North America, Inc., as administrative agent (incorporated by reference from Exhibit 4.1(d) to the Company's Annual Report on Form 10-K (File No. 1 - 33892) filed on March 8, 2017).
4.1(e)	Second Amendment to Credit Agreement, dated as of November 8, 2016, by and among AMC Entertainment Holdings, Inc., as borrower, the other loan parties party thereto, the lenders party thereto and Citicorp North America, Inc., as administrative agent. (incorporated by reference from Exhibit 4.1 to the Company's Current Report on Form 8-K (File No. 1 - 33892) filed on November 8, 2016).
4.2	Indenture, dated as of February 7, 2014, respecting AMC Entertainment Inc.'s 5.875% Senior Subordinated Notes due 2022, among AMCE and U.S. Bank National Association, as Trustee (incorporated by reference from Exhibit 4.1 to AMCE's Current Report on Form 8-K (File No. 1-8747) filed on February 10, 2014).
4.3	Indenture, dated as of June 5, 2015, respecting AMC Entertainment Inc.'s 5.75% Senior Subordinated Notes due 2025, among AMCE, the Guarantors named therein and U.S. Bank National Association, as trustee (incorporated by reference from Exhibit 4.1 to AMCE's Current Report on Form 8-K (File No. 1-8747) filed on June 5, 2015).
4.3(a)	Registration Rights Agreement, dated as of June 5, 2015, respecting AMC Entertainment Inc.'s 5.75% Senior Subordinated Notes due 2025, among AMCE and Citigroup Global Markets Inc., as representatives of the initial purchasers of the 5.75% Senior Subordinated Notes due 2025 (incorporated by reference from Exhibit 4.2 to AMCE's Current Report on Form 8-K (File No. 1-8747) filed on June 5, 2015).
4.4	Second Supplemental Indenture, dated as of March 31, 2016, with respect to $600 million aggregate principal amount of 5.75% Senior Subordinated Notes due 2025, by and between AMC Entertainment Holdings, Inc., AMC Entertainment Inc., the guarantors party thereto and U.S. Bank National Association, as trustee. (incorporated by reference from Exhibit 4.1 to the Company's Current Report on Form 8-K (File No. 1 - 33892) filed on March 31, 2016).
4.5	Second Supplemental Indenture, dated as of March 31, 2016, with respect to $375 million aggregate principal amount of 5.875% Senior Subordinated Notes due 2022, by and between AMC Entertainment Holdings, Inc., AMC Entertainment Inc., the guarantors party thereto and U.S. Bank National Association, as trustee. (incorporated by reference from Exhibit 4.2 to the Company's Current Report on Form 8-K (File No. 1 - 33892) filed on March 31, 2016).
4.6	Indenture, dated as of November 8, 2016, respecting AMC Entertainment Holdings, Inc.'s 5.875% Senior Subordinated Notes due 2026 and 6.375% Senior Subordinated Notes due 2024, among AMC Entertainment Holdings, Inc., the guarantors named therein and U.S. Bank National Association, as trustee. (incorporated by reference from Exhibit 4.1 to the Company's Current Report on Form 8-K (File No. 1 - 33892) filed on November 8, 2016).

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Exhibit Number	Description
4.6(a)	Registration Rights Agreement, dated November 8, 2016, respecting AMC Entertainment Holdings, Inc.'s 5.875% Senior Subordinated Notes due 2026 and 6.375% Senior Subordinated Notes due 2024 , among AMC Entertainment Holdings, Inc. and Citigroup Global Markets Inc., as representative of the initial purchasers of the 5.875% Senior Subordinated Notes due 2026 and 6.375% Senior Subordinated Notes due 2024. (incorporated by reference from Exhibit 4.1 to the Company's Current Report on Form 8-K (File No. 1 - 33892) filed on November 8, 2016).
4.7	Indenture for the 6.00% Senior Secured Notes due 2023, dated June 17, 2015, among Carmike Cinemas, Inc. and JP Morgan (incorporated by reference from Exhibit 4.1 to Carmike Cinemas, Inc.'s Current Report on Form 8-K filed on June 23, 2015).
4.8	Form of 6.00% Senior Secured Note due 2023 (included in Exhibit 4.7)
4.9	Second Supplemental Indenture, dated March 23, 2016, to Indenture dated June 17, 2015, among Carmike Cinemas, Inc., the subsidiary guarantors party thereto and Wells Fargo Bank, National Association, as trustee (incorporated by reference from Exhibit 4.1 to Carmike Cinemas, Inc.'s Current Report on Form 8-K filed March 29, 2016).
4.10	Third Supplemental Indenture, dated February 17, 2017, to the Indenture dated June 17, 2015, among AMC Entertainment Holdings, Inc., Carmike Cinemas, Inc., the subsidiary guarantors party thereto and Wells Fargo Bank, National Association, as trustee (incorporated by reference from Exhibit 4.10 to the Company's Annual Report on Form 10-K (File No. 1-33892) filed March 10, 2017).
4.11	Indenture, dated as of March 17, 2017, respecting AMC Entertainment Holdings, Inc.'s 6.125% Senior Subordinated Notes due 2027, among AMC Entertainment Holdings, Inc., the guarantors named therein and U.S. Bank National Associaiton, as trustee (incorporated by reference from Exhibit 4.1 to the Company's Current Report on Form 8-K (File No. 1-33892) filed on March 17, 2017).
4.11(a)	Registration Rights Agreement, March 17, 2017, respecting AMC Entertainment Holddings, Inc's 6.125% Senior Subordinated Notes due 2027 and 6.375% Senior Subordinated Notes due 2024, among AMC Entertainment Holdings, Inc., Citigroup Global Markets Inc. and Merrill Lynch, Pierce, Fenner & Smith Incorporated, as representatives of the initial purhcasers of the 6.125% Senior Subordinated Notes due 2027 and 6.375% Senior Subordinated Notes due 2024 (incorporated by reference from Exhibit 4.2 to the Company's Current Report on Form 8-K (File No. 1-33892) filed on March 17, 2017).
*5.1	Opinion of Weil, Gotshal & Manges LLP.
*5.2	Opinion of Quarles & Brady LLP.
*5.3	Opinion of DLA Piper LLP (US)
*5.4	Opinion of Kevin M. Connor, Executive Vice President, General Counsel & Secretary of AMC Entertainment Holdings, Inc.
*12.1	Statement of Computation of Ratio of Earnings to Fixed Charges.
21.1	Subsidiaries of AMC Entertainment Holdings, Inc. (incorporated by reference from Exhibit 21 to the Company's Annual Report on Form 10-K (File No. 1-33892) filed on March 10, 2017).
*23.1	Consent of KPMG LLP, Independent Registered Public Accounting Firm

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Exhibit Number	Description
*23.2	Consent of CohnReznick LLP as to Digital Cinema Implementation Partners, LLC's financial statements.
*23.3	Consent of KPMG LLP as to Odeon and UCI Cinemas Holdings Limited's financial statements.
23.4	Consent of Weil, Gotshal & Manges LLP (included in Exhibit 5.1).
23.5	Consent of Quarles & Brady LLP (included in Exhibit 5.2).
23.6	Consent of DLA Piper LLP (US) (included in Exhibit 5.3)
23.7	Consent of Kevin M. Connor (included in Exhibit 5.4).
24.1	Powers of Attorney (included in Signature Pages).
*25.1	Statement of Eligibility and Authorization on Form T-1 of U.S. Bank National Association, as trustee.
*99.1	Form of Transmittal Letter.

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Filed herewith.