

PACCAR INC  
Form 10-Q  
May 07, 2014  
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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 10-Q**

x **Quarterly Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**  
**For the quarterly period ended March 31, 2014**

Commission File No. 001-14817

**PACCAR Inc**

(Exact name of registrant as specified in its charter)

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

**91-0351110**  
(I.R.S. Employer Identification No.)

**777 - 106th Ave. N.E., Bellevue, WA**  
(Address of principal executive offices)

**98004**  
(Zip Code)

**(425) 468-7400**

(Registrant's telephone number, including area code)

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

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). 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 the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act.

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Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

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

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date.

Common Stock, \$1 par value 354,697,430 shares as of April 30, 2014

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**Table of Contents****PACCAR Inc Form 10-Q****PART I - FINANCIAL INFORMATION****Consolidated Statements of Comprehensive Income (Unaudited)**

(Millions Except Per Share Amounts)

	<b>Three Months Ended March 31</b>	
	<b>2014</b>	<b>2013</b>
<b>TRUCK, PARTS AND OTHER:</b>		
Net sales and revenues	<b>\$ 4,086.2</b>	\$ 3,631.2
Cost of sales and revenues	<b>3,595.5</b>	3,189.3
Research and development	<b>52.7</b>	72.1
Selling, general and administrative	<b>121.4</b>	117.7
Interest and other expense, net	<b>1.4</b>	1.5
	<b>3,771.0</b>	3,380.6
<b>Truck, Parts and Other Income Before Income Taxes</b>	<b>315.2</b>	250.6
<b>FINANCIAL SERVICES:</b>		
Interest and fees	<b>112.9</b>	113.8
Operating lease, rental and other revenues	<b>180.8</b>	179.3
Revenues	<b>293.7</b>	293.1
Interest and other borrowing expenses	<b>36.6</b>	38.9
Depreciation and other expense	<b>144.3</b>	144.1
Selling, general and administrative	<b>23.6</b>	23.5
Provision for losses on receivables	<b>3.7</b>	6.5
	<b>208.2</b>	213.0
<b>Financial Services Income Before Income Taxes</b>	<b>85.5</b>	80.1
Investment income	<b>5.8</b>	6.5
<b>Total Income Before Income Taxes</b>	<b>406.5</b>	337.2
Income taxes	<b>132.6</b>	101.1
<b>Net Income</b>	<b>\$ 273.9</b>	\$ 236.1
<b>Net Income Per Share:</b>		
Basic	<b>\$ .77</b>	\$ .67
Diluted	<b>\$ .77</b>	\$ .67

**Weighted Average Number of Common Shares Outstanding:**

Basic	<b>354.9</b>	354.0
Diluted	<b>356.0</b>	354.8

Dividends declared per share	<b>\$ .20</b>	\$ .20
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<b>Comprehensive Income</b>	<b>\$ 279.2</b>	\$ 156.6
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See Notes to Consolidated Financial Statements.

**Table of Contents****PACCAR Inc Form 10-Q****Consolidated Balance Sheets (Millions)**

	<b>March 31 2014 (Unaudited)</b>	December 31 2013*
<b>ASSETS</b>		
<b>TRUCK, PARTS AND OTHER:</b>		
<b>Current Assets</b>		
Cash and cash equivalents	\$ 1,211.2	\$ 1,657.7
Trade and other receivables, net	1,186.9	1,019.6
Marketable debt securities	1,250.4	1,267.5
Inventories, net	958.0	813.6
Other current assets	312.4	308.1
<b>Total Truck, Parts and Other Current Assets</b>	<b>4,918.9</b>	<b>5,066.5</b>
Equipment on operating leases, net	995.2	1,038.3
Property, plant and equipment, net	2,508.6	2,513.3
Other noncurrent assets, net	518.4	477.3
<b>Total Truck, Parts and Other Assets</b>	<b>8,941.1</b>	<b>9,095.4</b>
<b>FINANCIAL SERVICES:</b>		
Cash and cash equivalents	78.7	92.4
Finance and other receivables, net	8,863.6	8,812.1
Equipment on operating leases, net	2,253.0	2,290.1
Other assets	461.2	435.5
<b>Total Financial Services Assets</b>	<b>11,656.5</b>	<b>11,630.1</b>
	<b>\$ 20,597.6</b>	<b>\$ 20,725.5</b>

\* The December 31, 2013 consolidated balance sheet has been derived from audited financial statements. See Notes to Consolidated Financial Statements.

**Table of Contents****PACCAR Inc Form 10-Q****Consolidated Balance Sheets (Millions)**

	<b>March 31 2014 (Unaudited)</b>	December 31 2013*
<b>LIABILITIES AND STOCKHOLDERS EQUITY</b>		
<b>TRUCK, PARTS AND OTHER:</b>		
<b>Current Liabilities</b>		
Accounts payable, accrued expenses and other	\$ 2,411.4	\$ 2,155.0
Dividend payable		318.8
Current portion of long-term debt		150.0
<b>Total Truck, Parts and Other Current Liabilities</b>	<b>2,411.4</b>	<b>2,623.8</b>
Residual value guarantees and deferred revenues	<b>1,047.6</b>	1,093.8
Other liabilities	<b>758.6</b>	734.4
<b>Total Truck, Parts and Other Liabilities</b>	<b>4,217.6</b>	<b>4,452.0</b>
<b>FINANCIAL SERVICES:</b>		
Accounts payable, accrued expenses and other	<b>348.6</b>	391.7
Commercial paper and bank loans	<b>2,871.9</b>	2,508.9
Term notes	<b>5,368.0</b>	5,765.3
Deferred taxes and other liabilities	<b>928.0</b>	973.3
<b>Total Financial Services Liabilities</b>	<b>9,516.5</b>	<b>9,639.2</b>
<b>STOCKHOLDERS EQUITY</b>		
Preferred stock, no par value: Authorized 1.0 million shares, none issued		
Common stock, \$1 par value: Authorized 1.2 billion shares, issued 354.7 and 354.3 million shares	<b>354.7</b>	354.3
Additional paid-in capital	<b>126.7</b>	106.2
Retained earnings	<b>6,368.1</b>	6,165.1
Accumulated other comprehensive income	<b>14.0</b>	8.7
<b>Total Stockholders Equity</b>	<b>6,863.5</b>	<b>6,634.3</b>
	<b>\$ 20,597.6</b>	<b>\$ 20,725.5</b>

\* The December 31, 2013 consolidated balance sheet has been derived from audited financial statements. See Notes to Consolidated Financial Statements.

**Table of Contents****PACCAR Inc Form 10-Q****Condensed Consolidated Statements of Cash Flows (Unaudited)**

(Millions)

	<b>Three Months Ended March 31</b>	
	<b>2014</b>	<b>2013</b>
<b>OPERATING ACTIVITIES:</b>		
Net income	\$ 273.9	\$ 236.1
Adjustments to reconcile net income to cash provided by operations:		
Depreciation and amortization:		
Property, plant and equipment	65.2	45.0
Equipment on operating leases and other	154.6	139.7
Provision for losses on financial services receivables	3.7	6.5
Other, net	(23.1)	10.9
Change in operating assets and liabilities:		
Trade and other receivables	(160.9)	(213.9)
Wholesale receivables on new trucks	(58.1)	(14.4)
Sales-type finance leases and dealer direct loans on new trucks	21.5	14.9
Inventories	(143.2)	(47.8)
Accounts payable and accrued expenses	179.6	220.6
Income taxes, warranty and other	(27.5)	(13.6)
<b>Net Cash Provided by Operating Activities</b>	<b>285.7</b>	<b>384.0</b>
<b>INVESTING ACTIVITIES:</b>		
Originations of retail loans and direct financing leases	(662.7)	(630.0)
Collections on retail loans and direct financing leases	660.9	604.3
Net (increase) decrease in wholesale receivables on used equipment	(6.8)	10.3
Purchases of marketable securities	(308.9)	(189.1)
Proceeds from sales and maturities of marketable securities	321.7	170.1
Payments for property, plant and equipment	(80.3)	(138.4)
Acquisitions of equipment for operating leases	(182.9)	(251.5)
Proceeds from asset disposals	83.4	82.8
<b>Net Cash Used in Investing Activities</b>	<b>(175.6)</b>	<b>(341.5)</b>
<b>FINANCING ACTIVITIES:</b>		
Payments of cash dividends	(389.7)	(70.7)
Proceeds from stock compensation transactions	11.6	7.6
Net increase (decrease) in commercial paper and short-term bank loans	348.7	(458.9)
Proceeds from long-term debt	11.3	500.0
Payments of long-term debt	(550.0)	(15.4)
<b>Net Cash Used in Financing Activities</b>	<b>(568.1)</b>	<b>(37.4)</b>
Effect of exchange rate changes on cash	(2.2)	(16.1)
<b>Net Decrease in Cash and Cash Equivalents</b>	<b>(460.2)</b>	<b>(11.0)</b>
Cash and cash equivalents at beginning of period	1,750.1	1,272.4



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Cash and cash equivalents at end of period	<b>\$ 1,289.9</b>	\$ 1,261.4
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See Notes to Consolidated Financial Statements.

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**Table of Contents****PACCAR Inc Form 10-Q****Notes to Consolidated Financial Statements (Unaudited)**

(Millions, Except Share Amounts)

**NOTE A - Basis of Presentation**

The accompanying unaudited consolidated financial statements have been prepared in accordance with generally accepted accounting principles (GAAP) for interim financial information and with the instructions to Form 10-Q and Article 10 of Regulation S-X. Accordingly, they do not include all of the information and footnotes required by GAAP for complete financial statements. In the opinion of management, all adjustments (consisting of normal recurring accruals) considered necessary for a fair presentation have been included. Operating results for the three months ended March 31, 2014 are not necessarily indicative of the results that may be expected for the year ending December 31, 2014. For further information, refer to the consolidated financial statements and footnotes included in PACCAR Inc's (PACCAR or the Company) Annual Report on Form 10-K for the year ended December 31, 2013.

*Earnings per Share:* Basic earnings per common share are computed by dividing earnings by the weighted average number of common shares outstanding, plus the effect of any participating securities. Diluted earnings per common share are computed assuming that all potentially dilutive securities are converted into common shares under the treasury stock method. The dilutive and antidilutive options are shown separately in the table below.

Three Months Ended March 31,	2014	2013
Additional shares	1,102,600	800,600
Antidilutive options	656,200	2,306,800

*New Accounting Pronouncements:* In July 2013, the Financial Accounting Standards Board (FASB) issued Accounting Standards Update (ASU) 2013-11, *Presentation of an Unrecognized Tax Benefit When a Net Operating Loss Carryforward, a Similar Tax Loss, or a Tax Credit Carryforward Exists*. This ASU requires an unrecognized tax benefit, or a portion of an unrecognized tax benefit, to be presented in the consolidated financial statements as a reduction to a deferred tax asset for a net operating loss carryforward, a similar tax loss, or a tax credit carryforward if available under the applicable tax jurisdiction. The ASU was effective for annual periods beginning after December 15, 2013 and interim periods within those annual periods. The Company adopted ASU 2013-11 in the first quarter of 2014; the implementation of this amendment did not have a material impact on the Company's consolidated financial statements.

**NOTE B - Investments in Marketable Debt Securities**

The Company's investments in marketable debt securities are classified as available-for-sale. These investments are stated at fair value with any unrealized gains or losses, net of tax, included as a component of accumulated other comprehensive income (AOCI).

The Company utilizes third-party pricing services for all of its marketable debt security valuations. The Company reviews the pricing methodology used by the third-party pricing services including the manner employed to collect market information. On a quarterly basis, the Company also performs review and validation procedures on the pricing information received from the third-party providers. These procedures help ensure that the fair value information used by the Company is determined in accordance with applicable accounting guidance.

The Company evaluates its investment in marketable debt securities at the end of each reporting period to determine if a decline in fair value is other than temporary. Realized losses are recognized upon management's determination that a decline in fair value is other than temporary. The determination of other-than-temporary impairment is a subjective process, requiring the use of judgments and assumptions regarding the amount and timing of recovery. The Company reviews and evaluates its investments at least quarterly to identify investments that have indications of other-than-temporary impairments. It is reasonably possible that a change in estimate could occur in the near term relating to other-than-temporary impairment. Accordingly, the Company considers several factors when evaluating debt securities for other-than-temporary impairment, including whether the decline in fair value of the security is due to increased default risk for the specific issuer or market interest rate risk.

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(Millions, Except Share Amounts)

In assessing default risk, the Company considers the collectability of principal and interest payments by monitoring changes to issuers' credit ratings, specific credit events associated with individual issuers as well as the credit ratings of any financial guarantor, and the extent and duration to which amortized cost exceeds fair value.

In assessing market interest rate risk, including benchmark interest rates and credit spreads, the Company considers its intent for selling the securities and whether it is more likely than not the Company will be able to hold these securities until the recovery of any unrealized losses.

Marketable debt securities at March 31, 2014 and December 31, 2013 consisted of the following:

At March 31, 2014	Amortized Cost	Unrealized Gains	Unrealized Losses	Fair Value
U.S. tax-exempt securities	\$ 218.0	\$ 1.2	\$ .1	\$ 219.1
U.S. corporate securities	56.5	.1		56.6
U.S. government and agency securities	5.5			5.5
Non-U.S. corporate securities	683.5	2.0	.1	685.4
Non-U.S. government securities	183.5	.9	.3	184.1
Other debt securities	99.6	.1		99.7
	\$ 1,246.6	\$ 4.3	\$ .5	\$ 1,250.4

At December 31, 2013	Amortized Cost	Unrealized Gains	Unrealized Losses	Fair Value
U.S. tax-exempt securities	\$ 214.9	\$ 1.2		\$ 216.1
U.S. corporate securities	78.2	.1	\$ .1	78.2
U.S. government and agency securities	5.5			5.5
Non-U.S. corporate securities	608.5	1.2	.4	609.3
Non-U.S. government securities	217.3	.7	.5	217.5
Other debt securities	140.5	.4		140.9
	\$ 1,264.9	\$ 3.6	\$ 1.0	\$ 1,267.5

The cost of marketable debt securities is adjusted for amortization of premiums and accretion of discounts to maturity. Amortization, accretion, interest and dividend income and realized gains and losses are included in investment income. The cost of securities sold is based on the specific identification method. Gross realized gains were \$.4 and \$.1 for the three months ended March 31, 2014 and 2013, respectively, and gross realized losses were \$.1 for both the three month periods ended March 31, 2014 and 2013.

Marketable debt securities with continuous unrealized losses and their related fair values were as follows:

	March 31, 2014		December 31, 2013	
	Less than Twelve Months	Twelve Months or Greater	Less than Twelve Months	Twelve Months or Greater
Fair value	\$ 247.9		\$ 388.3	\$ 28.4

Unrealized losses	.5	.9	.1
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(Millions, Except Share Amounts)

For the investment securities in gross unrealized loss positions identified above, the Company does not intend to sell the investment securities. It is more likely than not that the Company will not be required to sell the investment securities before recovery of the unrealized losses, and the Company expects that the contractual principal and interest will be received on the investment securities. As a result, the Company recognized no other-than-temporary impairments during the periods presented.

Contractual maturities on marketable debt securities at March 31, 2014 were as follows:

Maturities:	Amortized Cost	Fair Value
<b>Within one year</b>	<b>\$ 486.8</b>	<b>\$ 487.3</b>
<b>One to five years</b>	<b>759.5</b>	<b>762.8</b>
<b>Six to ten years</b>	<b>.3</b>	<b>.3</b>
	<b>\$ 1,246.6</b>	<b>\$ 1,250.4</b>

**NOTE C - Inventories**

Inventories are stated at the lower of cost or market. Cost of inventories in the U.S. is determined principally by the last-in, first-out (LIFO) method. Cost of all other inventories is determined principally by the first-in, first-out (FIFO) method.

Inventories include the following:

	March 31 2014	December 31 2013
Finished products	<b>\$ 592.2</b>	<b>\$ 440.6</b>
Work in process and raw materials	<b>538.6</b>	<b>545.2</b>
	<b>1,130.8</b>	<b>985.8</b>
Less LIFO reserve	<b>(172.8)</b>	<b>(172.2)</b>
	<b>\$ 958.0</b>	<b>\$ 813.6</b>

Under the LIFO method of accounting (used for approximately 40% of March 31, 2014 inventories), an actual valuation can be made only at the end of each year based on year-end inventory levels and costs. Accordingly, interim valuations are based on management's estimates of those year-end amounts.

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(Millions, Except Share Amounts)

**NOTE D - Finance and Other Receivables**

Finance and other receivables include the following:

	<b>March 31 2014</b>	December 31 2013
Loans	<b>\$ 3,989.4</b>	\$ 3,977.4
Direct financing leases	<b>2,709.4</b>	2,680.8
Sales-type finance leases	<b>874.6</b>	921.1
Dealer wholesale financing	<b>1,679.2</b>	1,616.5
Operating lease and other trade receivables	<b>112.8</b>	121.3
Unearned interest: Finance leases	<b>(371.5)</b>	(375.7)
	<b>\$ 8,993.9</b>	\$ 8,941.4
Less allowance for losses:		
Loans and leases	<b>(111.6)</b>	(110.9)
Dealer wholesale financing	<b>(10.8)</b>	(10.4)
Operating lease and other trade receivables	<b>(7.9)</b>	(8.0)
	<b>\$ 8,863.6</b>	\$ 8,812.1

Recognition of interest income and rental revenue is suspended (put on non-accrual status) when the receivable becomes more than 90 days past the contractual due date or earlier if some other event causes the Company to determine that collection is not probable. Accordingly, no finance receivables more than 90 days past due were accruing interest at March 31, 2014 or December 31, 2013. Recognition is resumed if the receivable becomes current by the payment of all amounts due under the terms of the existing contract and collection of remaining amounts is considered probable (if not contractually modified) or if the customer makes scheduled payments for three months and collection of remaining amounts is considered probable (if contractually modified). Payments received while the finance receivable is on non-accrual status are applied to interest and principal in accordance with the contractual terms.

**Allowance for Credit Losses**

The Company continuously monitors the payment performance of its finance receivables. For large retail finance customers and dealers with wholesale financing, the Company regularly reviews their financial statements and makes site visits and phone contact as appropriate. If the Company becomes aware of circumstances that could cause those customers or dealers to face financial difficulty, whether or not they are past due, the customers are placed on a watch list.

The Company modifies loans and finance leases as a normal part of its Financial Services operations. The Company may modify loans and finance leases for commercial reasons or for credit reasons. Modifications for commercial reasons are changes to contract terms for customers that are not considered to be in financial difficulty. Modifications for credit reasons are changes to contract terms for customers considered to be in financial difficulty. The Company's modifications typically result in granting more time to pay the contractual amounts owed and charging a fee and interest for the term of the modification.

On average, modifications extended contractual terms by approximately three months in 2014 and six months in 2013 and did not have a significant effect on the weighted average term or interest rate of the total portfolio at March 31, 2014 and December 31, 2013.

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When considering whether to modify customer accounts for credit reasons, the Company evaluates the creditworthiness of the customers and modifies those accounts that the Company considers likely to perform under the modified terms. When the Company modifies loans and finance leases for credit reasons and grants a concession, the modifications are classified as troubled debt restructurings (TDRs).

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**Notes to Consolidated Financial Statements (Unaudited)**

(Millions, Except Share Amounts)

The Company does not typically grant credit modifications for customers that do not meet minimum underwriting standards since the Company normally repossesses the financed equipment in these circumstances. When such modifications do occur, they are considered TDRs.

The Company has developed a systematic methodology for determining the allowance for credit losses for its two portfolio segments, retail and wholesale. The retail segment consists of retail loans and direct and sales-type finance leases, net of unearned interest. The wholesale segment consists of truck inventory financing loans to dealers that are collateralized by trucks and other collateral. The wholesale segment generally has less risk than the retail segment. Wholesale receivables generally are shorter in duration than retail receivables, and the Company requires monthly reporting of the wholesale dealer's financial condition, conducts periodic audits of the trucks being financed and in many cases, obtains personal guarantees or other security such as dealership assets. In determining the allowance for credit losses, retail loans and finance leases are evaluated together since they relate to a similar customer base, their contractual terms require regular payment of principal and interest generally over 36 to 60 months and they are secured by the same type of collateral. The allowance for credit losses consists of both specific and general reserves.

The Company individually evaluates certain finance receivables for impairment. Finance receivables that are evaluated individually for impairment consist of all wholesale accounts and certain large retail accounts with past due balances or otherwise determined to be at a higher risk of loss. A finance receivable is impaired if it is considered probable the Company will be unable to collect all contractual interest and principal payments as scheduled. In addition, all retail loans and leases which have been classified as TDRs and all customer accounts over 90 days past due are considered impaired. Generally, impaired accounts are on non-accrual status. Impaired accounts classified as TDRs which have been performing for 90 consecutive days are placed on accrual status if it is deemed probable that the Company will collect all principal and interest payments.

Impaired receivables are generally considered collateral dependent. Large balance retail and all wholesale impaired receivables are individually evaluated to determine the appropriate reserve for losses. The determination of reserves for large balance impaired receivables considers the fair value of the associated collateral. When the underlying collateral fair value exceeds the Company's recorded investment, no reserve is recorded. Small balance impaired receivables with similar risk characteristics are evaluated as a separate pool to determine the appropriate reserve for losses using the historical loss information discussed below.

For finance receivables that are not individually impaired, the Company collectively evaluates and determines the general allowance for credit losses for both retail and wholesale receivables based on historical loss information, using past due account data and current market conditions. Information used includes assumptions regarding the likelihood of collecting current and past due accounts, repossession rates, the recovery rate on the underlying collateral based on used truck values and other pledged collateral or recourse. The Company has developed a range of loss estimates for each of its country portfolios based on historical experience, taking into account loss frequency and severity in both strong and weak truck market conditions. A projection is made of the range of estimated credit losses inherent in the portfolio from which an amount is determined as probable based on current market conditions and other factors impacting the creditworthiness of the Company's borrowers and their ability to repay. After determining the appropriate level of the allowance for credit losses, a provision for losses on finance receivables is charged to income as necessary to reflect management's estimate of incurred credit losses, net of recoveries, inherent in the portfolio.

In determining the fair value of the collateral, the Company uses a pricing matrix and categorizes the fair value as Level 2 in the hierarchy of fair value measurement. The pricing matrix is reviewed quarterly and updated as appropriate. The pricing matrix considers the make, model and year of the equipment as well as recent sales prices of comparable equipment through wholesale channels to the Company's dealers (principal market). The fair value of the collateral also considers the overall condition of the equipment.



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(Millions, Except Share Amounts)

Accounts are charged-off against the allowance for credit losses when, in the judgment of management, they are considered uncollectible (generally upon repossession of the collateral). Typically the timing between the repossession and charge-off is not significant. In cases where repossession is delayed (e.g., for legal proceedings), the Company records partial charge-offs. The charge-off is determined by comparing the fair value of the collateral, less cost to sell, to the recorded investment.

For the following credit quality disclosures, finance receivables are classified as dealer wholesale, dealer retail and customer retail segments. The dealer wholesale segment consists of truck inventory financing to PACCAR dealers. The dealer retail segment consists of loans and leases to participating dealers and franchises that use the proceeds to fund customers' acquisition of commercial vehicles and related equipment. The customer retail segment consists of loans and leases directly to customers for the acquisition of commercial vehicles and related equipment. Customer retail receivables are further segregated between fleet and owner/operator classes. The fleet class consists of customer retail accounts operating more than five trucks. All other customer retail accounts are considered owner/operator. Each individual class has similar measurement attributes, risk characteristics and common methods to monitor and assess credit risk.

The allowance for credit losses is summarized as follows:

	2014		Customer Retail	Other*	Total
	Dealer Wholesale	Dealer Retail			
<b>Balance at January 1</b>	<b>\$ 10.4</b>	<b>\$ 13.4</b>	<b>\$ 97.5</b>	<b>\$ 8.0</b>	<b>\$ 129.3</b>
<b>Provision for losses</b>	<b>.4</b>	<b>(.4)</b>	<b>2.9</b>	<b>.8</b>	<b>3.7</b>
<b>Charge-offs</b>			<b>(3.5)</b>	<b>(1.1)</b>	<b>(4.6)</b>
<b>Recoveries</b>			<b>1.7</b>	<b>.2</b>	<b>1.9</b>
<b>Currency translation and other</b>		<b>(.1)</b>	<b>.1</b>		
<b>Balance at March 31</b>	<b>\$ 10.8</b>	<b>\$ 12.9</b>	<b>\$ 98.7</b>	<b>\$ 7.9</b>	<b>\$ 130.3</b>

  

	2013		Customer Retail	Other*	Total
	Dealer Wholesale	Dealer Retail			
<b>Balance at January 1</b>	<b>\$ 11.8</b>	<b>\$ 13.4</b>	<b>\$ 99.2</b>	<b>\$ 5.6</b>	<b>\$ 130.0</b>
<b>Provision for losses</b>	<b>.3</b>	<b>(.8)</b>	<b>5.5</b>	<b>1.5</b>	<b>6.5</b>
<b>Charge-offs</b>	<b>(.1)</b>		<b>(4.6)</b>	<b>(.4)</b>	<b>(5.1)</b>
<b>Recoveries</b>			<b>1.4</b>	<b>.2</b>	<b>1.6</b>
<b>Currency translation and other</b>	<b>(.2)</b>	<b>(.1)</b>	<b>.4</b>	<b>(.2)</b>	<b>(.1)</b>
<b>Balance at March 31</b>	<b>\$ 11.8</b>	<b>\$ 12.5</b>	<b>\$ 101.9</b>	<b>\$ 6.7</b>	<b>\$ 132.9</b>

\* Operating lease and other trade receivables.

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Information regarding finance receivables evaluated and determined individually and collectively is as follows:

At March 31, 2014	Dealer		Customer	Total
	Wholesale	Retail	Retail	
<b>Recorded investment for impaired finance receivables evaluated individually</b>	<b>\$ 6.5</b>		<b>\$ 39.7</b>	<b>\$ 46.2</b>
<b>Allowance for impaired finance receivables determined individually</b>	<b>1.3</b>		<b>4.6</b>	<b>5.9</b>
<b>Recorded investment for finance receivables evaluated collectively</b>	<b>1,672.7</b>	<b>\$ 1,464.3</b>	<b>5,697.9</b>	<b>8,834.9</b>
<b>Allowance for finance receivables determined collectively</b>	<b>9.5</b>	<b>12.9</b>	<b>94.1</b>	<b>116.5</b>

At December 31, 2013	Dealer		Customer	Total
	Wholesale	Retail	Retail	
Recorded investment for impaired finance receivables evaluated individually	\$ 8.5		\$ 42.1	\$ 50.6
Allowance for impaired finance receivables determined individually	1.4		5.9	7.3
Recorded investment for finance receivables evaluated collectively	1,608.0	\$ 1,525.6	5,635.9	8,769.5
Allowance for finance receivables determined collectively	9.0	13.4	91.6	114.0

The recorded investment for finance receivables that are on non-accrual status is as follows:

	March 31 2014	December 31 2013
Dealer:		
Wholesale	\$ 5.6	\$ 8.0
Customer retail:		
Fleet	25.8	30.5
Owner/operator	6.2	8.6
	<b>\$ 37.6</b>	<b>\$ 47.1</b>

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**Impaired Loans**

Impaired loans with no specific reserves were \$8.1 and \$10.7 at March 31, 2014 and December 31, 2013, respectively. Impaired loans with a specific reserve are summarized below for which the impaired loans with specific reserve represent the unpaid principal balance. The recorded investment of impaired loans as of March 31, 2014 and December 31, 2013 was not significantly different than the unpaid principal balance.

	Dealer		Customer Retail		Total
	Wholesale	Retail	Fleet	Owner/ Operator	
At March 31, 2014					
Impaired loans with a specific reserve	\$ 6.5		\$ 12.5	\$ 2.9	\$ 21.9
Associated allowance	(1.3)		(1.9)	(.6)	(3.8)
<b>Net carrying amount of impaired loans</b>	<b>\$ 5.2</b>		<b>\$ 10.6</b>	<b>\$ 2.3</b>	<b>\$ 18.1</b>
<b>Average recorded investment*</b>	<b>\$ 6.2</b>		<b>\$ 27.7</b>	<b>\$ 4.3</b>	<b>\$ 38.2</b>

\* Represents the average during the 12 months ended March 31, 2014.

	Dealer		Customer Retail		Total
	Wholesale	Retail	Fleet	Owner/ Operator	
At December 31, 2013					
Impaired loans with a specific reserve	\$ 8.5		\$ 10.8	\$ 3.1	\$ 22.4
Associated allowance	(1.4)		(2.1)	(.6)	(4.1)
<b>Net carrying amount of impaired loans</b>	<b>\$ 7.1</b>		<b>\$ 8.7</b>	<b>\$ 2.5</b>	<b>\$ 18.3</b>
<b>Average recorded investment*</b>	<b>\$ 6.3</b>		<b>\$ 39.3</b>	<b>\$ 8.1</b>	<b>\$ 53.7</b>

\* Represents the average during the 12 months ended March 31, 2013.

During the period the loans above were considered impaired, interest income recognized on a cash basis is as follows:

Three Months Ended March 31,	2014	2013
Interest income recognized:		
Dealer wholesale	\$ .1	\$ .4
Customer retail - fleet	.3	

Customer retail - owner/operator	.1	.2
	\$ .5	\$ .6

**Credit Quality**

The Company's customers are principally concentrated in the transportation industry in North America, Europe and Australia. The Company's portfolio is diversified over a large number of customers and dealers with no single customer or dealer balances representing over 4% of the total portfolio. The Company retains as collateral a security interest in the related equipment.

At the inception of each contract, the Company considers the credit risk based on a variety of credit quality factors including prior payment experience, customer financial information, credit-rating agency ratings, loan-to-value ratios and other internal metrics. On an ongoing basis, the Company monitors credit quality based on past due status and collection experience as there is a meaningful correlation between the past due status of customers and the risk of loss.

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The Company has three credit quality indicators: performing, watch and at-risk. Performing accounts pay in accordance with the contractual terms and are not considered high risk. Watch accounts include accounts 31 to 90 days past due and large accounts that are performing but are considered to be high-risk. Watch accounts are not impaired. At-risk accounts are accounts that are impaired, including TDRs, accounts over 90 days past due and other accounts on non-accrual status. The tables below summarize the Company's finance receivables by credit quality indicator and portfolio class.

At March 31, 2014	Dealer		Customer Retail		Total
	Wholesale	Retail	Fleet	Owner/ Operator	
<b>Performing</b>	<b>\$ 1,646.9</b>	<b>\$ 1,463.3</b>	<b>\$ 4,479.2</b>	<b>\$ 1,192.3</b>	<b>\$ 8,781.7</b>
<b>Watch</b>	<b>25.8</b>	<b>1.0</b>	<b>15.7</b>	<b>10.7</b>	<b>53.2</b>
<b>At-risk</b>	<b>6.5</b>		<b>32.2</b>	<b>7.5</b>	<b>46.2</b>
	<b>\$ 1,679.2</b>	<b>\$ 1,464.3</b>	<b>\$ 4,527.1</b>	<b>\$ 1,210.5</b>	<b>\$ 8,881.1</b>

At December 31, 2013	Dealer		Customer Retail		Total
	Wholesale	Retail	Fleet	Owner/ Operator	
<b>Performing</b>	<b>\$ 1,576.9</b>	<b>\$ 1,520.1</b>	<b>\$ 4,396.5</b>	<b>\$ 1,219.5</b>	<b>\$ 8,713.0</b>
<b>Watch</b>	<b>31.1</b>	<b>5.5</b>	<b>12.7</b>	<b>7.2</b>	<b>56.5</b>
<b>At-risk</b>	<b>8.5</b>		<b>33.3</b>	<b>8.8</b>	<b>50.6</b>
	<b>\$ 1,616.5</b>	<b>\$ 1,525.6</b>	<b>\$ 4,442.5</b>	<b>\$ 1,235.5</b>	<b>\$ 8,820.1</b>

The tables below summarize the Company's finance receivables by aging category. In determining past due status, the Company considers the entire contractual account balance past due when any installment is over 30 days past due. Substantially all customer accounts that were greater than 30 days past due prior to credit modification became current upon modification for aging purposes.

At March 31, 2014	Dealer		Customer Retail		Total
	Wholesale	Retail	Fleet	Owner/ Operator	
<b>Current and up to 30 days past due</b>	<b>\$ 1,676.2</b>	<b>\$ 1,464.3</b>	<b>\$ 4,497.2</b>	<b>\$ 1,194.8</b>	<b>\$ 8,832.5</b>
<b>31 - 60 days past due</b>	<b>.8</b>		<b>11.1</b>	<b>8.5</b>	<b>20.4</b>
<b>Greater than 60 days past due</b>	<b>2.2</b>		<b>18.8</b>	<b>7.2</b>	<b>28.2</b>
	<b>\$ 1,679.2</b>	<b>\$ 1,464.3</b>	<b>\$ 4,527.1</b>	<b>\$ 1,210.5</b>	<b>\$ 8,881.1</b>

At December 31, 2013	Dealer		Customer Retail		Total
	Wholesale	Retail	Fleet	Owner/ Operator	
<b>Current and up to 30 days past due</b>	<b>\$ 1,611.7</b>	<b>\$ 1,525.6</b>	<b>\$ 4,417.5</b>	<b>\$ 1,221.4</b>	<b>\$ 8,776.2</b>
<b>31 - 60 days past due</b>	<b>1.7</b>		<b>9.2</b>	<b>6.3</b>	<b>17.2</b>
<b>Greater than 60 days past due</b>	<b>3.1</b>		<b>15.8</b>	<b>7.8</b>	<b>26.7</b>

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\$ 1,616.5    \$ 1,525.6    \$ 4,442.5    \$ 1,235.5    \$ 8,820.1

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**Troubled Debt Restructurings**

The balance of TDRs was \$28.0 and \$27.6 at March 31, 2014 and December 31, 2013, respectively. At modification date, the pre-modification and post-modification recorded investment balances for finance receivables modified during the period by portfolio class are as follows:

Three Months Ended March 31,	2014		2013	
	Pre-Modification	Post-Modification	Pre-Modification	Post-Modification
Fleet	\$ 4.9	\$ 4.9	\$ 4.2	\$ 4.1
Owner/operator	1.0	1.0	.5	.5
	\$ 5.9	\$ 5.9	\$ 4.7	\$ 4.6

The effect on the allowance for credit losses from such modifications was not significant at March 31, 2014 and 2013.

TDRs modified during the previous twelve months that subsequently defaulted (i.e., became more than 30 days past due) during the period by portfolio class are as follows:

Three Months Ended March 31,	2014	2013
Fleet	\$ .2	\$ .5
Owner/operator	.1	.1
	\$ .3	\$ .6

The TDRs that subsequently defaulted did not significantly impact the Company's allowance for credit losses at March 31, 2014 and 2013.

**Repossessions**

When the Company determines a customer is not likely to meet its contractual commitments, the Company repossesses the vehicles which serve as collateral for the loans, finance leases and equipment under operating lease. The Company records the vehicles as used truck inventory included in Financial Services other assets on the Consolidated Balance Sheets. The balance of repossessed inventory at March 31, 2014 and December 31, 2013 was \$16.8 and \$13.7, respectively. Proceeds from the sales of repossessed assets were \$12.7 and \$20.3 for the three months ended March 31, 2014 and 2013, respectively. These amounts are included in proceeds from asset disposals in the Condensed Consolidated Statements of Cash Flows. Write-downs of repossessed equipment on operating leases are recorded as impairments and included in Financial Services depreciation and other expense on the Consolidated Statements of Comprehensive Income.

**NOTE E - Product Support Liabilities**

Product support liabilities are estimated future payments related to product warranties, optional extended warranties and repair and maintenance (R&M) contracts. The Company generally offers one year warranties covering most of its vehicles and related aftermarket parts. For vehicles equipped with engines manufactured by PACCAR, the Company generally offers two year warranties on the engine. Specific terms and conditions vary depending on the product and the country of sale. Optional extended warranty and R&M contracts can be purchased for periods

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which generally range up to five years. Warranty expenses and reserves are estimated and recorded at the time products or contracts are sold based on historical data regarding the source, frequency and cost of claims, net of any recoveries. The Company periodically assesses the adequacy of its recorded liabilities and adjusts them as appropriate to reflect actual experience. Revenue from extended warranty and R&M contracts is deferred and recognized to income generally on a straight-line basis over the contract period. Warranty and R&M costs on these contracts are recognized as incurred.

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Changes in product support liabilities are summarized as follows:

	2014	2013
Balance at January 1	\$ 630.5	\$ 540.7
Cost accruals and revenue deferrals	130.8	68.6
Payments and revenue recognized	(74.8)	(58.5)
Currency translation	1.5	(10.9)
<b>Balance at March 31</b>	<b>\$ 688.0</b>	<b>\$ 539.9</b>

**NOTE F Stockholders Equity****Comprehensive Income**

The components of comprehensive income were as follows:

Three Months Ended March 31,	2014	2013
Net income	\$ 273.9	\$ 236.1
Other comprehensive income (loss) (OCI):		
Unrealized gains on derivative contracts	1.7	3.2
Tax effect	(.6)	(1.1)
	<b>1.1</b>	<b>2.1</b>
Unrealized gains (losses) on marketable debt securities	1.2	(.3)
Tax effect	(.2)	.1
	<b>1.0</b>	<b>(.2)</b>
Pension plans	6.4	21.3
Tax effect	(2.1)	(6.7)
	<b>4.3</b>	<b>14.6</b>
Foreign currency translation losses	(1.1)	(96.0)
Net other comprehensive income (loss)	<b>5.3</b>	<b>(79.5)</b>
Comprehensive income	<b>\$ 279.2</b>	<b>\$ 156.6</b>

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**Accumulated Other Comprehensive Income**

The components of AOCI as of March 31, 2014 and December 31, 2013 and the changes in AOCI, net of tax, included in the Consolidated Balance Sheets, consisted of the following:

	Unrealized Gains and (Losses) on Derivative Contracts	Unrealized Gains on Marketable Debt Securities	Pension Plans	Foreign Currency Translation	Total
<b>Balance at December 31, 2013</b>	\$ (15.1)	\$ 1.7	\$ (262.2)	\$ 284.3	\$ 8.7
<b>Recorded into AOCI</b>	6.1	.7	.6	(1.1)	6.3
<b>Reclassified out of AOCI</b>	(5.0)	.3	3.7		(1.0)
<b>Net other comprehensive income (loss)</b>	1.1	1.0	4.3	(1.1)	5.3
<b>Balance at March 31, 2014</b>	\$ (14.0)	\$ 2.7	\$ (257.9)	\$ 283.2	\$ 14.0

	Unrealized Gains and (Losses) on Derivative Contracts	Unrealized Gains and (Losses) on Marketable Debt Securities	Pension Plans	Foreign Currency Translation	Total
<b>Balance at December 31, 2012</b>	\$ (27.2)	\$ 6.6	\$ (496.5)	\$ 357.6	\$ (159.5)
<b>Recorded into AOCI</b>	14.9	(.2)	7.3	(96.0)	(74.0)
<b>Reclassified out of AOCI</b>	(12.8)		7.3		(5.5)
<b>Net other comprehensive income (loss)</b>	2.1	(.2)	14.6	(96.0)	(79.5)
<b>Balance at March 31, 2013</b>	\$ (25.1)	\$ 6.4	\$ (481.9)	\$ 261.6	\$ (239.0)

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Reclassifications out of AOCI during the three months ended March 31, 2014 are as follows:

AOCI Components	Line Item in the Consolidated Statement of Comprehensive Income	Amount Reclassified Out of AOCI
<b>Unrealized gains and losses on derivative contracts:</b>		
<i>Truck, Parts and Other</i>		
<b>Foreign-exchange contracts</b>	<b>Cost of sales and revenues</b>	<b>\$ .1</b>
	<b>Interest and other expense, net</b>	<b>(.1)</b>
<i>Financial Services</i>		
<b>Interest-rate contracts</b>	<b>Interest and other borrowing expenses</b>	<b>(6.9)</b>
	<b>Pre-tax expense reduction</b>	<b>(6.9)</b>
	<b>Tax expense</b>	<b>1.9</b>
	<b>After-tax expense reduction</b>	<b>(5.0)</b>
<b>Unrealized gains and losses on marketable debt securities:</b>		
<b>Marketable debt securities</b>	<b>Investment income</b>	<b>.4</b>
	<b>Tax expense</b>	<b>(.1)</b>
	<b>After-tax income increase</b>	<b>.3</b>
<b>Pension plans:</b>		
<i>Truck, Parts and Other</i>		
<b>Prior service costs</b>	<b>Cost of sales and revenues \$2, SG&amp;A \$1</b>	<b>.3</b>
<b>Actuarial loss</b>	<b>Cost of sales and revenues \$2.7, SG&amp;A \$2.2</b>	<b>4.9</b>
<i>Financial Services</i>		
<b>Actuarial loss</b>	<b>SG&amp;A</b>	<b>.3</b>
	<b>Pre-tax expense increase</b>	<b>5.5</b>
	<b>Tax benefit</b>	<b>(1.8)</b>
	<b>After-tax expense increase</b>	<b>3.7</b>
<b>Total reclassifications out of AOCI</b>		<b>\$ (1.0)</b>

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Reclassifications out of AOCI during the three months ended March 31, 2013 are as follows:

AOCI Components	Line Item in the Consolidated Statement of Comprehensive Income	Amount Reclassified Out of AOCI
<b>Unrealized gains and losses on derivative contracts:</b>		
<i>Truck, Parts and Other</i>		
Foreign-exchange contracts	Cost of sales and revenues	\$ (2.3)
	Interest and other expense, net	(.2)
<i>Financial Services</i>		
Interest-rate contracts	Interest and other borrowing expenses	(15.6)
	Pre-tax expense reduction	(18.1)
	Tax expense	5.3
	After-tax expense reduction	(12.8)
<b>Pension plans:</b>		
<i>Truck, Parts and Other</i>		
Prior service costs	Cost of sales and revenues	.3
Actuarial loss	Cost of sales and revenues \$5.7, SG&A \$4.8	10.5
<i>Financial Services</i>		
Actuarial loss	SG&A	.4
	Pre-tax expense increase	11.2
	Tax benefit	(3.9)
	After-tax expense increase	7.3
<b>Total reclassifications out of AOCI</b>		<b>\$ (5.5)</b>

**Stock Compensation Plans**

Stock-based compensation expense was \$7.5 and \$5.8 for the three months ended March 31, 2014 and 2013, respectively. Realized tax benefits related to the excess of deductible amounts over expense recognized amounted to \$1.3 and \$.7 for the three months ended March 31, 2014 and 2013, respectively, and have been classified as a financing cash flow.

During the first quarter of 2014, the Company issued 406,457 common shares under deferred and stock compensation arrangements.

**NOTE G - Income Taxes**

The effective income tax rate in the first quarter of 2014 of 32.6% increased from 30.0% in the first quarter of 2013. The increase in the effective tax rate was primarily due to the impact of U.S. tax law changes enacted on January 2, 2013 that had a favorable tax effect for R&D and undistributed foreign finance income in the first quarter of 2013. In addition, there was a higher proportion of income generated in higher taxed jurisdictions in 2014 as compared to 2013.



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**NOTE H - Segment Information**

PACCAR operates in three principal segments: Truck, Parts and Financial Services.

Three Months Ended March 31,	2014	2013
Net sales and revenues:		
Truck	\$ 3,488.6	\$ 3,075.8
Less intersegment	(159.4)	(142.5)
External customers	3,329.2	2,933.3
Parts	737.2	678.4
Less intersegment	(10.6)	(11.0)
External customers	726.6	667.4
Other	30.4	30.5
	4,086.2	3,631.2
Financial Services	293.7	293.1
	\$ 4,379.9	\$ 3,924.3
Income (loss) before income taxes:		
Truck	\$ 212.3	\$ 165.0
Parts	112.1	95.3
Other	(9.2)	(9.7)
	315.2	250.6
Financial Services	85.5	80.1
Investment income	5.8	6.5
	\$ 406.5	\$ 337.2
Depreciation and amortization:		
Truck	\$ 99.7	\$ 77.7
Parts	1.4	1.3
Other	2.6	2.5
	103.7	81.5
Financial Services	116.1	103.2
	\$ 219.8	\$ 184.7

**Truck and Parts**

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The Truck segment includes the manufacture of trucks and the Parts segment includes the distribution of related aftermarket parts, both of which are sold through the same network of independent dealers. These segments derive a large proportion of their revenues and operating profits from operations in North America and Europe. The Truck segment incurs substantial costs to design, manufacture and sell trucks to its customers. The sale of new trucks provides the Parts segment with the basis for parts sales that may continue over the life of the truck, but are generally concentrated in the first five years after truck delivery. To reflect the benefit the Parts segment receives from costs incurred by the Truck segment, certain expenses are allocated from the Truck segment to the Parts segment. The expenses allocated are based on a percentage of the average annual expenses for factory overhead, engineering, research and development (R&D) and selling, general and administrative (SG&A) expenses for the preceding five years. The allocation is based on the ratio of the average parts direct margin dollars (net sales less material and labor costs) to the total truck and parts direct margin dollars

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for the previous five years. The Company believes such expenses have been allocated on a reasonable basis. Truck segment assets related to the indirect expense allocation are not allocated to the Parts segment.

**Financial Services**

The Financial Services segment includes finance and leasing of primarily PACCAR products and services provided to truck customers and dealers. Revenues are primarily generated from operations in North America and Europe.

**Other**

Included in Other is the Company's industrial winch manufacturing business. Also within this category are other sales, income and expense not attributable to a reportable segment, including a portion of corporate expenses.

The accounting policies of the reportable segments are the same as those applied in the consolidated financial statements as described in Note A of the Company's Annual Report on Form 10-K for the year ended December 31, 2013.

**NOTE I - Derivative Financial Instruments**

As part of its risk management strategy, the Company enters into derivative contracts to hedge against interest rates and foreign currency risk. Certain derivative instruments designated as either cash flow hedges or fair value hedges are subject to hedge accounting. Derivative instruments that are not subject to hedge accounting are held as economic hedges. The Company's policies prohibit the use of derivatives for speculation or trading. At the inception of each hedge relationship, the Company documents its risk management objectives, procedures and accounting treatment. All of the Company's interest-rate and certain foreign exchange contracts are transacted under International Swaps and Derivatives Association (ISDA) master agreements. Each agreement permits the net settlement of amounts owed in the event of default and certain other termination events. For derivative financial instruments, the Company has elected not to offset derivative positions in the balance sheet with the same counterparty under the same agreements and is not required to post or receive collateral. Exposure limits and minimum credit ratings are used to minimize the risks of counterparty default. The Company had no material exposures to default at March 31, 2014.

The Company uses regression analysis to assess effectiveness of interest-rate contracts on a quarterly basis. For foreign-exchange contracts, the Company performs quarterly assessments to ensure that critical terms continue to match. All components of the derivative instrument's gain or loss are included in the assessment of hedge effectiveness. Gains or losses on the ineffective portion of cash flow hedges are recognized currently in earnings. Hedge accounting is discontinued prospectively when the Company determines that a derivative financial instrument has ceased to be a highly effective hedge.

*Interest-Rate Contracts:* The Company enters into various interest-rate contracts, including interest-rate swaps and cross currency interest-rate swaps. Interest-rate swaps involve the exchange of fixed for floating rate or floating for fixed rate interest payments based on the contractual notional amounts in a single currency. Cross currency interest-rate swaps involve the exchange of notional amounts and interest payments in different currencies. The Company is exposed to interest-rate and exchange-rate risk caused by market volatility as a result of its borrowing activities. The objective of these contracts is to mitigate the fluctuations on earnings, cash flows and fair value of borrowings. Net amounts paid or received are reflected as adjustments to interest expense.

At March 31, 2014, the notional amount of the Company's interest-rate contracts was \$3,923.7. Notional maturities for all interest-rate contracts are \$986.8 for the remainder of 2014, \$1,399.6 for 2015, \$1,047.9 for 2016, \$219.6 for 2017, \$231.0 for 2018 and \$38.8 thereafter. The majority of these contracts are floating to fixed swaps that effectively convert an equivalent amount of commercial paper and other variable rate debt to fixed rates.





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*Foreign-Exchange Contracts:* The Company enters into foreign-exchange contracts to hedge certain anticipated transactions and assets and liabilities denominated in foreign currencies, particularly the Canadian dollar, the euro, the British pound, the Australian dollar, the Brazilian real and the Mexican peso. The objective is to reduce fluctuations in earnings and cash flows associated with changes in foreign currency exchange rates. At March 31, 2014, the notional amount of the outstanding foreign-exchange contracts was \$341.0. Foreign-exchange contracts mature within one year.

The following table presents the balance sheet classification and fair value of derivative financial instruments:

	March 31, 2014		December 31, 2013	
	Assets	Liabilities	Assets	Liabilities
Derivatives designated under hedge accounting:				
<i>Interest-rate contracts:</i>				
Financial Services:				
Other assets	\$ 47.5		\$ 46.3	
Deferred taxes and other liabilities		\$ 49.6		\$ 67.7
<i>Foreign-exchange contracts:</i>				
Truck, Parts and Other:				
Other current assets	.1			
Accounts payable, accrued expenses and other		.6		.6
Total	\$ 47.6	\$ 50.2	\$ 46.3	\$ 68.3
Economic hedges:				
<i>Foreign-exchange contracts:</i>				
Truck, Parts and Other:				
Other current assets	\$ .1		\$ .6	
Accounts payable, accrued expenses and other		\$ .6		\$ .2
Financial Services:				
Other assets	.1		1.1	
Deferred taxes and other liabilities		2.1		.1
Total	\$ .2	\$ 2.7	\$ 1.7	\$ .3

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The following tables present the balance sheet classification of the gross and pro forma net amounts of derivative financial instruments:

	Gross Amount Recognized in Balance Sheet	Amount Not Offset in Financial Instruments	Pro Forma Net Amount
<b>As of March 31, 2014</b>			
<b>Assets:</b>			
<i>Truck, Parts and Other</i>			
Foreign-exchange contracts	\$ .2	\$ (.2)	
<i>Financial Services</i>			
Interest-rate contracts	47.5	(11.5)	\$ 36.0
Foreign-exchange contracts	.1		.1
<b>Total derivative assets</b>	<b>\$ 47.8</b>	<b>\$ (11.7)</b>	<b>\$ 36.1</b>
<b>Liabilities:</b>			
<i>Truck, Parts and Other</i>			
Foreign-exchange contracts	\$ 1.2	\$ (.2)	\$ 1.0
<i>Financial Services</i>			
Interest-rate contracts	49.6	(11.5)	38.1
Foreign-exchange contracts	2.1		2.1
<b>Total derivative liabilities</b>	<b>\$ 52.9</b>	<b>\$ (11.7)</b>	<b>\$ 41.2</b>
	Gross Amount Recognized in Balance Sheet	Amount Not Offset in Financial Instruments	Pro Forma Net Amount
<b>As of December 31, 2013</b>			
<b>Assets:</b>			
<i>Truck, Parts and Other</i>			
Foreign-exchange contracts	\$ .6	\$ (.2)	\$ .4
<i>Financial Services</i>			
Interest-rate contracts	46.3	(16.1)	30.2
Foreign-exchange contracts	1.1		1.1
<b>Total derivative assets</b>	<b>\$ 48.0</b>	<b>\$ (16.3)</b>	<b>\$ 31.7</b>
<b>Liabilities:</b>			
<i>Truck, Parts and Other</i>			
Foreign-exchange contracts	\$ .8	\$ (.2)	\$ .6
<i>Financial Services</i>			
Interest-rate contracts	67.7	(16.1)	51.6
Foreign-exchange contracts	.1		.1
<b>Total derivative liabilities</b>	<b>\$ 68.6</b>	<b>\$ (16.3)</b>	<b>\$ 52.3</b>



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**Fair Value Hedges**

Changes in the fair value of derivatives designated as fair value hedges are recorded in earnings together with the changes in fair value of the hedged item attributable to the risk being hedged. The (income) or expense recognized in earnings related to fair value hedges was included in interest and other borrowing expenses in the Financial Services segment of the Consolidated Statements of Comprehensive Income as follows:

Three Months Ended March 31,	2014	2013
Interest-rate swaps	\$ .1	\$ .2
Term notes	(1.1)	(1.4)

**Cash Flow Hedges**

Substantially all of the Company's interest-rate contracts and some foreign-exchange contracts have been designated as cash flow hedges. Changes in the fair value of derivatives designated as cash flow hedges are recorded in AOCI to the extent such hedges are considered effective. The maximum length of time over which the Company is hedging its exposure to the variability in future cash flows is 6.9 years.

Amounts in AOCI are reclassified into net income in the same period in which the hedged transaction affects earnings. Net realized gains and losses from interest-rate contracts are recognized as an adjustment to interest expense. Net realized gains and losses from foreign-exchange contracts are recognized as an adjustment to cost of sales or to Financial Services interest expense, consistent with the hedged transaction. For the three months ended March 31, 2014 and 2013, the Company recognized gains on the ineffective portions of nil and \$.1, respectively.

The following table presents the pre-tax effects of derivative instruments recognized in OCI:

Three Months Ended March 31,	2014		2013	
	Interest-Rate Contracts	Foreign-Exchange Contracts	Interest-Rate Contracts	Foreign-Exchange Contracts
Gain (loss) recognized in other comprehensive income:				
Truck, Parts and Other		\$ .2		\$ 1.6
Financial Services	\$ 8.4		\$ 19.7	
Total	\$ 8.4	\$ .2	\$ 19.7	\$ 1.6

Expense (income) reclassified out of AOCI into income:

Three Months Ended March 31,	2014		2013	
	Interest-Rate Contracts	Foreign-Exchange Contracts	Interest-Rate Contracts	Foreign-Exchange Contracts
Truck, Parts and Other:				

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Cost of sales and revenues		\$ .1	\$ (2.3)
Interest and other expense, net		(.1)	(.2)
Financial Services:			
Interest and other borrowing expenses	\$ (6.9)		\$ (15.6)
Total	\$ (6.9)		\$ (15.6) \$ (2.5)

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The amount of loss recorded in AOCI at March 31, 2014 that is estimated to be reclassified to interest expense or cost of sales in the following 12 months if interest rates and exchange rates remain unchanged is approximately \$21.8, net of taxes. The fixed interest earned on finance receivables will offset the amount recognized in interest expense, resulting in a stable interest margin consistent with the Company's risk management strategy.

**Economic Hedges**

For other risk management purposes, the Company enters into derivative instruments that do not qualify for hedge accounting. These derivative instruments are used to mitigate the risk of market volatility arising from borrowings and foreign currency denominated transactions. Changes in the fair value of economic hedges are recorded in earnings in the period in which the change occurs.

The expense (income) recognized in earnings related to economic hedges is as follows:

Three Months Ended March 31,	2014		2013	
	Interest-Rate Contracts	Foreign-Exchange Contracts	Interest-Rate Contracts	Foreign-Exchange Contracts
Truck, Parts and Other:				
Cost of sales and revenues		\$ .2		\$ (.1)
Interest and other expense, net		(.9)		1.7
Financial Services:				
Interest and other borrowing expenses		.5	\$ (1.3)	.3
Total		\$ (.2)	\$ (1.3)	\$ 1.9

**NOTE J Fair Value Measurements**

Fair value represents the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. Inputs to valuation techniques used to measure fair value are either observable or unobservable. These inputs have been categorized into the fair value hierarchy described below.

**Level 1** Valuations are based on quoted prices that the Company has the ability to obtain in actively traded markets for identical assets or liabilities. Since valuations are based on quoted prices that are readily and regularly available in an active market or exchange traded market, valuation of these instruments does not require a significant degree of judgment.

**Level 2** Valuations are based on quoted prices for similar instruments in active markets, quoted prices for identical or similar instruments in markets that are not active, and model-based valuation techniques for which all significant assumptions are observable in the market.

**Level 3** Valuations are based on model-based techniques for which some or all of the assumptions are obtained from indirect market information that is significant to the overall fair value measurement and which require a significant degree of management judgment.

There were no transfers of assets or liabilities between Level 1 and Level 2 of the fair value hierarchy during the three months ended March 31, 2014. The Company's policy is to recognize transfers between levels at the end of the reporting period.

The Company uses the following methods and assumptions to measure fair value for assets and liabilities subject to recurring fair value measurements.





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(Millions, Except Share Amounts)

*Marketable Securities:* The Company's marketable debt securities consist of municipal bonds, government obligations, investment-grade corporate obligations, commercial paper, asset-backed securities and term deposits. The fair value of U.S. government obligations is determined using the market approach and is based on quoted prices in active markets and are categorized as Level 1.

The fair value of U.S. government agency obligations, non-U.S. government bonds, municipal bonds, corporate bonds, asset-backed securities, commercial paper and term deposits is determined using the market approach and is primarily based on matrix pricing as a practical expedient which does not rely exclusively on quoted prices for a specific security. Significant inputs used to determine fair value include interest rates, yield curves, credit rating of the security and other observable market information and are categorized as Level 2.

*Derivative Financial Instruments:* The Company's derivative contracts consist of interest-rate swaps, cross currency swaps and foreign currency exchange contracts. These derivative contracts are traded over the counter, and their fair value is determined using industry standard valuation models, which are based on the income approach (i.e., discounted cash flows). The significant observable inputs into the valuation models include interest rates, yield curves, currency exchange rates, credit default swap spreads and forward spot rates and are categorized as Level 2.

**Assets and Liabilities Subject to Recurring Fair Value Measurement**

The Company's assets and liabilities subject to recurring fair value measurements are either Level 1 or Level 2 as follows:

At March 31, 2014	Level 1	Level 2	Total
<b>Assets:</b>			
<b>Marketable debt securities</b>			
U.S. tax-exempt securities		\$ 219.1	\$ 219.1
U.S. corporate securities		56.6	56.6
U.S. government and agency securities	\$ 5.3	.2	5.5
Non-U.S. corporate securities		685.4	685.4
Non-U.S. government securities		184.1	184.1
Other debt securities		99.7	99.7
<b>Total marketable debt securities</b>	<b>\$ 5.3</b>	<b>\$ 1,245.1</b>	<b>\$ 1,250.4</b>
<b>Derivatives</b>			
Cross currency swaps		\$ 39.5	\$ 39.5
Interest-rate swaps		8.0	8.0
Foreign-exchange contracts		.3	.3
<b>Total derivative assets</b>		<b>\$ 47.8</b>	<b>\$ 47.8</b>
<b>Liabilities:</b>			
<b>Derivatives</b>			
Cross currency swaps		\$ 22.8	\$ 22.8
Interest-rate swaps		26.8	26.8
Foreign-exchange contracts		3.3	3.3
<b>Total derivative liabilities</b>		<b>\$ 52.9</b>	<b>\$ 52.9</b>



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At December 31, 2013	Level 1	Level 2	Total
<b>Assets:</b>			
Marketable debt securities			
U.S. tax-exempt securities		\$ 216.1	\$ 216.1
U.S. corporate securities		78.2	78.2
U.S. government and agency securities	\$ 5.2	.3	5.5
Non-U.S. corporate securities		609.3	609.3
Non-U.S. government securities		217.5	217.5
Other debt securities		140.9	140.9
<b>Total marketable debt securities</b>	<b>\$ 5.2</b>	<b>\$ 1,262.3</b>	<b>\$ 1,267.5</b>
<b>Derivatives</b>			
Cross currency swaps		\$ 40.9	\$ 40.9
Interest-rate swaps		5.4	5.4
Foreign-exchange contracts		1.7	1.7
<b>Total derivative assets</b>		<b>\$ 48.0</b>	<b>\$ 48.0</b>
<b>Liabilities:</b>			
<b>Derivatives</b>			
Cross currency swaps		\$ 42.1	\$ 42.1
Interest-rate swaps		25.6	25.6
Foreign-exchange contracts		.9	.9
<b>Total derivative liabilities</b>		<b>\$ 68.6</b>	<b>\$ 68.6</b>

**Fair Value Disclosure of Other Financial Instruments**

For financial instruments that are not recognized at fair value, the Company uses the following methods and assumptions to determine the fair value. These instruments are categorized as Level 2, except cash which is categorized as Level 1 and fixed rate loans which are categorized as Level 3.

*Cash and Cash Equivalents:* Carrying amounts approximate fair value.

*Financial Services Net Receivables:* For floating-rate loans, wholesale financings, and operating lease and other trade receivables, carrying values approximate fair values. For fixed rate loans, fair values are estimated using the income approach by discounting cash flows to their present value based on current rates for comparable loans. Finance lease receivables and related allowance for credit losses have been excluded from the accompanying table.

*Debt:* The carrying amounts of financial services commercial paper, variable rate bank loans and variable-rate term notes approximate fair value. For fixed rate debt, fair values are estimated using the income approach by discounting cash flows to their present value based on current rates for comparable debt.

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(Millions, Except Share Amounts)

The Company's estimate of fair value for fixed rate loans and debt that are not carried at fair value was as follows:

	March 31, 2014		December 31, 2013	
	Carrying Amount	Fair Value	Carrying Amount	Fair Value
<b>Assets:</b>				
Financial Services fixed rate loans	\$ 3,622.1	\$ 3,666.1	\$ 3,592.7	\$ 3,627.3
<b>Liabilities:</b>				
Truck, Parts and Other fixed rate debt			150.0	151.1
Financial Services fixed rate debt	3,690.8	3,731.1	4,039.1	4,087.0

**NOTE K - Employee Benefit Plans**

The Company has several defined benefit pension plans, which cover a majority of its employees. The following information details the components of net pension expense for the Company's defined benefit plans:

Three Months Ended March 31,	2014	2013
Service cost	\$ 17.0	\$ 18.9
Interest on projected benefit obligation	23.0	20.3
Expected return on assets	(32.0)	(29.9)
Amortization of prior service costs	.3	.3
Recognized actuarial loss	5.2	10.9
Net pension expense	\$ 13.5	\$ 20.5

During the three months ended March 31, 2014 and 2013, the Company contributed \$4.2 and \$3.4 to its pension plans, respectively.

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

PACCAR is a global technology company whose Truck segment includes the design and manufacture of high-quality, light-, medium- and heavy-duty commercial trucks. In North America, trucks are sold under the Kenworth and Peterbilt nameplates, in Europe, under the DAF nameplate and in Australia and South America, under the Kenworth and DAF nameplates. The Parts segment includes the distribution of aftermarket parts for trucks and related commercial vehicles. The Company's Financial Services segment derives its earnings primarily from financing or leasing PACCAR products in North America, Europe and Australia. The Company's Other business is the manufacturing and marketing of industrial winches.

Consolidated net sales and revenues in the first quarter of 2014 increased to \$4.38 billion from \$3.92 billion in the first quarter of 2013. Truck unit sales increased in the first quarter of 2014 to 31,800 units from 30,600 units in the same period of 2013 reflecting stronger industry truck sales in North America. The Company's worldwide parts net sales and revenues increased to \$726.6 million in the first quarter of 2014 from \$667.4 million for the same period last year, primarily due to higher aftermarket demand in the U.S. and Canada and Europe. Financial Services revenues of \$293.7 million in the first quarter of 2014 were comparable to \$293.1 million in the first quarter of 2013.

Net income in the first quarter of 2014 increased to \$273.9 million (\$.77 per diluted share) from \$236.1 million (\$.67 per diluted share) in the first quarter of 2013. The first quarter 2014 results reflect higher Truck and Parts segment sales and good Financial Services results.

In the first quarter of 2014, the Company repaid \$150.0 million of manufacturing debt and, as a result, had no manufacturing debt as of March 31, 2014.

In the first quarter of 2014, the Company's research and development (R&D) expenses were \$52.7 million compared to \$72.1 million in the first quarter of 2013. R&D declined as new truck models and engines began production. R&D is focused on engine and new vehicle development.

***Truck and Parts Outlook***

Truck industry retail sales in the U.S. and Canada in 2014 are expected to be 220,000-240,000 units compared to 212,200 units in 2013 driven primarily by ongoing replacement of the aging truck population and improving construction and automotive sectors. The truck market in 2014 may also benefit from some expansion of industry fleet capacity, reflecting improved freight demand. In Europe, the 2014 truck industry registrations for over 16-tonne vehicles are expected to be 200,000-230,000 units, compared to 240,800 units in 2013.

In 2014, Parts industry aftermarket sales are expected to increase 3-7%, reflecting modest economic growth in the U.S. and Canada and Europe.

Capital investments in 2014 are expected to be \$300 to \$350 million, focused on enhanced powertrain development and increased operating efficiency for the assembly facilities. R&D in 2014 is expected to be \$200 to \$250 million.

***Financial Services Outlook***

Average earning assets in 2014 are expected to increase approximately 5% reflecting higher Financial Services asset level at the start of the year. Current levels of freight tonnage, freight rates and fleet utilization are contributing to customers' profitability and cash flow. If current freight transportation conditions decline due to weaker economic conditions, past due accounts, truck repossessions and credit losses would likely increase from the current low levels.

See the Forward-Looking Statements section of Management's Discussion and Analysis for factors that may affect these outlooks.

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(\$ in millions, except per share amounts)

Three Months Ended March 31,	2014	2013
Net sales and revenues:		
Truck	\$ 3,329.2	\$ 2,933.3
Parts	726.6	667.4
Other	30.4	30.5
Truck, Parts and Other	4,086.2	3,631.2
Financial Services	293.7	293.1
	\$ 4,379.9	\$ 3,924.3
Income (loss) before income taxes:		
Truck	\$ 212.3	\$ 165.0
Parts	112.1	95.3
Other	(9.2)	(9.7)
Truck, Parts and Other	315.2	250.6
Financial Services	85.5	80.1
Investment income	5.8	6.5
Income taxes	(132.6)	(101.1)
Net income	\$ 273.9	\$ 236.1
Diluted earnings per share	\$ .77	\$ .67

Return on revenues **6.3%** 6.0%

The following provides an analysis of the results of operations for the Company's three reportable segments, Truck, Parts and Financial Services. Where possible, the Company has quantified the factors identified in the following discussion and analysis. In cases where it is not possible to quantify the impact of factors, the Company lists them in estimated order of importance. Factors for which the Company is unable to specifically quantify the impact include market demand, fuel prices, freight tonnage and economic conditions affecting the Company's results of operations.

**2014 Compared to 2013:****Truck**

The Company's Truck segment accounted for 76.0% of revenues in the first quarter of 2014 compared to 74.7% in the first quarter of 2013.

(\$ in millions)

Three Months Ended March 31,	2014	2013	% Change
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<b>Truck net sales and revenues:</b>			
U.S. and Canada	<b>\$ 1,959.1</b>	\$ 1,610.2	22
Europe	<b>962.6</b>	851.4	13
Mexico, South America, Australia and other	<b>407.5</b>	471.7	(14)
	<b>\$ 3,329.2</b>	\$ 2,933.3	13
Truck income before income taxes	<b>\$ 212.3</b>	\$ 165.0	29
Pre-tax return on revenues	<b>6.4%</b>	5.6%	

The Company's worldwide truck net sales and revenues in the first quarter of 2014 of \$3.33 billion increased from the first quarter of 2013 primarily due to higher truck deliveries in the U.S., higher price realization in Europe related to higher content Euro 6 emission vehicles, partially offset by lower truck deliveries in Mexico, Australia and Europe.

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For the first quarter of 2014, Truck segment income before income taxes and pre-tax return on revenues reflects higher truck unit deliveries in the U.S. and lower R&D spending, partially offset by lower deliveries in all foreign markets.

The Company's new truck deliveries are summarized below:

Three Months Ended March 31,	2014	2013	% Change
U.S.	16,100	12,700	27
Canada	2,500	2,700	(7)
U.S. and Canada	18,600	15,400	21
Europe	9,300	10,600	(12)
Mexico, South America, Australia and other	3,900	4,600	(15)
Total units	31,800	30,600	4

In the first quarter of 2014, industry retail sales in the heavy-duty market in the U.S. and Canada increased to 50,300 units from 44,900 units in the same period of 2013. The Company's heavy-duty truck retail market share was 27.2% in the first quarter of 2014 compared to 26.6% in the first quarter of 2013. The medium-duty market was 18,000 units in the first quarter of 2014 compared to 16,200 units in the same period of 2013. The Company's medium-duty market share was 13.4% in the first quarter of 2014 compared to 12.1% in the first quarter of 2013.

The over 16-tonne truck market in Western and Central Europe in the first quarter of 2014 was 54,000 units, an 11% increase from 48,700 units in the first quarter of 2013. The largest increases were in Germany, France and Spain, partially offset by reduction in the U.K. and the Netherlands. The Company's market share was 12.2% in the first quarter of 2014, a decrease from 15.8% in the same period of 2013. The decrease in market share was primarily due to lower DAF registrations in the U.K. and the Netherlands which were impacted by the Euro 5/Euro 6 transition rules. The 6- to 16-tonne market in the first quarter of 2014 was 11,000 units compared to 11,900 units in the first quarter of 2013. DAF market share in the 6- to 16-tonne market in the first quarter of 2014 was 6.3% compared to 11.0% in the same period of 2013. The decline in market share is a result of reduced registrations in the U.K. which were also affected by the Euro 5/Euro 6 transition rules.

The major factors for the change in net sales and revenues, cost of sales and revenues and gross margin for the three months ended March 31, 2014 for the Truck segment are as follows:

(\$ in millions)	Net Sales	Cost of Sales	Gross Margin
<b>Three Months Ended March 31, 2013</b>	<b>\$ 2,933.3</b>	<b>\$ 2,666.3</b>	<b>\$ 267.0</b>
<b>Increase (decrease)</b>			
<b>Truck delivery volume</b>	<b>239.5</b>	<b>210.8</b>	<b>28.7</b>
<b>Average truck sales prices</b>	<b>148.4</b>		<b>148.4</b>
<b>Average per truck material, labor and other direct costs</b>		<b>118.7</b>	<b>(118.7)</b>
<b>Factory overhead and other indirect costs</b>		<b>30.3</b>	<b>(30.3)</b>
<b>Operating lease revenues and depreciation expense</b>	<b>18.4</b>	<b>16.3</b>	<b>2.1</b>
<b>Currency translation</b>	<b>(10.4)</b>	<b>(9.7)</b>	<b>(.7)</b>
<b>Total increase</b>	<b>395.9</b>	<b>366.4</b>	<b>29.5</b>
<b>Three Months Ended March 31, 2014</b>	<b>\$ 3,329.2</b>	<b>\$ 3,032.7</b>	<b>\$ 296.5</b>





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Truck delivery volume reflects higher deliveries in the U.S. (\$346.7 million), partially offset by lower truck deliveries in Mexico (\$48.8 million), Europe (\$36.0 million) and Australia (\$30.0 million).

Average truck sales prices increased sales by \$148.4 million, primarily due to higher content Euro 6 emission vehicles in Europe (\$92.6 million) and improved price realization in the U.S. and Canada (\$39.0 million).

Costs of sales increased \$118.7 million due to higher average cost per truck, primarily from the effect of higher content Euro 6 emission vehicles in Europe (\$91.5 million).

Factory overhead and other indirect costs increased \$30.3 million primarily due to higher salaries and related costs (\$24.8 million) and depreciation expense (\$7.6 million).

Operating lease revenues and depreciation expense increased due to a higher operating lease portfolio in Europe.

Truck gross margin in the first quarter of 2014 of 8.9% decreased slightly from 9.1% in the same period in 2013 due to the factors noted above.

Truck selling, general and administrative (SG&A) expenses increased to \$54.0 million in the first quarter of 2014 compared to \$53.1 million in the first quarter of 2013, primarily due to higher salaries and related costs. As a percentage of sales, SG&A decreased to 1.6% in the first quarter of 2014 compared to 1.8% in the first quarter of 2013 reflecting higher sales volume.

**Parts**

The Company's Parts segment accounted for 16.6% of revenues in the first quarter of 2014 compared to 17.0% in the first quarter of 2013.

(\$ in millions)

Three Months Ended March 31,	2014	2013	% Change
Parts net sales and revenues:			
U.S. and Canada	\$ 424.0	\$ 382.7	11
Europe	218.2	200.0	9
Mexico, South America, Australia and other	84.4	84.7	
	\$ 726.6	\$ 667.4	9
Parts income before income taxes	\$ 112.1	\$ 95.3	18
Pre-tax return on revenues	15.4%	14.3%	

The Company's worldwide parts net sales and revenues increased in the first quarter of 2014 due to higher aftermarket demand, primarily in the U.S., Canada and Europe. The increase in Parts segment income before taxes and pre-tax return on revenues in the first quarter of 2014 was primarily due to higher sales and gross margins.



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The major factors for the change in net sales and revenues, cost of sales and revenues and gross margin for the three months ended March 31, 2014 for the Parts segment are as follows:

(\$ in millions)	Net Sales	Cost of Sales	Gross Margin
<b>Three Months Ended March 31, 2013</b>	<b>\$ 667.4</b>	<b>\$ 497.6</b>	<b>\$ 169.8</b>
<b>Increase (decrease)</b>			
<b>Aftermarket parts volume</b>	<b>29.1</b>	<b>19.9</b>	<b>9.2</b>
<b>Average aftermarket parts sales prices</b>	<b>28.6</b>		<b>28.6</b>
<b>Average aftermarket parts direct costs</b>		<b>19.4</b>	<b>(19.4)</b>
<b>Warehouse and other indirect costs</b>		<b>1.8</b>	<b>(1.8)</b>
<b>Currency translation</b>	<b>1.5</b>	<b>.4</b>	<b>1.1</b>
<b>Total increase</b>	<b>59.2</b>	<b>41.5</b>	<b>17.7</b>
<b>Three Months Ended March 31, 2014</b>	<b>\$ 726.6</b>	<b>\$ 539.1</b>	<b>\$ 187.5</b>

Higher market demand, primarily in the U.S., Canada and Europe, resulted in increased aftermarket parts sales volume of \$29.1 million and related cost of sales by \$19.9 million.

Average aftermarket parts sales prices increased sales by \$28.6 million reflecting improved price realization.

Average aftermarket parts direct costs increased \$19.4 million due to higher material costs.

Warehouse and other indirect costs increased \$1.8 million primarily due to additional costs to support higher sales volume.

Parts gross margins in the first quarter of 2014 of 25.8% increased from 25.4% in the first quarter of 2013 due to the factors noted above. Parts SG&A increased to \$51.8 million in the first quarter of 2014 compared to \$50.8 million in the first quarter of 2013, primarily due to higher salaries and related expenses. As a percentage of sales, Parts SG&A decreased to 7.1% in the first quarter of 2014 from 7.6% in the first quarter of 2013 due to higher sales volume.

**Table of Contents****PACCAR Inc Form 10-Q****Financial Services**

The Company's Financial Services segment accounted for 6.7% of revenues in the first quarter of 2014 compared to 7.5% in the first quarter of 2013.

(\$ in millions)

Three Months Ended March 31,	2014	2013	% Change
<b>New loan and lease volume:</b>			
U.S. and Canada	\$ 480.0	\$ 476.8	1
Europe	225.0	191.3	18
Mexico and Australia	158.3	193.9	(18)
	\$ 863.3	\$ 862.0	
<b>New loan and lease volume by product:</b>			
Loans and finance leases	\$ 707.4	\$ 680.6	4
Equipment on operating lease	155.9	181.4	(14)
	\$ 863.3	\$ 862.0	
<b>New loan and lease unit volume:</b>			
Loans and finance leases	6,800	6,700	1
Equipment on operating lease	1,500	1,800	(17)
	8,300	8,500	(2)
<b>Average earning assets:</b>			
U.S. and Canada	\$ 6,525.7	\$ 6,188.0	5
Europe	2,738.8	2,372.1	15
Mexico and Australia	1,719.3	1,733.7	(1)
	\$ 10,983.8	\$ 10,293.8	7
<b>Average earning assets by product:</b>			
Loans and finance leases	\$ 7,166.0	\$ 6,781.9	6
Dealer wholesale financing	1,434.3	1,385.3	4
Equipment on lease and other	2,383.5	2,126.6	12
	\$ 10,983.8	\$ 10,293.8	7
<b>Revenue:</b>			
U.S. and Canada	\$ 153.4	\$ 160.8	(5)
Europe	80.1	72.3	11
Mexico and Australia	60.2	60.0	
	\$ 293.7	\$ 293.1	
<b>Revenue by product:</b>			
Loans and finance leases	\$ 100.5	\$ 101.2	(1)
Dealer wholesale financing	12.4	12.6	(2)
Equipment on lease and other	180.8	179.3	1
	\$ 293.7	\$ 293.1	

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Income before income taxes	\$	<b>85.5</b>	\$	80.1	7
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New loan and lease volume of \$863.3 million in the first quarter of 2014 was comparable to \$862.0 million in the first quarter of 2013. In the first quarter of 2014, finance market share on new PACCAR trucks sales was 27.5% compared to 27.9% in the first quarter of 2013 reflecting lower market share in the U.S. and Canada.

Financial Services revenues of \$293.7 million in the first quarter of 2014 increased slightly from \$293.1 million in the first quarter of 2013 primarily due to higher average earning asset balances, offset by lower yields. Income before income taxes increased to \$85.5 million in the first quarter of 2014 from \$80.1 million in the first quarter of 2013 primarily due to higher finance and lease margins and a lower provision for losses on receivables.

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The major factors for the change in interest and fees, interest and other borrowing expenses and finance margin for the three months ended March 31, 2014 are outlined in the table below:

(\$ in millions)	Interest and Fees	Interest and Other Borrowing Expenses	Finance Margin
<b>Three Months Ended March 31, 2013</b>	<b>\$ 113.8</b>	<b>\$ 38.9</b>	<b>\$ 74.9</b>
<b>Increase (decrease)</b>			
<b>Average finance receivables</b>	<b>7.0</b>		<b>7.0</b>
<b>Average debt balances</b>		<b>2.0</b>	<b>(2.0)</b>
<b>Yields</b>	<b>(6.1)</b>		<b>(6.1)</b>
<b>Borrowing rates</b>		<b>(3.7)</b>	<b>3.7</b>
<b>Currency translation</b>	<b>(1.8)</b>	<b>(.6)</b>	<b>(1.2)</b>
<b>Total (decrease) increase</b>	<b>(.9)</b>	<b>(2.3)</b>	<b>1.4</b>
<b>Three Months Ended March 31, 2014</b>	<b>\$ 112.9</b>	<b>\$ 36.6</b>	<b>\$ 76.3</b>

Average finance receivables increased \$529.6 million (excluding foreign exchange effects) in the first quarter of 2014 as a result of retail portfolio new business volume exceeding repayments and an increase in dealer wholesale financing.

Average debt balances increased \$448.6 million in the first quarter of 2014. The higher average debt balances reflect funding for a higher average earning asset portfolio, including loans, finance leases and equipment on operating leases.

Lower market rates resulted in lower portfolio yields (5.4% in 2014 compared to 5.7% in 2013) and lower borrowing rates (1.9% in 2014 compared to 2.0% in 2013).

The following table summarizes operating lease, rental and other revenues and depreciation and other expense:

(in millions)

Three Months Ended March 31,	2014	2013
Operating lease revenues	<b>\$ 173.5</b>	<b>\$ 157.4</b>
Used truck sales and other	<b>7.3</b>	<b>21.9</b>
<b>Operating lease, rental and other revenues</b>	<b>\$ 180.8</b>	<b>\$ 179.3</b>
Depreciation of operating lease equipment	<b>\$ 114.8</b>	<b>\$ 101.3</b>
Vehicle operating expenses	<b>25.4</b>	<b>23.3</b>
Cost of used truck sales and other	<b>4.1</b>	<b>19.5</b>

Depreciation and other expense	\$	<b>144.3</b>	\$	144.1
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The major factors for the change in operating lease, rental and other revenues, depreciation and other expense and lease margin for the three months ended March 31, 2014 are outlined below:

(\$ in millions)	Operating Lease, Rental And Other Revenues	Depreciation and Other Expense	Lease Margin
<b>Three Months Ended March 31, 2013</b>	\$ 179.3	\$ 144.1	\$ 35.2
<b>Increase (decrease)</b>			
<b>Operating lease impairments</b>		(.3)	.3
<b>Used truck sales and other</b>	(14.6)	(15.4)	.8
<b>Results on returned lease assets</b>		.4	(.4)
<b>Average operating lease assets</b>	12.7	10.1	2.6
<b>Revenue and cost per asset</b>	2.2	4.3	(2.1)
<b>Currency translation</b>	1.2	1.1	.1
<b>Total increase</b>	1.5	.2	1.3
<b>Three Months Ended March 31, 2014</b>	\$ 180.8	\$ 144.3	\$ 36.5

A lower volume of used truck sales decreased operating lease, rental and other revenues by \$14.6 million and decreased depreciation and other expense by \$15.4 million.

Average operating lease assets increased \$256.9 million, which increased revenues by \$12.7 million and related depreciation and other expense by \$10.1 million.

Revenue and cost per asset increased \$2.2 million and \$4.3 million, respectively. Operating lease margin decreased by \$2.1 million mainly due to lower fleet utilization and higher vehicle related expenses.

The following table summarizes the provision for losses on receivables and net charge-offs:

(\$ in millions)	2014		2013	
	Provision For Losses on Receivables	Net Charge-Offs	Provision For Losses on Receivables	Net Charge-Offs
Three Months Ended March 31,				
U.S. and Canada	\$ 1.5	\$ .5	\$ 1.9	\$ 1.6
Europe	2.2	2.2	3.1	1.5
Mexico and Australia			1.5	.4
	\$ 3.7	\$ 2.7	\$ 6.5	\$ 3.5

The provision for losses on receivables was \$3.7 million for the first quarter of 2014, a decrease of \$2.8 million compared to the same period in 2013, due to lower provisions in all markets reflecting improved portfolio performance.

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The Company modifies loans and finance leases as a normal part of its Financial Services operations. The Company may modify loans and finance leases for commercial reasons or for credit reasons. Modifications for commercial reasons are changes to contract terms for customers that are not considered to be in financial difficulty. Insignificant delays are modifications extending terms up to three months for customers experiencing some short-term financial stress, but not considered to be in financial difficulty. Modifications for credit reasons are changes to contract terms for customers considered to be in financial difficulty. The Company's modifications typically result in granting more time to pay the contractual amounts owed and charging a fee and interest for the term of the modification. When considering whether to modify customer accounts for credit reasons, the Company evaluates the creditworthiness of the customers and modifies those accounts that the Company considers likely to perform under the modified terms. When the Company modifies loans and finance leases for credit reasons and grants a concession, the modifications are classified as troubled debt restructurings (TDR).

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The post-modification balance of accounts modified during the three months ended March 31, 2014 and 2013 are summarized below:

(\$ in millions)	2014		2013	
	Recorded Investment	% of Total Portfolio*	Recorded Investment	% of Total Portfolio*
Three Months Ended March 31,				
Commercial	\$ 47.5	2.7%	\$ 96.8	5.7%
Insignificant delay	36.7	2.0%	17.9	1.1%
Credit - no concession	6.5	.4%	5.3	.3%
Credit - TDR	5.9	.3%	4.6	.3%
	<b>\$ 96.6</b>	<b>5.4%</b>	<b>\$ 124.6</b>	<b>7.4%</b>

\* Recorded investment immediately after modification as a percentage of ending retail portfolio, on an annualized basis. During the first quarter of 2014, total modification activity decreased compared to 2013 due to lower modifications for commercial reasons, partially offset by higher insignificant delay and credit modifications. The decrease in commercial modifications primarily reflects lower levels of additional equipment financed and end-of-contract modifications. The higher modifications for insignificant delays were mainly due to granting a two-month extension to one large fleet customer in the U.S.

The following table summarizes the Company's 30+ days past due accounts:

	March 31 2014	December 31 2013	March 31 2013
Percentage of retail loan and lease accounts 30+ days past due:			
U.S. and Canada	.3%	.3%	.2%
Europe	1.1%	.7%	1.3%
Mexico and Australia	1.5%	1.4%	2.0%
Worldwide	.6%	.5%	.7%

Accounts 30+ days past due were .6% at March 31, 2014 and have increased .1% from December 31, 2013 due to higher past due accounts in Europe and Australia. The Company continues to focus on maintaining low past due balances.

When the Company modifies a 30+ days past due account, the customer is then generally considered current under the revised contractual terms. The Company modified \$3.3 million of accounts worldwide during the first quarter of 2014, \$4.9 million during the fourth quarter of 2013 and \$7.8 million during the first quarter of 2013 that were 30+ days past due and became current at the time of modification. Had these accounts not been modified and continued to not make payments, the pro forma percentage of retail loan and lease accounts 30+ days past due would have been as follows:

March 31 2014	December 31 2013	March 31 2013
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Pro forma percentage of retail loan and lease accounts 30+ days past due:			
U.S. and Canada	<b>.3%</b>	.3%	.3%
Europe	<b>1.1%</b>	.8%	1.5%
Mexico and Australia	<b>1.7%</b>	1.7%	2.2%
<b>Worldwide</b>	<b>.7%</b>	.6%	.9%

Modifications of accounts in prior quarters that were more than 30 days past due at the time of modification are included in past dues if they were not performing under the modified terms at March 31, 2014, December 31, 2013 and March 31, 2013. The effect on the allowance for credit losses from such modifications was not significant at March 31, 2014, December 31, 2013 and March 31, 2013.

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For both first quarter of 2014 and 2013, the Company's annualized pre-tax return on average earning assets for Financial Services was 3.2%.

**Other**

Other includes the winch business as well as sales, income and expenses not attributable to a reportable segment, including a portion of corporate expense. Other sales represent approximately 1% of consolidated net sales and revenues for both the first quarter of 2014 and 2013. Other SG&A was \$15.5 million in the first quarter of 2014 compared to \$13.9 million in the first quarter of 2013 due to higher salaries and related expenses. Other income (loss) before tax was a loss of \$9.2 million in the first quarter of 2014 compared to a loss of \$9.7 million for the first quarter of 2013. The lower loss was primarily due to higher income before tax from the winch business.

Investment income was \$5.8 million in the first quarter of 2014 compared to \$6.5 million in the same time period of 2013. The lower investment income in the first quarter of 2014 primarily reflects lower yields on investments due to lower market interest rates, partially offset by higher average investment balances.

The effective income tax rate in the first quarter of 2014 of 32.6% increased from 30.0% in the first quarter of 2013. The increase in the effective tax rate was primarily due to the impact of U.S. tax law changes enacted on January 2, 2013 that had a favorable tax effect for R&D and undistributed foreign finance income in the first quarter of 2013. In addition, there was a higher proportion of income generated in higher taxed jurisdictions in 2014 as compared to 2013.

(in millions)

Three Months Ended March 31,	2014	2013
Domestic income before taxes	\$ 230.2	\$ 147.2
Foreign income before taxes	176.3	190.0
<b>Total income before taxes</b>	<b>\$ 406.5</b>	<b>\$ 337.2</b>
Domestic pre-tax return on revenues	10.3%	8.0%
Foreign pre-tax return on revenues	8.3%	9.1%
<b>Total pre-tax return on revenues</b>	<b>9.3%</b>	<b>8.6%</b>

For the first quarter of 2014, the improvement in income before income taxes and return on revenue for domestic operations were primarily due to higher revenue and margins from truck and parts operations. The lower income before income taxes and return on revenues for foreign operations were primarily due to lower revenue and margins from truck operations from all foreign truck markets except Europe.

**LIQUIDITY AND CAPITAL RESOURCES:**

(\$ in millions)	March 31 2014	December 31 2013
Cash and cash equivalents	\$ 1,289.9	\$ 1,750.1
Marketable debt securities	1,250.4	1,267.5
	<b>\$ 2,540.3</b>	<b>\$ 3,017.6</b>

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The Company's total cash and marketable debt securities at March 31, 2014 decreased \$477.3 million from the balances at December 31, 2013 primarily due to a decrease in cash and cash equivalents.

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The change in cash and cash equivalents is summarized below:

(\$ in millions)	2014	2013
Three Months Ended March 31,		
<b>Operating activities:</b>		
Net income	\$ 273.9	\$ 236.1
Net income items not affecting cash	200.4	202.1
Changes in operating assets and liabilities, net	(188.6)	(54.2)
<b>Net cash provided by operating activities</b>	<b>285.7</b>	<b>384.0</b>
Net cash used in investing activities	(175.6)	(341.5)
Net cash used in financing activities	(568.1)	(37.4)
Effect of exchange rate changes on cash	(2.2)	(16.1)
<b>Net decrease in cash and cash equivalents</b>	<b>(460.2)</b>	<b>(11.0)</b>
Cash and cash equivalents at beginning of the period	1,750.1	1,272.4
<b>Cash and cash equivalents at end of the period</b>	<b>\$ 1,289.9</b>	<b>\$ 1,261.4</b>

*Operating activities:* Cash provided by operations decreased \$98.3 million to \$285.7 million in the first quarter of 2014. Lower operating cash flow reflects a higher increase in net purchases of inventories of \$95.4 million, a \$43.7 million higher increase in Financial Services segment wholesale receivables and a \$25.0 million higher decrease in income tax liabilities. These cash outflows were partially offset by a \$53.0 million increase in cash receipts for sales of goods and services in accounts receivables exceeding sales and \$37.8 million of higher net income.

*Investing activities:* Cash used in investing activities of \$175.6 million decreased \$165.9 million from the \$341.5 million used in the first quarter of 2013, primarily due to lower cash used in the acquisitions of equipment for operating leases of \$68.6 million and lower payments for property, plant and equipment of \$58.1 million. In addition, the Company had \$12.8 million of net proceeds from issuances of marketable securities in the first quarter of 2014 vs. \$19.0 million of net purchases of marketable securities in the first quarter of 2013.

*Financing activities:* Cash used in financing activities increased to \$568.1 million from \$37.4 million in the first quarter of 2013. The Company paid \$389.7 million of dividends in the first quarter of 2014 compared to the \$70.7 million paid in the first quarter of 2013, an increase of \$319.0 million. The higher dividends in 2014 reflect a special dividend declared in 2013 and paid in early 2014. In 2013, there was no special dividend payment, as the 2012 special dividend was declared and paid in 2012. In addition, in the first quarter of 2014, the Company issued \$348.7 million of commercial paper and short-term bank loans to repay long-term debt of \$550.0 million. In the first quarter of 2013, the Company issued \$500.0 million in long-term debt to reduce its outstanding commercial paper and short-term bank loans. This resulted in cash used in borrowing activities of \$190.0 million in the first quarter of 2014, \$215.7 million higher than the cash provided by borrowing activities of \$25.7 million in the first quarter of 2013.

**Credit Lines and Other**

The Company has line of credit arrangements of \$3.71 billion, of which \$3.46 billion were unused at March 31, 2014. In April 2014, the Company's line of credit arrangements were reduced by \$92.6 million due to the repayment of a bank loan. Included in these arrangements are \$3.0 billion of syndicated bank facilities, of which \$1.0 billion matures in June 2014, \$1.0 billion matures in June 2017 and \$1.0 billion matures in June 2018. The Company intends to replace these credit facilities as they expire with facilities of similar amounts and duration. These credit facilities are maintained primarily to provide backup liquidity for commercial paper borrowings and maturing medium-term notes. There were no borrowings under the syndicated bank facilities for the quarter ended March 31, 2014.

In December 2011, PACCAR Inc filed a shelf registration under the Securities Act of 1933. The current registration expires in the fourth quarter of 2014 and does not limit the principal amount of debt





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securities that may be issued during the period. Upon maturity in February 2014, \$500.0 million of medium-term notes, of which \$150.0 million was manufacturing debt, were repaid in full. There were no medium-term notes outstanding for PACCAR Inc as of March 31, 2014.

In December 2011, PACCAR's Board of Directors approved the repurchase of \$300.0 million of the Company's common stock, and as of March 31, 2014, \$192.0 million of shares have been repurchased pursuant to the authorization.

***Truck, Parts and Other***

The Company provides funding for working capital, capital expenditures, R&D, dividends, stock repurchases and other business initiatives and commitments primarily from cash provided by operations. Management expects this method of funding to continue in the future.

Investments for property, plant and equipment in the first quarter of 2014 decreased to \$54.5 million from \$95.6 million, as the first quarter of 2013 included higher spending for new product development and construction of the Eindhoven parts distribution center in Europe and DAF Brasil factory. Over the past decade, the Company's combined investments in worldwide capital projects and R&D totaled \$5.78 billion, which have significantly increased operating capacity and efficiency of its facilities and the competitive advantage of the Company's premium products.

In 2014, capital investments are expected to be approximately \$300 to \$350 million and are targeted for enhanced powertrain development and increased operating efficiency of our assembly facilities. Spending on R&D in 2014 is expected to be \$200 to \$250 million as PACCAR will continue to focus on new products and services.

The Company conducts business in Spain, Italy, Portugal, Ireland and Greece, which have been experiencing significant financial stress. As of March 31, 2014, the Company had finance and trade receivables in these countries of approximately 1% of consolidated total assets. As of March 31, 2014, the Company did not have any marketable debt security investments in corporate or sovereign government securities in these countries. In addition, the Company had no derivative counterparty credit exposures in these countries as of March 31, 2014.

***Financial Services***

The Company funds its financial services activities primarily from collections on existing finance receivables and borrowings in the capital markets. The primary sources of borrowings in the capital markets are commercial paper and medium-term notes issued in the public markets and, to a lesser extent, bank loans. An additional source of funds is loans from other PACCAR companies.

The Company issues commercial paper for a portion of its funding in its Financial Services segment. Some of this commercial paper is converted to fixed interest rate debt through the use of interest rate swaps, which are used to manage interest rate risk. In the event of a future significant disruption in the financial markets, the Company may not be able to issue replacement commercial paper. As a result, the Company is exposed to liquidity risk from the shorter maturity of short-term borrowings paid to lenders compared to the longer timing of receivable collections from customers. The Company believes its cash balances and investments, collections on existing finance receivables, syndicated bank lines and current investment-grade credit ratings of A+/A1 will continue to provide it with sufficient resources and access to capital markets at competitive interest rates and therefore contribute to the Company maintaining its liquidity and financial stability. A decrease in these credit ratings could negatively impact the Company's ability to access capital markets at competitive interest rates and the Company's ability to maintain liquidity and financial stability.

In November 2012, the Company's U.S. finance subsidiary, PACCAR Financial Corp. (PFC), filed a shelf registration under the Securities Act of 1933 effective for a three year period. The total amount of medium-term notes outstanding for PFC as of March 31, 2014 was \$3.80 billion. The registration expires in the fourth quarter of 2015 and does not limit the principal amount of debt securities that may be issued during that period.

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As of March 31, 2014, the Company's European finance subsidiary, PACCAR Financial Europe, had 417.9 million available for issuance under a 1.50 billion medium-term note program registered with the London Stock Exchange. The program was renewed in the second quarter of 2013 and is renewable annually through the filing of a new prospectus.

In April 2011, PACCAR Financial Mexico registered a 10.00 billion peso medium-term note and commercial paper program with the Comision Nacional Bancaria y de Valores. The registration expires in 2016 and limits the amount of commercial paper (up to one year) to 5.00 billion pesos. At March 31, 2014, 7.90 billion pesos remained available for issuance.

PACCAR believes its Financial Services companies will be able to continue funding receivables, servicing debt and paying dividends through internally generated funds, access to public and private debt markets and lines of credit.

**FORWARD-LOOKING STATEMENTS:**

Certain information presented in this report contains forward-looking statements made pursuant to the Private Securities Litigation Reform Act of 1995, which are subject to risks and uncertainties that may affect actual results. Risks and uncertainties include, but are not limited to: a significant decline in industry sales; competitive pressures; reduced market share; reduced availability of or higher prices for fuel; increased safety, emissions, or other regulations resulting in higher costs and/or sales restrictions; currency or commodity price fluctuations; lower used truck prices; insufficient or under-utilization of manufacturing capacity; supplier interruptions; insufficient liquidity in the capital markets; fluctuations in interest rates; changes in the levels of the Financial Services segment new business volume due to unit fluctuations in new PACCAR truck sales or reduced market shares; changes affecting the profitability of truck owners and operators; price changes impacting truck sales prices and residual values; insufficient supplier capacity or access to raw materials; labor disruptions; shortages of commercial truck drivers; increased warranty costs or litigation; or legislative and governmental regulations. A more detailed description of these and other risks is included under the heading Part 1, Item 1A, "Risk Factors" in the Company's Annual Report on Form 10-K for the year ended December 31, 2013.

**ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK**

There were no material changes in the Company's market risk during the three months ended March 31, 2014. For additional information, refer to Item 7A as presented in the 2013 Annual Report on Form 10-K.

**ITEM 4. CONTROLS AND PROCEDURES**

The Company's management, with the participation of the Principal Executive Officer and Principal Financial Officer, conducted an evaluation of the effectiveness of the Company's disclosure controls and procedures (as defined in Exchange Act Rule 13a-15(e)) as of the period covered by this report. Based on that evaluation, the Principal Executive Officer and Principal Financial Officer concluded that the Company's disclosure controls and procedures were effective as of the end of the period covered by this report.

There have been no significant changes in the Company's internal controls over financial reporting that occurred during the fiscal quarter covered by this quarterly report that have materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting.

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**PART II OTHER INFORMATION**

For Items 3, 4 and 5, there was no reportable information for the three months ended March 31, 2014.

**ITEM 1. LEGAL PROCEEDINGS**

The Company and its subsidiaries are parties to various lawsuits incidental to the ordinary course of business. Management believes that the disposition of such lawsuits will not materially affect the Company's business or financial condition.

In January 2011, the European Union (EU) Competition Commission commenced an investigation of all major European commercial vehicle manufacturers, including subsidiaries of the Company, concerning whether such companies participated in agreements or concerted practices to coordinate their commercial policy in the EU. The Company's subsidiaries are cooperating fully with the EU Competition Commission.

**ITEM 1A. RISK FACTORS**

For information regarding risk factors, refer to Part I, Item 1A as presented in the 2013 Annual Report on Form 10-K. There have been no material changes in the Company's risk factors during the three months ended March 31, 2014.

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

For items 2(a) and (b), there was no reportable information for the three months ended March 31, 2014.

(c) Issuer purchases of equity securities.

On December 6, 2011, the Company's Board of Directors approved a plan to repurchase up to \$300 million of the Company's outstanding common stock. As of March 31, 2014, \$192.0 million of shares have been repurchased under this plan. There were no repurchases made under this plan during the first three months of 2014.

**ITEM 6. EXHIBITS**

Any exhibits filed herewith are listed in the accompanying index to exhibits.

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**SIGNATURE**

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.

PACCAR Inc  
(Registrant)

Date May 7, 2014

By /s/ M. T. Barkley  
M. T. Barkley  
**Vice President and Controller**  
**(Authorized Officer and Chief Accounting Officer)**

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**Table of Contents****PACCAR Inc Form 10-Q****INDEX TO EXHIBITS**Exhibit (in order of assigned index numbers)

<b>Exhibit Number</b>	<b>Exhibit Description</b>	<b>Form</b>	<b>Date of First Filing</b>	<b>Exhibit Number</b>	<b>File Number</b>
(3) (i)	Articles of Incorporation:				
	(a) Restated Certificate of Incorporation of PACCAR Inc	8-K	September 19, 2005	99.3	001-14817
	(b) Certificate of Amendment of Certificate of Incorporation of PACCAR Inc dated April 28, 2008	10-Q	May 2, 2008	3(b)	001-14817
(3) (ii)	Bylaws:				
	(a) Second Amended and Restated Bylaws of PACCAR Inc	8-K	July 13, 2012	3(ii)	001-14817
	(b) Third Amended and Restated Bylaws of PACCAR Inc	8-K	December 13, 2013	3(ii)	001-14817
(4)	Instruments defining the rights of security holders, including indentures:				
	(a) Indenture for Senior Debt Securities dated as of November 20, 2009 between PACCAR Financial Corp. and The Bank of New York Mellon Trust Company, N.A.	10-K	February 26, 2010	4(c)	001-11677
	(b) Forms of Medium-Term Note, Series M (PACCAR Financial Corp.)	S-3	November 20, 2009	4.2 and 4.3	333-163273
	(c) Forms of Medium-Term Note, Series N (PACCAR Financial Corp.)	S-3	November 7, 2012	4.2 and 4.3	333-184808
	(d) Form of InterNotes, Series B (PACCAR Financial Corp.)	S-3	November 7, 2012	4.4	333-184808
	(e) Indenture for Senior Debt Securities dated as of December 19, 2011 between PACCAR Inc and The Bank of New York Mellon Trust Company, N.A.	S-3	December 19, 2011	4.1	333-178607
	(f) Forms of Medium-Term Note, Series B (Fixed- and Floating-Rate)	S-3	December 19, 2011	4.2A and 4.2B	333-178607
	(g) Terms and Conditions of the Notes applicable to the 1,500,000,000 Medium Term Note Programme of PACCAR Financial Europe B.V.	10-Q	November 7, 2013	4(i)	001-14817

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<b>Exhibit Number</b>	<b>Exhibit Description</b>	<b>Form</b>	<b>Date of First Filing</b>	<b>Exhibit Number</b>	<b>File Number</b>
	(h) Pursuant to the Instructions to Exhibits, certain instruments defining the rights of holders of long-term debt securities of the Company and its wholly owned subsidiaries are not filed because the total amount of securities authorized under any such instrument does not exceed 10 percent of the Company's total assets. The Company will file copies of such instruments upon request of the Commission.				
(10)	Material Contracts:				
	(a) PACCAR Inc Amended and Restated Supplemental Retirement Plan	10-K	February 27, 2009	10(a)	001-14817
	(b) Amended and Restated Deferred Compensation Plan	10-Q	May 5, 2012	10(b)	001-14817
	(c) Deferred Incentive Compensation Plan (Amended and Restated as of December 31, 2004)	10-K	February 27, 2006	10(b)	001-14817
	(d) Amended and Restated PACCAR Inc Restricted Stock and Deferred Compensation Plan for Non-Employee Directors	10-K	February 27, 2009	10(d)	001-14817
	(e) PACCAR Inc Restricted Stock and Deferred Compensation Plan for Non-Employee Directors, Form of Restricted Stock Agreement for Non-Employee Directors	10-K	February 27, 2009	10(e)	001-14817
	(f) PACCAR Inc Restricted Stock and Deferred Compensation Plan for Non-Employee Directors, Form of Deferred Restricted Stock Unit Agreement for Non-Employee Directors	8-K	December 10, 2007	99.3	001-14817
	(g) Amendment to Compensatory Arrangement with Non-Employee Directors	10-K	February 29, 2012	10(g)	001-14817
	(h) PACCAR Inc Senior Executive Yearly Incentive Compensation Plan	DEF14A	March 10, 2011	Appendix B	001-14817
	(i) PACCAR Inc Long Term Incentive Plan	DEF14A	March 10, 2011	Appendix A	001-14817
	(j) PACCAR Inc Long Term Incentive Plan, Nonstatutory Stock Option Agreement and Form of Option Grant Agreement	8-K	January 25, 2005	99.1	001-14817
	(k) Amendment One to PACCAR Inc Long Term Incentive Plan, Nonstatutory Stock Option Agreement and Form of Option Grant Agreement	10-Q	August 7, 2013	10(k)	001-14817

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	(l) PACCAR Inc Long Term Incentive Plan, 2014 Form of Nonstatutory Stock Option Agreement	10-Q	August 7, 2013	10(l)	001-14817
	(m) PACCAR Inc Long Term Incentive Plan, Form of Restricted Stock Award Agreement	8-K	February 5, 2007	99.1	001-14817
	(n) PACCAR Inc Long Term Incentive Plan, 2010 Form of Restricted Stock Award Agreement	10-K	February 26, 2010	10(m)	001-14817
	(o) PACCAR Inc Long Term Incentive Plan, Alternate Form of Restricted Stock Award Agreement	10-K	March 1, 2011	10(n)	001-14817
	(p) PACCAR Inc Long Term Incentive Plan, 2008 Form of Share Match Restricted Stock Award Agreement	8-K	February 5, 2008	99.1	001-14817
	(q) PACCAR Inc Long Term Incentive Plan, 2011 Form of Share Match Restricted Stock Award Agreement	10-K	March 1, 2011	10(p)	001-14817
	(r) PACCAR Inc Savings Investment Plan, Amendment and Restatement effective January 1, 2009	10-K	March 1, 2011	10(r)	001-14817
	(s) Memorandum of Understanding, dated as of May 11, 2007, by and among PACCAR Engine Company, the State of Mississippi and certain state and local supporting government entities	8-K	May 16, 2007	10.1	001-14817
	(t) Letter Waiver Dated as of July 22, 2008 amending the Memorandum of Understanding, dated as of May 11, 2007, by and among PACCAR Engine Company, the State of Mississippi and certain state and local supporting governmental entities	10-Q	October 27, 2008	10(o)	001-14817
	(u) Second Amendment to Memorandum of Understanding dated as of September 26, 2013, by and among PACCAR Engine Company, the Mississippi Development Authority and the Mississippi Major Economic Impact Authority	10-Q	November 7, 2013	10(u)	001-14817
	(v) Second Amended and Restated PACCAR Inc Restricted Stock and Deferred Compensation Plan for Non-Employee Directors	DEF14A	March 14, 2014	10(v)	001-14817
(12)	Statements Re: Computation of Ratios:				
	(a) Computation of ratio of earnings to fixed charges of the Company pursuant to SEC reporting requirements for the three months ended March 31, 2014 and 2013*				

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	(b) Statement re: computation of ratio of earnings to fixed charges of the Company pursuant to SEC reporting requirements for each of the five years ended December 31, 2009 - 2013	10-K	February 27, 2014	12(a)	001-14817
(31)	Rule 13a-14(a)/15d-14(a) Certifications: (a) Certification of Principal Executive Officer* (b) Certification of Principal Financial Officer*				
(32)	Section 1350 Certifications: Certification pursuant to rule 13a-14(b) and section 906 of the Sarbanes-Oxley Act of 2002 (18 U.S.C. section 1350)*				
(101.INS)	XBRL Instance Document*				
(101.SCH)	XBRL Taxonomy Extension Schema Document*				
(101.CAL)	XBRL Taxonomy Extension Calculation Linkbase Document*				
(101.DEF)	XBRL Taxonomy Extension Definition Linkbase Document*				
(101.LAB)	XBRL Taxonomy Extension Label Linkbase Document*				
(101.PRE)	XBRL Taxonomy Extension Presentation Linkbase Document*				

\* filed herewith