

FreightCar America, Inc.  
Form DEF 14A  
April 12, 2012

# SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

## SCHEDULE 14A

### PROXY STATEMENT PURSUANT TO SECTION 14(a) OF THE SECURITIES EXCHANGE ACT OF 1934

Filed by Registrant                       Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant Section 240.14a-12

## **FREIGHTCAR AMERICA, INC.** (Name of Registrant as Specified in Its Charter)

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- No fee required.
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(3) Filing Party:

(4) Date Filed:



**FREIGHTCAR AMERICA, INC.**

**Two North Riverside Plaza, Suite 1250**

**Chicago, Illinois 60606**

April 12, 2012

Dear FreightCar America Stockholder:

You are cordially invited to attend the annual meeting of stockholders of FreightCar America, Inc. to be held at 10:00 a.m. (local time) on Thursday, May 24, 2012 at the Union League Club of Chicago, 65 West Jackson Boulevard, Chicago, Illinois 60604.

The purpose of the meeting is to consider and vote upon proposals to (i) elect three directors who have been nominated for election as Class I directors to three-year terms, (ii) approve, on an advisory basis, the compensation of our Named Executive Officers, (iii) ratify the appointment of our independent registered public accounting firm for 2012 and (iv) transact such other business as may properly come before the meeting.

Whether or not you plan to attend the meeting and regardless of the number of shares you own, it is important that your shares be represented at the meeting. After reading the enclosed proxy statement, please promptly vote your shares in accordance with the instructions on the enclosed proxy card to assure that your shares will be represented.

The board of directors and management appreciate your continued confidence in FreightCar America and look forward to seeing you at the annual meeting.

Sincerely,

*/s/ Thomas M. Fitzpatrick*

THOMAS M. FITZPATRICK  
Chairman of the Board

**FREIGHTCAR AMERICA, INC.**

**Two North Riverside Plaza, Suite 1250**

**Chicago, Illinois 60606**

**NOTICE OF ANNUAL MEETING OF STOCKHOLDERS**

**To be held on May 24, 2012**

April 12, 2012

Dear FreightCar America Stockholder:

We are notifying you that the annual meeting of stockholders of FreightCar America, Inc. will be held at 10:00 a.m. (local time) on Thursday, May 24, 2012 at the Union League Club of Chicago, 65 West Jackson Boulevard, Chicago, Illinois 60604, for the following purposes:

1. To elect three directors as Class I directors, each for a term of three years.
2. To hold an advisory vote to approve the compensation of our Named Executive Officers.
3. To ratify the appointment of Deloitte & Touche LLP as our independent registered public accounting firm for fiscal year 2012.
4. To transact other business properly coming before the meeting.

Each of these matters is described in further detail in the enclosed proxy statement. We also have enclosed a copy of our 2011 Annual Report. We are initially mailing this notice of annual meeting, the proxy statement and the enclosed proxy card to our stockholders on or about April 12, 2012.

Only stockholders of record at the close of business on March 30, 2012 are entitled to vote at the meeting and any postponements or adjournments of the meeting. A complete list of these stockholders will be available at our principal executive offices prior to the meeting.

Whether or not you plan to attend the meeting, please be sure to vote your shares in accordance with the instructions on the enclosed proxy card as promptly as possible. You can withdraw your proxy at any time before it is voted.

By order of the Board of Directors,

*/s/ Laurence M. Trusdell*

LAURENCE M. TRUSDELL  
General Counsel and Corporate Secretary

**IMPORTANT NOTICE REGARDING THE AVAILABILITY OF PROXY MATERIALS**

**FOR THE ANNUAL MEETING OF STOCKHOLDERS TO BE HELD ON MAY 24, 2012:**

**Our Proxy Statement and Annual Report on Form 10-K for the year ended**

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December 31, 2011 are available at

[www.railproxy.info](http://www.railproxy.info)

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**FREIGHTCAR AMERICA, INC.**

Two North Riverside Plaza, Suite 1250

Chicago, Illinois 60606

**PROXY STATEMENT**

The board of directors of FreightCar America, Inc. ( FreightCar America or the Company ) is asking for your proxy for use at the annual meeting of our stockholders to be held at 10:00 a.m. (local time) on Thursday, May 24, 2012 at the Union League Club of Chicago, 65 West Jackson Boulevard, Chicago, Illinois 60604, and at any postponements or adjournments of the meeting. We are initially mailing this proxy statement and the enclosed proxy card to our stockholders on or about April 12, 2012.

**ABOUT THE MEETING**

*What is the purpose of the annual meeting?*

At our annual meeting, stockholders will act upon the matters outlined in the accompanying notice of annual meeting, including (i) the election of three directors who have been nominated for election as Class I directors to three-year terms, (ii) approval, on an advisory basis, of the compensation of our Named Executive Officers, (iii) the ratification of the appointment of our independent registered public accounting firm and (iv) any other business properly coming before the meeting.

*What are our voting recommendations?*

Our board of directors recommends that you vote your shares FOR each of the nominees named below under Proposal 1 Election of Class I Directors, FOR the approval, on an advisory basis, of the compensation of our Named Executive Officers ( NEOs ) as discussed below under Proposal 2 Approval, on an Advisory Basis, of the Compensation of our Named Executive Officers, and FOR the ratification of the appointment of Deloitte & Touche LLP as our independent registered public accounting firm as discussed below under Proposal 3 Ratification of the Appointment of Independent Registered Public Accounting Firm.

*Who is entitled to vote?*

Only stockholders of record at the close of business on the record date, March 30, 2012, are entitled to receive notice of the annual meeting and to vote the shares of common stock that they held on the record date at the meeting and any postponements or adjournments of the meeting. Each outstanding share of common stock entitles its holder to cast one vote, without cumulation, on each matter to be voted on.

*What constitutes a quorum?*

If a majority of the shares outstanding on the record date are present at the annual meeting, either in person or by proxy, we will have a quorum at the meeting permitting the conduct of business at the meeting. As of the record date, we had 11,964,745 shares of common stock outstanding and entitled to vote. Any shares represented by proxies that abstain from voting on a proposal will be counted as present for purposes of determining whether we have a quorum. If a broker, bank, custodian, nominee or other record holder of our common stock indicates on a proxy that it does not have discretionary authority to vote certain shares on a particular matter, the shares held by that record holder (referred to as broker non-votes ) will also be counted as present in determining whether we have a quorum.

*How do I vote?*

You may vote in person at the annual meeting or you may vote by proxy. You may vote by proxy by (i) completing, signing, dating and mailing the enclosed proxy card, or by (ii) following the instructions on your proxy card for voting by telephone or on the Internet. To vote by telephone or on the Internet, you will need the control number included on your proxy card. If you vote by proxy, the individuals named on the proxy card as proxy holders will vote your shares in the manner you indicate. If you do not indicate your instructions, your shares will be voted:

FOR the election of the three nominees named below under Proposal 1 Election of Class I Directors to three-year terms;

FOR the approval, on an advisory basis, of the compensation of our NEOs under Proposal 2 Approval, on an Advisory Basis, of the Compensation of our Named Executive Officers ; and

FOR the ratification of the appointment of Deloitte & Touche LLP as our independent registered public accounting firm for fiscal year 2012 under Proposal 3 Ratification of the Appointment of Independent Registered Public Accounting Firm.

*Can I revoke my proxy or change my vote after I return my proxy card?*

Yes. Even after you have submitted your proxy, you may revoke your proxy or change your vote at any time before the proxy is voted at the annual meeting by delivering to our Secretary a written notice of revocation or a properly submitted proxy bearing a later date, or by attending the annual meeting and voting in person. Attendance at the meeting will not cause your previously granted proxy to be revoked unless you specifically so request or you vote in person at the meeting.

*What vote is required to approve each matter that comes before the meeting?*

Director nominees must receive the affirmative vote of a plurality of the votes cast at the meeting in person or by proxy by stockholders entitled to vote thereon, meaning that the three nominees for Class I director with the most votes will be elected. Both the approval, on an advisory basis, of the compensation of our NEOs and the ratification of the appointment of our independent registered public accounting firm require the affirmative vote of a majority of the votes represented at the meeting in person or by proxy. Broker non-votes will not be counted for purposes of determining whether an item has received the requisite number of votes for approval. Abstentions will have the effect of a vote against the approval, on an advisory basis, of the compensation of our NEOs and the ratification of the appointment of our independent registered public accounting firm but will not be taken into account in determining the outcome of the election of directors. However, each of our directors and director candidates has offered a contingent resignation that may be accepted by the board of directors in its discretion if a majority of the votes are not cast FOR such director in an uncontested election.

*What happens if additional proposals are presented at the meeting?*

If you vote by proxy, your proxy grants the persons named as proxy holders the discretion to vote your shares on any additional matters properly presented for a vote at the meeting.

*Who will bear the costs of soliciting votes for the meeting?*

Certain directors, officers and employees, who will not receive any additional compensation for such activities, may solicit proxies by personal interview, mail, telephone or electronic communication. We will also reimburse brokerage houses and other custodians, nominees and fiduciaries for their reasonable out-of-pocket expenses for forwarding proxy and solicitation materials to our stockholders. We will bear all costs of solicitation, including a base fee of \$8,000 and reasonable out-of-pocket expenses to be paid to the proxy solicitation firm of Georgeson Inc.

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**PROPOSALS TO BE VOTED ON**

*Proposal 1 Election of Class I Directors*

Our certificate of incorporation provides for a classified board of directors consisting of three classes of the same or nearly the same number of directors. The number of members of our board of directors is currently fixed at seven directors. The term of office of each current Class I director is scheduled to expire at our annual meeting of stockholders to be held this year. Currently, three of our directors, James D. Cirar, S. Carl Soderstrom, Jr., and Robert N. Tidball, are Class I directors. At the recommendation of our nominating and corporate governance committee, our board of directors has determined to nominate Messrs. Cirar, Soderstrom and Tidball for election to three-year terms as Class I directors at our annual meeting this year.

Each nominee elected by our stockholders as a Class I director at our annual meeting this year will be elected to a term to expire at the annual meeting of stockholders in 2015.

Information about the director nominees, the continuing directors and our board of directors is contained in the section of this proxy statement entitled "Governance of the Company Board Structure and Composition."

In the event a nominee is not available to serve for any reason when the election occurs, it is intended that the proxies will be voted for the election of the other nominees and may be voted for any substitute nominee. Our board of directors has no reason to believe that any of the nominees will not be a candidate or, if elected, will be unable or unwilling to serve as a director.

***Our board of directors recommends that you vote FOR the election of James D. Cirar, S. Carl Soderstrom, Jr., and Robert N. Tidball as Class I directors.***

*Proposal 2 Approval, on an Advisory Basis, of the Compensation of our Named Executive Officers*

The Dodd-Frank Wall Street Reform and Consumer Protection Act of 2010 (the "Dodd-Frank Act"), which amends Section 14A of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), enables our stockholders to approve, on an advisory basis, the compensation programs for our NEOs (sometimes referred to as "say on pay"). At the 2011 annual meeting, the board of directors proposed and the Company's stockholders approved, on an advisory basis, a frequency of every year for advisory votes on the compensation of our NEOs. In accordance with this vote, this year the board of directors is again implementing an advisory vote on the compensation of our NEOs. The next required vote on the frequency of advisory votes on the compensation of our NEOs will occur no later than the 2017 annual meeting.

As discussed below in this proxy statement, we believe that our executive compensation programs must be closely linked to our stockholders' interests and we therefore welcome our stockholders' input in this area. As described in detail under "Compensation Discussion and Analysis," our compensation programs are designed to attract, motivate and retain the individuals we need to drive business success. We believe that our executives should act in the long-term interests of our stockholders and therefore pay an important portion of total compensation to our executives in the form of stock options and/or restricted stock. Our compensation programs also are closely tied to performance, with incentive compensation varying in accordance with objectively determinable Company, team and individual performance measures. In addition, the variable component of compensation increases as an individual's business responsibilities increase.

You are invited to review the Compensation Discussion and Analysis, the accompanying compensation tables and the related narrative disclosure and to vote to approve, on an advisory basis, the compensation of our NEOs through the adoption of the following resolution at the 2012 annual meeting:

Resolved, that the compensation paid to the Company's Named Executive Officers, as disclosed pursuant to Item 402 of Regulation S-K, including the Compensation Discussion and Analysis, compensation tables and narrative discussion, is hereby approved.

This vote is nonbinding. The board of directors and the compensation committee, which is comprised of independent directors, will consider the outcome of the vote when evaluating future executive compensation decisions.

***Our board of directors recommends that you vote FOR the approval, on an advisory basis, of the compensation of our NEOs.***

*Proposal 3 Ratification of the Appointment of Independent Registered Public Accounting Firm*

Deloitte & Touche LLP audited our financial statements for our fiscal year ended December 31, 2011, and has been selected by the audit committee of our board of directors to audit our financial statements for the fiscal year ending December 31, 2012. A representative of Deloitte & Touche LLP is expected to attend our annual meeting, where he or she will have the opportunity to make a statement, if he or she desires, and will be available to respond to appropriate questions.

Stockholder ratification of the appointment of Deloitte & Touche LLP as our independent registered public accounting firm is not required by our by-laws or otherwise. However, we are submitting the appointment of Deloitte & Touche LLP to our stockholders for ratification as a matter of good corporate practice. If our stockholders fail to ratify the appointment, our audit committee will review its future selection of independent registered public accounting firms. Even if the appointment is ratified, the audit committee, in its discretion, may direct the appointment of a different independent registered public accounting firm at any time during the year if it determines that such a change would be in the best interests of our company and our stockholders.

For information regarding audit and other fees billed by Deloitte & Touche LLP for services rendered with respect to fiscal years 2011 and 2010, see the section of this proxy statement entitled Fees of Independent Registered Public Accounting Firm and Audit Committee Report Fees Billed by Independent Registered Public Accounting Firm.

***Our board of directors recommends that you vote FOR the ratification of the appointment of Deloitte & Touche LLP as our independent registered public accounting firm.***

## **GOVERNANCE OF THE COMPANY**

### *Board Structure and Composition*

Our certificate of incorporation provides for a classified board of directors consisting of three classes of the same or nearly the same number of directors. The number of members of our board of directors is currently fixed at seven directors:

James D. Cirar, S. Carl Soderstrom, Jr., and Robert N. Tidball serve in Class I. Their terms will expire on the date of the upcoming annual meeting of stockholders to be held on May 24, 2012.

William D. Gehl and Edward J. Whalen serve in Class II. Their terms will expire on the date of the annual meeting of stockholders to be held in 2013.

Thomas M. Fitzpatrick and Thomas A. Madden serve in Class III. Their terms will expire on the date of the annual meeting of stockholders to be held in 2014.

Upon the expiration of the term of each class of directors, directors of that class generally may be re-elected for a three-year term at the annual meeting of stockholders in the year in which their term expires. A director elected by the board of directors is designated upon his or her election as a Class I, Class II or Class III director, and serves a term that expires at the next annual meeting of stockholders after such director's election. A director elected by the stockholders at an annual meeting of stockholders to succeed a director elected during the preceding year by the board of directors joins the same class as the replacement director whom he or she succeeds and serves a term that expires at the next annual meeting of stockholders at which the terms of the other directors of that

director's class are or would be scheduled to expire. Each of our directors has signed a contingent resignation letter providing that if a majority of the votes of the shares in an uncontested election in which such director is a nominee are designated to be withheld from, or are voted against, the director's election, and the board of directors accepts the contingent resignation letter following such election, the director's resignation will be effective upon the acceptance of the resignation by the board of directors.

Our certificate of incorporation provides that the authorized number of directors may be changed only by resolution of the board of directors. Any additional directorships resulting from an increase in the number of directors will be distributed among the three classes so that, as nearly as possible, each class will consist of one-third of the total number of directors. Our certificate of incorporation also provides that our board of directors may fill any vacancy created by the resignation of a director or an increase in the size of the board of directors.

*Nominees for election at this meeting for terms expiring in 2015*

*James D. Cirar*, 65, has served as a director since June 1999 and is a member of our audit committee. Mr. Cirar is a private investor. He was a director of Transportation Technologies Industries, Inc. (TTII), a manufacturer of railcar and truck components, and President and Chief Executive Officer of TTII's foundry group from January 2000 until the company was acquired by Accuride Corporation in 2005. Mr. Cirar was Chairman of two of our subsidiaries, Johnstown America Corporation and Freight Car Services, Inc., from September 1998 to June 1999. From September 1995 to August 1998, he was the President and Chief Executive Officer of Johnstown America Corporation, a predecessor of the Company. Mr. Cirar brings to our board of directors the business experience he has gained as a partner in private equity transactions, as well as deep industry knowledge and close familiarity with the Company's business.

*S. Carl Soderstrom, Jr.*, 58, has served as a director since April 2005 and is the chairman of our audit committee and a member of our nominating and corporate governance and strategy and growth committees. Mr. Soderstrom was employed by ArvinMeritor, Inc., a supplier of motor vehicle components, and its predecessor companies from 1986 to 2004. He served as Senior Vice President and Chief Financial Officer of ArvinMeritor, Inc. from July 2001 to December 2004, and in a number of senior operations and engineering positions with that company prior to 2001, including Senior Vice President of Engineering, Quality and Procurement. Since 2003, Mr. Soderstrom has been a member of the board of directors of Lydall, Inc., a manufacturer of specialty engineered products for the thermal/acoustical and filtration/separation markets, and, since July 2010, he has served on the board of directors of Westar Energy, Inc., an electric utility company. Having spent 18 years in a variety of senior positions at ArvinMeritor, Inc., Mr. Soderstrom brings extensive experience in product engineering, manufacturing, finance and procurement to our board of directors.

*Robert N. Tidball*, 73, has served as a director since April 2005 and is the chairman of our nominating and corporate governance committee and a member of our compensation and strategy and growth committees. From 1989 to January 2001, Mr. Tidball was the President, Chief Executive Officer and a director of PLM International, Inc., a manager of railcar investments. In addition to his many years of experience as a senior business executive, Mr. Tidball brings to our board of directors extensive knowledge of the railcar industry.

*Directors whose terms continue until 2013*

*William D. Gehl*, 65, has served as a director since May 2007 and is the chairman of our strategy and growth committee and a member of our audit and compensation committees. He is Chairman and owner of IBS of Southeastern Wisconsin, a distributor of automotive and other batteries. He was Chairman and Chief Executive Officer of Gehl Company, a manufacturer of compact construction equipment, from April 2003 until his retirement from that company in April 2009. Prior to that time, he was President and Chief Executive Officer of Gehl Company since November 1992, Chairman of Gehl Company since April 1996, and a director of Gehl Company since 1987. During the past five years, Mr. Gehl has been a member of the boards of directors of Gehl Company, Astec Industries, Inc. (a manufacturer of road-building and construction equipment), Mason Wells, Inc. (a private equity investor), The Oilgear Company (a manufacturer of hydraulic pumps and related products) and Westbury Bank (a full-service neighborhood bank with 25 locations). He brings to our board of directors, among other things, his background as the chief executive officer of a public company for over 16 years and general management, marketing and financial experience, as well as M.B.A. and law degrees and his service on the audit committee of another public company (Astec Industries). He is a member of the Wisconsin and Florida state bars.

*Edward J. Whalen*, 63, was appointed as our President and Chief Executive Officer on December 18, 2009 and has served as a director since that date. Previously, he served as our Senior Vice President, Marketing and Sales, from December 2004 to September 2008. He also served as Senior Vice President, Marketing and Sales, for our subsidiaries from 1991 to December 2004. In 1991, Mr. Whalen was a member of the group of investors that acquired the Company from Bethlehem Steel. Prior to that, Mr. Whalen was President of Pullman Leasing Company, a railcar leasing business, after serving in various finance positions for Pullman Leasing Company, including Vice President of Finance and Treasurer. Mr. Whalen originally joined Pullman, Inc., the parent of Pullman Leasing Company, in 1972. In addition to his current role as our President and Chief Executive Officer, the board of directors benefits from Mr. Whalen's many years of prior service as a senior executive of the Company and his more than 40 years of railcar industry experience.

*Directors whose terms continue until 2014*

*Thomas M. Fitzpatrick*, 59, has served as a director since December 2005 and as the Chairman of the Board of Directors since March 2007. He is a member of our nominating and corporate governance committee. Mr. Fitzpatrick is the managing director of Cold Frame Ventures LLC (a venture management and investment company), the predecessor of which he founded in 1986. Since 2010, he has also served as the Chief Executive Officer of its affiliates Ceres 7 Foods LLC and Custom Menu Insights LLC (protein suppliers to the food service industry). Mr. Fitzpatrick has worked for many years as a principal, advisor and investor in a wide variety of industries and has broad international business experience. He brings to our board of directors, among other qualifications, the business acumen he has gained from this background as well as his knowledge and skills as an attorney.

*Thomas A. Madden*, 58, has served as a director since December 2005 and is the chairman of our compensation committee and a member of our audit committee. Mr. Madden served as the Executive Vice President and Chief Financial Officer of Ingram Micro Inc., a technology distributor, from July 2001 to April 2005. From October 1997 to July 2001, Mr. Madden served as the Senior Vice President and Chief Financial Officer of ArvinMeritor, Inc., a supplier of motor vehicle components. Mr. Madden has been a member of the boards of directors of Champion Enterprises, Inc. (a modular and manufactured homes producer) from 2006 to 2010, Mindspeed Technologies, Inc. (a provider of semiconductors for network applications) since 2003, and Intcomex, Inc. (an IT products distributor) since 2006. Having served as the chief financial officer of two public companies, Mr. Madden brings extensive financial expertise and skills to our board of directors, as well as the insights and experience he has gained as a director of three other public companies.

*Committees of the Board of Directors*

Our board of directors has four standing committees: an audit committee, a compensation committee, a nominating and corporate governance committee and a strategy and growth committee. Stockholders and third parties may communicate with our board of directors by writing to our board of directors at FreightCar America, Inc., Two North Riverside Plaza, Suite 1250, Chicago, Illinois 60606, Attention: Chairman of the Board of Directors.

*Audit Committee.* Our audit committee consists of Messrs. Cirar, Gehl, Madden and Soderstrom. Mr. Soderstrom serves as the chairman. The audit committee oversees our financial reporting processes and provides oversight on behalf of the board of directors to the Company's internal accounting and financial controls, accounting principles and auditing practices to be employed in the preparation and review of our financial statements. The audit committee makes recommendations to the board of directors concerning the engagement of independent registered public accountants to audit our annual financial statements and the scope of and plans for the audit to be undertaken by such accountants. The audit committee pre-approves the audit services and permissible non-audit services to be performed by such accountants and takes appropriate actions to ensure the independence of such accountants. The audit committee is also responsible for approving related-party transactions. Our board of directors has determined that Messrs. Cirar, Gehl, Madden and Soderstrom meet the independence requirements under the Sarbanes-Oxley

Act of 2002, the rules of the NASDAQ Global Market ( NASDAQ ) and the rules and regulations of the Securities and Exchange Commission (the SEC ). Each of Messrs. Cirar, Gehl, Madden and Soderstrom has been determined to be an audit committee financial expert, as that term is defined under the SEC rules implementing Section 407 of the Sarbanes-Oxley Act of 2002, and each is independent as defined in the applicable listing standards for audit committee members.

The audit committee operates under a written charter, a copy of which is available on our website, [www.freightcaramerica.com](http://www.freightcaramerica.com). The audit committee has established and regularly monitors procedures for the receipt, retention and treatment of complaints received regarding accounting, internal accounting controls or auditing matters. The audit committee met ten times during 2011.

*Compensation Committee.* Our compensation committee consists of Messrs. Gehl, Madden and Tidball. Mr. Madden serves as the chairman. The purpose of our compensation committee is to: (a) oversee our compensation and employee benefit plans and practices; (b) produce annually a report on executive compensation for inclusion in our proxy statement, in accordance with all applicable rules and regulations; and (c) oversee regular succession planning and professional development for the Chief Executive Officer ( CEO ) and other senior executive officers. Our compensation committee also evaluates the risks created by our compensation plans and policies and considers the reasonably likely effects of such risks. Our board of directors has determined that Messrs. Gehl, Madden and Tidball meet the independence requirements under the Sarbanes-Oxley Act of 2002, the rules of NASDAQ and the rules and regulations of the SEC. In addition, each of Messrs. Gehl, Madden and Tidball is an outside director, as that term is defined in Section 162(m) of the Internal Revenue Code of 1986, as amended (the Code ), and a non-employee director within the meaning of Rule 16b-3 under the Exchange Act.

The compensation committee operates under a written charter, a copy of which is available on our website, [www.freightcaramerica.com](http://www.freightcaramerica.com). The compensation committee met 11 times during 2011.

*Nominating and Corporate Governance Committee.* Our nominating and corporate governance committee consists of Messrs. Fitzpatrick, Soderstrom and Tidball. Mr. Tidball serves as the chairman. The purpose of our nominating and corporate governance committee is to: (a) identify individuals qualified to become board members, consistent with criteria approved by the board of directors; (b) recommend to the board of directors nominees for the board of directors; (c) recommend to the board of directors nominees for each committee of the board of directors; (d) recommend to the board of directors and review annually the Corporate Governance Guidelines and the Code of Business Conduct and Ethics; (e) review annually the independence qualifications of the board members and nominees; (f) oversee our directors and officers liability insurance program, including selection, scope and administration; and (g) review potential conflicts of interest and violations of the Code of Business Conduct and Ethics. Our board of directors has determined that Messrs. Fitzpatrick, Soderstrom and Tidball meet the independence requirements under the Sarbanes-Oxley Act of 2002, the rules of NASDAQ and the rules and regulations of the SEC.

The nominating and corporate governance committee operates under a written charter, a copy of which is available on our website, [www.freightcaramerica.com](http://www.freightcaramerica.com). The nominating and corporate governance committee met eight times during 2011.

*Strategy and Growth Committee.* Our strategy and growth committee consists of Messrs. Gehl, Soderstrom, and Tidball. Mr. Gehl serves as the chairman. The strategy and growth committee provides guidance to management in its development of our corporate strategy and provides recommendations to the board of directors with respect to its review and approval of the corporate strategy.

The strategy and growth committee operates under a written charter, a copy of which is available on our website, [www.freightcaramerica.com](http://www.freightcaramerica.com). The strategy and growth committee met two times during 2011.

### *Independence of Directors*

The board of directors has determined that six of our seven current directors, Messrs. Cirar, Fitzpatrick, Gehl, Madden, Soderstrom and Tidball, are independent directors as defined in NASDAQ Listing Rule 5605 and as defined in applicable rules by the SEC. NASDAQ Listing Rule 5605 requires that a majority of our board of directors be composed of independent directors and that certain of our committees be composed solely of independent directors. Our independent directors hold meetings in executive session, at which only independent directors are present.

### *Board Leadership Structure*

Our board of directors strongly endorses the view that one of its primary functions is to protect stockholders' interests by providing independent oversight of management, including the CEO. However, the board of directors does not believe that mandating a particular structure, such as a separate Chairman of the Board and CEO, is necessary to achieve effective oversight. The board of directors retains the right to exercise its judgment to combine or separate the roles of Chairman of the Board and CEO. Currently, the offices of Chairman of the Board and CEO are held by separate persons because the board of directors has determined that this structure aids in the oversight of management and is in the best interests of the Company and its stockholders.

### *Code of Business Conduct and Ethics*

We have established a Code of Business Conduct and Ethics that applies to our officers, directors and employees, including our CEO and Chief Financial Officer. A copy of the Code of Business Conduct and Ethics is available on our website, [www.freightcaramerica.com](http://www.freightcaramerica.com).

We intend to disclose on our website at [www.freightcaramerica.com](http://www.freightcaramerica.com) any amendments to or waivers from our Code of Business Conduct and Ethics applicable to any of our principal executive officer, principal financial officer, principal accounting officer or controller, or persons performing similar functions.

Under the Code of Business Conduct and Ethics, the board of directors, its committees and the non-employee directors have the right at any time to retain independent outside financial, legal or other advisors as they deem necessary, without the necessity of consulting with or obtaining prior approval of any officer of the Company.

### *Risk Oversight*

In its governance role, and particularly in exercising its duty of care and diligence, our board of directors is responsible for monitoring and overseeing the Company's approach to risk assessment and risk management. The board of directors has the ultimate responsibility in this area. However, the board of directors has delegated the responsibility for overseeing financial risks to the audit committee and compensation-related risks to the compensation committee. Where appropriate, the board of directors may delegate risk oversight responsibility in other specific areas to board committees.

The board of directors espouses a responsible approach to risk management. The board of directors requires management to ensure that an appropriate approach to risk management is implemented as a part of the day-to-day operations of the Company. The board of directors further requires that management design internal control systems with a view to identifying and managing the material risks in the following categories:

core business and strategy risks;

operational and commercial risks;

regulatory risks;

legal and contractual risks;

compensation-related risks; and



financial risks.

In fulfilling its responsibilities delegated by the board of directors as described above, on a periodic basis (but not less often than annually), the audit committee reviews and discusses with management and our internal audit personnel the Company's significant financial risk exposures and establishes an annual review schedule, which includes periodic financial reviews, internal control assessments and reviews of specific risk areas. The audit committee receives periodic updates from management and our internal audit personnel as per the annual schedule and as necessary based on subsequent determinations. The audit committee reports its activities to the full board of directors on a regular basis and is responsible for making such recommendations with respect to the matters described above and other matters as the audit committee may deem necessary or appropriate. The audit committee believes that in addition to its own deliberations and assessment of potential risks, the advice and recommendations of its independent auditor provide important objective guidance in this area.

In fulfilling its responsibilities delegated by the board of directors as described above, on a periodic basis (but not less often than annually), the compensation committee reviews and discusses with management compensation-related risks. In 2012, the compensation committee established a standing committee of management to assist the committee in evaluating potential risks arising from the Company's compensation programs. The compensation committee reports its activities to the full board of directors on a regular basis and is responsible for making such recommendations with respect to the matters described above and other matters as the compensation committee may deem necessary or appropriate. The compensation committee believes that in addition to its own deliberations and assessment of potential risks, the advice and recommendations of its independent compensation consultant provide important objective guidance in this area.

#### *Director Nomination Process*

The nominating and corporate governance committee of our board of directors considers candidates to fill new directorships created by expansion and vacancies that may occur and makes recommendations to the board of directors with respect to such candidates. The nominating and corporate governance committee considers all relevant qualifications of candidates for board membership, including factors such as industry knowledge and experience, international, public company, academic or regulatory experience, financial expertise, current employment and other board memberships, and whether the candidate will be independent under the listing standards of NASDAQ. In addition, although we do not have a formal policy regarding the consideration of diversity in identifying nominees for directors, as part of the nomination process the nominating and corporate governance committee considers diversity in professional background, experience, expertise, perspective, age, gender and ethnicity.

The nominating and corporate governance committee evaluates each individual in the context of the board of directors as a whole, with the objective of recommending a group that can best perpetuate the success of our business and represent stockholder interests through the exercise of sound judgment using its diversity of experience. The nominating and corporate governance committee evaluates each incumbent director to determine whether he or she should be nominated to stand for re-election, based on the types of criteria outlined above as well as the director's overall service to us during his or her term and any relationships and transactions that might impair such director's independence.

In 2011, the nominating and corporate governance committee paid a fee to a third party to assist in the process of identifying or evaluating potential director candidates. In the future, we may pay a fee to a third party to identify or evaluate potential director candidates if the need arises.

Our by-laws provide that nominations for the election of directors at our annual meeting may be made by our board of directors or any stockholder entitled to vote for the election of directors generally who complies with the procedures set forth in the by-laws and who is a stockholder of record at the time notice is delivered to us. Any stockholder entitled to vote in the election of directors generally may nominate a person for election to the board of directors at our annual meeting only if timely notice of such stockholder's intent to make such nomination has been given in writing to our Secretary at our offices at Two North Riverside Plaza, Suite 1250, Chicago, Illinois 60606.

Any recommendations received from stockholders will be evaluated by the nominating and corporate governance committee in the same manner that potential director nominees suggested by board members, management or other parties are evaluated.

To be timely, a stockholder's notice shall be delivered to or mailed and received at the principal executive offices of the Company not less than 90 nor more than 120 days prior to the first anniversary of the previous year's annual meeting; provided, however, that in the event less than 30 days' notice or prior public disclosure of the date of the meeting is given or made to stockholders, notice by the stockholder to be timely must be so received not later than the close of business on the 10th day following the day on which such notice of the date of the meeting was mailed or such public disclosure was made.

#### *Communications with Directors*

Stockholders and third parties may communicate directly with our independent directors by writing to our independent directors at:

FreightCar America, Inc.

Two North Riverside Plaza, Suite 1250

Chicago, Illinois 60606

Attention: Chairman of the Board of Directors

Communications are distributed to the independent directors, or to any individual directors, as appropriate, depending on the facts and circumstances outlined in the communication. In that regard, the board of directors has requested that certain items that are unrelated to the duties and responsibilities of the board of directors be excluded from communications to the board of directors, such as product complaints, product inquiries, new product suggestions, résumés and other forms of job inquiries, surveys and business solicitations or advertisements.

#### *Director Attendance at Meetings*

Directors are encouraged to attend all annual and special meetings of our stockholders. During 2011, the board of directors held 12 meetings. Each of our directors attended at least 75% of the aggregate number of meetings of the board of directors and meetings of those committees on which he served during 2011. All of our directors attended the 2011 annual meeting of stockholders.

#### *Director Compensation*

For a discussion of director compensation, see the section of this proxy statement entitled "Director Compensation."

## **STOCK OWNERSHIP**

#### *Security Ownership of Certain Beneficial Owners and Management*

The following table sets forth certain information regarding the beneficial ownership of our common stock as of December 31, 2011 (except as indicated below) by:

all persons known by us to own beneficially 5% or more of our outstanding common stock;

each of our directors and director nominees;

each of the named executive officers listed in the "Executive Compensation Summary Compensation Table" section of this proxy statement; and

all of our directors, director nominees and executive officers as a group.

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Unless otherwise indicated, each stockholder listed below has sole voting and investment power with respect to the shares of common stock beneficially owned by such stockholder.

Name of Beneficial Owner	Number of Shares Beneficially Owned (1)	Approximate Percent of Class(1)
BlackRock, Inc. 40 East 52nd Street New York, New York 10022	683,551(2)	5.72%
Chilton Investment Company, LLC 1290 East Main Street, 1st Floor Stamford, Connecticut 06902	1,431,207(3)	11.98%
Heartland Advisors, Inc. and certain of its affiliates 789 N. Water Street Milwaukee, Wisconsin 53202	1,192,115(4)	9.97%
Royce & Associates, LLC 745 Fifth Avenue New York, New York 10151	675,939(5)	5.66%
The Vanguard Group, Inc. and certain of its affiliates 100 Vanguard Boulevard Malvern, Pennsylvania 19355	598,455(6)	5.01%
Wellington Management Company, LLP 280 Congress Street Boston, Massachusetts 02210	655,525(7)	5.48%
<b>DIRECTORS, DIRECTOR NOMINEES AND EXECUTIVE OFFICERS:</b>		
James D. Cirar	8,659	*
Thomas M. Fitzpatrick	5,881	*
William D. Gehl	10,797	*
Thomas A. Madden	8,275	*
S. Carl Soderstrom, Jr.	5,813	*
Robert N. Tidball	8,659	*
Edward J. Whalen	235,832	1.97%
Theodore W. Baun	14,167	*
Joseph E. McNeely	8,138	*
Thomas P. McCarthy	23,097	*
Laurence M. Trusdell	32,107	*
All directors, director nominees and executive officers as a group (13 persons)	368,324	3.08%

\* = less than 1%

- 1 Beneficial ownership means any person who, directly or indirectly, has or shares voting or investment power with respect to a security or has the right to acquire such power within 60 days. Shares of common stock subject to options or warrants that are currently exercisable or exercisable within 60 days of December 31, 2011 are deemed outstanding for computing the ownership percentage of the person holding such options or warrants, but are not deemed outstanding for computing the ownership percentage of any other person. The amounts and percentages are based upon 11,951,358 shares of our common stock outstanding as of December 31, 2011.
- 2 Based on information in the Schedule 13G/A filed by BlackRock, Inc. with the SEC on February 13, 2012.
- 3 Based on the information in the Schedule 13G/A filed by Chilton Investment Company, LLC with the SEC on February 14, 2012.
- 4 Based on information in the Schedule 13G/A filed by Heartland Advisors, Inc. and William J. Nasgovitz (collectively, the Heartland Entities ) with the SEC on February 10, 2012. The Schedule 13G/A discloses that the Heartland Entities have shared voting power and shared dispositive power with respect to 1,192,115 shares.
- 5 Based on information in the Schedule 13G/A filed by Royce & Associates, LLC with the SEC on January 12, 2012.
- 6 Based on information in the Schedule 13G/A filed by The Vanguard Group, Inc. and certain of its affiliates with the SEC on February 10, 2012. The Schedule 13G/A discloses that (i) The Vanguard Group, Inc. has sole dispositive power with respect to 580,538 shares and (ii) Vanguard Fiduciary Trust Company ( VFTC ), a wholly-owned subsidiary of The Vanguard Group, Inc., is the beneficial owner of 17,917 shares for which VFTC has sole voting power and shared dispositive power as a result of VFTC serving as investment manager of collective trust accounts.
- 7 Based on information in the Schedule 13G/A filed by Wellington Management Company, LLP ( Wellington Management ) with the SEC on February 14, 2012. The Schedule 13G/A discloses that Wellington Management has shared voting power with respect to 583,234 shares and shared dispositive power with respect to 655,525 shares. Wellington Management may be deemed to beneficially own 655,525 shares, which are held by clients for whom Wellington Management serves as investment advisor.

*Section 16(a) Beneficial Ownership Reporting Compliance*

Section 16(a) of the Exchange Act requires our directors, executive officers and holders of more than 10% of our common stock to file with the SEC reports regarding their ownership and changes in ownership of our common stock. Based solely on our review of the reports furnished to us, we believe that all of our directors and executive officers have complied with all Section 16(a) filing requirements for 2011, except that Theodore W. Baun, Senior Vice President, Marketing and Sales, was three days late in filing a Form 4 reporting the purchase of 1,000 shares of our common stock.

**COMPENSATION DISCUSSION AND ANALYSIS**

The following sections discuss the material factors involved in the Company's decisions regarding the compensation of the Company's Named Executive Officers (as defined in the section of this proxy statement entitled Executive Compensation Summary Compensation Table ) (the NEOs ) during 2011. The specific amounts paid or payable to the NEOs are disclosed in the tables and narrative in the section of this proxy statement entitled Executive Compensation. The following discussion cross-references those specific tabular and narrative disclosures where appropriate.

*Summary*

Our NEO compensation program, designed and approved by our compensation committee, is designed to ensure that:

compensation is aligned with the Company's business objectives and financial performance;

incentive-based and equity compensation is a major component of total NEO compensation; and

compensation risks are assessed and managed appropriately in the context of our business strategies.

Fiscal year 2011 was anticipated to be a better year for the economy and our business than fiscal year 2010, and the compensation committee tailored our NEO compensation program to be in line with expectations of improved financial performance, while providing support for the ongoing needs of our business and key initiatives such as strategic and international growth.

When designing our fiscal year 2011 NEO compensation program, the compensation committee considered the Company's fiscal year 2011 budget and financial performance expectations, both of which were higher than fiscal year 2010 actual performance. As a result, with respect to our regular program of annual and long-term compensation, the compensation committee:

discontinued the reduction in base pay initiated in 2009, which affected the base salaries of a number of NEOs who were in their current roles at the time the reduction was implemented, and restored the salaries of those NEOs to the pre-reduction levels;

set targets for payouts of annual cash incentive awards that would allow payments only if the Company achieved budgeted operating income or better performance, which, in consideration of the Company's 2011 performance, resulted in bonus payments being made for 2011; and

increased equity-based awards (stock options) under the Company's 2005 Long Term Incentive Plan (the "LTIP"), having reduced them in 2010 to reduce expenses associated with the plan.

The compensation committee believes its actions balanced the objectives of containing costs, calibrating pay opportunities with performance expectations and the degree of difficulty associated with achieving performance goals, and retaining and motivating our NEOs.

Our compensation committee is comprised of at least three directors, each of whom must be determined by our board of directors to meet the independence requirements of the SEC, NASDAQ and any other applicable governmental or regulatory authorities, each as in effect from time to time. Members of the compensation committee also must qualify as "non-employee directors" within the meaning of Rule 16b-3(b)(3) under the Exchange Act and "outside directors" within the meaning of Code Section 162(m), and must satisfy any other necessary standards of independence under the federal securities and tax laws, as amended from time to time.

If a compensation committee chairperson is not designated by the board of directors, members of the compensation committee designate a chairperson by majority vote.

The compensation committee meets quarterly or more frequently as circumstances require. A majority of the members of the compensation committee constitutes a quorum.

In accordance with the committee's charter, the compensation committee chairperson determines the agenda for each meeting. Materials related to agenda items are provided to the compensation committee members sufficiently in advance of the meeting to allow the members to prepare for discussion of the items at the meeting. The compensation committee maintains written minutes of its meetings, which are maintained with our books and records. The compensation committee reports its activities regularly and directly to the board of directors and makes recommendations that the compensation committee deems advisable.

The compensation committee may request that any of our directors, officers or employees or any other persons whose advice and counsel are sought by the compensation committee attend any meeting of the compensation committee to provide such pertinent information as it reasonably requests. Our CEO may not be present during deliberations or voting concerning his own compensation.



*Compensation Committee's Processes and Procedures for Consideration and Determination of Executive Compensation*

*General Authorities and Responsibilities*

The compensation committee reviews the Compensation Discussion and Analysis (the CD&A) section of our proxy statement and recommends to the board of directors that the CD&A be included in our proxy statement. The compensation committee issues an annual report on executive compensation for inclusion in our proxy statement and reports to the board of directors its plan for succession of the CEO and other senior executives in the event that any of such officers retires, is disabled or is otherwise unable to fulfill his or her duties. The compensation committee has the authority to conduct or authorize investigations into any matter within its scope of responsibilities, and retain, at our expense, such independent counsel, compensation consultant or other consultants and advisors as it deems necessary. In 2011, the compensation committee engaged an independent compensation consulting firm, Pearl Meyer & Partners LLC ( Pearl Meyer ). In addition to general compensation consulting services, Pearl Meyer provided specific consulting services in areas which included market surveys of executive compensation, external trends, compensation program design, and position-specific compensation information as necessary. The compensation committee has the sole authority to retain an independent compensation consultant to be used to assist in its evaluation of director and/or senior management compensation and has the sole authority to terminate the consultant and approve the consultant's fees and other retention terms. The compensation committee also has the authority to obtain advice and assistance from internal or external legal, accounting or other advisors as it deems appropriate or necessary. The compensation committee reviews and assesses at least annually the adequacy of the compensation committee charter and recommends any proposed changes to the board of directors for approval. The compensation committee also annually reviews its own performance.

*Executive and Director Compensation*

The compensation committee, consulting with its independent compensation consultant, Pearl Meyer, and with management as necessary, reviews and recommends for approval by the board of directors our general policies relating to senior management compensation and oversees the development and implementation of such compensation programs. The compensation committee, consulting with its independent compensation consultant and with management as necessary, reviews and approves, or recommends for ratification by the board of directors, senior management compensation, including, to the extent applicable, (a) salary, bonus and incentive compensation levels, (b) deferred compensation, (c) executive perquisites, (d) equity compensation (including awards to induce employment), (e) employment agreements, severance arrangements and change in control agreements/provisions, in each case as, when and if appropriate, and (f) other forms of senior management compensation. The compensation committee meets without the presence of senior management when approving or deliberating on CEO compensation but may, in its discretion, invite the CEO to be present during the approval of, or deliberations with respect to, other senior management compensation.

The compensation committee periodically reviews and approves corporate goals and objectives relevant to senior management compensation, evaluates the CEO's performance in light of those goals and objectives, as a committee or together with the independent members of the board of directors, and recommends for ratification by the board of directors the CEO's compensation levels taking into account this evaluation. The compensation committee periodically reviews and makes recommendations to the board of directors with respect to director compensation for non-employee members of the board of directors and its committees. The compensation committee may adopt policies regarding the adjustment or recovery of incentive awards or payments if the relevant performance measures upon which such incentive awards or payments were based are restated or otherwise adjusted in a manner that would reduce the size of an award or payment, and has adopted such a policy as described in the section of this proxy statement entitled Clawback Policy. The compensation committee may consider the accounting and tax treatment to the Company and to senior management of each particular element of compensation.

### *Oversight of Benefit Plans*

The compensation committee oversees, periodically reviews and makes recommendations to the board of directors with respect to employee benefit plans, including all pension and profit sharing plans, stock incentive plans, stock purchase plans, bonus plans, deferred compensation plans and similar programs. The compensation committee has the power and authority to oversee these plans, establish guidelines, interpret plan documents, select participants, approve grants and awards, and exercise such other power and authority as may be permitted or required under such plans. The compensation committee may also undertake such additional activities within the scope of its primary function as the board of directors or the compensation committee may from time to time determine or as may otherwise be required by law, the board of directors or our charter or by-laws.

### *Compensation Committee Interlocks and Insider Participation*

None of the members of our compensation committee at any time has been one of our officers or employees. None of our executive officers currently serves, or in the past year has served, as a member of the board of directors or compensation committee of any entity that has one or more executive officers who serve on our board of directors or compensation committee.

### *Compensation Philosophy and Objectives*

#### *Philosophy*

The compensation committee has adopted, and periodically reviews, an executive compensation philosophy statement. This statement sets forth the Company's values and beliefs regarding the nature of its executive compensation strategy and programs.

The purpose of our philosophy is twofold: to serve as a link between the interests of the Company's stockholders and its compensation arrangements, and to serve as a framework for program design and assessment.

The application of these values and beliefs reflects and takes into account a broad business context. Business judgment is brought to bear to determine the appropriate application of these values and beliefs in each circumstance. Moreover, the application of these values and beliefs solely in a mechanistic fashion is neither appropriate nor desirable.

In periodically reviewing the executive compensation philosophy statement, the compensation committee will revise it as necessary to ensure that it is properly linked to the Company's business strategies and to reflect changes to the Company's business operations and goals as well as external market conditions.

#### *Objectives*

Our compensation program is designed to attract, motivate and retain the highly talented individuals that FreightCar America needs to drive business success. The program reflects the following principles:

**FreightCar America employees should act in the interests of FreightCar America stockholders.** We believe that FreightCar America employees should act in the long-term interests of FreightCar America stockholders and the best way to encourage them to do so is through an equity stake in the Company. We pay an important portion of total compensation to executives and certain other key employees in the form of stock options and/or restricted stock. The Company's goal is to have compensation programs that encourage each employee to think and act like an owner of the business. Our industry is cyclical. Executives must manage this cycle by diversifying our product and service offerings, maintaining low costs and other measures.

**Compensation should be related to performance.** The Company's compensation program endeavors to reinforce the Company's business and financial objectives. Employee compensation will vary based on objectively determinable measures of Company performance. When the Company performs well based on financial measures, employees will receive greater incentive compensation. When the Company does not meet objectives, incentive awards will be reduced.

An employee's individual compensation also will vary based on such person's individual performance, contribution and overall value to the business. Employees demonstrating sustained high performance will be rewarded more than those in similar positions with lower performance.

**Incentive compensation should be a greater part of total compensation for employees with more senior positions.** The proportion of an individual's total compensation that varies based on individual and Company performance objectives should increase as the individual's business responsibilities increase.

**Other goals.** The Company's compensation program is designed to balance short- and long-term financial objectives. It also is designed to be competitive with a group of comparable companies. When the compensation committee determines compensation levels for executive officers, it reviews compensation survey data from independent sources in an attempt to ensure that our total compensation program is competitive and fair. The compensation committee considers compensation data from companies in our industry as well as from companies in a broad cross-section of industries, and targets overall compensation levels competitive with the broad comparison group.

#### *Elements of Executive Compensation*

Total compensation for each NEO is comprised of base salary, annual cash incentive awards, long-term equity awards, retirement and post-employment benefits, including severance protection, and other benefits and perquisites. The various elements of executive compensation reflect the following policies:

#### *Base Salary*

#### **Overview**

Base salary is comprised of periodic, fixed payments made to each NEO.

#### **Why this component is paid to NEOs and how it furthers the program objectives**

Base salary is provided to each NEO in order to provide the NEO with a degree of financial certainty and to competitively compensate the NEO for rendering ongoing services to the Company. Competitive base salaries further the compensation program's objectives by allowing the Company to attract and retain talented employees by providing a fixed portion of compensation on which employees can rely.

#### **How the amount of base salary is determined**

In general, the Company's executive compensation philosophy is to target base salaries at a level that is slightly below the median of a comparison group for each specific executive officer position. For details about the Company's process for establishing the comparison group median for executive officer positions, see the section of this proxy statement entitled "Determination of Compensation." The objective is to reward executives with upside for superior performance through our annual and long-term incentive programs. The annual base salary for each NEO is subject to review and possible adjustment on the NEO's employment anniversary date. During 2009, the base salaries of all salaried employees of the Company, including Messrs. Baun, McCarthy and Trusdell, were reduced by 5% as part of a set of cost-saving measures taken in response to the difficult business conditions the Company faced in 2009. Because these difficult business conditions continued in 2010, the base salaries of Messrs. McCarthy and Trusdell remained at their reduced 2009 levels as did the base salaries of almost all salaried employees of the Company. Mr. Baun received a base salary increase effective January 1, 2010 to align his base salary with the compensation philosophy as it pertains to executive base salaries. On January 1, 2011, in light of improving industry conditions, base salaries still affected by the 2009

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salary reduction were restored to their pre-reduction levels as shown in the Summary Compensation Table below.

With respect to other non-executive senior management employees and other management employees, the Company uses the results of the Economic Research Institute's industry- and region-specific compensation database, and sets annual base salaries at plus or minus 25% of the midpoint, depending on an assessment of the individual's sustained performance and the location of his or her position.

### **Relationship of base salary to other components of compensation**

The amount of each NEO's base salary is the reference point for certain other elements of his compensation. For example, the potential annual cash incentive award for each NEO is based, in part, on the NEO's base salary. In addition, base salary is one component of the formula for determining pension benefits under the Company's Pension Plan (as defined below). Finally, NEO cash severance benefits are determined, in part, by base salary.

#### *Annual Cash Incentive Awards*

### **Overview**

The annual cash incentive program calls for the awarding of performance units under the LTIP.

The primary purposes of the annual cash incentive program are to incentivize employees to achieve certain pre-determined business results over the fiscal year that are linked to stockholder value creation and to competitively reward employees for successfully achieving results.

Participants in the annual cash incentive program generally must be employed by the Company on the payment date to receive an award. Participants who are not employed by the Company on the payment date may receive a partial bonus award in certain circumstances at the discretion of the CEO and subject to confirmation by the compensation committee.

Under the annual cash incentive program, each of the NEOs is eligible to receive a grant of performance units that determines his level of incentive compensation. Each of the NEOs may earn an annual cash incentive award based on the level of achievement with respect to the following performance metrics: (i) a corporate-wide financial performance goal, namely Return on Net Assets (RONA); (ii) function/team performance goals; and (iii) individual performance goals. These performance metrics are weighted 50%, 25% and 25%, respectively.

The annual cash incentive program is designed to provide a link to goals and objectives in addition to RONA. Individual goals are highly specific and are limited to three to six such goals per participant.

The CEO's target cash incentive award is 100% of his annual base salary. The target cash incentive award of each other NEO is 50% of annual base salary. The CEO can receive up to 200% of his annual base salary and each other NEO can receive up to 150% of the target cash incentive award, depending on whether the threshold, target, target-plus or stretch goal is attained with respect to each performance metric. The target-plus goal applies only to the RONA metric.

The threshold goal for each performance metric must be achieved for the NEO to receive any award with respect to that metric. The attainment of threshold, target, target-plus and stretch goals results in increasing levels of award payments, as indicated in the following table:

Performance Metric	Percentage of Target Cash Incentive Award Payable upon Goal Achievement			
	Threshold	Target	Target-Plus	Stretch
Corporate-Wide (RONA)	25.0%	50.0%	62.5%	75.0%
Function/Team	12.5%	25.0%	25.0%	37.5%
Individual	12.5%	25.0%	25.0%	37.5%
<b>Total</b>	50.0%	100.0%	112.5%	150.0%

The CEO is eligible to receive an award of 200% of his annual base salary if the corporate-wide RONA goal, function/team goals and individual goals are all met at the stretch achievement level.

Corporate-Wide (RONA) Performance Metric. The Company uses RONA because, for our type of business and asset base, it is an effective metric for measuring how efficiently the Company's assets are being managed to generate earnings and returns. The goals ensure that incentive awards based on RONA are paid only when returns meet or surpass the Company's financial objectives. If these objectives are not met or surpassed, no incentive awards based on RONA are paid. The RONA goal for 2011 is described below.

RONA is defined as Operating Income divided by Average Net Assets. Operating Income is defined as earnings computed under generally accepted accounting principles, after accrual for current year's salaried bonus expenses and before interest, taxes and other income and expenses excluded from operating income under generally accepted accounting principles. Average Net Assets is the sum of average annual (computed on a monthly basis) accounts receivable, inventory and property, plant and equipment net of accumulated depreciation, goodwill and other intangible assets, less accounts payable.

Functional/Team Performance Metric. Functional/team performance metrics and related performance goals represent specific objectives of the NEO's department or organizational unit. The CEO develops such metrics and related performance goals (including threshold, target and stretch performance goals) for himself and for each of the other NEOs and submits them to the compensation committee for its consideration and adoption. The 2011 function/team performance metrics for each NEO are summarized below. Specific targets are not identified below because the performance metrics had significant qualitative components and/or represented competitively sensitive information.

Mr. Whalen

Financial objectives

Strategic planning and initiatives

Organization and executive development

Industry and customer initiatives

Mr. Baun

Sales volume targets

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Leasing execution

Strategic initiatives support

Mr. McCarthy

Staffing support

Organization development

Strategic initiatives support

Employee communication programs

Mr. McNeely

Organizational effectiveness and development

Cost rationalization

Enterprise resource planning system integration

Mr. Trusdell

Reduced-cost sources

Organization development

Board of directors support

Client satisfaction

Individual Performance Metric. Individual performance metrics and related performance goals represent specific personal objectives related to the NEO's job responsibilities and ability to contribute to overall Company goals. The CEO develops such metrics and related performance goals (including threshold, target and stretch performance goals) for himself and for each of the other NEOs and submits them to the compensation committee for its consideration and adoption. The 2011 individual performance metrics for each NEO are summarized below. Specific targets are not identified below because the performance metrics had significant qualitative components and/or represented competitively sensitive information.

Mr. Whalen

Financial objectives

Strategic plan and initiatives

Organization and executive development

Industry and customer initiatives

Mr. Baun



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Organization integration

Strategic initiatives support

International sales development

Mr. McCarthy

Benefits plan design

Executive development programs

Organization integration

Mr. McNeely

Strategic initiatives support

Policy enhancement and design

Enterprise resource planning system integration

Mr. Trusdell

Corporate support enhancement

Organization development

Strategic initiatives support

Client satisfaction

Performance measures and goals are linked to the Company's business plan and individual roles and responsibilities. Performance goals for senior executives will include a mix of corporate-wide, team and individual measures as described above. These performance goals will be recalibrated each year based on that year's budget, business plan, goals and other relevant considerations.

**Why this element is paid to executives and how it furthers the program's objectives**

Annual cash incentive award opportunities are provided to incentivize the NEOs to achieve performance goals that support the Company's business plan and create stockholder value. The performance unit arrangement furthers the goals of the compensation program by tying a significant amount of compensation to objectively determinable Company and individual

measures of performance. The annual cash incentive program, consistent with the Company's executive compensation philosophy, is designed to have an upside that rewards superior performance.

**How the amount is determined**

Annual cash incentive awards for each NEO and other eligible salaried employees are based on the following formula:

		<b>Total</b>				
<b>Target</b>		<b>Percentage</b>				
<b>Award</b>		<b>of Target</b>				
<b>(Performance</b>		<b>Award</b>			<b>\$ Bonus</b>	
<b>Units)</b>	<b>X</b>	<b>Earned</b>	<b>X</b>	<b>\$100</b>	<b>=</b>	<b>Award</b>

**2011 Annual Cash Incentive Awards**

For 2011, the board of directors approved a recommendation from the compensation committee that participants be eligible for bonus payment consideration under a two-tiered approach. Tier one achievement equated to meeting or exceeding the operating income target as indicated in the approved 2011 operating budget. Tier two achievement equated to achieving or exceeding positive RONA performance. Tier two achievement was segmented from Threshold to Stretch performance in terms of the RONA percentage achievement. Threshold would equate to RONA achievement of 0.1% or better. Target would equate to RONA achievement of 1.3% or better. Target-plus would equate to RONA achievement of 2.6% or better. Stretch would equate to RONA achievement of 4.0% or better.

For 2011, the Company achieved target RONA performance. As a consequence, each of the NEOs received an annual cash incentive award payment for 2011. The compensation committee reviewed the Company's 2011 performance and approved the resulting outcome under the plan with respect to incentive annual award payments. The payment of an annual cash incentive award to each NEO is reflected in the column entitled Non-Equity Incentive Plan Compensation of the Summary Compensation Table below.

The compensation committee, on its own initiative or based on a recommendation from the CEO, may change the target awards applicable to the NEOs and other senior management employees at any time prior to the final determination of bonus awards for any year if, in the committee's judgment, such changes are desirable in the interest of equitable treatment of one or more NEOs, other senior management employees or the Company as a result of extraordinary or nonrecurring events or changes in applicable accounting rules or principles, our method of accounting, applicable law, due to consolidation, acquisitions, reorganization or unusual circumstances or of any other nature similar to the foregoing. The compensation committee did not approve or confirm any such discretionary changes to the 2011 goals of the NEOs or other senior management employees at any time during the 2011 fiscal year.

**Relationship of annual cash incentives to other components of compensation**

Cash severance benefits are determined, in part, by reference to an NEO's annual cash incentive award opportunity. In addition, actual incentive award payments are one component of the formula for determining pension benefits under the Company's Pension Plan.

*Long-Term Awards*

Long-term awards are those awards that are designed to provide incentives to the Company's executives over a period of time in excess of one year. The Company has made long-term awards in the form of equity awards only. On January 13, 2011, the compensation committee approved the grant of stock options to purchase a specified number of shares of the Company's common stock to all executive officers. The value of the stock options granted to each executive officer was determined after consideration of an external survey of executive compensation.

conducted by the compensation committee's independent compensation consultant, Pearl Meyer, a review of each officer's compensation, the value of each position's contribution to the Company's goals and the expectation of the Company's improved financial performance. Because of the difficult business conditions facing the Company in 2010, the total value of the stock option grant delivered to each executive officer for that year was reduced as compared to prior years in order to lower the Company's expense associated with the grant. For 2011, the NEOs received grants of stock options based on the foregoing factors as shown below in the table Grants of Plan-Based Awards for the Year Ended December 31, 2011 and the Supplemental Narrative to Grants of Plan-Based Awards Table.

The primary purpose of the long-term award program is to align employee and stockholder interests through equity instruments that incentivize employees to increase stockholder value, competitively reward employees for increasing stockholder value and achieving pre-determined business goals, and retain employees who are critical to stockholder value creation.

At the Company's 2008 annual meeting of stockholders, our stockholders approved an amendment to the LTIP that increased the number of shares authorized for issuance under the LTIP from 659,616 to 1,659,616. As of December 31, 2011, 661,000 shares remained available for issuance under the LTIP.

#### *Clawback Policy*

On February 8, 2012, the compensation committee adopted a recoupment or clawback policy for annual cash incentive awards, long-term incentive awards (including stock options and restricted stock) and any other incentive awards paid to executive officers. The policy provides that in the event of a restatement of financial results, the Company will seek to recoup the incremental portion of awards paid to current or former executive officers during the three fiscal years immediately preceding the date of the restatement that are in excess of incentive compensation that would have been paid based on the restated financial results. The policy also provides that the compensation committee may in its discretion seek to recoup amounts of excess incentive compensation paid to any recipient of incentive compensation in the event of misconduct by such person, including fraud or other conduct that would lead to a for cause termination of employment.

#### *Stock Ownership Guidelines*

The board of directors has requested that the Company's NEOs, certain other senior management employees and non-executive directors meet minimum stock ownership requirements that are consistent with industry standards. Accordingly, each corporate officer and non-executive director is required to maintain Company stock holdings at least equal to the aggregate number of shares (including options or shares granted but not vested) that the Company has awarded to such corporate officer or non-executive director during the three-year period ending on any given date of determination. The officer or director may reduce the amount of stock holdings by the number of shares that the officer or director has applied directly to the payments of taxes on such awards.

Company stock holdings that count towards meeting ownership requirements include: (a) shares owned outright or in trust; and (b) stock options, restricted stock or restricted stock units, including options, shares or units that have been granted but are unvested. A covered individual hired by the Company or promoted into a position with ownership requirements will have three years from date of hire or promotion to meet the applicable ownership requirements. Non-employee directors also will have three years to satisfy the requirements. Each year, the compensation committee reviews each covered officer's compliance with the ownership requirements, and the nominating and corporate governance committee reviews each non-employee director's compliance with the ownership requirements.

#### *Retirement and Other Post-Employment Benefits*

### **Overview**

The Company maintains tax-qualified 401(k) savings plans for personnel at its various locations (the 401(k) Plans) and a tax-qualified defined benefit pension plan (the Pension Plan). All NEOs participate in the 401(k) Plan for employees at the Company's Johnstown, Pennsylvania and Chicago, Illinois locations. Messrs. Whalen and Baun participate in the Pension Plan.

In addition, as described in more detail in the section below entitled "Potential Payments Upon Termination or Change in Control," each of the NEOs is entitled to receive certain benefits in the event of a qualifying termination of employment or a change in control of the Company. None of the NEOs is entitled to receive a change in control excise tax gross-up from the Company.

#### **Why these elements are paid to executives and how they further the program's objectives**

In general, the 401(k) Plans and the Pension Plan are designed to provide executives (and other eligible salaried employees) with financial security after their employment has terminated. The Company does not maintain an excess pension plan or non-qualified deferred compensation plan. Therefore, the retirement plan benefits for our NEOs are no greater than those for other salaried employees.

In the event of certain qualifying terminations of employment, termination benefits provide our NEOs with additional financial security, which we believe is necessary to attract and retain talented executives. In addition, we provide NEOs (and certain other executives) with certain change in control benefits that we believe help minimize inherent conflicts of interest that may arise for executives in potential change in control transactions.

#### **How the amount to be paid is determined**

The Company provides contributions under the 401(k) Plans ranging from 4% to 6% of eligible compensation. These contributions and any earnings thereon generally are held and invested under the plans until paid to participants upon termination of their employment. The Pension Plan benefits are calculated using formulas set forth in the section of this proxy entitled "Pension Benefits" and generally start when a participant reaches retirement age.

The termination and change in control benefits for the NEOs are stated in their respective employment agreements, except for such benefits with respect to Messrs. Baun and McNeely, which are set forth in the Company's Executive Severance Plan adopted in 2009. The termination and change in control benefits for all the NEOs are described below in "Potential Payments upon Termination or Change in Control." The Company has set termination and change in control benefits in each employment agreement or, in the absence of an employment agreement, in the Executive Severance Plan, to levels that we believe fall within the range of competitive market practices, as follows:

Mr. Whalen. Under his letter agreement relating to his employment, Mr. Whalen's employment may be terminated by the Company or Mr. Whalen upon notice to the other party. Upon a termination of Mr. Whalen's employment for any reason, he would be entitled to accrued base salary and accrued and unused vacation through the date of termination, any earned and unpaid prior fiscal year bonus, any accrued and vested benefits and unreimbursed expenses incurred and unpaid on the date of termination and any pro rata bonus due to him. Mr. Whalen does not participate in the Company's Executive Severance Plan or any other severance plan or policy applicable to Company employees.

Mr. Baun. Mr. Baun is a participant in the Company's Executive Severance Plan. Under this plan, upon involuntary termination without cause or termination for good reason, Mr. Baun would be entitled to continuation of base salary for 12 months, plus an amount equal to the average of the annual bonuses paid to him for the last two full years. In addition, Mr. Baun would be entitled to continuation of certain health benefits for a period of 12 months.

Mr. McCarthy. Under his employment agreement, upon involuntary termination without cause or termination for good reason, Mr. McCarthy would be entitled to continuation of base salary for 12 months, plus an amount equal to his current year target bonus. In addition, Mr. McCarthy would be entitled to the continuation of certain health benefits for a period of 12 months. Mr. McCarthy does not participate in the Company's Executive Severance Plan or any other severance plan or policy applicable to the Company's employees.

Mr. McNeely. Under his letter agreement relating to his employment, Mr. McNeely's employment may be terminated by the Company or Mr. McNeely upon notice to the other party. Mr. McNeely is a participant in the Company's Executive Severance Plan. Under this plan, upon involuntary termination without cause or termination for good reason, Mr. McNeely would be entitled to continuation of base salary for 12 months, plus an amount equal to the average of the annual bonuses paid to him for the last two full years. In addition, Mr. McNeely would be entitled to continuation of certain health benefits for a period of 12 months.

Mr. Trusdell. Under his employment agreement, upon involuntary termination without cause or termination for good reason, Mr. Trusdell would be entitled to continuation of base salary for 12 months (or 24 months for a termination for good reason due to a change in control), plus an amount equal to his current year target bonus (or two times his current year target bonus for a termination for good reason due to a change in control). In addition, Mr. Trusdell would be entitled to continuation of certain health benefits for a period of 12 months (or 24 months for a termination for good reason due to a change in control). Mr. Trusdell does not participate in the Company's Executive Severance Plan or any other severance plan or policy applicable to the Company's employees.

In the event of a change in control, all outstanding stock awards made to the NEOs under the LTIP would become fully vested.

#### *Perquisites and Other Benefits*

The NEOs participate in a number of benefit plans that are available generally to all employees of the Company, including group health insurance, dental insurance, vision insurance, life insurance, paid vacation, accidental death and dismemberment insurance and long-term disability insurance plans. These benefits provide financial security and peace of mind for employees and executives and are seen as a standard part of basic employee benefits within the industry.

The Company provided the NEOs with perquisites during 2011, the details of which are provided in footnote 7 to the Summary Compensation Table. These perquisites included reimbursement for health club membership (Messrs. Baun and Trusdell) and payment of automobile allowance (Mr. Trusdell).

#### *Tax Treatment and Accounting*

Code Section 162(m) limits the deductibility for federal income tax purposes of certain compensation paid in any year by a publicly held corporation to its chief executive officer and its three other highest compensated officers other than its chief financial officer to \$1 million per executive (the \$1 million cap). The \$1 million cap does not apply to performance-based compensation as defined under Code Section 162(m). Awards made under the LTIP may qualify as performance-based compensation for purposes of Code Section 162(m). The compensation committee will review and approve or recommend to the board of directors awards based on a number of factors, including preserving related federal income tax deductions, although the compensation committee retains the discretion to approve awards that do not qualify as performance-based compensation. For example, the compensation committee may decide to award restricted stock and other awards without performance conditions under certain circumstances.

In addition, the Code has been amended to provide an excise tax on participants in certain nonqualified deferred compensation plans that do not comply with the requirements of Code Section 409A. The Company has made the appropriate changes to our employment agreements to help ensure that there are no adverse effects on the Company or our executive officers as a result of these Code amendments. We do not expect these changes to have a tax or financial consequence for the Company.

The Company has calculated and discussed with the compensation committee the accounting treatment and tax impact on the Company and the executives of each of its cash and equity compensation awards and agreements. As noted below in the Fiscal Year 2012 Compensation Decisions section of the CD&A, the Company has reconsidered its annual cash incentive program. These changes were made partially in light of Code Section 162(m) with a view toward allowing for bonuses to covered employees, as defined in that section, to be deductible in the future. The Company also calculates and monitors the Statement of Financial Accounting Standards No. 123 (revised 2004) (SFAS 123(R)) accounting expense related to equity compensation. To date, the SFAS 123(R) expense has not been a significant factor in setting or changing equity compensation grant practices.

#### *Timing of Awards*

The Company's stock has been publicly traded since April 2005. During that time, the compensation committee has not timed the award of stock options or other equity-based compensation to coincide with the release of favorable or unfavorable material non-public information about the Company. It is the policy of the compensation committee not to time the award of stock options or other equity-based compensation to coincide with the release of favorable or unfavorable material non-public information about the Company in the future.

#### *Determination of Compensation*

In 2011, the compensation committee considered comparative market data in evaluating and setting compensation for executive officer positions. The market data used by the compensation committee was derived by the committee's outside compensation consultant, Pearl Meyer, from three surveys: the Hewitt TCM Cash Compensation Survey (sample size: 389 organizations); the Mercer Benchmark Database (sample size: 2,269 organizations); and the Towers Watson Industry Report of Top Management Compensation (sample size: 1,637 organizations). From these surveys, Pearl Meyer extracted data for a range of manufacturing-based companies, size-adjusted to reflect the Company's average revenue size over time relative to the revenues of the companies in the comparison group. The Company considered additional recent survey data due to the cyclical nature of its business and the impact of that cyclicity on performance from year to year. The resulting comparison group for each of the Company's executive officer positions generally consisted of over 100 companies and was considered by the committee to be suitably comparable to the Company for purposes of evaluating and setting executive officer compensation. In benchmarking compensation levels against the comparative market data, the compensation committee considered only the aggregated survey data provided by Pearl Meyer. The identity of the companies comprising the survey data is not disclosed to, or considered by, the committee in its decision-making process. The committee does not consider the identity of the companies comprising the survey data to be material in evaluating compensation.

In general, the Company's objective is to provide base compensation slightly below the market median (based on survey data), and annual and long-term incentive compensation at the market median (based on survey data), with upside for superior performance. In the aggregate, NEO base salaries were 1% below the market median and, individually, NEO base salaries ranged from 31% below the market median to 33% above the market median. In the aggregate, NEO total compensation was 9% below the market median and, individually, NEO total compensation ranged from 42% below the market median to 40% above the market median.



*Role of Compensation Consultants*

During 2011, Pearl Meyer was engaged by the compensation committee to provide it with independent compensation consulting services. Pearl Meyer has performed no other services for the compensation committee or the Company. In addition, Aon Hewitt provides non-compensation related services to the Company, such as actuarial, pension plan valuation, filing and administrative activities.

*Fiscal Year 2012 Compensation Decisions*

The compensation committee made several significant decisions relating to fiscal year 2012 compensation. These decisions are summarized below:

Base compensation. The compensation committee approved a decision, in light of improving market and industry conditions and Company performance, to increase the NEOs' base salaries. Pursuant to that decision, Mr. Whalen's base salary was increased from \$340,000 to \$390,000 and Mr. Baun's base salary was increased from \$250,000 to \$265,000, in both cases effective on January 1, 2012. It is anticipated that base salary increases for the other NEOs will be implemented effective on their respective employment anniversary dates.

2012 annual cash incentive program. On January 10, 2012, the board of directors approved certain changes to the Company's annual cash incentive program. These changes included the elimination of the function/team performance metric as a component of annual cash incentive award calculations, which is aimed to create greater emphasis in 2012 than in previous years on corporate-wide RONA as a component of annual cash incentive award calculations for our NEOs.

The Company also adopted a new methodology for annual cash incentive award calculations to reflect the Company's realignment during the first quarter of 2011 into two operating segments for financial reporting purposes, Manufacturing and Services. Starting in 2012, annual cash incentive awards payable to employees of the Manufacturing and Services segments will be based on the relevant segment RONA, corporate-wide RONA and individual performance metrics. Employees whose responsibilities are corporate-wide in nature will be designated as Corporate/Support employees whose annual cash incentive awards will be based on corporate-wide RONA and individual performance metrics. The NEOs' incentive awards will be based on the performance metrics of the Corporate/Support group.

Long-term incentive compensation. On January 10, 2012, the compensation committee approved stock option grants to all executive officers and certain other salaried employees, which are exercisable at a price equal to the fair market value of the Company's common stock on the grant date. The value of the stock options granted to each eligible employee was targeted near the median of the Company's compensation comparison group and to align with the expected revenue performance of the Company.

*Consideration of Stockholder Advisory Vote on Executive Compensation*

The Company's stockholders were asked to vote, at the annual meeting of stockholders held on May 11, 2011, on a proposal to approve on an advisory basis the compensation of our 2010 NEOs. A substantial majority (over 98%) of the votes cast on that proposal were voted in favor of the proposal. The compensation committee considered the stockholders' vote in connection with the design of the Company's compensation programs and the discharge of its responsibilities generally and did not implement changes to our executive compensation program as a direct result of the stockholders' advisory vote.

*Compensation Risk Analysis*

The Company does not utilize compensation policies or practices that are reasonably likely to have a material adverse effect on the Company. The CD&A section of this proxy statement describes generally our compensation policies and practices that are applicable to executive and management employees. Where possible, the Company uses common variable compensation designs with a significant focus on business financial performance.

**EXECUTIVE COMPENSATION***Executive Officers*

The following table sets forth certain information concerning each of our executive officers:

Name	Age	Position(s)
Edward J. Whalen	63	President, Chief Executive Officer and Director
Theodore W. Baun	39	Senior Vice President, Marketing and Sales
Terrence G. Heidkamp	55	Senior Vice President, Operations
Thomas P. McCarthy	48	Senior Vice President, Human Resources
Joseph E. McNeely	47	Vice President, Finance, Chief Financial Officer and Treasurer
Laurence M. Trusdell	65	General Counsel and Corporate Secretary

*Edward J. Whalen*, 63, was appointed as our President and Chief Executive Officer on December 18, 2009 and has served as a director since that date. Previously, he served as our Senior Vice President, Marketing and Sales, from December 2004 to September 2008. He also served as Senior Vice President, Marketing and Sales, for our subsidiaries from 1991 to December 2004. In 1991, Mr. Whalen was a member of the group of investors that acquired the Company from Bethlehem Steel. Prior to that, Mr. Whalen was President of Pullman Leasing Company, a railcar leasing business, after serving in various finance positions for Pullman Leasing Company, including Vice President of Finance and Treasurer. Mr. Whalen originally joined Pullman, Inc., the parent of Pullman Leasing Company, in 1972.

*Theodore W. Baun*, 39, has been our Senior Vice President, Marketing and Sales since September 1, 2008. Mr. Baun first joined us in 1994 and has held roles of increasing responsibility in operations, marketing and sales. From 2003 to 2005, he was Director of Sales at Mitsui Rail Capital, LLC, a railcar leasing and services company, after which he returned to FreightCar America. He has been the leader of our sales team since November 2007.

*Terrence G. Heidkamp*, 55, joined the Company as Senior Vice President, Operations in October 2011. He came to the Company from GATX Corporation, where he had served as Vice President, Government Affairs and Regulatory Compliance since 2010 and as Vice President, Group Executive Operations from 1992 to 2009. Mr. Heidkamp began his career at Pullman Leasing Company, where his roles included Vice President, Finance.

*Thomas P. McCarthy*, 48, has served as our Senior Vice President, Human Resources, since joining FreightCar America in June 2007. Prior to joining the Company, he held roles of increasing responsibility in human resources and labor relations with the General Electric Company in its GE Aviation, Plastics and Equipment Services businesses. This experience included serving as the Senior Vice President of Human Resources for G.E. Rail Services from 2004 until 2007.

*Joseph E. McNeely*, 47, has been FreightCar America's Vice President, Finance, Chief Financial Officer and Treasurer since September 2010. He joined the Company from Mitsui Rail Capital, LLC, a railcar leasing and services company, where he served as Vice President. While working for Mitsui, Mr. McNeely focused his efforts on business development and improving asset utilization. Previously, he held positions at GATX Corporation, including Vice President Finance for GATX Rail and Vice President Finance and IT for GATX Terminals Corporation. Mr. McNeely is a C.P.A. and, prior to joining GATX, he spent 12 years at Arthur Andersen LLP.

Laurence M. Trusdell, 65, has served as our General Counsel and Corporate Secretary since June 2007. Prior to joining us, Mr. Trusdell was Vice President, Law and Corporate Secretary of W.W. Grainger, Inc., an international distributor of maintenance, repair and operating supplies, having joined Grainger as Associate General Counsel in 2004. He was an independent legal consultant in 2003-2004 and Vice President General Counsel and Secretary of Videojet Technologies Inc., a manufacturer of variable data printing and coding products and accessories, from 1997 to 2003. He previously served in the North American legal group of The General Electric Company p.l.c. of London, England and practiced corporate law at the Chicago law firm of Mayer, Brown & Platt.

*Summary Compensation Table*

The following table sets forth information regarding 2011 compensation for each of the Company's NEOs. Information regarding 2010 and 2009 compensation is presented for such executives who were also NEOs in 2010 and 2009. In accordance with SEC guidance, 2009 compensation is not presented for Messrs. McNeely and McCarthy because they were not NEOs in those years. Salary includes amounts deferred at the officer's election.

**Summary Compensation Table**

Name and Principal Position	Year	Salary <sup>1</sup> (\$)	Bonus <sup>2</sup> (\$)	Stock Awards <sup>3</sup> (\$)	Option Awards <sup>4</sup> (\$)	Non-Equity Incentive		All Other Compensation <sup>7</sup> (\$)	Total (\$)
						Plan Compensation <sup>5</sup> (\$)	Change in Pension Value <sup>6</sup> (\$)		
Edward J. Whalen	2011	340,000			219,150	340,000		14,700	913,850
President and Chief Executive Officer; Former Senior Vice President, Marketing and Sales <sup>8</sup>	2010	311,667			1,873,020		288	14,700	2,199,675
	2009								
Joseph E. McNeely	2011	274,000	50,000		184,086	137,000		14,700	659,786
Vice President, Finance, Chief Financial Officer and Treasurer <sup>9</sup>	2010	80,349		60,525				4,821	145,695
Laurence M. Trusdell	2011	281,584			184,086	175,989		22,815	664,474
General Counsel and	2010	264,290			69,020			24,033	357,343
Corporate Secretary	2009	269,506		13,911		168,442		22,356	474,215
Theodore W. Baun	2011	250,000			154,866	156,250	31,759	14,210	607,085
Senior Vice President,	2010	235,000			69,020		21,191	14,725	339,936
Marketing and Sales	2009	213,125		51,133	8,130	133,203	85,687	9,800	501,078
Thomas P. McCarthy	2011	234,542			153,405	117,271		14,073	519,291
Senior Vice President,	2010	220,210			69,020			14,551	303,781
Human Resources									

<sup>1</sup> Amounts disclosed in the Salary column represent base salary earned by the NEO during the year.

<sup>2</sup> The amount disclosed in the Bonus column represents the bonus paid to Mr. McNeely after his commencement of employment with the Company in connection with the bonus forgone from his previous employer.

<sup>3</sup> Amounts disclosed in the Stock Awards column relate to grants of restricted stock made under the LTIP. With respect to each restricted stock grant, the amounts disclosed generally reflect the grant date fair value computed in accordance with the Financial Accounting Standards Board Accounting Standards Codification ( FASB ASC ) Topic 718. Grant date fair value for each restricted stock award was determined by multiplying the number of restricted shares granted by the average of the high and low stock trading prices for the Company's common stock as reported by the NASDAQ Global Market on the grant date.

<sup>4</sup>

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Amounts disclosed in the Option Awards column relate to grants of stock options made under the LTIP. With respect to each stock option grant, the amounts disclosed generally reflect the grant date fair value computed in accordance with FASB ASC Topic 718. Grant date fair value was determined using a generally accepted option valuation methodology referred to as the Black-Scholes option pricing model. The assumptions used in calculating the grant date fair value of each stock option award are disclosed in the notes to the consolidated financial statements in the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2011.

- <sup>5</sup> Amounts disclosed in the Non-Equity Incentive Plan Compensation column represent amounts earned under the Company's annual cash incentive program.
- <sup>6</sup> Amounts disclosed in the Change in Pension Value column represent the actuarial increase in the present value of the NEO's benefits under the Pension Plan, determined using interest rate and mortality rate assumptions consistent with those used in the Company's financial statements. The Change in Pension Value for Mr. Whalen was a decrease of \$32,001 due to a benefit revision during 2011. Messrs. McNeely, Trusdell and McCarthy are not participants in the Pension Plan. The Pension Plan is described in greater detail in the section of this proxy statement entitled "Executive Compensation - Pension Benefits at December 31, 2011." The Company does not maintain a non-qualified deferred compensation plan or a supplemental pension plan.
- <sup>7</sup> See the following table for details regarding amounts disclosed in the All Other Compensation column for 2011.

**All Other Compensation for 2011**

Name	Health Club Membership Fees <sup>a</sup> (\$)	Transportation and Travel-Related Payments <sup>b</sup> (\$)	401(k) Company Matching Contribution <sup>c</sup> (\$)	Total All Other Compensation (\$)
Mr. Whalen			14,700	14,700
Mr. McNeely			14,700	14,700
Mr. Trusdell	466	10,446	11,903	22,815
Mr. Baun	466		13,744	14,210
Mr. McCarthy			14,073	14,073

- a. Represents amounts reimbursed for health club membership fees for Mr. Baun.
- b. Represents payment of automobile allowance to NEOs (Mr. Trusdell was paid a monthly allowance of \$500).
- c. Represents amount contributed by the Company on behalf of the NEOs to the 401(k) plan for employees at the Company's Johnstown, Pennsylvania and Chicago, Illinois locations.

<sup>8</sup> Mr. Whalen was appointed as President and Chief Executive Officer on December 18, 2009.

<sup>9</sup> Compensation information for Mr. McNeely represents compensation since he began serving as Vice President, Finance, Chief Financial Officer and Treasurer on September 13, 2010.

*Supplemental Narrative to Summary Compensation Table*

A substantial portion of the total compensation reported in the Summary Compensation Table above is paid to the NEOs pursuant to the terms of their employment agreements or other compensation plans maintained by the Company.

*Employment Agreements and Other Arrangements for NEOs*

**Edward J. Whalen.** On January 26, 2010, the Company entered into a letter agreement with Mr. Whalen effective January 1, 2010 pursuant to which he serves as President and Chief Executive Officer. Under the letter agreement, Mr. Whalen's initial annual base salary was \$340,000, which was subsequently adjusted as described in the CD&A. Mr. Whalen's base salary is subject to annual review by the compensation committee. On the execution date of the agreement, Mr. Whalen was awarded options to purchase 200,000 shares of common stock of the Company, at an exercise price equal to the fair market value of the Company's common stock on the grant date. The option award vested in two equal annual installments and became fully vested as of December 18, 2011. Mr. Whalen is not entitled to any benefits under the Company's Executive Severance Plan or any other severance plan or policy applicable to Company employees.

Mr. Whalen is entitled to participate in the Company's annual cash incentive program applicable to senior executives. His target bonus is 100% of his salary upon achievement of a target level of performance, payable in cash or securities of the Company within two and one-half months after the end of the fiscal year to which the bonus relates. The amount of his maximum bonus can equal up to 200% of his base salary. Mr. Whalen also is entitled to participate in all management incentive plans and to receive all benefits under any employee benefit plan or arrangement, vacation policy or perquisite made available to executive employees (other than the Company's Executive Severance Plan).

**Joseph E. McNeely.** Effective September 13, 2010, the Company entered into a letter agreement with Mr. McNeely pursuant to which he serves as the Company's Vice President, Finance, Chief Financial Officer and Treasurer. Under this agreement, Mr. McNeely's initial annual base salary was \$265,000, which is expected to be adjusted during 2012 as described in the CD&A. Mr. McNeely's base salary is subject to annual review by the compensation committee. On the effective date of the agreement, Mr. McNeely was awarded 2,500 restricted shares of the Company's common stock. The restricted award vests in three equal annual installments beginning on the first anniversary of the effective date of the agreement, and would become fully vested upon a Change in Control (as defined in the agreement). As an inducement for him to join the Company, the Company also agreed to pay Mr. McNeely an amount equal to his forgone 2010 bonus, if any, from his former employer, up to a maximum of \$50,000.

Mr. McNeely became a participant in the Company's Executive Severance Plan effective September 13, 2010. Under the terms of the plan, if the Company terminates Mr. McNeely's employment without Cause, or Mr. McNeely terminates his employment for Good Reason (each as defined in the plan), the Company will pay Mr. McNeely's base salary for 12 months following the date of termination. Mr. McNeely also is entitled to participate in all management incentive plans and to receive all benefits under any employee benefit plan or arrangement, vacation policy or perquisite made available to executive employees.

**Laurence M. Trusdell.** Under his employment agreement effective June 11, 2007, Mr. Trusdell serves as the Company's General Counsel and Corporate Secretary. Under the employment agreement, Mr. Trusdell's initial annual base salary was \$270,000, which was increased to \$278,200 on June 1, 2008 and reduced to \$264,290 on May 16, 2009 (in connection with the Company's above-described 5% salary reduction for all salaried employees). Mr. Trusdell's base salary is expected to be adjusted during 2012 as described in the CD&A. Mr. Trusdell's base salary is subject to annual review by the compensation committee.

If the Company terminates Mr. Trusdell's employment without Cause, or Mr. Trusdell terminates his employment for Good Reason (each as defined in his employment agreement), the Company will pay Mr. Trusdell's base salary for 12 months following the date of termination (or 24 months if Mr. Trusdell terminates his employment for Good Reason due to a Change in Control). Mr. Trusdell also is entitled under the agreement to participate in all management incentive plans and to receive all benefits under any employee benefit plan or arrangement, vacation policy or perquisite made available to executive employees (other than the Company's Executive Severance Plan).

**Theodore W. Baun.** Mr. Baun does not have a written employment agreement with the Company. He has served as the Company's Senior Vice President, Marketing and Sales since September 1, 2008. Mr. Baun agreed to an initial annual base salary of \$220,000, which was reduced to \$209,000 on May 16, 2009 (in connection with the Company's above-described 5% salary reduction for all salaried employees). Mr. Baun's base salary has been subsequently adjusted as described in the CD&A. Mr. Baun's base salary is subject to annual review by the compensation committee.

Mr. Baun became a participant in the Company's Executive Severance Plan effective September 1, 2009. Under the terms of the plan, if the Company terminates Mr. Baun's employment without Cause, or Mr. Baun terminates his employment for Good Reason (each as defined in the plan), the Company will pay Mr. Baun's base salary for 12 months following the date of termination. Mr. Baun also is entitled to participate in all management incentive plans and to receive all benefits under any employee benefit plan or arrangement, vacation policy or perquisite made available to executive employees.

**Thomas P. McCarthy.** Under his employment agreement effective June 4, 2007, Mr. McCarthy serves as the Company's Senior Vice President, Human Resources. Under the employment agreement, Mr. McCarthy's initial annual base salary was \$225,000, which was increased to \$231,800 on June 4, 2008 and reduced to \$220,210 on May 16, 2009 (in connection with the Company's above-described 5% salary reduction for all salaried employees). Mr. McCarthy's base salary is expected to be adjusted during 2012 as described in the CD&A. Mr. McCarthy's base salary is subject to annual review by the compensation committee.

If the Company terminates Mr. McCarthy's employment without Cause, or Mr. McCarthy terminates his employment for Good Reason (each as defined in his employment agreement), the Company will pay Mr. McCarthy's base salary for 12 months following the date of termination. Mr. McCarthy also is entitled under the agreement to participate in all management incentive plans and to receive all benefits under any employee benefit plan or arrangement, vacation policy or perquisite made available to executive employees (other than the Company's Executive Severance Plan).

*2005 Long Term Incentive Plan*

The Company adopted the LTIP in April 2005, effective upon the closing of our initial public offering on April 11, 2005. Under the LTIP, the Company may grant to NEOs and other eligible employees cash incentive awards, stock options, share appreciation rights, restricted shares, restricted share units, performance shares, performance units, dividend equivalents and other share-based awards. At the Company's 2008 annual meeting of stockholders, our stockholders approved an amendment to the LTIP that increased the number of shares authorized for issuance under the LTIP from 659,616 to 1,659,616. As of December 31, 2011, 661,000 shares remained available for issuance under the LTIP.

*Annual Cash Incentive Program*

In 2008, the compensation committee approved an annual cash incentive program to replace the Salaried Bonus Plan. Under the program, each of the NEOs is eligible to receive a grant of performance units based on the level of achievement with respect to the following performance metrics: (i) a corporate-wide performance goal, RONA; (ii) function/team performance goals; and (iii) individual performance goals. These performance metrics are weighted 50%, 25% and 25%, respectively. The annual cash incentive program is designed to provide a link to the Company's goals and objectives in addition to RONA. The number of performance units granted determines the NEO's annual cash incentive award. In 2011, the CEO's target annual cash incentive award was 100% of annual base salary and each other NEO's target annual cash incentive award was 50% of annual base salary. The CEO may earn up to 200% of his annual base salary and each other NEO can receive up to 150% of the target annual cash incentive award.

**Grants of Plan-Based Awards for the Year Ended December 31, 2011**

Name	Grant Date	Estimated Future Payouts Under Non-Equity Incentive Plan Awards <sup>1</sup>			All Other Awards		Exercise or Base Price of Option Awards (\$/Sh)	Grant Date Fair Value of Stock and Option Awards <sup>4</sup> (\$)
		Threshold (\$)	Target (\$)	Maximum (\$)	All Other Stock Awards: Number of Shares or Units of Stock <sup>2</sup> (#)	All Other Option Awards: Number of Securities Underlying Options <sup>3</sup> (#)		
Edward J. Whalen	1/01/11		340,000	680,000				
	1/13/11	170,000				15,000	29.88	219,150
Joseph E. McNeely	1/01/11	68,500	137,000	205,500				
	1/13/11					12,600	29.88	184,086
Laurence M. Trusdell	1/01/11	70,396	140,792	211,188				
	1/13/11					12,600	29.88	184,086
Theodore W. Baun	1/01/11	62,500	125,000	187,500				
	1/13/11					10,600	29.88	154,866
Thomas P. McCarthy	1/01/11	58,636	117,271	175,907				
	1/13/11					10,500	29.88	153,405

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- <sup>1</sup> Represents estimated payouts under the Company's annual cash incentive program.
- <sup>2</sup> Represents restricted stock awards made under the LTIP.
- <sup>3</sup> Represents stock option awards made under the LTIP.
- <sup>4</sup> Represents grant-date fair value of restricted stock and option awards computed in accordance with FASB ASC Topic 718. Assumptions underlying the valuations are set out in footnotes 3 and 4 to the Summary Compensation Table above.



Supplemental Narrative to Grants of Plan-Based Awards Table

Awards of restricted stock are made by the compensation committee under the LTIP. An NEO who is granted a restricted stock award receives certain stockholder rights with respect to the unvested stock, including the rights to vote and receive dividends. Awards vest in three annual installments of equal size beginning on the first anniversary of the award date, provided that the NEO is continuously employed by the Company until each respective vesting date. Unvested restricted stock would become fully vested upon a Change in Control (as defined in the LTIP). If the NEO's employment with the Company terminates, all unvested shares are forfeited and the NEO forfeits his stockholder rights with respect to the forfeited shares.

Awards of stock options are also made by the compensation committee under the LTIP. The exercise price for the options is based on the average of the high and low trading prices of the Company's stock on the award date (unless there are no trades on the award date, in which case the exercise price is based on the closing price of the Company's stock on the last trading day preceding the award date). The options are non-qualified options for federal income tax purposes. As with restricted stock awards, stock option awards vest in three annual installments of equal size beginning on the first anniversary of the award date, provided that the NEO is continuously employed by the Company until each respective vesting date. Options expire on the tenth anniversary of the award date. Unvested option awards would become fully vested upon a Change in Control (as defined in the LTIP). If the NEO's employment with the Company terminates prior to the final vesting of the award, all unexercised options are forfeited unless the termination is due to the NEO's death, disability or retirement, in which case vested options may be exercised until the earlier of the first anniversary of the termination date or the option expiration date.

Outstanding Equity Awards at 2011 Fiscal Year End

Name	Option Awards			Stock Awards		
	Number of Securities Underlying Unexercised Options (#) Exercisable	Number of Securities Underlying Unexercised Options (#) Unexercisable <sup>1</sup>	Option Exercise Price (\$)	Option Expiration Date	Number of Shares or Units of Stock That Have Not Vested (#)	Market Value of Shares or Units of Stock That Have Not Vested (\$) <sup>2</sup>
Edward J. Whalen	200,000		19.96	1/26/2020		
	2,416	4,834 <sup>3</sup>	20.69	2/23/2020		
		15,000 <sup>4</sup>	29.88	1/13/2021		
Joseph E. McNeely					1,667 <sup>6</sup>	34,924
Laurence M. Trusdell		12,600 <sup>4</sup>	29.88	1/13/2021		
	15,820		30.47	1/13/2018		
	2,416	4,834 <sup>3</sup>	20.69	2/23/2020		
		12,600 <sup>4</sup>	29.88	1/13/2021		
					260 <sup>7</sup>	5,447
Theodore W. Baun	1,650		30.47	1/13/2018		
	666	334 <sup>5</sup>	17.84	5/12/2019		
	2,416	4,834 <sup>3</sup>	20.69	2/23/2020		
		10,600 <sup>4</sup>	29.88	1/13/2021		

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					956 <sup>7</sup>	20,028
Thomas P. McCarthy	10,540		30.47	1/13/2018		
	2,416	4,834 <sup>3</sup>	20.69	2/23/2020		
		10,500 <sup>4</sup>	29.88	1/13/2021		
					217 <sup>7</sup>	4,546

- <sup>1</sup> Nonvested option awards are disclosed in the table as unexercisable.  
<sup>2</sup> Market value of unvested shares of restricted stock based on market closing price of the Company's common stock on the NASDAQ Global Market of \$20.95 on December 30, 2011.  
<sup>3</sup> Option award vesting in two equal annual installments beginning on February 23, 2012.  
<sup>4</sup> Option award vesting in three equal annual installments beginning on January 13, 2012.  
<sup>5</sup> Option award vesting May 12, 2012.  
<sup>6</sup> Restricted stock award vesting in two equal annual installments beginning on September 13, 2012.  
<sup>7</sup> Restricted stock award vesting on May 12, 2012.

**Option Exercises and Stock Vested for the Year Ended December 31, 2011**

Name	Option Awards		Stock Awards	
	Number of Shares Acquired on Exercise (#)	Value Realized on Exercise (\$)	Number of Shares Acquired on Vesting (#)	Value Realized on Vesting (\$)
Edward J. Whalen				
Joseph E. McNeely			833	13,495
Laurence M. Trusdell			1,093	32,188
Theodore W. Baun			1,042	29,419
Thomas P. McCarthy			753	22,107

**Pension Benefits at December 31, 2011**

Name	Plan Name <sup>1</sup>	Number of Years Credited Service <sup>2</sup> (#)	Present Value of Accumulated Benefit <sup>3</sup>	Payments During Last Fiscal Year
			(\$)	(\$)
Edward J. Whalen <sup>4</sup>	Johnstown America Corporation	16.67	428,129	34,727
	Nonrepresented Salaried Pension Plan			
Joseph E. McNeely <sup>5</sup>				
Laurence M. Trusdell <sup>5</sup>				
Theodore W. Baun <sup>4</sup>	Johnstown America Corporation	13.34	216,559	
	Nonrepresented Salaried Pension Plan			
Thomas P. McCarthy <sup>5</sup>				

- <sup>1</sup> The Company does not maintain a non-qualified or supplemental pension plan that provides benefits in excess of the limitations set forth in Code Sections 415 and 401(a)(17).  
<sup>2</sup> Years of credited service as of the same pension plan measurement date used for financial statement reporting purposes with respect to the fiscal year's audited financial statements. The number of years shown is the actual service for each of the executives. The Company does not give credit for additional years of service to executives for any reason.  
<sup>3</sup> The actuarial present value calculated as of the same pension plan measurement date used for financial statement reporting purposes with respect to the fiscal year's audited financial statements, as disclosed in the Company's Annual Report on Form 10-K for the year ended December 31, 2011.  
<sup>4</sup> Messrs. Whalen and Baun are fully vested in their accrued benefits under the Pension Plan.  
<sup>5</sup> Messrs. McNeely, Trusdell and McCarthy are not eligible to participate in the Pension Plan because they were hired after 2004.

*Supplemental Narrative to Pension Benefits Table*

The Company maintains the Johnstown America Corporation Salaried Pension Plan (the Pension Plan) for the benefit of its eligible salaried employees. The Pension Plan is a tax-qualified defined benefit pension plan. Benefits provided under the Pension Plan are limited by Code Sections 415 and 401(a)(17). Code Section 415 limits the benefit amount payable from the Pension Plan based on the pensioner's service, pay, and a dollar amount cap that is indexed. Code Section 401(a)(17) limits the pensionable earnings that may be used to determine the pension benefit amount. All salaried employees of Johnstown America Corporation and JAC Operations, Inc. hired prior to January 1, 2005 who are not members of any collective bargaining unit and who have attained age 21 and completed at least one year of service with the Company are eligible to participate in the Pension Plan. A participant must complete at least five years of service with the Company to be vested under the Pension Plan. Eligibility for normal retirement is at age 65.

Subject to the Code limits noted above, the Pension Plan's normal retirement payment and benefit formula is the maximum of (a), (b) and (c), minus (d) and (e), as follows:

- (a) 1.35%, multiplied by average monthly earnings (defined as: the highest 60 consecutive months of earnings out of the last 120 months divided by 60), multiplied by years of service. Earnings are defined as the participant's W-2 pay plus Code Section 401(k) and Code Section 125 deferrals, minus bonus, overtime, expense reimbursements, moving expenses, salary gross-up payments, and imputed income. Service is determined as elapsed time measured on years and months since last hiring date, and includes service with Bethlehem Steel Corporation. For active participants who had 25 years of service on November 1, 1991, an extra month of service is credited for every month of service earned between November 1, 1991 and October 31, 1994.
- (b) (\$40.00 multiplied by years of service before May 2005) plus (\$50.00 multiplied by years of service after April 2005).
- (c) 1.05 multiplied by (1.60% of average monthly earnings multiplied by years of service) minus (0.475% of Social Security covered compensation multiplied by years of service (maximum 35 years)). Covered compensation offset begins at age 62.
- (d) Accrued monthly benefit from Bethlehem Steel Corporation pension plans for service prior to October 28, 1991.
- (e) Accrued monthly benefit from Transportation Technologies pension plans for service prior to June 4, 1999.

The Pension Plan also provides a special payment for early and normal retirees with at least 10 years of service with the Company (and replaces the first three monthly pension benefit payments) as follows: nine weeks of base pay plus remaining unused vacation in the year of retirement.

Eligibility for early unreduced retirement is at age 62 and 15 years of service, or at any age with 30 years of service. A participant can take early reduced retirement after age 60 with 15 years of service, subject to a reduction for early commencement of 16.18% at age 60 and 8.55% at age 61.

The normal form of benefit is a life annuity. If the participant is married and receives payments in the form of a joint and survivor annuity, or otherwise elects another form of benefit under the Pension Plan, the amount of monthly benefits payable to the participant would be reduced to reflect the actuarially increased cost of providing such other benefit forms.

*Nonqualified Deferred Compensation for the Year Ended December 31, 2011*

The Company does not make available a non-qualified deferred compensation plan for its NEOs or other employees.

*Potential Payments upon Termination or Change in Control*

This section describes and quantifies potential payments that may be made to each NEO at, following, or in connection with the resignation, severance, retirement or other termination of the NEO or a change of control of the Company. These benefits are in addition to benefits generally available to salaried employees.

The potential payments described below are estimates only. As such, the potential payments do not necessarily reflect the actual amounts that would be paid to each NEO, which would be known only at the time the NEO becomes eligible for payment due to a termination of employment or change in control. The following tables reflect potential amounts that could be payable to the applicable NEO if a change in control or the indicated termination of employment occurred at December 31, 2011.

**Mr. Whalen**

Upon a termination of Mr. Whalen's employment for any reason, he will be entitled to (i) his accrued salary and accrued and unused vacation through the date of termination, (ii) his prior fiscal year bonus, to the extent earned and unpaid, (iii) any accrued and vested benefits and unreimbursed expenses incurred and unpaid on the date of termination and (iv) any pro rata bonus due and payable. Mr. Whalen is not entitled to any benefits under the Company's Executive Severance Plan or any other severance plan or policy applicable to Company employees.

Mr. Whalen's unvested stock options would become fully vested upon a Change of Control, as defined in the LTIP, or upon a Qualifying Termination, which is defined to mean a termination of Mr. Whalen's employment (i) by the Company without Cause, (ii) by Mr. Whalen for Good Reason or (iii) by reason of Mr. Whalen's death, disability or retirement. Cause and Good Reason each have the meaning set forth in the Company's Executive Severance Plan.

Mr. Whalen has agreed to keep confidential certain information during the term of the agreement and thereafter, and has agreed to certain non-solicitation restrictions that apply for one year following termination of his employment.

**POTENTIAL PAYMENTS AND BENEFITS UPON TERMINATION OR CHANGE IN CONTROL MR. WHALEN**

**Executive Benefits and**

**Payments Upon Change in**

Control or Termination of	Change in Control No Termination <sup>1</sup>	Change in Control Termination without Cause <sup>1</sup>	Change in Control Termination for Good Reason <sup>1</sup>	Termination without Cause or for Good Reason <sup>2</sup>	Death	Disability
<b>Employment</b>						
<b>Compensation:</b>						
Base Salary						
Incentive Compensation						
Restricted Stock and Stock Options: Unvested and Accelerated <sup>1</sup>	\$ 1,257	\$ 1,257	\$ 1,257			
<b>Benefits and Perquisites:</b>						
Continuing Benefits <sup>2</sup>						
<b>Total:</b>	\$ 1,257	\$ 1,257	\$ 1,257			

<sup>1</sup> In the event of a Change in Control, Mr. Whalen becomes fully vested in his outstanding restricted stock and stock option awards. The value of stock options is based on the aggregate spread between the exercise price of the options and the closing price of the Company's common stock on December 30, 2011 (\$20.95 per share). As of December 31, 2011, Mr. Whalen did not have any restricted stock awards outstanding.

<sup>2</sup> Mr. Whalen is not entitled to any benefits under the Company's Executive Severance Plan or any other severance plan or policy applicable to Company employees.

**Messrs. McNeely, Trusdell, Baun and McCarthy**

Mr. McNeely has entered into a letter agreement with the Company relating to his employment, which provides that upon a termination of his employment for any reason, he will be entitled to (i) his accrued salary and accrued and unused vacation through the date of termination, (ii) his prior fiscal year bonus, to the extent earned and unpaid, and (iii) any accrued and vested benefits and unreimbursed expenses incurred and unpaid on the date of termination. In addition, Mr. McNeely is entitled to certain payments upon termination or change in control pursuant to the Company's Executive Severance Plan.

Messrs. Trusdell and McCarthy have entered into employment agreements with the Company, which provide for employment for an initial term of three years, which automatically extends for one-year periods until terminated prior to the end of the term by either party upon 90 days' notice. The respective agreements provide for certain payments to them, as described below, upon termination of their employment or a change in control.

Mr. Baun does not have a written employment agreement with the Company. Instead, payments to him upon termination or change in control are provided for in the Company's Executive Severance Plan.

If the Company terminates the employment of any of Messrs. McNeely, Trusdell, Baun or McCarthy without Cause, or if any of them terminates his employment for Good Reason (each as defined in the NEO's employment agreement or in the Executive Severance Plan, as applicable), then the Company will provide the following payments and benefits to him: (i) base salary for 12 months following the date of termination (or 24 months for Mr. Trusdell for a termination for Good Reason following a Change in Control); (ii) one payment equal to his target bonus for the year of termination (or one payment equal to two times his target bonus for the year of termination for Mr. Trusdell for a termination for Good Reason following a Change in Control); and (iii) continued participation in the Company's group health benefit plan by him, and such members of his family who participated in the group health plan at the time of his termination, for a period of 12 months (or 24 months for Mr. Trusdell for a termination for Good Reason following a Change in Control) at the same costs and coverage levels as applicable to active employees of the Company.

Each of Messrs. Trusdell and McCarthy has agreed in his employment agreement to keep confidential certain information during the term of the agreement and thereafter, and has agreed to certain non-solicitation and non-competition restrictions that apply for one year following termination of employment. Messrs. McNeely and Baun have agreed to similar terms and additional non-disparagement restrictions as participants in the Company's Executive Severance Plan.

Under the terms of the LTIP and the restricted stock and stock option agreements of Messrs. McNeely, Trusdell, Baun and McCarthy, unvested restricted stock and stock options would become fully vested upon a Change in Control (as defined under the LTIP).

The Company does not provide its executives with change in control excise tax gross-ups.

Summarized below are the potential payments and benefits payable by the Company to Messrs. McNeely, Trusdell, Baun and McCarthy, respectively, at, following or in connection with the indicated termination of employment or change in control as of December 31, 2011:

**POTENTIAL PAYMENTS AND BENEFITS UPON TERMINATION OR CHANGE IN CONTROL MR. MCNEELY****Executive Benefits and****Payments Upon Change in**

Control or Termination of	Change in Control No Termination <sup>1</sup>	Change in Control Termination without Cause <sup>1</sup>	Change in Control Termination for Good Reason <sup>1</sup>	Termination without Cause or for Good Reason <sup>2</sup>	Death	Disability
<b>Employment</b>						
<b>Compensation:</b>						
Base Salary		\$ 292,000	\$ 292,000	\$ 292,000		
Incentive Compensation						
Restricted Stock and Stock Options: Unvested and Accelerated <sup>1</sup>	\$ 34,924	\$ 34,924	\$ 34,924			
<b>Benefits and Perquisites:</b>						
Continuing Benefits <sup>3</sup>		\$ 10,032	\$ 10,032	\$ 10,032		
<b>Total:</b>	\$ 34,924	\$ 336,955	\$ 336,955	\$ 302,032		

<sup>1</sup> In the event of a Change in Control, Mr. McNeely becomes fully vested in his outstanding restricted stock and stock option awards. The value of restricted stock is based on the closing price of the Company's common stock on December 30, 2011 (\$20.95 per share) and the value of stock options is based on the aggregate spread between the exercise price of the options and such closing price.

<sup>2</sup> In the event that the Company terminates Mr. McNeely's employment without Cause or if he terminates his employment for Good Reason, the Company will pay the severance and benefits set forth in the table above.

<sup>3</sup> In the event that the Company terminates Mr. McNeely's employment without Cause or if he terminates his employment for Good Reason, Mr. McNeely will be entitled to continued participation in the Company's group health benefit plan by him and such members of his family who participated in the group health benefit plan at the time of his termination, for a period of 12 months at the same costs and coverage levels as applicable to active employees of the Company.

**POTENTIAL PAYMENTS AND BENEFITS UPON TERMINATION OR CHANGE IN CONTROL MR. TRUDELLE****Executive Benefits and****Payments Upon Change in**

Control or Termination of	Change in Control No Termination <sup>1</sup>	Change in Control Termination without Cause <sup>1</sup>	Change in Control Termination for Good Reason <sup>1</sup>	Termination without Cause or for Good Reason <sup>2</sup>	Death	Disability
<b>Employment</b>						
<b>Compensation:</b>						
Base Salary		\$ 284,000	\$ 568,000	\$ 284,000		
Incentive Compensation		\$ 140,792	\$ 281,584	\$ 140,792		
Restricted Stock and Stock Options: Unvested and Accelerated <sup>1</sup>	\$ 6,704	\$ 6,704	\$ 6,704			
<b>Benefits and Perquisites:</b>						
Continuing Benefits <sup>3</sup>		\$ 9,756	\$ 19,512	\$ 9,756		
<b>Total:</b>	\$ 6,704	\$ 441,252	\$ 875,800	\$ 434,548		

<sup>1</sup> In the event of a Change in Control, Mr. Trusedell becomes fully vested in his outstanding restricted stock and stock option awards. The value of restricted stock is based on the closing price of the Company's common stock on December 30, 2011 (\$20.95 per share) and the value of stock options is based on the aggregate spread between the exercise price of the options and such closing price.

<sup>2</sup> In the event that the Company terminates Mr. Trusedell's employment without Cause or if he terminates his employment for Good Reason, the Company will pay the severance and benefits set forth in the table above.



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<sup>3</sup> In the event that the Company terminates Mr. Trusdell's employment without Cause or if he terminates his employment for Good Reason, Mr. Trusdell will be entitled to continued participation in the Company's group health benefit plan by him and such members of his family who participated in the group health benefit plan at the time of his termination, for a period of 12 months at the same costs and coverage levels as applicable to active employees of the Company (or 24 months for a Good Reason termination following a Change in Control).

**POTENTIAL PAYMENTS AND BENEFITS UPON TERMINATION OR CHANGE IN CONTROL MR. BAUN****Executive Benefits and****Payments Upon Change in**

Control or Termination of Employment	Change in Control No Termination <sup>1</sup>	Change in Control Termination without Cause <sup>1</sup>	Change in Control Termination for Good Reason <sup>1</sup>	Termination without Cause or for Good Reason <sup>2</sup>	Death	Disability
<b>Compensation:</b>						
Base Salary		\$ 250,000	\$ 250,000	\$ 250,000		
Incentive Compensation		\$ 66,602	\$ 66,602	\$ 66,602		
Restricted Stock and Stock Options: Unvested and Accelerated <sup>1</sup>	\$ 22,324	\$ 22,324	\$ 22,324			
<b>Benefits and Perquisites:</b>						
Continuing Benefits <sup>3</sup>		\$ 10,032	\$ 10,032	\$ 10,032		
<b>Total:</b>	\$ 22,324	\$ 348,957	\$ 348,957	\$ 326,634		

<sup>1</sup> In the event of a Change in Control, Mr. Baun becomes fully vested in his outstanding restricted stock and stock option awards. The value of restricted stock is based on the closing price of the Company's common stock on December 30, 2011 (\$20.95 per share) and the value of stock options is based on the aggregate spread between the exercise price of the options and such closing price.

<sup>2</sup> In the event that the Company terminates Mr. Baun's employment without Cause or if he terminates his employment for Good Reason, the Company will pay the severance and benefits set forth in the table above.

<sup>3</sup> In the that event the Company terminates Mr. Baun's employment without Cause or if he terminates his employment for Good Reason, Mr. Baun will be entitled to continued participation in the Company's group health benefit plan by him and such members of his family who participated in the group health benefit plan at the time of his termination, for a period of 12 months at the same costs and coverage levels as applicable to active employees of the Company.

**POTENTIAL PAYMENTS AND BENEFITS UPON TERMINATION OR CHANGE IN CONTROL MR. MCCARTHY****Executive Benefits and****Payments Upon Change in**

Control or Termination of Employment	Change in Control No Termination <sup>1</sup>	Change in Control Termination without Cause <sup>1</sup>	Change in Control Termination for Good Reason <sup>1</sup>	Termination without Cause or for Good Reason <sup>2</sup>	Death	Disability
<b>Compensation:</b>						
Base Salary		\$ 236,500	\$ 236,500	\$ 236,500		
Incentive Compensation		\$ 117,271	\$ 117,271	\$ 117,271		
Restricted Stock and Stock Options: Unvested and Accelerated <sup>1</sup>	\$ 5,803	\$ 5,803	\$ 5,803			
<b>Benefits and Perquisites:</b>						
Continuing Benefits <sup>3</sup>		\$ 10,032	\$ 10,032	\$ 10,032		
<b>Total:</b>	\$ 5,803	\$ 369,606	\$ 369,606	\$ 363,803		

<sup>1</sup> In the event of a Change in Control, Mr. McCarthy becomes fully vested in his outstanding restricted stock and stock option awards. The value of restricted stock is based on the closing price of the Company's common stock on December 30, 2011 (\$20.95 per share) and the value of stock options is based on the aggregate spread between the exercise price of the options and such closing price.

<sup>2</sup> In the event that the Company terminates Mr. McCarthy's employment without Cause or if he terminates his employment for Good Reason, the Company will pay the severance and benefits set forth in the table above.

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<sup>3</sup> In the that event the Company terminates Mr. McCarthy's employment without Cause or if he terminates his employment for Good Reason, Mr. McCarthy will be entitled to continued participation in the Company's group health benefit plan by him and such members of his family who participated in the group health benefit plan at the time of his termination, for a period of 12 months at the same costs and coverage levels as applicable to active employees of the Company.

*Compensation Committee Report*

The compensation committee of the board of directors (the Committee) has reviewed and discussed the Compensation Discussion and Analysis in this Proxy Statement with the Company's management and, based on such review and discussions, the Committee recommended to the board of directors that the Compensation Discussion and Analysis be included in this Proxy Statement, portions of which, including the Compensation Discussion and Analysis, have been incorporated by reference into the Company's Annual Report on Form 10-K for the Company's fiscal year ended December 31, 2011.

Respectfully submitted by the Committee,

Thomas A. Madden, Chairman

William D. Gehl

Robert N. Tidball

**DIRECTOR COMPENSATION****2011 Director Compensation Table**

Name	Fees Earned or Paid in		
	Cash (\$) <sup>1</sup>	Stock Awards (\$) <sup>2</sup>	Total (\$)
James D. Cirar	50,000	45,001	95,001
Thomas M. Fitzpatrick	114,000	45,001	159,001
William D. Gehl	67,000	45,001	112,001
Thomas A. Madden	65,000	45,001	110,001
S. Carl Soderstrom, Jr.	74,000	45,001	119,001
Robert N. Tidball	65,000	45,001	110,001

<sup>1</sup> Includes the following annual retainer fees, board of directors and committee meeting attendance fees, and committee chairmanship fees:

	Mr. Cirar	Mr. Fitzpatrick	Mr. Gehl	Mr. Madden	Mr. Soderstrom	Mr. Tidball
Retainer	\$ 30,000	\$ 30,000	\$ 30,000	\$ 30,000	\$ 30,000	\$ 30,000
Chairmanship		\$ 65,000	\$ 5,000	\$ 5,000	\$ 15,000	\$ 5,000
Attendance	\$ 20,000	\$ 19,000	\$ 32,000	\$ 30,000	\$ 29,000	\$ 30,000
Total	\$ 50,000	\$ 114,000	\$ 67,000	\$ 65,000	\$ 74,000	\$ 65,000

<sup>2</sup> Represents the grant date fair value of restricted shares granted by the Company during 2011 computed in accordance with FASB ASC Topic 718. Grant date fair value was determined by multiplying the number of restricted shares granted by the average of the high and low stock trading prices for the Company's common stock as reported by the NASDAQ Global Market on the grant date.

The number of shares awarded to directors during 2011 and the aggregate unvested stock awards as of December 31, 2011 are as follows:

Director	Shares Awarded During 2011	Aggregate Unvested Stock Awards
James D. Cirar	1,562 shares	1,562 shares
Thomas M. Fitzpatrick	1,562 shares	1,562 shares
William D. Gehl	1,562 shares	1,562 shares
Thomas A. Madden	1,562 shares	1,562 shares
S. Carl Soderstrom, Jr.	1,562 shares	1,562 shares
Robert N. Tidball	1,562 shares	1,562 shares

*General Description of Director Compensation*

We reimburse directors for expenses incurred in connection with attendance at board or committee meetings. During 2011, we compensated each of our independent directors as follows: \$30,000 as an annual retainer; \$1,000 for board meeting attendance; \$1,000 for committee meeting attendance; \$15,000 annual compensation for the chairperson of the audit committee; \$5,000 annual compensation for the chairperson of any other committee; and an annual restricted stock award of \$45,000. The 2011 annual fee for the non-executive Chairman of the Board is \$65,000. The Company does not provide any incentive based non-equity compensation to directors and does not maintain a defined benefit or actuarial pension plan or a deferred compensation plan for directors.

Our director compensation arrangements currently applicable during 2012 are the same as those described above for 2011.

*Stock Ownership Requirements*

The board of directors expects that each non-executive director will maintain Company stock holdings at least equal to the aggregate number of shares (including options or shares granted but not vested) that the Company has awarded to the non-executive director during the three-year period ending on any given date of determination. The director may reduce the amount of stock holdings by the number of shares the director has applied directly to the payments of taxes on such awards. Company stock holdings that count towards meeting ownership requirements include: (a) shares owned outright or in trust; and (b) stock options, restricted stock or restricted stock units, including options or shares granted but not vested. If a director consistently fails to comply with the stock ownership requirements, the compensation committee will take such actions as it deems appropriate, including, but not limited to allocating an additional amount of the director's annual compensation to the purchase of stock in accordance with the program or reducing future equity compensation awards.

*Registration Rights Agreement*

We entered into a registration rights agreement, dated as of April 11, 2005, with substantially all of our stockholders as of immediately prior to the completion of our initial public offering. The stockholders that are party to the registration rights agreement had the right to require us, subject to certain terms and conditions, to register their shares of our common stock under the Securities Act of 1933, as amended, at any time. The selling stockholders in our secondary offering exercised their demand registration rights to require us, subject to certain terms and conditions, to register their shares of our common stock under the Securities Act of 1933, as amended. We and certain of our stockholders remain party to the registration rights agreement.

**EQUITY COMPENSATION PLAN INFORMATION**

This table contains information as of December 31, 2011 about FreightCar America's equity compensation plans, all of which have been approved by FreightCar America's stockholders.

	Number of common shares to be issued upon exercise of outstanding options, warrants and rights	Weighted-average exercise price of outstanding options, warrants and rights	Number of common shares remaining available for future issuance under equity compensation plans (excluding common shares reflected in the first column)
Equity compensation plans approved by stockholders	469,306 <sup>1</sup>	\$ 24.20 <sup>2</sup>	671,987 <sup>3</sup>
Equity compensation plans not approved by stockholders	-0-	N/A	-0-
<b>Total</b>	<b>469,306</b>	<b>\$ 24.20</b>	<b>671,987</b>

- <sup>1</sup> Includes an aggregate of 28,526 restricted shares that were not vested as of December 31, 2011.
- <sup>2</sup> Weighted-average exercise price of outstanding options excludes restricted shares.
- <sup>3</sup> Represents shares of common stock authorized for issuance under the LTIP in connection with awards of stock options, share appreciation rights, restricted shares, restricted share units, performance shares, performance units, dividend equivalents and other share-based awards.

**FEES OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM AND AUDIT COMMITTEE REPORT**

*Fees Billed by Independent Registered Public Accounting Firm*

The audit committee has adopted a pre-approval policy pursuant to which it must pre-approve all audit and permissible non-audit services provided by our independent registered public accounting firm. These services may include audit services, audit-related services and tax services. Under the policy, the audit committee may delegate the authority to pre-approve any audit or non-audit services to be provided by our independent registered public accounting firm to one or more of its members. The pre-approval of services by a member of the audit committee pursuant to this delegated authority, if any, must be reported at the next meeting of the audit committee.

From time to time, the audit committee may pre-approve specified types of services that are expected to be provided by our independent registered public accounting firm. Unless the audit committee determines otherwise, the term for any service pre-approved by the audit committee is twelve months from the date of pre-approval. Any pre-approval must set forth in detail the particular service or type of services to be provided and is generally subject to a specific cost limit. Any services that exceed these cost limits require specific approval by the audit committee. The audit committee may periodically review and, as necessary, revise the list of pre-approved services based on subsequent determinations.

The following table presents fees for audit services rendered by Deloitte & Touche LLP, the member firms of Deloitte Touche Tohmatsu, and their respective affiliates (collectively, the Deloitte entities ) for the audit of our annual financial statements for the fiscal years ended December 31, 2011 and 2010, and fees billed for other services rendered by the Deloitte entities during those periods.

Fees	Fiscal Year	Fiscal Year
	Ended December 31, 2011	Ended December 31, 2010
Audit Fees <sup>1</sup>	\$ 578,210	\$ 591,150
Audit-Related Fees <sup>2</sup>	46,103	64,500
Tax Fees <sup>3</sup>		
Total	\$ 624,313	\$ 655,650

- <sup>1</sup> Audit Fees include fees billed or expected to be billed for professional services rendered for the audit of our annual consolidated financial statements, the review of the interim consolidated financial statements included in our quarterly reports, and other related services that are normally provided in connection with statutory and regulatory filings.
- <sup>2</sup> Audit-Related Fees include fees billed for assurance and related services that are reasonably related to the performance of the audit or review of our annual consolidated financial statements and not reported under Audit Fees. For 2011 and 2010, Audit-Related Fees include fees for employee benefit plan audits and required subsidiary and statutory audits.
- <sup>3</sup> Tax Fees include fees billed or expected to be billed for services performed related to tax compliance, tax advice and tax planning. There were no Tax Fees billed or expected to be billed in 2011 or 2010.

During fiscal years 2011 and 2010, the audit committee pre-approved 100% of all audit-related services provided to us by Deloitte & Touche LLP in accordance with the pre-approval policy described above pursuant to applicable laws and regulations.

*Report of the Audit Committee*

***The following report of the audit committee does not constitute soliciting material and should not be deemed filed or incorporated by reference into any other of our filings under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended, except to the extent we specifically incorporate this report by reference therein.***

The audit committee is currently comprised of Messrs. Cirar, Gehl, Madden and Soderstrom. Our board of directors has determined that each member of the audit committee meets the independence requirements under the listing standards of the NASDAQ Global Market, the Securities Exchange Act of 1934, as amended, and the rules and regulations of the Securities and Exchange Commission. The committee operates under a written charter that was adopted by our board of directors.

The committee oversees our accounting and financial reporting process on behalf of our board of directors. Management has the primary responsibility for the preparation of our financial statements and the disclosure and financial reporting process, including establishing a system of internal controls. In fulfilling its oversight responsibilities, the committee reviewed and discussed with management and Deloitte & Touche LLP, our independent registered public accounting firm, the audited financial statements as of and for the year ended December 31, 2011. Deloitte & Touche LLP is responsible for expressing an opinion on the conformity of these audited financial statements with generally accepted accounting principles.

The committee has discussed and reviewed with Deloitte & Touche LLP the matters required to be discussed by Statement on Auditing Standards No. 114 (*The Auditor's Communication With Those Charged With Governance*), which includes, among other things, matters related to the conduct of the audit of our financial statements. The committee has also received from Deloitte & Touche LLP the written disclosures describing the relationships between Deloitte & Touche LLP and us that might bear on the independence of Deloitte & Touche LLP consistent with and required by applicable requirements of the Public Company Accounting Oversight Board regarding the independent accountant's communications with the audit committee concerning independence, and has discussed with Deloitte & Touche LLP its independence.

In reliance on the reviews and discussions referred to above, the committee recommended to our board of directors that the audited financial statements be included in our Annual Report on Form 10-K for the year ended December 31, 2011 for filing with the Securities and Exchange Commission. The committee and our board of directors also have recommended, subject to stockholder approval, the ratification of the appointment of Deloitte & Touche LLP as our independent registered public accounting firm for 2012.

Respectfully submitted by the audit committee,

S. Carl Soderstrom, Jr., Chairman

James D. Cirar

William D. Gehl

Thomas A. Madden

**CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS**

Under its charter, our audit committee is responsible for the review and approval of related-person transactions involving the Company or its subsidiaries and related persons. As defined under the SEC's rules, a related person is a director, executive officer, nominee for director or 5% stockholder of the Company, and their immediate family members. Any transaction or series of transactions in which the Company or a subsidiary is a participant, the amount involved exceeds \$120,000 and a related person has a direct or indirect material interest must be reported in our filings with the SEC pursuant to its rules. The audit committee charter does not specify the standards to be applied by the committee in reviewing related-person transactions. However, we expect that the committee will consider all relevant facts and circumstances, including, if applicable, but not limited to: the benefits to the Company; the impact on a director's independence in the event that the related person is a director, an



immediate family member of a director or an entity in which a director is a partner, security holder or executive officer; the availability of other sources for comparable products or services; the terms of the transaction; and the terms available for similar transactions with unrelated third parties.

We identify transactions for review through our Code of Business Conduct and Ethics and our annual directors and officers questionnaires, which require employees, executive officers and directors to disclose transactions or relationships that may constitute conflicts of interest.

There were no related-person transactions during 2011.

### **2013 ANNUAL MEETING OF STOCKHOLDERS**

We expect that our 2013 annual meeting of stockholders will be held within 30 days of May 24, 2013, which will be the first anniversary of the upcoming annual meeting. Subject to certain exceptions set forth in our by-laws, proposals of stockholders intended for inclusion in the proxy statement for our 2013 annual meeting of stockholders must be received by our Secretary at our principal executive offices (currently at Two North Riverside Plaza, Suite 1250, Chicago, Illinois 60606) by December 20, 2012. If a stockholder intends to present a proposal at the 2013 annual meeting of stockholders, but not to have such proposal included in our proxy statement relating to that meeting, such proposal must be received by our Secretary not earlier than January 24, 2013 and not later than February 23, 2013. Such proposals must contain specific information concerning the person to be nominated or the matters to be brought before the meeting and concerning the stockholder submitting the proposal.

### **HOUSEHOLDING OF PROXY MATERIALS**

The SEC has adopted rules that permit companies and intermediaries (e.g., brokers) to satisfy the delivery requirements for proxy statements with respect to two or more stockholders sharing the same address by delivering a single proxy statement addressed to those stockholders. This process, which is commonly referred to as householding, potentially provides convenience for stockholders and cost savings for companies.

A number of brokers with accountholders who are stockholders will be householding our proxy materials. As indicated in the notice previously provided by these brokers to stockholders, a single proxy statement will be delivered to multiple stockholders sharing an address unless contrary instructions have been received from an affected stockholder. Once you have received notice from your broker or us that they will be householding communications to your address, householding will continue until you are notified otherwise.

Stockholders who currently receive multiple copies of the proxy statement at their address and would like to request householding of their communications should contact their broker or, if a stockholder is a direct holder of shares of our common stock, they should submit a written request to our transfer agent, Computershare Investor Services, P.O. Box 43078, Providence, Rhode Island 02940.

By Order of the Board of Directors

FreightCar America, Inc.

*/s/ Laurence M. Trusdell*

LAURENCE M. TRUSDELL

General Counsel and Corporate Secretary

**FREIGHTCAR AMERICA, INC.**

**IMPORTANT ANNUAL MEETING INFORMATION**

**Electronic Voting Instructions**

**Available 24 hours a day, 7 days a week!**

Instead of mailing your proxy, you may choose one of the voting methods outlined below to vote your proxy.

VALIDATION DETAILS ARE LOCATED BELOW IN THE TITLE BAR.

**Proxies submitted by the Internet or telephone must be received by 12:00 a.m., Central Time, on May 24, 2012.**

**Vote by Internet**

Go to [www.investorvote.com/RAIL](http://www.investorvote.com/RAIL)

Or scan the QR code with your smartphone

Follow the steps outlined on the secure website

**Vote by telephone**

Call toll free 1-800-652-VOTE (8683) within the USA, US territories & Canada on a touch tone telephone

Follow the instructions provided by the recorded message

Using a **black ink** pen, mark your votes with an **X** as shown in this example. Please do not write outside the designated areas. **X**

**Annual Meeting Proxy Card**

**IF YOU HAVE NOT VOTED VIA THE INTERNET OR TELEPHONE, FOLD ALONG THE PERFORATION, DETACH AND RETURN THE BOTTOM PORTION IN THE ENCLOSED ENVELOPE.**

**A** Proposals The Board of Directors recommends a vote FOR all the nominees listed in Proposal 1, FOR Proposal 2, and FOR Proposal 3.

1. Election of Class I directors:	<b>For</b>	<b>Withhold</b>		<b>For</b>	<b>Withhold</b>		<b>For</b>	<b>Withhold</b>
Nominees:	..	..	02 - S. Carl Soderstrom, Jr.	..	..	03 - Robert N. Tidball	..	..
01 - James D. Cirar								

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	For	Against	Abstain		For	Against	Abstain
2. Advisory vote to approve named executive officer compensation.	..	..	..	3. Ratification of the appointment of Deloitte & Touche LLP as our independent registered public accounting firm for 2012.	..	..	..

**B Non-Voting Items**

**Change of Address** Please print your new address below.

**Comments** Please print your comments below.

**Meeting Attendance**  
Please check here if ..  
you plan to attend the  
Annual Meeting of  
Stockholders.

**C Authorized Signatures This section must be completed for your vote to be counted. Date and Sign Below**

Please sign this proxy exactly as your name appears on the proxy. If held in joint tenancy, all persons should sign. When signing as attorney, executor, administrator, trustee or guardian, please give full title as such. If a corporation, please sign in full corporate name by president or other authorized officer. If a partnership, limited liability company or other similar entity, please sign in such entity's name by an authorized person.

Date (mm/dd/yyyy) Please print date below.

Signature 1 Please keep signature within the box.

Signature 2 Please keep signature within the box.

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**IMPORTANT NOTICE REGARDING THE AVAILABILITY OF PROXY MATERIALS**  
**FOR THE ANNUAL MEETING OF STOCKHOLDERS TO BE HELD ON MAY 24, 2012:**

**Our Proxy Statement and Annual Report on Form 10-K for the year  
ended December 31, 2011 are available at: [www.railproxy.info](http://www.railproxy.info)**

If you have not voted via the Internet or telephone, please return voted proxies to:

**Proxy Services**

**c/o Computershare Investor Services**

**PO Box 43101**

**Providence, RI 02940-5067**

**IF YOU HAVE NOT VOTED VIA THE INTERNET OR TELEPHONE, FOLD ALONG THE PERFORATION, DETACH AND RETURN THE  
BOTTOM PORTION IN THE ENCLOSED ENVELOPE.**

**Proxy FreightCar America, Inc.**

**ANNUAL MEETING OF STOCKHOLDERS**

**MAY 24, 2012**

**Union League Club of Chicago**

**65 West Jackson Boulevard**

**Chicago, Illinois 60604**

**10:00 a.m. (local time)**

**THIS PROXY IS SOLICITED ON BEHALF OF THE BOARD OF DIRECTORS OF FREIGHTCAR AMERICA, INC. FOR THE  
ANNUAL MEETING OF STOCKHOLDERS TO BE HELD ON MAY 24, 2012 AND ANY ADJOURNMENT OR POSTPONEMENT  
THEREOF.**

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The undersigned hereby appoints Joseph E. McNeely and Laurence M. Trusdell, and each of them, as proxies with full power of substitution to represent and to vote, as designated on the reverse side of this proxy card, all of the shares of common stock of FreightCar America, Inc. which the undersigned may be entitled to vote at the Annual Meeting of Stockholders to be held at 10:00 a.m. (local time) on May 24, 2012 at the Union League Club of Chicago, 65 West Jackson Boulevard, Chicago, Illinois 60604, and at any postponement(s) or adjournment(s) thereof and, in such proxies' discretion, to vote upon such other business as may properly come before the meeting, and at any postponement(s) or adjournment(s) thereof, as set forth in the related Notice of Annual Meeting and Proxy Statement, the receipt of which is hereby acknowledged. The undersigned hereby revokes all prior proxies given by the undersigned to vote at said meeting and any adjournment(s) or postponement(s) thereof. This proxy card is valid only when signed and dated.

**THIS PROXY, WHEN PROPERLY EXECUTED, WILL BE VOTED IN THE MANNER DIRECTED HEREIN. IF NO DIRECTION IS MADE, THIS PROXY WILL BE VOTED FOR ALL THE CLASS I DIRECTOR NOMINEES, FOR APPROVAL OF NAMED EXECUTIVE OFFICER COMPENSATION, AND FOR THE RATIFICATION OF THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING DECEMBER 31, 2012.**

*(Continued and to be dated and signed on the reverse side.)*