UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-Q

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

For the Quarterly Period Ended June 30, 2012

or

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

Commission file number: 000-51237

FREIGHTCAR AMERICA, INC.

(Exact name of registrant as specified in its charter)

Delaware	**25-1837219**
(State or other jurisdiction of incorporation or organization)	**(I.R.S. Employer Identification No.)**
Two North Riverside Plaza, Suite 1300 Chicago, Illinois	**60606**
(Address of principal executive offices)	**(Zip Code)**

(800) 458-2235

(Registrant s telephone number, including area code)

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

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). YES x NO ¨

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

Large accelerated filer ¨		Accelerated filer	x
Non-accelerated filer ¨	(Do not check if a smaller reporting company)	Smaller reporting company	¨

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

As of July 24, 2012, there were 11,978,367 shares of the registrant s common stock outstanding.

Table of Contents

FREIGHTCAR AMERICA, INC.

INDEX TO FORM 10-Q

Item Number		Page Number
	PART I FINANCIAL INFORMATION	
1.	Financial Statements:	
	Condensed Consolidated Balance Sheets (Unaudited) as of June 30, 2012 and December 31, 2011	3
	Condensed Consolidated Statements of Operations (Unaudited) for the Three and Six Months Ended June 30, 2012 and 2011	4
	Condensed Consolidated Statements of Comprehensive Income (Unaudited) for the Three and Six Months Ended June 30, 2012 and 2011	5
	Condensed Consolidated Statements of Stockholders Equity (Unaudited) for the Six Months Ended June 30, 2012 and 2011	6
	Condensed Consolidated Statements of Cash Flows (Unaudited) for the Six Months Ended June 30, 2012 and 2011	7
	Notes to Condensed Consolidated Financial Statements (Unaudited)	8
2.	Management s Discussion and Analysis of Financial Condition and Results of Operations	16
3.	Quantitative and Qualitative Disclosures About Market Risk	22
4.	Controls and Procedures	23
	PART II OTHER INFORMATION	
1.	Legal Proceedings	23
1A.	Risk Factors	24
2.	Unregistered Sales of Equity Securities and Use of Proceeds	24
3.	Defaults Upon Senior Securities	24
4.	Mine Safety Disclosures	24
5.	Other Information	24
6.	Exhibits	24
	Signatures	25

Table of Contents

PART I FINANCIAL INFORMATION

Item 1. Financial Statements.

FreightCar America, Inc.

Condensed Consolidated Balance Sheets

(Unaudited)

	June 30, 2012	December 31, 2011
	(In thousands, except share and per share data)	
Assets		
Current assets		
Cash and cash equivalents	$ 107,442	$ 101,870
Restricted cash	17,004	1,815
Accounts receivable, net of allowance for doubtful accounts of $29 and $19, respectively	7,249	10,125
Inventories	72,592	72,877
Inventory on lease	23,061	
Other current assets	6,056	2,618
Deferred income taxes, net	10,982	10,982
Total current assets	244,386	200,287
Property, plant and equipment, net	36,848	35,984
Railcars available for lease, net	44,042	54,746
Goodwill	22,128	22,128
Deferred income taxes, net	19,067	28,150
Other long-term assets	3,783	4,168
Total assets	$ 370,254	$ 345,463
Liabilities and Stockholders Equity		
Current liabilities		
Account and contractual payables	$ 37,663	$ 28,110
Accrued payroll and employee benefits	5,152	5,611
Accrued postretirement benefits	5,174	5,174
Accrued warranty	7,773	7,795
Customer deposits	18,798	17,964
Other current liabilities	7,685	5,044
Total current liabilities	82,245	69,698
Accrued pension costs	12,371	14,202
Accrued postretirement benefits, less current portion	58,894	59,887
Accrued taxes and other long-term liabilities	4,296	4,342
Total liabilities	157,806	148,129
Stockholders equity		
Preferred stock, $0.01 par value; 2,500,000 shares authorized (100,000 shares each designated as Series A voting and Series B non-voting); 0 shares issued and outstanding at June 30, 2012 and December 31, 2011		
	127	127

Common stock, $0.01 par value; 50,000,000 shares authorized, 12,731,678 shares issued at June 30, 2012 and December 31, 2011		
Additional paid in capital	99,825	100,204
Treasury stock, at cost; 753,311 and 780,320 shares at June 30, 2012 and December 31, 2011, respectively	(34,616)	(35,904)
Accumulated other comprehensive loss	(21,957)	(22,302)
Retained earnings	169,069	155,209
Total stockholders equity	212,448	197,334
Total liabilities and stockholders equity	$ 370,254	$ 345,463

See Notes to Condensed Consolidated Financial Statements (Unaudited).

Table of Contents

FreightCar America, Inc.

Condensed Consolidated Statements of Operations

(Unaudited)

	Three Months Ended June 30,		Six Months Ended June 30,	
	2012	2011	2012	2011
	(In thousands, except share and per share data)			
Revenues	$ 181,206	$ 97,583	$ 400,272	$ 169,823
Cost of sales	164,163	93,618	359,498	163,616
Gross profit	17,043	3,965	40,774	6,207
Selling, general and administrative expenses	7,642	6,870	16,335	12,867
Gain on sale of railcars available for lease	(14)	(975)	(962)	(975)
Operating income (loss)	9,415	(1,930)	25,401	(5,685)
Interest expense, net	(96)	(54)	(186)	(117)
Income (loss) before income taxes	9,319	(1,984)	25,215	(5,802)
Income tax provision (benefit)	3,756	(2,162)	9,918	(4,708)
Net income (loss)	5,563	178	15,297	(1,094)
Less: Net (loss) income attributable to noncontrolling interest in JV		(6)		12
Net income (loss) attributable to FreightCar America	$ 5,563	$ 184	$ 15,297	$ (1,106)
Net income (loss) per common share attributable to FreightCar America basic	$ 0.47	$ 0.02	$ 1.28	$ (0.09)
Net income (loss) per common share attributable to FreightCar America diluted	$ 0.46	$ 0.02	$ 1.28	$ (0.09)
Weighted average common shares outstanding basic	11,931,565	11,914,883	11,927,992	11,911,469
Weighted average common shares outstanding diluted	11,983,901	11,994,460	11,992,808	11,911,469
Dividends declared per common share	$ 0.06	$	$ 0.12	$

See Notes to Condensed Consolidated Financial Statements (Unaudited).

Table of Contents

FreightCar America, Inc.

Condensed Consolidated Statements of Comprehensive Income

(Unaudited)

	Three Months Ended June 30,		Six Months Ended June 30,	
	2012	2011	2012	2011
	(In thousands)			
Net income (loss)	$ 5,563	$ 178	$ 15,297	$ (1,094)
Other comprehensive income, net of tax:				
Pension liability adjustments, net of tax	78	57	156	114
Postretirement liability adjustments, net of tax	94	82	189	165
Change in foreign currency translation adjustments		(2)		(2)
Other comprehensive income	172	137	345	277
Comprehensive income (loss)	5,735	315	15,642	(817)
Comprehensive (loss) income attributable to non-controlling interest		(6)		12
Comprehensive income (loss) attributable to FreightCar America	$ 5,735	$ 321	$ 15,642	$ (829)

See Notes to Condensed Consolidated Financial Statements (Unaudited).

Table of Contents

FreightCar America, Inc.

CONDENSED CONSOLIDATED STATEMENTS OF STOCKHOLDERS EQUITY (Unaudited)

(in thousands, except for share data)

	FreightCar America Stockholders								
	Common Stock		Additional Paid In Capital	Treasury Stock		Accumulated Other Comprehensive Loss	Retained Earnings	Noncontrolling Interest	Total Stockholders Equity
	Shares	Amount		Shares	Amount				
Balance, December 31, 2010	12,731,678	$ 127	$ 98,722	(790,486)	$ (36,539)	$ (20,000)	$ 150,274	$ (4)	$ 192,580
Net(loss) income							(1,106)	12	(1,094)
Other comprehensive income						277			277
Restricted stock awards			(792)	17,147	792				
Employee restricted stock settlement				(2,186)	(65)				(65)
Stock-based compensation expense recognized			1,093						1,093
Balance, June 30, 2011	12,731,678	$ 127	$ 99,023	(775,525)	$ (35,812)	$ (19,723)	$ 149,168	$ 8	$ 192,791
Balance, December 31, 2011	12,731,678	$ 127	$ 100,204	(780,320)	$ (35,904)	$ (22,302)	$ 155,209	$	$ 197,334
Net income							15,297		15,297
Other comprehensive income						345			345
Restricted stock awards			(1,331)	28,946	1,331				
Employee restricted stock settlement				(1,937)	(43)				(43)
Stock-based compensation expense recognized			952						952
Cash dividends							(1,437)		(1,437)
Balance, June 30, 2012	12,731,678	$ 127	$ 99,825	(753,311)	$ (34,616)	$ (21,957)	$ 169,069	$	$ 212,448

See Notes to Condensed Consolidated Financial Statements (Unaudited).

6

Table of Contents

FreightCar America, Inc.

Condensed Consolidated Statements of Cash Flows

(Unaudited)

	Six Months Ended June 30, 2012	2011
	(In thousands)	
Cash flows from operating activities		
Net income (loss)	$ 15,297	$ (1,094)
Adjustments to reconcile net income (loss) to net cash flows provided by (used in) operating activities:		
Depreciation and amortization	4,165	4,458
Gain on sale of railcars available for lease	(962)	(975)
Other non-cash items	609	303
Deferred income taxes	8,868	(4,827)
Stock-based compensation expense recognized	952	1,093
Changes in operating assets and liabilities:		
Accounts receivable	2,876	(73,514)
Inventories	304	(6,900)
Inventory on lease	(23,061)	(7,062)
Other current assets	(2,992)	2,685
Account and contractual payables	9,178	17,467
Accrued payroll and employee benefits	(459)	(55)
Income taxes receivable	(71)	416
Accrued warranty	(22)	(1,096)
Customer deposits and other current liabilities	2,851	56,895
Deferred revenue, non-current	(182)	(272)
Accrued pension costs and accrued postretirement benefits	(2,479)	(4,285)
Net cash flows provided by (used in) operating activities	14,872	(16,763)
Cash flows from investing activities		
Restricted cash deposits	(15,525)	
Restricted cash withdrawals	336	119
Proceeds from sale of property, plant and equipment, railcars available for lease and assets held for sale	10,526	6,531
Purchase price adjustment for business acquired		(166)
Purchases of property, plant and equipment	(3,157)	(367)
Net cash flows (used in) provided by investing activities	(7,820)	6,117
Cash flows from financing activities		
Employee restricted stock settlement	(43)	(65)
Cash dividends paid to stockholders	(1,437)	
Net cash flows used in financing activities	(1,480)	(65)
Net increase (decrease) in cash and cash equivalents	5,572	(10,711)
Cash and cash equivalents at beginning of period	101,870	61,780
Cash and cash equivalents at end of period	$ 107,442	$ 51,069

Supplemental cash flow information:				
Interest paid	$	125	$	104
Income taxes paid	$	1,147	$	
Income tax refunds received	$		$	128
Non-cash transactions:				
Lease incentive for leasehold improvements	$	624	$	

See Notes to Condensed Consolidated Financial Statements (Unaudited).

Table of Contents

FreightCar America, Inc.

Notes to Condensed Consolidated Financial Statements

(Unaudited)

(In thousands, except share and per share data)

Note 1 Description of the Business

FreightCar America, Inc. (America) operates primarily in North America through its direct and indirect subsidiaries, JAC Operations, Inc. (Operations), Johnstown America Corporation (JAC), Freight Car Services, Inc. (FCS), JAIX Leasing Company (JAIX), JAC Patent Company (JAC Patent), FreightCar Roanoke, Inc. (FCR), Titagarh FreightCar Private Limited, Inc. (JV), FreightCar Mauritius Ltd. (Mauritius), FreightCar Rail Services, LLC (FCRS) and FreightCar Short Line, Inc. (Short Line) (herein collectively referred to as the Company), manufactures railroad freight cars, supplies railcar parts, leases freight cars and provides railcar maintenance, repairs and management. The Company designs and builds coal cars, bulk commodity cars, flat cars, mill gondola cars, intermodal cars, coil steel cars and motor vehicle carriers. The Company is headquartered in Chicago, Illinois and has facilities in the following locations: Clinton, Indiana; Danville, Illinois; Grand Island, Nebraska; Hastings, Nebraska; Johnstown, Pennsylvania; Lakewood, Colorado; and Roanoke, Virginia.

The Company s operations comprise two reportable segments, Manufacturing and Services. The Company and its direct and indirect subsidiaries are all Delaware corporations except JV, which is incorporated in India, Mauritius, which is incorporated in Mauritius, and FCRS, which is a Delaware limited liability company. The Company s direct and indirect subsidiaries are all wholly owned except JV, in which the Company (through Mauritius) has a 51% ownership interest.

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

Note 2 Basis of Presentation

The accompanying unaudited condensed consolidated financial statements include the accounts of America, Operations, JAC, FCS, JAIX, JAC Patent, FCR, JV, Mauritius, FCRS and Short Line. All intercompany accounts and transactions have been eliminated in consolidation. The financial information has been prepared in accordance with the accounting principles generally accepted in the United States of America (GAAP) and rules and regulations of the Securities and Exchange Commission (the SEC) for interim financial reporting. The preparation of the financial statements in accordance with GAAP requires management to make estimates and assumptions that affect the amounts reported in the financial statements and accompanying notes. Actual results could differ from these estimates. The results of operations for the three and six months ended June 30, 2012 are not necessarily indicative of the results to be expected for the full year. The accompanying interim financial information is unaudited; however, the Company believes the financial information reflects all adjustments (consisting of items of a normal recurring nature) necessary for a fair presentation of financial position, results of operations and cash flows in conformity with GAAP. The 2011 year-end balance sheet data was derived from the audited financial statements as of December 31, 2011. Certain information and note disclosures normally included in the Company s annual financial statements prepared in accordance with GAAP have been condensed or omitted. These interim financial statements should be read in conjunction with the audited financial statements contained in the Company s annual report on Form 10-K for the year ended December 31, 2011.

Note 3 Recent Accounting Pronouncements

In June 2011, the Financial Accounting Standards Board (FASB) issued changes to Accounting Standards Codification (ASC) 220, *Presentation of Comprehensive Income,* to require companies to present the components of net income and other comprehensive income either in a single continuous statement of comprehensive income or two separate but consecutive statements. The changes eliminated the option to present components of other comprehensive income as part of the statement of changes in stockholders equity. The items that must be reported in other comprehensive income or when an item of other comprehensive income must be reclassified to net income were not changed. The amended guidance was effective for interim and annual periods beginning after December 15, 2011, with earlier adoption permitted. The Company

Table of Contents

retrospectively adopted these changes on January 1, 2012 and management elected to use the two-statement option. Other than the change in presentation, the adoption of the changes to ASC 220 had no impact on the Company s condensed consolidated financial statements.

Note 4 Segment Information

The Company s operations comprise two reportable segments, Manufacturing and Services. The Company s Manufacturing segment includes new railcar manufacturing, used railcar sales, railcar leasing and major railcar rebuilds. The Company s Services segment includes general railcar repair and maintenance, inspections, parts sales and railcar fleet management services. Corporate includes selling, general and administrative expenses not related to production of goods and services, retiree pension and other postretirement benefit costs related to closed facilities, and all other non-operating activity.

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

	Three Months Ended June 30,		Six Months Ended June 30,	
	2012	2011	2012	2011
Revenues:				
Manufacturing	$ 171,771	$ 88,291	$ 382,220	$ 151,460
Services	9,435	9,292	18,052	18,363
Consolidated revenues	$ 181,206	$ 97,583	$ 400,272	$ 169,823
Operating income (loss):				
Manufacturing	$ 15,253	$ 2,107	$ 37,942	$ 2,323
Services	726	1,161	1,379	2,256
Corporate	(6,564)	(5,198)	(13,920)	(10,264)
Consolidated operating income (loss)	$ 9,415	$ (1,930)	$ 25,401	$ (5,685)
Depreciation and amortization:				
Manufacturing	$ 1,173	$ 1,563	$ 2,450	$ 2,963
Services	551	498	1,045	963
Corporate	344	273	670	532
Consolidated depreciation and amortization	$ 2,068	$ 2,334	$ 4,165	$ 4,458
Capital expenditures:				
Manufacturing	$ 1,362	$ 135	$ 1,788	$ 135
Services	486		1,005	
Corporate	145	47	364	232
Consolidated capital expenditures	$ 1,993	$ 182	$ 3,157	$ 367

9

Table of Contents

	June 30, 2012	December 31, 2011
Assets:		
Manufacturing	$ 172,259	$ 167,972
Services	26,460	25,430
Corporate	140,285	112,177
Total operating assets	339,004	305,579
Consolidated income taxes receivable	1,201	752
Consolidated deferred income taxes, current	10,982	10,982
Consolidated deferred income taxes, long-term	19,067	28,150
Consolidated assets	$ 370,254	$ 345,463

Note 5 Fair Value Measurements

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

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

Recurring Fair Value Measurements		**As of June 30, 2012**		
	Level 1	**Level 2**	**Level 3**	**Total**
ASSETS:				
Cash equivalents	$ 93,904	$	$	$ 93,904

Recurring Fair Value Measurements		**As of December 31, 2011**		
	Level 1	**Level 2**	**Level 3**	**Total**
ASSETS:				
Cash equivalents	$ 77,004	$	$	$ 77,004

Note 6 Inventories

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

	June 30, 2012	December 31, 2011
Work in progress	$ 64,653	$ 66,713
Finished new railcars	3,132	1,061
Used railcars acquired upon trade-in	105	558
Parts and service inventory	4,702	4,545
Total inventories	$ 72,592	$ 72,877

Note 7 Leased Railcars

Leased railcars at June 30, 2012 included *Railcars available for lease* classified as long-term assets of $44,042 (cost of $48,234 and accumulated depreciation of $4,192) and *Inventory on lease* of $23,061. Leased railcars at December 31, 2011 included *Railcars available for lease* classified as long-term assets of $54,746 (cost of $59,217 and accumulated depreciation of $4,471). The Company s lease utilization rate for railcars in its lease fleet, including those classified as *Inventory on lease* and those classified as *Railcars available for lease* was 100% at each of June 30,

2012 and December 31, 2011.

Leased railcars at June 30, 2012 are subject to lease agreements with external customers with terms of up to nine years and are accounted for as operating leases.

Table of Contents

Future minimum rental revenues on leased railcars at June 30, 2012 are as follows:

Six months ending December 31, 2012	$ 3,555
Year ending December 31, 2013	6,588
Year ending December 31, 2014	5,879
Year ending December 31, 2015	4,187
Year ending December 31, 2016	3,825
Thereafter	3,431
	$ 27,465

Note 8 Property, Plant and Equipment

Property, plant and equipment consists of the following:

	June 30, 2012	December 31, 2011
Buildings and improvements	$ 25,368	$ 23,957
Machinery and equipment	30,146	29,169
Software	8,382	8,352
Leasehold improvements	5,565	4,726
Cost of buildings and improvements, leasehold improvements, machinery, equipment and software	69,461	66,204
Less: Accumulated depreciation and amortization	(36,289)	(33,269)
Buildings and improvements, leasehold improvements, machinery, equipment and software, net of accumulated depreciation and amortization	33,172	32,935
Land (including easements)	2,203	2,203
Construction in process	1,473	846
Total property, plant and equipment, net	$ 36,848	$ 35,984

Note 9 Intangible Assets and Goodwill

Intangible assets consist of the following:

	June 30, 2012	December 31, 2011
Patents	$ 13,097	$ 13,097
Accumulated amortization	(10,672)	(10,376)
Patents, net of accumulated amortization	2,425	2,721
Customer-related intangibles	1,300	1,300
Accumulated amortization	(139)	(64)

Customer-related intangibles, net of accumulated amortization	1,161	1,236
Total amortizing intangibles	$ 3,586	$ 3,957
Manufacturing segment goodwill	$ 21,521	$ 21,521
Services segment goodwill	607	607
Total goodwill	$ 22,128	$ 22,128

Patents are being amortized on a straight-line method over their remaining legal life from the date of acquisition. The weighted average remaining life of the Company s patents is 5 years. Amortization expense related to patents, which is included in cost of sales, was $148 for each of the three months ended June 30, 2012 and 2011, and $295 for each of the six months ended June 30, 2012 and 2011. Customer-related intangibles are being amortized from the date of acquisition and have a remaining life of 18 years. Amortization expense related to customer intangibles, which is included in selling, general and administrative expenses, was $37 and $10 for the three months ended June 30, 2012 and 2011, respectively, and $74 and $21 for the six months ended June 30, 2012 and 2011, respectively.

Table of Contents

The estimated intangible amortization at June 30, 2012 is as follows:

Six months ending December 31, 2012	$ 367
Year ending December 31, 2013	739
Year ending December 31, 2014	744
Year ending December 31, 2015	720
Year ending December 31, 2016	476
Thereafter	540
	$ 3,586

The Company evaluates its patent and customer-related intangibles for impairment at least annually and has identified no impairment during 2012 or 2011.

The Company performs the goodwill impairment test required by ASC 350, *Intangibles Goodwill and Other*, as of January 1 of each year. Management estimates the valuation of the Company (which consists of two reporting units) using a combination of methods, appropriate to the circumstances, including discounted future cash flows, and the Company s market capitalization. There was no adjustment required based on the annual impairment tests for 2012 or 2011.

Note 10 Product Warranties

Warranty terms are based on the negotiated railcar sales contracts and typically are for periods of one to five years. The changes in the warranty reserve for the three and six months ended June 30, 2012 and 2011, are as follows:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2012	**2011**	**2012**	**2011**
Balance at the beginning of the period	$ 7,757	$ 7,085	$ 7,795	$ 7,932
Provision for warranties issued during the period	848	377	1,838	615
Reductions for payments, cost of repairs and other	(131)	(53)	(218)	(595)
Adjustments to prior warranties	(701)	(573)	(1,642)	(1,116)
Balance at the end of the period	$ 7,773	$ 6,836	$ 7,773	$ 6,836

Note 11 Revolving Credit Facility

On July 29, 2010, the Company entered into a $30,000 senior secured revolving credit facility pursuant to a Loan and Security Agreement dated as of July 29, 2010 (the Revolving Loan Agreement) among America, JAC, FCS, Operations and FCR, as borrowers (collectively, the Borrowers), and Fifth Third Bank, as lender. The proceeds of the revolving credit facility can be used for general corporate purposes, including working capital. As of June 30, 2012 and December 31, 2011, the Company had no borrowings and therefore had $30,000 available under the revolving credit facility. The Revolving Loan Agreement also contains a sub-facility for letters of credit not to exceed $20,000. The Company had no outstanding letters of credit under the revolving credit facility as of each of June 30, 2012 and December 31, 2011.

The Revolving Loan Agreement has a term ending on July 29, 2013 and revolving loans outstanding thereunder will bear interest at a rate of LIBOR plus an applicable margin of 2.50% or at prime, as selected by the Company. The Company is required to pay a non-utilization fee of 0.35% on the unused portion of the revolving loan commitment. Borrowings under the Revolving Loan Agreement are secured by the Company s accounts receivable, inventory and certain other assets of the Company, and borrowing availability is tied to a borrowing base of eligible accounts receivable and inventory. The Revolving Loan Agreement has both affirmative and negative covenants, including, without limitation, a minimum tangible net worth covenant and limitations on indebtedness, liens and investments. The minimum tangible net worth covenant in the Revolving Loan Agreement effectively limits potential dividends to $67,847 as of June 30, 2012. The Revolving Loan Agreement also provides for customary events of default. As of June 30, 2012, the Company was in compliance with all of the covenants contained in the agreement.

Table of Contents

Note 12 Stock-Based Compensation

On January 12, 2012, the Company awarded 179,500 non-qualified stock options to certain employees of the Company pursuant to its 2005 Long Term Incentive Plan. The stock options will vest in three equal annual installments beginning on January 12, 2013 and have a contractual term of 10 years. The exercise price of each option is $23.40, which was the fair market value of the Company s stock on the date of the grant. The Company recognizes stock-based compensation expense based on the fair value of the award on the grant date using the Black-Scholes option valuation model. The estimated fair value of $11.23 per option will be recognized over the period during which an employee is required to provide service in exchange for the award, which is usually the vesting period. The following assumptions were used to value the January 12, 2012 stock options: expected lives of the options of 6 years; expected volatility of 50.86%; risk-free interest rate of 0.84%; and expected dividend yield of 0%.

Expected life in years was determined using the simplified method. The Company believes that it is appropriate to use the simplified method in determining the expected life for options granted after 2007 because the Company does not have sufficient historical exercise data to provide a reasonable basis upon which to estimate the expected term for stock options awarded after 2007 and due to the limited number of stock option grants to date. Expected volatility was based on the historical volatility of the Company s stock. The risk-free interest rate was based on the U.S. Treasury bond rate for the expected life of the option. The expected dividend yield was based on the latest annualized dividend rate and the current market price of the underlying common stock on the date of the grant.

During the six months ended June 30, 2012, the Company awarded 15,650 shares of restricted stock to certain employees of the Company pursuant to its 2005 Long Term Incentive Plan. Each restricted stock award will vest in three equal annual installments beginning on the first anniversary of the award, with continued vesting of the award subject to the recipient s continued employment with the Company. Stock compensation expense will be recognized over the vesting period based on the fair market value of the stock on the date of the award, calculated as the average of the high and low trading prices for the Company s common stock on the award date.

During the six months ended June 30, 2012, the Company awarded 13,296 shares of restricted stock to certain individuals for service on the Company s board of directors pursuant to its 2005 Long Term Incentive Plan. Each restricted stock award will vest on the earlier of May 24, 2013 or the last trading day before the date of the Company s 2013 annual meeting of stockholders. Stock compensation expense will be recognized over the vesting period based on the fair market value of the stock on the date of the award, calculated as the average of the high and low trading prices for the Company s common stock on the award date.

As of June 30, 2012, there was $3,173 of unearned compensation expense related to stock options and restricted stock awards, which will be recognized over the remaining requisite service period of 35 months.

Note 13 Employee Benefit Plans

The Company has qualified, defined benefit pension plans that were established to cover certain employees. The Company also provides certain postretirement health care benefits for certain of its salaried and hourly retired employees. Generally, employees may become eligible for health care benefits if they retire after attaining specified age and service requirements. These benefits are subject to deductibles, co-payment provisions and other limitations.

A substantial portion of the Company s postretirement benefit plan obligation relates to a settlement with the union representing employees at the Company s and its predecessors Johnstown manufacturing facilities. The terms of that settlement require the Company to pay until November 30, 2012 certain monthly amounts toward the cost of retiree health care coverage. The Company s current postretirement benefit plan obligation assumes for accounting purposes a continuation of those monthly payments indefinitely after November 30, 2012 (as would be permitted under the settlement). However, the Company s postretirement benefit plan obligation could significantly increase or decrease if payments were to cease, if litigation should ensue or if the parties should agree on a modified settlement.

Generally, contributions to the plans are not less than the minimum amounts required under the Employee Retirement Income Security Act of 1974 (ERISA) and not more than the maximum amount that can be deducted for federal income tax purposes. The plans assets are held by independent trustees and consist primarily of mutual fund securities.

Table of Contents

The components of net periodic benefit cost (benefit) for the three and six months ended June 30, 2012 and 2011, are as follows:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2012	2011	2012	2011
Pension Benefits				
Interest cost	$ 725	$ 784	$ 1,450	$ 1,568
Expected return on plan assets	(862)	(949)	(1,724)	(1,898)
Amortization of unrecognized net loss	126	91	252	182
	$ (11)	$ (74)	$ (22)	$ (148)

	Three Months Ended June 30,		Six Months Ended June 30,	
	2012	2011	2012	2011
Postretirement Benefit Plan				
Service cost	$ 16	$ 14	$ 32	$ 28
Interest cost	755	803	1,510	1,606
Amortization of prior service cost	60	60	120	120
Amortization of unrecognized net loss	93	72	187	144
	$ 924	$ 949	$ 1,849	$ 1,898

The Company made contributions to the Company s defined benefit pension plans of $513 and $434 for the three months ended June 30, 2012 and 2011, respectively, and $1,556 and $3,538 for the six months ended June 30, 2012 and 2011, respectively. Total contributions to the Company s pension plans in 2012 are expected to be approximately $2,582. The Company made payments to the Company s postretirement benefit plan of approximately $1,222 and $1,152 for the three months ended June 30, 2012 and 2011, respectively, and $2,535 and $2,329 for the six months ended June 30, 2012 and 2011, respectively. Total payments to the Company s postretirement benefit plan in 2012 are expected to be approximately $5,097.

The Company also maintains qualified defined contribution plans, which provide benefits to employees based on employee contributions, years of service, employee earnings or certain subsidiary earnings, with discretionary contributions allowed. Expenses related to these plans were $525 and $360 for the three months ended June 30, 2012 and 2011, respectively, and $966 and $668 for the six months ended June 30, 2012 and 2011, respectively.

Note 14 Contingencies

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

On September 29, 2008, Bral Corporation, a supplier of certain railcar parts to the Company, filed a complaint against the Company in the U.S. District Court for the Western District of Pennsylvania (the Pennsylvania Lawsuit). The complaint alleges that the Company breached an exclusive supply agreement with Bral by purchasing parts from CMN Components, Inc. (CMN) and seeks damages in an unspecified amount, attorneys fees and other legal costs. On December 14, 2007, Bral sued CMN in the U.S. District Court for the Northern District of Illinois, alleging among other things that CMN interfered in the business relationship between Bral and the Company (the Illinois Lawsuit) and seeking damages in an unspecified amount, attorneys fees and other legal costs. On October 22, 2008, the Company entered into an Assignment of Claims Agreement with CMN under which CMN assigned to the Company its counterclaims against Bral in the Illinois Lawsuit and the Company agreed to defend and indemnify CMN against Bral s claims in that lawsuit. Discovery in both the Pennsylvania Lawsuit and the Illinois Lawsuit has been closed and the parties have brought cross-motions for summary judgment in both cases. In the Pennsylvania Lawsuit, the Court has not yet ruled on the parties summary judgment motions. In the Illinois Lawsuit, the Court has denied all summary judgment motions. While the ultimate outcomes of the Pennsylvania Lawsuit and the Illinois Lawsuit cannot be determined at this time, it is the opinion of

management that the resolution of these lawsuits will not have a material adverse effect on the Company s financial condition, results of operations or cash flows.

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

Table of Contents

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

Note 15 Earnings Per Share

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

	Three Months Ended June 30,		Six Months Ended June 30,	
	2012	**2011**	**2012**	**2011**
Weighted average common shares outstanding	11,931,565	11,914,883	11,927,992	11,911,469
Dilutive effect of employee stock options and nonvested share awards	52,336	79,577	64,816	
Weighted average diluted common shares outstanding	11,983,901	11,994,460	11,992,808	11,911,469

Weighted average diluted common shares outstanding include the incremental shares that would be issued upon the assumed exercise of stock options and the assumed vesting of nonvested share awards. For the three and six months ended June 30, 2012, there were 341,850 share based payment awards which were anti-dilutive and not included in the above calculation. For the three and six months ended June 30, 2011, there were 180,062 and 474,876 share based payment awards which were anti-dilutive and not included in the above calculation.

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

OVERVIEW

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

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

Our operating activities are divided into two reportable segments, Manufacturing and Services. Our Manufacturing segment includes new railcar manufacturing, used railcar sales, railcar leasing and major railcar rebuilds. Our Services segment includes general railcar repair and maintenance, inspections, parts sales and railcar fleet management services. Corporate includes selling, general and administrative expenses not related to production of goods and services, such as retiree pension and other postretirement benefit costs, and all other non-operating activity.

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

Total orders for railcars in the second quarter of 2012 were 961 units, consisting of 600 new railcars and 361 used railcars, compared to 1,244 units, consisting of 1,164 new railcars and 80 used railcars ordered in the first quarter of 2012 and 1,089 units, all of which were new railcars, ordered in the second quarter of 2011. Railcar deliveries totaled 2,786 units, consisting of 1,815 new railcars, 361 used railcars sold and 610 leased railcars in the second quarter of 2012, compared to 2,613 units, consisting of 2,146 new railcars, 80 used railcars sold and 387 leased railcars, delivered in the first quarter of 2012 and 1,309 units, consisting of 1,219 new railcars and 90 leased railcars, delivered in the second quarter of 2011. Total backlog of unfilled orders was 5,109 units, consisting of 1,809 new railcars and 3,300 rebuilt railcars, at June 30, 2012, compared to 8,303 units, consisting of 5,003 new railcars and 3,300 rebuilt railcars, at December 31, 2011.

Coal demand for the second quarter of 2012 reflects decreased power generation due to low industrial production, the mild winter and low natural gas prices, all of which are softening coal demand and therefore coal car demand. Second quarter 2012 North America coal loadings were 10.6% lower than in the second quarter of 2011 and coal cars in storage increased to 33,000 railcars as of June 30, 2012.

RESULTS OF OPERATIONS

Three Months Ended June 30, 2012 compared to Three Months Ended June 30, 2011

Revenues

Our consolidated revenues for the three months ended June 30, 2012 were $181.2 million compared to $97.6 million for the three months ended June 30, 2011. Manufacturing segment revenues for the second quarter of 2012 were $171.8 million compared to $88.3 million for the second quarter of 2011. The increase in Manufacturing segment revenues for the 2012 period compared to the 2011 period reflects the increase in the number of railcars delivered and higher revenue per railcar. Our Manufacturing segment delivered 2,786 units, consisting of 1,815 new railcars, 361 used railcars sold and 610 leased railcars in the second quarter of 2012, compared to 1,309 units, consisting of 1,219 new railcars and 90 leased railcars delivered in the second quarter of 2011. Services segment revenues for the three months ended June 30, 2012 were $9.4 million compared to $9.3 million for the three months ended June 30, 2011.

Table of Contents

Gross Profit

Our consolidated gross profit for the three months ended June 30, 2012 was $17.0 million compared to $4.0 million for the three months ended June 30, 2011. The increase in our consolidated gross profit for the second quarter of 2012 compared to the second quarter of 2011 reflects an increase in gross profit from our Manufacturing segment of $13.8 million, which was partially offset by a decrease in gross profit from our Services segment of $0.4 million and an increase in Corporate costs of $0.3 million. The increase in gross profit for our Manufacturing segment for the second quarter of 2012 compared to the second quarter of 2011 is due to a higher number of railcars delivered, higher revenue per railcar and improved utilization of our manufacturing capacity during 2012. The decrease in gross profit for our Services segment for the second quarter of 2012 compared to 2011 reflects lower parts sales volume, an unfavorable parts sales mix and increased operating costs in our repair business. Our consolidated gross margin rate was 9.4% for the three months ended June 30, 2012 compared to 4.1% for the three months ended June 30, 2011.

Selling, General and Administrative Expenses

Consolidated selling, general and administrative expenses for the three months ended June 30, 2012 were $7.6 million compared to $6.9 million for the three months ended June 30, 2011. The increase reflects increases in compensation of $0.7 million and external services costs of $0.8 million, which were partially offset by decreases in product development costs of $0.7 million. Manufacturing segment selling, general and administrative expenses for the three months ended June 30, 2012 were $1.4 million compared to $1.7 million for the three months ended June 30, 2011. Services segment selling, general and administrative expenses were $0.9 million for each of the three months ended June 30, 2012 and 2011. Corporate selling, general and administrative expenses for the three months ended June 30, 2012 were $5.3 million compared to $4.3 million for the three months ended June 30, 2011.

Gain on Sale of Railcars Available for Lease

Gain on sale of railcars available for lease for the three months ended June 30, 2011 was $1.0 million and represented the gain on sale of leased railcars with a net book value of $5.5 million.

Operating Income (Loss)

Our consolidated operating income for the three months ended June 30, 2012 was $9.4 million, compared to an operating loss of $1.9 million for the three months ended June 30, 2011. Operating income for the Manufacturing segment was $15.3 million for the three months ended June 30, 2012 compared to $2.1 million for the three months ended June 30, 2011. The improvement in operating income for the Manufacturing segment reflects increased deliveries, higher revenue per railcar and improved utilization of our manufacturing capacity. Services segment operating income was $0.7 million for the three months ended June 30, 2012 compared to $1.2 million for the three months ended June 30, 2011. The decrease in Services segment operating income was primarily due to lower parts sales volume and an unfavorable parts sales mix as well as increased operating costs in our repair business. Corporate costs were $6.6 million for the three months ended June 30, 2012 compared to $5.2 million for the three months ended June 30, 2011. The increase in Corporate costs was primarily due to increases in compensation and external services costs.

Interest Expense, Net

Interest expense, net (consisting of commitment fees on our revolving credit facility and letter of credit fees) was $0.1 million for each of the three months ended June 30, 2012 and 2011.

Income Taxes

The income tax provision was $3.8 million for the three months ended June 30, 2012, compared to an income tax benefit of $2.2 million for the three months ended June 30, 2011. The effective tax rates for the three months ended June 30, 2012 and 2011, were 40.3% and 109.0%, respectively. The effective tax rate for the three months ended June 30, 2012 was higher than the statutory U.S. federal income tax rate of 35% primarily due to a 4.2% blended state tax rate and other permanent adjustments, partially offset by 1.7% for the impact of tax-deductible goodwill. The effective tax rate for the three months ended June 30, 2011 was higher than the statutory U.S. federal income tax rate of 35% primarily due to the addition of the blended state tax rate and an increase for tax-deductible goodwill. The impact of goodwill amortization provides additional tax benefit to the Company, increasing its effective tax rate in periods of loss and reducing its effective tax rate during periods of profitability. As forecasted pre-tax earnings approach break even, this impact is magnified and slight changes in full-year taxable earnings can significantly change our effective tax rate in any one quarter.

Table of Contents

Net Income (Loss) Attributable to FreightCar America

As a result of the foregoing, net income attributable to FreightCar America was $5.6 million for the three months ended June 30, 2012, reflecting an increase of $5.4 million from net income attributable to FreightCar America of $0.2 million for the three months ended June 30, 2011. For the three months ended June 30, 2012, our basic and diluted net income per share was $0.47 and $0.46, respectively, on basic and diluted shares outstanding of 11,931,565 and 11,983,901, respectively. For the three months ended June 30, 2011, our basic and diluted net income per share was $0.02, on basic and diluted shares outstanding of 11,914,883 and 11,994,460, respectively.

Six Months Ended June 30, 2012 compared to Six Months Ended June 30, 2011

Revenues

Our consolidated revenues for the six months ended June 30, 2012 were $400.3 million compared to $169.8 million for the six months ended June 30, 2011. Manufacturing segment revenues for the first half of 2012 were $382.2 million compared to $151.5 million for the first half of 2011. The increase in Manufacturing segment revenues for the 2012 period compared to 2011 reflects the increase in the number of railcars delivered and higher revenue per railcar. Our Manufacturing segment delivered 5,399 units, consisting of 3,961 new railcars, 441 used railcars sold and 997 railcars leased, in the first half of 2012, compared to 2,184 units, consisting of 2,077 new railcars, 17 used railcars sold and 90 railcars leased, in the first half of 2011. Services segment revenues for the six months ended June 30, 2012 were $18.1 million compared to $18.4 million for the six months ended June 30, 2011. The decrease in Services segment revenues for the 2012 period compared to 2011 is primarily due to lower parts sales.

Gross Profit

Our consolidated gross profit for the six months ended June 30, 2012 was $40.8 million compared to $6.2 million for the six months ended June 30, 2011, representing an increase of $34.6 million. The increase in our consolidated gross profit for the first half of 2012 compared to the first half of 2011 reflects an increase in gross profit from our Manufacturing segment of $35.4 million, which was partially offset by a decrease in gross profit from our Services segment of $0.7 million. Corporate costs were flat for the first half of 2012 compared to the first half of 2011. The increase in gross profit for our Manufacturing segment for the six months ended June 30, 2012 compared to the six months ended June 30, 2011 is due to a higher number of railcars delivered, higher revenue per railcar and improved utilization of our manufacturing capacity during 2012. The decrease in gross profit for our Services segment for the first half of 2012 compared to the first half of 2011 reflects lower parts sales volume and higher operating costs for our repair business. Our consolidated gross margin rate was 10.2% for the six months ended June 30, 2012 compared to 3.7% for the six months ended June 30, 2011.

Selling, General and Administrative Expenses

Consolidated selling, general and administrative expenses for the six months ended June 30, 2012 were $16.3 million compared to $12.9 million for the six months ended June 30, 2011. The increase reflects increases in compensation of $2.3 million, external services costs of $1.5 million and legal fees of $0.5 million, which were partially offset by decreases in product development costs of $1.1 million. Manufacturing segment selling, general and administrative expenses for the six months ended June 30, 2012 were $2.9 million compared to $3.1 million for the six months ended June 30, 2011. Services segment selling, general and administrative expenses were $1.9 million for the first half of 2012 compared to $1.7 million for the first half of 2011. Corporate selling, general and administrative expenses for the six months ended June 30, 2012 were $11.6 million compared to $8.0 million for the six months ended June 30, 2011.

Gain on Sale of Railcars Available for Lease

Gain on sale of railcars available for lease for the six months ended June 30, 2012 was $1.0 million and represented the gain on sale of leased railcars with a net book value of $10.4 million. Gain on sale of railcars available for lease for the six months ended June 30, 2011 was $1.0 million and represented the gain on sale of leased railcars with a net book value of $5.5 million.

Operating Income (Loss)

Our consolidated operating income for the six months ended June 30, 2012 was $25.4 million, compared to an operating loss of $5.7 million for the six months ended June 30, 2011. Operating income for the Manufacturing segment was $37.9 million for the six months ended June 30, 2012 compared to $2.3 million for the six months ended June 30, 2011. The improvement in operating income for the Manufacturing segment reflects increased deliveries, higher revenue per railcar, gain on sale of railcars available for lease and improved utilization of our manufacturing capacity. Services segment operating income was $1.4 million for the six months ended June 30, 2012 compared to $2.3 million for the six months ended June 30, 2011. The decrease in Services segment operating income was primarily due to lower parts sales volume, higher operating costs for our repair business and an increase in selling, general and administrative expenses for the 2012 period compared to the 2011 period. Corporate costs were $13.9 million for the six months ended June 30, 2012 compared to $10.3 million for the six months ended June 30, 2011. The increase in Corporate costs was primarily due to increases in compensation and external services.

Interest Expense, Net

Interest expense, net (consisting of commitment fees on our revolving credit facility and letter of credit fees) was $0.2 million for the six months ended June 30, 2012 compared to $0.1 million for the six months ended June 30, 2011.

Income Taxes

The income tax provision was $9.9 million for the six months ended June 30, 2012, compared to an income tax benefit of $4.7 million for the six months ended June 30, 2011. The effective tax rates for the six months ended June 30, 2012 and 2011, were 39.3% and 81.1%, respectively. The effective tax rate for the six months ended June 30, 2012 was higher than the statutory U.S. federal income tax rate of 35% primarily due to a 4.6% blended state tax rate and other permanent items, partially offset by 1.9% for the impact of tax deductible goodwill. The effective tax rate for the six months ended June 30, 2011 was higher than the statutory U.S. federal income tax rate of 35% primarily due to the addition of the blended state tax rate and an increase for tax deductible goodwill. The impact of goodwill amortization provides additional tax benefit to the Company, increasing its effective tax rate in periods of loss and reducing its effective tax rate during periods of profitability.

Net Income (Loss) Attributable to FreightCar America

As a result of the foregoing, net income attributable to FreightCar America was $15.3 million for the six months ended June 30, 2012, reflecting an increase of $16.4 million from a net loss attributable to FreightCar America of $1.1 million for the six months ended June 30, 2011. For the six months ended June 30, 2012, our basic and diluted net income per share was $1.28, on basic and diluted shares outstanding of 11,927,992 and 11,992,808, respectively. For the six months ended June 30, 2011, our basic and diluted net loss per share was $0.09, on basic and diluted shares outstanding of 11,911,469.

LIQUIDITY AND CAPITAL RESOURCES

Our primary sources of liquidity for the six months ended June 30, 2012 and 2011, were our cash and cash equivalent balances on hand and our revolving credit facility. On July 29, 2010, we entered into a $30.0 million senior secured revolving credit facility pursuant to a Loan and Security Agreement dated as of July 29, 2010 (the Revolving Loan Agreement) among the Company and certain of its subsidiaries, as borrowers (collectively, the Borrowers), and Fifth Third Bank, as lender. The proceeds of the revolving credit facility can be used for general corporate purposes, including working capital. The Revolving Loan Agreement also contains a sub-facility for letters of credit not to exceed $20.0 million. As of each of June 30, 2012 and December 31, 2011, we had no borrowings or outstanding letters of credit under the revolving credit facility.

The Revolving Loan Agreement has a term ending on July 29, 2013 and revolving loans outstanding thereunder will bear interest at a rate of LIBOR plus an applicable margin of 2.50% or at prime, as selected by the Borrowers. We are required to pay a non-utilization fee of 0.35% on the unused portion of the revolving loan commitment. Borrowings under the Revolving Loan Agreement are secured by our accounts receivable, inventory and certain other assets, and borrowing availability is tied to a borrowing base of eligible accounts receivable and inventory. The Revolving Loan Agreement has both affirmative and negative covenants, including, without limitation, a minimum tangible net worth covenant and limitations on indebtedness, liens and investments. The minimum tangible net worth covenant effectively limits potential dividends to $67.8 million as of June 30, 2012. The Revolving Loan Agreement also provides for customary events of default. As of June 30, 2012, we had borrowing capacity of $30.0 million under the Revolving Loan Agreement and we were in compliance with all of the covenants contained in the agreement.

19

Table of Contents

Our restricted cash balance was $17.0 million as of June 30, 2012 and $1.8 million as of December 31, 2011, and consisted of cash used to collateralize standby letters of credit with respect to purchase price payment guarantees and performance guarantees and to support our worker s compensation insurance claims. The standby letters of credit outstanding as of June 30, 2012 are scheduled to expire at various dates through December 2015. We expect to establish restricted cash balances in future periods to minimize bank fees related to standby letters of credit while maximizing our ability to borrow under the revolving credit facility.

As of June 30, 2012, the value of inventory on lease and railcars available for lease totaled $67.1 million. We may continue to offer railcars for lease to certain customers and pursue opportunities to sell leased railcars in our portfolio. Additional railcars available for lease may be funded by cash flows from operations or we may pursue a new credit facility or both, as we evaluate our liquidity and capital resources.

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

Our long-term liquidity needs also depend to a significant extent on our obligations related to our pension and welfare benefit plans. We provide pension and retiree welfare benefits to certain salaried and hourly employees upon their retirement. Benefits under our pension plans are now frozen and will not be impacted by increases due to future service. The most significant assumptions used in determining our net periodic benefit costs are the discount rate used on our pension and postretirement welfare obligations and expected return on pension plan assets. As of December 31, 2011, our benefit obligation under our defined benefit pension plans and our postretirement benefit plan was $62.4 million and $65.1 million, respectively, which exceeded the fair value of plan assets by $14.1 million and $65.1 million, respectively. We made contributions of $1.6 million to our defined benefit pension plans during the first half of 2012 and expect to make approximately $2.6 million in total contributions to our defined benefit pension plans during 2012. Our defined benefit pension plans are in compliance with the minimum funding levels established in the Pension Protection Act of 2006. Funding levels will be affected by future contributions, investment returns on plan assets, growth in plan liabilities and interest rates. Assuming that the plans are fully funded as that term is defined in the Pension Protection Act, we will be required to fund the ongoing growth in plan liabilities on an annual basis. We made payments to our postretirement benefit plan of $2.5 million during the first half of 2012, and expect to make approximately $5.1 million in total payments to our postretirement benefit plan in 2012. We anticipate funding pension plan contributions and postretirement benefit plan payments with cash from operations and available cash.

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

Contractual Obligations

The following table summarizes our contractual obligations as of June 30, 2012, and the effect that these obligations and commitments would be expected to have on our liquidity and cash flow in future periods:

		Payments Due by Period			
Contractual Obligations	**Total**	**1 Year**	**2-3 Years**	**4-5 Years**	**After 5 Years**
			(In thousands)		
Operating leases	$ 16,756	$ 3,301	$ 5,725	$ 2,644	$ 5,086
Material and component purchases	60,754	30,234	30,520		
Total	$ 77,510	$ 33,535	$ 36,245	$ 2,644	$ 5,086

Table of Contents

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

The above table excludes $3.6 million related to a reserve for unrecognized tax benefits and accrued interest and penalties at June 30, 2012 because the timing of the payout of these amounts cannot be determined.

We are also required to make minimum contributions to our pension and postretirement welfare plans. See Note 13 to the unaudited condensed consolidated financial statements regarding our expected contributions to our pension plans and our expected postretirement welfare benefit payments for 2012.

Cash Flows

The following table summarizes our net cash provided by (used in) operating activities, investing activities and financing activities for the six months ended June 30, 2012 and 2011:

	Six Months Ended June 30,	
	2012	**2011**
	(In thousands)	
Net cash provided by (used in):		
Operating activities	$ 14,872	$ (16,763)
Investing activities	(7,820)	6,117
Financing activities	(1,480)	(65)
Total	$ 5,572	$ (10,711)

Operating Activities. Our net cash provided by or used in operating activities reflects net income or loss adjusted for non-cash charges and changes in operating assets and liabilities. Cash flows from operating activities are affected by several factors, including fluctuations in business volume, contract terms for billings and collections, the timing of collections on our contract receivables, processing of bi-weekly payroll and associated taxes, and payments to our suppliers. As some of our customers accept delivery of new railcars in train-set quantities, consisting on average of 120 to 135 railcars, variations in our sales lead to significant fluctuations in our operating profits and cash from operating activities. We do not usually experience business credit issues, although a payment may be delayed pending completion of closing documentation.

Our net cash provided by operating activities for the six months ended June 30, 2012 was $14.9 million compared to net cash used in operating activities of $16.8 million for the six months ended June 30, 2011. Net cash provided by operating activities for the six months ended June 30, 2012 includes our income from operations and increases in cash due to changes in account and contractual payables of $9.2 million, deferred income taxes of $8.9 million and accounts receivable of $2.9 million, which were partially offset by the cost of inventory on lease of $23.1 million. Net cash used in operating activities for the six months ended June 30, 2011 included an increase in working capital balances, including increases in accounts receivable of $73.5 million and inventory of $6.9 million. The increase in inventories during the six months ended June 30, 2011 reflected an increase in finished railcars ready to be delivered as well as the pre-purchase of materials for 2011 railcar orders to protect against increasing material costs. Net cash used in operating activities for the six months ended June 30, 2011 included pension contributions of $3.5 million and postretirement benefit plan contributions of $2.3 million. Our cash from operations for the six months ended June 30, 2011 also reflected cash deposits of $60.5 million that were received from customers during the first half of 2011 for railcars produced through December 2011.

Investing Activities. Net cash used in investing activities for the six months ended June 30, 2012 was $7.8 million compared to net cash provided by investing activities of $6.1 million for the six months ended June 30, 2011. Net cash used in investing activities for the six months ended June 30, 2012 included restricted cash deposits for collateralization of letters of credit of $15.5 million and purchases of property, plant and equipment of $3.2 million, which were partially offset by proceeds from the sale of railcars on operating leases of $10.4 million. Net cash provided by investing activities for the six months ended June 30, 2011 primarily included proceeds from the sale of railcars on operating leases of $6.5 million.

Financing Activities. Net cash used in financing activities for the six months ended June 30, 2012 was $1.5 million and included $1.4 million of cash dividends paid to our stockholders. Net cash used in financing activities for the six months ended June 30, 2011 was $65,000.

Table of Contents

Capital Expenditures

Our capital expenditures were $3.2 million in the six months ended June 30, 2012 compared to $0.4 million in the six months ended June 30, 2011. Capital expenditures for the six months ended June 30, 2012 were primarily cash outlays to maintain and expand our existing facilities. Excluding unforeseen expenditures, management expects that capital expenditures will be approximately $7.3 million for the remainder of 2012 and will be used to maintain our existing railcar manufacturing and repair and maintenance facilities and improve the efficiency of certain facilities. Management continuously evaluates facility requirements based upon market demand and may elect to make capital investments at higher levels in the future.

CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING STATEMENTS

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

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

- the cyclical nature of our business;
- the highly competitive nature of our industry;
- adverse economic and market conditions;
- our reliance upon a small number of customers that represent a large percentage of our sales;
- the variable purchase patterns of our customers and the timing of completion, delivery and customer acceptance of orders;
- potential significant warranty claims (customer-related);
- our reliance on the sales of our aluminum-bodied coal cars;
- the risk of lack of acceptance of our new railcar offerings by our customers;
- availability and fluctuating cost of raw materials, including steel and aluminum, and delays in the delivery of raw materials;
- our ability to maintain relationships with our suppliers of railcar components;
- risks relating to our relationship with our unionized employees and their unions;

our ability to manage our health care and pension costs;

shortages of skilled labor;

the cost of complying with environmental laws and regulations; and

various covenants in the agreement governing our indebtedness that limit our management s discretion in the operation of our businesses.
Our actual results could be different from the results described in or anticipated by our forward-looking statements due to the inherent uncertainty of estimates, forecasts and projections and may be better or worse than anticipated. Given these uncertainties, you should not rely on forward-looking statements. Forward-looking statements represent our estimates and assumptions only as of the date that they were made. We expressly disclaim any duty to provide updates to forward-looking statements, and the estimates and assumptions associated with them, in order to reflect changes in circumstances or expectations or the occurrence of unanticipated events except to the extent required by applicable securities laws. All of the forward-looking statements are qualified in their entirety by reference to the factors discussed under Item 1A. Risk Factors in our annual report on Form 10-K for the year ended December 31, 2011 filed with the Securities and Exchange Commission.

Item 3. Quantitative and Qualitative Disclosures About Market Risk.

We have a $30.0 million senior secured revolving credit facility, the proceeds of which can be used for general corporate purposes, including working capital. On an annual basis, a 1% change in the interest rate in our revolving credit facility will increase or decrease our interest expense by $10,000 for every $1.0 million of outstanding borrowings. As of June 30, 2012, there were no borrowings or outstanding letters of credit under the revolving credit facility.

The production of railcars and our operations require substantial amounts of aluminum and steel. The cost of aluminum, steel and all other materials (including scrap metal) used in the production of our railcars represents a significant majority of our direct manufacturing costs. Our business is subject to the risk of price increases and periodic delays in the delivery of

Table of Contents

aluminum, steel and other materials, all of which are beyond our control. Any fluctuations in the price or availability of aluminum or steel, or any other material used in the production of our railcars, may have a material adverse effect on our business, results of operations or financial condition. In addition, if any of our suppliers were unable to continue its business or were to seek bankruptcy relief, the availability or price of the materials we use could be adversely affected. When market conditions permit us to do so, we negotiate contracts with our customers that allow for variable pricing to protect us against future changes in the cost of raw materials. When raw material prices increase rapidly or to levels significantly higher than normal, we may not be able to pass price increases through to our customers, which could adversely affect our operating margins and cash flows.

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

Item 4. Controls and Procedures.

Evaluation of Disclosure Controls and Procedures

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

Changes in Internal Control Over Financial Reporting

There has been no change in our internal control over financial reporting during the last fiscal quarter that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

PART II OTHER INFORMATION

Item 1. Legal Proceedings.

We are involved in certain threatened and pending legal proceedings, including commercial disputes and workers compensation and employee matters arising out of the conduct of our business. While the ultimate outcome of these legal proceedings cannot be determined at this time, it is the opinion of management that potential losses in excess of the accrued legal provisions, if any, are not expected to be material to the Company s consolidated financial condition, results of operations or cash flows.

On September 29, 2008, Bral Corporation, a supplier of certain railcar parts to the Company, filed a complaint against us in the U.S. District Court for the Western District of Pennsylvania (the Pennsylvania Lawsuit). The complaint alleges that we breached an exclusive supply agreement with Bral by purchasing parts from CMN Components, Inc. (CMN) and seeks damages in an unspecified amount, attorneys fees and other legal costs. On December 14, 2007, Bral sued CMN in the U.S. District Court for the Northern District of Illinois, alleging among other things that CMN interfered in the business relationship between Bral and the Company (the Illinois Lawsuit) and seeking damages in an unspecified amount, attorneys fees and other legal costs. On October 22, 2008, we entered into an Assignment of Claims Agreement with CMN under which CMN assigned to us its counterclaims against Bral in the Illinois Lawsuit and we agreed to defend and indemnify CMN against Bral s claims in that lawsuit. Discovery in both the Pennsylvania Lawsuit and the Illinois Lawsuit has been closed and the parties have brought cross-motions for summary judgment in both cases. In the Pennsylvania Lawsuit, the Court has not yet ruled on the parties summary judgment motions. In the Illinois Lawsuit, the Court has denied all summary judgment motions. While the ultimate outcomes of the Pennsylvania Lawsuit and the Illinois Lawsuit cannot be determined at this time, it is the opinion of management that the resolution of these lawsuits will not have a material adverse effect on the Company s financial condition, results of operations or cash flows.

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

[Table of Contents](#)

Item 1A. Risk Factors.

There have been no material changes from the risk factors previously disclosed in Item 1A of our 2011 annual report on Form 10-K.

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

None.

Item 3. Defaults Upon Senior Securities.

None.

Item 4. Mine Safety Disclosures.

Not applicable.

Item 5. Other Information.

None.

Item 6. Exhibits.

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

31.1	Certification of Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
31.2	Certification of Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
32	Certification of Chief Executive Officer and Chief Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
101.INS	XBRL Instance Document *
101.SCH	XBRL Taxonomy Extension Schema Document *
101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document *
101.DEF	XBRL Taxonomy Extension Definition Linkbase Document *
101.LAB	XBRL Taxonomy Extension Label Linkbase Document *
101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document *

* To be filed by amendment

Table of Contents

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

FREIGHTCAR AMERICA, INC.

Date: August 9, 2012

By: /s/ EDWARD J. WHALEN

Edward J. Whalen, President and

Chief Executive Officer

By: /s/ JOSEPH E. MCNEELY

Joseph E. McNeely, Vice President, Finance,

Chief Financial Officer and Treasurer

25

Table of Contents

EXHIBIT INDEX

Exhibit Number	Description
31.1	Certification of Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
31.2	Certification of Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
32	Certification of Chief Executive Officer and Chief Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
101.INS	XBRL Instance Document *
101.SCH	XBRL Taxonomy Extension Schema Document *
101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document *
101.DEF	XBRL Taxonomy Extension Definition Linkbase Document *
101.LAB	XBRL Taxonomy Extension Label Linkbase Document *
101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document *

* To be filed by amendment