

FreightCar America, Inc.
Form 10-Q
November 02, 2011
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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-Q

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

For the Quarterly Period Ended September 30, 2011

or

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

Commission file number: 000-51237

FREIGHTCAR AMERICA, INC.

(Exact name of registrant as specified in its charter)

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Delaware
(State or other jurisdiction of
incorporation or organization)

25-1837219
(I.R.S. Employer
Identification No.)

Two North Riverside Plaza, Suite 1250

Chicago, Illinois
(Address of principal executive offices)

60606
(Zip Code)

(800) 458-2235
(Registrant's telephone number, including area code)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

YES NO

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

YES NO

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

Large accelerated filer Accelerated filer
Non-accelerated filer (Do not check if a smaller reporting company) Smaller reporting company
Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). YES NO

As of October 26, 2011, there were 11,954,381 shares of the registrant's common stock outstanding.

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FREIGHTCAR AMERICA, INC.

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Table of Contents**PART I FINANCIAL INFORMATION****Item 1. Financial Statements.****FreightCar America, Inc.****Condensed Consolidated Balance Sheets****(Unaudited)**

| | September 30, 2011 | December 31, 2010 |
|--|--|----------------------|
| | <i>(In thousands, except share and per share data)</i> | |
| Assets | | |
| Current assets | | |
| Cash and cash equivalents | \$ 65,875 | \$ 61,780 |
| Restricted cash | 910 | 2,322 |
| Accounts receivable, net of allowance for doubtful accounts of \$8 and \$216, respectively | 9,042 | 4,106 |
| Inventories | 92,354 | 57,713 |
| Inventory on lease | | 6,686 |
| Other current assets | 4,193 | 7,065 |
| Deferred income taxes, net | 10,804 | 10,804 |
| Total current assets | 183,178 | 150,476 |
| Long-term inventory | | 7,793 |
| Property, plant and equipment, net | 36,832 | 40,503 |
| Railcars available for lease, net | 57,222 | 58,725 |
| Goodwill | 22,128 | 22,052 |
| Deferred income taxes, net | 26,613 | 26,203 |
| Other long-term assets | 4,380 | 4,891 |
| Total assets | \$ 330,353 | \$ 310,643 |
| Liabilities and Stockholders' Equity | | |
| Current liabilities | | |
| Account and contractual payables | \$ 38,476 | \$ 12,882 |
| Accrued payroll and employee benefits | 4,722 | 4,129 |
| Accrued postretirement benefits | 5,347 | 5,347 |
| Accrued warranty | 7,274 | 7,932 |
| Customer deposits | 4,364 | 3,894 |
| Other current liabilities | 4,635 | 4,497 |
| Total current liabilities | 64,818 | 38,681 |
| Accrued pension costs | 11,222 | 15,689 |
| Accrued postretirement benefits, less current portion | 58,894 | 59,909 |
| Other long-term liabilities | 4,401 | 3,784 |
| Total liabilities | 139,335 | 118,063 |
| Stockholders' equity | | |

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Preferred stock, \$0.01 par value; 2,500,000 shares authorized (100,000 shares each designated as Series A voting and Series B non-voting); 0 shares issued and outstanding at September 30, 2011 and December 31, 2010

| | | |
|--|------------|------------|
| Common stock, \$0.01 par value; 50,000,000 shares authorized, 12,731,678 shares issued at September 30, 2011 and December 31, 2010 | 127 | 127 |
| Additional paid in capital | 99,604 | 98,722 |
| Treasury stock, at cost; 777,297 and 790,486 shares at September 30, 2011 and December 31, 2010, respectively | (35,842) | (36,539) |
| Accumulated other comprehensive loss | (19,598) | (20,000) |
| Retained earnings | 146,727 | 150,274 |
| | | |
| Total FreightCar America stockholders' equity | 191,018 | 192,584 |
| Noncontrolling interest in JV | | (4) |
| | | |
| Total stockholders' equity | 191,018 | 192,580 |
| | | |
| Total liabilities and stockholders' equity | \$ 330,353 | \$ 310,643 |

See Notes to Condensed Consolidated Financial Statements.

Table of Contents**FreightCar America, Inc.****Condensed Consolidated Statements of Operations****(Unaudited)**

| | Three Months Ended September 30, | | Nine Months Ended September 30, | |
|---|--|------------|------------------------------------|------------|
| | 2011 | 2010 | 2011 | 2010 |
| | <i>(In thousands, except share and per share data)</i> | | | |
| Revenues | \$ 130,103 | \$ 41,330 | \$ 299,926 | \$ 91,859 |
| Cost of sales | 120,986 | 42,148 | 284,602 | 89,108 |
| Gross profit (loss) | 9,117 | (818) | 15,324 | 2,751 |
| Selling, general and administrative expenses | 7,306 | 6,503 | 20,173 | 18,048 |
| Gain on sale of railcars available for lease | | | (975) | |
| Operating income (loss) | 1,811 | (7,321) | (3,874) | (15,297) |
| Interest expense, net | (49) | (562) | (166) | (827) |
| Operating income (loss) before income taxes | 1,762 | (7,883) | (4,040) | (16,124) |
| Income tax provision (benefit) | 4,211 | (3,178) | (497) | (6,798) |
| Net loss | (2,449) | (4,705) | (3,543) | (9,326) |
| Less: Net (loss) income attributable to noncontrolling interest in JV | (8) | (9) | 4 | (31) |
| Net loss attributable to FreightCar America | \$ (2,441) | \$ (4,696) | \$ (3,547) | \$ (9,295) |
| Net loss per common share attributable to FreightCar America basic | \$ (0.20) | \$ (0.39) | \$ (0.30) | \$ (0.78) |
| Net loss per common share attributable to FreightCar America diluted | \$ (0.20) | \$ (0.39) | \$ (0.30) | \$ (0.78) |
| Weighted average common shares outstanding basic | 11,919,803 | 11,906,193 | 11,914,278 | 11,892,724 |
| Weighted average common shares outstanding diluted | 11,919,803 | 11,906,193 | 11,914,278 | 11,892,724 |
| Dividends declared per common share | \$ | \$ | \$ | \$ 0.06 |

See Notes to Condensed Consolidated Financial Statements.

Table of Contents**FreightCar America, Inc.****CONDENSED CONSOLIDATED STATEMENTS OF STOCKHOLDERS EQUITY (Unaudited)**

(in thousands, except for share data)

| | FreightCar America Stockholders | | | | | | | | |
|--|---------------------------------|--------|----------------------------------|----------------|-------------|-----------------------|----------------------|-------------------------------------|---------------------------------|
| | Common Stock | | | Treasury Stock | | Accumulated Other | Retained Earnings | Noncontrolling Interest in JV | Total Stockholders Equity |
| | Shares | Amount | Additional Paid In Capital | Shares | Amount | Comprehensive Loss | | | |
| Balance, December 31, 2009 | 12,731,678 | \$ 127 | \$ 97,979 | (790,865) | \$ (37,123) | \$ (18,578) | \$ 163,761 | \$ 87 | \$ 206,253 |
| Net loss | | | | | | | (9,295) | (31) | (9,326) |
| Pension liability activity, net of tax | | | | | | 199 | | | 199 |
| Postretirement liability activity, net of tax | | | | | | 198 | | | 198 |
| Unrealized holding gain on available-for-sale securities, net of reclassification adjustment, net of tax | | | | | | (2) | | | (2) |
| Comprehensive loss | | | | | | | | | (8,931) |
| Restricted stock awards | | | (740) | 15,924 | 740 | | | | |
| Employee restricted stock settlement | | | | (9,938) | (240) | | | | (240) |
| Forfeiture of restricted stock awards | | | 378 | (15,607) | (378) | | | | |
| Stock-based compensation recognized | | | 1,238 | | | | | | 1,238 |
| Cash dividends | | | | | | | (716) | | (716) |
| Balance, September 30, 2010 | 12,731,678 | \$ 127 | \$ 98,855 | (800,486) | \$ (37,001) | \$ (18,183) | \$ 153,750 | \$ 56 | \$ 197,604 |
| Balance, December 31, 2010 | 12,731,678 | \$ 127 | \$ 98,722 | (790,486) | \$ (36,539) | \$ (20,000) | \$ 150,274 | \$ (4) | \$ 192,580 |
| Net (loss) income | | | | | | | (3,547) | 4 | (3,543) |
| Pension liability activity, net of tax | | | | | | 170 | | | 170 |
| Postretirement liability activity, net of tax | | | | | | 247 | | | 247 |
| Foreign currency translation adjustment | | | | | | (15) | | | (15) |
| Comprehensive loss | | | | | | | | | (3,141) |
| Restricted stock awards | | | (792) | 17,147 | 792 | | | | |
| Employee restricted stock settlement | | | | (2,624) | (73) | | | | (73) |
| Forfeiture of restricted stock awards | | | 22 | (1,334) | (22) | | | | |
| Stock-based compensation recognized | | | 1,652 | | | | | | 1,652 |
| Balance, September 30, 2011 | 12,731,678 | \$ 127 | \$ 99,604 | (777,297) | \$ (35,842) | \$ (19,598) | \$ 146,727 | \$ | \$ 191,018 |

See Notes to Condensed Consolidated Financial Statements.

Table of Contents**FreightCar America, Inc.****Condensed Consolidated Statements of Cash Flows****(Unaudited)**

| | Nine Months Ended September 30, 2011 2010 | |
|--|---|------------|
| | <i>(In thousands)</i> | |
| Cash flows from operating activities | | |
| Net loss | \$ (3,543) | \$ (9,326) |
| Adjustments to reconcile net loss to net cash flows used in operating activities | | |
| Depreciation and amortization | 6,700 | 4,964 |
| Other non-cash items | (582) | (1,518) |
| Deferred income taxes | (664) | (6,122) |
| Compensation expense under stock option and restricted share award agreements | 1,652 | 1,238 |
| Changes in operating assets and liabilities | | |
| Accounts receivable | (4,758) | (3,375) |
| Inventories | (27,245) | (12,289) |
| Inventory on lease | | (6,686) |
| Other current assets | 2,753 | (4,058) |
| Account and contractual payables | 25,476 | 1,664 |
| Accrued payroll and employee benefits | 593 | (4,109) |
| Income taxes receivable | 548 | 220 |
| Accrued warranty | (658) | (1,174) |
| Customer deposits and other current liabilities | 405 | 8,692 |
| Deferred revenue, non-current | 350 | (349) |
| Accrued pension costs and accrued postretirement benefits | (5,065) | (345) |
| Net cash flows used in operating activities | (4,038) | (32,573) |
| Cash flows from investing activities | | |
| Restricted cash deposits | | (3,622) |
| Restricted cash withdrawals | 1,412 | 3,932 |
| Purchase of securities available for sale | | (29,982) |
| Maturity of securities available for sale | | 59,996 |
| Proceeds from sale of railcars available for lease | 7,761 | 169 |
| Purchase price adjustment for business acquired | (166) | |
| Cash payments received on deposit for sale of property, plant and equipment | | 1,800 |
| Purchases of property, plant and equipment | (801) | (965) |
| Net cash flows provided by investing activities | 8,206 | 31,328 |
| Cash flows from financing activities | | |
| Deferred financing costs paid | | (103) |
| Employee restricted stock settlement | (73) | (240) |
| Cash dividends paid to stockholders | | (716) |
| Net cash flows used in financing activities | (73) | (1,059) |
| Net increase (decrease) in cash and cash equivalents | 4,095 | (2,304) |
| Cash and cash equivalents at beginning of period | 61,780 | 98,015 |

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| | | |
|--|-----------|-----------|
| Cash and cash equivalents at end of period | \$ 65,875 | \$ 95,711 |
| Supplemental cash flow information: | | |
| Interest paid | \$ 155 | \$ 311 |
| Income taxes paid | \$ | \$ 135 |
| Income tax refunds received | \$ 128 | \$ 794 |

See Notes to Condensed Consolidated Financial Statements.

Table of Contents**FreightCar America, Inc.****Notes to Condensed Consolidated Financial Statements****(Unaudited)***(In thousands, except share and per share data)***Note 1 Description of the Business**

FreightCar America, Inc. (*America*), through its direct and indirect subsidiaries, JAC Operations, Inc. (*Operations*), Johnstown America Corporation (*JAC*), Freight Car Services, Inc. (*FCS*), JAIX Leasing Company (*JAIX*), JAC Patent Company (*JAC Patent*), FreightCar Roanoke Inc. (*FCR*), FreightCar Mauritius Ltd. (*Mauritius*), FreightCar Rail Services, LLC (*FCRS*) and FreightCar Short Line, Inc. (*Short Line*) (herein collectively referred to as the *Company*) manufactures railroad freight cars, supplies railcar parts, leases freight cars and provides railcar maintenance and repair, inspections and fleet management services. The *Company* designs and builds coal cars, bulk commodity cars, flat cars, mill gondola cars, intermodal cars, coil steel cars and motor vehicle carriers. The *Company* is headquartered in Chicago, Illinois and has facilities in the following locations: Clinton, Indiana; Danville, Illinois; Grand Island, Nebraska; Hastings, Nebraska; Johnstown, Pennsylvania; Lakewood, Colorado; and Roanoke, Virginia. The *Company*'s operations comprise two operating segments, Manufacturing and Services. These segments were identified based on the management reporting package provided to the *Company*'s Chief Operating Decision Maker (the Chief Executive Officer) and are grouped based on the *Company*'s products and services and current corporate organizational structure and business decision-making activities. As a result, the *Company*'s segments are based on the management reporting structure used to evaluate performance. The *Company* and its direct and indirect subsidiaries are all Delaware corporations except Mauritius, which is incorporated in Mauritius, and FCRS, which is a Delaware limited liability company. The *Company*'s direct and indirect subsidiaries are all wholly owned.

On August 1, 2011, the *Company* terminated the term of the Joint Venture Agreement (the *JV Agreement*) that it entered into on January 22, 2008 with Titagarh Wagons Limited (*Titagarh*) to develop railcars for the Indian market. Pursuant to the *JV Agreement*, the *Company* and Titagarh formed Titagarh FreightCar Private Limited (*JV*) to initially develop prototype cars based on the *Company*'s designs and to assess the market opportunity for railcar production in India. On August 1, 2011, due to Titagarh's failure to cure its non-compliance with the *JV Agreement*, the *Company* notified Titagarh that the *Company* was exercising its unilateral right under the *JV Agreement* to terminate the term of the *JV Agreement*, effective immediately. The *Company* did not incur a material penalty by reason of this termination and the net book value of the *JV* on the *Company*'s financial statements, which has been written down to zero, was not material.

Note 2 Basis of Presentation

The accompanying condensed consolidated financial statements include the accounts of *America*, *Operations*, *JAC*, *FCS*, *JAIX*, *JAC Patent*, *FCR*, *JV* (through August 1, 2011), *Mauritius*, *FCRS* and *Short Line*. All significant intercompany accounts and transactions have been eliminated in consolidation. The foregoing financial information has been prepared in accordance with the accounting principles generally accepted in the United States of America (*GAAP*) and rules and regulations of the Securities and Exchange Commission (the *SEC*) for interim financial reporting. The preparation of the financial statements in accordance with *GAAP* requires management to make estimates and assumptions that affect the amounts reported in the financial statements and accompanying notes. Actual results could differ from these estimates. The results of operations for the three and nine months ended September 30, 2011 are not necessarily indicative of the results to be expected for the full year. The accompanying interim financial information is unaudited; however, the *Company* believes the financial information reflects all adjustments (consisting of items of a normal recurring nature) necessary for a fair presentation of financial position, results of operations and cash flows in conformity with *GAAP*. Certain information and note disclosures normally included in the *Company*'s annual financial statements prepared in accordance with *GAAP* have been condensed or omitted. These interim financial statements should be read in conjunction with the audited financial statements contained in the *Company*'s annual report on Form 10-K for the year ended December 31, 2010.

Note 3 Recent Accounting Pronouncements

In September 2011, the Financial Accounting Standards Board (FASB) issued changes to Accounting Standards Codification (*ASC*) 350, *Intangibles - Goodwill and Other* related to the testing of goodwill for impairment. These changes provide an entity the option to first assess qualitative factors to determine whether the existence of events or circumstances leads to a determination that it is more likely than not (more than 50%) that the fair value of a reporting unit is less than its carrying amount. Such qualitative factors may include the following: macroeconomic conditions; industry and market considerations; cost factors; overall financial performance; and other relevant entity-specific events. If an entity elects to perform a

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qualitative assessment and determines that an impairment is more likely than not, the entity is then required to perform the existing two-step quantitative impairment test, otherwise no further analysis is required. An entity also may elect not to perform the qualitative assessment and, instead, go directly to the two-step quantitative impairment test. These changes become effective for the Company for any goodwill impairment test performed on January 1, 2012 or later, although early adoption is permitted. Since these changes should not affect the outcome of the impairment analysis of a reporting unit, management does not anticipate that these changes will have a material impact on the consolidated financial statements.

In June 2011, the FASB issued changes to ASC 220, *Presentation of Comprehensive Income* to require companies to present the components of net income and other comprehensive income either in a single continuous statement of comprehensive income or two separate but consecutive statements. The changes eliminate the option to present components of other comprehensive income as part of the statement of changes in stockholders' equity. The items that must be reported in other comprehensive income or when an item of other comprehensive income must be reclassified to net income were not changed. The amended guidance must be applied retroactively, and is effective for interim and annual periods beginning after December 15, 2011, with earlier adoption permitted. Management is currently evaluating these changes to determine which option will be chosen for the presentation of comprehensive income. The adoption of changes to ASC 220 will not impact the Company's financial statements other than presentation.

In May 2011, the FASB issued changes to ASC 820, *Fair Value Measurement* to conform existing guidance regarding fair value measurement and disclosure between GAAP and International Financial Reporting Standards (IFRS). These changes clarify the application of existing fair value measurements and disclosures and change certain principles or requirements for fair value measurements and disclosures. The adoption of changes to ASC 820 is effective for interim and annual periods beginning after December 15, 2011 and is not expected to have a material impact on the Company's financial statements.

In December 2010, the FASB issued changes to ASC 805, *Business Combinations* to address diversity in practice in interpreting the pro forma revenue and earnings disclosure requirements for business combinations. These changes clarify that if a public entity presents comparative financial statements, the entity should disclose revenue and earnings of the combined entity as though the current year business combination had occurred as of the beginning of the comparable prior annual reporting period. The existing supplemental pro forma disclosures were also expanded to include a description of the nature and amount of material, nonrecurring pro forma adjustments directly attributable to the business combination included in the reported pro forma revenue and earnings. These changes to ASC 805 are effective for business combinations for which the acquisition date is on or after January 1, 2011. The adoption of changes to ASC 805 had no impact on the Company's financial statements.

Note 4 Segment Information

During the first quarter of 2011, the Company re-aligned its management reporting and performance structure, which resulted in separating the business into two operating segments for reporting purposes, Manufacturing and Services. These segments were identified based on the management reporting and performance package provided to the Company's Chief Operating Decision Maker (the Chief Executive Officer) and are grouped based on the Company's products and services and current corporate organizational structure and business decision-making activities. The Company's Manufacturing segment includes new railcar manufacturing, used railcar sales, railcar leasing and major railcar rebuilds. The Company's Services segment includes general railcar repair and maintenance, inspections, parts sales and railcar fleet management services. Corporate includes administrative activities and all other non-operating activity.

Segment operating income is an internal performance measure used by the Company's Chief Operating Decision Maker to assess the performance of each segment in a given period. Segment operating income includes all external revenues attributable to the segments as well as operating costs and income that management believes are directly attributable to the current production of goods and services. The Company's management reporting package does not include interest revenue, interest expense or income taxes allocated to individual segments and these items are not considered as a component of segment operating income. Segment assets represent operating assets and exclude intersegment receivables, deferred tax assets and income tax receivables. The Company does not allocate cash and cash equivalents to its operating segments as the Company's treasury function is managed at the corporate level.

The accounting policies of the business segments are the same as those described in the summary of significant accounting policies in the Company's annual report on Form 10-K for the year ended December 31, 2010.

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| | Three Months Ended | | Nine Months Ended | |
|---|--------------------|-------------------|-------------------|--------------------|
| | September 30, | | September 30, | |
| | 2011 | 2010 | 2011 | 2010 |
| Revenues: | | | | |
| Manufacturing | \$ 122,183 | \$ 39,256 | \$ 273,643 | \$ 80,978 |
| Services | 7,920 | 2,074 | 26,283 | 10,881 |
| Consolidated Revenues | \$ 130,103 | \$ 41,330 | \$ 299,926 | \$ 91,859 |
| Operating Income (Loss): | | | | |
| Manufacturing | \$ 6,876 | \$ (1,780) | \$ 9,199 | \$ (3,763) |
| Services | 1,138 | 508 | 3,394 | 5,382 |
| Corporate | (6,203) | (6,049) | (16,467) | (16,916) |
| Consolidated Operating Income (Loss) | \$ 1,811 | \$ (7,321) | \$ (3,874) | \$ (15,297) |
| Depreciation and Amortization: | | | | |
| Manufacturing | \$ 1,431 | \$ 1,411 | \$ 4,394 | \$ 4,183 |
| Services | 493 | | 1,457 | |
| Corporate | 317 | 260 | 849 | 781 |
| Consolidated Depreciation and Amortization | \$ 2,241 | \$ 1,671 | \$ 6,700 | \$ 4,964 |

| | Nine Months Ended | |
|--|--------------------|--------------------|
| | September 30, 2011 | September 30, 2010 |
| Capital Expenditures: | | |
| Manufacturing | \$ 216 | \$ 806 |
| Services | 269 | |
| Corporate | 316 | 159 |
| Consolidated Capital Expenditures | \$ 801 | \$ 965 |

| | September 30, 2011 | December 31, 2010 |
|---|--------------------|-------------------|
| | Assets: | |
| Manufacturing | \$ 183,488 | \$ 167,119 |
| Services | 26,578 | 25,699 |
| Corporate | 81,946 | 79,767 |
| Total Operating Assets | 292,012 | 272,585 |
| Consolidated income taxes receivable | 924 | 1,051 |
| Consolidated deferred income taxes, current | 10,804 | 10,804 |
| Consolidated deferred income taxes, long-term | 26,613 | 26,203 |
| Consolidated Assets | \$ 330,353 | \$ 310,643 |

Note 5 Fair Value Measurements

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The Company's current investment policy is to invest in cash and securities backed by the U.S. government. The carrying amounts of cash equivalents approximate fair value because of the short maturity of these instruments.

The following table sets forth by level within the ASC 820 fair value hierarchy the Company's financial assets and liabilities that were recorded at fair value on a recurring basis.

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| Recurring Fair Value Measurements | As of September 30, 2011 | | | |
|-----------------------------------|--------------------------|---------|---------|-----------|
| | Level 1 | Level 2 | Level 3 | Total |
| ASSETS: | | | | |
| Cash equivalents | \$ 53,884 | \$ | \$ | \$ 53,884 |

| Recurring Fair Value Measurements | As of December 31, 2010 | | | |
|-----------------------------------|-------------------------|---------|---------|-----------|
| | Level 1 | Level 2 | Level 3 | Total |
| ASSETS: | | | | |
| Cash equivalents | \$ 51,674 | \$ | \$ | \$ 51,674 |
| Restricted cash equivalents | \$ 1,212 | \$ | \$ | \$ 1,212 |

Note 6 Inventories

Inventories are stated at the lower of first-in, first-out cost or market and include material, labor and manufacturing overhead. The components of inventories are as follows:

| | September 30, 2011 | December 31, 2010 |
|--------------------------------------|-----------------------|----------------------|
| Work in progress | \$ 83,603 | \$ 55,439 |
| Finished new railcars | 6,477 | |
| Used railcars acquired upon trade-in | 2,274 | 2,274 |
| Total inventories | \$ 92,354 | \$ 57,713 |

The above table excludes long-term inventory of \$0 and \$7,793 as of September 30, 2011 and December 31, 2010, respectively. Due to increased order activity, all long-term inventory from December 31, 2010 was transferred to work in progress during the first quarter of 2011.

Note 7 Leased Railcars

The Company offers railcar leases to its customers at market rates with terms and conditions that have been negotiated with the customers. It is the Company's strategy to actively market these leased assets for sale to leasing companies and financial institutions rather than holding them to maturity. If, as of the date of the initial lease, management determines that the sale of the railcars is probable, and transfer of the railcars is expected to qualify for recognition as a completed sale within one year, the leased railcars are classified as current assets on the balance sheet (Inventory on Lease). In determining whether it is probable that the leased railcars will be sold within one year, management considers general market conditions for similar railcars and considers whether market conditions are indicative of a potential sales price that will be acceptable to the Company to sell the cars within one year. Inventory on Lease is carried at the lower of cost or market value and is not depreciated. At the one year anniversary of the initial lease or such earlier date when management no longer believes the leased railcars will be sold within one year of the initial lease, the leased railcars are reclassified from current assets (Inventory on Lease) to long-term assets (Railcars Available for Lease). Railcars Available for Lease are depreciated over 40 years from the date the railcars are placed in service under the initial lease. The Company recognizes operating lease revenue on Inventory on Lease on a contractual basis and recognizes operating lease revenue on Railcars Available for Lease on a straight-line basis over the life of the lease. The Company recognizes revenue from the sale of Inventory on Lease on a gross basis in manufacturing sales and cost of sales as the manufacture of the railcars and the sales process is completed within 12 months. The Company recognizes revenue from the sale of Railcars Available for Lease on a net basis as Gain (Loss) on Sale of Railcars Available for Lease since the sale represents the disposal of a long-term operating asset.

Leased railcars at September 30, 2011 included Railcars Available for Lease classified as long-term assets of \$57,222. Leased railcars at December 31, 2010 included Inventory on Lease classified as current assets of \$6,686 and Railcars Available for Lease classified as long-term assets of \$58,725. The Company's lease utilization rate for railcars in its lease fleet including those classified as Inventory on Lease and those classified as Railcars Available for Lease was 93% at September 30, 2011 and 100% at September 30, 2010. Leased railcars at September 30, 2011 are subject to lease agreements with external customers with various expiration dates.

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Future minimum rental revenues on leased railcars at September 30, 2011 are as follows:

| | |
|---------------------------------------|-----------|
| Three months ending December 31, 2011 | \$ 1,381 |
| Year ending December 31, 2012 | 4,351 |
| Year ending December 31, 2013 | 3,786 |
| Year ending December 31, 2014 | 3,085 |
| Year ending December 31, 2015 | 2,003 |
| Thereafter | 7,448 |
| | \$ 22,054 |

Note 8 Property, Plant and Equipment

Property, plant and equipment consists of the following:

| | September 30, 2011 | December 31, 2010 |
|--|-----------------------|----------------------|
| Buildings and improvements | \$ 28,433 | \$ 26,986 |
| Machinery and equipment | 28,938 | 30,188 |
| Software | 8,232 | 6,837 |
| Cost of buildings, improvements, machinery, equipment and software | 65,603 | 64,011 |
| Less: Accumulated depreciation and amortization | (31,704) | (27,097) |
| Buildings, improvements, machinery, equipment and software, net of accumulated depreciation and amortization | 33,899 | 36,914 |
| Land | 2,203 | 2,203 |
| Construction in process | 730 | 1,386 |
| Total property, plant and equipment, net | \$ 36,832 | \$ 40,503 |

Note 9 Intangible Assets and Goodwill

Intangible assets consist of the following:

| | September 30, 2011 | December 31, 2010 |
|---|-----------------------|----------------------|
| Patents | \$ 13,097 | \$ 13,097 |
| Accumulated amortization | (10,229) | (9,786) |
| Patents, net of accumulated amortization | 2,868 | 3,311 |
| Customer-related intangibles | 1,300 | 1,300 |
| Accumulated amortization | (54) | (22) |
| Customer-related intangibles, net of accumulated amortization | 1,246 | 1,278 |

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| | | |
|--------------------------------|---------------|---------------|
| Total amortizing intangibles | \$ 4,114 | \$ 4,589 |
| Manufacturing segment goodwill | \$ 21,521 | \$ 21,521 |
| Services segment goodwill | 607 | 531 |
| Total goodwill | \$ 22,128 | \$ 22,052 |

Patents are being amortized on a straight-line method over their remaining legal life from the date of acquisition. The weighted average remaining life of the Company's patents is 6 years. Amortization expense related to patents, which is included in selling, general and administrative expenses, was \$148 for each of the three month periods ended September 30, 2011 and 2010, and \$443 for each of the nine month periods ended September 30, 2011 and 2010.

Customer-related intangibles are being amortized from the date of acquisition and have a remaining life of 19 years. Amortization expense related to customer intangibles, which is included in selling, general and administrative expenses, was \$11 and \$32 for the three and nine months ended September 30, 2011, respectively. There was no amortization expense related to customer intangibles for the three and nine months ended September 30, 2010 since the Company's customer-related intangibles were acquired during the fourth quarter of 2010 in connection with FCRS's acquisition of the business assets of DTE Rail Services, Inc.

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The estimated intangible amortization at September 30, 2011 is as follows:

| | |
|-------------------------------|-----------------|
| Year ending December 31, 2011 | \$ 628 |
| Year ending December 31, 2012 | 734 |
| Year ending December 31, 2013 | 730 |
| Year ending December 31, 2014 | 735 |
| Year ending December 31, 2015 | 710 |
| Thereafter | 1,052 |
| | \$ 4,589 |

The Company evaluates its patent and customer-related intangibles for impairment at least annually and has identified no impairment during 2011 or 2010.

The Company performs the goodwill impairment test required by ASC 350, *Intangibles – Goodwill and Other*, as of January 1 of each year. Management estimates the valuation of the Company (which consists of two reporting units) using a combination of methods, appropriate to the circumstances, including discounted future cash flows, and the Company's market capitalization. There were no adjustments required based on the annual impairment tests for 2011 or 2010.

Note 10 Product Warranties

Warranty terms are based on the negotiated railcar sales contracts and typically are for periods of one to five years. The changes in the warranty reserve for the three and nine months ended September 30, 2011 and 2010, are as follows:

| | Three Months Ended September 30, | | Nine Months Ended September 30, | |
|---|-------------------------------------|-----------------|------------------------------------|-----------------|
| | 2011 | 2010 | 2011 | 2010 |
| Balance at the beginning of the period | \$ 6,836 | \$ 8,392 | \$ 7,932 | \$ 9,146 |
| Provision for warranties issued during the period | 487 | 137 | 1,102 | 240 |
| Reductions for payments and cost of repairs estimates | (49) | (557) | (1,760) | (1,414) |
| Balance at the end of the period | \$ 7,274 | \$ 7,972 | \$ 7,274 | \$ 7,972 |

Note 11 Revolving Credit Facility

On July 29, 2010, the Company entered into a \$30,000 senior secured revolving credit facility pursuant to a Loan and Security Agreement dated as of July 29, 2010 (the "Revolving Loan Agreement") among America, JAC, FCS, Operations and FCR, as borrowers (collectively, the "Borrowers"), and Fifth Third Bank, as lender. The proceeds of the revolving credit facility can be used for general corporate purposes, including working capital. As of September 30, 2011 and December 31, 2010, the Company had no borrowings and therefore had \$30,000 available under the revolving credit facility. The Revolving Loan Agreement also contains a sub-facility for letters of credit not to exceed \$20,000. The Company had \$2,163 and \$1,372 in outstanding letters of credit under the revolving credit facility as of September 30, 2011 and December 31, 2010, respectively.

The Revolving Loan Agreement has a term ending on July 29, 2013 and revolving loans outstanding thereunder will bear interest at a rate of LIBOR plus an applicable margin of 2.50% or at prime, as selected by the Borrowers. The Company is required to pay a non-utilization fee of 0.35% on the unused portion of the revolving loan commitment. Borrowings under the Revolving Loan Agreement are secured by the Borrowers accounts receivable, inventory and certain other assets of the Company, and borrowing availability is tied to a borrowing base of eligible accounts receivable and inventory. The Revolving Loan Agreement has both affirmative and negative covenants, including, without limitation, a minimum tangible net worth covenant and limitations on indebtedness, liens and investments. The Revolving Loan Agreement also provides for customary events of default. As of September 30, 2011, the Company was in compliance with all of the covenants contained in the agreement.

Table of Contents**Note 12 Stock-Based Compensation**

On January 13, 2011, the Company awarded 116,950 non-qualified stock options to certain employees of the Company pursuant to its 2005 Long Term Incentive Plan. The stock options will vest in three equal annual installments beginning on January 13, 2012 and have a contractual term of 10 years. The exercise price of each option is \$29.88, which was the fair market value of the Company's stock on the date of the grant. The Company recognizes stock compensation expense based on the fair value of the award on the grant date using the Black-Scholes option valuation model. The estimated fair value of \$14.61 per option will be recognized over the period during which an employee is required to provide service in exchange for the award, which is usually the vesting period. The following assumptions were used to value the January 13, 2011 stock options: expected lives of the options of 6 years; expected volatility of 49.74%; risk-free interest rate of 1.93%; and expected dividend yield of 0%.

Expected life in years was determined using the simplified method. Expected volatility was based on the historical volatility of the Company's stock. The risk-free interest rate was based on the U.S. Treasury bond rate for the expected life of the option. The expected dividend yield was assumed to be zero since the Company has not paid a dividend since the first quarter of 2010 and the timing or amount of future dividends is unknown.

On January 13, 2011, the Company awarded 7,775 shares of restricted stock to certain employees of the Company pursuant to its 2005 Long Term Incentive Plan. Each restricted stock award will vest in three equal annual installments beginning on the first anniversary of the award, with continued vesting of each award subject to the recipient's continued employment with the Company. Stock compensation expense will be recognized over the vesting period based on the fair market value of the stock on the date of the award, calculated as the average of the high and low trading prices for the Company's common stock on the award date.

On May 11, 2011, the Company awarded 9,372 shares of restricted stock to certain individuals for service on the Company's board of directors pursuant to its 2005 Long Term Incentive Plan. Each restricted stock award will vest on the earlier of May 11, 2012 or the last trading day before the date of the Company's 2012 annual meeting of stockholders. Stock compensation expense will be recognized over the vesting period based on the fair market value of the stock on the date of the award, calculated as the average of the high and low trading prices for the Company's common stock on the award date.

As of September 30, 2011, there was \$2,285 of unearned compensation expense related to stock options and restricted stock awards, which will be recognized over the remaining requisite service period of 28 months.

Note 13 Comprehensive Income

Comprehensive income consists of net operating income or loss, unrecognized pension and postretirement costs, unrecognized holding gains or losses on securities available-for-sale and unrealized foreign currency translation adjustments, which are shown net of tax.

Net operating loss reported in the Condensed Consolidated Statements of Operations is reconciled to total comprehensive loss as follows:

| | Three Months Ended September 30, | | Nine Months Ended September 30, | |
|---|-------------------------------------|------------|------------------------------------|------------|
| | 2011 | 2010 | 2011 | 2010 |
| Net operating loss | \$ (2,449) | \$ (4,705) | \$ (3,543) | \$ (9,326) |
| Other comprehensive income: | | | | |
| Amortization of prior service costs and actuarial losses, net of tax | 138 | 132 | 417 | 397 |
| Market value adjustment for securities available for sale, net of reclassification adjustment, net of tax | | | | (2) |
| Change in foreign currency translation adjustments | (13) | | (15) | |
| Total comprehensive loss | \$ (2,324) | \$ (4,573) | \$ (3,141) | \$ (8,931) |

Table of Contents**Note 14 Employee Benefit Plans**

The Company has qualified, defined benefit pension plans that were established to cover certain employees. The Company's pension plan for employees who are part of a collective bargaining unit was frozen as of May 16, 2008 while the Company's pension plan for employees who are not part of a collective bargaining unit was suspended as of December 31, 2009. The Company also provides certain postretirement health care benefits for certain of its salaried and hourly retired employees. Generally, employees may become eligible for health care benefits if they retire after attaining specified age and service requirements. These benefits are subject to deductibles, co-payment provisions and other limitations.

The Company uses a measurement date of December 31 for all of its employee benefit plans. Generally, contributions to the plans are not less than the minimum amounts required under the Employee Retirement Income Security Act and not more than the maximum amount that can be deducted for federal income tax purposes. The plans' assets are held by independent trustees and consist primarily of equity and fixed income securities.

The components of net periodic benefit cost for the three and nine months ended September 30, 2011 and 2010, are as follows:

| Pension Benefits | Three Months Ended September 30, | | Nine Months Ended September 30, | |
|---------------------------------------|----------------------------------|--------|---------------------------------|----------|
| | 2011 | 2010 | 2011 | 2010 |
| Interest cost | \$ 784 | \$ 856 | \$ 2,352 | \$ 2,568 |
| Expected return on plan assets | (949) | (889) | (2,847) | (2,667) |
| Amortization of unrecognized net loss | 91 | 106 | 273 | 318 |
| | \$ (74) | \$ 73 | \$ (222) | \$ 219 |

| Postretirement Benefit Plan | Three Months Ended September 30, | | Nine Months Ended September 30, | |
|---------------------------------------|----------------------------------|--------|---------------------------------|----------|
| | 2011 | 2010 | 2011 | 2010 |
| Service cost | \$ 14 | \$ 14 | \$ 42 | \$ 42 |
| Interest cost | 803 | 870 | 2,409 | 2,610 |
| Amortization of prior service cost | 60 | 60 | 180 | 180 |
| Amortization of unrecognized net loss | 72 | 46 | 216 | 138 |
| | \$ 949 | \$ 990 | \$ 2,847 | \$ 2,970 |

The Company made contributions of \$434 and \$3,972 to the Company's defined benefit pension plans for the three and nine months ended September 30, 2011, respectively. The Company made no contributions to the Company's defined benefit pension plans for the three and nine months ended September 30, 2010. Total contributions to the Company's pension plans in 2011 are expected to be approximately \$4,405. The Company made payments to the Company's postretirement benefit plan of approximately \$1,136 and \$934, respectively, for the three months ended September 30, 2011 and 2010, and \$3,465 and \$3,339, respectively, for the nine months ended September 30, 2011 and 2010. Total payments to the Company's postretirement benefit plan in 2011 are expected to be approximately \$5,167.

The Company also maintains qualified defined contribution plans, which provide benefits to employees based on employee contributions, years of service, employee earnings or certain subsidiary earnings, with discretionary contributions allowed. Expenses related to these plans were \$362 and \$205 for the three months ended September 30, 2011 and 2010, respectively, and \$1,030 and \$452 for the nine months ended September 30, 2011 and 2010, respectively.

Note 15 Contingencies

The Company is involved in certain threatened and pending legal proceedings, including commercial disputes and workers' compensation and employee matters arising out of the conduct of its business. While the ultimate outcome of these legal proceedings cannot be determined at this time, it is the opinion of management that resolution of these actions will not have a material adverse effect on the Company's financial condition, results of operations or cash flows.

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The Company is involved in various warranty and repair claims with its customers in the normal course of business. In the opinion of management, the Company's potential losses in excess of the accrued warranty provisions, if any, are not expected to be material to the Company's financial condition, results of operations or cash flows.

On a quarterly basis, the Company evaluates the potential outcome of all significant contingencies and estimates the likelihood that a future event or events will confirm the loss of an asset or incurrence of a liability. When information available prior to issuance of the Company's financial statements indicates that in management's judgment, it is probable that an asset had been impaired or a liability had been incurred at the date of the financial statements and the amount of loss can be reasonably estimated, the contingency is accrued by a charge to income.

Note 16 Earnings Per Share

Shares used in the computation of the Company's basic and diluted earnings per common share are reconciled as follows:

| | Three Months Ended September 30, | | Nine Months Ended September 30, | |
|--|-------------------------------------|------------|------------------------------------|------------|
| | 2011 | 2010 | 2011 | 2010 |
| Weighted average common shares outstanding | 11,919,803 | 11,906,193 | 11,914,278 | 11,892,724 |
| Dilutive effect of employee stock options and nonvested share awards | | | | |
| Weighted average diluted common shares outstanding | 11,919,803 | 11,906,193 | 11,914,278 | 11,892,724 |

Weighted average diluted common shares outstanding include the incremental shares that would be issued upon the assumed exercise of stock options and the assumed vesting of nonvested share awards. For each of the three and nine months ended September 30, 2011, there were 434,165 stock options and 34,092 shares of nonvested share awards which were anti-dilutive and not included in the above calculation. For each of the three and nine months ended September 30, 2010, there were 321,000 stock options and 24,827 shares of nonvested share awards which were anti-dilutive and not included in the above calculation.

Note 17 Changes to Purchase Price Allocation for Business Acquisition

On November 1, 2010, the Company (through FCRS) acquired the business assets of DTE Rail Services, Inc. During the fourth quarter of 2010, the Company recorded a preliminary allocation of the purchase price of approximately \$23,319 to the tangible and identifiable intangible assets acquired and liabilities assumed based on their fair values as of November 1, 2010. During the first quarter of 2011, the Company finalized the working capital adjustment related to this acquisition and paid an additional \$166. As a result, the preliminary purchase price allocation was revised accordingly. The Company also revised the preliminary purchase price allocation for property, plant and equipment, asset retirement obligations and environmental liabilities, which resulted in a \$76 increase to goodwill, bringing total goodwill related to the acquisition to \$607 as of September 30, 2011. The Company expects to finalize the purchase price allocation by November 1, 2011.

Note 18 Income Taxes

The Company bases its consolidated effective income tax rate for interim periods on its full year forecasted consolidated effective income tax rate. The annual forecasted effective income tax rate is impacted by tax deductible goodwill amortization, changes in statutory state tax rates on deferred tax balances, and other adjustments. The impact of these deductions provides additional tax benefits to the Company, increasing its effective tax rate from the statutory rate in periods of loss and reducing the effective tax rate from the statutory rate during periods of profitability. At lower levels of pre-tax loss or pre-tax earnings, this impact is magnified and slight changes in full year consolidated results can significantly change the Company's full year effective tax rate. The effective tax rates for the three months ended September 30, 2011 and 2010, were 239.0% and 40.3%, respectively and reflect the application of the full year forecasted effective tax rates to the year-to-date pre-tax results as of September 30, 2011 and 2010, respectively.

The effective tax rate for the nine months ended September 30, 2011 and 2010, respectively, reflect our full year forecasted effective rate, and differs from the amounts computed by applying the federal statutory rate as follows:

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| | Nine Months Ended | |
|--|--------------------------|---------------|
| | September 30, | |
| | 2011 | 2010 |
| Statutory U.S. federal income tax rate | 35.00% | 35.00% |
| State income taxes, net of federal tax benefit | 6.12 | 4.78 |
| Valuation allowance | (2.52) | 1.13 |
| Goodwill amortization | (39.77) | 3.00 |
| Nondeductible expenses | 2.18 | (0.24) |
| Rate change on deferred taxes | 9.94 | |
| FIN 48 | 1.35 | (0.05) |
| Other | | (1.46) |
| Effective income tax rate | 12.30% | 42.16% |

The Company's long-term deferred tax asset as of September 30, 2011 reflects an increase of \$410 from the balance as of December 31, 2010, primarily due to the tax benefit of the Company's current period net operating loss for the nine months ended September 30, 2011 and the impact of increases in statutory state income tax rates in states in which the Company operates.

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

OVERVIEW

You should read the following discussion in conjunction with our condensed consolidated financial statements and related notes included elsewhere in this quarterly report on Form 10-Q. This discussion contains forward-looking statements that are based on management's current expectations, estimates and projections about our business and operations. Our actual results may differ materially from those currently anticipated and expressed in such forward-looking statements. See Cautionary Statement Regarding Forward-Looking Statements.

As part of the integration of FCRS into our operations and reporting processes during the first quarter of 2011 we re-aligned our management reporting and performance structure, which resulted in separating the business into two operating segments, Manufacturing and Services. Our Manufacturing segment includes new railcar manufacturing, used railcar sales, railcar leasing and major railcar rebuilds and our Services segment includes general railcar repair and maintenance, inspections, parts sales and railcar fleet management services.

We believe we are the leading manufacturer of aluminum-bodied railcars and coal-carrying railcars in North America, based on the number of railcars delivered. We also refurbish and rebuild railcars, and sell forged, cast and fabricated parts for the railcars we produce as well as those manufactured by others, provide general railcar repair and maintenance, inspections, railcar fleet management services for all types of freight railcars and provide freight cars for lease. Our primary customers are railroads, shippers and financial institutions.

Our railcar manufacturing facilities are located in Danville, Illinois and Roanoke, Virginia. Both facilities have the capability to manufacture a variety of types of railcars, including aluminum-bodied and steel-bodied railcars. We have repair and maintenance and inspection facilities in Clinton, Indiana, Grand Island, Nebraska and Hastings, Nebraska.

Orders for new railcars in the third quarter of 2011 were 2,840 units compared to 1,089 units ordered in the second quarter of 2011 and 17 units ordered in the third quarter of 2010. Railcar deliveries totaled 1,515 units in the third quarter of 2011, compared to 1,309 units delivered in the second quarter of 2011 and 600 units delivered in the third quarter of 2010. Total backlog of unfilled orders was 6,311 units at September 30, 2011, compared to 2,054 units at December 31, 2010.

Our order activity for the third quarter of 2011 reflects mixed improvement in the demand for coal. Coal loadings for the third quarter of 2011 decreased by 2.2% when compared to the third quarter of 2010, driven in part by the impact of flooding on prominent coal traffic lanes. Despite such disruptions, coal loadings for the first nine months of 2011 remained slightly higher than the first nine months of 2010. Overall, railcar commodity loadings for the third quarter of 2011 increased 0.9% compared to the same quarter last year while railcar commodity loadings for the first nine months of 2011 were roughly 2.0% lower than the first nine months of 2010.

From a coal demand standpoint, U.S. electricity generation through the first nine months of 2011 was essentially flat compared with the same period in 2010. Coal stockpiles have also continued their downward trend relative to recent historical levels, with July 2011 figures almost 13% below last year's level and are now below the average for the last five years. Given the combination of warmer than normal summer temperatures and rail service disruptions due to flooding, we expect coal stockpiles to remain significantly below 2010 levels in the near term and to continue to trend toward historical ten year average levels in the near term. While coal export activity has cooled a bit in the third quarter relative to the pace of growth experienced during the first two quarters of 2011, coal exports through August reflect an increase of 32% when compared to the same period in 2010.

The improvement in the demand for coal and the continued coal car replacement cycle have driven sequential quarterly improvement in our deliveries, revenues, gross profit and operating income. Based on the strong demand for Eastern coal exports and continuation of the coal car replacement cycle, we expect these results will continue for several quarters.

RESULTS OF OPERATIONS

Three Months Ended September 30, 2011 compared to Three Months Ended September 30, 2010

Revenues

Our consolidated revenues for the three months ended September 30, 2011 were \$130.1 million compared to \$41.3 million for the three months ended September 30, 2010. Manufacturing segment revenues for the third quarter of 2011 were \$122.2 million compared to \$39.3 million for the third quarter of 2010. The increase in Manufacturing segment revenues for the

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2011 period compared to 2010 reflects the increase in the number of railcars delivered, higher average revenue per railcar and improvement in margins on certain railcar types. Our Manufacturing segment delivered 1,515 units, consisting of only new railcars sold during the third quarter of 2011, compared to 600 new railcars sold in the third quarter of last year. Services segment revenues for the three months ended September 30, 2011 were \$7.9 million compared to \$2.1 million for the three months ended September 30, 2010. The increase in Services segment revenues for the 2011 period compared to 2010 is primarily related to the inclusion of FCRS revenues in the 2011 period but also reflects higher parts sales.

Gross Profit (Loss)

Our gross profit for the third quarter of 2011 was \$9.1 million with a corresponding margin rate of 7.0%. Gross profit for the third quarter of 2010 was \$(0.8) million with a corresponding margin rate of (2.0) %. The margin rate for the third quarter of 2011 reflects higher revenue per railcar and improved utilization of manufacturing facilities as compared to the third quarter of 2010.

Selling, General and Administrative Expenses

Selling, general and administrative expenses for the three months ended September 30, 2011 were \$7.3 million compared to \$6.5 million for the three months ended September 30, 2010. The increase in selling, general and administrative expenses for the third quarter of 2011 compared to the third quarter of 2010 was primarily due to the inclusion of FCRS selling, general and administrative expenses in the 2011 period, compensation and other costs incurred in the 2011 quarter which were partially offset by decreases in contract services costs.

Operating Income (Loss)

Our consolidated operating income for the three months ended September 30, 2011 was \$1.8 million compared to an operating loss of \$7.3 million for the three months ended September 30, 2010. Operating income for the Manufacturing segment was \$6.9 million for the third quarter of 2011 compared to an operating loss of \$1.8 million for the third quarter of 2010. The improvement in Manufacturing segment operating income reflects increased deliveries and improved utilization of manufacturing facilities. Services segment operating income was \$1.1 million for the third quarter of 2011 compared to \$0.5 million for the third quarter of 2010. The increase in Services segment operating income for the third quarter of 2011 was primarily the result of increased parts sales volume compared to the third quarter of 2010. Corporate costs were \$6.2 million for the three months ended September 30, 2011 compared to \$6.0 million for the three months ended September 30, 2010.

Income Taxes

The income tax provision was \$4.2 million for the three months ended September 30, 2011 compared to an income tax benefit of \$3.2 million for the three months ended September 30, 2010. The effective tax rates for the three months ended September 30, 2011 and 2010, were 239.0% and 40.3%, respectively. The income tax provision for the third quarter of 2011 includes recapture of \$4.1 million of tax benefits recorded in the first half of 2011 which results from applying the change in the forecasted effective tax rate since the previous quarter to pre-tax earnings recorded in the first half of the year. The effective tax rates for the three months ended September 30, 2011 and 2010, were higher than the statutory U.S. federal income tax rate of 35% primarily due to the addition of the blended state tax rate and an increase for tax deductible goodwill. The impact of goodwill amortization provides additional tax benefit to the Company, increasing its effective tax rate in periods of loss and reducing its effective tax rate during periods of profitability. This effect is most pronounced with low levels of pre-tax income or loss and slight changes in full year consolidated earnings can significantly change our effective tax rate in any one quarter.

Net Loss Attributable to FreightCar America

As a result of the foregoing, net loss attributable to FreightCar America was \$2.4 million for the three months ended September 30, 2011, compared to \$4.7 million for the three months ended September 30, 2010. For the three months ended September 30, 2011, our basic and diluted net loss per share was \$0.20, on basic and diluted shares outstanding of 11,919,803. Net loss attributable to FreightCar America for the three months ended September 30, 2011 included the \$4.1 million (\$0.35 per share) impact of intra-period tax accounting recapture of the prior quarter's tax benefits. For the three months ended September 30, 2010, our basic and diluted net loss per share was \$0.39, on basic and diluted shares outstanding of 11,906,193.

Table of Contents**Nine Months Ended September 30, 2011 compared to Nine Months Ended September 30, 2010****Revenues**

Our consolidated revenues for the nine months ended September 30, 2011 were \$299.9 million compared to \$91.9 million for the nine months ended September 30, 2010. Manufacturing segment revenues for the first nine months of 2011 were \$273.6 million compared to \$81.0 million for the first nine months of 2010. The increase in Manufacturing segment revenues for the 2011 period compared to 2010 reflects the increase in the number of railcars delivered and favorable mix of new vs. used railcars. Our Manufacturing segment delivered 3,699 units, consisting of 3,592 new railcars, 17 used railcars sold and 90 railcars leased in the first nine months of 2011, compared to 1,535 total units, consisting of 840 new railcars, 545 used railcars sold and 150 railcars leased, delivered in the first nine months of 2010. Services segment revenues for the nine months ended September 30, 2011 were \$26.3 million compared to \$10.9 million for the nine months ended September 30, 2010. The increase in Services segment revenues for the 2011 period compared to 2010 is primarily related to the inclusion of FCRS revenues in the 2011 period partially offset by lower parts sales.

Gross Profit

Our gross profit for the first nine months of 2011 was \$15.3 million with a corresponding margin rate of 5.1%. Gross profit for the first nine months of 2010 was \$2.8 million with a corresponding margin rate of 3.0%. The higher margin rate in the first nine months of 2011 reflects higher revenue per railcar, change in product mix and improved utilization of manufacturing facilities as compared to the first nine months of 2010.

Selling, General and Administrative Expenses

Selling, general and administrative expenses for the nine months ended September 30, 2011 were \$20.2 million compared to \$18.0 million for the nine months ended September 30, 2010, representing an increase of \$2.2 million. The increase in selling, general and administrative expenses for the first nine months of 2011 compared to the first nine months of 2010 was primarily due to the inclusion of FCRS selling, general and administrative expenses in the 2011 period, compensation and other costs incurred in the first nine months of 2011, which were partially offset by decreases in contract services costs.

Gain on Sale of Railcars Available for Lease

Gain on sale of railcars available for lease for the nine months ended September 30, 2011 was \$1.0 million and represented the gain on sale of leased railcars that the Company held in excess of twelve months from the date the railcars were initially leased. There was no gain on sale of railcars available for lease for the nine months ended September 30, 2010.

Operating Loss

Our consolidated operating loss for the nine months ended September 30, 2011 was \$3.9 million compared to \$15.3 million for the nine months ended September 30, 2010. Operating income for the Manufacturing segment was \$9.2 million for the first nine months of 2011, compared to a loss of \$3.8 million for the first nine months of 2010. The improvement in operating income for the Manufacturing segment reflects increased deliveries, gain on sale of railcars available for lease and improved utilization of manufacturing facilities. Services segment operating income was \$3.4 million for the first nine months of 2011 compared to \$5.4 million for the first nine months of 2010. The decrease in Services segment operating income was primarily due to lower part sales volume and an unfavorable part sales mix for the first nine months of 2011 compared to 2010 levels. Corporate costs were \$16.5 million for the nine months ended September 30, 2011 compared to \$16.9 million for the nine months ended September 30, 2010.

Income Taxes

The income tax benefit was \$0.5 million for the nine months ended September 30, 2011 compared to \$6.8 million for the nine months ended September 30, 2010. The effective tax rates for the nine months ended September 30, 2011 and 2010, were 12.3% and 42.2%, respectively. The effective tax rate for the nine months ended September 30, 2011 reflects the anticipated full year 2011 effective tax rate and is lower than the statutory U.S. federal income tax rate of 35% due to the impact of tax deductible goodwill and the addition of the blended state tax rate. The effective tax rate for the nine months ended September 30, 2011 also included increases in statutory state income tax rates in states in which we operate. The effective tax rate for the nine months ended September 30, 2010 was higher than the statutory U.S. federal income tax rate of 35% due to the addition of the blended state tax rate and an increase for tax deductible goodwill. Tax deductible goodwill increases the effective tax rate from the statutory rates in periods of loss and decreases the effective tax rate from the statutory rates in periods of income.

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Net Loss Attributable to FreightCar America

As a result of the foregoing, net loss attributable to FreightCar America was \$3.5 million for the nine months ended September 30, 2011, compared to \$9.3 million for the nine months ended September 30, 2010. For the nine months ended September 30, 2011, our basic and diluted net loss per share was \$0.30, on basic and diluted shares outstanding of 11,914,278. For the nine months ended September 30, 2010, our basic and diluted net loss per share was \$0.78, on basic and diluted shares outstanding of 11,892,724.

LIQUIDITY AND CAPITAL RESOURCES

Our primary sources of liquidity for the nine months ended September 30, 2011 and 2010 were our cash and cash equivalent balances on hand, our securities available for sale and our revolving credit facilities. On July 29, 2010, we entered into a \$30.0 million senior secured revolving credit facility pursuant to a Loan and Security Agreement dated as of July 29, 2010 (the Revolving Loan Agreement) among the Company and certain of its subsidiaries, as borrowers (collectively, the Borrowers), and Fifth Third Bank, as lender. The proceeds of the revolving credit facility can be used for general corporate purposes, including working capital. The Revolving Loan Agreement also contains a sub-facility for letters of credit not to exceed \$20.0 million. As of September 30, 2011, we had no borrowings under the revolving credit facility. We had \$2.2 million and \$1.4 million in outstanding letters of credit under the revolving credit facility as of September 30, 2011 and December 31, 2010, respectively.

The Revolving Loan Agreement has a term ending on July 29, 2013 and revolving loans outstanding thereunder will bear interest at a rate of LIBOR plus an applicable margin of 2.50% or at prime, as selected by the Borrowers. We are required to pay a non-utilization fee of 0.35% on the unused portion of the revolving loan commitment. Borrowings under the Revolving Loan Agreement are secured by our accounts receivable, inventory and certain other assets, and borrowing availability is tied to a borrowing base of eligible accounts receivable and inventory. The Revolving Loan Agreement has both affirmative and negative covenants, including, without limitation, a minimum tangible net worth covenant and limitations on indebtedness, liens and investments. The Revolving Loan Agreement also provides for customary events of default. As of September 30, 2011, we were in compliance with all of the covenants contained in the agreement.

Our restricted cash balance was \$0.9 million as of September 30, 2011 and \$2.3 million as of December 31, 2010, and consisted of cash used to collateralize standby letters of credit to support our workers compensation insurance claims. The cash-backed standby letters of credit are scheduled to expire in November 2011.

As of September 30, 2011, railcars available for lease were \$57.2 million. We may continue to offer railcars for lease to certain customers and pursue opportunities to sell leased railcars in our portfolio.

Based on our current level of operations and known changes in planned volume based on our backlog, we believe that our proceeds from operating cash flows and our cash balances, together with amounts available under our revolving credit facility, will be sufficient to meet our anticipated short term liquidity needs. Our long-term liquidity is contingent upon future operating performance and our ability to continue to meet financial covenants under our revolving credit facility and any other indebtedness. We may require additional cash in the future to fund working capital requirements including accounts receivable with extended payment terms as demand for railcars increases, or to fund organic growth opportunities, including capital expenditures, development of railcars, joint ventures and acquisitions, and these cash requirements could be substantial. Management continuously evaluates manufacturing facility requirements based on market demand and may elect to make capital investments at higher levels in the future.

Our long-term liquidity needs also depend to a significant extent on our obligations related to our pension and welfare benefit plans. We provide pension and retiree welfare benefits to certain salaried and hourly employees upon their retirement. Benefits under our pension plans are now frozen and will not be impacted by increases due to future service. The most significant assumptions used in determining our net periodic benefit costs are the discount rate used on our pension and postretirement welfare obligations and expected return on pension plan assets. As of December 31, 2010, our benefit obligation under our defined benefit pension plans and our postretirement benefit plan was \$62.3 million and \$65.3 million, respectively, which exceeded the fair value of plan assets by \$15.5 million and \$65.3 million, respectively. We made contributions of \$4.0 million to our defined benefit pension plans during the first nine months of 2011 and expect to make approximately \$4.4 million in total contributions to our defined benefit pension plans during 2011. Our defined benefit pension plans are in compliance with the minimum funding levels established in the Pension Protection Act of 2006.

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Funding levels will be affected by future contributions, investment returns on plan assets, growth in plan liabilities and interest rates. Assuming that the plans are fully funded as that term is defined in the Pension Protection Act, we will be required to fund the ongoing growth in plan liabilities on an annual basis. We made payments to our postretirement benefit plan of \$3.5 million during the first nine months of 2011, and expect to make approximately \$5.2 million in total payments to our postretirement benefit plan in 2011. We anticipate funding pension plan contributions and postretirement benefit plan payments with cash from operations and available cash.

Based upon our operating performance, capital requirements and obligations under our pension and welfare benefit plans, we may, from time to time, be required to raise additional funds through additional offerings of our common stock and through long-term borrowings. There can be no assurance that long-term debt, if needed, will be available on terms attractive to us, or at all. Furthermore, any additional equity financing may be dilutive to stockholders and debt financing, if available, may involve restrictive covenants. Our failure to raise capital if and when needed could have a material adverse effect on our results of operations and financial condition.

Contractual Obligations

The following table summarizes our contractual obligations as of September 30, 2011, and the effect that these obligations and commitments would be expected to have on our liquidity and cash flow in future periods:

| Contractual Obligations | Total | Payments Due by Period | | | | |
|----------------------------------|-------------------|------------------------|-----------------------|-----------------|------------------|--|
| | | 1 Year | 2-3 Years | 4-5 Years | After 5 Years | |
| | | | <i>(In thousands)</i> | | | |
| Operating leases | \$ 14,908 | \$ 3,276 | \$ 6,212 | \$ 2,453 | \$ 2,967 | |
| Material and component purchases | 110,497 | 57,549 | 48,227 | 4,721 | | |
| Total | \$ 125,405 | \$ 60,825 | \$ 54,439 | \$ 7,174 | \$ 2,967 | |

Material and component purchases consist of non-cancelable agreements with suppliers to purchase materials used in the manufacturing process. Purchase commitments for aluminum are made at a fixed price and are typically entered into after a customer places an order for railcars. The estimated amounts above may vary based on the actual quantities and price.

The above table excludes \$3.3 million related to a reserve for unrecognized tax benefits and accrued interest and penalties at September 30, 2011 because the timing of the payout of these amounts cannot be determined.

Cash Flows

The following table summarizes our net cash (used in) provided by operating activities, investing activities and financing activities for the nine months ended September 30, 2011 and 2010:

| | Nine Months Ended | |
|---------------------------------|-----------------------|-------------------|
| | September 30, | |
| | 2011 | 2010 |
| | <i>(In thousands)</i> | |
| Net cash (used in) provided by: | | |
| Operating activities | \$ (4,038) | \$ (32,573) |
| Investing activities | 8,206 | 31,328 |
| Financing activities | (73) | (1,059) |
| Total | \$ 4,095 | \$ (2,304) |

Operating Activities. Net cash provided by or used in operating activities reflects net income or loss adjusted for non-cash charges and changes in operating assets and liabilities. Cash flows from operating activities are affected by several factors, including fluctuations in business volume,

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contract terms for billings and collections, the timing of collections on our contract receivables, processing of bi-weekly payroll and associated taxes, and payments to our suppliers. As some of our customers accept delivery of new railcars in train-set quantities, consisting on average of 120 to 135 railcars, variations in our sales lead to significant fluctuations in our operating profits and cash from operating activities. We do not usually experience business credit issues, although a payment may be delayed pending completion of closing documentation.

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Our net cash used in operating activities for the nine months ended September 30, 2011 was \$4.0 million compared to \$32.6 million for the nine months ended September 30, 2010. Net cash used in operating activities for the nine months ended September 30, 2011 included an increase in working capital balances, including increases in accounts receivable of \$4.8 million and inventory of \$27.2 million that were partially offset by increases in account and contractual payables of \$25.5 million. The increase in accounts receivable for the nine months ended September 30, 2011 includes billings for recently delivered new railcars. The increase in inventories during the nine months ended September 30, 2011 reflects an increase in finished railcars ready to be delivered as well as the pre-purchase of materials for 2011 railcar orders to protect against increasing material costs. The increase in account and contractual payables during the nine months ended September 30, 2011 primarily represents material purchases to support increased production levels. Net cash used in operating activities for the nine months ended September 30, 2011 included pension contributions of \$4.0 million and postretirement benefit plan contributions of \$3.5 million. During the first nine months of 2010, our loss from operations and an increase in other working capital balances (including increases in inventory of \$12.3 million and accounts receivable of \$3.4 million) during the period were partially offset by an increase in customer deposits of \$8.7 million. This prepayment was fully offset against shipments during 2010.

Investing Activities. Net cash provided by investing activities for the nine months ended September 30, 2011 was \$8.2 million compared to \$31.3 million for the nine months ended September 30, 2010. The most significant investing activities for the nine months ended September 30, 2011 were proceeds from the sale of railcars available for lease of \$7.8 million and restricted cash withdrawals of \$1.4 million. Net cash provided by investing activities for the nine months ended September 30, 2010 consisted of maturities of securities available for sale (net of purchases) of \$30.0 million, restricted cash withdrawals (net of deposits) of \$0.3 million, cash received on deposit for sale of property, plant and equipment of \$1.8 million, offset by capital expenditures of \$1.0 million.

Financing Activities. Net cash used in financing activities for the nine months ended September 30, 2011 was less than \$0.1 million compared to \$1.1 million for the nine months ended September 30, 2010. Net cash used in financing activities for the nine months ended September 30, 2010 included \$0.7 million of cash dividends paid to our stockholders, \$0.2 million in employee restricted stock settlements and \$0.1 million in deferred financing costs paid. We suspended payment of a cash dividend to our stockholders during the second quarter of 2010. The declaration and payment of future dividends will be at the discretion of our board of directors and will depend on, among other things, general economic and business conditions, our strategic plans, our financial results, contractual and legal restrictions on the payment of dividends by us and our subsidiaries and such other factors that our board of directors considers to be relevant.

Capital Expenditures

Our capital expenditures were \$0.8 million in the nine months ended September 30, 2011 compared to \$1.0 million in the nine months ended September 30, 2010. Excluding unforeseen expenditures, management expects that capital expenditures to maintain our existing facilities will be approximately \$2.2 million for the remainder of 2011. We continuously evaluate our manufacturing facility requirements based upon market demand and may elect to make capital investments at higher levels in the future.

CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING STATEMENTS

This quarterly report on Form 10-Q contains certain forward-looking statements including, in particular, statements about our plans, strategies and prospects. We have used the words may, will, expect, anticipate, believe, estimate, plan, intend and similar expressions in this report to identify forward-looking statements. We have based these forward-looking statements on our current views with respect to future events and financial performance. Our actual results could differ materially from those projected in the forward-looking statements.

Our forward-looking statements are subject to risks and uncertainties, including:

- the cyclical nature of our business;
- the highly competitive nature of our industry;
- adverse economic and market conditions;
- our reliance upon a small number of customers that represent a large percentage of our sales;
- the variable purchase patterns of our customers and the timing of completion, delivery and customer acceptance of orders;
- potential significant warranty claims (customer-related);
- our reliance on the sales of our aluminum-bodied coal-carrying railcars;

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the risk of lack of acceptance of our new railcar offerings by our customers;
availability and fluctuating cost of raw materials, including steel and aluminum, and delays in the delivery of raw materials;
our ability to maintain relationships with our suppliers of railcar components;
risks relating to our relationship with our unionized employees and their unions;
our ability to manage our health care and pension costs;
shortages of skilled labor;
the cost of complying with environmental laws and regulations;
the costs associated with being a public company; and

various covenants in the agreement governing our indebtedness that limit our management's discretion in the operation of our businesses.

Our actual results could be different from the results described in or anticipated by our forward-looking statements due to the inherent uncertainty of estimates, forecasts and projections and may be better or worse than anticipated. Given these uncertainties, you should not rely on forward-looking statements. Forward-looking statements represent our estimates and assumptions only as of the date that they were made. We expressly disclaim any duty to provide updates to forward-looking statements, and the estimates and assumptions associated with them, in order to reflect changes in circumstances or expectations or the occurrence of unanticipated events except to the extent required by applicable securities laws. All of the forward-looking statements are qualified in their entirety by reference to the factors discussed under Item 1A. Risk Factors in our annual report on Form 10-K for the year ended December 31, 2010 filed with the Securities and Exchange Commission.

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Item 3. Quantitative and Qualitative Disclosures About Market Risk.

We have a \$30.0 million senior secured revolving credit facility, the proceeds of which can be used for general corporate purposes, including working capital. On an annual basis, a 1% change in the interest rate in our revolving credit facility will increase or decrease our interest expense by \$10,000 for every \$1.0 million of outstanding borrowings. As of September 30, 2011, there were no borrowings under the revolving credit facility and we had issued approximately \$2.2 million in letters of credit under the revolving credit facility.

The production of railcars and our operations require substantial amounts of aluminum and steel. The cost of aluminum, steel and all other materials (including scrap metal) used in the production of our railcars represents a significant majority of our direct manufacturing costs. Our business is subject to the risk of price increases and periodic delays in the delivery of aluminum, steel and other materials, all of which are beyond our control. Any fluctuations in the price or availability of aluminum or steel, or any other material used in the production of our railcars, may have a material adverse effect on our business, results of operations or financial condition. In addition, if any of our suppliers were unable to continue its business or were to seek bankruptcy relief, the availability or price of the materials we use could be adversely affected. We currently do not plan to enter into any hedging arrangements to manage the price risks associated with raw materials, although we may do so in the future. When market conditions permit us to do so, we negotiate contracts with our customers that allow for variable pricing to protect us against future changes in the cost of raw materials. When raw material prices increase rapidly or to levels significantly higher than normal, we may not be able to pass price increases through to our customers, which could adversely affect our operating margins and cash flows.

We are not exposed to any significant foreign currency exchange risks as our general policy is to denominate foreign sales and purchases in U.S. dollars.

Item 4. Controls and Procedures. **Disclosure Controls and Procedures**

Under the supervision and with the participation of our Chief Executive Officer and Chief Financial Officer, our management evaluated the effectiveness of the design and operation of our disclosure controls and procedures (as defined in Rule 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended (the Exchange Act) as of the end of the period covered by this quarterly report on Form 10-Q (the Evaluation Date). Based upon that evaluation, our Chief Executive Officer and Chief Financial Officer concluded that, as of the Evaluation Date, our disclosure controls and procedures are effective to ensure that information required to be disclosed in the reports that we file or submit under the Exchange Act is recorded, processed, summarized and reported, within the time periods specified in the Securities and Exchange Commission's rules and forms.

Internal Controls

On November 1, 2010, the Company acquired (through FCRS) the business assets of DTE Rail Services, Inc. (DTE). While Management does not expect significant changes to our financial reporting processes and related internal controls as a result of the DTE acquisition, we are currently in the process of evaluating the internal controls over financial reporting of FCRS. Except with respect to our acquisition of DTE, there was no change in our internal control over financial reporting identified in connection with the evaluation of the Company's disclosure controls and procedures as of September 30, 2011, conducted by our Chief Executive Officer and Chief Financial Officer, that occurred during the quarter ended September 30, 2011 that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

PART II OTHER INFORMATION

Item 1. Legal Proceedings.

We are involved in certain threatened and pending legal proceedings, including commercial disputes and workers' compensation and employee matters arising out of the conduct of our business. While the ultimate outcome of these legal proceedings cannot be determined at this time, it is the opinion of management that the resolution of these actions will not have a material adverse effect on our financial condition, results of operations or cash flows.

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Item 1A. Risk Factors.

There have been no material changes from the risk factors previously disclosed in Item 1A of our 2010 annual report on Form 10-K.

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

None.

Item 3. Defaults Upon Senior Securities.

None.

Item 5. Other Information.

None.

Item 6. Exhibits.

(a) Exhibits filed as part of this Form 10-Q:

31.1 Certification of Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.

31.2 Certification of Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.

32 Certification of Chief Executive Officer and Chief Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

101.INS XBRL Instance Document *

101.SCH XBRL Taxonomy Extension Schema Document *

101.CAL XBRL Taxonomy Extension Calculation Linkbase Document *

101.DEF XBRL Taxonomy Extension Definition Linkbase Document *

101.LAB XBRL Taxonomy Extension Label Linkbase Document *

101.PRE XBRL Taxonomy Extension Presentation Linkbase Document *

* Pursuant to Rule 406T of Regulation S-T, these Interactive Data Files are deemed not filed or part of a registration statement or prospectus for purposes of Sections 11 or 12 of the Securities Act of 1933, are not deemed filed for purposes of Section 18 of the Securities Exchange Act of 1934 and otherwise are not subject to liability under those sections.

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SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) 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.

Date: November 1, 2011

FREIGHTCAR AMERICA, INC.

By: /s/ EDWARD J. WHALEN
Edward J. Whalen, President and
Chief Executive Officer

By: /s/ JOSEPH E. MCNEELY
Joseph E. McNeely, Vice President, Finance,
Chief Financial Officer and Treasurer

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| Exhibit | |
|----------------|---|
| Number | Description |
| 31.1 | Certification of Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002. |
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