UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-Q/A

Amendment No.1

(Mark One)

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

For the quarterly period ended July 31, 2022

OR

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

Commission File No. 001-38166

CONCRETE PUMPING HOLDINGS, INC.

(Exact name of Registrant as specified in its charter)

Delaware	**83-1779605**
(State or other jurisdiction of incorporation or organization)	(I.R.S. employer identification no.)

500 E. 84th Avenue, Suite A-5
Thornton, Colorado 80229
(Address of principal executive offices, including zip code)

(303) 289-7497
(Registrant's telephone number, including area code)

None
(Former name, former address and former fiscal year, if changes since last report)

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

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock	BBCP	The Nasdaq Capital Market

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

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes ☒ No ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

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

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

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

As of September 6, 2022, the registrant had 56,599,833 shares of common stock outstanding.

EXPLANATORY NOTE

Concrete Pumping Holdings, Inc. (the “Company”) has prepared this Amendment No. 1 (this “Amendment”) to the Quarterly Report on Form 10-Q for the period ended July 31, 2022, which was originally filed with the Securities and Exchange Commission on September 8, 2022 (the “Original Report”) to reflect the restatement of the previously issued unaudited consolidated financial statements as of and for the three and nine months ended July 31, 2022.

Background of the Restatement

On December 8, 2022, the Audit Committee of the Board of Directors of the Company concluded that the previously issued unaudited consolidated financial statements of the Company as of and for the three and nine months ended July 31, 2022 (the “**Restated Period**”) should be restated and, therefore, should no longer be relied upon.

The restatement relates to an understatement of accrued payroll and resulted in a decrease in income (loss) before income taxes of $2.0 million for the three and nine months ended July 31, 2022 (with $1.4 million related to cost of sales wages under “cost of operations” and the remaining $0.6 million related to general and administrative wages under “general and administrative expenses” in the Consolidated Statements of Operations).

The restatement does not impact the Company’s current or historical reported revenue, liquidity, assets, cash and cash equivalents or cash flows from (used in) operating, investing or financing activities.

Internal Control over Financial Reporting

As a result of this restatement, the Company’s management has re-evaluated the effectiveness of the Company’s disclosure controls and procedures as of July 31, 2022 and concluded that the Company’s disclosure controls and procedures were not effective as of July 31, 2022 due to a material weakness in internal control over financial reporting relating to the review of manual journal entries within the financial statement close process. See additional discussion included in Part I, Item 4. “Controls and Procedures” of this Quarterly Report on Form 10-Q/A.

Items Amended in this Form 10-Q/A

This Form 10-Q/A presents the Original Report, amended and restated in its entirety, with modifications as necessary to reflect the foregoing restatement. The following items have been amended:

- Part I, Item 1. Financial Statements

- Part I, Item 2. Management’s Discussion and Analysis of Financial Condition and Results of Operations

- Part I, Item 4. Controls and Procedures

In addition, in accordance with applicable SEC rules, this Form 10-Q/A includes new certifications required by Sections 302 and 906 of the Sarbanes-Oxley Act of 2002 from our Chief Executive Officer (as principal executive officer) and our Chief Financial Officer (as principal financial officer) dated as of the filing date of this Form 10-Q/A.

Except as described above, this Form 10-Q/A does not amend, update or change any other items or disclosures in the Original Report and does not purport to reflect any information or events subsequent to the filing thereof. As such, this Form 10-Q/A speaks only as of the date the Original Report was filed, and we have not undertaken herein to amend, supplement or update any information contained in the Original Report to give effect to any subsequent events. Among other things, forward looking statements made in the Original Report have not been revised to reflect events, results or developments that occurred or facts that became known to us after the date of the Original Report, other than the restatement. Accordingly, this Form 10-Q/A should be read in conjunction with our filings made with the SEC subsequent to the filing of the Original Report, including the Current Report on Form 8-K filed by the Company on the date hereof.

CONCRETE PUMPING HOLDINGS, INC.
FORM 10-Q/A
FOR THE QUARTER ENDED July 31, 2022

PART I

ITEM 1. Unaudited Consolidated Financial Statements

Concrete Pumping Holdings, Inc.
Consolidated Balance Sheets

(in thousands, except per share amounts)	(Unaudited) July 31, 2022 As Restated	October 31, 2021
Current assets:		
Cash and cash equivalents	$ 2,445	$ 9,298
Trade receivables, net	58,815	49,034
Inventory	5,006	4,902
Income taxes receivable	391	275
Prepaid expenses and other current assets	5,678	4,110
Total current assets	72,335	67,619
Property, plant and equipment, net	385,247	337,771
Intangible assets, net	141,467	158,539
Goodwill	221,615	224,700
Other non-current assets	1,975	2,168
Deferred financing costs	1,829	1,868
Total assets	$ 824,468	$ 792,665
Current liabilities:		
Revolving loan	$ 16,884	$ 990
Current portion of capital lease obligations	108	103
Accounts payable	9,063	10,706
Accrued payroll and payroll expenses	11,334	12,226
Accrued expenses and other current liabilities	35,998	23,940
Income taxes payable	219	274
Total current liabilities	73,606	48,239
Long term debt, net of discount for deferred financing costs	370,128	369,084
Capital lease obligations, less current portion	196	278
Deferred income taxes	71,702	70,566
Warrant liability	7,030	16,923
Total liabilities	522,662	505,090
Commitments and Contingencies (see Note 13)		
Zero-dividend convertible perpetual preferred stock, $0.0001 par value, 2,450,980 shares issued and outstanding as of July 31, 2022 and October 31, 2021	25,000	25,000
Stockholders' equity		
Common stock, $0.0001 par value, 500,000,000 shares authorized, 56,599,833 and 56,564,642 issued and outstanding as of July 31, 2022 and October 31, 2021, respectively	6	6
Additional paid-in capital	378,481	374,272
Treasury stock	(1,856)	(461)
Accumulated other comprehensive income (loss)	(5,056)	3,671
Accumulated deficit	(94,769)	(114,913)
Total stockholders' equity	276,806	262,575
Total liabilities and stockholders' equity	$ 824,468	$ 792,665

The accompanying Notes are an integral part of these Unaudited Consolidated Financial Statements

Concrete Pumping Holdings, Inc.
Consolidated Statements of Operations
(Unaudited)

(in thousands, except share and per share amounts)	Three Months Ended July 31, 2022 As Restated	Three Months Ended July 31, 2021	Nine Months Ended July 31, 2022 As Restated	Nine Months Ended July 31, 2021
Revenue	$ 104,469	$ 80,761	$ 286,398	$ 228,054
Cost of operations	62,535	43,548	171,400	127,676
Gross profit	41,934	37,213	114,998	100,378
General and administrative expenses	27,827	24,951	83,097	73,812
Transaction costs	20	111	59	195
Income from operations	14,087	12,151	31,842	26,371
Other income (expense):				
Interest expense, net	(6,517)	(6,153)	(19,126)	(19,082)
Loss on extinguishment of debt	-	-	-	(15,510)
Change in fair value of warrant liabilities	7,420	260	9,894	(11,195)
Other income, net	16	32	69	85
Total other income (expense)	919	(5,861)	(9,163)	(45,702)
Income (loss) before income taxes	15,006	6,290	22,679	(19,331)
Income tax expense (benefit)	2,030	1,652	2,535	(826)
Net income (loss)	12,976	4,638	20,144	(18,505)
Less accretion of liquidation preference on preferred stock	(441)	(525)	(1,309)	(1,530)
Income (loss) available to common shareholders	$ 12,535	$ 4,113	$ 18,835	$ (20,035)
Weighted average common shares outstanding				
Basic	54,012,404	53,522,089	53,859,874	53,377,032
Diluted	57,286,563	54,547,494	54,772,441	53,377,032
Net income (loss) per common share				
Basic	$ 0.22	$ 0.07	$ 0.33	$ (0.38)
Diluted	$ 0.22	$ 0.07	$ 0.33	$ (0.38)

The accompanying Notes are an integral part of these Unaudited Consolidated Financial Statements

Concrete Pumping Holdings, Inc.
Consolidated Statements of Comprehensive Income (Loss)
(Unaudited)

(in thousands)	Three Months Ended July 31,		Nine Months Ended July 31,	
	2022	**2021**	**2022**	**2021**
	As Restated		As Restated	
Net income (loss)	$ 12,976	$ 4,638	$ 20,144	$ (18,505)
Other comprehensive income (loss):				
Foreign currency translation adjustment	(2,303)	438	(8,727)	5,607
Total comprehensive income (loss)	$ 10,673	$ 5,076	$ 11,417	$ (12,898)

The accompanying Notes are an integral part of these Unaudited Consolidated Financial Statements

Concrete Pumping Holdings, Inc.
Consolidated Statements of Changes in Stockholders' Equity
(Unaudited)

(in thousands)	Common Stock Shares	Common Stock Amount	Additional Paid-In Capital	Treasury Stock	Accumulated Other Comprehensive Income (loss)	Accumulated Deficit	Total
Balance at October 31, 2020	56,463,992	$ 6	$ 367,681	$ (131)	$ (606)	$ (99,840)	$ 267,110
Stock-based compensation expense	-	-	672	-	-	-	672
Shares issued under stock-based program, net of treasury shares purchased for tax withholding	6,707	-	-	(330)	-	-	(330)
Net loss	-	-	-	-	-	(12,290)	(12,290)
Foreign currency translation adjustment	-	-	-	-	4,501	-	4,501
Balance at January 31, 2021	56,470,699	$ 6	$ 368,353	$ (461)	$ 3,895	$ (112,130)	$ 259,663
Stock-based compensation expense	-	-	3,350	-	-	-	3,350
Forfeiture of restricted stock	(12,020)	-	-	-	-	-	-
Shares issued under stock-based program, net of treasury shares purchased for tax withholding	116,507	-	-	-	-	-	-
Net loss	-	-	-	-	-	(10,853)	(10,853)
Foreign currency translation adjustment	-	-	-	-	668	-	668
Balance at April 30, 2021	56,575,186	$ 6	$ 371,703	$ (461)	$ 4,563	$ (122,983)	$ 252,828
Stock-based compensation expense	-	-	1,258	-	-	-	1,258
Forfeiture of restricted stock	(8,000)	-	-	-	-	-	-
Shares issued under stock-based program, net of treasury shares purchased for tax withholding	-	-	-	-	-	-	-
Net income	-	-	-	-	-	4,638	4,638
Foreign currency translation adjustment	-	-	-	-	438	-	438
Balance at July 31, 2021	56,567,186	$ 6	$ 372,961	$ (461)	$ 5,001	$ (118,345)	$ 259,162

(in thousands)	Common Stock Shares	Common Stock Amount	Additional Paid-In Capital	Treasury Stock	Accumulated Other Comprehensive Income (loss)	Accumulated Deficit	Total
Balance at October 31, 2021	56,564,642	$ 6	$ 374,272	$ (461)	$ 3,671	$ (114,913)	$ 262,575
Stock-based compensation expense	-	-	1,480	-	-	-	1,480
Shares issued under stock-based program, net of treasury shares purchased for tax withholding	135,506	-	2	(534)	-	-	(532)
Net income	-	-	-	-	-	1,183	1,183
Foreign currency translation adjustment	-	-	-	-	(1,440)	-	(1,440)
Balance at January 31, 2022	56,700,148	$ 6	$ 375,754	$ (995)	$ 2,231	$ (113,730)	$ 263,266
Stock-based compensation expense	-	-	1,351	-	-	-	1,351
Forfeiture of restricted stock	(41,641)	-	-	-	-	-	-
Shares issued under stock-based program, net of treasury shares purchased for tax withholding	9,458	-	43	(478)	-	-	(435)
Net income	-	-	-	-	-	5,985	5,985
Foreign currency translation adjustment	-	-	-	-	(4,984)	-	(4,984)
Balance at April 30, 2022	56,667,965	$ 6	$ 377,148	$ (1,473)	$ (2,753)	$ (107,745)	$ 265,183
Stock-based compensation expense	-	-	1,333	-	-	-	1,333
Forfeiture of restricted stock	(5,907)	-	-	-	-	-	-
Shares issued under stock-based program, net of treasury shares purchased for tax withholding	625	-	-	-	-	-	-
Treasury shares purchased under share repurchase program	(62,850)	-	-	(383)	-	-	(383)
Net income (As Restated)	-	-	-	-	-	12,976	12,976
Foreign currency translation adjustment	-	-	-	-	(2,303)	-	(2,303)
Balance at July 31, 2022 (As Restated)	56,599,833	$ 6	$ 378,481	$ (1,856)	$ (5,056)	$ (94,769)	$ 276,806

The accompanying Notes are an integral part of these Unaudited Consolidated Financial Statements

Concrete Pumping Holdings, Inc.
Consolidated Statements of Cash Flows
(Unaudited)

(in thousands)	For the Nine Months Ended July 31, 2022 As Restated	2021
Net income (loss)	$ 20,144	$ (18,505)
Adjustments to reconcile net income (loss) to net cash provided by operating activities:		
Depreciation	25,547	21,169
Deferred income taxes	2,210	(1,417)
Amortization of deferred financing costs	1,374	1,877
Amortization of intangible assets	16,958	20,517
Stock-based compensation expense	4,164	5,280
Change in fair value of warrant liabilities	(9,894)	11,195
Loss on extinguishment of debt	-	15,510
Net gain on the sale of property, plant and equipment	(1,460)	(1,125)
Net changes in operating assets and liabilities:		
Trade receivables, net	(10,784)	475
Inventory	(265)	122
Prepaid expenses and other current assets	(1,206)	(1,331)
Income taxes payable, net	(171)	750
Accounts payable	(2,311)	(93)
Accrued payroll, accrued expenses and other current liabilities	9,421	5,920
Net cash provided by operating activities	53,727	60,344
Cash flows from investing activities:		
Purchases of property, plant and equipment	(80,967)	(34,558)
Proceeds from sale of property, plant and equipment	6,197	5,070
Purchases of intangible assets	(1,450)	-
Net cash used in investing activities	(76,220)	(29,488)
Cash flows from financing activities:		
Proceeds on long term debt	-	375,000
Payments on long term debt	-	(381,206)
Proceeds on revolving loan	252,925	201,125
Payments on revolving loan	(236,856)	(202,977)
Payment of debt issuance costs	(290)	(8,464)
Payments on capital lease obligations	(76)	(72)
Purchase of treasury stock	(1,394)	(330)
Proceeds on exercise of options	45	-
Net cash provided by (used in) financing activities	14,354	(16,924)
Effect of foreign currency exchange rate on cash	1,286	(464)
Net increase (decrease) in cash and cash equivalents	(6,853)	13,468
Cash and cash equivalents:		
Beginning of period	9,298	6,736
End of period	$ 2,445	$ 20,204

The accompanying Notes are an integral part of these Unaudited Consolidated Financial Statements

Concrete Pumping Holdings, Inc.
Consolidated Statements of Cash Flows (Continued)
(Unaudited)

	Nine Months Ended July 31,	
(in thousands)	**2022**	**2021**
Supplemental cash flow information:		
Cash paid for interest	$ 12,103	$ 5,912
Cash paid for income taxes	$ 409	$ 841
Non-cash investing and financing activities:		
Equipment purchases included in accrued expenses and accounts payable	$ 10,129	$ 1,928

The accompanying Notes are an integral part of these Unaudited Consolidated Financial Statements

Note 1. Organization and Description of Business

Organization

Concrete Pumping Holdings, Inc. (the “Company”) is a Delaware corporation headquartered in Denver, Colorado. The Consolidated Financial Statements include the accounts of Concrete Pumping Holdings, Inc. and its wholly owned subsidiaries including Brundage-Bone Concrete Pumping, Inc. (“Brundage-Bone”), Capital Pumping (“Capital”), Camfaud Group Limited (“Camfaud”), and Eco-Pan, Inc. (“Eco-Pan”).

Nature of business

Brundage-Bone and Capital are concrete pumping service providers in the United States ("U.S.") and Camfaud is a concrete pumping service provider in the United Kingdom (“U.K.”). Their core business is the provision of concrete pumping services to general contractors and concrete finishing companies in the commercial, infrastructure and residential sectors. Most often equipment returns to a “home base” nightly and these companies do not contract to purchase, mix, or deliver concrete. Brundage-Bone and Capital collectively have approximately 95 branch locations across 20 states, with its corporate headquarters in Denver, Colorado. Camfaud has approximately 30 branch locations throughout the U.K., with its corporate headquarters in Epping (near London), England.

Eco-Pan provides industrial cleanup and containment services, primarily to customers in the construction industry. Eco-Pan uses containment pans specifically designed to hold waste products from concrete and other industrial cleanup operations. Eco-Pan has 18 operating locations across the U.S. with its corporate headquarters in Denver, Colorado. In addition, we have concrete waste management operations under our Eco-Pan brand name in the U.K. and currently operate from a shared Camfaud location.

Seasonality

The Company’s sales are historically seasonal, with lower revenue in the first quarter and higher revenue in the fourth quarter of each year. Such seasonality also causes the Company’s working capital cash flow requirements to vary from quarter to quarter and primarily depends on the variability of weather patterns with the Company generally having lower sales volume during the winter and spring months.

Impacts of Macroeconomic Factors and COVID-19 Recovery

Global economic challenges including the impact of the COVID-19 pandemic, the war in Ukraine, rising inflation, significant increases in fuel costs, supply-chain disruptions, and adverse labor market conditions have caused macroeconomic uncertainty and volatility in markets where the Company operates. For example, the COVID-19 pandemic rapidly changed market and economic conditions globally beginning in March 2020 and may continue to create significant uncertainty in the macroeconomic environment. To date, the COVID-19 pandemic has negatively impacted the Company's revenue volumes primarily in the U.K. and certain markets in the U.S. As of the third quarter of fiscal 2022, revenue volumes have largely recovered in a number of the Company's markets; however, the lingering impact from COVID-19 remains an issue and has contributed to a tight labor market that has impacted operations in certain markets.

With respect to our financial condition, impairments may be recorded as a result of such events and circumstances, including those related to COVID-19 discussed above. As previously reported during fiscal 2020, the Company reported goodwill and intangible charges, but no impairments were identified through July 31, 2022. The Company will continue to evaluate its goodwill and intangible assets in future quarters.

Furthermore, as referenced above, the war in Ukraine has had a global impact on the supply and price of fuel and has contributed to increased inflation around the world. While the Company has attempted to increase the rates per hour we charge for our services when possible to make up for our increased costs, rising fuel prices have had a material impact on our results of operations for the three and nine-month periods ended July 31, 2022. We will continue to monitor and adapt our strategic approach as the crisis and its impacts persist.

Note 2. Summary of Significant Accounting Policies

Basis of presentation

The accompanying Unaudited Consolidated Financial Statements have been prepared, without audit, in accordance with generally accepted accounting principles in the United States of America (“GAAP”) and the rules and regulations of the Securities and Exchange Commission ("SEC"). Accordingly, they do not include all information and footnotes required by GAAP for complete financial statements. The enclosed statements reflect all normal and recurring adjustments which, in the opinion of management, are necessary to present fairly the financial position, results of operations and cash flows of the Company at July 31, 2022 and for all periods presented.

Principles of consolidation

The Consolidated Financial Statements include all amounts of the Company and its subsidiaries. All intercompany balances and transactions have been eliminated.

Use of estimates

The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amount of assets and liabilities and disclosure of contingent assets and liabilities at the date of the consolidated financial statements and the reported amounts of revenue and expenses during the reporting period. Actual results could differ from those estimates.

Significant estimates include the liability for incurred but unreported claims under various partially self-insured polices, allowance for doubtful accounts, goodwill impairment analysis, valuation of share-based compensation and accounting for business combinations. Actual results may differ from those estimates, and such differences may be material to the Company’s consolidated financial statements.

Trade receivables

Trade receivables are carried at the original invoice amount less an estimate made for doubtful receivables based on a review of all outstanding amounts. Generally, the Company does not require collateral for their accounts receivable; however, the Company may file statutory liens or take other appropriate legal action when necessary on construction projects in which collection problems arise. A trade receivable is typically considered to be past due if any portion of the receivable balance is outstanding for more than 30 days. The Company does not charge interest on past-due trade receivables.

Management determines the allowance for doubtful accounts by identifying troubled accounts and by using historical experience applied to an aging of accounts. The allowance for doubtful accounts was $0.9 million and $0.7 million as of July 31, 2022 and October 31, 2021, respectively. Trade receivables are written off when deemed uncollectible. Recoveries of trade receivables previously written off are recorded when received.

Inventory

Inventory consists primarily of replacement parts for concrete pumping equipment. Inventories are stated at the lower of cost (first-in, first-out method) or net realizable value. The Company evaluates inventory and records an allowance for obsolete and slow- moving inventory to account for cost adjustments to market. Based on management’s analysis, no allowance for obsolete and slow-moving inventory was required as of July 31, 2022 and October 31, 2021.

Fair Value Measurements

The Financial Accounting Standard Board's (the "FASB") standard on fair value measurements establishes a fair value hierarchy that requires an entity to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value. A financial instrument's categorization within the fair value hierarchy is based upon the lowest level of input that is significant to the fair value measurement. This standard establishes three levels of inputs that may be used to measure fair value:

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

Level 2 – Observable inputs other than Level 1 prices such as quoted prices for similar assets or liabilities.

Level 3 – Unobservable inputs to the valuation methodology that are significant to the measurement of fair value of assets or liabilities.

Deferred financing costs

Deferred financing costs representing third-party, non-lender debt issuance costs are deferred and amortized using the effective interest rate method over the term of the related long-term-debt agreement, and the straight-line method for the revolving credit agreement.

Debt issuance costs, including any original issue discounts, related to term loans or senior notes are reflected as a direct deduction from the carrying amount of the long-term debt liability that is included in long term debt, net of discount for deferred financing costs in the accompanying consolidated balance sheets. Debt issuance costs related to revolving credit facilities are capitalized and reflected in deferred financing in the accompanying consolidated balance sheets. Amortization of debt issuance costs are recorded in interest expense.

Goodwill

In accordance with Accounting Standards Codification ("ASC") Topic 350, Intangibles–Goodwill and Other ("ASC 350"), the Company evaluates goodwill for possible impairment annually or more frequently if events or changes in circumstances indicate that the carrying amount of such assets may not be recoverable. The Company uses a two-step process to assess the realizability of goodwill. The first step is a qualitative assessment that analyzes current economic indicators associated with a particular reporting unit. For example, the Company analyzes changes in economic, market and industry conditions, business strategy, cost factors, and financial performance, among others, to determine if there are indicators of a significant decline in the fair value of a particular reporting unit. If the qualitative assessment indicates a stable or improved fair value, no further testing is required. If a qualitative assessment indicates it is more likely than not that the fair value of a reporting unit is less than its carrying amount, the Company will proceed to the quantitative second step where the fair value of a reporting unit is calculated based on weighted income and market-based approaches. If the fair value of a reporting unit is lower than its carrying value, an impairment to goodwill is recorded, not to exceed the carrying amount of goodwill in the reporting unit. As of July 31, 2022, no indicators of impairment have been identified.

Property, plant and equipment

Property, plant and equipment are recorded at cost. Expenditures for additions and betterments are capitalized. Expenditures for maintenance and repairs are charged to expense as incurred; however, maintenance and repairs that improve or extend the life of existing assets are capitalized. The carrying amount of assets disposed of and the related accumulated depreciation are eliminated from the accounts in the year of disposal. Gains or losses from property and equipment disposals are recognized in the year of disposal. Property, plant and equipment is depreciated using the straight-line method over the following estimated useful lives:

	In Years
Buildings and improvements	15 to 40
Capital lease assets—buildings	40
Furniture and office equipment	2 to 7
Machinery and equipment	3 to 25
Transportation equipment	3 to 7

Capital lease assets are amortized over the estimated useful life of the asset.

Intangible assets

Intangible assets are recorded at cost or their estimated fair value (when acquired through a business combination or asset acquisition) less accumulated amortization (if finite-lived).

Intangible assets with finite lives, except for customer relationships, are amortized on a straight-line basis over their estimated useful lives. Customer relationships are amortized on an accelerated basis over their estimated useful lives. Intangible assets with indefinite lives are not amortized but are subject to annual reviews for impairment.

Impairment of long-lived assets

ASC 360, *Property, Plant and Equipment* (ASC 360) requires other long-lived assets to be evaluated for impairment when indicators of impairment are present. If indicators are present, assets are grouped to the lowest level for which identifiable cash flows are largely independent of other asset groups and cash flows are estimated for each asset group over the remaining estimated life of each asset group. If the undiscounted cash flows estimated to be generated by those assets are less than the asset's carrying amount, impairment is recognized in the amount of the excess of the carrying value over the fair value. No indicators of impairment were identified as of July 31, 2022.

Derivatives

The Company has public warrants outstanding and due to certain provisions in the warrant agreement, coupled with the Company's capital structure, which includes preferred stock with voting rights, the public warrants do not meet the criteria to be classified in stockholders' equity and instead meet the definition of a liability-classified derivative under ASC Topic 815, Derivatives and Hedging ("ASC 815"). As such, the Company recognizes these warrants within long-term liabilities on the consolidated balance sheet at fair value, with subsequent changes in fair value recognized in the consolidated statements of operations at each reporting date.

Revenue recognition

The Company adopted ASC 606, *Revenue Recognition* ("ASC 606") on October 31, 2021, effective as of November 1, 2020, using the modified retrospective method. Results for reporting periods beginning October 31, 2021 are presented under ASC 606, while prior period amounts are not adjusted and continue to be reported in accordance with our legacy accounting under ASC 605: *Revenue Recognition* ("ASC 605"). The adoption of the guidance did not have a material impact on the amount or timing of revenue recognized.

The Company generates revenues primarily from (1) concrete pumping services in both the U.S. and U.K and (2) the Company's concrete waste services business, both of which are discussed below. In addition, the Company generates an immaterial amount of revenue from the sales of replacement parts to customers. The Company's delivery terms for replacement part sales are FOB shipping point.

Concrete Pumping Services

The vast majority of the Company's revenue from concrete pumping services comes from the Company's daily service, where the Company sends a single operator with a conventional concrete pump truck (an articulating boom attached to a large truck) to deliver concrete (or other construction material such as aggregate) from one point to another as directed by the customer. Customers are billed on either (1) a solely time basis or (2) a time and volume pumped basis. Additional charges (such as a fuel surcharge and travel costs) are frequently added based on specific project requirements. The Company's performance obligations related to these jobs are satisfied daily and invoiced accordingly and as such, there are no unsatisfied performance obligations at the end of any day.

A much smaller component of the total concrete pumping services revenue comes from placing boom services. Placing booms have become an essential tool in the efficient construction of high-rise buildings. A placing boom is the articulating boom component of a conventional concrete pump truck, positioned on the uppermost floor of a building construction project. Concrete is then supplied through a pipeline from the pump that remains at ground level. Due to the long term nature of high-rise jobs, these contracts are generally longer term but typically not in excess of one year. Customers are generally invoiced (1) at month end for a fixed monthly placing boom usage fee, (2) daily for time worked and volume of concrete pumped and (3) at the beginning of the job for certain set-up costs and at the end of the job for tear-down costs. As it pertains to the fixed monthly usage fee and daily fees related to time worked and volume of concrete pumped, which collectively make up a significant portion of the total consideration in the contract, the Company recognizes revenue as invoiced in accordance with ASC 606. For the consideration allocated to set-up and tear-down fees, the Company recognizes revenue on a straight-line basis over the estimated term of the contract. The aggregate asset or liability from these services is not significant. As invoices are issued with terms of net 30 and substantially all of the contracts are completed within a year, we do not disclose the value of unsatisfied performance obligations, which would include the value of future usage of the Company's placing boom asset, hours to be worked or cubic yards to be pumped.

Concrete Waste Services

The Company's concrete waste services business consists of service fees charged to customers for the delivery and usage over time of its pans or containers and the disposal of the concrete waste material. For these services, the Company has identified two performance obligations: (1) the daily usage of the pans or containers and (2) the pickup and disposal of the waste material. The fees allocable to these obligations are based on their standalone selling prices based on observable prices and expected cost plus margin approach. The Company recognizes revenue monthly for the daily usage fees and recognizes the revenue attributable to the disposal services when the disposal is completed. The aggregate asset or liability from these services is not significant. As invoices are issued with terms of net 30 and substantially all of the contracts are completed within a year, we do not disclose the value of unsatisfied performance obligations, which would include the remaining days the pans will be utilized or the future pickup and disposal of the waste material.

Practical Expedients Applied

The Company collects sales taxes when required from customers as part of the purchase price, which are then subsequently remitted to the appropriate authorities. The Company has elected to apply the practical expedient provided by ASC 606, which allows entities to make an accounting policy election to exclude sales taxes and other similar taxes from the measurement.

At contract inception, the Company does not expect the period between customer payment and transfer of control of the promised services to the customer to exceed one year as customers are invoiced with terms of 30 days. As such, the Company has used the practical expedient in ASC 606 which states that no adjustment for a significant financing component is necessary.

In addition, the Company incurs limited costs in order to obtain contracts. However, as the amortization period for these assets would be one year or less, the Company has elected the practical expedient permitted by ASC 606 and recognized those incremental costs of obtaining a contract as an expense when incurred. Upon transition to the new the standard, the Company did not restate contracts that begin and are completed within the same annual reporting period. As discussed above, contracts of the Company are typically completed within the year.

Disaggregation of Revenue

Revenue disaggregated by reportable segment and geographic area where the work was performed for the periods ended July 31, 2022 and October 31, 2021 is presented in Note 17.

Stock-based compensation

The Company follows ASC 718, *Compensation—Stock Compensation* ("ASC 718"), which requires the measurement and recognition of compensation expense, based on estimated fair values, for all share-based awards made to employees and directors. The fair value of time-based only restricted stock awards and time-based only stock options with a $.01 exercise price are valued at the closing price of the Company's stock as of the date of the grant of these awards. The Company expenses the grant date fair value of the award in the consolidated statements of operations over the requisite service periods on a straight-line basis. For stock awards that include a market-based vesting condition, such as the trading price of the Company's common stock exceeding certain price targets, the Company uses a Monte Carlo Simulation in estimating the fair value at grant date and recognizes compensation expense over the implied service period (median time to vest). Shares exercised are issued out of authorized but not outstanding shares. The Company accounts for forfeitures as they occur.

Income taxes

The Company complies with ASC 740, *Income Taxes*, which requires an asset and liability approach to financial reporting for income taxes.

The Company computes deferred income tax assets and liabilities annually for differences between the financial statements and tax basis of assets and liabilities that will result in taxable or deductible amounts in the future based on enacted tax laws and rates applicable to the periods in which the differences are expected to affect taxable income. Valuation allowances are established when necessary to reduce deferred tax assets to the amount expected to be realized. In assessing the realizability of deferred tax assets, management considers whether it is more likely than not that some portion or all of the deferred tax assets willnot be realized. The ultimate realization of deferred tax assets is dependent upon the generation of future taxable income during the periods in which those temporary differences become deductible. Management considers the scheduled reversal of deferred tax liabilities, projected future taxable income, carryback opportunities, and tax planning strategies in making the assessment. Income tax expense includes both the current income taxes payable or refundable and the change during the period in the deferred tax assets and liabilities. The tax benefit from an uncertain tax position is only recognized in the consolidated balance sheet if the tax position is more likely than not to be sustained upon an examination. The Company recognizes interest and penalties related to underpayment of income taxes in general and administrative expense in the consolidated statements of operations.

Camfaud files income tax returns in the U.K. Camfaud's national statutes are generally open forone year following the statutory filing period.

Foreign currency translation

The functional currency of Camfaud is the Pound Sterling (GBP). The assets and liabilities of the Company's foreign subsidiaries are translated into U.S. Dollars using the period end exchange rates for the periods presented, and the consolidated statements of operations are translated at the average exchange rate for the periods presented. The resulting translation adjustments are recorded as a component of comprehensive income on the consolidated statements of comprehensive income and is the only component of accumulated other comprehensive income. The functional currency of our other subsidiaries is the United States Dollar.

Earnings per share

The Company calculates earnings per share in accordance with ASC260, *Earnings per Share.* The two-class method of computing earnings per share is required for entities that have participating securities. The two-class method is an earnings allocation formula that determines earnings per share for participating securities according to dividends declared (or accumulated) and participation rights in undistributed earnings. For purposes of ASC 260, the two-class method is computed based on the following participating stock: (1) Common Stock and (2) Restricted Stock Awards.

Basic earnings (loss) per common share is calculated by dividing net income (loss) attributable to common shareholders by the weighted average number of shares of Common Stock outstanding each period. Diluted earnings (loss) per common share is based on the weighted average number of shares outstanding during the period plus the common stock equivalents which would arise from the exercise of stock options outstanding using the treasury stock method and the average market price per share during the period. Common stock equivalents are not included in the diluted earnings (loss) per share calculation when their effect is antidilutive.

An anti-dilutive impact is an increase in earnings per share or a reduction in net loss per share resulting from the conversion, exercise, or contingent issuance of certain securities.

Business combinations and asset acquisitions

The Company applies the principles provided in ASC 805, *Business Combinations* ("ASC 805"), to determine whether a transaction involves an asset or a business.

If it is determined an acquisition is a business combination, tangible and intangible assets acquired and liabilities assumed are recorded at fair value and goodwill is recognized to the extent the fair value of the consideration transferred exceeds the fair value of the net assets acquired. Transaction costs for business combinations are expensed as incurred in accordance with ASC 805.

If it is determined an acquisition is an asset acquisition, the purchase consideration (which will include certain transaction costs) is allocated first to indefinite-lived intangible assets (if applicable) based on their fair values with the remaining balance of purchase consideration being allocated to the acquired assets and liabilities based on their relative fair values.

Concentrations

As of July 31, 2022 and October 31, 2021 there were three primary vendors that the Company relied upon to purchase concrete pumping boom equipment. However, should the need arise, there are alternate vendors who can provide concrete pumping boom equipment.

Cash balances held at financial institutions may, at times, be in excess of federally insured limits. The Company places its temporary cash balances in high-credit quality financial institutions.

The Company's customer base is dispersed across the U.S. and U.K. The Company performs ongoing evaluations of its customers' financial condition and requires no collateral to support credit sales. During the periods described above, no customer represented 10 percent or more of sales or trade receivables.

Restatement of Previously Issued Consolidated Financial Statements

Subsequent to the issuance of the consolidated financial statements as of and for the three and nine months ended July 31, 2022, we identified an error whereby the Company understated its payroll accrual by $2.0 million that was material to the three months ended July 31, 2022. As such, the Company has restated its unaudited consolidated interim financial statements for the three and nine month periods ended July 31, 2022. The restatement had no impact on the Company's net revenue, liquidity, cash and cash equivalents, total assets or cash flows from operating, investing and financing activities.

The following table sets forth the impacted lines in the consolidated balance sheets, including the balances as reported, adjustments and the as-restated balances as of July 31, 2022:

(in thousands)	**AS PREVIOUSLY REPORTED July 31, 2022**	**Restatement Adjustment**	**AS RESTATED July 31, 2022**
Accrued payroll and payroll expenses	$ 9,334	$ 2,000	$ 11,334
Total current liabilities	71,606	2,000	73,606
Deferred income taxes	72,182	(480)	71,702
Total liabilities	$ 521,142	$ 1,520	$ 522,662
Accumulated deficit	(93,249)	(1,520)	(94,769)
Total stockholders' equity	$ 278,326	$ (1,520)	$ 276,806

The following table sets forth the consolidated statements of operations, including the balances as reported, adjustments and the as-restated balances for the three and nine months ended July 31, 2022:

(in thousands, except for per share amounts)	AS PREVIOUSLY REPORTED Three Months Ended July 31, 2022	Restatement Adjustment	AS RESTATED Three Months Ended July 31, 2022	AS PREVIOUSLY REPORTED Nine Months Ended July 31, 2022	Restatement Adjustment	AS RESTATED Nine Months Ended July 31, 2022
Revenue	$ 104,469	$ -	$ 104,469	$ 286,398	$ -	$ 286,398
Cost of operations	61,135	1,400	62,535	170,000	1,400	171,400
Gross profit	43,334	(1,400)	41,934	116,398	(1,400)	114,998
General and administrative expenses	27,227	600	27,827	82,497	600	83,097
Transaction costs	20	-	20	59	-	59
Income (loss) from operations	16,087	(2,000)	14,087	33,842	(2,000)	31,842
Other income (expense):						
Interest expense, net	(6,517)	-	(6,517)	(19,126)	-	(19,126)
Loss on extinguishment of debt	-	-	-	-	-	-
Change in fair value of warrant liabilities	7,420	-	7,420	9,894	-	9,894
Other income, net	16	-	16	69	-	69
Total other income (expense)	919	-	919	(9,163)	-	(9,163)
Income (loss) before income taxes	17,006	(2,000)	15,006	24,679	(2,000)	22,679
Income tax expense (benefit)	2,510	(480)	2,030	3,015	(480)	2,535
Net income	14,496	(1,520)	12,976	21,664	(1,520)	20,144
Less accretion of liquidation preference on preferred stock	(441)	-	(441)	(1,309)	-	(1,309)
Income (loss) available to common shareholders	$ 14,055	$ (1,520)	$ 12,535	$ 20,355	$ (1,520)	$ 18,835
Net income (loss) per common share						
Basic	$ 0.25	$ (0.03)	$ 0.22	$ 0.36	$ (0.03)	$ 0.33
Diluted	$ 0.24	$ (0.02)	$ 0.22	$ 0.35	$ (0.02)	$ 0.33

The following table sets forth the impacted lines in the Consolidated Statement of Cash Flows, including the balances as reported, adjustments and the as-restated balances for the nine months ended July 31, 2022:

(in thousands)	AS PREVIOUSLY REPORTED Nine Months Ended July 31, 2022	Restatement Adjustment	AS RESTATED Nine Months Ended July 31, 2022
Net income	$ 21,664	$ (1,520)	$ 20,144
Deferred income taxes	2,690	(480)	2,210
Accrued payroll, accrued expenses and other current liabilities	7,421	2,000	9,421
Net cash provided by operating activities	$ 53,727	$ -	$ 53,727

In addition, the Consolidated Statement of Comprehensive Income, the Consolidated Statement of Changes in Stockholders' Equity and the footnote disclosures impacted by the error have been restated.

Note 3. New Accounting Pronouncements

We have opted to take advantage of the extended transition period available to emerging growth companies pursuant to the Jumpstart Our Business Startups Act of 2012 (the "JOBS Act") for new accounting standards.

Newly adopted accounting pronouncements

Accounting Standards Update ("ASU") 2020-04, Reference Rate Reform (Topic 848): Facilitation of the Effects of Reference Rate Reform on Financial Reporting ("ASU 2020-04") - In March 2020, the FASB issued ASU 2020-04, which provides optional guidance for a limited period of time to ease the potential burden in accounting for (or recognizing the effects of) reference rate reform on financial reporting for contracts, hedging relationships, and other transactions that reference the London Interbank Offered Rate ("LIBOR"). Specifically, to the extent the Company's debt agreements are modified to replace LIBOR with another interest rate index, ASU 2020-04 will permit the Company to account for the modification as a continuation of the existing contract without additional analysis. Companies may generally elect to apply the guidance for periods that include March 12, 2020 through December 31, 2022. Effective October 1, 2021, the Company transitioned all of its GBP borrowings from LIBOR to the Sterling Overnight Index Average ("SONIA") rate. Effective June 29, 2022, the Company transitioned all of its U.S. Dollar borrowings from LIBOR to the Secured Overnight Financing Rate ("SOFR"). The modified rate had no impact on the Company's consolidated statements of operations. See Note9 for further discussion.

Recently issued accounting pronouncements not yet effective

ASU 2016-02, Leases ("ASU 2016-02") - In February 2016, the FASB issued ASU 2016-02, which is codified in ASC 842, Leases ("ASC 842") and supersedes current lease guidance in ASC 840, Leases. ASC 842 requires a lessee to recognize a right-of-use asset and a corresponding lease liability for substantially all leases. The lease liability will be equal to the present value of the remaining lease payments while the right-of-use asset will be similarly calculated and then adjusted for initial direct costs. In addition, ASC 842 expands the disclosure requirements to increase the transparency and comparability of the amount, timing and uncertainty of cash flows arising from leases. In July 2018, the FASB issued ASU 2018-11, Leases ASC 842: Targeted Improvements, which allows entities to initially apply the new leases standard at the adoption date and recognize a cumulative-effect adjustment to the opening balance of retained earnings in the period of adoption.

The new standard is effective for emerging growth companies that have elected to use private company adoption dates for fiscal years beginning after December 15, 2021, and interim periods within fiscal years beginning after December 15, 2022. The Company has completed the process of gathering a complete inventory of its lease contracts. The majority of leases are for real property (land and buildings), which the Company has determined will be treated as operating leases under this ASU. The Company has also identified the population of leases that are determined to be short term and will be scoped out of consideration for this ASU. The Company anticipates recording a material right-of-use asset and related lease liability for the scoped-in leases derived from the present value of future minimum lease payments, but does not expect its expense recognition pattern to change. Therefore, the Company doesnot anticipate a material change to its consolidated statements operations or cash flows as a result of adopting this ASU. The Company plans to adopt the guidance in its Form 10-K for the year ended October 31, 2022, with an effective date of adoption of November 1, 2021.

ASU 2016-13, Financial Instruments Credit Losses (Topic 326) ("ASU 2016-13") - In June 2016, the FASB issued ASU No. 2016-13, which, along with subsequently issued related ASUs, requires financial assets (or groups of financial assets) measured at amortized cost basis to be presented at the net amount expected to be collected, among other provisions. This ASU is effective for smaller reporting companies with fiscal years beginning after December 15, 2022, with early adoption permitted. The Company plans to adopt the guidance during the first quarter of the fiscal year ending October 31, 2024. The amendments of this ASU should be applied on a modified retrospective basis to all periods presented. The Company is currently evaluating the effects adoption of this guidance will have on the consolidated financial statements.

Note 4. Business Combinations and Asset Acquisitions

The Company completed one acquisition during the first quarter of fiscal 2022 (purchase consideration of $20.2 million), three acquisitions during the second quarter of fiscal 2022 (aggregate purchase consideration of $11.4 million) and three acquisitions in fiscal 2021 (aggregate purchase consideration $20.6 million), all of which qualified as asset acquisitions. Except for the acquisition of Pioneer in the first quarter of fiscal 2022 and Hi-Tech in fiscal 2021, these acquisitions were not individually significant to our results of operations. The consideration for the acquisitions in both fiscal 2022 and fiscal 2021 consisted of cash and was allocated to the acquired long-lived tangible and intangible assets.

November 2021 (Fiscal 2022) Pioneer Acquisition

In November 2021, the Company acquired the assets of Pioneer Concrete Pumping Services ("Pioneer") for total purchase consideration of $20.2 million. This transaction was treated as an asset acquisition. The Company allocated $19.1 million to the purchase of Pioneer's equipment. The remaining $1.1 million was allocated to definite lived assembled workforce and customer relationships intangible assets. All assets were valued using level 3 inputs. The equipment was valued using a market approach while the intangible assets were valued using an income approach based on management's projections. The intangible assets will be amortized over 3 to 5 years.

September 2021 (Fiscal 2021) Hi-Tech Acquisition

In September 2021, the Company acquired the assets of Hi-Tech Concrete Pumping Services ("Hi-Tech") for total purchase consideration of $12.3 million. This transaction was treated as an asset acquisition. The Company allocated $11.5 million to the purchase of Hi-Tech's equipment. The remaining $0.8 million was allocated to definite lived assembled workforce and customer relationships intangible assets. All assets were valued using level 3 inputs. The equipment was valued using a market approach while the intangible assets were valued using an income approach based on management's projections. The intangible assets will be amortized over 3 to 5 years.

Note 5. Fair Value Measurement

The carrying amounts of the Company's cash and cash equivalents, accounts receivable, accounts payable and current accrued liabilities approximate their fair value as recorded due to the short-term maturity of these instruments, which approximates fair value. The Company's outstanding obligations on its ABL credit facility are deemed to be at fair value as the interest rates on these debt obligations are variable and consistent with prevailing rates. The carrying values of the Company's capital lease obligations represent fair value.

Long-term debt instruments

The Company's long-term debt instruments are recorded at their carrying values in the consolidated balance sheet, which may differ from their respective fair values. The fair values of the long-term debt instruments are derived from Level 2 inputs. The fair value amount of the long-term debt instruments at July 31, 2022 and at October 31, 2021 is presented in the table below based on the prevailing interest rates and trading activity of the Senior Notes.

	July 31, 2022		October 31, 2021	
(in thousands)	**Carrying Value**	**Fair Value**	**Carrying Value**	**Fair Value**
Senior notes	$ 375,000	$ 337,500	$ 375,000	$ 390,938
Capital lease obligations	$ 304	$ 304	$ 381	$ 381

Warrants

At July 31, 2022 and October 31, 2021, there were 13,017,677 and 13,017,777 public warrants and no private warrants outstanding, respectively. Each warrant entitles its holder to purchase one share of Class A common stock at an exercise price of $11.50 per share. The warrants expire on December 6, 2023, or earlier upon redemption or liquidation. The Company may call the outstanding public warrants for redemption at a price of $0.01 per warrant, if the last sale price of the Company's common stock equals or exceeds $18.00 per share for any 20 trading days within a 30-trading day period ending on the third business day before the Company sends the notice of redemption to the warrant holders.

The Company accounts for the public warrants issued in connection with its IPO in accordance with ASC 815, under which certain provisions in the public warrant agreements do not meet the criteria for equity classification and therefore these warrants must be recorded as liabilities. The fair value of each public warrant is based on the public trading price of the warrant (Level 1 fair value measurement). Gains and losses related to the warrants are reflected in the change in fair value of warrant liabilities in the consolidated statements of operations.

All other non-financial assets

The Company's non-financial assets, which primarily consist of property and equipment, goodwill and other intangible assets, are not required to be carried at fair value on a recurring basis and are reported at carrying value. However, on a periodic basis or whenever events or changes in circumstances indicate that their carrying value may not be fully recoverable (and at least annually for goodwill and indefinite lived intangibles), non-financial instruments are assessed for impairment and, if applicable, written down to and recorded at fair value.

Note 6. Prepaid Expenses and Other Current Assets

The significant components of prepaid expenses and other current assets at July 31, 2022 and at October 31, 2021 are comprised of the following:

(in thousands)	July 31, 2022	October 31, 2021
Prepaid insurance	$ 2,518	$ 949
Prepaid licenses and deposits	715	360
Prepaid rent	358	331
Other current assets and prepaids	2,087	2,470
Total prepaid expenses and other current assets	$ 5,678	$ 4,110

Note 7. Property, Plant and Equipment

The significant components of property, plant and equipment at July 31, 2022 and at October 31, 2021 are comprised of the following:

(in thousands)	July 31, 2022	October 31, 2021
Land, building and improvements	$ 27,124	$ 27,062
Capital leases—land and buildings	828	828
Machinery and equipment	441,164	374,034
Transportation equipment	6,064	2,935
Furniture and office equipment	2,873	2,880
Property, plant and equipment, gross	478,053	407,739
Less accumulated depreciation	(92,806)	(69,968)
Property, plant and equipment, net	$ 385,247	$ 337,771

Depreciation expense for the three and nine-month periods ended July 31, 2022 was $8.7 million and $25.5 million, respectively. Depreciation expense for the three and nine-month periods ended July 31, 2021 was $7.2 million and $21.2 million, respectively. Depreciation expense related to revenue producing machinery and equipment is recorded in cost of operations and an immaterial amount of depreciation expense related to the Company's capital leases and furniture and fixtures is included in general and administrative expenses in the consolidated statements of operations.

Note 8. Goodwill and Intangible Assets

The Company has recognized goodwill and certain intangible assets in connection with prior business combinations.

There were no triggering events during the nine-month period ended July 31, 2022. The Company will continue to evaluate its goodwill and intangible assets in future quarters. Additional impairments may be recorded based on events and circumstances, including those related to COVID-19 discussed in Note 1.

The following table summarizes the composition of intangible assets at July 31, 2022 and at October 31, 2021:

	July 31, 2022				
(in thousands)	Gross Carrying Value	Impairment	Accumulated Amortization	Foreign Currency Translation Adjustment	Net Carrying Amount
Customer relationship	$ 193,105	$ -	$ (107,365)	$ 785	$ 86,525
Trade name	5,117	-	(2,006)	137	3,248
Trade name (indefinite life)	55,500	(5,000)	-	-	50,500
Assembled workforce	1,450	-	(324)	-	1,126
Noncompete agreements	200	-	(132)	-	68
Total intangibles	$ 255,372	$ (5,000)	$ (109,827)	$ 922	$ 141,467

	October 31, 2021				
(in thousands)	Gross Carrying Value	Impairment	Accumulated Amortization	Foreign Currency Translation Adjustment	Net Carrying Amount
Customer relationship	$ 195,220	$ -	$ (91,169)	$ (539)	$ 103,512
Trade name	5,748	-	(1,598)	(71)	4,079
Trade name (indefinite life)	55,500	(5,000)	-	-	50,500
Assembled workforce	350	-	-	-	350
Noncompete agreements	200	-	(102)	-	98
Total intangibles	$ 257,018	$ (5,000)	$ (92,869)	$ (610)	$ 158,539

Amortization expense for the three and nine-month periods ended July 31, 2022 was $5.5 million and $17.0 million, respectively. Amortization expense for the three and nine-month periods ended July 31, 2021 was $6.7 million and $20.5 million, respectively. The estimated aggregate amortization expense for intangible assets over the next five fiscal years ending October 31 and thereafter is as follows:

(in thousands)		
2022 (excluding the period from November 1, 2021 to July 31, 2022)	$	5,476
2023		17,883
2024		14,382
2025		11,294
2026		9,204
Thereafter		32,728
Total	$	90,967

The changes in the carrying value of goodwill by reportable segment for the nine-month periods ended July 31, 2022 and 2021 are as follows:

(in thousands)		**U.S. Concrete Pumping**		**U.K. Operations**		**U.S. Concrete Waste Management Services**		**Total**
Balance at October 31, 2020	$	147,482	$	26,539	$	49,133	$	223,154
Foreign currency translation		-		2,011		-		2,011
Balance at July 31, 2021	$	147,482	$	28,550	$	49,133	$	225,165
Balance at October 31, 2021	$	147,482	$	28,085	$	49,133	$	224,700
Foreign currency translation		-		(3,085)		-	$	(3,085)
Balance at July 31, 2022	$	147,482	$	25,000	$	49,133	$	221,615

Note 9. Long Term Debt and Revolving Lines of Credit

On January 28, 2021, Brundage-Bone Concrete Pumping Holdings Inc., a Delaware corporation (the "Issuer") and a wholly-owned subsidiary of the Company (i) completed a private offering of $375.0 million in aggregate principal amount of its 6.000% senior secured second lien notes due 2026 (the "Senior Notes") issued pursuant to an indenture, among the Issuer, the Company, the other Guarantors (as defined below), Deutsche Bank Trust Company Americas, as trustee and as collateral agent (the "Indenture") and (ii) entered into an amended and restated ABL Facility (as subsequently amended, the "ABL Facility") by and among the Company, certain subsidiaries of the Company, Wells Fargo Bank, National Association, as agent, sole lead arranger and sole bookrunner, the other Lenders party thereto, which provided up to $ 125.0 million of asset-based revolving loan commitments to the Company and the other borrowers under the ABL Facility. The proceeds from the Senior Notes, along with certain borrowings under the ABL Facility, were used to repay all outstanding indebtedness under the Company's then existing Term Loan Agreement (see discussion below), dated December 6, 2018, and pay related fees and expenses.

On July 29, 2022, the ABL Facility was amended to, among other changes, increase the maximum revolver borrowings available to be drawn thereunder from $125.0 million to $160.0 million and increase the letter of credit sublimit from $7.5 million to $10.5 million. The ABL Facility also provides for an uncommitted accordion feature under which the ABL borrowers can, subject to specified conditions, increase the ABL Facility by up to an additional $75.0 million. The $35.0 million in incremental commitments was provided by JPMorgan Chase Bank, N.A.

Summarized terms of these facilities are included below.

Senior Notes

Summarized terms of the Senior Notes are as follows:

- Provides for an original aggregate principal amount of $375.0 million;
- The Senior Notes will mature and be due and payable in full on February 1, 2026;
- The Senior Notes bear interest at a rate of 6.000% per annum, payable on February 1 and August 1 of each year;
- The Senior Notes are jointly and severally guaranteed on a senior secured basis by the Company, Concrete Pumping Intermediate Acquisition Corp. and each of the Issuer's domestic, wholly-owned subsidiaries that is a borrower or a guarantor under the ABL Facility (collectively, the "Guarantors"). The Senior Notes and the guarantees are secured on a second-priority basis by all the assets of the Issuer and the Guarantors that secure the obligations under the ABL Facility, subject to certain exceptions. The Senior Notes and the guarantees will be the Issuer's and the Guarantors' senior secured obligations, will rank equally with all of the Issuer's and the Guarantors' existing and future senior indebtedness and will rank senior to all of the Issuer's and the Guarantors' existing and future subordinated indebtedness. The Senior Notes are structurally subordinated to all existing and future indebtedness and liabilities of the Company's subsidiaries that do not guarantee the Senior Notes;
- The Indenture includes certain covenants that limit, among other things, the Issuer's ability and the ability of its restricted subsidiaries to: incur additional indebtedness and issue certain preferred stock; make certain investments, distributions and other restricted payments; create or incur certain liens; merge, consolidate or transfer all or substantially all assets; enter into certain transactions with affiliates; and sell or otherwise dispose of certain assets.

The outstanding principal amount of the Senior Notes as of July 31, 2022 was $375.0 million and as of that date, the Company was in compliance with all covenants under the Indenture.

ABL Facility

Summarized terms of the ABL Facility, as amended, are as follows:

- Borrowing availability in U.S. Dollars and GBP up to a maximum aggregate principal amount of $160.0 million and an uncommitted accordion feature under which the Company can increase the ABL Facility by up to an additional $75.0 million;
- Borrowing capacity available for standby letters of credit of up to $10.5 million and for swing loan borrowings of up to $10.5 million. Any issuance of letters of credit or making of a swing loan will reduce the amount available under the ABL Facility;
- All loans advanced will mature and be due and payable in full on January 28, 2026;
- Amounts borrowed may be repaid at any time, subject to the terms and conditions of the agreement;
- Through September 30, 2021, borrowings in GBP bore interest at either (1) an adjusted LIBOR rate or (2) a base rate, in each case plus an applicable margin of 1.25%. After September 30, 2021, borrowings in GBP bear interest at the SONIA rate plus an applicable margin currently set at 2.0326%. The applicable margins for SONIA are subject to a step down of 0.25% based on excess availability levels;
- Through June 29, 2022, borrowings in U.S. Dollars bore interest at either (1) an adjusted LIBOR rate or (2) a base rate, in each case plus an applicable margin of 2.25%. After June 29, 2022, borrowings in U.S. Dollars bear interest at the SOFR rate plus an applicable margin currently set at 2.0000%. The applicable margins for SOFR are subject to a step down of 0.25% based on excess availability levels;
- The unused line fee percentage is 25 basis points if the quarterly average amount drawn is greater than 50% of the borrowing availability; 50 basis points if the quarterly average amount drawn is less than 50% of borrowing availability;
- US ABL Facility obligations are secured by a first-priority perfected security interest in substantially all the assets of the Issuer, together with Brundage-Bone Concrete Pumping, Inc., Eco-Pan, Inc., Capital Pumping LP (collectively, the "US ABL Borrowers") and each of the Company's wholly-owned domestic subsidiaries (the "US ABL Guarantors"), subject to certain exceptions;
- UK ABL Facility obligations are secured by a first priority perfected security interest in substantially all assets of Camfaud Concrete Pumps Limited and Premier Concrete Pumping Limited, each of the Company's wholly-owned UK subsidiaries, and by each of the US ABL Borrowers and the US ABL Guarantors, subject to certain exceptions;
- The ABL Facility also includes (i) a springing financial covenant (fixed charges coverage ratio) based on excess availability levels that the Company must comply with on a quarterly basis during required compliance periods and (ii) certain non-financial covenants.

The outstanding balance under the ABL Facility as of July 31, 2022 was $16.9 million and as of that date, the Company was in compliance with all debt covenants.

As of July 31, 2022, we had $131.7 million of available borrowing capacity under the ABL Facility.

Term Loan Agreement

Summarized terms of the Term Loan Agreement are as follows:

- Provides for an original aggregate principal amount of $357.0 million. This amount was increased in May 2019 by $60.0 million in connection with the acquisition of Capital;
- The initial term loans advanced will mature and be due and payable in full seven years after December 6, 2018, with principal amortization payments in an annual amount equal to 5.00% of the original principal amount;
- Borrowings under the Term Loan Agreement, will bear interest at either (1) an adjusted LIBOR rate or (2) an alternate base rate, plus an applicable margin of 6.00% or 5.00%, respectively;
- The Term Loan Agreement is secured by (i) a first priority perfected lien on substantially all of the assets of the Company and certain of its subsidiaries that are loan parties thereunder to the extent not constituting ABL Facility priority collateral and (ii) a second priority perfected lien on substantially all ABL Facility priority collateral, in each case subject to customary exceptions and limitations;
- The Term Loan Agreement includes certain non-financial covenants.

As discussed above, all outstanding borrowings under the Term Loan Agreement were repaid on January 28, 2021. The pay-off of the term loan were treated as a debt extinguishment while the amended ABL Facility was treated as a debt modification. In accordance with debt extinguishment accounting rules, the Company recorded $15.5 million in debt extinguishment costs related to the write-off of all unamortized deferred debt issuance costs that were related to the term loan and capitalized $7.0 million of debt issuance costs related to the Senior Notes. For the amendments to the ABL Facility, the Company capitalized $1.5 million of debt issuance costs related to this amendment. The Company capitalized an additional $0.3 million of debt issuance costs related to the July 29, 2022 ABL Facility amendment.

The table below is a summary of the composition of the Company's debt balances at July 31, 2022 and at October 31, 2021.

(in thousands)	July 31, 2022	October 31, 2021
Revolving loan (short term)	$ 16,884	$ 990
Senior notes - all long term	375,000	375,000
Total debt, gross	391,884	375,990
Less unamortized deferred financing costs offsetting long term debt	(4,872)	(5,916)
Total debt, net of unamortized deferred financing costs	$ 387,012	$ 370,074

Note 10. Accrued Payroll and Payroll Expenses

The following table summarizes accrued payroll and expenses at July 31, 2022 and at October 31, 2021:

(in thousands)	July 31, 2022 As Restated	October 31, 2021
Accrued vacation	$ 2,503	$ 1,967
Accrued payroll	2,513	1,727
Accrued bonus	3,163	3,593
Accrued employee-related taxes	2,818	4,606
Other accrued	337	333
Total accrued payroll and payroll expenses	$ 11,334	$ 12,226

Note 11. Accrued Expenses and Other Current Liabilities

The following table summarizes accrued expenses and other current liabilities at July 31, 2022 and at October 31, 2021:

(in thousands)	July 31, 2022	October 31, 2021
Accrued insurance	$ 8,920	$ 7,473
Accrued interest	11,275	5,627
Accrued equipment purchases	9,092	4,955
Accrued sales and use tax	1,562	690
Accrued property taxes	763	917
Accrued professional fees	1,285	1,134
Other	3,101	3,144
Total accrued expenses and other liabilities	$ 35,998	$ 23,940

Note 12. Income Taxes (As Restated)

For the third fiscal quarter ended July 31, 2022, the Company recorded an income tax expense of $2.0 million on pretax income of $15.0 million. For the same quarter a year ago, the Company recorded an income tax expense of $1.7 million on pretax income of $6.3 million. For the first nine months of fiscal year 2022, the Company recorded an income tax expense of $2.5 million on pretax income of $22.7 million. For the same period a year ago, the Company recorded an income tax benefit of $0.8 million on pretax loss of $19.3 million. The effective tax rate for the three and nine-month periods ended July 31, 2022 was impacted by (1) the respective change in fair value of warrant liabilities, all of which is not recognized for tax purposes and (2) a change in unremitted earnings deferred tax liability due to foreign rate fluctuations.

At July 31, 2022 and October 31, 2021, the Company had deferred tax liabilities, net of deferred tax assets, of $71.7 million and $70.6 million, respectively. Included in deferred tax assets at July 31, 2022 and October 31, 2021 were net operating loss carryforwards of $17.8 million. The Company has a valuation allowance of $0.1 million as of both July 31, 2022 and October 31, 2021 related to foreign tax credit carryforwards where realization is more uncertain at this time due to the limited carryforward periods that exist.

Note 13. Commitments and Contingencies

Insurance

As of July 31, 2022 and October 31, 2021, the Company was partially insured for automobile, general and worker's compensation liability. The Company has accrued $5.7 million and $4.5 million, as of July 31, 2022 and October 31, 2021, respectively, for estimated (1) losses reported and (2) claims incurred but not reported, which is included in accrued expenses and other current liabilities in the accompanying consolidated balance sheets.

The Company offers employee health benefits via a partially self-insured medical benefit plan. Participant claims exceeding certain limits are covered by a stop-loss insurance policy. As of July 31, 2022 and October 31, 2021, the Company had accrued $3.2 million and $1.6 million, respectively, for estimated health claims incurred but not reported based on historical claims amounts and average lag time. These accruals are included in accrued expenses and other current liabilities in the accompanying consolidated balance sheets. The Company contracts with a third party administrator to process claims, remit benefits, etc.

Litigation

The Company is currently involved in certain legal proceedings and other disputes with third parties that have arisen in the ordinary course of business. Management believes that the outcomes of these matters will not have a material impact on the Company's financial statements and does not believe that any amounts need to be recorded for contingent liabilities in the Company's consolidated balance sheet.

Letters of credit

The ABL Facility provides for up to $10.5 million of standby letters of credit. As of July 31, 2022, total outstanding letters of credit totaled $3.0 million, the vast majority of which had been committed to the Company's general liability insurance provider.

Note 14. Stockholders' Equity

The Company's amended and restated certificate of incorporation authorizes the issuance of 500,000,000 shares of common stock, par value $0.0001, and 10,000,000 shares of preferred stock, par value $0.0001. Immediately following December 6, 2018, there were:

- 28,847,707 shares of common stock issued and outstanding;
- 34,100,000 warrants outstanding, each exercisable for one share of common stock at an exercise price of $11.50 per share; and
- 2,450,980 shares of zero-dividend convertible perpetual preferred stock ("Series A Preferred Stock") outstanding, as further discussed below

Grants of new restricted stock awards and exercises of stock options are issued out of outstanding and available common stock.

As discussed below, on April 29, 2019, 2,101,213 shares of common stock were issued in exchange for the Company's public warrants and 1,707,175 shares of common stock were issued in exchange for the Company's private warrants. After the completion of the warrant exchange and as of July 31, 2022, there were 13,017,777 and 13,017,677 public warrants outstanding, respectively.

On May 14, 2019, in order to finance a portion of the purchase price for the acquisition of Capital, the Company completed a public offering of 18,098,166 of its common stock at a price of $4.50 per share, receiving net proceeds of approximately $77.4 million, after deducting underwriting discounts, commissions, and other offering expenses. In connection with the offering, certain of the Company's directors, officers and significant stockholders, and certain other related investors purchased an aggregate of 3,980,166 shares of its common stock from the underwriters at the public offering price of $4.50, representing approximately 25% of the total shares issued (without giving effect to the underwriters' option to purchase additional shares).

The Company's Series A Preferred Stock does not pay dividends and is convertible (effective June 6, 2019) into shares of the Company's common stock at a 1:1 ratio (subject to customary adjustments). The Company has the right to elect to redeem all or a portion of the Series A Preferred Stock at its election after December 6, 2022 for cash at a redemption price equal to the amount of the principal investment ($25,000,000) plus an additional cumulative amount that will accrue at an annual rate of 7.0% thereon. As of July 31, 2022, the additional cumulative amount totaled $6.6 million, which would be recognized when redemption is probable. The Series A Preferred Stock will rank senior in priority and will have a senior liquidation preference to the Common Stock. In addition, if the volume weighted average price of shares of the Company's common stock equals or exceeds $13.00 for 30 consecutive days, then the Company will have the right to require the holder of the Series A Preferred Stock to convert its Series A Preferred Stock into Company common stock, at a ratio of 1:1 (subject to customary adjustments such as adjustments for anti-dilution events for instance stock splits or reverse stock split).

Conditionally redeemable preferred shares (including preferred shares that feature redemption rights that are either within the control of the holder or subject to redemption upon the occurrence of uncertain events not solely within the Company's control) are classified as temporary equity. The preferred stock contains a redemption feature contingent upon a change in control, which is not solely within the control of the Company. As such, the preferred stock is presented outside of permanent equity.

Warrant Exchange

On April 1, 2019, the Company commenced an offer to each holder of its publicly traded warrants (the "public warrants") and private placement warrants that were issued in connection with Industrea's initial public offering on April 17, 2017 (the "private warrants") to receive 0.2105 shares of common stock in exchange for each outstanding public warrant tendered and 0.1538 shares of common stock in exchange for each private warrant tendered pursuant to the offer (the "Offer" or "Warrant Exchange").

On April 26, 2019, a total of 9,982,123 public warrants and 11,100,000 private warrants were tendered for exchange pursuant to the Offer. On April 29, 2019, 2,101,213 shares of common stock were issued in exchange for the tendered public warrants and 1,707,175 shares of common stock were issued in exchange for the tendered private warrants. A negligible amount of cash was paid for fractional shares. The fair value of common stock issued in exchange for the warrants, totaling $26.3 million, was recognized in additional paid in capital.

Share Repurchase Program

In June 2022, the Board of Directors approved a share repurchase program that authorizes the repurchase of up to $10 million of the Company's Class A common stock through June 15, 2023. The repurchase program permits shares to be repurchased in the open market, by block purchase, in privately negotiated transactions, in one or more transactions from time to time, or pursuant to any trading plan adopted in accordance with Rule 10b5-1 of the Securities Exchange Act of 1934 (the "Exchange Act"). Open market purchases will be conducted in accordance with the limitations set forth in Rule 10b-18 of the Exchange Act and other applicable legal and regulatory requirements. The repurchase program may be suspended, terminated, extended or otherwise modified by the Board without notice at any time for any reason, including, without limitation, market conditions, the cost of repurchasing shares, the availability of alternative investment opportunities, capital and liquidity objectives, and other factors deemed appropriate by CPH's management.

For the three and nine-month periods ended July 31, 2022 the Company purchased an aggregate of 62,850 shares of our common stock for a total of $0.4 million resulting in an average price per share of $6.09.

Note 15. Stock-Based Compensation

Pursuant to the Concrete Pumping Holdings, Inc. 2018 Omnibus Incentive Plan, the Company granted stock-based awards to certain employees in the U.S. and U.K. All awards in the U.S. are restricted stock awards while awards granted to employees in the U.K. are stock options with exercise prices of $0.01. Regardless of where the awards were granted, the awards generally vest pursuant to one of the following four conditions:

(1) Time-based only – Awards vest in equal installments over a specified period.

(2) $6 market-based and time-based vesting – Awards will vest as to first condition once the Company's stock reaches a closing price of $6.00 for 30 consecutive trading days. Once the first vesting condition is achieved, the stock award will then vest 1/3 annually over a three-year period.

(3) $8 market-based and time-based vesting – Awards will vest as to first condition once the Company's stock reaches a closing price of $8.00 for 30 consecutive trading days. Once the first vesting condition is achieved, the stock award will then vest 1/3 annually over a three-year period.

(4) $10 market-based and time-based vesting – Awards will vest as to first condition once the Company's stock reaches a closing price of $10.00 for 30 consecutive trading days. Once the first vesting condition is achieved, the stock award will then vest 1/3 annually over a three-year period.

Included in the table below is a summary of the unvested awards outstanding at July 31, 2022, including the location, type of award, shares outstanding, unrecognized compensation expense, and the date that expense will be recognized through. The total stock compensation expense recognized for restricted stock awards for the three-month periods ended July 31, 2022 and 2021 was $1.2 million and $1.1 million, respectively. The total stock compensation expense recognized for stock options for the three-month periods ended July 31, 2022 and 2021 was $0.2 million. The total stock compensation expense recognized for restricted stock awards for the nine-month periods ended July 31, 2022 and 2021 was $3.7 million and $4.6 million, respectively. The total stock compensation expense recognized for stock options for the nine-month periods ended July 31, 2022 and 2021 was $0.5 million and $0.6 million, respectively. In addition, while the table below provides a date through which expense will be recognized on a straight-line basis, if at such time the market-based stock awards, vest earlier than the Monte Carlo simulation derived service period, expense recognition will be accelerated.

During the first quarter of fiscal 2022, the Company granted 69,491 stock awards that have a market-based vesting condition. The assumptions used in the Monte Carlo Simulation for these grants were stock price on date of grant, a price target expiration date of December 6, 2023, expected volatility of 73% and a risk-free interest rate of 0.5%. No equity-based awards were granted during the second or third quarter of fiscal 2022.

Location	Type of Award	Shares Unvested at July 31, 2022	Weighted Average Fair Value	Unrecognized Compensation Expense at July 31, 2022	Date Expense will be Recognized Through (Straight-Line Basis)	
U.S.	Time Based Only	640,797	$ 5.98	$ 2,351,705	12/6/2023	
U.S.	$6 Market/Time- Based	100,462	$ 3.86	$ -	10/29/2020	
U.S.	$6 Market/Time- Based	190,208	$ 8.65	$ 290,379	3/29/2023	*
U.S.	$6 Market/Time- Based	190,219	$ 8.65	$ 564,972	3/29/2024	*
U.S.	$8 Market/Time- Based	150,697	$ 3.46	$ -	10/29/2020	
U.S.	$8 Market/Time- Based	190,209	$ 7.45	$ 32,300	8/23/2022	**
U.S.	$8 Market/Time- Based	190,209	$ 7.45	$ 369,730	8/23/2023	**
U.S.	$8 Market/Time- Based	190,218	$ 7.45	$ 562,619	8/23/2024	**
U.S.	$10 Market/Time- Based	150,706	$ 3.15	$ -	10/29/2020	
U.S.	$10 Market/Time- Based	187,591	$ 6.46	$ 243,003	7/9/2023	
U.S.	$10 Market/Time- Based	187,587	$ 6.46	$ 425,064	7/9/2024	
U.S.	$10 Market/Time- Based	187,603	$ 6.46	$ 552,270	7/9/2025	
U.S.	$13 Market/Time- Based	433	$ 4.47	$ -	5/4/2022	
U.S.	$13 Market/Time- Based	433	$ 4.47	$ 361	5/4/2023	
U.S.	$13 Market/Time- Based	434	$ 4.47	$ 674	5/4/2024	
U.S.	$16 Market/Time- Based	433	$ 3.85	$ 36	8/27/2022	
U.S.	$16 Market/Time- Based	433	$ 3.85	$ 408	8/27/2023	
U.S.	$16 Market/Time- Based	434	$ 3.85	$ 644	8/27/2024	
U.S.	$19 Market/Time- Based	433	$ 3.34	$ 122	11/19/2022	
U.S.	$19 Market/Time- Based	433	$ 3.34	$ 408	11/19/2023	
U.S.	$19 Market/Time- Based	434	$ 3.34	$ 595	11/19/2024	
U.S.	$10 Market/Time- Based	4,635	$ 7.28	$ 11,879	1/31/2023	
U.S.	$10 Market/Time- Based	4,635	$ 7.28	$ 20,865	1/31/2024	
U.S.	$10 Market/Time- Based	4,634	$ 7.28	$ 24,615	1/31/2025	
U.S.	$10 Market/Time- Based	18,703	$ 6.83	$ 74,590	6/30/2023	
U.S.	$10 Market/Time- Based	18,711	$ 6.83	$ 95,370	6/30/2024	
U.S.	$10 Market/Time- Based	18,714	$ 6.83	$ 104,470	6/30/2025	
U.K.	Time Based Only	90,431	$ 5.75	$ 298,554	12/6/2023	
U.K.	$6 Market/Time- Based	19,257	$ 3.85	$ -	10/29/2020	
U.K.	$6 Market/Time- Based	27,892	$ 8.36	$ 42,173	3/29/2023	*
U.K.	$6 Market/Time- Based	27,901	$ 8.36	$ 81,781	3/29/2024	*
U.K.	$8 Market/Time- Based	28,885	$ 3.45	$ -	10/29/2020	
U.K.	$8 Market/Time- Based	27,892	$ 7.20	$ 4,711	8/23/2022	**
U.K.	$8 Market/Time- Based	27,892	$ 7.20	$ 53,591	8/23/2023	**
U.K.	$8 Market/Time- Based	27,901	$ 7.20	$ 81,338	8/23/2024	**
U.K.	$10 Market/Time- Based	28,886	$ 3.14	$ -	10/29/2020	
U.K.	$10 Market/Time- Based	27,902	$ 6.24	$ 35,387	7/9/2023	
U.K.	$10 Market/Time- Based	27,892	$ 6.24	$ 61,544	7/9/2024	
U.K.	$10 Market/Time- Based	27,901	$ 6.24	$ 79,786	7/9/2025	
U.K.	$10 Market/Time- Based	750	$ 6.83	$ 2,991	6/30/2023	
U.K.	$10 Market/Time- Based	750	$ 6.83	$ 3,823	6/30/2024	
U.K.	$10 Market/Time- Based	750	$ 6.83	$ 4,187	6/30/2025	
Total		**3,023,320**		**$ 6,476,945**		

Note: The $13/$16/$19 Market/Time Based shares noted above relate to the shares not exchanged in the October 29, 2020 modification discussed above.

* *The $6.00 market condition price target was achieved on March 29, 2021, and on such date, the remaining unrecognized expense for these awards is being accelerated over the new requisite service period.*

** *The $8.00 market condition price target was achieved on August 23, 2021, and on such date, the remaining unrecognized expense for these awards is being accelerated over the new requisite service period.*

Note 16. Earnings Per Share

The Company calculates earnings per share in accordance with ASC260, *Earnings Per Share*. For purposes of calculating earnings (loss) per share (“EPS”), a company that has participating security holders (for example, holders of unvested restricted stock that have non-forfeitable dividend rights and the Company’s Series A Preferred Stock) is required to utilize the two-class method for calculating EPS unless the treasury stock method results in lower EPS. The two-class method is an allocation of earnings/(loss) between the holders of common stock and a company’s participating security holders. Under the two-class method, earnings/(loss) for the reporting period is calculated by taking the net income (loss) for the period, less both the dividends declared in the period on participating securities (whether or not paid) and the dividends accumulated for the period on cumulative preferred stock (whether or not earned) for the period. Our common shares outstanding are comprised of shareholder owned common stock and shares of unvested restricted stock held by participating security holders. Basic EPS is calculated by dividing income or loss attributable to common stockholders by the weighted average number of shares of common stock outstanding, excluding participating shares. To calculate diluted EPS, basic EPS is further adjusted to include the effect of potentially dilutive stock options outstanding and Series A Preferred Stock outstanding as of the beginning of the period.

At July 31, 2022, the Company had outstanding (1) 13.0 million warrants to purchase shares of common stock at an exercise price of $11.50, (2) 2.6million outstanding unvested restricted stock awards, (3) 1.2 million outstanding unexercised incentive stock options, (4) 0.4 million outstanding unexercised non-qualified stock options, and (5) 2.5 million shares of Series A Preferred Stock, all of which could potentially be dilutive. The dilutive effect of the 13.0 million warrants was excluded from the calculation of diluted net income per share for the three and nine-month period ended July 31, 2022, as its impact would have been anti-dilutive. The dilutive effect of the 2.5 million shares of preferred stock was excluded from the calculation of the diluted net income per share for the nine-month period ended July 31, 2022 as its impact would have been anti-dilutive. The dilutive effects of the 2.5 million shares of preferred stock and 13.0 million warrants were excluded from the calculation of diluted net income per share for the three-month period ended July 31, 2021, as their impact would have been anti-dilutive. For the nine-month period ended July 31, 2021, the Company realized a net loss and as such, the weighted-average dilutive impact of any shares was excluded from the calculation of diluted EPS because they were antidilutive.

The table below shows our basic and diluted EPS calculations for the three and nine-month periods ended July 31, 2022 and 2021:

	Three Months Ended July 31,		Nine Months Ended July 31,	
	2022	2021	2022	2021
(in thousands, except share and per share amounts)	As Restated		As Restated	
Net income (loss) (numerator):				
Net income (loss) attributable to Concrete Pumping Holdings, Inc.	$ 12,976	$ 4,638	$ 20,144	$ (18,505)
Less: Accretion of liquidation preference on preferred stock	(441)	(525)	(1,309)	(1,530)
Less: Undistributed earnings allocated to participating securities	(582)	(221)	(932)	-
Net income (loss) attributable to common stockholders (numerator for basic earnings per share)	$ 11,953	$ 3,892	$ 17,903	$ (20,035)
Add back: Undistributed earning allocated to participating securities	582	221	932	-
Add back: Accretion of liquidation preference on preferred stock	441	-	-	-
Less: Undistributed earnings reallocated to participating securities	(573)	(217)	(917)	-
Numerator for diluted earnings (loss) per share	$ 12,403	$ 3,896	$ 17,918	$ (20,035)
Weighted average shares (denominator):				
Weighted average shares - basic	54,012,404	53,522,089	53,859,874	53,377,032
Weighted average shares - diluted	57,286,563	54,547,494	54,772,441	53,377,032
Basic earnings (loss) per share	$ 0.22	$ 0.07	$ 0.33	$ (0.38)
Diluted earnings (loss) per share	$ 0.22	$ 0.07	$ 0.33	$ (0.38)

Note 17. Segment Reporting

The Company conducts business through the following reportable segments based on geography and the nature of services sold:

- U.S. Concrete Pumping – Consists of concrete pumping services sold to customers in the U.S. Business in this segment is primarily performed under the Brundage-Bone and Capital tradenames.
- U.K. Operations – Consists of concrete pumping services and leasing of concrete pumping equipment to customers in the U.K. Business in this segment is primarily performed under the Camfaud Concrete Pumps and Premier Concrete Pumping tradenames. In addition to concrete pumping, we recently started operations of waste management services in the U.K. under the Eco-Pan tradename and the results of this business are included in this segment. This represents the Company's foreign operations.
- U.S. Concrete Waste Management Services – Consists of pans and containers rented to customers in the U.S. and the disposal of the concrete waste material services sold to customers in the U.S. Business in this segment is performed under the Eco-Pan tradename.
- Corporate - Is primarily related to the intercompany leasing of real estate to certain of the U.S Concrete Pumping branches.

Any differences between segment reporting and consolidated results are reflected in Intersegment below.

The accounting policies of the reportable segments are the same as those described in Note2. The Company's Chief Operating Decision Maker ("CODM") evaluates the performance of each segment based on revenue, and measures segment performance based upon EBITDA (earnings before interest, taxes, depreciation and amortization). Non-allocated interest expense and various other administrative costs are reflected in Corporate. Corporate assets primarily include cash and cash equivalents, prepaid expenses and other current assets, and real property. The following provides operating information about the Company's reportable segments for the periods presented:

	Three Months Ended July 31,		Nine Months Ended July 31,	
(in thousands)	2022	2021	2022	2021
Revenue				
U.S. Concrete Pumping	$ 77,352	$ 58,025	$ 212,189	$ 166,509
U.K. Operations	14,417	12,652	39,980	34,285
U.S. Concrete Waste Management Services	12,813	10,122	34,551	27,552
Corporate	625	625	1,875	1,875
Intersegment	(738)	(663)	(2,197)	(2,167)
Total revenue	$ 104,469	$ 80,761	$ 286,398	$ 228,054

	Three Months Ended July 31,		Nine Months Ended July 31,	
	2022	2021	2022	2021
(in thousands)	As Restated		As Restated	
EBITDA				
U.S. Concrete Pumping	$ 19,495	$ 17,178	$ 50,524	$ 30,419
U.K. Operations	3,197	3,381	8,619	8,794
U.S. Concrete Waste Management Services	4,976	4,837	13,398	11,542
Corporate	8,045	885	11,769	(9,318)
Total EBITDA	$ 35,713	$ 26,281	$ 84,310	$ 41,437
Consolidated EBITDA reconciliation				
Net income (loss)	$ 12,976	$ 4,638	$ 20,144	$ (18,505)
Interest expense, net	6,517	6,153	19,126	19,082
Income tax expense (benefit)	2,030	1,652	2,535	(826)
Depreciation and amortization	14,190	13,838	42,505	41,686
Total EBITDA	$ 35,713	$ 26,281	$ 84,310	$ 41,437

(in thousands)	Three Months Ended July 31, 2022	Three Months Ended July 31, 2021	Nine Months Ended July 31, 2022	Nine Months Ended July 31, 2021
Depreciation and amortization				
U.S. Concrete Pumping	$ 9,927	$ 9,206	$ 29,615	$ 27,885
U.K. Operations	1,881	2,042	5,892	6,124
U.S. Concrete Waste Management Services	2,170	2,379	6,361	7,050
Corporate	212	211	637	627
Total depreciation and amortization	$ 14,190	$ 13,838	$ 42,505	$ 41,686
Interest expense, net				
U.S. Concrete Pumping	$ (5,795)	$ (5,347)	$ (16,879)	$ (16,717)
U.K. Operations	(722)	(806)	(2,247)	(2,365)
Total interest expense, net	$ (6,517)	$ (6,153)	$ (19,126)	$ (19,082)
Transaction costs and debt extinguishment costs				
U.S. Concrete Pumping	$ 20	$ 111	$ 59	$ 15,705
Total transaction costs including transaction-related debt extinguishment	$ 20	$ 111	$ 59	$ 15,705

Total assets by segment for the periods presented are as follows:

(in thousands)	July 31, 2022	October 31, 2021
Total assets		
U.S. Concrete Pumping	$ 628,504	$ 591,820
U.K. Operations	103,481	109,631
U.S. Concrete Waste Management Services	153,092	145,199
Corporate	28,004	26,648
Intersegment	(88,613)	(80,633)
Total assets	$ 824,468	$ 792,665

The U.S. and U.K. were the only regions that accounted for more than10% of the Company’s revenue for the periods presented. There wasno single customer that accounted for more than 10% of revenue for the periods presented. Revenue for the periods presented and long-lived tangible assets as ofJuly 31, 2022 and October 31, 2021 are as follows:

(in thousands)	Three Months Ended July 31, 2022	Three Months Ended July 31, 2021	Nine Months Ended July 31, 2022	Nine Months Ended July 31, 2021
Revenue by geography				
U.S.	$ 90,052	$ 68,109	$ 246,418	$ 193,769
U.K.	14,417	12,652	39,980	34,285
Total revenue	$ 104,469	$ 80,761	$ 286,398	$ 228,054

(in thousands)	July 31, 2022	October 31, 2021
Long-lived tangible assets		
U.S.	$ 332,236	$ 285,307
U.K.	53,011	52,464
Total long lived assets	$ 385,247	$ 337,771

Note 18. Subsequent Events

On August 22, 2022, the Company acquired Coastal Carolina Pumping, Inc. ("Coastal"), a concrete pumping service provider headquartered in Charlotte, North Carolina, with additional locations across North Carolina, South Carolina, and Florida, for a purchase price of $31.0 million, which was paid using cash on hand. As of the date of issuance of the Company's interim financial statements, the purchase price allocation for this transaction has not yet been completed.

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

You should read the following management's discussion and analysis together with Concrete Pumping Holdings, Inc.'s (the "*Company*", "*we*", "*us*", "*our*" *or* "*Successor*"*) Unaudited Consolidated Financial Statements and related notes included elsewhere in this Quarterly Report.*

Restatement of Previously Issued Financial Statements

As discussed in Note 2, "Summary of Significant Accounting Policies," we have restated our previously issued consolidated financial statements for the three and nine months ended July 31, 2022. Accordingly, Management's Discussion and Analysis of Financial Condition and Results of Operations have been revised for the effects of the restatement.

Cautionary Statement Concerning Forward-Looking Statements

Certain statements in this Quarterly Report on Form 10-Q/A constitute "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995. These forward-looking statements include, among other things, statements regarding our business, financial condition, results of operations, cash flows, strategies and prospects, and the potential impact of the COVID-19 pandemic on our business. These forward-looking statements may be identified by terminology such as "likely," "may," "will," "should," "expects," "plans," "anticipates," "believes," "estimates," "predicts," "potential" or "continue," or the negative of such terms and other comparable terminology. Although we believe that the expectations reflected in the forward-looking statements contained in this Report are reasonable, we cannot guarantee future results.

The forward-looking statements contained in this Report are based on our current expectations and beliefs concerning future developments and their potential effects. These statements involve known and unknown risks, uncertainties (some of which are beyond our control) and other factors that may cause the actual results, performance or achievements of the Company to be materially different from those expressed or implied by the forward-looking statements. These risks and uncertainties include, but are not limited to, the items in the following:

- the adverse effects of the coronavirus ("COVID-19") pandemic on our business, the economy and the markets we serve;
- the length and severity of, and the pace of recovery following, the COVID-19 pandemic;
- general economic and business conditions, which may affect demand for commercial, infrastructure, and residential construction;
- the adverse impact of recent inflationary pressures, global economic conditions and events related to these conditions, including the ongoing war in Ukraine and the COVID-19 pandemic, on our business, including significant increases in fuel costs;
- our ability to successfully implement our operating strategy;
- our ability to successfully identify, manage and integrate acquisitions;
- the restatement of our financial statements for the quarter ended July 31, 2022 and our ability to establish and maintain effective internal control over financial reporting, including our ability to remediate the existing material weakness in our internal controls;
- governmental requirements and initiatives, including those related to mortgage lending, financing or deductions, funding for public or infrastructure construction, land usage, and environmental, health, and safety matters;
- seasonal and inclement weather conditions, which impede the installation of ready-mixed concrete;
- the cyclical nature of, and changes in, the real estate and construction markets, including pricing changes by our competitors;
- our ability to maintain favorable relationships with third parties who supply us with equipment and essential supplies;
- our ability to retain key personnel and maintain satisfactory labor relations;
- disruptions, uncertainties or volatility in the credit markets that may limit our, our suppliers' and our customers' access to capital;
- personal injury, property damage, results of litigation and other claims and insurance coverage issues;
- our substantial indebtedness and the restrictions imposed on us by the terms of our indebtedness;
- the effects of currency fluctuations on our results of operations and financial condition;
- other factors as described in the section entitled "Risk Factors" in our Form 10-K filed with the SEC on January 12, 2022.

Our forward-looking statements speak only as of the date of this report or as of the date they are made, and we undertake no obligation to publicly update any forward-looking statements, whether as a result of new information, future events or otherwise. However, any further disclosures made on related subjects in subsequent reports on Forms 10-K, 10-Q and 8-K should be considered.

Business Overview

The Company is a Delaware corporation headquartered in Denver, Colorado. The unaudited consolidated financial statements included herein include the accounts of Concrete Pumping Holdings, Inc. and its wholly owned subsidiaries including Brundage-Bone Concrete Pumping, Inc. ("Brundage-Bone"), Capital Pumping, LP ("Capital"), and Camfaud Group Limited ("Camfaud"), and Eco-Pan, Inc. ("Eco-Pan").

As part of the Company's business growth strategy and capital allocation policy, strategic acquisitions are considered opportunities to enhance our value proposition through differentiation and competitiveness. Depending on the deal size and characteristics of the M&A opportunities available, we expect to allocate capital for opportunistic M&A utilizing cash on the balance sheet and the revolving line of credit. In recent years and as further described below, we have successfully executed on this strategy, including (1) our fiscal 2018 acquisition of Richard O'Brien Companies and its affiliates, which solidified our presence in the Colorado and Phoenix, Arizona markets, (2) our fiscal 2019 acquisition of Capital, which provided us with complementary assets and operations and significantly expanded our geographic footprint and business in Texas, (3) our fiscal 2021 acquisition of Hi-Tech Concrete Pumping Services ("Hi-Tech"), which added complementary assets in our Texas market, (4) our fiscal 2022 acquisition of Pioneer Concrete Pumping Service, Inc. ("Pioneer"), which provided us with complementary assets and operations in both Georgia and Texas, and (5) our acquisition of Coastal Carolina Concrete Pumping, Inc. ("Coastal") in August of 2022, which expanded our operations in the Carolinas and Florida.

U.S. Concrete Pumping

All businesses operating within our U.S. Concrete Pumping segment are concrete pumping service providers in the United States ("U.S."). Their core business is the provision of concrete pumping services to general contractors and concrete finishing companies in the commercial, infrastructure and residential sectors. Equipment generally returns to a "home base" nightly and these companies do not contract to purchase, mix, or deliver concrete. As of July 31, 2022, this segment collectively has approximately 95 branch locations across 20 states with their corporate headquarters in Denver, Colorado.

In November 2021, the Company acquired the assets of Pioneer for the purchase consideration of $20.2 million, which added complementary assets in our Georgia and Texas markets. In September 2021, the Company acquired assets from Hi-Tech for the total purchase consideration of $12.3 million. This acquisition added complementary assets in our Texas market. In addition, the Company completed its greenfield expansion into Las Vegas during fiscal 2021.

U.S. Concrete Waste Management Services

Our U.S. Concrete Waste Management Services segment consists of our U.S. based Eco-Pan business. Eco-Pan provides industrial cleanup and containment services, primarily to customers in the construction industry. Eco-Pan uses containment pans specifically designed to hold waste products from concrete and other industrial cleanup operations. Eco-Pan has 18 operating locations across the U.S. with its corporate headquarters in Denver, Colorado.

U.K. Operations

Our U.K. Operations segment consists of our Camfaud, Premier and U.K. based Eco-Pan businesses. Camfaud is a concrete pumping service provider in the U.K. Their core business is primarily the provision of concrete pumping services to general contractors and concrete finishing companies in the commercial, infrastructure and residential sectors. Equipment generally returns to a "home base" nightly and does not contract to purchase, mix, or deliver concrete. Camfaud has approximately 30 branch locations throughout the U.K., with its corporate headquarters in Epping (near London), England. In addition, we have concrete waste management operations under our Eco-Pan brand name in the U.K. and currently operate from a shared Camfaud location.

Corporate

Our Corporate segment is primarily related to the intercompany leasing of real estate to certain of our U.S Concrete Pumping branches.

Impacts of Macroeconomic Factors and COVID-19 Recovery

Global economic challenges including the impact of the COVID-19 pandemic, the war in Ukraine, rising inflation, significant increases in fuel costs, supply-chain disruptions, and adverse labor market conditions have caused macroeconomic uncertainty and volatility in markets where we operate. For example, the COVID-19 pandemic rapidly changed market and economic conditions globally beginning in March 2020 and may continue to create significant uncertainty in the macroeconomic environment. To date, the COVID-19 pandemic has negatively impacted our revenue volumes primarily in the U.K. and certain markets in the U.S. As of the third quarter of fiscal 2022, revenue volumes have largely recovered in a number of our markets; however, the lingering impact from COVID-19 remains an issue and has contributed to a tight labor market that has impacted our operations in certain markets.

With respect to our financial condition, impairments may be recorded as a result of such events and circumstances, including those related to COVID-19 discussed above. As previously reported during fiscal 2020, the Company reported goodwill intangible charges, but no impairments were identified through July 31, 2022. The Company will continue to evaluate its goodwill and intangible assets in future quarters.

Furthermore, as referenced above, the war in Ukraine has had a global impact on the supply and price of fuel and has contributed to increased inflation around the world. While the Company has attempted to increase the rates per hour we charge for our services when possible to make up for our increased costs, rising fuel prices have had a material impact on our results of operations for the three and six-month periods ending July 31, 2022. We will continue to monitor and adapt our strategic approach as the crisis and its impacts persist.

Results of Operations

(dollars in thousands)	Three Months Ended July 31, 2022 As Restated	Three Months Ended July 31, 2021	Nine Months Ended July 31, 2022 As Restated	Nine Months Ended July 31, 2021
Revenue	$ 104,469	$ 80,761	$ 286,398	$ 228,054
Cost of operations	62,535	43,548	171,400	127,676
Gross profit	41,934	37,213	114,998	100,378
Gross margin	40.1%	46.1%	40.2%	44.0%
General and administrative expenses	27,827	24,951	83,097	73,812
Transaction costs	20	111	59	195
Income from operations	14,087	12,151	31,842	26,371
Other income (expense):				
Interest expense, net	(6,517)	(6,153)	(19,126)	(19,082)
Loss on extinguishment of debt	-	-	-	(15,510)
Change in fair value of warrant liabilities	7,420	260	9,894	(11,195)
Other income, net	16	32	69	85
Total other expense	919	(5,861)	(9,163)	(45,702)
Income (loss) before income taxes	15,006	6,290	22,679	(19,331)
Income tax expense (benefit)	2,030	1,652	2,535	(826)
Net income (loss)	12,976	4,638	20,144	(18,505)
Less accretion of liquidation preference on preferred stock	(441)	(525)	(1,309)	(1,530)
Income (loss) available to common shareholders	$ 12,535	$ 4,113	$ 18,835	$ (20,035)

Three Months Ended July 31, 2022

For the three months ended July 31, 2022, our net income was $13.0 million, as compared to net income of $4.6 million in same period a year ago. The improvement was due to (1) a 29.4% year-over-year increase in revenue due to recent acquisitions and organic growth and (2) a $7.2 million year-over-year change in fair value of warrant liabilities, which reflected a gain of $7.4 million in the third quarter of 2022 versus a gain of $0.3 million in the third quarter of fiscal 2021. These improvements were offset by increased labor costs and depreciation related to recent acquisitions, and increased fuel costs due to inflation.

Nine Months Ended July 31, 2022

For the nine months ended July 31, 2022, our net income was $20.1 million, as compared to a net loss of $18.5 million in same period a year ago. The improvement was due to (1) a 25.6% year-over-year increase in revenue due to recent acquisitions and organic growth, (2) a $15.5 million loss on extinguishment of debt recorded in the fiscal 2021 first quarter and (3) a $21.1 million year-over-year change in fair value of warrant liabilities, which reflected a gain of $9.9 million in the fiscal 2022 period as compared to expense of $11.2 million in the fiscal 2021 period. These improvements were offset by increased labor costs and depreciation related to recent acquisitions, increased fuel costs due to inflation described above as well as an income tax benefit of $2.5 million in fiscal 2022 compared to an income tax expense of $0.8 million in fiscal 2021.

Total Assets

Total assets increased from $792.7 million as of October 31, 2021 to $824.5 million as of July 31, 2022. The increase was primarily due to the acquisition of Pioneer.

(dollars in thousands)	**July 31, 2022**	**October 31, 2021**
Total Assets		
U.S. Concrete Pumping	$ 628,504	$ 591,820
U.K. Operations	103,481	109,631
U.S. Concrete Waste Management Services	153,092	145,199
Corporate	28,004	26,648
Intersegment	(88,613)	(80,633)
	$ 824,468	$ 792,665

Revenue

(dollars in thousands)	**Three Months Ended July 31,**		**Change**	
	2022	**2021**	**$**	**%**
Revenue				
U.S. Concrete Pumping	$ 77,352	$ 58,025	$ 19,327	33.3%
U.K. Operations	14,417	12,652	1,765	14.0%
U.S. Concrete Waste Management Services	12,813	10,122	2,691	26.6%
Corporate	625	625	-	0.0%
Intersegment	(738)	(663)	(75)	11.3%
Total revenue	$ 104,469	$ 80,761	$ 23,708	29.4%

(dollars in thousands)	**Nine Months Ended July 31,**		**Change**	
	2022	**2021**	**$**	**%**
Revenue				
U.S. Concrete Pumping	$ 212,189	$ 166,509	$ 45,680	27.4%
U.K. Operations	39,980	34,285	5,695	16.6%
U.S. Concrete Waste Management Services	34,551	27,552	6,999	25.4%
Corporate	1,875	1,875	-	0.0%
Intersegment	(2,197)	(2,167)	(30)	1.4%
Total revenue	$ 286,398	$ 228,054	$ 58,344	25.6%

U.S. Concrete Pumping

Revenue for our U.S. Concrete Pumping segment increased by 33.3%, or $19.3 million, from the fiscal 2021 third quarter to the fiscal 2022 third quarter. For the nine months ended July 31, 2022, revenue for our U.S. Concrete Pumping segment increased by 27.4%, or $45.7 million, from the nine months ended July 31, 2021. The increase in revenue for both periods was attributable to (1) the acquisitions of Hi-Tech and Pioneer, which collectively contributed $7.2 million and $20.8 million of the increase for the three and nine-month periods ended July 31, 2022, respectively, and (2) robust organic improvements in most of our other markets as a result of higher volumes and rate per hour increases.

U.K. Operations

Revenue for our U.K. Operations segment increased by 14.0%, or $1.8 million, from the fiscal 2021 third quarter to the fiscal 2022 third quarter. Excluding the impact from foreign currency translation, revenue was up 28.4% year over year. For the nine months ended July 31, 2022, revenue for our U.K. Operations segment increased by 16.6%, or $5.7 million, from the nine months ended July 31, 2021. Excluding the impact from foreign currency translation, revenue was up 23.7% year over year. The increase in revenue during both periods was attributable to the continued recovery from COVID-19, which started in the fiscal 2021 first quarter, and rate per job increases across the U.K. region.

U.S. Concrete Waste Management Services

Revenue for the U.S. Concrete Waste Management Services segment increased by 26.6%, or $2.7 million, from the fiscal 2021 third quarter to the fiscal 2022 third quarter. For the nine months ended July 31, 2022, revenue for the U.S. Concrete Waste Management Services segment increased by 25.4%, or $7.0 million, from the nine months ended July 31, 2021. The increase in revenue during both periods was primarily due to organic growth, pricing improvements and continued recovery from the impacts of the pandemic.

Corporate

There was no change in revenue for our Corporate segment for the periods presented. All activity in our Corporate segment is related to the intercompany leasing of real estate to certain of our U.S. Concrete Pumping branches. This revenue is eliminated in consolidation through the Intersegment line included above.

Gross Margin

Gross margin for the fiscal 2022 third quarter declined 600 basis points from 46.1% in the fiscal 2021 third quarter to 40.1% in the fiscal 2022 third quarter. For the nine months ended July 31, 2022, gross margin was 40.2%, down 380 basis points from 44.0% in the same period of fiscal 2021. While we have seen continued improvements in pricing per hour, inflationary pressures seen throughout the U.S. and U.K., specifically around labor and fuel costs, drove the decline in gross margin.

General and Administrative Expenses

G&A expenses for the fiscal 2022 third quarter were $27.8 million, up $2.8 million from $25.0 million in the fiscal 2021 third quarter. As a percent of revenue, G&A expenses were 26.6% for the fiscal 2022 third quarter compared to 30.9% in the fiscal 2021 third quarter. The increase in G&A expenses was primarily due to higher labor and health insurance costs due to additional personnel that joined the Company as a result of the recent acquisitions. This was offset slightly by lower amortization of intangible assets expense of $1.2 million. Excluding amortization of intangible assets and stock-based compensation expense, G&A expenses were up $4.0 million year-over-year due to higher labor and health insurance costs.

G&A expenses for the first nine months of fiscal 2022 were $83.1 million, up $9.3 million from $73.8 million in the first nine months of fiscal 2021. As a percent of revenue, G&A expenses were 29.0% for the first nine months of fiscal 2022 compared to 32.4% in the same period a year ago. The increase in G&A expenses was primarily due to (1) higher health insurance and labor costs of approximately $7.3 million primarily due to additional personnel that joined the Company as a result of recent acquisitions, (2) an additional $2.0 million related to fluctuations in the GBP, and (3) higher other G&A-related expenses of $3.3 million, which primarily is from higher automotive, travel, meals and entertainment, office and rent expense due to recent acquisitions. This was offset slightly by lower amortization of intangible assets expense of $3.6 million and lower stock-based compensation expense of $1.1 million. Excluding amortization of intangible assets and stock-based compensation expense, G&A expenses were up $14.0 million year-over-year.

Change in Fair Value of Warrant Liabilities

During each of the three and nine-month periods ended July 31, 2022, we recognized a $7.2 million gain and a $21.1 million gain, respectively, on the fair value remeasurement of our liability-classified warrants. The changes seen in the fair value remeasurement of the public warrants for all periods presented is due to changes in the Company's share price during the respective periods.

Transaction Costs & Debt Extinguishment Costs

Transaction costs include expenses for legal, accounting, and other professionals that were engaged in connection with an acquisition. There were no significant transaction costs incurred during the three and nine-month periods ended July 31, 2022.

On January 28, 2021, we (1) closed on our private offering of $375.0 million in aggregate principal amount of senior secured second lien notes due 2026, (2) amended and restated our existing ABL Facility to provide up to $125.0 million (previously $60.0 million) of commitments and (3) repaid all outstanding indebtedness under our then-existing term loan agreement, dated December 6, 2018. The $15.5 million in debt extinguishment costs incurred relate to the write-off of all unamortized deferred debt issuance costs that were related to the fully paid term loan.

Interest Expense, Net

Interest expense, net for the three months ended July 31, 2022 was $6.5 million, up $0.3 million from $6.2 million in the third quarter of fiscal 2021. Interest expense, net for each of the nine month periods ended July 31, 2022 and 2021 was $19.1 million.

Income Tax (Benefit) Provision

For the third fiscal quarter ended July 31, 2022, the Company recorded income tax expense of $ 2.0 million on pretax income of $ 15.0 million. For the same quarter a year ago, the Company recorded an income tax expense of $ 1.7 million on a pretax income of $ 6.3 million. For the first nine months of fiscal 2022, the Company recorded an income tax expense of $2 .5 million on pretax income of $ 22.7 million. For the same period a year ago, the Company recorded an income tax benefit of $ 0.8 million on pretax loss of $ 19.3 million. The effective tax rate for the three and nine months ended July 31, 2022 was impacted by (1) the respective change in fair value of warrant liabilities, all of which is not recognized for tax purposes and (2) a change in unremitted earnings deferred tax liability due to foreign rate fluctuations.

Adjusted EBITDA[1] and Net Income (Loss)

	Net Income (Loss)		Adjusted EBITDA			
	Three Months Ended July 31,		Three Months Ended July 31,		Change	
	2022	2021	2022	2021	$	%
(dollars in thousands)	As Restated		As Restated			
U.S. Concrete Pumping	$ 2,812	$ 1,844	$ 20,379	$ 18,403	$ 1,976	10.7%
U.K. Operations	441	384	3,955	4,087	(132)	-3.2%
U.S. Concrete Waste Management Services	2,010	1,832	5,681	5,334	347	6.5%
Corporate	7,713	578	625	625	-	0.0%
Total	$ 12,976	$ 4,638	$ 30,640	$ 28,449	$ 2,191	7.7%

	Net Income (Loss)		Adjusted EBITDA			
	Nine Months Ended July 31,		Nine Months Ended July 31,		Change	
	2022	2021	2022	2021	$	%
(dollars in thousands)	As Restated		As Restated			
U.S. Concrete Pumping	$ 3,772	$ (11,759)	$ 54,163	$ 49,995	$ 4,168	8.3%
U.K. Operations	358	254	11,017	10,948	69	0.6%
U.S. Concrete Waste Management Services	5,205	3,282	15,233	13,037	2,196	16.8%
Corporate	10,809	(10,282)	1,875	1,877	(2)	-0.1%
Total	$ 20,144	$ (18,505)	$ 82,288	$ 75,857	$ 6,431	8.5%

[1] *Please see "Non-GAAP Measures (EBITDA and Adjusted EBITDA)" below*

U.S. Concrete Pumping

Adjusted EBITDA for our U.S. Concrete Pumping segment was $20.4 million for the three months ended July 31, 2022, up 10.7% from $18.4 million for the same period in fiscal 2021. For the nine months ended July 31, 2022, Adjusted EBITDA for our U.S. Concrete Pumping segment was $54.2 million, up 8.3% from $50.0 million from the same period in fiscal 2021. The year-over-year increases for the three and nine-month periods were primarily attributable to the year-over-year increase in revenue discussed previously and was partly offset by the inflationary margin pressures discussed previously.

U.K. Operations

Adjusted EBITDA for our U.K. Operations segment was $4.0 million for the three months ended July 31, 2022, down slightly from $4.1 million for the same period in fiscal 2021. For both the nine month periods ended July 31, 2022 and July 31, 2021, Adjusted EBITDA remained flat for the U.K. Operations segment at $11.0 million. Despite the improvements in revenue, inflationary pressures, specifically for fuel and labor costs, resulted in Adjusted EBITDA declining slightly for the three month period and remaining flat for the nine month period ending July 31, 2022.

U.S. Concrete Waste Management Services

Adjusted EBITDA for our U.S. Concrete Waste Management Services segment was $5.7 million for the three months ended July 31, 2022, up 6.5% from $5.3 million for the same period in fiscal 2021. For the nine months ended July 31, 2022, Adjusted EBITDA for our U.S Concrete Waste Management Services segment was $15.2 million, up 16.8% from $13.0 million for the same period in fiscal 2021. The year-over-year increases for the three and nine-month periods were primarily attributable to the year-over-year increase in revenue discussed previously and was partly offset by the inflationary margin pressures being experienced by all of our segments.

Corporate

There was no movement in Adjusted EBITDA for our Corporate segment for both periods presented. Any year-over-year changes for our Corporate segment is primarily related to the allocation of overhead costs.

Liquidity and Capital Resources

Overview

We use our liquidity and capital resources to: (1) finance working capital requirements; (2) service our indebtedness; (3) purchase property, plant and equipment; and (4) finance strategic acquisitions, such as the acquisition of Capital, Pioneer and others. Our primary sources of liquidity are cash generated from operations, available cash and cash equivalents and access to our revolving credit facility under our ABL Facility, which provides for aggregate borrowings of up to $160.0 million, subject to a borrowing base limitation. As of July 31, 2022, we had $2.4 million of cash and cash equivalents and $131.7 million of available borrowing capacity under the ABL Facility, providing total available liquidity of $134.1 million.

Capital Resources

Our capital structure is primarily a combination of (1) permanent financing, represented by stockholders' equity; (2) zero-dividend convertible perpetual preferred stock; (3) long-term financing represented by our Senior Notes and (4) short-term financing under our ABL Facility. We may from time to time seek to retire or pay down borrowings on the outstanding balance of our ABL Facility or Senior Notes using cash on hand. Such repayments, if any, will depend on prevailing market conditions, our liquidity requirements, contractual restrictions and other factors.

We believe our existing cash and cash equivalent balances, cash flow from operations and borrowing capacity under our ABL Facility will be sufficient to meet our working capital and capital expenditure needs for at least the next 12 months. Our future capital requirements may vary materially from those currently planned and will depend on many factors, including our rate of revenue growth, potential acquisitions and overall economic conditions. To the extent that current and anticipated future sources of liquidity are insufficient to fund our future business activities and requirements, we may be required to seek additional equity or debt financing. The sale of additional equity could result in dilution to our stockholders. The incurrence of debt financing would result in debt service obligations and the instruments governing such debt could provide for operating and financing covenants that would restrict our operations.

Senior Notes and ABL Facility

On July 29, 2022, the ABL Facility was amended to, among other changes, increase the maximum revolver borrowings available to be drawn thereunder from $125.0 million to $160.0 million and increase the letter of credit sublimit from $7.5 million to $10.5 million. The ABL Facility also provides for an uncommitted accordion feature under which the ABL Borrowers can, subject to specified conditions, increase the ABL Facility by up to an additional $75.0 million. The $35.0 million in incremental commitments was provided by JPMorgan Chase Bank, N.A.

Senior Notes

Summarized terms of the senior secured notes are as follows:

- Provides for an original aggregate principal amount of $375.0 million;
- The Senior Notes will mature and be due and payable in full on February 1, 2026;
- The Senior Notes bear interest at a rate of 6.000% per annum, payable on February 1st and August 1st each year;
- The Senior Notes are jointly and severally guaranteed on a senior secured basis by the Company, Concrete Pumping Intermediate Acquisition Corp. and each of the Issuer's domestic, wholly-owned subsidiaries that is a borrower or a guarantor under the ABL Facility (collectively, the "Guarantors"). The Senior Notes and the guarantees are secured on a second-priority basis by all the assets of the Issuer and the Guarantors that secure the obligations under the ABL Facility, subject to certain exceptions. The Senior Notes and the guarantees will be the Issuer's and the Guarantors' senior secured obligations, will rank equally with all of the Issuer's and the Guarantors' existing and future senior indebtedness and will rank senior to all of the Issuer's and the Guarantors' existing and future subordinated indebtedness. The Senior Notes are structurally subordinated to all existing and future indebtedness and liabilities of the Company's subsidiaries that do not guarantee the Senior Notes;
- The Indenture includes certain covenants that limit, among other things, the Issuer's ability and the ability of its restricted subsidiaries to: incur additional indebtedness and issue certain preferred stock; make certain investments, distributions and other restricted payments; create or incur certain liens; merge, consolidate or transfer all or substantially all assets; enter into certain transactions with affiliates; and sell or otherwise dispose of certain assets.

The outstanding principal amount of Senior Notes as of July 31, 2022 was $375.0 million and as of that date, the Company was in compliance with all covenants under the Indenture.

ABL Facility

Summarized terms of the ABL Facility, as amended, are as follows:

- Borrowing availability in U.S. Dollars and GBP up to a maximum aggregate principal amount of $160.0 million and an uncommitted accordion feature under which the Company can increase the ABL Facility by up to an additional $75.0 million;
- Borrowing capacity available for standby letters of credit of up to $10.5 million and for swing loan borrowings of up to $10.5 million. Any issuance of letters of credit or making of a swing loan will reduce the amount available under the ABL Facility;
- All loans advanced will mature and be due and payable in full on January 28, 2026;
- Amounts borrowed may be repaid at any time, subject to the terms and conditions of the agreement;
- Through September 30, 2021, borrowings in GBP bore interest at either (1) an adjusted LIBOR rate or (2) a base rate, in each case plus an applicable margin of 1.25%. After September 30, 2021, borrowings in GBP bear interest at the SONIA rate plus an applicable margin currently set at 2.0326%. The applicable margins for SONIA are subject to a step down of 0.25% based on excess availability levels;
- Through June 29, 2022, borrowings in U.S. Dollars bore interest at either (1) an adjusted LIBOR rate or (2) a base rate, in each case plus an applicable margin of 2.25%. After June 29, 2022, borrowings in U.S. Dollars bear interest at the SOFR rate plus an applicable margin currently set at 2.0000%. The applicable margins for SOFR are subject to a step down of 0.25% based on excess availability levels;
- The unused line fee percentage is 25 basis points if the quarterly average amount drawn is greater than 50% of the borrowing availability; 50 basis points if the quarterly average amount drawn is less than 50% of borrowing availability;
- US ABL Facility obligations are secured by a first-priority perfected security interest in substantially all the assets of the Issuer, together with Brundage-Bone Concrete Pumping, Inc., Eco-Pan, Inc., Capital Pumping LP (collectively, the "US ABL Borrowers") and each of the Company's wholly-owned domestic subsidiaries (the "US ABL Guarantors"), subject to certain exceptions;
- UK ABL Facility obligations are secured by a first priority perfected security interest in substantially all assets of Camfaud Concrete Pumps Limited and Premier Concrete Pumping Limited, each of the Company's wholly-owned UK subsidiaries, and by each of the US ABL Borrowers and the US ABL Guarantors, subject to certain exceptions; and
- The ABL Facility also includes (i) a springing financial covenant (fixed charges coverage ratio) based on excess availability levels that the Company must comply with on a quarterly basis during required compliance periods and (ii) certain non-financial covenants.

The outstanding balance under the ABL Facility as of July 31, 2022 was $16.9 million and the Company was in compliance with all debt covenants thereunder.

Cash Flows

Cash generated from operating activities typically reflects net income, as adjusted for non-cash expense items such as depreciation, amortization and stock-based compensation, and changes in our operating assets and liabilities. Generally, we believe our business requires a relatively low level of working capital investment due to low inventory requirements and customers paying the Company as invoices are submitted daily for many of our services.

Net cash provided by operating activities generally reflects the cash effects of transactions and other events used in the determination of net income or loss. Net cash provided by operating activities during the nine months ended July 31, 2022 was $53.7 million. The Company had net income of $20.1 million that included a decrease of $2.2 million in our net deferred income taxes, a gain on sale of assets of $1.5 million, and significant non-cash charges totaling $38.2 million as follows: (1) depreciation of $25.5 million, (2) amortization of intangible assets of $17.0 million, (3) amortization of deferred financing costs of $1.4 million, (4) stock-based compensation expense of $4.2 million, and (5) a $9.9 million decrease in the fair value of warrant liabilities. In addition, we had cash inflows primarily related to an increase of $9.4 million in accrued payroll, accrued expenses and other current liabilities. This was offset by net cash outflows primarily related to (1) an increase of $10.8 million in trade receivables, (2) a $1.2 million increase in prepaid expenses and other current assets and (3) a decrease of $2.3 million in accounts payable.

We used $76.2 million to fund investing activities during the nine months ended July 31, 2022. The Company used $81.0 million for the purchase of property, plant and equipment and $1.5 million for the purchase of intangible assets, which was partially offset by proceeds from the sale of property, plant and equipment of $6.2 million.

Net cash provided by financing activities was $14.4 million for the nine months ended July 31, 2022. Financing activities during this period primarily included $16.1 million in net borrowings under the Company's ABL Facility in addition to $1.4 million in outflows for the purchase of treasury stock from stock award vesting activity.

Net cash provided by operating activities during the nine-month period ended July 31, 2021 was $60.3 million. The Company had a net loss of $18.5 million that included an increase of $1.4 million in our net deferred income taxes, a gain on sale of assets of $1.1 million, and significant non-cash charges totaling $75.6 million as follows: (1) depreciation of $21.2 million, (2) amortization of intangible assets of $20.5 million, (3) amortization of deferred financing costs of $1.9 million, (4) loss on extinguishment of debt expense of $15.5 million, (5) stock-based compensation expense of $5.3 million, and (6) an $11.2 million increase in the fair value of warrant liabilities. In addition, we had cash inflows primarily related to the following activity: (1) a decrease of $0.5 million in trade receivables, (2) an increase of $5.9 million in accrued payroll, accrued expenses and other current liabilities and (3) an increase of $0.8 million in income taxes payable. These amounts were partially offset by net cash outflows primarily related to a $1.3 million increase in prepaid expenses and other current assets.

We used $29.5 million to fund investing activities during the nine-month period ended July 31, 2021. The Company used $34.6 million for the purchase of property, plant and equipment, which was partially offset by proceeds from the sale of property, plant and equipment of $5.1 million.

Net cash used in financing activities was $16.9 million for the nine-month period ended July 31, 2021. Financing activities during this period included $1.9 million in net borrowings under the Company's ABL Facility, $375.0 million in proceeds from the issuance of Senior Notes, $381.2 million in payments made to extinguish the Term Loan Agreement and $8.5 million in debt issuance costs.

Non-GAAP Measures (EBITDA and Adjusted EBITDA)

We calculate EBITDA by taking GAAP net income and adding back interest expense, income taxes, depreciation and amortization. Adjusted EBITDA is calculated by taking EBITDA and adding back transaction expenses, loss on debt extinguishment, stock-based compensation, other income, net, goodwill and intangibles impairment, and other adjustments. We believe these non-GAAP measures of financial results provide useful information to management and investors regarding certain financial and business trends related to our financial condition and results of operations, and as a tool for investors to use in evaluating our ongoing operating results and trends and in comparing our financial measures with competitors who also present similar non-GAAP financial measures. In addition, these measures (1) are used in quarterly and annual financial reports prepared for management and our board of directors and (2) help management to determine incentive compensation. EBITDA and Adjusted EBITDA have limitations and should not be considered in isolation or as a substitute for performance measures calculated under GAAP. These non-GAAP measures exclude certain cash expenses that we are obligated to make. In addition, other companies in our industry may calculate EBITDA and Adjusted EBITDA differently or may not calculate it at all, which limits the usefulness of EBITDA and Adjusted EBITDA as comparative measures. Transaction expenses represent expenses for legal, accounting, and other professionals that were engaged in the completion of various acquisitions. Transaction expenses can be volatile as they are primarily driven by the size of a specific acquisition. As such, we exclude these amounts from Adjusted EBITDA for comparability across periods. Other adjustments include reversal of intercompany allocations (in consolidation these net to zero), severance expenses, director fees, expenses related to being a publicly traded company and other non-recurring costs.

	Three Months Ended July 31,		Nine Months Ended July 31,	
	2022	2021	2022	2021
(in thousands)	As Restated		As Restated	
Consolidated				
Net income (loss)	$ 12,976	$ 4,638	$ 20,144	$ (18,505)
Interest expense, net	6,517	6,153	19,126	19,082
Income tax expense (benefit)	2,030	1,652	2,535	(826)
Depreciation and amortization	14,190	13,838	42,505	41,686
EBITDA	35,713	26,281	84,310	41,437
Transaction expenses	20	111	59	195
Loss on debt extinguishment	-	-	-	15,510
Stock-based compensation	1,333	1,258	4,164	5,280
Change in fair value of warrant liabilities	(7,420)	(260)	(9,894)	11,195
Other income, net	(16)	(32)	(69)	(85)
Other adjustments	1,010	1,091	3,718	2,325
Adjusted EBITDA	$ 30,640	$ 28,449	$ 82,288	$ 75,857

	Three Months Ended July 31,		Nine Months Ended July 31,	
	2022	2021	2022	2021
(in thousands)	As Restated		As Restated	
U.S. Concrete Pumping				
Net income (loss)	$ 2,812	$ 1,844	$ 3,772	$ (11,759)
Interest expense, net	5,795	5,347	16,879	16,717
Income tax expense (benefit)	961	781	258	(2,424)
Depreciation and amortization	9,927	9,206	29,615	27,885
EBITDA	19,495	17,178	50,524	30,419
Transaction expenses	20	111	59	195
Loss on debt extinguishment	-	-	-	15,510
Stock-based compensation	1,333	1,258	4,164	5,280
Other income, net	(6)	(17)	(43)	(42)
Other adjustments	(463)	(127)	(541)	(1,367)
Adjusted EBITDA	$ 20,379	$ 18,403	$ 54,163	$ 49,995

(in thousands)	Three Months Ended July 31, 2022	Three Months Ended July 31, 2021	Nine Months Ended July 31, 2022	Nine Months Ended July 31, 2021
U.K. Operations				
Net income	$ 441	$ 384	$ 358	$ 254
Interest expense, net	722	806	2,247	2,365
Income tax expense	153	149	122	51
Depreciation and amortization	1,881	2,042	5,892	6,124
EBITDA	3,197	3,381	8,619	8,794
Transaction expenses	-	-	-	-
Stock-based compensation	-	-	-	-
Other income, net	(5)	(12)	(11)	(38)
Other adjustments	763	718	2,409	2,192
Adjusted EBITDA	$ 3,955	$ 4,087	$ 11,017	$ 10,948

(in thousands)	Three Months Ended July 31, 2022	Three Months Ended July 31, 2021	Nine Months Ended July 31, 2022	Nine Months Ended July 31, 2021
U.S. Concrete Waste Management Services				
Net income	$ 2,010	$ 1,832	$ 5,205	$ 3,282
Interest expense, net	-	-	-	-
Income tax expense	796	626	1,832	1,210
Depreciation and amortization	2,170	2,379	6,361	7,050
EBITDA	4,976	4,837	13,398	11,542
Transaction expenses	-	-	-	-
Stock-based compensation	-	-	-	-
Other income, net	(5)	(3)	(15)	(5)
Other adjustments	710	500	1,850	1,500
Adjusted EBITDA	$ 5,681	$ 5,334	$ 15,233	$ 13,037

(in thousands)	Three Months Ended July 31, 2022	Three Months Ended July 31, 2021	Nine Months Ended July 31, 2022	Nine Months Ended July 31, 2021
Corporate				
Net income (loss)	$ 7,713	$ 578	$ 10,809	$ (10,282)
Interest expense, net	-	-	-	-
Income tax expense	120	96	323	337
Depreciation and amortization	212	211	637	627
EBITDA	8,045	885	11,769	(9,318)
Transaction expenses	-	-	-	-
Stock-based compensation	-	-	-	-
Change in fair value of warrant liabilities	(7,420)	(260)	(9,894)	11,195
Other income, net	-	-	-	-
Other adjustments	-	-	-	-
Adjusted EBITDA	$ 625	$ 625	$ 1,875	$ 1,877

JOBS Act

On April 5, 2012, the JOBS Act was signed into law. The JOBS Act contains provisions that, among other things, relax certain reporting requirements for qualifying public companies. As we are an emerging growth company, we have qualified for and have previously elected to delay the adoption of new or revised accounting standards, and as a result, we may not comply with new or revised accounting standards on the relevant dates on which adoption of such standards is required for non-emerging growth companies. As a result, our financial statements may not be comparable to companies that comply with new or revised accounting pronouncements as of public company effective dates. The Company will no longer be an emerging growth company as of October 31, 2022 and will have to adopt and comply with accounting and legal standards for non-emerging growth companies at the filing of our fiscal 2022- 10-K.

Critical Accounting Policies and Estimates

In presenting our financial statements in conformity with U.S. GAAP, we are required to make estimates and assumptions that affect the amounts reported therein. Several of the estimates and assumptions we are required to make relate to matters that are inherently uncertain as they pertain to future events. However, events that are outside of our control cannot be predicted and, as such, they cannot be contemplated in evaluating such estimates and assumptions. If there is a significant unfavorable change to current conditions, it could result in a material impact to our consolidated and combined results of operations, financial position and liquidity. We believe that the estimates and assumptions we used when preparing our financial statements were the most appropriate at that time. Presented below are those accounting policies that we believe require subjective and complex judgments that could potentially affect reported results. However, the majority of our business activities are in environments where we are paid a fee for a service performed, and therefore the results of the majority of our recurring operations are recorded in our financial statements using accounting policies that are not particularly subjective, nor complex.

Listed below are those estimates that we believe are critical and require the use of complex judgment in their application.

Goodwill and Intangible Assets

In accordance with ASC Topic 350, *Intangibles–Goodwill and Other* (“ASC 350”), the Company evaluates goodwill for possible impairment annually, generally as of August 31st, or more frequently if events or changes in circumstances indicate that the carrying amount of such assets may not be recoverable. The Company uses a two-step process to assess the realizability of goodwill. The first step is a qualitative assessment that analyzes current economic indicators associated with a particular reporting unit. For example, the Company analyzes changes in economic, market and industry conditions, business strategy, cost factors, and financial performance, among others, to determine if there are indicators of a significant decline in the fair value of a particular reporting unit. If the qualitative assessment indicates a stable or improved fair value, no further testing is required. If a qualitative assessment indicates it is more likely than not that the fair value of a reporting unit is less than its carrying amount, the Company will proceed to the quantitative second step where the fair value of a reporting unit is calculated based on weighted income and market-based approaches. If the fair value of a reporting unit is lower than its carrying value, an impairment to goodwill is recorded, not to exceed the carrying amount of goodwill in the reporting unit.

Fair value determinations require considerable judgment and are sensitive to changes in underlying assumptions, estimates and market factors. Estimating fair value of individual reporting units and indefinite-lived intangible assets requires us to make assumptions and estimates regarding out future plans, as well as industry and economic conditions including those relating to the duration and severity of COVID-19. These assumptions and estimates include projected revenue, royalty rate, discount rate, tax amortization benefit and other market factors outside of our control. The Company elects to perform a qualitative assessment for the other quarterly reporting periods throughout the fiscal year.

When we perform any goodwill impairment test, the estimated fair value of our reporting units are determined using an income approach that utilizes a discounted cash flow (“DCF”) model and a market approach that utilizes the guideline public company method (“GPC”), both of which are weighted for each reporting unit and are discussed below in further detail. In accordance with ASC Topic 820, Fair Value Measurement ("ASC 820"), we evaluated the methods for reasonableness and reliability and assigned weightings accordingly. A mathematical weighting is not prescribed by ASC 820, rather it requires judgement. As such, each of the valuation methods were weighted by accounting for the relative merits of each method and considered, among other things, the reliability of the valuation methods and the inputs used in the methods. In addition, in order to assess the reasonableness of the fair value of our reporting units as calculated under both approaches, we also compare the Company’s total fair value to its market capitalization and calculate an implied control premium (the excess sum of the reporting unit’s fair value over its market capitalization). We evaluate the implied control premium by comparing it to control premiums of recent comparable market transactions, as applicable.

Under the income approach, the DCF model is based on expected future after-tax operating cash flows of the reporting unit, discounted to a present value using a risk-adjusted discount rate. Estimates of future cash flows require management to make significant assumptions concerning (i) future operating performance, including future sales, long-term growth rates, operating margins, variations in the amount and timing of cash flows and the probability of achieving the estimated cash flows, (ii) the probability of regulatory approvals, and (iii) future economic conditions, including the extent and duration of the COVID-19 pandemic, all of which may differ from actual future cash flows. These assumptions are based on significant inputs not observable in the market and thus represent Level 3 measurements within the fair value hierarchy. The discount rate, which is intended to reflect the risks inherent in future cash flow projections, used in the DCF model, is based on estimates of the weighted average cost of capital (“WACC”) of market participants relative to our reporting unit. Financial and credit market volatility can directly impact certain inputs and assumptions used to develop the WACC. Any changes in these assumptions may affect our fair value estimate and the result of an impairment test. The discount rates and other inputs and assumptions are consistent with those that a market participant would use.

The GPC method provides an estimate of value using multiples derived from the stock prices of publicly traded companies. This method requires a selection of comparable publicly traded companies on major exchanges and involves a certain degree of judgment, as no two companies are entirely alike. These companies should be engaged in the same or a similar line of business as the reporting units be evaluated. Once comparable companies are selected, the application of the GPC method includes (i) analysis of the guideline public companies' financial and operating performance, growth, intangible asset's value, size, leverage, and risk relative to the respective reporting unit, (ii) calculation of valuation multiples for the selected guideline companies, and (iii) application of the valuation multiples to each reporting unit's selected operating metrics to arrive at an indication of value. Market multiples for the selected guideline public companies are developed by dividing the business enterprise value of each guideline public company by a measure of its financial performance (e.g., earnings). The business enterprise value is calculated taking the market value of equity (share price times fully-diluted shares outstanding) plus total interest bearing debt net of cash, preferred stock and minority interest. The market value of equity is based upon the stock price of equity as of the valuation date, and the debt figures are taken from the most recently available financial statements as of the valuation date. In selecting appropriate multiples to apply to each reporting unit, we perform a comparative analysis between the reporting units and the guideline public companies. In making a selection, we consider the revenue growth, profitability and the size of the reporting unit compared to the guideline public companies, and the overall EBITDA multiples implied from the transaction price. In addition, we consider a control premium for purposes of estimating the fair value of our reporting units as we believe that a market participant buyer would be required to pay a premium for control of our business. The control premium utilized is based on control premiums observed in recent comparable market transactions.

The impairment charges were primarily due to COVID-19, which negatively impacted our market capitalization, drove an increase in the discount rate that is utilized in our DCF models, and negatively impacted near-term cash flow expectations.

Income Taxes

We are subject to income taxes in the U.S., U.K. and other jurisdictions. Significant judgment is required in determining our provision for income tax, including evaluating uncertainties in the application of accounting principles and complex tax laws.

Income taxes include federal, state and foreign taxes currently payable and deferred taxes arising from temporary differences between income for financial reporting and income tax purposes. Deferred tax assets and liabilities are determined based on the differences between the financial statement balances and the tax bases of assets and liabilities using enacted tax rates in effect for the year in which the differences are expected to reverse. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in income in the year that includes the enactment date. Valuation allowances are established when necessary to reduce deferred tax assets to amounts expected to be realized.

Item 3. Quantitative and Qualitative Disclosures About Market Risk.

Not applicable.

Item 4. Controls and Procedures.

Conclusion Regarding the Effectiveness of Disclosure Controls and Procedures

Under the supervision and with the participation of our management, including our Chief Executive Officer and Chief Financial Officer, we evaluated the effectiveness of the design and operation of our disclosure controls and procedures (as such term is defined in Rule 13a-15(e) under the Exchange Act). Our disclosure controls and procedures are designed to provide reasonable assurance that the information required to be disclosed in our reports filed or submitted under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms. Any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving the desired control objectives. Disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information required to be disclosed in our reports filed or submitted under the Exchange Act is accumulated and communicated to management, including our certifying officers, or persons performing similar functions, as appropriate, to allow timely decisions regarding required disclosure.

At the time of our quarterly filing of Form 10-Q which was filed on September 8, 2022, our Chief Executive Officer and Chief Financial Officer concluded that our disclosure controls and procedures were effective as of July 31, 2022. Subsequent to the restatement described in Note 2 — "Restatement of Previously Issued Condensed Consolidated Financial Statements", we have re-evaluated the effectiveness of the design and operation of our disclosure controls and procedures as of July 31, 2022. The re-evaluation was carried out under the supervision and with the participation of our management, including our Chief Executive Officer and Chief Financial Officer. Based on this re-evaluation, our Chief Executive Officer and Chief Financial Officer concluded that, as of July 31, 2022, due to the material weakness described below, the disclosure controls and procedures were not effective.

As a result of the material weakness, management performed additional procedures to ensure that our consolidated financial statements are prepared in accordance with accounting principles generally accepted in the United States of America (US GAAP). Accordingly, we believe that the financial statements for the periods covered by and included in this Quarterly Report on Form 10-Q/A fairly present in all material respects our financial condition, results of operations and cash flows.

Material Weakness

A material weakness is a deficiency, or combination of deficiencies, in internal control over financial reporting, such that there is a reasonable possibility that a material misstatement of the Company's annual or interim financial statements will not be prevented or detected on a timely basis.

In connection with the restatement of the Company's financial statements as of July 31, 2022, we identified the following material weakness in our internal control over financial reporting:

We did not maintain effective internal control over financial reporting related to the review of manual journal entries within the financial statement close process.

Remediation Plan

The Company and its Board of Directors are committed to maintaining an effective internal control environment. Management, with the oversight of the Audit Committee, has evaluated the material weakness described above and designed a remediation plan to address the material weakness and enhance the Company's internal control environment. The remediation plan is being implemented and includes implementing incremental controls, enhancing training, and improving the schedules used to prepare more complex journal entries.

Changes in Internal Control Over Financial Reporting

Except as noted above, there was no change in our internal control over financial reporting identified in connection with the evaluation required by Rule 13a-15(d) and 15d-15(d) of the Exchange Act that occurred during the period covered by this Quarterly Report on Form 10-Q/A that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

Part II

Item 1. Legal Proceedings.

From time to time, we may have been and may again become involved in legal proceedings arising in the ordinary course of our business. We are not presently a party to any litigation that we believe to be material and we are not aware of any pending or threatened litigation against us that we believe could have a material adverse effect on our business, operating results, financial condition, or cash flows.

Item 1A. Risk Factors.

Except as noted below, there have been no material changes to the Risk Factors previously disclosed in our Annual Report on Form 10-K for the year ended October 31, 2021 filed with the SEC on January 12, 2022 (the "Form 10-K"). For a detailed discussion of the other risks that affect our business, please refer to the entire section entitled "Risk Factors" in the Form 10-K.

We have identified a material weakness in our internal control over financial reporting and have restated our financial statements for the quarter ended July 31, 2022. If we are unable to remediate this material weakness and maintain effective controls in the future, our stock price may suffer.

We have identified a material weakness in our internal control over financial reporting and have restated our financial statements for the quarter ended July 31, 2022. A material weakness is a deficiency, or combination of deficiencies, in internal control over financial reporting, such that there is a reasonable possibility that a material misstatement of the Company's annual or interim financial statements will not be prevented or detected on a timely basis. The restatement of our financial statements for the quarter ended July 31, 2022 and the related material weakness may adversely affect our stock price, and the measures we take to remediate the deficiency in our internal control over financial reporting and to implement and maintain effective controls in the future may not be sufficient to satisfy our obligations as a public company and produce reliable financial reports, which may result in additional material misstatements of our consolidated financial statements and adverse impacts on our business, financial condition, and results of operations.

Section 404 of the Sarbanes-Oxley Act requires any company subject to the reporting requirements of the U.S. securities laws to do a comprehensive evaluation of its and its consolidated subsidiaries' internal control over financial reporting. To comply with this statute, we are currently required to document, test and report on our internal control over financial reporting. In addition, starting with our 2022 fiscal year, our independent auditors are required to issue an opinion on our audit of our internal control over financial reporting. The rules governing the standards that must be met for management to assess our internal control over financial reporting are complex and require significant documentation, testing and possible remediation to meet the detailed standards under the rules. The effectiveness of our internal control over financial reporting is subject to various inherent limitations, including cost limitations, judgments used in decision making, assumptions about the likelihood of future events, the possibility of human error, and the risk of fraud.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds.

Issuer Purchases of Equity Securities

During the third quarter of 2022, we repurchased an aggregate of 62,850 shares of our common stock for a total of $0.4 million at an average price of $6.09 per share. The following table reflects issuer purchases of equity securities for the three months ended July 31, 2022:

ISSUER PURCHASES OF EQUITY SECURITIES

Period	Total Number of Shares Purchased	Average Price Paid per Share[1]	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs	Approximate Dollar Value of Shares that May Yet be Purchased under Plans or Programs [2,3]
May 1, 2022 - May 31, 2022	-	-	-	-
June 1, 2022 - June 30, 2022	27,716	$ 6.13	27,716	$ 9,830,101
July 1, 2022 - July 31, 2022	35,134	6.06	35,134	9,617,189
Total	62,850	$ 6.09	62,850	$ 9,617,189

(1) Includes commission cost.
(2) Dollar value of shares that may yet be purchased under the repurchase program is as of the end of the period.
(3) In June 2022, our board of directors approved a share repurchase program, which was announced on June 7, 2022, authorizing us to repurchase up to $10.0 million of our common stock from time to time through June 15, 2023.

Item 3. Defaults Upon Senior Securities.

None

Item 4. Mine Safety Disclosures.

Not Applicable.

Item 5. Other Information.

(a) None
(b) None

Item 6. Exhibits.

The documents set forth below are filed herewith or incorporated herein by reference to the location indicated.

Exhibit No.	Description
10.1	Second Amendment to Amended and Restated ABL Credit Agreement, dated July 29, 2022 (incorporated by reference to Exhibit 10.1 to the Current Report on Form 8-K (File No. 001-38166) filed by Concrete Pumping Holdings, Inc. on August 1, 2022).
31.1	Certification of the Chief Executive Officer required by Rule 13a-14(a) or Rule15d-14(a).
31.2	Certification of the Chief Financial Officer required by Rule 13a-14(a) or Rule15d-14(a).
32.1	Certification of the Chief Executive Officer required by Rule 13a-14(b) or Rule15d-14(b) and 18 U.S.C. Section 1350.
32.2	Certification of the Chief Financial Officer required by Rule 13a-14(b) or Rule15d-14(b) and 18 U.S.C. Section 1350.
101.INS	Inline XBRL Instance Document (the Instance Document does not appear in the Interactive Data File because its XBRL tags are embedded within the Inline XBRL document)
101.SCH	Inline XBRL Taxonomy Extension Schema Document
101.CAL	Inline XBRL Taxonomy Extension Calculation Linkbase Document
101.DEF	Inline XBRL Taxonomy Extension Definition Linkbase Document
101.LAB	Inline XBRL Taxonomy Extension Label Linkbase Document
101.PRE	Inline XBRL Taxonomy Extension Presentation Linkbase Document
104	Cover Page Interactive Data File (formatted as Inline XBRL and contained in Exhibit 101)

SIGNATURES

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

CONCRETE PUMPING HOLDINGS, INC.

By: /s/ Iain Humphries
Name: Iain Humphries
Title: Chief Financial Officer and Secretary
(Authorized Signatory)

Dated: December 13, 2022

Exhibit 31.1

CERTIFICATION OF CHIEF EXECUTIVE OFFICER
PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, Bruce Young, certify that:

1. I have reviewed this Amendment No. 1 to the Quarterly Report on Form 10-Q/A for the quarter ended July 31, 2022 of Concrete Pumping Holdings, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

   (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

   (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

   (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: December 13, 2022

/s/ Bruce Young
Bruce Young, Chief Executive Officer and Director
(principal executive officer)

Exhibit 31.2

CERTIFICATION OF CHIEF FINANCIAL OFFICER
PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, Iain Humphries, certify that:

1. I have reviewed this Amendment No. 1 to the Quarterly Report on Form 10-Q/A for the quarter ended July 31, 2022 of Concrete Pumping Holdings, Inc.;

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

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

4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

   (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

   (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

   (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: December 13, 2022

/s/ Iain Humphries
Iain Humphries, Chief Financial Officer and Director
(principal financial and accounting officer)

Exhibit 32.1

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

Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, I the undersigned Chief Executive Officer of Concrete Pumping Holdings, Inc. (the "Company") hereby certify that to my knowledge, the Amendment No.1 to the Quarterly Report on Form 10-Q/A of the Company for the quarter ended July 31, 2022 (the “Report”) accompanying this certification, fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and that the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: December 13, 2022

/s/ Bruce Young
Bruce Young, Chief Executive Officer and Director
(principal executive officer)

Exhibit 32.2

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

Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, I the undersigned Chief Financial Officer of Concrete Pumping Holdings, Inc. (the "Company") hereby certify that to my knowledge, Amendment No.1 to the Quarterly Report on Form 10-Q/A of the Company for the quarter ended July 31, 2022 (the “Report”) accompanying this certification, fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and that the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: December 13, 2022	/s/ Iain Humphries
	Iain Humphries, Chief Financial Officer and Director
	(principal financial and accounting officer)